



## Shareholders' Meeting

Set for the Shareholders' Meeting on October 1, 2021



Dear Shareholder,

Please note first and foremost that, considering the emergency linked to the Covid-19 epidemic and to pursue the utmost protection of the health of the Shareholders, corporate officers, employees and advisors of Unipol Gruppo S.p.A. (“Unipol” or the “Company”), as permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 105 of 23 July 2021 (the “Decree”), **eligible parties may only attend the shareholders’ meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of Legislative Decree no. 58 of 24 February 1998** (the “Designated Representative” and the “TUF”).

Hoping to facilitate this process, we have prepared this set of several useful documents regarding your participation, in compliance with the foregoing, in the shareholders’ meeting:

- Meeting notice with agenda;
- Right to supplement the agenda and to submit proposals on item already on the agenda pursuant to Art. 126-*bis* of the TUF
- Right to pose questions prior to the Shareholders' Meeting;
- Right to individually submit resolution proposals prior to the Shareholders' Meeting;
- Procedure for participation and voting by proxy;
- Proxy form pursuant to Art. 135-*undecies* of the TUF;
- Proxy and/or sub-proxy form pursuant to Art. 135-*novies* of the TUF.

Please note that the financial statement documents for the year 2020, the reports of the Board of Directors on the item on the agenda as well as the other information regarding the Shareholders' Meeting are available on the website [www.unipol.it](http://www.unipol.it) in the *Governance/Shareholders' Meetings/2021/Ordinary Shareholders' Meeting of 1 October 2021* Section. You may contact our Offices (phone +39 055 5095308, fax +39 051 7096713, email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it)) at any time with any questions linked to your role as Shareholder.

## NOTICE OF ORDINARY SHAREHOLDERS' MEETING

*(published on the Company's website on 7 August and, in excerpt, on the same date, in the newspaper Il Sole 24 Ore)*

The ordinary session of the shareholders' meeting of Unipol Gruppo S.p.A. is hereby called, on a single call, for 1 October 2021, at 11.30 a.m., at the corporate headquarters in Porta Europa in Bologna, Via Stalingrado 37, to consider the following

### AGENDA

#### **1. Proposal to distribute a portion of the extraordinary profit reserve recorded on the balance sheet of the Company. Related and consequent resolutions.**

##### **Attendance and representation at Shareholders' Meetings**

Anyone who holds voting rights at the close of business on 22 September 2021 (record date) and for whom the Company has received the notification from the authorised intermediary shall be entitled to attend the shareholders' meeting and exercise their voting rights.

Anyone who becomes an owner of the shares after 22 September 2021 shall not have the right to attend or vote at the shareholders' meeting.

Holders of ordinary shares of Unipol Gruppo S.p.A. that are not deposited with Monte Titoli S.p.A. may only exercise the rights related to these shares if they deliver them to an intermediary to enter them into the centralised management system.

Due to the emergency caused by the Covid-19 pandemic and in order to ensure maximum protection of the health of the shareholders, Company representatives, employees and consultants of the Company, as permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 105 of 23 July 2021, **eligible parties may only attend the shareholders' meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of the Consolidated Law on Finance** (the "Designated Representative") using the mechanisms described herein.

Attendance at the shareholders' meeting by members of the corporate bodies, the secretary and the Designated Representative, and any other parties authorised for this by the chairperson of the board of directors, in accordance with the measures to contain the Covid-19 pandemic as provided by the applicable provisions of the law, may also, or exclusively, be through means of video/telecommunication, with mechanisms that the chairperson will define and communicate to each of the above-mentioned parties in accordance with applicable laws in that case.

Holders of voting rights who intend to take part in the shareholders' meeting must give the applicable proxy containing voting instructions on the items on the agenda to the Designated Representative. The proxy must be given to the Designated Representative by the end of the second trading day before the date of the shareholders' meeting, and therefore **by 29 September 2021**, following the required procedures and using the specific form that will be available on the Company website ([www.unipol.it](http://www.unipol.it) under the section *Governance/Shareholders' Meetings/2021/Ordinary Shareholders' Meeting of 1 October*

2021), which will also explain the mechanisms that can be used to give notice of the proxies electronically or to withdraw, within the above-mentioned deadline, any proxies or voting instructions given. Alternatively, the proxy given to the Designated Representative may be sent, **by 12.00 p.m. on 30 September 2021**, using the specific web application prepared and managed directly by Computershare S.p.A., through which the proxy form containing voting instructions for the Designated Representative can be filled out with a guided procedure.

The proxy will only be valid if voting instructions have been given.

The Company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-*undecies* of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923200 or at the email address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-*novies* of the Consolidated Law on Finance, as an exception to article 135-*undecies*, paragraph 4 of the Consolidated Law on Finance, using the form available on the Company's website which must be submitted **by 12.00 p.m. on 30 September 2021** to Computershare S.p.A.

Holders of shares deposited with the Company may attend the shareholders' meeting exclusively through the Designated Representative, subject to communication sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) or by fax to +39 051 7096713, or by calling +39 055 5095308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this shareholders' meeting.

#### **Questions on the item on the agenda**

Pursuant to article 127-*ter* of the Consolidated Law on Finance, anyone with voting rights may submit questions on the item on the agenda even prior to the shareholders' meeting, by sending a registered letter to Unipol Gruppo S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 051 7096713, or to by email to the certified email address: [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) or by filling out the specific form available on the website [www.unipol.it](http://www.unipol.it) under the section *Governance/Shareholders' Meetings/2021/Ordinary Shareholders' Meeting of 1 October 2021*. The questions must be received by the record date, i.e. **by 22 September 2021**.

Consideration will only be given to questions that are strictly pertinent to the item on the agenda. Submitters must provide their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and documentation proving the right to vote issued by the depository intermediary, to the address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

If a shareholder has requested notification of its right to attend the shareholders' meeting from its depository intermediary, it will be sufficient to include reference to said notice issued by the intermediary in the request or, at least, the name of the intermediary.

Questions received before the shareholders' meeting will be answered at the latest by 29 September by publication on the Company's website, with the option for the Company to provide a single answer to questions with similar content.

### **Additions to the agenda and submission of proposals on the matter already on the agenda pursuant to article 126-*bis* of the Consolidated Law on Finance**

Pursuant to article 126-*bis* of the Consolidated Law on Finance, shareholders who, individually or jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice, therefore **by 17 August 2021**, request to add to the item on the agenda, specifying the additional topics proposed in their request, or submit proposed resolutions on the item already on the agenda. No additions shall be permitted for topics on which the shareholders' meeting will decide, in accordance with the law, upon proposal by the directors or on the basis of a project or report it has prepared, besides those described under article 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing with a registered letter with notice of receipt sent to Unipol Gruppo S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or to the certified email address: [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

Certification of ownership of the shares held by the shareholders making the request, and the shareholding required to request additions to the agenda must be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

Any additions to the agenda shall be notified in the same manner provided under the law for notices calling the shareholders' meeting, in accordance with the terms required by prevailing law.

Shareholders requesting additions to the agenda of the shareholders' meeting must prepare a report stating the reasons for the proposed resolutions on new items submitted for discussion or the reasons for additional proposed resolutions on the item already on the agenda; said report must be sent to the board of directors within the deadline for submitting the request to add items to the agenda.

### **Right to submit proposed resolutions individually prior to the shareholders' meeting**

In addition to the above, since the shareholders' meeting can only be attended by the Designated Representative, parties entitled to attend the shareholders' meeting who wish to make proposed resolutions on the topic on the agenda are asked to make them beforehand, by **15 September 2021**. These proposals, where pertinent, will be published on the Company's website by the following 16 September so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving its right to attend the shareholders' meeting and the issue of a proxy to the Designated Representative to attend the shareholders' meeting.

### **Information on the share capital**

As of today's date, the share capital of Unipol Gruppo is €3,365,292,408.03, divided into 717,473,508 ordinary shares with no nominal value. As at the same date, 716,767,974 shares have voting rights, excluding treasury shares and those held by subsidiaries.

### **Documentation and further information**

Further information and detailed instructions on the rights that may be exercised by shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the Company website [www.unipol.it](http://www.unipol.it) under the section *Governance/Shareholders' Meetings/2021/Ordinary Shareholders' Meeting of 1 October 2021*.

From today's date, the directors' report, with the proposed resolutions on the single item of the agenda will be available to the public at the registered office and published on the aforementioned Company website, and on the website of the authorised storage mechanism *eMarket Storage* ([www.emarketstorage.com](http://www.emarketstorage.com)) and will be sent to anyone who asks for it.

The shareholders may obtain copies of said documentation.

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**The place and/or the mechanisms for holding the shareholders' meeting may change in the event of amendments to prevailing laws or further orders issued by the relevant authorities due to the Covid-19 emergency in effect on the date on which the shareholders' meeting is held. Notification will be promptly given of any changes using the same mechanisms provided for publishing the notice calling the meeting.**

Bologna, 7 August 2021

The Chairperson of the Board of Directors  
*Pierluigi Stefanini*

## RIGHT TO SUPPLEMENT THE AGENDA AND TO SUBMIT PROPOSALS ON ITEM ALREADY ON THE AGENDA PURSUANT TO ART. 126-BIS OF THE TUF

Pursuant to Art. 126-*bis* of Legislative Decree 58/98 (“TUF”), Shareholders which, even jointly, represent one-fortieth of the share capital may request, by 17 August 2021 (tenth day subsequent to the publication of the Shareholders' Meeting Notice), to add to the item on the agenda, by specifying in the request the additional topics proposed, or submit resolution proposals on the item already on the agenda. Matters which, under legal terms, must be decided upon by the Shareholders' Meeting based on a proposal from the Directors or on the basis of a draft or a report submitted by them pursuant to Art. 125-*ter*, paragraph 1 of the TUF, cannot be added to the agenda.

The requests must be made in writing by registered letter with advice of receipt addressed to Unipol Gruppo S.p.A. - Shareholders Office - Via Stalingrado 37, 40128 Bologna, or by email to the certified email address: [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it), to be received by the Company by the deadline specified above, and be accompanied by a report on the items the discussion of which is proposed or on the additional proposals. The certification of ownership of the shares held by the requesting Shareholders and the shareholding required to request an addition to the agenda must be set forth in a specific notification provided by the custodian intermediary, effective at the date of such request, addressed to [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

Any additions to the agenda shall be announced, in the same forms as those required by law for the Shareholders' Meeting Notice, within the terms set forth in regulations in force.

Shareholders requesting to add to the Shareholders' Meeting agenda must prepare a report indicating the justification of the resolution proposals on the new items the discussion of which is proposed or the justification relating to the additional resolution proposals submitted on the item already on the agenda: the above-mentioned report must be transmitted to the Board of Directors by the final deadline for the submission of the request to add to the agenda.



## RIGHT TO POSE QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to Art. 127-ter of the TUF, those entitled to vote may submit questions on the item on the agenda even prior to the Shareholders' Meeting, by sending a registered letter addressed to Unipol Gruppo S.p.A. – Shareholders Office - Via Stalingrado 37, 40128 Bologna, or transmitting the request via fax to no. 055 4792006, or email to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it), or, lastly, by completing the dedicated **Form** present on the Company's website [www.unipol.it](http://www.unipol.it) in the *Governance/Shareholders' Meetings/2021/Ordinary Shareholders' Meeting of 1 October 2021* Section. The requests must be received by the record date, i.e. by 22 September 2021.

Exclusively requests strictly relating to the item on the agenda received by the Company shall be taken into consideration.

The requesting party must provide his or her personal information (surname and name or company name for entities or companies, place and date of birth and tax code) and suitable documentation proving possession of the voting right issued by the intermediary, effective until 22 September 2021 (record date) addressed to [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

If the Shareholder has requested the communication regarding its legitimacy to participate in the Shareholders' Meeting from its custodian intermediary, it will be sufficient to include the references of any such communication issued by the intermediary or, at least, the name of the intermediary, in such communication.

Requests received prior to the Shareholders' Meeting will receive a response at the latest on 29 September via publication on the Company's website, with the right for it to provide a single response to any questions with the same content.

## **RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS PRIOR TO THE SHAREHOLDERS' MEETING**

Taking into account that participation in the Shareholders' Meeting is permitted exclusively via the Designated Representative, the parties entitled to participate in the Shareholders' Meeting that intend to formulate resolution proposals on item on the agenda pursuant to Art. 126-*bis*, paragraph 1, second-to-last sentence, of the TUF are invited to submit them in advance, by 15 September 2021.

These proposals, after a verification of their pertinence to the item on the agenda and their compliance with applicable regulations, shall be published on the Company's website by the subsequent 16 September, in order to allow those entitled to vote to knowledgeably express themselves, also taking into account these new proposals, and allow the Designated Representative to receive any voting instructions on them as well. The requesting party must provide suitable documentation proving his or her legitimacy to participate in the Shareholders' Meeting and the issue of the proxy to the Designated Representative for participation in the Shareholders' Meeting.

## PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

As noted, considering the emergency linked to the Covid-19 epidemic and to pursue the utmost protection of the health of the Shareholders, corporate officers, employees and advisors of the Company, as permitted by the Decree, **those entitled may participate in the Shareholders' Meeting, without actually entering the location where it will be held, exclusively by granting proxy to the Designated Representative** with the methods set forth herein.

Those with the voting right that intend to participate in the Shareholders' Meeting must grant a dedicated proxy to the Designated Representative containing voting instructions of the item on the agenda. The proxy to the Designated Representative pursuant to Art. 135-*undecies* of the TUF may be granted by the end of the 2nd trading day prior to the date of the Shareholders' Meeting and, therefore, by **29 September 2021**. The proxy is effective only for the proposals in relation to which voting instructions have been provided.

The Company has identified Computershare S.p.A. with Offices in Turin, Via Nizza 262/73, as Designated Representative pursuant to Art. 135-*undecies* of the TUF. The Designated Representative will be available for clarifications or information at +39 011 0923226 or at the email address [sedeto@computershare.it](mailto:sedeto@computershare.it).

The proxy pursuant to Art. 135-*undecies* of the TUF and the relative voting instructions may be revoked by the above-mentioned term of 27 April 2021, with the same methods as those established for granting it.

The above-mentioned proxy pursuant to Art. 135-*undecies* of the TUF to the Designated Representative may also be granted, **by 12:00 p.m. on 30 September 2021**, using the specific web application developed and managed directly by Computershare S.p.A., through which it is possible to proceed with the guided completion of the Designated Representative proxy form, accessible directly from the dedicated section of the Unipol website.

As permitted by the above-mentioned Decree, the same Designated Representative may also be granted proxies and/or sub-proxies pursuant to Art. 135-*novies* of the TUF, in derogation of Art. 135-*undecies*, paragraph 4 of the TUF, using the form available on the Company's website and within the term specified therein.

The proxy and/or sub-proxy pursuant to Art. 135-*novies* of the TUF, with the relative voting instructions along with the documentation proving the signing authority, must be received by **12:00 p.m. on 30 September 2021** by Computershare S.p.A., with the possibility of revocation by the above-mentioned term, with the same methods as those established for granting it.

The proxy and/or sub-proxy shall be effective only for the resolutions proposed to the Shareholders' Meeting for which the delegating party has provided voting instructions.

The Shareholders holding shares deposited at the Company may participate in the Shareholders' Meeting, exclusively through the Designated Representative, by sending a communication to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) or via fax to +39 051 7096713, or by calling +39 055 5095308.

For this Shareholders' Meeting, there are no voting by correspondence or electronic voting procedures.

The Designated Representative proxy form pursuant to Art. 135-*undecies* of the TUF is reproduced on page 14 and is available, in downloadable and printable form, in the dedicated section of the Unipol website under *Proxy/sub-proxy form for the exclusive Designated Representative for the Ordinary Shareholders' Meeting.*

The proxy and/or sub-proxy form pursuant to Art. 135-*novies* of the TUF to the Designated Representative is instead reproduced on page 20 and is available, in downloadable and printable form, in the dedicated section of the Unipol website under *Proxy/sub-proxy form for the Designated Representative for the Ordinary Shareholders' Meeting.*

The **proxy** issued according to one of the above-mentioned forms, to be sent to the Company via the Designated Representative with the **voting instructions** reserved to it, along with an ID and any documentation proving signing authority, must be received within the terms specified on the relative forms with one of the following methods:

- 1) **Certified Email Account Holders:** if the delegating party (also legal entity) has a certified email account, a copy of the electronically reproduced (PDF format) proxy may be sent to the address *unipol@pecserviziotitoli.it;*
- 2) **Holders of Advanced electronic, qualified or digital signature (FEA):** the delegating party with FEA may transmit the copy of the electronically reproduced proxy with an Advanced Electronic Signature, including via ordinary email, to the address *unipol@pecserviziotitoli.it;*
- 3) **Ordinary Email Account Holders:** the delegating party may send a copy of the electronically reproduced (PDF format) proxy to the address *unipol@pecserviziotitoli.it.* In this case, the original proxy, instructions and a copy of the correlated documentation must be transmitted to the offices of Computershare S.p.A. via Nizza 262/73 10126 Turin;
- 4) **Via FAX to the number:** 011 0923202.

**If the proxy form is sent with methods and in terms other than those specified above or sent exclusively by mail, the delegating party will not be ensured that the proxy will be properly granted to the Designated Representative.**

PROXY FORM PURSUANT TO ART. 135-UNDECIES OF THE TUF

## UNIPOL GRUPPO S.p.A. – Shareholders’ Meeting on October 1<sup>st</sup>, 2021

### Proxy form and Voting instructions to Computershare S.p.A. which is the only subject legitimately entitled to attend the Meeting

UNIPOL GRUPPO S.p.A. (the Company) has appointed Computershare S.p.A., through its employee or duly entrusted staff member, acting as **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and to article 106 of Law Decree on March 17<sup>th</sup>, 2020 n. 18, as subsequently amended, most recently, by the Law Decree of July 23<sup>rd</sup>, 2021, n. 105, to collect proxies for the Ordinary Shareholders’ Meeting convened on **October 1<sup>st</sup>, 2021** in single call, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company’s website [www.unipol.it](http://www.unipol.it).

The proxy and voting instructions, to be conferred by **September 29<sup>th</sup>, 2021**, may be revoked within the same date with the procedures used for the conferral.

**Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.**

#### Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)

Computershare S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

#### PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

##### \* mandatory information

The undersigned (natural person)\* ..... Place of birth \* ..... Date of birth\* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ....., e-mail .....

(2) entitled to exercise the voting right on **2021/09/22 (Record Date)** as:  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate  pledgee –  Taker in -  beneficiary interest holder -  official receiver–  manager –  other (specify) .....

for no\* ..... of ordinary shares **UNIPOL GRUPPO**

(3) registered in the name of (natural or legal person)\* ..... Place of birth \* .....

Date of birth \* ..... Tax Code/LEI .....

Resident in (town/city) \* ..... at (street / address) \* .....

(4) Registered in the securities account no..... At..... Bank code (ABI)..... Branch code (CAB).....

(5) as resulting from communication no. ... Made by (Bank).....

**DELEGATES** the above Appointed Representative to attend and vote at the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.
- the proxy will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works

DATE Form of identification (6) (type)\* Issued by \* no. \* SIGNATURE

**NOTE:** It is not possible to grant this proxy form without the voting instructions form to be completed online and downloaded from the company’s website [www.unipol.it](http://www.unipol.it). Voting instruction form can be requested by phone at no. +39 011 0923200.

**UNIPOL GRUPPO S.p.A. – Shareholders’ Meeting on October 1<sup>st</sup>, 2021**

**Proxy form and Voting instructions to Computershare S.p.A. which is the only subject legitimately entitled to attend the Meeting**

**VOTING INSTRUCTIONS**

*(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)*

**WARNING**

*The voting instructions form may require changes to include any additional proposals for the items on the agenda or proposals submitted individually by the shareholders by September 15<sup>th</sup>, 2021, therefore, according the provisions of the meeting notice, this form will be integrated and republished on the website with the new proposals. In the event of submission of proposals that imply the issue of new voting instructions, the instructions already conferred on the only topic subject to integration lose their validity and will regain it only after issuing voting instructions also on the new proposals. However, the voting instructions on the other topics remain valid and effective.*

The undersigned **(7)**

**INSTRUCTS** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow **(8)**

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b>		
	F (for), C (against), A (abstain)		

1. Proposal to distribute a portion of the extraordinary profit reserve recorded on the balance sheet of the Company. Related and consequent resolutions.			
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A

DATE

SIGNATURE

*Instructions for filling in and submitting the form*

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **September 29<sup>th</sup>, 2021**, using one of the following methods:

- 1) **Online**: completing the online form available on the Company’s website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder; in this case the above deadline is extended to **12 noon of September 30<sup>th</sup>, 2021**;
- 2) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [unipol@pecserviziotitoli.it](mailto:unipol@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
- 3) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [unipol@pecserviziotitoli.it](mailto:unipol@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
- 4) **Common Email address Holders**: as an attachment document (PDF format) sent to [unipol@pecserviziotitoli.it](mailto:unipol@pecserviziotitoli.it). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73 10126 Turin, Italy;
- 5) **Via FAX**: number +39 011 0923202.

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.unipol.it](http://www.unipol.it).  
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and A2.  
The vote is expressed by ticking the relevant box between the following: F (for), C (against) or A (abstention).
10. If the Section A2 is on the form, it collects instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.



**Italian Legislative Decree no. 58/98 (T.U.F)**

**Article 135-decies**

*(Conflict of interest of the representative and substitutes)*

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
  - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies**

*(Appointed representative of a listed company)*

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall have any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

**Law-Decree nr. 18 on March 17th, 2020**

**Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)**

- [...] 4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

**INFORMATION ON PERSONAL DATA PROCESSING**

Pursuant to the Regulation(EU) 2016/679 (the “Regulation”)

**Personal Data Controller**

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

**Object and methods of processing**

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

**Purpose and legal basis of the Processing**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n.18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

**Recipients, storage and transfer of Personal Data**

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

**Rights of the Delegating party**

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.

PROXY AND/OR SUB-PROXY FORM PURSUANT TO ART. 135-*NOVIES* OF THE TUF

**UNIPOL GRUPPO S.p.A. – Shareholders' Meeting on October 1<sup>st</sup>, 2021**  
**Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend**  
**to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17<sup>th</sup>, 2020**

Pursuant to Art. 106 of Law Decree on March 17<sup>th</sup>, 2020 n. 18, containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19, as subsequently amended, most recently, by the Law Decree of July 23<sup>rd</sup>, 2021, n. 105, and as stated in the notice of call of UNIPOL GRUPPO S.p.A. Ordinary Shareholders' Meeting on October 1<sup>st</sup>, 2021, the proxy can be conferred to Computershare S.p.A..

**PROXY/SUB-DELEGATION FORM**

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

**\* mandatory information**

The undersigned (natural person)\* ..... Place of birth \* ..... Date of birth\* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ....., e-mail .....

(2) entitled to exercise the voting right on **2021/09/22 (Record Date)** as: -  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate -  pledgee –  Taker in -  beneficiary interest holder -  official receiver -  manager -  other (specify) .....

for no\* ..... of ordinary shares **UNIPOL GRUPPO**

(3) registered in the name of (natural or legal person) ..... Place of birth \* ..... Date of birth \* .....

TAX Code/LEI .....

Resident in (town/city) \* ..... at (street / address) \* .....

(4) Registered in the securities account no. .... At ..... Bank Code (ABI) ..... Branch Code (CAB) .....

(5) as resulting from communication no. .... Made by (Bank) .....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** to attend and vote to the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

**STATES**, under his/her own liability, as proxy holder, the compliance to the original document of the copy of the proxy form provided electronically and the identity of the proxy grantor.

DATE Form of identification (6) (type)\* Issued by \* no. \* SIGNATURE

**NOTE: It is not possible to grant this proxy form without the voting instructions form to be (completed online and) downloaded from the company's website [www.unipol.it](http://www.unipol.it). Voting instruction form can be requested by phone at no. +39 011 0923200.**

**UNIPOL GRUPPO S.p.A. – Shareholders’ Meeting on October 1<sup>st</sup>, 2021**  
**Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend**  
**to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17<sup>th</sup>, 2020**

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**VOTING INSTRUCTION**

**WARNING**

*The voting instructions form may require changes to include any additional proposals for the items on the agenda or proposals submitted individually by the shareholders by September 15<sup>th</sup>, 2021, therefore, according the provisions of the meeting notice, this form will be integrated and republished on the website with the new proposals. In the event of submission of proposals that imply the issue of new voting instructions, the instructions already conferred on the only topic subject to integration lose their validity and will regain it only after issuing voting instructions also on the new proposals. However, the voting instructions on the other topics remain valid and effective.*

The undersigned (7)

**INSTRUCTS** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b> F (for), C (against), A (abstain)
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<b>1. Proposal to distribute a portion of the extraordinary profit reserve recorded on the balance sheet of the Company. Related and consequent resolutions.</b>			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF (10)	F	C	A

DATE

SIGNATURE

**UNIPOL GRUPPO S.p.A. – Shareholders’ Meeting on October 1<sup>st</sup>, 2021**  
**Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend**  
**to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17<sup>th</sup>, 2020**

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**Instructions for filling in and submitting the form**

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1. **The Proxy form** must be notified to the Company (*together with a valid ID document and, in case, the documentation providing proof of the signatory power*) via the Appointed Representative together with the **Voting Instructions** reserved to him within **September 30<sup>th</sup>, 2021 h. 12 noon**, using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [unipol@pecserviziottoli.it](mailto:unipol@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [unipol@pecserviziottoli.it](mailto:unipol@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to [unipol@pecserviziottoli.it](mailto:unipol@pecserviziottoli.it). In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73 10126 Turin, Italy;
  - 4) **Via FAX**: number 011 0923202.

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive subdelegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.unipol.it](http://www.unipol.it). Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and/or C.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. If the Section A2 is on the form, it collects instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

**UNIPOL GRUPPO S.p.A. – Shareholders’ Meeting on October 1<sup>st</sup>, 2021**  
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Computershare S.p.A.

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**Unipol Gruppo S.p.A.**

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Fax +39 051 5076666

Share capital  
€3,365,292,408.03 fully paid-up  
Bologna Register of Companies  
Tax No. 00284160371  
VAT No. 03740811207  
R.E.A. No.160304

Parent company of the Unipol Insurance Group  
entered in the Register of the parent companies  
at No. 046

**unipol.it**



[unipol.it](http://unipol.it)

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