



Unipol Gruppo S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 3,365,292,408.03 fully paid-up

Tax Identification Number and Bologna Companies' Register Number 00284160371

Parent Company of the Unipol Insurance Group entered on the Register of holding companies under number 046

NOTICE TO SHAREHOLDERS

(Pursuant to Article 84 of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999 as amended)

MERGER BY INCORPORATION INTO UNIPOL GRUPPO S.P.A. OF UNIPOLSAI ASSICURAZIONI S.P.A., UNIPOL FINANCE S.R.L., UNIPOLPART I S.P.A. AND UNIPOL INVESTMENT S.P.A.

OUTCOME OF THE EXERCISE OF THE RIGHT OF WITHDRAWAL FULFILLMENT OF THE CONDITION REGARDING THE MAXIMUM DISBURSEMENT

With reference to the announcement to the market made on 22 October 2024, Unipol Gruppo S.p.A. ("**Unipol**" or the "**Company**") hereby announces that the period for exercising the right of withdrawal, pursuant to Art. 2437, paragraph 1 (a) of the Civil Code (the "**Right of Withdrawal**"), reserved for those Shareholders who did not take part in the approval of the plan for the merger by incorporation into Unipol of UnipolSai Assicurazioni S.p.A., Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A. (the "**Merger**"), together with related amendments to the Company's bylaw, is expired on 6 November 2024.

At the expiration of the above mentioned deadline and based on the communications received by the Company, the Right of Withdrawal was validly exercised with respect to no. 37 shares for a total liquidation value of Euro 194.99.

In view of the foregoing, the condition precedent to which, among other things, the completion of the Merger is subject has been fulfilled, in that the total disbursement that the Company is required to incur in connection with the exercise of the Right of Withdrawal does not exceed the amount of 100,000,000.00 Euros.

Given the extremely small number of shares subject to the Right of Withdrawal, Unipol has decided not to carry out the rights offering pursuant to Article 2437-*quater*, paragraphs 1, 2 and 3 of the Civil Code, as well as the subsequent placement with third parties by means of a market offering pursuant to Article 2437-*quater*, paragraph 4 of the Civil Code.

The no. 37 shares subject to withdrawal, therefore, will be purchased by the Company pursuant to Article 2437-*quater*, paragraph 5, of the Civil Code, using available reserves of the Company.

Bologna, 27 november 2024