

UNIPOL ACCEPTS BPER'S PUBLIC EXCHANGE OFFER ON BANCA POPOLARE DI SONDRIO

Bologna, 26 June 2025

The Board of Directors of Unipol Assicurazioni S.p.A. ("**Unipol**" or the "**Company**"), which met today, approved the decision to accept the voluntary total public exchange offer (the "**Offer**" or the "**Transaction**" or the "**OPS**") promoted by BPER Banca S.p.A. ("**BPER**" or the "**Offeror**") on all ordinary shares of Banca Popolare di Sondrio S.p.A. ("**BPSO**"), confirming its agreement with the strategic and industrial rationale of the Transaction and finding positive effects for Unipol itself, in its position as shareholder of both BPER and BPSO in terms of economic-financial convenience, of value-generating capacity and sustainability of the impacts on regulatory capital.

In order to support of the aforementioned decision, the Board of Directors has acquired, on a voluntary basis, the prior and reasoned favorable opinion of the Committee for Related Party Transactions "**COPC**").

The acceptance of the Offer qualifies as a related-party transaction, pursuant to art. 3 of the "Procedure for related parties transactions" (the "**RPT Procedure**") and art. 3, paragraph 1, letter a), of the Regulation on related parties transactions adopted by the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") with Resolution no. 17221 of March 12, 2010, as subsequently amended and supplemented (the "**CONSOB Regulation**") by virtue of Unipol's affiliated shareholdings that it holds respectively in BPER and BPSO. Nevertheless, acceptance of the Offer benefits from the exemption pursuant to art. 14, paragraph 2, of the CONSOB Regulation and art. 13, paragraph 2, of the RPT Procedure, as this transaction is carried out by Unipol with an affiliated undertaking (*i.e.*, BPER), absent significant interests of other related parties.

The Board of Directors and the COPC have been assisted by BNP Paribas as financial advisor and by Studio Legale Cappelli Riolo Calderaro Crisostomo Del Din & Partners as legal advisor.

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In this regard, on 28 March 2025, Unipol executed a forward sale agreement (*share forward transaction*) with settlement – even partial settlement – in kind or in cash, according to the Company's choice, relating to a maximum number of BPER shares equal to approximately 82 million, corresponding to approximately 5% of the Offeror's capital (post capital increase reserved to the Offer), which will allow the Company to maintain, upon completion of the Offer, and depending on the total number of acceptances to the Offer, a stake in BPER of less than 20% of the share capital.

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The Board of Directors also resolved to increase the number of members of the Company's Control and Risk Committee from 3 to 4, appointing independent director Mr. Raul Mattaboni. Therefore, as of today, the Control and Risk Committee is composed of Mr/Ms.(s): Rossella Locatelli (acting as Chairperson), Giusella Dolores Finocchiaro, Valeria Picchio, and Raul Mattaboni.

Unipol Group

The Unipol Group is one of the leading insurance groups in Europe as well as being leader in Italy in the non-life insurance business (especially MV and health), with total premiums of €15.6bn that include €9.2bn in non-life income and €6.4bn in life income (2024 figures). Its approach is to offer an integrated range of insurance products and services mainly through the parent company Unipol Assicurazioni, UniSalute (the leading health insurer in Italy), Linear (direct MV insurance), Arca Vita and Arca Assicurazioni (life and non-life bancassurance through the branches of BPER, Banca Popolare di Sondrio and other banks), SIAT (transport insurance) and DDOR (insurance company operating in Serbia). It also operates in the real estate, hotel (UNA Italian Hospitality), medical-healthcare (Santagostino) and viticultural (Tenute del Cerro) sectors. The ordinary shares of Unipol Assicurazioni S.p.A. have been listed on the Italian Stock Exchange since 1990, and are also on the FTSE MIB® and MIB® ESG indexes.

Unipol Group

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