

## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary session of the Shareholders' Meeting of Unipol Assicurazioni S.p.A. ("Unipol") is hereby called for 29 April 2025, at 10.30 a.m., exclusively by means of telecommunications, to resolve on the following

### AGENDA

#### In the Ordinary Session

- 1. 2024 financial statements.**
  - a) Approval of the financial statements as at 31 December 2024; Directors' Report; Report by the board of statutory auditors and Independent Audit Report. Consequent and related resolutions.
  - b) Allocation of the profits for the 2024 financial year and dividend distribution. Consequent and related resolutions.
- 2. Appointment of the board of directors for financial years 2025, 2026 and 2027 after determining the number of members; establishment of the remuneration due to the directors.**
  - a) Establishment of the number of members of the board of directors for financial years 2025, 2026 and 2027. Consequent and related resolutions.
  - b) Appointment of the board of directors for financial years 2025, 2026 and 2027. Consequent and related resolutions.
  - c) Establishment of the remuneration of members of the board of directors for financial years 2025, 2026 and 2027. Consequent and related resolutions.
  - d) Authorisations in accordance with article 2390 of the civil code. Consequent and related resolutions.
- 3. Appointment of the board of statutory auditors and its chairperson for financial years 2025, 2026 and 2027; establishment of the remuneration due to the statutory auditors.**
  - a) Appointment of the board of statutory auditors and its chairperson for financial years 2025, 2026 and 2027. Consequent and related resolutions.
  - b) Setting the remuneration of the board of statutory auditors for financial years 2025, 2026 and 2027. Consequent and related resolutions.
- 4. Report on remuneration policies and the payments made. Consequent and related resolutions.**
  - a) Approval of the first section of the report on remuneration policies and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41, 59 and 93 of Institute for the Supervision of Insurance "IVASS" Regulation 38/2018.
  - b) Resolution on the second section of the report on remuneration policies and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).
- 5. Compensation plans based on financial instruments pursuant to article 114-bis of the Legislative Decree no 58/1998 (Consolidated Law on Finance). Consequent and related resolutions.**
  - a) Amendment of the Compensation Plan based on financial instruments relating to the period 2022-2024, approved by the Ordinary Shareholders' Meeting of Unipol Gruppo S.p.A. (today Unipol Assicurazioni S.p.A.) on 28 April 2022.
  - b) Approval of the Compensation Plan based on financial instruments relating to the period 2025-2027.
- 6. Acquisition and arrangements for treasury shares. Consequent and related resolutions.**

### In the Extraordinary Session

#### 1. Amendments to the Articles of Association. Consequent and Related Resolutions.

- a) Amendment to article 5 (“Capital”) in order to update the equity elements of the non-life and life operations in accordance with article 5 of the Supervisory Body for Private Insurance (“ISVAP”) Regulation no. 17 of 11 March 2008;
- b) Amendment to article 10 (“Administrative Body”) reducing the maximum number of directors from 25 to 19;
- c) Amendment to article 11 (“Principal Officials”) providing that the Chairman of the Board of Directors may also be appointed by the Shareholders' Meeting.

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

Anyone who holds voting rights at the close of business on 16 April 2025 (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 only comes into ownership of the shares after 16 April 2025 shall not have the right to attend or vote at the Shareholders' Meeting.

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. 202 of 27 December 2024, converted with amendments into Law 21 February 2025 no. 15, as well as in accordance with the provisions of Art. 9 of the Company's by-laws (“By-Laws”), **eligible parties may only attend the Shareholders' Meeting by giving a proxy to the designated representative pursuant to article 135-undecies of the Legislative Decree no. 58/1998** (the “Designated Representative” and the “Consolidated Law on Finance”) using the mechanisms described herein. 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).

In accordance with Art. 9 of the By-Laws and in compliance with the conditions stipulated therein, the Shareholders' Meeting shall be held exclusively by means of remote communication, through the use of audiovisual and/or telephone connection systems, without in any case requiring the Chairman and the Secretary or Notary to be physically in the same place.

With regard to the above, persons with voting rights who intend to take part in the Shareholders' Meeting must give the applicable proxy to the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance, with the voting instructions on the items on the agenda. The proxy must be given to the Designated Representative by the end of the 2nd trading day before the date of the Shareholders' Meeting, and therefore by **25 April 2025**, following the required procedures and using the specific form that will be available on the company website [www.unipol.com](http://www.unipol.com) under the section *Governance/Shareholders' Meetings/Ordinary and Extraordinary Shareholders' Meeting - 29 April 2025*, 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 previously given. The proxy given to the Designated Representative may be sent **by 12.00 p.m. on 28 April 2025** if the specific web application prepared and managed directly by Computershare S.p.A. is used and through which the proxy form and the voting instructions can be filled out following a guided procedure.

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 same form as above available on the company's website to Computershare S.p.A. in the terms specified therein.

The proxy and/or sub-proxies will only be valid if voting instructions are given.

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 items on the agenda**

Pursuant to article 127-ter of the Consolidated Law on Finance, anyone with voting rights may submit questions on the items on the agenda only prior to the Shareholders' Meeting, by sending a registered letter to Unipol Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 051 7096713, or 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 that will be available on the website [www.unipol.com](http://www.unipol.com) under the section *Governance/Shareholders' Meetings/Ordinary and Extraordinary Shareholders' Meeting - 29 April 2025*. The questions must be received by the record date, i.e., by **16 April 2025**.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitters must provide to the address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) 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.

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 24 April 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 items 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, including jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice (and therefore by **29 March 2025**), request other items to be added to the agenda, specifying the additional items proposed in the request, or submit resolution proposals on items 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 Assicurazioni S.p.A. – Segreteria Societaria – 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 quota 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 items 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, pursuant to the aforementioned Art. 106, paragraph 4, of Decree Law No. 18/2020 and

subsequent extensions and amendments as well as in accordance with Art. 9 of the By-Laws, parties entitled to attend the Shareholders' Meeting who wish to make proposed resolutions on the items on the agenda or proposals for which submission is otherwise permitted by law are asked to make them beforehand, by **14 April 2025**. These proposals where pertinent, will be published on the company's website by the following 15 April 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 issue a proxy to the Designated Representative to attend the Shareholders' Meeting.

#### **Appointment of the Board of Directors**

With respect to the appointment of the Board of Directors, article 10 of the By-Laws provides for a list voting mechanism, which allows, as provided by law, at least one director to be elected from the minority list.

Reference should be made to the articles of association and the directors' report for the Shareholders' Meeting for all matters not specified herein. Eligible parties must submit lists within the deadline and in accordance with the procedures and the limits set out in the aforementioned article 10 of the By-Laws and Consob departmental decision no. 123 of 28 January 2025, which established the minimum shareholding percentage required to submit the lists. The lists containing the names of the candidates must be filed at the registered office of the company in Bologna, Via Stalingrado 45 or sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it), at least twenty-five days before the date scheduled for the Shareholders' Meeting (and, therefore, by **4 April 2025**), by shareholders who, individually or jointly with other shareholders contributing to the submission of the same list, prove that they own a total of at least 1% of the share capital with voting rights at the ordinary session of the Shareholders' Meeting. Certification of this shareholding must be proven by specific communications provided by the depository intermediaries of the shares, valid up to 4 April 2025, and sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) even after the lists have been filed, and in any case by 8 April 2025.

Shareholders who submit a "minority list" must also follow the guidelines issued by Consob in communication DEM/9017893 of 26 February 2009. Shareholders who wish to submit a "minority list" must file, together with the list, a declaration certifying the absence of connections, including indirect, pursuant to article 147-ter, paragraph 3 of the Consolidated Law on Finance and article 144-quinquies of the Issuers' Regulation, with shareholders who are members of the shareholder agreement, which is relevant in accordance with article 122 of the Consolidated Law on Finance, which links certain Unipol shareholders.

The new board of directors must be appointed in accordance with the laws on gender equality pursuant to article 147-ter, paragraph 1-ter, of the Consolidated Law on Finance, pursuant to the mechanisms set out under article 10 of the By-Laws and in accordance with the directors' report for the Shareholders' Meeting.

#### **Appointment of the Board of Statutory Auditors**

With respect to the appointment of the board of statutory auditors, article 17 of the By-Laws provides for a list voting mechanism, which allows, as required by current legislation, a statutory member and an alternate member of the board of statutory auditors to be elected by the minority list, and that the chairperson of the board is a statutory member elected by the minority.

Reference should be made to the articles of association and the directors' report for the Shareholders' Meeting for all matters not specified herein. Eligible parties must submit lists within the deadline and in accordance with the procedures and the limits set out in the aforementioned article 17 of the By-Laws and Consob departmental decision no. 123 of 28 January 2025, which established the minimum shareholding percentage required to submit the lists. The lists containing the names of the candidates must be filed at the registered office of the company in Bologna, Via Stalingrado 45 or sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it), at least twenty-five days before the date scheduled for the Shareholders' Meeting (and, therefore, by **4 April 2025**), by shareholders who, individually or jointly with other shareholders contributing to the submission of the same list, prove that they own a total of at least 1% of the share capital with voting rights at the ordinary session of the Shareholders' Meeting. Certification of this shareholding quota must be shown by specific notifications provided by the depository intermediaries of the shares, valid up to 4 April 2025, and sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) even after the

lists have been filed and, in any case, by 8 April 2025. If only one list has been submitted, or only lists submitted by interconnected shareholders pursuant to article 144-*quinquies* of CONSOB issuers' regulation by the deadline for filing the lists, additional lists may be submitted up to the third day following the 4 April 2025 (and, therefore, by 7 April 2025); in this case, the threshold for submitting the list shall be reduced to 0.50% of the share capital with voting rights.

Shareholders who submit a "minority list" must also follow the guidelines issued by Consob in communication DEM/9017893 of 26 February 2009. Shareholders who wish to submit a "minority list" must file, together with the list, a declaration certifying the absence of connections pursuant to article 144-*quinquies* of the Issuers' Regulation.

The new board of statutory auditors must be appointed in accordance with the laws on gender equality provided for in the current regulations and pursuant to the mechanisms set out under article 17 of the By-Laws and in accordance with the directors' report for the Shareholders' Meeting.

### **Information on the share capital and voting rights**

As of today's date, the share capital of Unipol is €3,365,292,408.03, divided into 717,473,508 ordinary shares with no nominal value. As at the same date, 716,171,271 shares have voting rights, excluding treasury shares and those held by subsidiaries.

Each share has the right to one vote. In accordance with article 127-*quinquies* of the Consolidated Law on Finance and article 6 of the articles of association however, two votes are allocated to each share which has belonged to the same shareholder for a continuous period of not less than twenty-four months starting from the date of registration on the special list set up specifically for that purpose (the "Special List") and held and updated by the company as provided for under the corporate articles of association (known as "shares with increased voting rights").

In accordance with article 85-*bis*, paragraph 4 of Consob Regulation no. 11971/1999 (the "Issuers' Regulation"), Unipol will notify the public and Consob, by the day following the record date, of the total amount of voting rights, indicating the number of shares comprising the share capital.

For further information please refer to the company's internet website in the section dedicated to shares with increased voting rights, available at <https://www.unipol.com/it/investors/azionariato/voto-maggiorato>, where, in accordance with the provisions of article 143-*quater* of the Issuers' Regulation, the identifying data of the shareholders who requested registration on the Special List is also published, indicating the respective shareholdings that exceed the threshold indicated by article 120, paragraph 2 of the Consolidated Law on Finance.

### **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.com](http://www.unipol.com) under the section *Governance/Shareholders' Meetings/Ordinary and Extraordinary Shareholders' Meeting - 29 April 2025*.

The reports and proposed resolutions on the items on the agenda will be made 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.it](http://www.emarketstorage.it)) in accordance with the law; they will be sent to anyone who requests them.

The following will be available to the public:

- from today's date, the directors' reports regarding items 2 and 3 of the agenda for the ordinary session;
- by 28 March 2025, the directors' reports and proposed resolutions regarding items 1, 5 and 6 of the agenda for the ordinary session and on the only item on the agenda for the extraordinary session;
- by 7 April 2025, (i) the annual financial report and other documents pursuant to article 154-*ter*, paragraph 1 of the Consolidated Law on Finance, (ii) the annual report on corporate governance and

ownership structure, and (iii) the directors' report with the proposed resolutions regarding item 4 on the agenda;

- by 8 April 2025, the lists of candidates for the appointment of the Board of Directors and the Board of Statutory Auditors.

By 14 April 2025, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

The shareholders may obtain copies of said documentation.

Bologna, 19 March 2025

The Chairperson of the Board of Directors  
*Carlo Cimbrì*