



## Unipol Assicurazioni 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

### EXCERPT OF NOTICE CALLING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

## 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 tele-communications, to resolve on the following

### AGENDA

#### In the Ordinary Session

##### 1. 2024 financial statements.

- 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.
- 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.

- Establishment of the number of members of the board of directors for financial years 2025, 2026 and 2027. Consequent and related resolutions.
- Appointment of the board of directors for financial years 2025, 2026 and 2027. Consequent and related resolutions.
- Establishment of the remuneration of members of the board of directors for financial years 2025, 2026 and 2027. Consequent and related resolutions.
- 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.

- Appointment of the board of statutory auditors and its chairperson for financial years 2025, 2026 and 2027. Consequent and related resolutions.
- 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.

- 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.
- 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.

- 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.
- 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.

- 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;
- Amendment to article 10 ("Administrative Body") reducing the maximum number of directors from 25 to 19;
- 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 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 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.

#### Documentation and information

The full notice calling the Shareholders' Meeting, available on the company website ([www.unipol.com](http://www.unipol.com), section *Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting - 29 April 2025*), contains all the information and detailed instructions on the rights that may be exercised by the shareholders, regarding the presentation of lists for the appointment of the board of directors and the board of statutory auditors, attendance and representation at Shareholders' Meetings, the right to submit questions and any additions to the agenda and to submit proposals on items already on the agenda of the Shareholders' Meeting.

The reports and proposed resolutions on 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.

Shareholders may obtain copies of said documentation.

Bologna, 19 March 2025

Il Presidente del Consiglio di Amministrazione  
Carlo Cimbrì