



ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Bologna, 29 April 2020

The ordinary session of the shareholders' meeting of UnipolSai S.p.A. (the "Shareholders' Meeting") - held today with shareholders entitled to attend exclusively through Computershare S.p.A. as the representative designated in accordance with Article 135-*undecies* of the Consolidated Law on Finance in order to comply with the Covid-19 epidemic containment measures as provided under applicable laws - approved the financial statements for the year ended on 31 December 2019, the content of which had already been reported to the market.

The Shareholders' Meeting also decided to distribute a total of approximately €452m in dividends, corresponding to €0.160 for each eligible ordinary share.

The dividend will be payable from 20 May 2020, with the ex-dividend date starting from 18 May 2020 and the record date on 19 May 2020.

The ordinary session of the Shareholders' Meeting also:

- appointed Mr Roberto Pittalis as a new director to replace Mr Francesco Berardini who died suddenly on 1 February last, approving the proposal submitted by the majority shareholder Unipol Gruppo S.p.A. The term of office of Mr Pittalis will end at the same time as the other directors now in office which will be the Shareholders' Meeting to approve the financial statements for the year ending in 2021;
- approved both the first and second sections of the Remuneration Report prepared in accordance with article 123-*ter* of the Consolidated Law on Finance, which includes the remuneration policies pursuant to IVASS Regulation no. 38 of 3 July 2018;
- authorised for 18 months, cancelling the previous authorisation, the purchase and sale of treasury shares in accordance with articles 2357 and 2357-*ter* of the Civil Code, in compliance with the maximum spending limit of €100m, and the acquisition and sale of shares of the parent company, Unipol Gruppo S.p.A., in accordance with article 2359-*bis* of the Civil Code and in compliance with said maximum spending limit of €100m, in accordance with the terms and conditions as set out in the Directors' Report for the Shareholders' Meeting.

The extraordinary session of the Shareholders' Meeting approved - in the text set out in the Directors' Report for the Shareholders' Meeting - the amendments set out under articles 5

("Corporate management", 6 ("Capital Measurement"), 7 ("Shares"), 10 ("Attendance and representation at Shareholders' Meetings") and 15 ("Meetings of the Board of Directors")), aimed at: (i) as a priority, introduce the shares with increased voting rights pursuant to article 127-*quinquies* of the Consolidated Law on Finance in order to encourage medium-long terms investment in the Company by its shareholders; (ii) simplify the terms and mechanisms for calling meetings of the Board of Directors to make them more flexible and conducive towards prompt action, and (iii) take this opportunity to align the provisions of the articles of association with the current regulatory framework in terms of implementing supervisory provisions.

UnipolSai Assicurazioni S.p.A.

UnipolSai Assicurazioni S.p.A. is the insurance company of the Unipol Group, Italian leader in the Non-Life Business, in particular in MV and Health. Also active in Life Business, UnipolSai has a portfolio of over 10 million customers and holds a leading position in the national ranking of insurance groups with a direct income amounting to approximately €14.0bn, of which €8.2bn in Non-Life Business and €5.8bn in Life Business (2019 figures). The company has the largest agency network in Italy, with about 2,500 insurance agencies spread across the country. UnipolSai is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute), supplementary pensions and also covers the bancassurance channel (Arca Vita, Arca Assicurazioni and Incontra). It also manages significant diversified assets in the real estate, hotel (Gruppo UNA), medical-healthcare and agricultural (Tenute del Cerro) sectors. UnipolSai Assicurazioni is a subsidiary of Unipol Gruppo S.p.A. and is also listed on the Italian Stock Exchange.

Unipol Gruppo

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