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Oggetto : Press release Unipol - Publication of the offer  
document

*Testo del comunicato*

Vedi allegato

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS NOT PERMITTED IN ANY COUNTRY WHERE SUCH NOTICE WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

VOLUNTARY TENDER OFFER FOR ALL THE ORDINARY SHARES OF UNIPOLSAI ASSICURAZIONI S.P.A. LAUNCHED BY UNIPOL GRUPPO S.P.A.

## PRESS RELEASE

pursuant to Article 38, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers Regulation”).

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### Publication of the offer document

Bologna, 5 April 2024 – Unipol Gruppo S.p.A. (the “Offeror”) announces, pursuant to Article 38, paragraph 2, of the Issuers Regulation, that the offer document, approved by Consob with resolution No. 23052 of 27 March 2024 (the “Offer Document”), has been published today relating to the voluntary public tender offer (the “Offer”) launched by the Offeror, pursuant to Article 102, paragraph 1 of the TUF, on all the ordinary shares (the “Shares”) of UnipolSai Assicurazioni S.p.A. (“UnipolSai” or the “Issuer”), other than those already held, directly and indirectly, by the Offeror and the treasury Shares held, directly and indirectly, by UnipolSai.

The Offer Document was published today and made available to the public for consultation:

- (i) at the Offeror’s registered office in Bologna, Via Stalingrado 45;
- (ii) at the Issuer’s registered office in Bologna, Via Stalingrado 45;
- (iii) at the registered office of the intermediary in charge of coordinating the collection of acceptances (*i.e.* Equita SIM S.p.A.) and of the appointed intermediaries;
- (iv) at the registered office of the appointed intermediaries;
- (v) on the Offeror’s website [www.unipol.it](http://www.unipol.it);
- (vi) on the Issuer’s website [www.unipolsai.com](http://www.unipolsai.com);
- (vii) on the website of the global information agent of the Offer [www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com).

To assist certain readers, a courtesy English translation of the Offer Document will be published, it being understood that the Italian version of the Offer Document is the only official and binding document and shall prevail in any case over the English version.

Please note that attached to the Offer Document is the statement approved by the Issuer’s Board of Directors pursuant to Article 103, paragraph 3, of the TUF and Article 39 of the Issuers Regulation, which includes the opinion of the Issuer’s Independent Directors pursuant to Article 39-*bis* of the Issuers’ Regulation.

The main elements of the Offer, as described in detail in the Offer Document, are set out below.

The Offer is promoted over a maximum of No. 418,788,217 UnipolSai Shares, in addition to a maximum of No. 4,622 UnipolSai Shares possibly granted under the performance share-based compensation plans.

The acceptance period for the Offer, agreed with Borsa Italiana, will commence at 8:30 a.m. (Italian time) on 8 April 2024 and will end at 5:30 p.m. (Italian time) on 26 April 2024 (extremes included) (the “**Acceptance Period**”), unless extended to be communicated to the market in accordance with the applicable law. Therefore, 26 April 2024 (without prejudice to any extensions of the Acceptance Period) will be the last day to tender to the Offer.

The Offeror will pay to each accepting shareholder a consideration equal to Euro 2.700 (*cum dividend, i.e.* including coupons relating to any dividends distributed by the Issuer) for each Share tendered to the Offer and purchased by the Offeror, which will be paid to each shareholder accepting the Offer during the Acceptance Period on the fourth trading day following the end of the Acceptance Period, *i.e.* on 3 May 2024 (subject to any extension of the Acceptance Period in accordance with applicable law).

Please refer to the Offer Document for a detailed description of all terms and conditions of the Offer.

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Morrow Sodali S.p.A. has been appointed by the Offeror as the global information agent, *i.e.*, the entity in charge of providing information related to the Offer to all Issuer’s shareholders (the “**Global Information Agent**”).

For the purpose of carrying out its activities in connection with the Offer, the Global Information Agent has set up a dedicated e-mail account (opa.unipolsai@investor.morrowsodali.com) and toll-free number 800 141 319 (from a fixed network from Italy), direct line: +39 06 97620599 (from a fixed network, mobile and from abroad) and WhatsApp number: +39 340 4029760. These telephone numbers will be active for the entire duration of the Acceptance Period, on weekdays, from 9.00 a.m. to 6:00 p.m. (Central European Time).

The reference website of the Global Information Agent is [www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com).

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*The Offer is launched in Italy, since the Shares are listed on Euronext Milan, organised and managed by Borsa Italiana S.p.A., and it is addressed, without discrimination and on equal terms, to all shareholders of the Issuer.*

*The Offer is not promoted or disclosed, directly or indirectly, in the United States of America, Australia, Canada, Japan or in any other Country in which the Offer is not permitted in the absence of authorisation by the competent local authorities or is in breach of rules or regulations (the “**Other Countries**”), nor by using any means of communication or international commerce (including, without limitation, the postal network, fax, telex, e-mail, telephone and internet) of the United States of America, Australia, Canada, Japan or of the Other Countries or any facility of any kind of the financial*

intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, or in any other manner.

Copy of this press release, or any part thereof, as well as a copy of any document relating to the Offer (including the Offer Document), are not and shall not be sent, nor in any way transmitted, or in any way distributed, directly or indirectly, in the United States of America, in Australia, in Canada, in Japan or in the Other Countries. No person receiving the above documents shall distribute, send or dispatch them (either by post or by any other means or instrument of communication or international commerce) in the United States of America, Australia, Canada, Japan or the Other Countries.

This press release is accessible in or from the United Kingdom only: (i) by persons who have professional investment experience falling within Section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the “Order”) or (ii) by high net worth companies and other persons to whom the press release may lawfully be transmitted to, as they fall within Section 49(2), subparagraphs (a) through (d), of the Order (all such persons are jointly referred to as “Relevant Persons”). The financial instruments referred to in this press release are available only to the Relevant Persons (and any invitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments shall be addressed only to such Relevant Persons). Any person who is not a Relevant Person should not act or rely on this document or its contents.

This press release, as well as any other document relating to the Offer (including the Offer Document) do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the United States of America, Canada, Japan, Australia or in the Other Countries. No instrument may be offered or sold in the United States of America, Australia, Canada, Japan or in the Other Countries without specific authorisation in accordance with the applicable provisions of the local laws of such Countries or of the Other Countries or waiver of such provisions.

Acceptance to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by laws or regulations. It is the sole responsibility of the addressees of the Offer to comply with such provisions and, therefore, before accepting the Offer, to verify their existence and applicability by contacting their consultants. Any acceptance of the Offer resulting from solicitation activities carried out in breach of the above limitations shall not be accepted.

### Unipol Gruppo

Unipol is one of the biggest insurance groups in Europe and the leading company in Italy in the non-life insurance sector, (especially in the MV and health businesses), with total premiums of €15.1bn, of which €8.7bn in non-life and €6.4bn in life (2023 figures). Unipol adopts an integrated offer strategy and covers the entire range of insurance products, operating primarily through the subsidiary UnipolSai Assicurazioni. The Group is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute) and supplementary pensions and covers the bancassurance channel (Arca Vita and Arca Assicurazioni). It also manages significant diversified assets in the property, hotel (Gruppo UNA), medical-healthcare (Centro Medico Santagostino) and agricultural (Tenute del Cerro) sectors. Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

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