

Informazione Regolamentata n. 0265-95-2024	Data/Ora Inizio Diffusione 26 Aprile 2024 19:42:01	Euronext Milan
--	---	----------------

Societa' : UNIPOL

Identificativo Informazione  
Regolamentata : 189690

Utenza - Referente : UNIPOLN04 - Nardi

Tipologia : 3.1

Data/Ora Ricezione : 26 Aprile 2024 19:42:01

Data/Ora Inizio Diffusione : 26 Aprile 2024 19:42:01

Oggetto : Press release Unipol - Conclusion of the  
Acceptance Period - Provisional results of the  
Offer

*Testo del comunicato*

Vedi allegato

## PRESS RELEASE

**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.**

\* \* \* \* \*

### **Conclusion of the Acceptance Period**

#### **Provisional results of the Offer**

Bologna, 26 April 2024 – Unipol Gruppo S.p.A. (the “**Offeror**” or “**Unipol**”) announces that, on the date hereof, ended the acceptance period relating to the voluntary public tender offer (the “**Offer**”) launched by the Offeror, pursuant to Article 102 et seq. of the TUF, as subsequently amended and integrated, 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.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document approved by CONSOB with resolution No. 23052 of 27 March 2024 and published on 5 April 2024 (the “**Offer Document**”).

Based on the provisional results communicated by Equita SIM S.p.A., as intermediary in charge of coordinating the collection of acceptances, at the end of the Acceptance Period a total number of 274,957,646 Shares, representing approximately 9.717% of the Issuer’s share capital and equal to 65.656% of the Shares Subject to the Offer, were tendered to the Offer.

The Offeror has not purchased any Shares of the Issuer outside the Offer during the period between the Offer Document Date and the date hereof.

Therefore, taking into account (i) the Shares tendered to the Offer, (ii) No. 179,631 Treasury Shares (equal to 0.006% of the share capital of the Issuer), and (iii) No. 2,410,749,524 Shares already held, directly and indirectly, by the Offeror (equal to 85.194% of the share capital of the Issuer), the Offeror will hold, if the above provisional results are confirmed, No. 2,685,886,801 Shares, equal to 94.917% of the Issuer’s share capital.

As a result of the Offer, in consideration of the fact that the Offeror has reached, at the end of the Acceptance Period, on the basis of the provisional results referred to above (if confirmed), a stake of more than 90% of the Issuer’s share capital, but less than 95% of the Issuer’s share capital, it is hereby announced that (i) pursuant to and for the purposes of Article 40-*bis*, paragraph 3, let. b) of the Issuers’ Regulation, the reopening of the terms of the Acceptance Period will not take place; (ii) the legal requirements for the exercise of the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF, have been met.

The final results of the Offer will be announced by a specific press release pursuant to Article 41, paragraph 6, of the Issuers' Regulations, which will be released by the Offeror by 7:29 a.m. (Italian time) on the Trading Day prior to the Payment Date of the Consideration for the tendered Shares, *i.e.* by 2 May 2024.

On the fourth Trading Day following the end of the Acceptance Period, *i.e.* on **3 May 2024**, the Offeror will pay to each accepting party to the Offer a cash consideration of Euro 2.700 *cum dividend* (the "**Consideration**") for each tendered share, in return for the simultaneous transfer of ownership of such shares to the Offeror.

\*\*\*\*\*

For detailed information on the Offer, please refer to the Offer Document, which is 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).

\*\*\*\*\*

*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.

#### Unipol Gruppo

##### Media Relations

Fernando Vacarini  
T. +39 051 5077705  
pressoffice@unipol.it

##### Investor Relations

Adriano Donati  
T. +39 051 5077933  
investor.relations@unipol.it

#### Barabino & Partners

Massimiliano Parboni T. +39 335 8304078 m.parboni@barabino.it	Giovanni Vantaggi T. +39 328 8317379 g.vantaggi@barabino.it
---	---

Fine Comunicato n.0265-95-2024

Numero di Pagine: 5