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Extraordinary Shareholders' Meeting

*Testo del comunicato*

Vedi allegato

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Milan, 29 April 2025

The shareholders' meeting of Unipol Assicurazioni S.p.A. (also referred to as "Unipol" or the "Company") held today approved the financial statements of the Company for the year ended on 31 December 2024, along with the directors' management report, the content of which had already been reported to the market.

The shareholders' meeting decided to distribute a total of €609m approx in dividends, corresponding to €0.85 for each eligible ordinary share.

The dividend will be payable from 21 May 2025, with the ex-dividend date starting from 19 May 2025 and the record date as 20 May 2025.

The shareholders' meeting also appointed the members of the board of directors and the board of statutory auditors for the years 2025, 2026 and 2027, and therefore, up to the shareholders' meeting that will be called to approve the financial statements for the year ending on 31 December 2027.

More specifically, - on the basis of the respective lists submitted by the shareholders who belong to the shareholder agreement, applicable in accordance with article 122 of Legislative Decree no. 58/1998 (the "**Consolidated Law of Finance**"), linking a number of Unipol shareholders and certain asset management companies and institutional investors - the shareholders' meeting:

- a) established that there should be 19 members of the board of directors, namely the following:
- Gianmaria Balducci;
  - Stefano Caselli;
  - Carlo Cimbri;
  - Ernesto Dalle Rive;
  - Roberta Datterì;
  - Alfredo De Bellis;
  - Giusella Dolores Finocchiaro;
  - Matteo Laterza;
  - Rossella Locatelli;
  - Francesco Malaguti;
  - Raul Mattaboni;
  - Claudia Merlino;
  - Paola Minini;
  - Valeria Picchio;
  - Roberto Pittalis;
  - Rosaria Pucci;
  - Barbara Quaresmini;
  - Domenico Livio Trombone;
  - Carlo Zini.

Mr. Mattaboni was appointed as the first candidate on the list which came second in terms of number of votes.

In their acceptance of the candidature, have declared themselves to be independent:

- in accordance with the Code of Corporate Governance of listed companies (the “**Code**”) and the Consolidated Law of Finance, Mr. and Mrs. Stefano Caselli, Roberta Datteri, Giusella Dolores Finocchiaro, Rossella Locatelli, Francesco Malaguti, Raul Mattaboni, Claudia Merlino, Valeria Picchio, Rosaria Pucci e Barbara Quaresmini;
- in accordance with the Ministerial Decree No. 88/2022, Mr. and Mrs. Stefano Caselli, Roberta Datteri, Giusella Dolores Finocchiaro, Rossella Locatelli, Raul Mattaboni, Claudia Merlino, Rosaria Pucci e Barbara Quaresmini.

The Board of Directors will provide punctual verifications of the possession of the requirements and satisfaction of the eligibility criteria for the office of its members at its next meeting scheduled for 15 May 2025.

b) the board of statutory auditors was appointed, comprising 3 standing auditors and 2 alternate auditors, as follows:

- Cesare Conti, chairperson;
- Maurizio Leonardo Lombardi, standing auditor;
- Rossella Porfido, standing auditor;
- Luciana Ravicini, alternate auditor;
- Antonella Bientinesi, alternate auditor.

The chairperson of the board of statutory auditors, Mr. Conti, and the alternate auditor, Mrs. Bientinesi were elected as the only candidates of the respective sections on the list that came second in terms of number of votes.

The supervisory body will provide punctual verifications of the possession of the requirements and satisfaction of the criteria for eligibility for office of its members at a next meeting of the body.

The *curricula vitae* of the above-mentioned directors and statutory auditors can be read on the Company website [www.unipol.com](http://www.unipol.com) - Section Governance/Shareholders’ Meetings/Ordinary and Extraordinary Shareholders’ Meeting - 29 April 2025 - Documents.

The shareholders’ meeting also:

- approved both the first and second sections of the report on remuneration policy and compensation paid, 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;
- approved the amendment of the compensation plan based on financial instruments covering the period 2022-2024 as well as the new compensation plan based on financial

instruments covering the period 2025-2027 pursuant to Article 114-bis of the Consolidated Law on Finance;

- authorised, for 18 months, subject to revocation of 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 €1 billion,

all in accordance with the respective motions made by the governing body.

The Extraordinary Shareholders' Meeting finally approved, in the wording illustrated in the Directors' Report for the Shareholders' Meeting, the amendments to the Company's By-Laws intended to: (i) update the presentation of the individual items that make up the Company's shareholders' equity, distinguishing between the Non-Life and Life business segments; (ii) reduce the maximum number of members of Unipol's Board of Directors from the current 25 to 19; and (iii) introduce the option for Unipol's Shareholders' Meeting to appoint the Chairman of the Board of Directors. These amendments will take effect following approval by IVASS.

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The new board of directors of Unipol then decided on the directors and officers, appointing the following for the entire duration of the term of office and therefore up to the shareholders' meeting that will be called to approve the financial statements for the year ending on 31 December 2027:

- Carlo Cimbri, as chairperson;
- Ernesto Dalle Rive, as deputy chairperson;
- Matteo Laterza, as a CEO.

### **Board Committees**

At today's meeting, the board of directors also appointed the members of the board committees, in compliance, where applicable, with the composition criteria established by the Code and current regulatory legislation:

- Strategic Committee as follows: Carlo Cimbri (as chairperson), Matteo Laterza, Ernesto Dalle Rive, Gianmaria Balducci, Alfredo De Bellis, Francesco Malaguti, Roberto Pittalis, Domenico Livio Trombone and Carlo Zini;
- Appointments and governance Committee as follows: Stefano Caselli (as chairperson), Carlo Cimbri and Roberta Datterì;
- Sustainability Committee as follows: Claudia Merlino (as chairperson), Francesco Malaguti and Paola Minnini;
- Remuneration committee as follows: Giusella Dolores Finocchiaro (as chairperson), Ernesto Dalle Rive and Stefano Caselli;

- Control and risks committee, as follows: Rossella Locatelli (as chairperson), Giusella Dolores Finocchiaro and Valeria Picchio;
- Committee for related party transactions, as follows: Rossella Locatelli (as chairperson), Barbara Quaresmini, Roberta Datteri and Rosaria Pucci.

### Unipol Group

One of the leading insurance groups in Europe and leader in Italy in the non-life insurance business (especially MV and Health), with total premiums of €15.6bn that include €9.2bn in non-life income and €6.4bn in life income (2024 figures). It offers an integrated range of insurance products and services mainly through the parent company Unipol Assicurazioni, UniSalute (the leading health insurer in Italy), Linear (direct MV insurance), Arca Vita and Arca Assicurazioni (life and non-life bancassurance through the branches of BPER, Banca Popolare di Sondrio and other banks), SIAT (transport insurance) and DDOR (insurance company operating in Serbia). It also manages significant diversified assets in the Real Estate, Hotel (Gruppo UNA) and Viticultural (Tenute del Cerro) sectors. The ordinary shares of Unipol Assicurazioni S.p.A. have been listed on the Italian Stock Exchange since 1990, and are also on the FTSE MIB® and MIB® ESG indexes.

### Unipol Group

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