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Oggetto : Unipol: notice of Extraordinary Shareholders'  
Meeting

*Testo del comunicato*

It transmits the English translation of the notice published in Italian language in summary form today in the daily newspaper "Il Sole 24 Ore". It is also transmitted together with the full version of the notice.



## 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 EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

## NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

The extraordinary session of the Shareholders' Meeting of Unipol Assicurazioni S.p.A. ("Unipol") is hereby called, as a single call, for 20 June 2025, at 11.30 a.m., exclusively by means of telecommunications, to resolve on the following

#### AGENDA

- Approval of the total non-proportional demerger plan of Cronos Vita Assicurazioni S.p.A. in favour of Unipol Assicurazioni S.p.A. Allianz S.p.A., Fideuram Vita S.p.A., Generali Italia S.p.A. and Poste Vita S.p.A. Consequent and related resolutions.**

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#### Attendance and Representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 11 June 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 11 June 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 item 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 18 June 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/Extraordinary Shareholders' Meeting – 20 June 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 19 June 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

Further information and detailed instructions on the rights that may be exercised by shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the company website [www.unipol.com](http://www.unipol.com) under the section Governance/Shareholders' Meetings/ Extraordinary Shareholders' Meeting - 20 June 2025.

The documentation relating to the item on the sole item on the agenda - including the illustrative report of the Board of Directors, the related resolution proposal and the additional documentation required by Article 2501-septies of the Italian Civil Code – will be available to the public at the Company's registered office and published on the Company's website, as well as on the authorised eMarket Storage site ([www.emarketstorage.it](http://www.emarketstorage.it)), pursuant to and within the terms of the law (*i.e.* 20 May 2025); it will be transmitted to those who will request it.

Shareholders may obtain copies of said documentation.

Bologna, 19 May 2025

The Chairperson of the Board of Directors  
Carlo Cimbri

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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 item 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 **18 June 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/ Extraordinary Shareholders' Meeting – 20 June 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 19 June 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 and/or sub-proxies 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.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this Shareholders' Meeting.

#### **Questions on the item on the agenda**

Pursuant to article 127-ter of the Consolidated Law on Finance, anyone with voting rights may submit questions on the item on the agenda only prior to the Shareholders' Meeting, by sending a registered letter to Unipol Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 051 7096713, or by email to the certified email address: [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) or by filling out the specific form that will be available on the website [www.unipol.com](http://www.unipol.com) under the section *Governance/Shareholders' Meetings/ Extraordinary Shareholders' Meeting – 20 June 2025*. The questions must be received by the record date, i.e., by **11 June 2025**.

Consideration will only be given to questions that are strictly pertinent to the item on the agenda. Submitters must provide to the address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and documentation proving the right to vote issued by the depository intermediary.

If a shareholder has requested notification of its right to attend the Shareholders' Meeting from its depository intermediary, it will be sufficient to include reference to said notice issued by the intermediary in the request or, at least, the name of the intermediary.

Questions received before the Shareholders' Meeting will be answered at the latest by 17 June by publication on the company's website, with the option for the company to provide a single answer to questions with similar content.

#### **Additions to the agenda and submission of proposals on the item already on the agenda pursuant to article 126-bis of the Consolidated Law on Finance**

Pursuant to article 126-bis of the Consolidated Law on Finance, shareholders who, including jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice (and therefore by **29 May 2025**), request other item to be added to the agenda, specifying the additional item proposed in the request, or submit resolution proposals on item already on the agenda. No additions shall be permitted for topics on which the Shareholders' Meeting will decide, in accordance with the law, upon proposal by the directors or on the basis of a project or report it has prepared, besides those described under article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing with a registered letter with notice of receipt sent to Unipol Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or to the certified email address: [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

Certification of ownership of the shares held by the shareholders making the request, and the shareholding quota required to request additions to the agenda must be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

Any additions to the agenda shall be notified in the same manner provided under the law for notices calling the Shareholders' Meeting, in accordance with the terms required by prevailing law.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must prepare a report stating the reasons for the proposed resolutions on new item submitted for discussion or the reasons for additional proposed resolutions on the item already on the agenda; said report must be sent to the board of directors within the deadline for submitting the request to add item to the agenda.

### **Right to submit proposed resolutions individually prior to the Shareholders' Meeting**

In addition to the above, since the Shareholders' Meeting can only be attended by the Designated Representative, pursuant to the aforementioned Art. 106, paragraph 4, of Decree Law No. 18/2020 and subsequent extensions and amendments as well as in accordance with Art. 9 of the By-Laws, parties entitled to attend the Shareholders' Meeting who wish to make proposed resolutions on the item on the agenda or proposals for which submission is otherwise permitted by law are asked to make them beforehand, by **5 June 2025**. These proposals where pertinent, will be published on the company's website by the following 6 June so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving its right to attend the Shareholders' Meeting and issue a proxy to the Designated Representative to attend the Shareholders' Meeting.

### **Information on the share capital and voting rights**

As of today's date, the share capital of Unipol is €3,365,292,408.03, divided into 717,473,508 ordinary shares with no nominal value. As at the same date, 717,361,686 shares have voting rights, excluding treasury shares and those held by subsidiaries.

Each share has the right to one vote. In accordance with article 127-*quinquies* of the Consolidated Law on Finance and article 6 of the articles of association however, two votes are allocated to each share which has belonged to the same shareholder for a continuous period of not less than twenty-four months starting from the date of registration on the special list set up specifically for that purpose (the "Special List") and held and updated by the company as provided for under the corporate articles of association (known as "shares with increased voting rights").

In accordance with article 85-*bis*, paragraph 4 of Consob Regulation no. 11971/1999 (the "Issuers' Regulation"), Unipol will notify the public and Consob, by the day following the record date, of the total amount of voting rights, indicating the number of shares comprising the share capital.

For further information please refer to the company's internet website in the section dedicated to shares with increased voting rights, available at <https://www.unipol.com/it/investors/azionariato/voto-maggiorato>, where, in accordance with the provisions of article 143-*quater* of the Issuers' Regulation, the identifying data of the shareholders who requested registration on the Special List is also published, indicating the respective shareholdings that exceed the threshold indicated by article 120, paragraph 2 of the Consolidated Law on Finance.

### **Documentation and further information**

Further information and detailed instructions on the rights that may be exercised by shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the company website [www.unipol.com](http://www.unipol.com) under the section *Governance/Shareholders' Meetings/ Extraordinary Shareholders' Meeting - 20 June 2025*.

The whole documentation relating to the item on the agenda - including the illustrative report of the Board of Directors, the related resolution proposal and the additional documentation required by Article 2501-*septies* of the Italian Civil Code – will be available to the public at the Company's registered office and published on the Company's website, as well as on the authorised eMarket Storage site ([www.emarketstorage.it](http://www.emarketstorage.it)), pursuant to and within the terms of the law (*i.e.* 20 May 2025); it will be transmitted to those who will request it.

The shareholders may obtain copies of said documentation.

Bologna, 19 May 2025

The Chairperson of the Board of Directors  
Carlo Cimbri

