

<p>Informazione Regolamentata n. 0265-110-2026</p>	<p>Data/Ora Inizio Diffusione 25 Giugno 2026 22:17:56</p>	<p>Euronext Milan</p>
--	---	-----------------------

Societa' : UNIPOL

Utenza - referente : UNIPOLN08 - Nardi Alessandro

Tipologia : 3.1

Data/Ora Ricezione : 25 Giugno 2026 22:17:56

Data/Ora Inizio Diffusione : 25 Giugno 2026 22:17:56

Oggetto : Press release Unipol – Notice calling the extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, INTO THE UNITED STATES, CANADA, JAPAN, AUSTRALIA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE UNLAWFUL

NOTICE CALLING THE EXTRAORDINARY SHAREHOLDERS' MEETING

PRE-UNDERWRITING AGREEMENT SIGNED FOR THE PROPOSED CAPITAL INCREASE THROUGH RIGHTS OFFER

Milan, 25 June 2026

With reference to the press release dated 8 June 2026, the Board of Directors of Unipol Assicurazioni S.p.A. ("Unipol" or the "Company"), during today's meeting, decided to call an extraordinary session of the Shareholders' Meeting for 30 July 2026 in a single call, with the agenda item regarding the proposal to authorize the Board of Directors, pursuant to Article 2443 of the Civil Code, to increase the share capital by a maximum total amount of €2,500,000,000 inclusive of any share premium, through the issue of ordinary shares to be offered on a rights basis to eligible shareholders (the "Capital Increase").

In accordance with applicable regulations, attendance the Shareholders' Meeting will be only allowed, without going to the meeting place, by giving a proxy to the designated representative pursuant to article 135-undecies of the Legislative Decree 58/1998 (the "Designated Representative") using the mechanisms specified in the notice calling the Meeting.

The full text of the notice calling and the related agenda, as well as the proposed resolution and the directors' report and all related documentation will be made available, in accordance with the legally required deadline, at the registered office, on the authorised storage mechanism eMarket Storage (www.emarketstorage.it) and on the Company website www.unipol.com (Governance/Shareholders' Meeting/Extraordinary Shareholders' Meeting – 30 July 2026 section).

* * * * *

In the context of the Capital Increase, on today's date Unipol and J.P. Morgan SE have signed a pre-underwriting agreement pursuant to which J.P. Morgan SE as Lead Global Coordinator undertook to enter into, on terms in line with market practice for similar transactions, an underwriting agreement for the subscription of any newly issued ordinary shares that may remain unsubscribed following the auction of unexercised rights at the end of the offering period of the Capital Increase.

As is standard practice, the underwriting agreement will be entered into, subject to the fulfilment of the conditions set out in the aforementioned pre-underwriting agreement, shortly before the launch of the rights offering and as soon as the Board of Directors has determined the final terms of the Capital Increase.

The Company's main cooperative shareholders, who hold approximately 49% of the share capital, have confirmed their previously expressed commitment to participate in the Capital Increase for the shares allocated to them.

Prior to the launch of the offer relating to the Rights Issue, additional leading financial institutions may join J.P. Morgan SE in forming an underwriting syndicate for the Rights Issue.

Unipol Group

The Unipol Group is one of the leading insurance groups in Europe as well as being leader in Italy in the non-life insurance business (especially MV and health), with total premiums of €17.4bn that include €9.6bn in non-life income and €7.8bn in life income (2025 figures). Its approach is to offer 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), SIAT (transport insurance) and DDOR (insurance company operating in Serbia). It also operates in the real estate, hotel (UNA Italian Hospitality), medical-healthcare (Santagostino) 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.

* * * * *

Disclaimer

This press release is not for publication, distribution or release, directly or indirectly, in whole or in part, in the United States of America, Canada, Japan, Australia or any other jurisdiction where such publication, distribution or release would be unlawful (the “Other Countries”). This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for, or otherwise invest in, securities in the United States of America, Australia, Canada or Japan, nor in any other country where such offer or solicitation would be subject to authorization by local authorities or otherwise prohibited by law. The securities mentioned herein have not been and will not be registered under the United States Securities Act of 1933 (the “Securities Act”) nor under the applicable laws of the Other Countries and the Company does not intend to register any offering of securities in the United States of America. There will be no public offer of securities in the United States.

Any public offering will be conducted in Italy on the basis of a prospectus approved by CONSOB, in accordance with applicable laws and regulations. This press release, in whole or in part, does not constitute and may not be used as the basis for, nor may it be relied upon in connection with, any contract or investment decision.

This press release does not constitute a public offering of securities in the United Kingdom. No prospectus relating to such securities has been or will be approved in the United Kingdom. In the United Kingdom, this press release is directed only at “qualified investors” (as defined under paragraph 15, Schedule 1 of the Public Offer and Admission to Trading Regulations 2024), including, among others, (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) or (ii) high net worth entities and other persons to whom it may lawfully be communicated, in accordance with Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “Relevant Persons”). Any investment activity to which this press release relates will be available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons who are not Relevant Persons must not act or rely on this document or any of its contents.

*This press release has been prepared on the assumption that any offer of securities referred to herein in any member state of the European Economic Area (“EEA”) in which the Prospectus Regulation applies (each, a “**Relevant Member State**”) will be made on the basis of a prospectus approved by the competent authorities and published in accordance with the Prospectus Regulation and/or pursuant to an exemption from the obligation to publish a prospectus for offers of securities under the Prospectus Regulation (a “**Permitted Public Offering**”). Accordingly, any person making or intending to make an offer of securities in a Relevant Member State other than a Permitted Public Offering may do so only in circumstances in which there is no obligation for the Company or any of its consolidated subsidiaries or any financial intermediary acting on behalf of the Company to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or a supplement to a prospectus pursuant to Article 23 of the Prospectus Regulation in connection with such offer.*

The Lead Global Coordinator and its directors, officers, employees, advisers and representatives assume no responsibility and make no representation or warranty, express or implied, as to the truthfulness, accuracy or completeness of the information contained in this press release regarding the Company, its subsidiaries or affiliates, nor for any loss arising from or in connection with the use of this press release or its contents. Such parties will not regard any person as their client in relation to the Rights Issue referred to herein and will not be responsible to any person other than the Company for the protections normally afforded to their clients, nor for providing advice in relation to the Rights Issue, the contents of this press release or any other matter or arrangement referred to herein.

The term “Prospectus Regulation” refers to Regulation (EU) 2017/1129, as subsequently amended, together with any delegated acts and implementing measures. This document is a press release and does not constitute a prospectus within the meaning of the Prospectus Regulation.

Unipol Group

Media Relations
Fernando Vacarini
pressoffice@unipol.it

Investor Relations
Alberto Zoia
investor.relations@unipol.it

Barabino & Partners

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

Fine Comunicato n.0265-110-2026

Numero di Pagine: 5