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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. (the "Company") is hereby called for 30 July 2026, at 10.30 a.m., exclusively by means of telecommunications, to resolve on the following

AGENDA

- 1. Proposal to grant to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authorization, to be exercised by 31 December 2027, to increase the share capital in one or more tranches, in divisible form, against payment, for a maximum aggregate amount of Euro 2,500,000,000.00, inclusive of any share premium, through the issuance of ordinary shares with no par value and regular entitlement, to be offered in option to the entitled shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code. Consequent amendment to Article 5 of the By-Laws. Related and consequent resolutions.**

Attendance and Representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 21 July 2026 (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 21 July 2026 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. 200 of 30 December 2025, converted with amendments into Law 27 February 2026 no. 26, 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.

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 items 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 **28 July 2026**, following the required procedures and using the specific form that will be available on the company website www.unipol.com under the section *Governance/Shareholders' Meetings/ Extraordinary Shareholders' Meeting - 30 July 2026*, 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 29 July 2026** 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 or by calling +39 055 5095754.

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

Documentation and information

The full notice calling the Shareholders' Meeting, available on the company website (www.unipol.com, section *Governance/Shareholders' Meeting/ Extraordinary Shareholders' Meeting - 30 July 2026*), contains all the information and detailed instructions on the rights that may be exercised by the shareholders attendance and representation at Shareholders' Meetings, the right to submit questions and any additions to the agenda and to submit proposals on item already on the agenda of the Shareholders' Meeting.

The whole documentation relating to the item on the agenda - including the illustrative report of the Board of Directors and the related resolution proposal – 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), by the end of the day; it will be transmitted to the shareholders who will request it.

Bologna, 29 June 2026

The Chairperson of the Board of Directors
Carlo Cimbri

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This communication does not constitute an offer of sale of financial instruments or any solicitation of offers to purchase financial instruments. The financial instruments mentioned in this communication (the "Financial Instruments") have not been registered and will not be registered in the United States of America pursuant to the US Securities Act of 1933, as subsequently amended (the "Securities Act"), in Australia, Canada, Japan or in any other jurisdiction where such an offer of sale or solicitation of offers to purchase requires the approval of the competent authorities or is not permitted by the applicable law. The Financial Instruments may not be offered or sold in the United States of America nor to US persons unless such securities are registered under the Securities Act or an exemption from registration is available, or in the context of an offer not subject to the registration requirements of the US Securities Act

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Attendance and representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 21 July 2026 (record date) and for whom the company has received the 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 21 July 2026 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. 200 of 30 December 2025, converted with amendments into Law 27 February 2026 no. 26, 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.

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 items 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 **28 July 2026**, following the required procedures and using the specific form that will be available on the company website www.unipol.com under the section *Governance/Shareholders' Meetings/ Extraordinary Shareholders' Meeting - 30 July 2026*, 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 29 July 2026** 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 or by calling +39 055 5095754.

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

Questions on the items on the agenda

Pursuant to article 127-*ter* of the Consolidated Law on Finance, anyone with voting rights may submit questions on the items 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 email to the certified email address: segreteria generale@pec.unipol.it or by filling out the specific form that will be available on the website www.unipol.com under the section *Governance/Shareholders' Meetings/Extraordinary Shareholders' Meeting - 30 July 2026*. The questions must be received by the record date, i.e., by **21 July 2026**.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitters must provide to the address 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 27 July 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 items 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 **9 July 2026**), request other items to be added to the agenda, specifying the additional items proposed in the request, or submit resolution proposals on items 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 to be submitted to the company by the deadline indicated above.

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.

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 items submitted for discussion or the reasons for additional

proposed resolutions on the items already on the agenda; said report must be sent to the board of directors within the deadline for submitting the request to add items 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 proposal for which submission is otherwise permitted by law are asked to make them beforehand, by **15 July 2026**. These proposals where pertinent, will be published on the company's website by the following 17 July 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, 717,206,043 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 By-Laws, 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 By-Laws (known as "shares with increased voting rights").

In accordance with article 85-*bis*, paragraph 4-*bis* 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/en/investors/shareholding-structure/increased-voting-rights>, 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 under the section *Governance/Shareholders' Meetings/Extraordinary Shareholders' Meeting - 30 July 2026*.

The whole documentation relating to the item on the agenda - including the illustrative report of the Board of Directors and the related resolution proposal – 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), by the end of the day; it will be transmitted to the shareholders who will request it.

Bologna, 29 June 2026

The Chairperson of the Board of Directors

Carlo Cimbri

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