



**Set for the Shareholders' Meeting  
on April 23, 2024**



Dear Shareholder,

Please note first and foremost that, as permitted article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently amended and ultimately extended by Law Decree no. 215 of 30 December 2023, converted with amendments into Law no. 18 of 23 February 2024, **eligible parties may only attend the shareholders' meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of Legislative Decree no. 58/1998** (the "Designated Representative" and the "TUF").

Hoping to facilitate this process, we have prepared this set of several useful documents regarding your participation, in compliance with the foregoing, in the shareholders' meeting:

- Meeting notice with agenda;
- Right to supplement the agenda and to submit proposals on items already on the agenda pursuant to Art. 126-*bis* of the TUF
- Right to pose questions prior to the Shareholders' Meeting;
- Right to individually submit resolution proposals prior to the Shareholders' Meeting;
- Procedure for participation and voting by proxy;
- Proxy form pursuant to Art. 135-*undecies* of the TUF;
- Proxy and/or sub-proxy form pursuant to Art. 135-*novies* of the TUF.

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Please note that the financial statement documents for the year 2023, the reports of the Board of Directors on the items on the agenda as well as the other information regarding the Shareholders' Meeting are available, in the respective terms provided for by current legislation, [www.unipolsai.com](http://www.unipolsai.com) in the *Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2024* Section. You may contact our Offices (phone +39 055 5095308, fax +39 051 7096713, email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it)) at any time with any questions linked to your role as Shareholder.

## **NOTICE OF ORDINARY AND STRAORDINARY SHAREHOLDERS' MEETING**

*(published on the Company's website on 13 March and, in excerpt, on the same date, in the newspaper Il Sole 24 Ore)*

A combined ordinary and extraordinary session of the Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. ("UnipolSai") is called, as a single call, for 23 April 2024, at 10.30 a.m. at the corporate headquarters of Porta Europa, in Bologna, Via Stalingrado 37, to decide on the following

### **AGENDA**

#### **In the Ordinary Session**

##### **1. 2023 Financial Statements.**

- a) Approval of the financial statements as at 31 December 2023; Directors' report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions.
- b) Allocation of the profits for the 2023 financial year and dividend distribution. Consequent and related resolutions.

##### **2. Appointment and remuneration of the Board of Statutory Auditors and its Chairperson for financial years 2024, 2025 and 2026; determination of the remuneration due to Statutory Auditors.**

- a) Appointment of the Board of Statutory Auditors and its Chairperson for financial years 2024, 2025 and 2026. Consequent and related resolutions.
- b) Setting the remuneration of the Board of Statutory Auditors for financial years 2024, 2025 and 2026. Consequent and related resolutions.

##### **3. Report on the Remuneration Policy and the Payments Made. Consequent and Related Resolutions.**

- a) Approval of the first section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of the Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018.
- b) Resolution on the second section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).

##### **4. Acquisition and Arrangements for Treasury Shares and Shares of the Parent Company. Consequent and Related Resolutions.**

#### **In the Extraordinary Session**

##### **1. Amendments to the Articles of Association. Consequent and Related Resolutions.**

- a) Amendment to article 6 ("Capital Measurement") in order to update the equity elements of the non-life and life operations in accordance with article 5 of the Supervisory Body

for Private Insurance (“ISVAP”) Regulation no. 17 of 11 March 2008.

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### **Attendance and Representation at Shareholders’ Meetings**

Anyone who holds voting rights at the close of business on 12 April 2024 (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 12 April 2024 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 amended and ultimately extended by Law Decree no. 215 of 30 December 2023, converted with amendments into Law no. 18 of 23 February 2024, **eligible parties may only attend the Shareholders’ Meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of 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).

Attendance at the Shareholders’ Meeting by members of the corporate bodies, the secretary and the Designated Representative, and any other parties authorised for this by the chairperson of the board of directors, may also, or exclusively, be carried out through means of video/telecommunication, with mechanisms that the chairperson will define and communicate to each of the above-mentioned parties in accordance with applicable laws in that case.

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 19 April 2024**, following the required procedures and using the specific form that will be available on the company website [www.unipolsai.com](http://www.unipolsai.com) section *Governance/Shareholders’ Meetings/2024/Ordinary and Extraordinary Shareholders’ Meeting of 23 April 2024*, 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 22 April 2024** 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.

The proxy will only be valid if voting instructions are given.

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 form available on the company's website which must be submitted by **12.00 p.m. on 22 April 2024** to Computershare S.p.A.

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 [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@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 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 even prior to the Shareholders' Meeting, by sending a registered letter to UnipolSai 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 [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or by filling out the specific form that will be available on the website [www.unipolsai.com](http://www.unipolsai.com) section *Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2024*. The questions must be received by the record date, i.e. by **12 April 2024**.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitters must provide to the address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@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 his/her right to attend the Shareholders' Meeting from his/her 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 21 April 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 matters 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 23 March 2024**) 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 prepared by them, besides those described under article 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing by registered letter with notice of receipt to UnipolSai Assicurazioni S.p.A. – Segreteria Societaria - Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by certified email to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it).

Certification proving the ownership of shares held by the submitting shareholders as well as the shareholding required in order to request additions to the agenda must be provided in a specific notice issued by the intermediary, effective on the date of the request, addressed to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@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 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 via the Designated Representative, parties entitled to attend the Shareholders' Meeting who wish to make proposed resolutions on the items on the agenda are asked to make them beforehand, by **8 April 2024**. These proposals where pertinent, will be published on the company's website by the following 9 April 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 his/her right to attend the Shareholders' Meeting and issue a proxy to the Designated Representative to attend the Shareholders' Meeting.

#### **Appointment of the Board of Statutory Auditors**

With respect to the appointment of the Board of Statutory Auditors, article 24 of the articles of association provides for a list voting mechanism which allows, as required under current law, a statutory member and an alternate member of the Board of Statutory Auditors to be elected from the minority list and the Chairperson of the Board to be a statutory member elected from the minority list.

Reference should be made to the articles of association and the directors' report for the Shareholders' Meeting for all matters not specified herein. Eligible parties must submit lists within the deadline and in accordance with the procedures and the limits set out in the aforementioned article 24 of the articles of association and Consob departmental decision no. 92 of 31 January 2024 which established the minimum shareholding percentage required to submit lists. The lists containing the names of the candidates must be filed at the registered office of the Company in Bologna, Via Stalingrado 45, or sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) at least twentyfive days before the date scheduled for the Shareholders' Meeting (and, therefore, by **29 March 2024**), by shareholders who, individually or jointly with other shareholders contributing to the submission of the same list, prove that they own a total of at least 1% of the share capital with voting rights at the ordinary session of the Shareholders' Meeting. Certification of this shareholding quota must be shown by specific



notifications provided by the depository intermediaries of the shares, valid up to 29 March 2024, and sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) even after the lists have been filed and, in any case, by 2 April 2024. If only one list has been submitted, or only lists submitted by interconnected shareholders pursuant to article 144-*quinquies* of Consob issuers' regulation by the deadline for filing the lists, additional lists may be submitted up to the third day following 29 March 2024 (and, therefore, by 1° April 2024); in this case, the threshold for presenting the list is reduced to 0.50% of the share capital with voting rights.

Shareholders submitting a "minority list" must also follow the guidelines issued by Consob in communication DEM/9017893 of 26 February 2009. In particular, shareholders wishing to submit a "minority list" must file, together with the list, a declaration certifying the absence of connection, even indirect, with the majority shareholder pursuant to article 144-*quinquies* of the Issuers' Regulation.

The new board of statutory auditors must be appointed in accordance with the regulation on gender equality according to current regulations and to the procedures envisaged by articles 24 and 33 of the articles of association.

### **Information on the Share Capital and Voting Rights**

As of today's date, the share capital of UnipolSai is € 2,031,456,338.00, divided into 2,829,717,372 ordinary shares with no nominal value. As at the same date, 2,829,537,741 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 7 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") 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"), UnipolSai 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.unipolsai.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.unipolsai.com](http://www.unipolsai.com) section



*Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2024.*

The reports and proposed resolutions on the items on the agenda will be made available to the public at the registered office and published on the aforementioned company website, and on the website of the authorised storage mechanism *eMarket Storage* ([www.emarketstorage.com](http://www.emarketstorage.com)) in accordance with the law; they will be sent to anyone who requests them.

The following will be available to the public:

- from today's date, the directors' reports with the proposed resolutions on item 2 of the agenda for the ordinary session;
- by 24 March 2024, the directors' reports with the proposed resolutions on item 1 and 4 of the agenda for the ordinary session and on the only item on the agenda for the extraordinary session;
- by 1° April 2024, (i) the annual report and other documents pursuant to Article 154-ter, paragraph 1 of the Consolidated Law on Finance, (ii) the annual report on corporate governance and ownership structure and (iii) the directors' report with the proposed resolutions regarding item 3 on the agenda for the ordinary session;
- by 2 April 2024, any lists of candidates for the appointment of the board of statutory auditors.

On 8 April 2024, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

Shareholders may obtain copies of said documentation.

Bologna, 13 March 2024

The Chairperson of the Board of Directors

*Carlo Cimbri*

## **RIGHT TO SUPPLEMENT THE AGENDA AND TO SUBMIT PROPOSALS ON ITEMS ALREADY ON THE AGENDA PURSUANT TO ART. 126-BIS OF THE TUF**

Pursuant to Art. 126-*bis* of Legislative Decree 58/98 (“TUF”), Shareholders which, even jointly, represent one-fortieth of the share capital may request, by 23 March 2024 (tenth day subsequent to the publication of the Shareholders' Meeting Notice), to add to the items on the agenda, by specifying in the request the additional topics proposed, or submit resolution proposals on the items already on the agenda. Matters which, under legal terms, must be decided upon by the Shareholders' Meeting based on a proposal from the Directors or on the basis of a draft or a report submitted by them pursuant to Art. 125-*ter*, paragraph 1 of the TUF, cannot be added to the agenda.

The requests must be made in writing by registered letter with advice of receipt addressed to UnipolSai Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci - Via Stalingrado 37, 40128 Bologna, or by email to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it), to be received by the Company by the deadline specified above, and be accompanied by a report on the items the discussion of which is proposed or on the additional proposals. The certification of ownership of the shares held by the requesting Shareholders and the shareholding required to request an addition to the agenda must be set forth in a specific notification provided by the custodian intermediary, effective at the date of such request, addressed to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it).

Any additions to the agenda shall be announced, in the same forms as those required by law for the Shareholders' Meeting Notice, within the terms set forth in regulations in force.

Shareholders requesting to add to the Shareholders' Meeting agenda must prepare a report indicating the justification of the resolution proposals on the new items the discussion of which is proposed or the justification relating to the additional resolution proposals submitted on the items already on the agenda: the above-mentioned report must be transmitted to the Board of Directors by the final deadline for the submission of the request to add to the agenda.

## RIGHT TO POSE QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to Art. 127-ter of the TUF, those entitled to vote may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by sending a registered letter addressed to UnipolSai Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci - Via Stalingrado 37, 40128 Bologna, or transmitting the request via fax to no. 051 7096713, or email to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it), or, lastly, by completing the dedicated **Form** present on the Company's website [www.unipolsai.com](http://www.unipolsai.com) in the *Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2024* Section. The requests must be received by the record date, i.e. by 12 April 2024.

Exclusively requests strictly relating to the items on the agenda received by the Company shall be taken into consideration.

The requesting party must provide to the address to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) his or her personal information (surname and name or company name for entities or companies, place and date of birth and tax code) and suitable documentation proving possession of the voting right issued by the intermediary, effective until 12 April 2024 (record date).

If the Shareholder has requested the communication regarding its legitimacy to participate in the Shareholders' Meeting from its custodian intermediary, it will be sufficient to include the references of any such communication issued by the intermediary or, at least, the name of the intermediary, in such communication.

Requests received prior to the Shareholders' Meeting will receive a response at the latest on 21 April via publication on the Company's website, with the right for it to provide a single response to any questions with the same content.

## **RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS PRIOR TO THE SHAREHOLDERS' MEETING**

Taking into account that participation in the Shareholders' Meeting is permitted exclusively via the Designated Representative, the parties entitled to participate in the Shareholders' Meeting that intend to formulate resolution proposals on items on the agenda pursuant to Art. 126-*bis*, paragraph 1, second-to-last sentence, of the TUF are invited to submit them in advance, by 8 April 2024.

These proposals, after a verification of their pertinence to the items on the agenda and their compliance with applicable regulations, shall be published on the Company's website by the subsequent 9 April, in order to allow those entitled to vote to knowledgeably express themselves, also taking into account these new proposals, and allow the Designated Representative to receive any voting instructions on them as well. The requesting party must provide suitable documentation proving his or her legitimacy to participate in the Shareholders' Meeting and the issue of the proxy to the Designated Representative for participation in the Shareholders' Meeting.

## PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

As noted, **those entitled may participate in the Shareholders' Meeting, without actually entering the location where it will be held, exclusively by granting proxy to the Designated Representative** with the methods set forth herein.

Those with the voting right that intend to participate in the Shareholders' Meeting must grant a dedicated proxy to the Designated Representative containing voting instructions on all or some of the items on the agenda. The proxy to the Designated Representative pursuant to Art. 135-*undecies* of the TUF may be granted by the end of the 2nd trading day prior to the date of the Shareholders' Meeting and, therefore, by **19 April 2024**. The proxy is effective only for the proposals in relation to which voting instructions have been provided.

The Company has identified Computershare S.p.A. with Offices in Turin, Via Nizza 262/73, as Designated Representative pursuant to Art. 135-*undecies* of the TUF. The Designated Representative will be available for clarifications or information at +39 011 0923226 or at the email address [sedeto@computershare.it](mailto:sedeto@computershare.it).

The proxy pursuant to Art. 135-*undecies* of the TUF and the relative voting instructions may be revoked by the above-mentioned term of 19 April 2024, with the same methods as those established for granting it.

The above-mentioned proxy pursuant to Art. 135-*undecies* of the TUF to the Designated Representative may also be granted, **by 12:00 p.m. on 22 April 2024**, using the specific web application developed and managed directly by Computershare S.p.A., through which it is possible to proceed with the guided completion of the Designated Representative proxy form, accessible directly from the dedicated section of the UnipolSai website.

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 form available on the company's website which must be submitted by **12.00 p.m. on 22 April 2024** to Computershare S.p.A.

The proxy and/or sub-proxy shall be effective only for the resolutions proposed to the Shareholders' Meeting for which the delegating party has provided voting instructions.

The Shareholders holding shares deposited at the Company may participate in the Shareholders' Meeting, exclusively through the Designated Representative, by sending a communication to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or via fax to +39 051 7096713, or by calling +39 055 5095308.

For this Shareholders' Meeting, there are no voting by correspondence or electronic voting procedures.

The Designated Representative proxy form pursuant to Art. 135-*undecies* of the TUF is reproduced on page 14 and is available, in downloadable and printable form, in the dedicated section of the UnipolSai website under [Proxy form for the exclusive Designated Representative for the Ordinary and Extraordinary Shareholders' Meeting](#).

The proxy and/or sub-proxy form pursuant to Art. 135-*novies* of the TUF to the Designated Representative is instead reproduced on page 22 and is available, in downloadable and

printable form, in the dedicated section of the UnipolSai website under *Proxy/sub-proxy form for the exclusive Designated Representative for the Ordinary and Extraordinary Shareholders' Meeting.*

The **proxy** issued according to one of the above-mentioned forms, to be sent to the Company via the Designated Representative with the **voting instructions** reserved to it, along with an ID and any documentation proving signing authority, must be received within the terms specified on the relative forms with one of the following methods:

- 1) **Online:** *completing the online form available on the Company's website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;*
- 2) **Registered Email Holders (PEC):** *as an attachment document (PDF format) sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;*
- 3) **Digital Signature Holders (FEA):** *as an attachment document with digital signature sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;*
- 4) **Common Email address Holders:** *as an attachment document (PDF format) sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73 10126 Tutin, Italy;*
- 5) **Via FAX:** *number +39 011 0923202.*

**If the proxy form is sent with methods and in terms other than those specified above or sent exclusively by mail, the delegating party will not be ensured that the proxy will be properly granted to the Designated Representative.**

**PROXY FORM PURSUANT TO ART. 135-UNDECIES OF THE TUF**



**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**  
**Proxy form to Computershare S.p.A. pursuant article 135-undecies of Italian Legislative Decree no. 58/98**

**UNIPOLSAI ASSICURAZIONI S.p.A. (the Company) has appointed Computershare S.p.A.**, through its employee or duly entrusted staff member, acting as **Appointed Representative** pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (TUF) and to article 106 of Law Decree on 17 March 2020 No. 18, converted with amendments by Italian Law No. 27/2020, as subsequently amended and extended, to collect proxies for the Ordinary and Extraordinary Shareholders’ Meeting convened on **23 April 2024** in single call, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company’s website [www.unipolsai.com](http://www.unipolsai.com).

The proxy and voting instructions, to be conferred by **19 April 2024**, may be revoked within the same date with the procedures used for the conferral.

**Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.**

**Art. 135-decies of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)**

Computershare S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-decies of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

**PROXY FORM**

*Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)*

**\* mandatory information**

The undersigned (natural person)\* ..... Place of birth \* ..... Date of birth\* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ....., e-mail .....

**(2)** entitled to exercise the voting right on **12/04/2024 (Record Date)** as:  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate  pledgee –  Taker in -  beneficiary interest holder -  official receiver–  manager –  other (specify) .....

for no\* ..... of ordinary shares **UNIPOLSAI**

**(3)** registered in the name of (natural or legal person)\* ..... Place of birth \* .....

Date of birth \* ..... Tax Code/LEI .....

Resident in (town/city) \* ..... at (street / address) \* .....

**(4)** Registered in the securities account no ..... At..... Bank code (ABI)..... Branch code (CAB).....

**(5)** as resulting from communication no. .... Made by (Bank).....

**DELEGATES** the above Appointed Representative to attend and vote at the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.
- the proxy will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works

DATE            Form of identification **(6)** (type)\*            Issued by \*            no. \*            SIGNATURE

**NOTE:** It is not possible to grant this proxy form without the voting instructions form to be (completed online and) downloaded from the company’s website [www.unipolsai.com](http://www.unipolsai.com). Voting instruction form can be requested by phone at no. +39 011 0923200.

**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**  
**Proxy form to Computershare S.p.A. pursuant article 135-undecies of Italian Legislative Decree no. 58/98**

**VOTING INSTRUCTIONS**

*(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)*

**WARNING**

*The voting instructions form may require changes to include any additional proposals for the items on the agenda or proposals submitted individually by the shareholders by 8 April 2024 according to the provisions of the meeting notice, therefore this form will be integrated and republished on the website with the new proposals. In the event of submission of proposals that imply the issue of new voting instructions, the instructions already conferred on the only topic subject to integration lose their validity and will regain it only after issuing voting instructions also on the new proposals. However, the voting instructions on the other topics remain valid and effective.*

The undersigned **(7)**

**DELEGATES** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow **(8)**

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b> F (for), C (against), A (abstain)
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**ORDINARY SESSION**

<b>0010 – 1.a) Approval of the financial statements as at 31 December 2023; Directors’ report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33px; height: 20px; text-align: center;">F</td> <td style="width: 33px; height: 20px; text-align: center;">C</td> <td style="width: 33px; height: 20px; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
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<b>Section A2</b> – vote for proposal contained in the only list submitted by Shareholder Unipol Gruppo S.p.A. <b>(10)</b>	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33px; height: 20px; text-align: center;">F</td> <td style="width: 33px; height: 20px; text-align: center;">C</td> <td style="width: 33px; height: 20px; text-align: center;">A</td> </tr> </table>	F	C	A
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<b>0050 - 2.c) Setting the remuneration of the Board of Statutory Auditors for financial years 2024, 2025 and 2026. Consequent and related resolutions (The Board of Directors has not presented a motion)</b>				
<b>Section A2</b> – vote for proposal presented by holder of majority interest pursuant to article 126-bis of TUF <b>(10)</b>	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33px; height: 20px; text-align: center;">F</td> <td style="width: 33px; height: 20px; text-align: center;">C</td> <td style="width: 33px; height: 20px; text-align: center;">A</td> </tr> </table>	F	C	A
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<b>Section A2</b> – vote for any other proposal published on the website <b>(10)</b>	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33px; height: 20px; text-align: center;">F</td> <td style="width: 33px; height: 20px; text-align: center;">C</td> <td style="width: 33px; height: 20px; text-align: center;">A</td> </tr> </table>	F	C	A
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**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**  
**Proxy form to Computershare S.p.A. pursuant article 135-undecies of Italian Legislative Decree no. 58/98**

<b>0060 – 3.a) Approval of the first section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of the Institute for the Supervision of Insurance “IVASS” Regulation no. 38/2018</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>		F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>		F	C	A
<b>0070 – 3.b) Resolution on the second section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) - Non-binding vote</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>		F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>		F	C	A
<b>0080 – 4. Acquisition and Arrangements for Treasury Shares and Shares of the Parent Company. Consequent and Related Resolutions</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>		F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>		F	C	A

**EXTRAORDINARY SESSION**

<b>0090 – 1.a) Amendment to article 6 (“Capital Measurement”) in order to update the equity elements of the non-life and life operations in accordance with article 5 of the Supervisory Body for Private Insurance (“ISVAP”) Regulation no. 17 of 11 March 2008</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>		F	C	A
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>		F	C	A

**Possible Derivative Action**

Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against).</i>		F	C	A
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DATE

SIGNATURE

**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**  
**Proxy form to Computershare S.p.A. pursuant article 135-undecies of Italian Legislative Decree no. 58/98**

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**Instructions for filling in and submitting the form**

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1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **19 April 2024**, using one of the following methods:
  - 1) **Online**: completing the online form available on the Company’s website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;
  - 2) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 3) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 4) **Common Email address Holders**: as an attachment document (PDF format) sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73 10126 Tutin, Italy;
  - 5) **Via FAX**: number +39 011 0923202.

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.unipolsai.com](http://www.unipolsai.com). Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and/or A2.  
The vote is expressed by ticking the relevant box between the following: F (for), C (against) or A (abstention).
10. If the Section A2 is on the form, it collects instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders' Meeting on 23 April 2024**  
**Proxy form to Computershare S.p.A. pursuant article 135-undecies of Italian Legislative Decree no. 58/98**

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**Italian Legislative Decree no. 58/98 (T.U.F)**

**Article 135-decies**

*(Conflict of interest of the representative and substitutes)*

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
  - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies**

*(Appointed representative of a listed company)*

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

**Law-Decree nr. 18 on March 17th, 2020**

**Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)**

- [...] 4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**  
**Proxy form to Computershare S.p.A. pursuant article 135-undecies of Italian Legislative Decree no. 58/98**

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***Italian Civil Code***

***Art. 2393***

***(Derivative action)***

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-*bis*.

**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**  
**Proxy form to Computershare S.p.A. pursuant article 135-undecies of Italian Legislative Decree no. 58/98**

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**INFORMATION ON PERSONAL DATA PROCESSING**

Pursuant to the Regulation(EU) 2016/679 (the “Regulation”)

**Personal Data Controller**

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

**Object and methods of processing**

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

**Purpose and legal basis of the Processing**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n.18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

**Recipients, storage and transfer of Personal Data**

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

**Rights of the Delegating party**

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy>.

Computershare S.p.A.



**PROXY AND/OR SUB-PROXY FORM PURSUANT TO ART. 135-*NOVIES* OF THE TUF**

**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**

**Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98**

Pursuant to Art. 106 of Law Decree on 17 March 2020 No. 18, converted with amendments by Italian Law No. 27/2020, as subsequently amended and extended, and as stated in the notice of call of **UNIPOLSAI ASSICURAZIONI S.p.A.** Shareholders’ Meeting on **23 April 2024**, the proxy can be conferred only to **Computershare S.p.A.**

**PROXY/SUB-DELEGATION FORM**

Fill in the requested information on the basis of the instructions below. The Company will be notified by Computershare S.p.A. (1)

**\* mandatory information**

The undersigned (natural person)\* ..... Place of birth \* ..... Date of birth\* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ....., e-mail .....

(2) entitled to exercise the voting right on **12/04/2024 (Record Date)** as: -  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate -  pledgee –  Taker in -  beneficiary interest holder -  official receiver -  manager -  other (specify) .....

for no\* ..... of ordinary shares **UNIPOLSAI**

(3) registered in the name of (natural or legal person) ..... Place of birth \* ..... Date of birth \* .....

TAX Code/LEI .....

Resident in (town/city) \* ..... at (street / address) \* .....

(4) Registered in the securities account no..... At..... Bank Code (ABI)..... Branch Code (CAB) .....

(5) as resulting from communication no. ... Made by (Bank).....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** to attend and vote to the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

**STATES**, under his/her own liability, as proxy holder, the compliance to the original document of the copy of the proxy form provided electronically and the identity of the proxy grantor.

DATE Form of identification (6) (type)\* Issued by \* no. \* SIGNATURE

**NOTE: It is not possible to grant this proxy form without the voting instructions form to be (completed online and) downloaded from the company’s website [www.unipolsai.com](http://www.unipolsai.com). Voting instruction form can be requested by phone at no. +39 011 0923200.**

**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**

**Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98**

**VOTING INSTRUCTION**

**WARNING**

*The voting instructions form may require changes to include any additional proposals for the items on the agenda or proposals submitted individually by the shareholders by 8 April 2024 according to the provisions of the meeting notice, therefore this form will be integrated and republished on the website with the new proposals. In the event of submission of proposals that imply the issue of new voting instructions, the instructions already conferred on the only topic subject to integration lose their validity and will regain it only after issuing voting instructions also on the new proposals. However, the voting instructions on the other topics remain valid and effective.*

The undersigned **(7)**

**DELEGATES/SUBDELEGATES** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow **(8)**

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b>		
	F (for), C (against), A (abstain)		

**ORDINARY SESSION**

<b>0010 – 1.a) Approval of the financial statements as at 31 December 2023; Directors’ report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A	
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A	
<b>0020 – 1.b) Allocation of the profits for the 2023 financial year and dividend distribution. Consequent and related resolutions</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A	
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A	
<b>0030 - 2.a) Appointment of the Board of Statutory Auditors for financial years 2024, 2025 and 2026. Consequent and related resolutions</b>				
<b>Section A</b> – vote for the only list submitted by the Shareholder Unipol Gruppo S.p.A.	F	C	A	
<b>0040 - 2.b) Appointment of the Chairperson of Board of Statutory Auditors for financial years 2024, 2025 and 2026</b>				
<b>Section A2</b> – vote for proposal contained in the only list submitted by Shareholder Unipol Gruppo S.p.A. <b>(10)</b>	F	C	A	
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<b>Section A2</b> – vote for proposal presented by holder of majority interest pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A	
<b>Section A2</b> – vote for any other proposal published on the website <b>(10)</b>	F	C	A	

**UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders’ Meeting on 23 April 2024**

**Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98**

<b>0060 – 3.a) Approval of the first section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of the Institute for the Supervision of Insurance “IVASS” Regulation no. 38/2018</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A	
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A	
<b>0070 – 3.b) Resolution on the second section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) - Non-binding vote</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A	
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A	
<b>0080 – 4. Acquisition and Arrangements for Treasury Shares and Shares of the Parent Company. Consequent and Related Resolutions</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A	
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A	

**EXTRAORDINARY SESSION**

<b>0090 – 1.a) Amendment to article 6 (“Capital Measurement”) in order to update the equity elements of the non-life and life operations in accordance with article 5 of the Supervisory Body for Private Insurance (“ISVAP”) Regulation no. 17 of 11 March 2008</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A	
<b>Section A2</b> – vote for possible proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A	

**Possible Derivative Action**

Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against).</i>	F	C	A
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DATE

SIGNATURE

## UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders' Meeting on 23 April 2024

### Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98

#### Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (*together with a valid ID document and, in case, the documentation providing proof of the signatory power*) via the Appointed Representative together with the **Voting Instructions** reserved to him within **22 April 2024 h. 12 a.m.**, using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to [unipolsai@pecserviziotitoli.it](mailto:unipolsai@pecserviziotitoli.it). In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73 10126 Turin, Italy;
  - 4) **Via FAX**: number 011 0923202.

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive subdelegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.unipolsai.com](http://www.unipolsai.com).  
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and/or A2.  
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. If the Section A2 is on the form, it collects instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

## UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders' Meeting on 23 April 2024

### Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98

#### **Italian Legislative Decree no. 58/98 (T.U.F)**

##### **Article 135-novies**

##### *(Representation at the shareholders' meeting)*

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies paragraph 3 and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, paragraph 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.
7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second paragraph of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

#### **Law-Decree nr. 18 on March 17th, 2020**

##### **Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)**

- [...] 4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

#### **Italian Civil Code**

##### **Art. 2393**

##### *(Derivative action)*

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-bis.

## UNIPOLSAI ASSICURAZIONI S.p.A. – Shareholders' Meeting on 23 April 2024

### Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98

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#### INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

##### Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

##### Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according to his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

##### Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

##### Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

##### Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy>.

Computershare S.p.A.



**UnipolSai Assicurazioni S.p.A.**

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Tax No. 00818570012  
VAT No. 03740811207  
R.E.A. No. 511469

A company subject  
to management and coordination  
by Unipol Gruppo S.p.A.,  
entered in Section I of the Insurance  
and Reinsurance Companies List  
at No. 1.00006  
and a member of the  
Unipol Insurance Group,  
entered in the Register of  
the parent companies – No. 046

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