

UNIPOLSAI: DRAFT FINANCIAL STATEMENTS
AND CONSOLIDATED FINANCIAL STATEMENTS FOR 2023 APPROVED

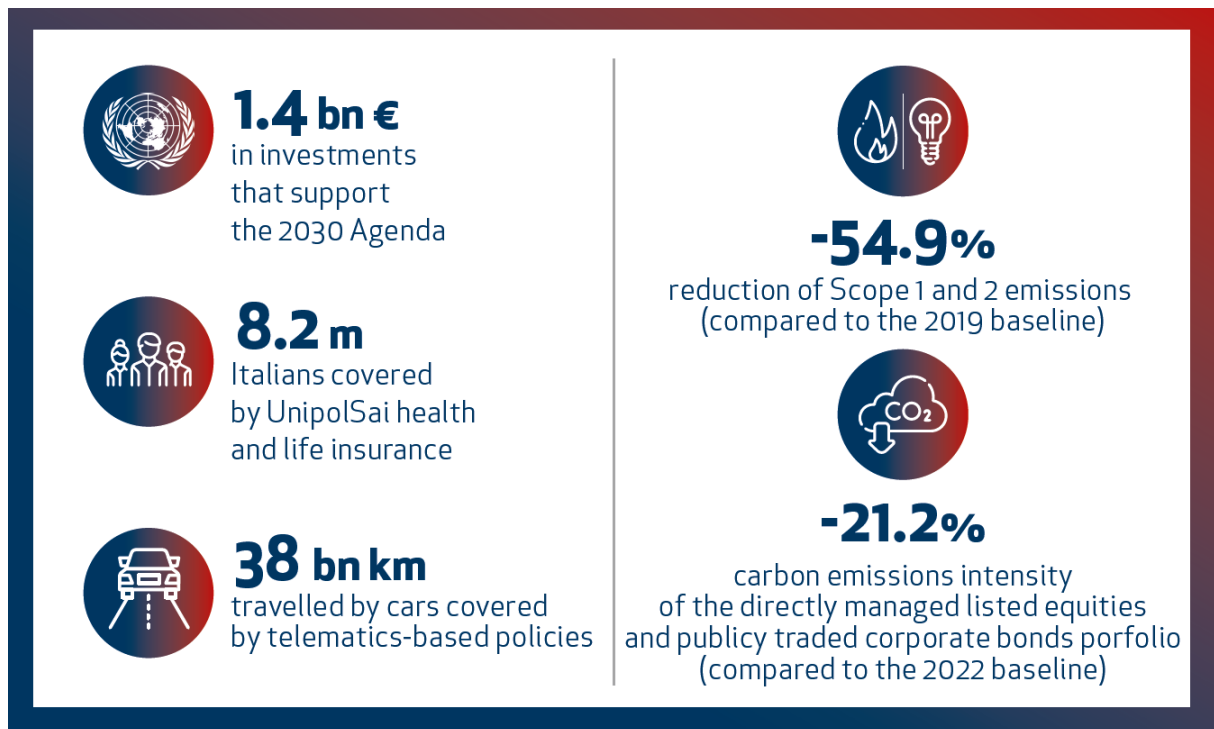
PROPOSED MERGER OF
UNIPOLSAI ASSICURAZIONI, UNIPOL FINANCE, UNIPOLPART I
AND UNIPOL INVESTMENT INTO UNIPOL GRUPPO APPROVED



• **Key figures in 2023:**

- **Consolidated net profit** of €766m (€651m at 31 December 2022 as calculated with the accounting standards previously in effect)
- **Higher dividend of €0.165 per share compared to €0.16 in 2022**
- **Combined Ratio 98.2%**
- **Individual solvency ratio 313%¹**

¹ Figure calculated on the basis of the partial internal model, to be taken as preliminary since the Supervisory Authorities will be notified of the definitive figure in accordance with legally required deadlines. The valuations were made by application of the new internal loss model and the change model (spread risk and redemption risk) with the application procedure currently pending approval by the Supervisory Authorities.



- UnipolSai has consolidated its commitment to support sustainable development and the ecological transition:
 - **8.2 million Italians** (14% of the population) covered by **UnipolSai Welfare (Life and Health)** insurance
 - **€1.4bn** in investments to support the **2030 Agenda** (target of €1.3bn in investments by the end of 2024 as per the 2022-2024 Strategic Plan exceeded)
 - At 2023 year-end, **54.9% reduction** (compared to 2019²) in **Scope 1 and 2 emissions**³ linked to the **consumption of electricity, gas and other energy sources** for all buildings under direct control and the fleet of cars used by Group employees (**the target was a reduction of 46.2% by 2030**⁴)

² Baseline for the definition of the 2030 target.

³ Scope 1 emissions are GHG (greenhouse gas) emissions from sources owned or controlled by an organisation. Scope 2 emissions are GHG emissions resulting from the generation of purchased or acquired electricity, heat, cooling and steam consumed by an organisation.

⁴ Target refers to Unipol Gruppo as at 31 December 2019.

- **Reduction of 21.2%** at 2023 year-end (compared to 2022²) **in the carbon emission intensity of the directly managed listed equities and publicly traded corporate bonds portfolio (target 50% reduction by 2030⁵).**
- **360° support for more efficient, safe and sustainable mobility: about 38 billion km travelled by cars covered by telecommunication-based policies**
- **Standard Ethics gave UnipolSai a long term expected rating of EEE-, classifying it as one of the best companies in the world in terms of social and environmental sustainability**
- **Proposed merger of UnipolSai Assicurazioni, Unipol Finance, UnipolPart I and Unipol Investment into Unipol Gruppo approved. Share exchange ratio of 3 Unipol Gruppo shares for every 10 UnipolSai shares confirmed**

Bologna, 22 March 2024

The board of directors of UnipolSai S.p.A., which met yesterday under the chairmanship of Carlo Cimbri, approved the draft financial statements and the consolidated financial statements for 2023, confirming the preliminary results reported on 16 February last, in addition to the proposed merger of UnipolSai Assicurazioni, Unipol Finance, UnipolPart I and Unipol Investment into Unipol Gruppo.

CONSOLIDATED ECONOMIC-FINANCIAL RESULTS

The new accounting standards for the insurance industry were applied for the first time in 2023; they made significant changes to the recognition of insurance contracts (IFRS 17) and financial instruments (IFRS 9), replacing IFRS 4 and IAS 39 that had been previously in effect. Taking effect from 1 January 2023, the new accounting standards were also applied retroactively to the figures reported for 2022 to facilitate comparison on a like-for-like basis only⁶.

The UnipolSai Group ended 2023 with a consolidated net profit of €766m. The Group recorded a consolidated net profit of €651m in 2022, calculated using the accounting standards previously in effect and which reflected extraordinary charges of approximately €137m⁷ after taxes (the normalised result amounted to €789m⁷). The definitive figure for 2022 which was recalculated using the new accounting standards would have amounted to €466m (normalised result of €604m).

⁵Target refers to Unipol Gruppo as at 30 September 2022.

⁶ Starting from 2023, to provide a clearer picture of the actual contribution to the consolidated results, the income statement and balance sheet results previously attributed to the property business were allocated to the life business if they referred to activities where the returns influence the benefits to disburse to insurance investment policy subscribers and to other businesses for the remaining portion.

⁷ The 2022 results were negatively influenced by the allocation of a solidarity fund for employees for a pre-tax amount of €199m, including non-life of €178m and life of €20m.

Direct Insurance Income, including reinsurance ceded, stood at €15,060m as at 31 December 2023, up (+10.4%) on the amount of €13,645m at 31 December 2022.

Non-Life Business

There was growth of 4.2% in direct **Non-Life** income to €8,651m, compared to the figure of €8,304m at 31 December 2022. This result included contributions from UnipolSai Assicurazioni which recorded non-life premiums of €6,952m (+1.0%) and the other main Group companies including in particular UniSalute which recorded premiums of €796m (+38.7%), Linear with total premiums of €216m (+12.2%) and Arca Assicurazioni which recorded premiums of €272m (+10.9%).

Good performances were posted by the **MV** business, up 3.0% on the previous year with premiums of €4,006m, and the **Non-MV** business with premiums of €4,645m and growth of 5.2% compared to 31 December 2022.

All the Ecosystem lines of business turned in positive performances.

The **Mobility Ecosystem** recorded insurance income of €4,365m (+3.0%), and UnipolRental posted further growth with a stock of 136,000 contracts compared to 78,000 at 2022 year-end. The **Welfare Ecosystem** reported insurance income of €1,772m in 2023 (+7.4%), with a significant increase in the health division (+13.5%), while the **Property Ecosystem** posted growth of 4.0% with insurance income of €2,514m.

The **combined ratio**⁸ amounted to 98.2% at 31 December 2023 compared to 98.6% at 30 September 2023. The loss ratio stood at 71.5% (compared to 71.9% for the first nine months of 2023), while the expense ratio stood at 26.7% (in line with the figure of 26.7% at 30 September 2023). Exceptional weather events relating to the flooding that occurred in Emilia Romagna in May and the wind and hail storms that hit Northern Italy at the end of July influenced the 2023 loss ratio.

Life Business

In the **Life Business**, the Group reported direct income of €6,409m, substantially up (20.0%) on the figure of €5,341m recorded in 2022 despite ongoing market difficulties due to a general increase in interest rates and the uncertainties created by the Eurovita crisis, resolved in part due to efforts by Gruppo Unipol. The sales network concentrated on traditional and hybrid products with a view towards optimising the net flows of segregated accounts, enabling it to record positive net income.

⁸ Ratio that measures the balance of the overall non-life technical management. With introduction of the new income statement presentation following the entry into effect of accounting standard IFRS 17, the ratio has been calculated using the following formula since 2023: $1 - (\text{insurance services result} / \text{insurance contract revenue})$.

The income figure in the bancassurance channel was particularly significant, with Arca Vita, along with its subsidiary Arca Vita International, posting a 34.8% increase over 2022 (€2,554m). UnipolSai also experienced growth with direct income of €3,811m (+12.3% over 2022), thanks in part to the acquisition of new pension fund contracts.

Other Businesses

Following a year marked by a positive financial performance, the Gruppo UNA ended 2023 with revenue of €208m, up 40% from the 2022 figure. EBITDA also recorded robust growth in 2023 at €32.7m, along with net profit, amounting to €25m compared to a figure of approximately €1m the previous year.

Financial Management

The gross return on the Group's **Financial Insurance Investment Portfolio** recorded a return of 3.8% on invested assets, of which 3.4% from coupons and dividends and 0.4% from gains and valuations. The figure at 31 December 2022, calculated with the accounting standard IAS 39 which was in effect at the time, amounted to 3.2%, of which 3.3% linked to the coupon and dividend component.

Financial investment management benefitted from the increased profitability of the new investments which focus on securities with high levels of creditworthiness, along with improved diversification and overall risk-return profiles.

Balance Sheet

As at 31 December 2023, the **Consolidated Shareholders' Equity** amounted to €7,307m (shareholders' equity was €6,733m at 31 December 2022, restated in accordance with the accounting standards currently in effect), of which €7,026m attributable to the Group. The increase reflected the effects of both a positive result for the period and the recovery of financial markets.

The individual **solvency** ratio as at 31 December 2023 amounted to 313%¹ (288% as at 31 December 2022), not including the dividends expected to be distributed.

Business Outlook

In accordance with the information currently available, it can be confirmed - in the absence of any unforeseeable events as things stand including a downturn in the operating environment - that consolidated income from operating activities for the current year is in line with the targets established in the 2022-2024 Strategic Plan.

CONTRIBUTION TO SUSTAINABLE DEVELOPMENT

Due to increasing demand by the public for support in social and health matters and pensions, confirming its role as a key player in the process of integrating public and private welfare, UnipolSai **covered 8.2 million people with its Welfare insurance (Life and Health)** in the period, up on the figure of 7.8 million people in 2022, thanks in part to development of a line of products designed to cover the needs of the policyholders for their entire lives.

UnipolSai also contributed to the resilience of the Italian economy, supporting **households** and increasing awareness of insurance cover for the **small and medium-sized enterprises** that form the backbone of the Italian manufacturing industry, subscribing to **€787m in policies** (+3.7% over the figure of €759m in 2022).

UnipolSai has a division dedicated to the management of alternative investments which are chosen through specific due diligence processes and which entail making both traditional financial analyses and in-depth analyses of social-environmental and governance criteria along with a map of the sustainability risks that could have a reputational impact.

Investments made with meet these characteristics increased 24.1% in 2023, and those combatting climate change, protection of the environment and land, sea and freshwater ecosystems rose by 19.6%.

Investments supporting the 2030 Agenda amount to €1.4bn which already **exceeds the target set under the 2022-2024 Strategic Plan** (€1.3bn invested by 2024 year-end).

The Group guaranteed 360° support for more efficient, safe and sustainable mobility: **about 38 billion km were travelled by cars covered by telecommunication-based policies**. The use of telecommunications is essential to encourage safer driving with lower environmental impact.

Unipol Gruppo Climate Strategy

In June 2023, the board of directors adopted an updated version of the Unipol Gruppo strategy on climate change approved in 2022 to specify how it could tackle climate-related risks and avail of the opportunities, defining new medium-long term targets to reduce its greenhouse gas emissions in support of its decarbonisation process.

With regard to the management and development of real estate, **by 2030⁴** the Group has committed **to a 46.2% reduction in Scope 1 and 2³ emissions linked to the consumption of electricity, gas and other energy sources for all the buildings that the Group controls directly**, from the core insurance company offices to those of the various companies, the headquarters of the Gruppo UNA business and foreign offices, with the intention of limiting the increase in the average global temperature to 1.5°C.

There was an overall **reduction in CO₂ emissions** (calculated using the market-based method⁹) of **11%** in 2023 as evinced by monitoring the Unipol Gruppo's environmental performance, with an equivalent value of 14,452 t CO₂ (equivalent value of 16,236 t CO₂ in 2022).

With reference to the Unipol Group target to reduce Scope 1 and 2 emissions by 2030, in 2023 there was a **54.9% reduction from the figure at 31 December 2019** which had been adopted as the baseline for definition of the 2030 targets.

By 2030⁵, the Group undertakes to **reduce the carbon emission intensity¹⁰ of its portfolio of directly managed listed equities and public traded corporate bonds by 50% compared to 30 September 2022**. The commitment to reduce the carbon emission intensity relates to Scope 1 and 2 emissions of the companies in the scope of consolidation. In 2023, the emissions calculated according to the Carbon to Value Invested - C/V metric were **down 21.2%** compared to 2022.

Within the scope of the 2022-2024 Strategic Plan, the Group set a **target of 30% by 2024** for the percentage of its products that would have social and environmental value. These products represented 27.6% of direct income by 2023 year end.

Initiatives for the flooding in Emilia-Romagna and Tuscany

The Group launched a **well-structured, integrated plan of action to help the people affected by flooding in Emilia-Romagna** in May and **in Tuscany** in November to support its customers and agencies resident in these areas.

Contributions to the Community

UnipolSai's commitment to support and work with the territories where it operates involves contributing towards the development and realisation of projects that foster sport (an opportunity to empower young people in particular), of social utility and that support scientific research in addition to significant actions of solidarity to help communities. In 2023 the **UnipolSai Group contributed €11.7m to the community** (+13.5% compared to the previous year).

Staff training for employees, agents and business associates

€16.6m was invested (directly and indirectly¹¹) in 2023 for **employee, agent and business partner training** (€9.9m in 2022), with 1.1 million hours spread over 2,828 courses, including external

⁹ The market-based method considers the electricity emissions that an organisation intentionally chose (or not to choose) using contractual means. This method takes account of the purchase of energy from renewable sources: energy consumption connected to energy from renewable sources (if certified) will generate CO₂ emissions of 0.

¹⁰ Considered as the amount of emissions from the portfolio in tCO₂eq on the value of the portfolio in millions of euro according to the Carbon to Value Invested - C/V metric.

¹¹ Intended as the opportunity cost of employees who did not carry out their normal working activities while attending training courses.

courses, for a total of 23 hours training per head for employees and 26 hours training per head for the agency network.

Standard Ethics Recognition

In August 2023, **UnipolSai was recognised by Standard Ethics** (independent rating agency that analyses the sustainability of issuers) as **one of the best examples in the world of social and environmental sustainability**. This recognition confirmed its Long Term Expected Rating of “EEE-” (i.e. “excellent”) and its outlook was upgraded from “stable” to “positive”. The Company was recognised as having handled corporate transformations, streamlining of the structure and organisational and technological innovations in accordance with the voluntary ESG policies of the European Union, the United Nations and the OECD.

INDIVIDUAL STATUTORY RESULT AND DIVIDENDS

UnipolSai ended 2023 with an accounting profit of €624m (€145m at 31 December 2022 which result was strongly influenced by write-downs of securities in the short-term sector due to negative financial market trends). Considering the accounting records and the overall financial strength, a dividend payment of €0.165 per share will be proposed, up on the figure of €0.16 per share decided for the previous year, for a total amount of approximately €467m.

If the shareholders’ meeting approves the dividend, it will be payable from 22 May 2024, with the ex-dividend date from 20 May 2024 and a record date of 21 May 2024.

CALLING THE SHAREHOLDERS’ MEETING

The board of directors decided to call an ordinary session of the company shareholders’ meeting for 23 April 2024, in a single call.

As permitted under prevailing laws, eligible parties may only attend the shareholders’ meeting, without entering the meeting place, by giving a proxy to the designated representative pursuant to article 135-*undecies* of Legislative Decree no. 58/1998 using the mechanisms that will be specified in the notice calling the meeting.

The full text of the proposed resolutions and reports by the board of directors relating to the items on the agenda and all related documentation will be available, in accordance with the legally required deadlines, at the registered office, on the authorised storage mechanism *eMarket Storage* (www.emarketstorage.com) and on the Company website www.unipolsai.com (*Governance / Shareholders’ Meetings section*).

The consolidated financial statements for 2023 will be made available to the public by the end of today at the registered office of the company, on the authorised storage mechanism eMarket Storage (www.emarketstorage.com), and on the Company website www.unipolsai.com (Governance/Shareholders' Meetings section), not presently including the report by the auditing firm that will be published subsequently in accordance with the law as indicated in the notice calling the meeting.

A more comprehensive disclosure of the results for the 2023 financial year can be found attached in the statements on the consolidated financial and operating position, consolidated income statement, statement of comprehensive income, summary of the consolidated income statement by business segment and the balance sheet by business segment, and the balance sheet and income statement of UnipolSai Assicurazioni S.p.A.

Luca Zaccherini, manager in charge of financial reporting of Unipol Gruppo S.p.A., declares, pursuant to article 154-*bis*, paragraph 2, of the "Consolidated Law on Finance", that the accounting information contained in this press release corresponds to the figures in the corporate accounting records, ledgers and documents.

GRUPPO UNIPOL RESTRUCTURING PLAN

Further to the announcements made to the market on 16 February 2024, the board of directors of UnipolSai, today, also:

- a) approved (i) a proposed merger (the "**Proposed Merger**") into Unipol Gruppo of UnipolSai Assicurazioni, and Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A., with the latter three companies entirely held by Unipol Gruppo that hold shares in UnipolSai (the "**Interim Holdings**") (the "**Merger**"), and (ii) the directors report drawn up in accordance with article 2501-*quinquies* of the Civil Code and article 70 of the Issuers' Regulation (the "**Explanatory Report**"); and
- b) confirmed the share exchange ratio relating to the Merger of 3 Unipol shares for every 10 UnipolSai shares (the "**Share Exchange Ratio**") - as decided on the date of the framework agreement signed between the parties on 16 February 2024 - on the basis of the draft financial statements for the year ending on 31 December 2023 of Unipol Gruppo and UnipolSai which constitute the reference financial positions in accordance with article 2501-*quater* of the Civil Code.

More specifically, the board of directors of UnipolSai - subject to review by the UnipolSai committee for related party transactions, with the support of its independent financial advisor - confirmed the

fairness and validity of the assumptions and conclusions reached on 16 February 2024 regarding the fairness of the Share Exchange Ratio.

In order to serve the allocation of the shares being exchanged, Unipol Gruppo will increase its share capital for a maximum of €300,782,432.48 by issuing a maximum of 125,692,617 new ordinary shares. This maximum amount was calculated by assuming that at the date the Merger takes effect, Unipol has not acquired, within the scope of the voluntary public tender offer announced by Unipol in accordance with articles 102 et seq. of the Consolidated Law on Finance on 16 February 2024 (the “Offer”)¹², any UnipolSai shares, and that all the UnipolSai shares serving the compensation plans based on financial instruments in place have been allocated to management.

Once the Offer has been concluded, if Unipol acquires further UnipolSai shares, the capital increase will be for a lower amount than that indicated above. If Unipol should hold, directly or indirectly, the entire share capital UnipolSai, no Unipol shares will be issued to serve the Merger.

The definitive amount of the share capital will therefore be indicated in the Merger agreement once the exact amount of the share increase serving the Merger has been established.

The new name of the company resulting from the Merger shall be Unipol Assicurazioni S.p.A.

The articles of association of Unipol Gruppo will be amended to take account of the Merger to provide inter alia: (i) the change in the corporate purpose of Unipol Gruppo in order to take account of the business activities of UnipolSai, and (ii) the incorporation of the new provisions set out in Ministerial Decree no. 88/2022 (*“Regulation on the suitability requirements and criteria for carrying out the duties of the corporate officers and those who carry out key functions in accordance with article 76 of the Insurance Code pursuant to Legislative Decree no. 209 of 7 September 2005”*).

As already announced to the market on 16 February 2024, the holders of Unipol Gruppo ordinary shares who do not agree with the Proposed Merger and therefore, to the amendment of the corporate purpose, will have the right to withdraw in accordance with article 2437, paragraph 1, letter a) of the Civil Code (the **“Right of Withdrawal”**).

Approval of the Proposed Merger shall not give rise to any grounds for withdrawal for UnipolSai shareholders as none of the conditions set out under article 2437 of the Civil Code or other legal provisions apply.

¹²For further information, please refer to the press release issued by UnipolSai on 16 February 2024 in accordance with article 102, paragraph 1 of the Consolidated Law on Finance, and article 37 of the Issuers’ Regulation and published on the UnipolSai website (www.unipolsai.com), and on the eMarket Storage mechanism (www.emarketstorage.com), in addition to the other documentation that UnipolSai will publish in relation to the Offer pursuant to the applicable laws and regulations.

On the basis of the provisions of Annex 3B to the Issuers' Regulation, the Merger amounts to a significant operation in accordance with article 70, paragraph 6 of the Issuers' Regulation. The information document required under said regulatory provision, also containing the pro-forma financial information of the company resulting from the Merger, shall be made public using the methods and within the scope of the terms provided for under applicable law.

The information document pursuant to article 70, paragraph 6 of the Issuers' Regulation shall not be published if UnipolSai, once the Offer has been concluded, is delisted in accordance with prevailing laws.

For further information regarding the operation, please refer to the press release published on 16 February 2024 by UnipolSai on the website www.unipolsai.com.

Terms of the Merger

The Merger is subject, inter alia, to obtaining authorisation from IVASS (Institute for the Supervision of Insurance) pursuant to article 201 of the CAP (Private Insurance Code) and articles 23 *et seq.* of ISVAP (Private Insurance Companies Supervisory Authority) Regulation no. 14 of 2008 and the other authorisations, approvals and/or permits required under applicable law.

Further information

For further information on the terms and mechanisms governing the Merger, please refer to the Proposed Merger, as attached to the director's report of UnipolSai drawn up in accordance with article 2501-*quinquies* of the Civil Code, article 125-*ter* of the Consolidated Law on Finance and article 70 of the Issuers' Regulation.

The above-mentioned documents and the remaining documentation required by the law and regulations shall be made available to the public in accordance with the terms and mechanisms of the law and regulations.

The documentation relating to the shareholders' meeting of UnipolSai will be made available to the public, under the terms and with the mechanisms provided for by the law and regulations, at the registered office, on the website of UnipolSai (www.unipolsai.com) and with the authorised storage mechanism.

This release is provided for information purposes only and may not be construed as either an offer of sale or the request of an offer to subscribe to or purchase or a request to purchase and subscribe to any shares or the request for any vote in any jurisdiction as a consequence of the operations proposed, or otherwise, nor will there be any sale, issue or transfer of shares in any jurisdiction in breach of applicable laws. No offer of shares shall be made.

This communication is not a prospectus, information on the product or other type of offer document pursuant to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017. There may be legal limitations to the provision, publication or distribution of this press release in any jurisdiction and therefore anyone in those jurisdictions where this press release is issued, publicised or distributed will have to seek information and comply with said restrictions.

*This release may not be transmitted or distributed to anyone or to any address in the United States of America. Failure to comply with this order may result in a breach of the Securities Act of 1933 or the applicable laws in other jurisdictions. This press release is not intended to be an offer or sale to persons in the United States of America as defined in the Securities Act of the United States of America of 1933 as amended (the “**Securities Act**”) or a request for votes.*

The shares referred to in this press release were not and are not currently intended to be registered in accordance with the Securities Act or other U.S. law on shares and any statement to the contrary is a breach of the law. The shares referred to in this press release may not be offered or sold either in the United States of America or to, on behalf of or to the benefit of persons resident in the United States of America, both as defined in Regulation S of the U. S. Securities Act of 1933.

UnipolSai Assicurazioni

UnipolSai Assicurazioni S.p.A. is the insurance company of the Unipol Group, Italian leader in the Non-Life Business, in particular in the MV and Health businesses. Also active in Life Business, UnipolSai has a portfolio of over 10 million customers and holds a leading position in the national ranking of insurance groups with direct income amounting to €15.1bn, of which €8.7bn in Non-Life Business and €6.4bn in Life Business (2023 figures). The company has the largest agency network in Italy, with more than 2,300 insurance agencies spread across the country. UnipolSai is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute) and supplementary pensions and covers the bancassurance channel (Arca Vita and Arca Assicurazioni). It also manages significant diversified assets in the following sectors: property, hotel (Gruppo UNA), medical-healthcare (Centro Medico Santagostino) and agricultural (Tenute del Cerro). UnipolSai Assicurazioni is a subsidiary of Unipol Gruppo S.p.A. and is also listed on the Italian Stock Exchange.

Unipol Gruppo

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