



ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Bologna, 18 April 2019

The Shareholders' Meeting of Unipol Gruppo S.p.A. held today approved the financial statements of the Company for the year ended on 31 December 2018, together with the Director's Report, the content of which has already been reported to the market.

The Shareholders' Meeting decided to distribute a total of about €129m in dividends, corresponding to €0.18 for each eligible ordinary share.

The dividend will be payable from 22 May 2019, with the ex-dividend date starting from 20 May 2019 and the record date as 21 May 2019.

The Shareholders' Meeting also appointed the members of the Board of Directors and the members of the Board of Statutory Auditors for the three years 2019, 2020 and 2021, and therefore, up to the Shareholders' Meeting that will be called to approve the financial statements for the year ending on 31 December 2021.

On the basis of the lists submitted by the shareholders who belong to the shareholder agreement, applicable in accordance with article 122 of Legislative Decree no. 58/1998, linking a number of Shareholders of Unipol and some asset management companies and institutional investors, the Shareholders' Meeting:

- a) established that there would be 19 members of the Board of Directors, namely the following:
- Paolo Alemagna;
 - Gianmaria Balducci;
 - Francesco Berardini;
 - Carlo Cimbri;
 - Ernesto Dalle Rive;
 - Roberta Datteri;
 - Patrizia De Luise;
 - Massimo Desiderio;
 - Daniele Ferrè;
 - Giuseppina Gualtieri;

- Pier Luigi Morara;
- Antonietta Mundo;
- Milo Pacchioni;
- Maria Antonietta Pasquariello;
- Pierluigi Stefanini;
- Adriano Turrini;
- Annamaria Trovò;
- Rossana Zambelli;
- Carlo Zini.

Mr Desiderio was appointed as the first candidate on the list which came second in terms of number of votes;

b) the Board of Statutory Auditors was appointed, comprising 3 statutory auditors and 2 alternate auditors, as follows:

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| - Mario Civetta | Chairperson; |
| - Roberto Chiusoli | Statutory Auditor; |
| - Silvia Bocci | Statutory Auditor; |
| - Rossella Porfido | Alternate auditor; |
| - Massimo Gatto | Alternate auditor. |

The Chairperson of the Board of Statutory Auditors, Mr Civetta, and the Alternate auditor, Mr Gatto were elected as the only candidates of the respective sections on the list that came second in terms of number of votes.

The *curricula vitae* of the above-mentioned Directors and Statutory Auditors can be read on the Company website www.unipol.it Section Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 18 April 2019 - Documents.

The ordinary Shareholders' Meeting also:

- engaged EY S.p.A. to carry out the statutory audit of the Company for the years 2021 to 2029;
- approved the first section of the remuneration report prepared in accordance with article 123-ter of the Consolidated Law on Finance and Institute for the Supervision of Insurance "IVASS" Regulation no. 38 of 3 July 2018;
- approved the compensation plan based on financial instruments pursuant to article 114-bis of the Consolidated Law on Finance. authorised, for 18 months, subject to revoking the previous resolution, the purchase and sale of treasury shares, in accordance with articles

2357 and 2357-ter of the Civil Code, and in compliance with the maximum spending limit of €200m as illustrated in the Directors' Report drawn up for today's Shareholders' Meeting;

The extraordinary session of the Shareholders' Meeting approved the amendments to certain articles in the articles of association aimed, as a priority, at implementing the provisions of IVASS Regulation no. 38/2018 of 3 July 2018, containing provisions on corporate governance, and also aligning the articles of association with national and international best practices, as analysed in the Directors' report drawn up for today's Shareholders' Meeting.

The new Board of Directors of Unipol Gruppo then appointed the following persons for the entire duration of the term of office:

- Pierluigi Stefanini, as Chairperson;
- Ernesto Dalle Rive as Deputy Chairperson;
- Carlo Cimbri, as General Manager and Group CEO.

Mr Carlo Cimbri was also appointed as Director in charge of the internal control and risk management system, in accordance with the Code of Corporate Governance of listed companies.

At today's meeting, the Board of Directors also defined the members of the Board Committees, including:

- The following people for the Appointments and Corporate Governance Committee: Pierluigi Stefanini (as Chairperson), Roberta Datteri and Patrizia De Luise;
- The following people for the Remuneration Committee: Giuseppina Gualtieri (as Chairperson), Patrizia De Luise and Pier Luigi Morara;
- The following people for the Control and Risks Committee: Rossana Zambelli (as Chairperson), Anna Maria Trovò and Massimo Desiderio;
- The following people for the Committee for Related Party Transactions: Giuseppina Gualtieri (as Chairperson), Maria Antonietta Pasquariello, Rossana Zambelli and Massimo Desiderio;
- The following people for the Sustainability Committee: Pierluigi Stefanini (as Chairperson), Antonietta Mundo and Maria Antonietta Pasquariello;
- The following people for the Ethics Committee: Pierluigi Morara (as Chairperson), Patrizia De Luise and Maria Antonietta Pasquariello.

The governing body ensured that the members of the above-mentioned board committees met the independence requirements on the basis of the declarations made by the Directors involved and the information available.

Finally, the Board of Directors appointed Maurizio Castellina as the Financial Reporting Manager.

Unipol Gruppo S.p.A.

Unipol is one of the main insurance groups in Europe with total premiums of approximately €12.4bn, of which €8.0bn in Non-Life and €4.4bn in Life (2018 figures). Unipol adopts an integrated offer strategy and covers the entire range of insurance and financial products, operating primarily through the subsidiary UnipolSai Assicurazioni S.p.A., founded at the start of 2014 and a leader in Italy in the Non-Life Business, particularly MV TPL. The Group is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute) and supplementary pensions, and maintains a presence in the bancassurance channel. Lastly, it also operates in the banking realm through the network of Unipol Banca branches, and manages significant diversified assets in the real estate, hotel and agricultural (Tenute del Cerro) sectors. Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

Unipol Gruppo

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