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Oggetto : Press release - Unipol crosses the threshold of
90% of the share capital

Testo del comunicato

Vedi allegato

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VOLUNTARY TENDER OFFER FOR ALL THE ORDINARY SHARES OF UNIPOLSAI ASSICURAZIONI S.P.A. LAUNCHED BY UNIPOL GRUPPO S.P.A.

PRESS RELEASE

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Unipol crosses the threshold of 90% of the share capital

Tomorrow, April 26, is the last available day to tender the shares to the offer

Bologna, 25 April 2024 – With reference to the voluntary tender offer (the "Offer") launched by Unipol Gruppo S.p.A. (the "Offeror" or "Unipol"), pursuant to Article 102 et seq. of the TUF, as subsequently amended and integrated, on all the ordinary shares (the "Shares") of UnipolSai Assicurazioni S.p.A. ("UnipolSai" or the "Issuer"), other than those already held, directly and indirectly, by the Offeror and the treasury Shares held, directly and indirectly, by UnipolSai, the Offeror announces that, during the acceptance period which began on April 8, 2024 and until the date hereof, a total amount of No. 148,758,022 Shares, equal to approximately 35.521% of the Shares Subject to the Offer, tendered to the Offer.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document approved by CONSOB with resolution No. 23052 of 27 March 2024 and published on 5 April 2024 (the "Offer Document").

Therefore, on the date hereof, the stake of the share capital that would be held by Unipol and the Persons Acting in Concert - including (i) No. 148,758,022 Shares tendered to the Offer during the Acceptance Period (equal to 5.257% of the share capital of the Issuer), (ii) No. 179,631 Treasury Shares (equal to 0.006% of the share capital of the Issuer), and (iii) No. 2,410,749,524 Shares already held, directly and indirectly, by the Offeror (equal to 85.194% of the share capital of the Issuer) - would be equal to 90.457% of the Issuer's share capital. Therefore, Unipol will be able to achieve the Delisting pursuant to Article 108, paragraph 2, of the TUF.

The Acceptance Period for the Offer will end tomorrow April 26, 2024, at 17:30 (Italian time), which is the last date for holders of the Shares to tender their Shares to the Offer.

Please refer to the Offer Document for a full explanation of the Offer.

The Offer is launched in Italy, since the Shares are listed on Euronext Milan, organised and managed by Borsa Italiana S.p.A., and it is addressed, without discrimination and on equal terms, to all shareholders of the Issuer.

As of the date of this press release, the Offer is not promoted or disclosed, directly or indirectly, in the United States of America, Australia, Canada, Japan or in any other Country in which the Offer is not permitted in the absence of authorisation by the competent local authorities

or is in breach of rules or regulations (the “Other Countries”), nor by using any means of communication or international commerce (including, without limitation, the postal network, fax, telex, e-mail, telephone and internet) of the United States of America, Australia, Canada, Japan or of the Other Countries or any facility of any kind of the financial intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, or in any other manner.

Copy of this press release, or any part thereof, as well as a copy of any document relating to the Offer (including the Offer Document), are not and shall not be sent, nor in any way transmitted, or in any way distributed, directly or indirectly, in the United States of America, in Australia, in Canada, in Japan or in the Other Countries. No person receiving the above documents shall distribute, send or dispatch them (either by post or by any other means or instrument of communication or international commerce) in the United States of America, Australia, Canada, Japan or the Other Countries.

This press release is accessible in or from the United Kingdom only: (i) by persons who have professional investment experience falling within Section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the “Order”) or (ii) by high net worth companies and other persons to whom the press release may lawfully be transmitted to, as they fall within Section 49(2), subparagraphs (a) through (d), of the Order (all such persons are jointly referred to as “Relevant Persons”). The financial instruments referred to in this press release are available only to the Relevant Persons (and any invitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments shall be addressed only to such Relevant Persons). Any person who is not a Relevant Person should not act or rely on this document or its contents.

This press release, as well as any other document relating to the Offer (including the Offer Document) do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the United States of America, Canada, Japan, Australia or in the Other Countries. No instrument may be offered or sold in the United States of America, Australia, Canada, Japan or in the Other Countries without specific authorisation in accordance with the applicable provisions of the local laws of such Countries or of the Other Countries or waiver of such provisions.

Acceptance to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by laws or regulations. It is the sole responsibility of the addressees of the Offer to comply with such provisions and, therefore, before accepting the Offer, to verify their existence and applicability by contacting their consultants. Any acceptance of the Offer resulting from solicitation activities carried out in breach of the above limitations shall not be accepted.

Unipol Gruppo

Unipol is one of the biggest insurance groups in Europe and the leading company in Italy in the non-life insurance sector, (especially in the MV and health businesses), with total premiums of €15.1bn, of which €8.7bn in non-life and €6.4bn in life (2023 figures). Unipol adopts an integrated offer strategy and covers the entire range of insurance products, operating primarily through the subsidiary UnipolSai Assicurazioni. The Group 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 property, hotel (Gruppo UNA), medical-healthcare (Centro Medico Santagostino) and agricultural (Tenute del Cerro) sectors. Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

Unipol Gruppo

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