

To  
Unipol Gruppo S.p.A.  
Ufficio Soci  
Via Stalingrado 37  
40128 – Bologna

Registered letter with return receipt  
Or by PEC to the address: [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it)

**Object: Merger by incorporation of UnipolSai Assicurazioni S.p.A., Unipol Finance S.r.l., UnipolPart I S.p.A. e Unipol Investment S.p.A. in Unipol Gruppo S.p.A. – Exercise of the right of withdrawal pursuant to Article 2437, par. 1, lett. a) of the Italian Civil Code**

**(fill in the relevant part)**

For natural persons:

The undersigned \_\_\_\_\_ born in \_\_\_\_\_  
(\_\_\_\_\_) on \_\_\_\_\_, Tax Code \_\_\_\_\_  
resident in \_\_\_\_\_ (\_\_\_\_\_), at \_\_\_\_\_, No. \_\_\_\_\_  
\_\_\_\_\_, telephone No. \_\_\_\_\_ e-mail address \_\_\_\_\_

For legal persons:

Thundersigned \_\_\_\_\_ born in \_\_\_\_\_  
(\_\_\_\_\_) on \_\_\_\_\_, Tax Code \_\_\_\_\_  
resident in \_\_\_\_\_ (\_\_\_\_\_), at \_\_\_\_\_, No. \_\_\_\_\_  
telephone No. \_\_\_\_\_ e-mail address \_\_\_\_\_  
acting as legal representative of the company / person vested with the necessary powers by the company  
with registered office in \_\_\_\_\_ (\_\_\_\_\_) at \_\_\_\_\_  
\_\_\_\_\_, No. \_\_\_\_\_, registered with the Companies Register of \_\_\_\_\_  
under No. \_\_\_\_\_, Tax code / VAT code \_\_\_\_\_

**whereas**

- with resolution of the Extraordinary Shareholders' Meeting of Unipol Gruppo S.p.A. ("**Unipol**" or the "**Company**") held on 21 October 2024, registered with the Bologna Companies Register on 22 October 2024, it has been approved the merger by incorporation of UnipolSai Assicurazioni S.p.A. ("**UnipolSai**"), Unipol Finance S.r.l., UnipolPart I S.p.A. e Unipol Investment S.p.A. in Unipol (the "**Merger**"), along with the related amendments to the Company's by-laws;
- Unipol Shareholders who did not concur to the approval of the aforementioned resolution are entitled to exercise the right of withdrawal pursuant to Article 2437, par. 1, lett. a) of the Italian Civil Code, in that, as a result of the Merger, there will be a significant change in Unipol's corporate purpose to reflect the exercise of the insurance and reinsurance business carried on by UnipolSai (the "**Right of Withdrawal**");
- the liquidation value of ASTM shares for which the Right of Withdrawal will be exercised is equal to Euro 5.27 per share (the "**Liquidation Value**");
- the Right of Withdrawal may be exercised by the entitled shareholders, for all or part of their shares, by means of a registered letter with return receipt to be sent to Unipol's registered office or by sending certified e-mail (the "**Declaration of Withdrawal**") to be sent to the Company no later than the term of 15 days from the date of registration of the above-mentioned resolution and, therefore, no later than 6 November 2024 (included);
- the effectiveness of the Right of Withdrawal is subject to the completion of the Merger, which, in turn, is *inter alia* subject to the circumstance that the total outlay the Company would be required to make as a result of any exercise of the Right of Withdrawal does not exceed Euro 100 million, unless waived by Unipol and UnipolSai;

**declares**

- not to have concurred to the approval of the aforementioned resolution and, therefore, to be a shareholder

entitled to exercise the Right of Withdrawal;

- to exercise the Right of Withdrawal, pursuant to Article 2437, par. 1, lett. a) of the Italian Civil Code, in relation to No. \_\_\_\_\_ Unipol ordinary shares  (ISIN: IT0004810054)  (ISIN: IT0005499220)  (ISIN: XXITV0001444) owned by the writer;
- that the shares for which the Right of Withdrawal is exercised are deposited on the account No. \_\_\_\_\_ with the Intermediary \_\_\_\_\_ Branch No. \_\_\_\_\_ in \_\_\_\_\_ (\_\_\_\_\_), at \_\_\_\_\_, No. \_\_\_\_\_ (the “Intermediary”);
- to have requested the aforesaid Intermediary to make a communication pursuant to Article 43 of the Single Provision on Post-Trading adopted by Consob and the Bank of Italy on August 13, 2018, as subsequently amended, certifying (tick the applicable box) (the “Communication”):
  - the continuous ownership, by the withdrawing shareholders, of the ASTM shares for which the Right of Withdrawal is exercised, since the opening of the Extraordinary Shareholders’ Meeting until the time of the release of the Communication by the Intermediary; and
  - the absence of pledge or other encumbrances in favor of third parties on the shares subject to the Right of Withdrawal;;  
or, alternatively to the communication certifying the absence of pledge or other encumbrances on the shares,
  - to attach to this Declaration of Withdrawal a statement of the person in favor of which the encumbrance is set, whereby such person gives its irrevocable and unconditional consent to release the shares from the encumbrance and to liquidate such shares, in accordance with the instructions of the entitled withdrawing shareholder;
- without prejudice to the condition for the effectiveness of the Right of Withdrawal, to request that, at the end of the liquidation procedure set forth by Article 2437-*quater* of the Italian Civil Code, the liquidation value of the shares (No. of shares for which the Right if Withdrawal is exercised x Euro 5.27) shall be credited on the bank account with IBAN \_\_\_\_\_ with the intermediary \_\_\_\_\_ Branch No. \_\_\_\_\_ in \_\_\_\_\_ (\_\_\_\_\_) at \_\_\_\_\_ No. \_\_\_\_\_;
- to be aware that the shares for which the Right of Withdrawal is exercised will be made unavailable by the Intermediary until the end of the liquidation procedure, provided that the entitled withdrawing shareholder is authorised to exercise the voting rights pertaining to such shares up to that date;
- to be aware of the information relating to the exercise of the Right of Withdrawal contained in the shareholders’ notice pursuant to Article 84 of the Regulation adopted by Consob with resolution No. 11971 of 14 May 1999 as subsequently amended, published in accordance with applicable laws and regulations;

**acknowledges that**

- the withdrawing shareholder is responsible for ensuring that any information provided in the Declaration of Withdrawal is correct and for sending such notification to the Company no later than the 6 November 2024 (included), as indicated above, and that Unipol shall not bear any liability in this respect;
- the Declaration of Withdrawal sent after the above deadline, or lacking the required information, or for which the Communication is not received on time, will not be accepted.

Place and date: \_\_\_\_\_

Signature: \_\_\_\_\_