

PRESS RELEASE

EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

Bologna, 29 April 2014 - The Shareholders' Meeting of UnipolSai Assicurazioni S.p.A., which met today, approved the individual financial statements for the year 2013 of UnipolSai Assicurazioni S.p.A. (formerly Fondiaria-SAI S.p.A. prior to the merger) and the merged companies Unipol Assicurazioni S.p.A., Milano Assicurazioni S.p.A. and Premafin HP S.p.A., the contents of which are already known to the market.

The Shareholders' Meeting also resolved, in accordance with the the privileges of dividend accumulation and dividend increase due to holders of Class "A" and "B" savings shares, to distribute dividends for a total of approximately €550m (equal to a payout of 53.5% of the overall profits of the former Fondiaria-SAI S.p.A, Unipol Assicurazioni S.p.A. and Milano Assicurazioni S.p.A. in the year 2013), equal to:

- €0.19559 per ordinary share (for a total of approximately €440m);
- €19.64133 per Class "A" savings share (for a total of approximately €25m);
- €0.22497 per Class "B" savings share (for a total of approximately €85m).

As the statutory and accounting effectiveness of the merger was subsequent to the end of the financial year 2013, the profits generated that year by the merged companies constitute the relative shareholders' equity and, thus, contribute to the "merger surplus reserve" of the merging company UnipolSai Assicurazioni. In this context, the dividend will be paid out of both the profit of the year 2013 of UnipolSai Assicurazioni, as well as the "merger surplus reserve". It should be noted that, in this case, the distribution of part of the "merger surplus reserve", pursuant to current tax laws (see Article 47, Paragraph 1 of Presidential Decree No. 917 of 22 December 1986), assumes the nature of retained earnings distribution, with the subsequent application of the relative tax regime.

The Shareholders' Meeting resolved to set the initial payment date of the dividend for 22 May 2014 (ex-dividend date 19 May 2014 and record date 21 May 2014).

With reference to the total amount of the dividend allocated to ordinary shares, the same may change depending on the possible issue of new ordinary shares by the record date, servicing the convertible loan issued on 24 April 2014.

In order to enable the distribution of the above-mentioned dividends, in the extraordinary session, the Shareholders' Meeting, also with reference to the merged company Milano Assicurazioni S.p.A., previously resolved on the definitive reduction of the revaluation reserves, on which taxation is suspended, used by Fondiaria-SAI S.p.A. and Milano Assicurazioni S.p.A. to cover their losses for 2011 and 2010 respectively.

UnipolSai Assicurazioni S.p.A.

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Società soggetta all'attività di direzione e coordinamento di Unipol Gruppo Finanziario S.p.A.,
iscritta all'Albo Imprese di Assicurazione e riassicurazione Sez. I al n. 1.00006 e facente parte
del Gruppo Assicurativo Unipol iscritto all'Albo dei gruppi assicurativi al n. 046

The Shareholders' Meeting, in the ordinary session, also:

- appointed Mr. Paolo Cattabiani as a member of the Board of Directors, replacing the resigned Mr. Marco Pedroni, whose term will expire at the same time as that of the other Directors currently in office at the Shareholders' Meeting approving the financial statements for the year 2015. Mr. Cattabiani qualifies as a non-independent Director, pursuant to both the Corporate Governance Code for Listed Companies and the Consolidated Law on Finance;
- following the resignation of the Statutory Auditor Mr. Antonino D'Ambrosio, appointed Mr. Sergio Lamonica as Statutory Auditor and Mr. Domenico Livio Trombone as Alternate Auditor, who will remain in office until the expiry of the term of the entire Board of Statutory Auditors and, therefore, until the Shareholders' Meeting approving the financial statements for the year 2014;
- approved, in the documents published prior to the Shareholders' Meeting, the Remuneration Report prepared in accordance with Article 123-*ter* of the Consolidated Law on Finance and Article 24 of ISVAP Regulation No. 39 of 9 June 2011, as well as the changes to the compensation plan based on financial instruments – pursuant to Article 114-*bis* of the Consolidated Law on Finance – which provides for the distribution of Unipol Gruppo Finanziario shares, at the end of the three-year Business Plan of the Unipol Group, with the disposal of the same from 2016 and for the following two years;
- authorized, after revocation of the previous authorization, for a period of 18 months, the purchase and disposal of treasury shares in accordance with Articles 2357 and 2357-*ter* of the Italian Civil Code within a maximum spending limit of €100m, as well as the purchase and disposal of shares of the parent company Unipol Gruppo Finanziario pursuant to Article 2359-*bis* of the Italian Civil Code within a maximum spending limit of €50m, as illustrated in the Directors' Report for today's Shareholders' Meeting.

Contacts

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