

UnipolSai Assicurazioni S.p.A.  
Registered Office in Bologna, Via Stalingrado 45 - Share Capital €1,996,129,451.62 fully paid-up  
Tax Identification Number and Bologna Companies' Register Number 00818570012  
Company entered in the Register of Insurance Companies under No. 1.00006  
Subject to the management and coordination of Unipol Gruppo Finanziario S.p.A.  
and belonging to the Unipol Insurance Group, entered under No. 046 of the Register of Insurance Groups

#### **NOTICE OF SPECIAL MEETING OF HOLDERS OF CLASS B SAVINGS SHARES**

Holders of UnipolSai Assicurazioni S.p.A. Class B Savings Shares are hereby invited to attend the Special Meeting convened in a single call on 27 January 2015, at 10:00 am at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), in order to resolve on the following

##### **AGENDA**

1. Approval, pursuant to Article 146, paragraph 1, letter b) of Legislative Decree No. 58 of 24 February 1998, of resolution of the Extraordinary Shareholders' Meeting of the Company concerning the mandatory conversion of Class B Savings Shares, as well as Class A Savings Shares, into Ordinary Shares of the Company and the relative amendment of Articles 6, 7, 8, 27 and 31 of the Company By-Laws. Related and consequent resolutions.

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#### **NOTICE OF SPECIAL MEETING OF HOLDERS OF CLASS A SAVINGS SHARES**

Holders of UnipolSai Assicurazioni S.p.A. Class A Savings Shares are hereby invited to attend the Special Meeting convened in a single call on 27 January 2015 at 3:00 pm - and in any case after the conclusion of the Special Meeting of Holders of Class B Savings Shares called for the same day - at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), in order to resolve on the following

##### **AGENDA**

1. Approval, pursuant to Article 146, paragraph 1, letter b) of Legislative Decree No. 58 of 24 February 1998, of resolution of the Extraordinary Shareholders' Meeting of the Company concerning the mandatory conversion of Class A Savings Shares, as well as Class B Savings Shares, into Ordinary Shares of the Company and the relative amendment of Articles 6, 7, 8, 27 and 31 of the Company By-Laws. Related and consequent resolutions.

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#### **Participation and representation at the Shareholders' Meeting**

Pursuant to the law and the Company By-Laws in force, those who are found to be Holders of Class B Savings Shares and Class A Savings Shares at the close of business on 16 January 2015 (record date) and in regard of whom the Company has received notice from an authorized intermediary will be entitled to participate and exercise voting rights.

Those who are found to be Holders of Class B Savings Shares and Class A Savings Shares after 16 January 2015 will not have the right to participate and vote at the respective Shareholders' Meetings.

Holders of UnipolSai Assicurazioni S.p.A. Class B Savings Shares and Class A Savings Shares not deposited with Monte Titoli S.p.A. should recall that the exercise of rights relating to such securities may only take place upon delivery thereof to an intermediary for entry into the centralized management system.

Holders of voting rights may be represented at the Shareholders' Meeting by written proxy, in accordance with applicable provisions of law. The proxy form available on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/Meetings January 2015* may be used for this purpose.

The Company has appointed Computershare S.p.A., with offices in Turin, Via Nizza 262/73, as Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 ("**Consolidated Law on Finance**"), to which holders of voting rights may grant proxy with voting instructions for all or some of the proposals on the agenda. Proxy must be granted to the aforementioned Representative appointed by the Company within the end of the second trading day prior to the date set for the respective Shareholders' Meetings, i.e. by 23 January 2015, following the instructions and using the specific proxy form available on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/Meetings January 2015*; the proxy will only be valid for proposals in relation to which voting instructions have been provided. The proxy and voting instructions may be withdrawn within the aforementioned deadline of 23 January 2015 in the manner indicated above.

The instructions on the forms themselves must be followed for the appointment and notification of proxies, even if electronic. If for technical reasons the proxy forms cannot be made available electronically, the same will be sent upon simple request by calling 800077331 or 011 0923200.

Holders of shares deposited with the Company will be able to attend the Shareholders' Meetings with prior notice transmitted electronically to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it), by fax to +39 055 4792006, or by calling +39 055 4794308.

#### **Questions on items on the agenda**

Pursuant to Article 127-*ter* of the Consolidated Law on Finance, those with voting rights may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by registered letter to UnipolSai Assicurazioni S.p.A. - Shareholders' Department - Via Lorenzo il Magnifico 1, 50129 Florence, by fax to +39 055 4792006, by certified email to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or, finally, by filling out the specific form available on the website [www.unipolsai.com](http://www.unipolsai.com)

under the section *Governance/Shareholders' Meetings/Meetings January 2015*. Questions must be received by the end of the third day prior to the date set for Shareholders' Meetings, i.e. by 24 January 2015.

Consideration will only be given to questions strictly pertinent to the items on the agenda. Submitters must provide their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and suitable documentation proving entitlement to voting rights issued by the intermediary, to the address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it). In the event a Shareholder has requested its intermediary communication of legitimacy to attend the Shareholders' Meeting, it will be sufficient to include in the request reference to any such notice issued by the intermediary or, at the very least, the name of the same intermediary.

Questions received prior to the Shareholders' Meeting will be answered at the latest during the same, with the option for the Company to provide a single answer for multiple questions with similar content.

#### **Additions to the agenda**

Pursuant to Article 126-*bis* of the Consolidated Law on Finance, Shareholders who, individually or jointly, represent one fortieth of the share capital of the relevant category, may within ten days subsequent to the publication of this notice, thus by 11 December 2014, request the addition of items to the agenda of the respective Shareholders' Meetings, specifying in their request the additional items proposed, or submit proposed resolutions on items already on the agenda. No additions are allowed for matters on which the Shareholders' Meeting will pass resolutions, according to law, upon the proposal of the Directors or on the basis of a project or report prepared thereby other than those referred to in Article 125-*ter*, paragraph 1 of the Consolidated Law on Finance.

Requests must be made in writing by registered letter with r/r to UnipolSai Assicurazioni S.p.A. - Shareholders' Department, Via Lorenzo il Magnifico 1, 50129 Florence, or by certified email to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it). Certification proving the ownership of shares held by the submitting Shareholders as well as the shareholding required in order to request additions to the agenda must be provided in a specific notice issued by the intermediary, effective on date of the request, addressed to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it).

Any additions to the agenda shall be notified in the same manner prescribed by law for the notice convening the Shareholders' Meeting, within the terms required by current legislation.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must prepare a report stating the reasons for the proposed resolutions on new items submitted for discussion or the reasons for additional proposed resolutions on items already on the agenda. The aforementioned report must be forwarded to the Board of Directors before the final deadline for the submission of requests to add items to the agenda.

#### **Information on share capital**

As at the date hereof, the share capital of UnipolSai Assicurazioni S.p.A. is €1,996,129,451.62, divided into 2,275,632,026 Ordinary Shares, 1,276,836 Class A Savings Shares and 377,193,155 Class B Savings Shares, all without par value. As at the same date, the following have voting rights: (i) 377,193,155 Class B Savings Shares during the Special Meeting of Holders of Class B Savings Shares, and (ii) 1,276,836 Class A Savings Shares during the Special Meeting of Holders of Class A Savings Shares.

#### **Documentation and further information**

Further information and detailed instructions on the rights that may be exercised by Shareholders can be found on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/Meetings January 2015*.

The following will be available to the public at the registered office, on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/Meetings January 2015* and on the centralized storage mechanism [www.1info.it](http://www.1info.it):

- by 6 January 2015, the report of the Board of Directors on the proposed resolutions on items on the agenda of the Special Meeting of Holders of Class B Savings Shares and Special Meeting of Holders of Class A Savings Shares respectively.

Shareholders may obtain a copy of such documentation.

The legitimate parties are invited to arrive earlier than the time scheduled for the Shareholders' Meeting in order to facilitate the registration process, which will begin at 9:00 am for the Special Meeting of Holders of Class B Savings Shares and 2:00 pm for the Special Meeting of Holders of Class A Savings Shares, which will in any case take place following the conclusion of the Special Meeting of Holders of Class B Savings Shares called for the same day.

Bologna, 1 December 2014

Chairman of the Board of Directors  
*Fabio Cerchiai*