



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 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 26 January 2015 at 2:30 pm - and in any case, if at a later time, after the conclusion of the Ordinary and Extraordinary Shareholders' Meeting called on the same day - at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna):

to resolve on the Meeting called by the Joint Representative of Holders of Savings Shares of the same category, pursuant to Article 146, paragraph 2 of Legislative Decree No. 58/1998, on the following

### AGENDA

1. "Statement of the Joint Representative on the initiatives undertaken thereby for the protection of the category against UnipolSai S.p.A. and the use of the Joint Fund pursuant to Article 146, paragraph 1 of the Consolidated Law on Finance, set up by resolution of the Special Meeting of Holders of Savings Shares held on 13 April 2012."
2. "Statement regarding the legal action brought by the Joint Representative of the category against UnipolSai S.p.A. (formerly Fondiaria-Sai S.p.A.), pending before the Court of Turin, concerning the resolutions of the Extraordinary Shareholders' Meeting of Fondiaria-Sai S.p.A. held on 27 June 2012 and the effects of any mandatory conversion of Class A Savings Shares into Ordinary Shares, as proposed by the Board of Directors of the Company on 1 December 2014; authorization for the continuation of such proceedings and/or further different initiatives of a judicial and/or extrajudicial nature for the protection of the rights of the category; related and consequent resolutions."
3. "Authorization for the Joint Representative of the category to use the Joint Fund pursuant to Article 146, paragraph 1 of the Consolidated Law on Finance, set up by resolution of the Special Meeting of Holders of Savings Shares held on 13 April 2012 for the purpose of covering the costs incurred and to be incurred for initiatives protecting the interests of the category; related and consequent resolutions."

as well as to resolve on the Meeting called by the Joint Representative of Holders of Savings Shares of the same category, pursuant to Article 146, paragraph 2 of Legislative Decree No. 58/1998, regarded as a call at the request of certain Holders of Savings Shares of the category, on the following

### AGENDA

4. "Any resignation or resolutions regarding the revocation of the current Joint Representative of the Holders of UnipolSai Class A Savings Shares, Dario Trevisan, Lawyer".
5. "Any appointment of a new Joint Representative".

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### Participation and representation at the Meeting

Pursuant to the law and the Company By-Laws in force, those who are found to be Holders of Class A Savings Shares at the close of business on 15 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 the above-mentioned shares after 15 January 2015 will not have the right to participate and vote at the Meeting.

Holders of UnipolSai Assicurazioni S.p.A. 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 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 Joint Representative of Holders of Class A Savings Shares 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. 58/1998 ("**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 within the end of the second trading day prior to the date set for the Meeting, i.e. by 22 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 22 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 Meeting 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 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 Meeting, i.e. by 23 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 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 Meeting will be answered by the Joint Representative of Holders of Class A Savings Shares at the latest during the same, with the option for the same 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 2 January 2015, request the addition of items to the agenda of the Meeting, 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 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 sent 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 Meeting, within the terms required by current legislation.

Shareholders requesting additions to the agenda of the 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 Joint Representative of Holders of Class A Savings Shares 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 1,276,836 Class A Savings Shares are entitled to vote at 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*.

By 27 December 2014 the introductory reports of the Joint Representative on the proposed resolutions on the agenda of the Special Meeting of Holders of Class A Savings Shares, and eventually, on 5 January 2014, the final reports of the Joint Representative on the same proposed resolutions, with the addition, by 6 January 2015, of the report concerning the proposed resolution for the mandatory conversion of Class A Savings Shares, as well as Class B Savings Shares, into Ordinary Shares of the Company 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).

Shareholders may obtain a copy of such documentation.

The legitimate parties are invited to arrive earlier than the time scheduled for the Meeting in order to facilitate the registration process, which will begin at 1:45 pm.

For further information, call the toll free number of the Joint Representative of Holders of Class A Savings Shares [800-134679].

Milan, 23 December 2014

The Joint Representative of Holders of Class A Savings Shares



(Dario Trevisan, Lawyer)