



Sede legale: 40128 Bologna, Via Stalingrado n. 45
Capitale sociale di €1.977.533.765,65 i.v.
n. di iscrizione al Registro Imprese di Bologna, Codice Fiscale
e Partita IVA 00818570012 e iscritta al R.E.A. Bologna al n. 511469
Società iscritta all'Albo delle imprese assicurative al n. 1.00006
Soggetta all'attività di direzione e coordinamento di Unipol Gruppo Finanziario S.p.A.
e appartenente al Gruppo Assicurativo Unipol,
iscritto al n. 046 dell'Albo dei Gruppi Assicurativi
sito internet: www.unipolsai.com

NOTICE TO THE SHAREHOLDERS

RESULT OF OPTION OFFER OF PREMAFIN (NOW UNIPOLSAI) SHARES SUBJECT TO WITHDRAWAL PLACEMENT OF UNSOLD SHARES

UnipolSai Assicurazioni S.p.A. ("**UnipolSai**" or the "**Company**") inform that, as previously announced, the merger (the "**Merger**") of Unipol Assicurazioni S.p.A., Milano Assicurazioni S.p.A. and Premafin HP S.p.A. ("**Premafin**" and, together with Unipol Assicurazioni and Milano Assicurazioni, the "**Merged Companies**") into Fondiaria-SAI S.p.A. (the "**Acquiring Company**") became effective on 6 January 2014, resulting in the Acquiring Company taking the corporate name UnipolSai. As of such date, all shares of the Merged Companies were canceled and exchanged for shares of the Acquiring Company, including the Premafin shares for which the right of withdrawal deriving from the Merger was exercised.

Accordingly, notice is hereby given that the option and pre-emption offering period (the "**Option Offer**") for Premafin shareholders other than withdrawing holders of 13,975,294 Premafin ordinary shares in relation to which the right of withdrawal resulting from the Merger was lawfully exercised ended on 14 January 2014. In accordance with the exchange ratios, such shares have become 698,764 UnipolSai ordinary shares (the latter hereinafter referred to as "**Shares Subject to Withdrawal**").

As a result of the Option Offer, 5,144 Shares Subject to Withdrawal were purchased pursuant to Article 2437-*quater*, paragraph 3, of the Italian Civil Code, for a consideration of Euro 3.494 for each Share Subject to Withdrawal, thus for a total of Euro 17,972.13.

For the remaining 693,620 Shares Subject to Withdrawal not purchased as part of the Option Offer (the "**Unsold Shares**"), the offering of the same, pursuant to Article 2437-*quater*, paragraph 4, of the Italian Civil Code, will be made on the Italian Stock Exchange, organized and managed by Borsa Italiana S.p.A..

The Unsold Shares will be offered for five consecutive trading days, from 27 January 2014 to 31 January 2014 included, at a unit price of Euro 3.494 per Unsold Share.

All of the Unsold Shares will be offered on the first trading day. Only the number of Shares not yet placed will be offered on subsequent trading days. In the event that the Shares are sold within fewer trading days than above, placement shall be deemed as concluded in advance.

In case there are residual Unsold Shares at the outcome of the Stock Exchange selling stage, the Company, pursuant to the provisions of Article 2437-*quater*, paragraph 5, of the Italian Civil Code, will proceed to their redemption through the use of available reserves.

The date of payment of the price and delivery of the Shares Subject to Withdrawal to the persons entitled thereto will, at the end of the procedure described above, be communicated in an appropriate notice, wherein additional details will also be provided on the result of the placement of the Unsold Shares and on further redemption stages of the Shares Subject to Withdrawal.

Bologna, 24 January 2014