



UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Fully paid in share capital € 1,977,533,765.65
Tax identification number and registration number with the Register of Companies of Bologna 00818570012

Company registered 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, registered under No. 046 of the Register of Insurance Groups

EXTRACT OF NOTICE OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

(Pursuant to Article 125-bis, paragraph 1, of Legislative Decree No. 58/1998)

NOTICE OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

Holders of ordinary shares of UnipolSai Assicurazioni S.p.A. are hereby convened to attend the Extraordinary and Ordinary Shareholders' Meeting, at the Conference Center Villa Cicogna, Via Palazzetti 1N, San Lazzaro di Savena (Bologna) convened on **single call** on **29 April 2014** at 10:00 am, to resolve on the following

AGENDA

In the Extraordinary session

1. Resolutions pursuant to Law No. 72/1983, Law No. 413/1991 and Law No. 342/2000.

In the Ordinary session

1. Financial statements at 31 December 2013; Management Report of the Board of Directors; Report of the Board of Auditors and of the Independent Audit Firm for Unipol Assicurazioni S.p.A., Milano Assicurazioni S.p.A., Premafin HP S.p.A. and UnipolSai Assicurazioni S.p.A.. Resolutions pertaining thereto and resulting therefrom.
2. Composition of the Board of Directors following the resignation of a Director. Resolutions pertaining thereto and resulting therefrom.
3. Integration of the Board of Auditors following the resignation of a Statutory Auditor. Resolutions pertaining thereto and resulting therefrom.
4. Remuneration Report prepared in accordance with Article 123-ter of the Consolidated Law on Finance and Article 24 of the ISVAP Regulation No. 39 of 9 June 2011. Resolutions pertaining thereto and resulting therefrom.
5. Change to the remuneration plan for 2013-2015 based on financial instruments pursuant to Article 114-bis of the Consolidated Law on Finance. Resolutions pertaining thereto and resulting therefrom.
6. Purchase and sale of treasury shares and shares of the parent company. Resolutions pertaining thereto and resulting therefrom.

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Participation and representation at the Shareholders' Meeting

The right to attend the Shareholders' Meeting and to exercise the right to vote must be certified by a communication, made to the Company by an authorized intermediary, in accordance with its accounting records, in favor of the party entitled to vote.

The communication must be made by the intermediary on the basis of the evidence at the record date (16 April 2014), corresponding to the seventh trading day prior to the date of the Shareholders' Meeting.

Each entitled party may be represented at the Shareholders' Meeting by proxy given in accordance with law. The Company has appointed Computershare S.p.A. as the representative to which proxies may be given with voting instructions by means of specific forms provided for the purpose.

The form to be used to give a proxy is available on the Company's website (www.unipolsai.com Section *Governance / Shareholders' Meetings / April 2014 Meeting*) and will be sent to those who request it at the phone No. 800077331 or No. 011 0923200.

Documentation and information

The full notice of Meeting, available on the Company's website (www.unipolsai.com Section *Governance / Shareholders' Meetings / April 2014 Meeting*), contains all the detailed information and instructions on the rights that may be exercised by shareholders, with regard to the right to ask questions and add any items to the agenda.

The reports and proposals on items on the agenda are available to the public at the registered office and will be published on the aforementioned Company's website in accordance with the respective terms and conditions of the law, and will be provided to anyone who may request them.

In particular, the following will be available:

- as from the date hereof, the reports of the Board of Directors and the proposed resolutions on all matters on the agenda;
- by 7 April 2014, the Annual Financial Report and the other documents referred to in Article 154-ter, paragraph 1, of the Italian Consolidated Law on Finance and the Report on Corporate Governance and Ownership Structure.

Moreover, the annual financial statements of the subsidiaries and associated companies will be made available at the registered office by 14 April 2014.

Bologna, 29 March 2014

Fabio Cerchiai

Chairman of the Board of Directors