

UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Fully paid-in Share Capital € 1,996,129,451.62
Tax Identification No. and Bologna Registry of Companies No. 00818570012
Company enrolled in the Register of insurance companies under no. 1.00006
Subject to management and coordination of UnipolSai Assicurazioni S.p.A.
and part of the Unipol Insurance Group, enrolled under no. 046 of the Register of Insurance Groups

EXTRACT OF NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING (pursuant to Article 125-*bis*, paragraph 1, Legislative Decree no. 58/1998)

NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Annual and Extraordinary General Meeting of UnipolSai Assicurazioni S.p.A. will be held, on single call, at the Congress Center Villa Cicogna, Via Palazzetti 1N, San Lazzaro (Bologna), on 17 June 2015, at 10:30 am to discuss the following

AGENDA

In the Annual session

1. Financial Statements for the year ended 31 December 2014; Report on Operations of the Board of Directors; Report of the Company's Statutory Auditors and Report of the Independent Auditors. Resolutions related thereto and resulting therefrom.
2. Composition of the Board of Directors pursuant to Article 2386 of the Italian Civil Code. Resolutions related thereto and resulting therefrom.
3. Appointment of the Board of Statutory Auditors and of its Chairman for fiscal years 2015 – 2016 – 2017 and determination of the remuneration. Resolutions related thereto and resulting therefrom
4. Remuneration report prepared pursuant to Article 123-*ter* of the Consolidated Law on Finance and Article 24 of I.S.V.A.P. Regulation no. 39 of 9 June 2011. Resolutions related thereto and resulting therefrom.
5. Change in the compensation to the Independent Auditors. Resolutions related thereto and resulting therefrom
6. Purchase and disposal of treasury shares and shares of the parent company. Resolutions related thereto and resulting therefrom.

In the Extraordinary session

1. Amendments to Articles 8 ("**General Meetings of Shareholders**") and 17 ("**Powers of the Board of Directors**") of the Company's Bylaws. Resolutions related thereto and resulting therefrom.

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Attendance and Representation at the General Meeting

The entitlement to attend the General Meeting and exercise voting rights should be certified by a communication by an authorized intermediary to the Company, in accordance with its accounting records, for the benefit of the person entitled to voting rights.

The communication will be made by the intermediary on the basis of the evidence at the record date (8 June 2015), corresponding to the seventh trading day prior to the date of the General Meeting.

Each person entitled thereto may be represented at the General Meeting by proxy to be granted pursuant to provisions of law. The Company has appointed Computershare S.p.A. as a representative to which a proxy can be given with voting instructions by means of specific forms provided for the purpose.

The forms to be used to give the proxy will be available on the Company's website (www.unipolsai.com Section *Governance / Shareholders' Meetings / June 2015 Meeting*) and will be sent to those who so request by calling phone # 800077331 or # 011 0923200.

Documentation and Further Information

The full notice of General Meeting, available on the Company's website (www.unipolsai.com Section *Governance / Shareholders' Meetings / June 2015 Meeting*), contains all the information and detailed instructions on the rights that may be exercised by the Shareholders, with regard to the submission of lists for the appointment of the Board of Statutory Auditors and the right to ask questions and possible additions to the agenda.

The reports and proposals on the topics on the agenda will be available to the public at the Company's registered office and published on the above website, as well as on the authorized NIS-Storage site (www.emarketstorage.com), within the respective period and according to the provisions of law, and will be transmitted to those who so request.

In particular:

- as from the date hereof, the reports of the Board of Directors and the proposed resolutions on the matters referred to in subparagraphs 1, 2, 3, 5 and 6 on the agenda in the annual session and subparagraph 1 on the agenda in the extraordinary session;
- by 27 May 2015, the report of the Board of Directors and the proposed resolution on the matter referred to in subparagraph 4 on the agenda in the annual session, including the Report pursuant to Article 123-*ter* of the Italian Consolidated Law on Finance and Article 24 of the I.S.V.A.P. regulation no. 39 of 9 June 2011.

Moreover, the financial documentation of subsidiaries and associated companies will be made available at the Company's registered office by 2 June 2015.

Bologna, 8 May 2015

Fabio Cerchiai
Chairman of the Board of Directors