

## UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Fully paid-in share capital 2,031,454,951.73  
Tax Identification Number and Bologna Companies' Register Number 00818570012  
Company listed in the Register of Insurance Companies at No. 1.00006  
Subject to management and coordination of Unipol Gruppo Finanziario S.p.A.  
and a member of Gruppo Assicurativo Unipol, registered under No. 046 of the Registry of Insurance Groups

## NOTICE

### MERGER BY INCORPORATION OF DIALOGO S.P.A. IN LIQUIDATION INTO UNIPOLSAI ASSICURAZIONI S.P.A.

#### Effectiveness of the Merger

In reference to the plan for the merger by incorporation (the "Merger Plan" and the "Merger") of Dialogo S.p.A. in liquidation ("Dialogo") into UnipolSai Assicurazioni S.p.A. ("UnipolSai" or "Incorporating Company"), filed at the registered office of the company last 30 June 2016 and published on the website of UnipolSai [www.unipolsai.com](http://www.unipolsai.com), together with all the documentation required by applicable provisions of law, in the manner and within the period set forth by law, this is to inform you that – following the release of the required authorization on the part of I.V.A.S.S. (Italian insurance supervisory authority) and the passing of the relevant resolutions by the competent governing bodies, as well as the satisfaction of all the legal conditions – the relevant deed of Merger was entered into on 28 December 2016.

The merger deed, after being filed by both companies with the same competent Companies' Register, will have legal effect as of 31 December 2016 (the "Effective Date") and will be effective for accounting and tax purposes as of 1 January 2016.

#### Allocation of Shares of the Incorporating Company

As provided for in the Merger Plan, at the Effective Date of the Merger, all shares of Dialogo held by its shareholders other than the Incorporating Company – for none of which the sale option was exercised by said shareholders pursuant to Article 2505-*bis*, first paragraph, of the Italian Civil Code – will be exchanged for newly issued UnipolSai ordinary shares based on the ratio of 0.144 UnipolSai ordinary shares for each Dialogo share (the "Exchange Ratio").

The UnipolSai shares issued in exchange will be traded on the electronic share market (*Mercato Telematico Azionario*), will have regular dividend rights and will entitle the holders thereof to the same rights enjoyed by holders of UnipolSai shares outstanding at the time the new shares are issued.

Pursuant to Article 2504-*ter* of the Italian Civil Code, the Dialogo shares held by the Incorporating Company will be cancelled without exchange. The ordinary shares of the Incorporating Company, for the purpose of the share exchange, will be made available to the shareholders of Dialogo according to the form of the shares centralized with Monte Titoli S.p.A., in a dematerialized form, as of 2 January 2017, the first business day following the Effective Date. Therefore, as of 2 January 2017 the shareholders of Dialogo will obtain the newly issued shares of the Incorporating Company free of charge upon submission of their Dialogo share certificates to UnipolSai, with prior information on the intermediary and details of the deposit with which UnipolSai should make the newly issue shares available.

No expenses will be borne by the shareholders of Dialogo for exchange transactions.

As a result of the Merger, at the Effective Date, an increase of € 1,386.27 in the UnipolSai share capital will be carried out by issuing 1,931 new ordinary shares, without nominal value, thus bringing the UnipolSai share capital to € 2,031,456,338.00, divided into 2,829,717,372 ordinary shares, without nominal value.

#### Reconciliation procedure for fractions arising from the exchange

The shareholders of Dialogo entitled to exchange their shares will have the right, which may be exercised until 28 February 2017, to round up to the nearest unit the number of UnipolSai shares to which they are entitled, in accordance with the Exchange Ratio, by purchasing the missing share fractions at a price, proportionate to the necessary fractions, corresponding to the reference price of UnipolSai shares recorded on the trading day prior to the date of each individual transaction, with no additional charges, stamp duties or fees.

Any shareholders of Dialogo who fail to exercise the above option will be granted a number of UnipolSai shares rounded down to the nearest unit, through monetization of the UnipolSai share fractions in excess. Such monetization will occur at a price equal to the reference price of UnipolSai shares recorded on 30 December 2016, the last trading day prior to the Effective Date.

In any case, UnipolSai will ensure the overall reconciliation of the transaction.

\*\* \*\*\* \*\*

Should any clarification be needed, and for arrangements on how to submit the share certificates, the shareholders of Dialogo may contact the Shareholders' Office of UnipolSai by phone at 055 4794308 or by email to [ufficiosoci@unipolsai.it](mailto:ufficiosoci@unipolsai.it).

Any further information on the Merger may be found in the documents published on the UnipolSai website mentioned above.