

UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 2,031,456,338.00 fully paid-up
Tax Identification Number and Bologna Companies' Register Number 00818570012
Company entered in the Register of Insurance Companies under Number 1.00006
Subject to the management and coordination of Unipol Gruppo S.p.A.
and belonging to the Unipol Insurance Group, entered under Number 046 of the Register of Insurance Groups

EXTRACT OF NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to Article 125-bis, Paragraph 1, of Legislative Decree No. 58/1998)

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. is hereby convened in a single call on 23 April 2018, at 10:30 am, at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), to resolve on the following

AGENDA

In the Ordinary session

1. Financial Statements as at 31 December 2017; Directors' Report; Board of Statutory Auditors' and Independent Auditors' Report. Related and consequent resolutions.
2. Composition of the Board of Directors pursuant to Article 2386 of the Italian Civil Code. Related and consequent resolutions.
3. Appointment of the Board of Statutory Auditors and its Chairman for financial years 2018 – 2019 – 2020 and determination of its remuneration. Related and consequent resolutions.
4. Remuneration Report pursuant to Article 123-ter of the Consolidated Law on Finance and Article 24 of ISVAP Regulation No. 39 of 9 June 2011. Related and consequent resolutions.
5. Acquisition and disposal of treasury shares and shares of the parent company. Related and consequent resolutions.

In the Extraordinary session

1. Amendment of Article 13 ("Board of Directors") of the Company By-laws. Related and consequent resolutions.

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Participation and representation at the Shareholders' Meeting

Entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a notice issued to the Company by an authorized intermediary, in accordance with its accounting records, in favour of the party entitled to vote.

Said notice must be issued by the intermediary based on evidence as at the *record date* (12 April 2018), corresponding to the seventh trading day prior to the date of the Shareholders' Meeting.

All entitled parties may be represented at the Shareholders' Meeting by proxy granted in accordance with the law, using the form available on the website of the Company (www.unipolsai.com, under the section *Governance/Shareholders' Meetings/2018/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2018*).

The Company has appointed Computershare S.p.A. as the Representative to which proxies may be granted with voting instructions. The forms used to grant proxy to the

above-mentioned designated Representative will be available on the above website of the Company and sent to any requesting parties that call +39 011 0923200.

Documentation and further information

The full notice convening the Shareholders' Meeting, available on the Company website (www.unipolsai.com, under the section *Governance/Shareholders' Meetings/2018/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2018*), contains all information and detailed instructions on the rights that may be exercised by Shareholders, regarding the presentation of lists for the appointment of the Board of Statutory Auditors, the right to submit questions and any additions to the agenda.

The reports and proposed resolutions on items on the agenda will be made available to public at the registered office and published on the above-mentioned Company website, as well as on the website of the authorized storage mechanism *eMarket Storage* (www.emarketstorage.com), in the manner required by law, and will be transmitted to requesting parties.

In particular, the following will be made available to the public:

- from the date hereof, the Directors' Report regarding item 3 of the agenda for the ordinary session;
- by 24 March 2018, the Directors' Reports and proposed resolutions regarding items 1, 2 and 5 of the agenda for the ordinary session and the sole item on the agenda for the extraordinary session;
- by 1 April 2018, the Annual Report and other documents pursuant to Article 154-ter, Paragraph 1, of the Consolidated Law on Finance, the Annual Report on Corporate Governance and Ownership Structure, and the Directors' Report and proposed resolutions regarding item 4 on the agenda for the ordinary session, including the Report pursuant to Article 123-ter of the Consolidated Law on Finance and Article 24 of ISVAP Regulation No. 39 of 9 June 2011.

Moreover, by 6 April 2018, the financial statements of subsidiaries and associated companies shall be made available at the registered office.

Bologna, 13 March 2018

Chairman of the Board of Directors
Carlo Cimbrì