



PRESS RELEASE

Milan, March 26, 2013 – The Class A Special Savings Shareholders' Meeting of Fondiaria-SAI S.p.A. held today approved the actions necessary to contest the motions passed by the Extraordinary Shareholders' Meeting of Fondiaria-SAI S.p.A. of June 27, 2012, and mandated the Joint Representative, Mr. Dario Trevisan, to cease all related action in course where the Board of Directors approves the conversion of the Class A savings shares into Class B savings shares in the ratio of 177 Class B savings shares for 1 Class A savings shares, with prior distribution to each Class A savings shares of a dividend of Euro 13.00.

The Special Savings Shareholders' Meeting also approved (i) not to approve, where possible, the resolutions of the above-mentioned Extraordinary Shareholders' Meeting of June 27, 2012, (ii) to mandate the Joint Representative to request the Company to transfer, into an escrow account, part of the Joint Fund of Euro 250 thousand, and (iii) not to withdraw Mr. Dario Trevisan as Joint Representative, as requested by some savings shareholders.

The Company repeats that – for the reasons illustrated in detail in the document published on March 21, 2013, together with opinions from expert advisors – the prejudice claimed by the Class A savings shareholders is without any foundation. Despite this, as already outlined in the afore-mentioned document, the Company reserves the right to verify **(i)** the feasibility, under the technical/legal profile, of the proposal to convert the Class A savings shares into Class B savings shares and **(ii)** the appropriateness from an economic viewpoint of any conversion.

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Capitale sociale € 1.194.572.973,80 int. vers. - Numero di iscrizione al Registro delle Imprese di Torino, Codice Fiscale e Partita I.V.A. 00818570012 - Impresa autorizzata all'esercizio delle assicurazioni (art. 65 R.D.L. 29-4-1923 n. 966) - Iscritta alla Sez. I dell'Albo Imprese presso l'Isvap al n. 1.00006 - Società soggetta all'attività di direzione e coordinamento di Unipol Gruppo Finanziario S.p.A. e facente parte del Gruppo Assicurativo Unipol iscritto all'Albo dei gruppi assicurativi al n. 046