

## **FONDIARIA-SAI S.p.A.**

Registered Office in Turin, Corso Galileo Galilei, 12

Share Capital of Euro 1,194,572,973.80 fully paid-in

Tax, VAT and Turin Company Registration No.: 00818570012

Enrolled at Section I of the Insurance Companies Registrar at IVASS No. 1.00006

Company part of the Unipol Assicurativo Group, recorded in the Insurance Group Register at No. 046 - management and co-ordination of Unipol Gruppo Finanziario S.p.A.

Website: [www.fonditaria-sai.it](http://www.fonditaria-sai.it)

### **CALL NOTICE OF THE SHAREHOLDERS' AGM**

Those with the right to attend and vote are called to the Ordinary Shareholders' Meeting scheduled for April 26, 2013 at 2.30 PM at the Centro Congressi Villa Cicogna, Via Palazzetti 1N, San Lazzaro di Savena (Bologna) in first call and, if necessary, in second call on April 29, 2013, at the same time and place to discuss and vote upon the following

#### **Agenda**

1. Approval of the Shareholders Meeting Regulation. Resolutions thereon.
2. 2012 Financial statements, Directors' Report; Board of Statutory Auditors' Report and the Independent Auditors' Report. Resolutions thereon.
3. Appointment of the Board of Directors and establishment of remuneration. Resolutions thereon.
4. Remuneration Report in accordance with Article 123-*ter* of the Consolidated Finance Act and Article 24 of ISVAP Regulation No. 39 of June 9, 2011. Resolutions thereon.
5. Approval of the financial instrument based remuneration plan as per Article 114 *bis* of the CFA. Resolutions thereon.
6. Purchase and utilisation of treasury shares; Resolutions thereon.

#### **Attendance and representation at the Shareholders' Meeting**

In accordance with Article 8 of the By-Laws, those who, based on the communication sent to the company from a properly appointed "intermediary" in accordance with the applicable regulation and in accordance with the accounting records by the end of the 7<sup>th</sup> trading day (so-called "record date") before the date fixed for the Shareholders' Meeting in first call (therefore April 17, 2013), have the right to attend and vote at the Shareholders' Meeting. Debits and credits to the relevant accounts subsequent to the record date do not affect the right to vote at the Shareholders' Meeting.

The communication of the intermediary must be received by the Company by the end of the third trading day before the date fixed for the Shareholders' Meeting in first call (therefore, by April 23, 2013). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders' Meeting.

It is recalled that holders of FONDIARIA-SAI S.p.A. shares, not within the Monte Titoli S.p.A. system, that exercise the rights relating to these securities may be made exclusively through the delivery of these certificates to an intermediary for the input into the management system.

Those with such right may be represented at the Shareholders' Meeting through written proxy or conferred by an electronically signed and communicated document in accordance with the legal provisions, through utilising the proxy form available on the internet site of the company [www.fondiarria-sai.it](http://www.fondiarria-sai.it).

Proxy may be notified to the Company through sending a registered letter to the Shareholders' Office of the Company at the following address:

**FONDIARIA-SAI S.p.A.**

**Direzione di Firenze**

**Att.ne Ufficio Soci**

**Via Lorenzo il Magnifico, 1**

**50129 FLORENCE,**

or through electronic notification to the certified email address [socifondiarria-sai@legalmail.it](mailto:socifondiarria-sai@legalmail.it).

Proxy may be conferred, with voting instructions on some or all proposals, to Servizio Titoli S.p.A., appointed by the Company in accordance with Article 135-*undecies* of Legs. Decree 58/98 (Consolidated Finance Act or the "CFA"), on condition that such is sent to the appointed company through courier, registered post or ordinary post to the residence of the appointed person in Turin, Via Nizza No. 262/73 or electronically to the e-mail address [fondiarria-sai@pecserviziotitoli.it](mailto:fondiarria-sai@pecserviziotitoli.it), by the end of the second trading day before the date fixed for the Shareholders' Meeting, also in subsequent call (i.e. by April 24, 2013 or, if held in second call, by April 25, 2013) Any proxy granted to Servizio Titoli is valid only for the proposals on which voting instructions are provided. Proxies and voting instructions are revocable in accordance with the terms above (or rather by April 24, 2013 or April 25, 2013). A proxy form is available on the internet site of the Company [www.fondiarria-sai.it](http://www.fondiarria-sai.it). Voting may not take place through correspondence or electronic means.

### **Questions on matters on the agenda**

Those with such a right may submit questions concerning matters on the agenda before the Shareholders' Meeting, however by April 23, 2013, through registered letter to the Shareholders' Office of the Company, at the address stated above, or through certified email to the e-mail address [socifondiarria-sai@legalmail.it](mailto:socifondiarria-sai@legalmail.it), accompanied by the certification of the intermediary declaring share ownership; the certification is however not necessary in the case in which the communication of the intermediary necessary for attendance at the Shareholders' Meeting is sent.

For the questions sent before the Shareholders' Meeting, response will be given at the latest at the meeting itself, with the faculty of the Company to provide a single response to questions with similar content.

### **Right to request supplementation of the Agenda and present new proposals**

In accordance with Article 126 *bis* of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital with voting rights may request, within ten days of the publication of the present notice, a supplementation to the matters on the agenda, indicating in the request the further matters to be included on the agenda, or present proposals on matters already on the agenda. Questions may be submitted in writing through registered letter to the Shareholders' Office of the Company, at the address indicated above, or through certified e-mail to [socifondiarria-sai@legalmail.it](mailto:socifondiarria-sai@legalmail.it), accompanied by a copy of a valid identification document and the certification of the intermediary declaring ownership of such shares; within the same time period and in the same manner a report on the proposed matters must be presented by the proposers. In relation to any supplementation to the matters on the Agenda and any further proposals on existing matters that the Shareholders' Meeting must consider following the above stated requests, notice is provided in the same manner established for the publication of the call notice, at least fifteen days before the date fixed for the Shareholders' Meeting in first call. At the same time of publication, in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by requesting Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public.

Supplementation is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Art.125 *ter*, paragraph 1, of the CFA.

In accordance with Article 126 *bis*, those with voting rights may individually present proposals to the Shareholders' Meeting.

### **Composition of the share capital**

At the date of the preparation of the present notice, the subscribed and paid-in share capital of the Company was Euro 1,194,572,973.80, comprising 920,565,922 ordinary shares, 1,276,836 Class A savings shares and 321,762,672 Class B savings shares, all without nominal value.

At the same date the total number of shares with voting rights, excluding the treasury shares and those held by subsidiary companies, amounts to 920,422,097 ordinary shares.

### **Appointment of the Board of Directors (Agenda point No. 3)**

For the appointment of the Board of Directors, making reference to the By-laws and the Directors' Report to the Shareholders' Meeting for anything not specified, those who qualify may present slates within the terms and conditions and the manner and limits established by Article 13 of the By-laws, in addition to Consob Resolution No. 18452 of January 30, 2013, which establishes the minimum percentage holding necessary for the presentation of slates. In relation to the slates for the appointment of the Board of Directors, the list of candidates must be filed at the registered office of the Company in Turin, Corso Galileo Galilei, No. 12 or sent through e-mail to the certified e-mail address [socifondiarria-sai@legalmail.it](mailto:socifondiarria-sai@legalmail.it) at least twenty-five days before the date fixed for the Shareholders' Meeting in first call (therefore by April 1, 2013), by shareholders which, alone or together with other shareholders presenting the slate, provide evidence of holding at least 2.5% of the share capital with voting rights at the ordinary Shareholders' Meeting.

The shareholders presenting a “minority slate” are governed also by Consob communication No. DEM/9017893 of February 26, 2009.

Finally, the Board of Directors will be elected in accordance with the gender equality regulation introduced by Law No. 120 of July 12, 2011, according to Article 13 of the By-laws.

#### **Documentation relating to the agenda**

The documentation relating to the agenda is available in accordance with the provisions required by law and on the website of the company [www.fondiaria-sai.it](http://www.fondiaria-sai.it). Specifically, the following documents will be made available: (i) the Directors’ Report on point 3 of the Agenda, at least 40 days before the date of the Shareholders’ Meeting in first call, as per Article 125-ter of the CFA and Article 84-ter of the Issuers’ Regulations; (ii) the Directors’ Report and proposals on points 1, 2, 5 and 6 of the Agenda and the Remuneration Plan at point 5, at least 30 days before the date of the Shareholders’ Meeting in first call, in accordance with Article 125-ter of the CFA and Articles 73, 84-bis and 84-ter of the Issuers’ Regulations; (iii) the Directors’ Report on point 4 of the Agenda, together with the Directors’ Report on point 5 of the Agenda and the relative documentation, considering the inter-related nature of the matters; (iii) the financial report and other documents pursuant to Article 154-ter of the CFA, at least 21 days before the date of the Shareholders’ Meeting in first call.

#### **Publication of the present notice**

The present call notice is published, in accordance with Article 125-bis of the CFA and in accordance with Article 9 of the By-Laws, on the internet site of the Company [www.fondiaria-sai.it](http://www.fondiaria-sai.it), in the daily newspapers Il Sole 24 Ore, Corriere della Sera, Il Messaggero and MF and in the Official Gazette of the Italian Republic.

For the Board of Directors  
The Chairman  
(Fabio Cerchiai)