



Fondiarria-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 number: 00818570012
Section I of the Insurance Companies Registrar at IVASS, No. 1.00006
Company belonging to the Unipol Group, recorded in the Insurance Group Register at No. 046
Management & Direction: Unipol Gruppo Finanziario S.p.A.
Internet Site: www.Fondiarria-SAI.it

CALL NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

Those with the right to attend and vote are called to the ordinary Shareholders' Meeting scheduled for **March 13, 2013 at 10.30 AM** at the Centro Congressi Villa Cicogna, Via Palazzetti 1N San Lazzaro di Savena (Bologna) in first call and, if necessary, in second call on **March 14, 2013, at the same time and place** to discuss and vote upon the following

Agenda

1. Motion of corporate social responsibility, as per Article 2392 and 2393 of the Civil Code, with regard to a number of Fondiarria-SAI S.p.A Directors and Statutory Auditors (together with other parties).

The present Call notice of the Shareholders' Meeting is on the request (with outlining of matters to be included on the agenda) of the *ad acta* representative of Fondiarria-SAI S.p.A. Mr. Matteo Caratozzolo, appointed by ISVAP (now IVASS) with resolution No. 3001 of September 12, 2012, under the powers granted to him by the Authority.

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 7th trading day (so-called "record date") before the date fixed for the shareholders' meeting in first call (therefore March 4, 2013), have the right to attend and vote at the shareholders' meeting.

Debits and credits to the relevant accounts subsequent to this 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 March 8, 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 Fondiarria-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.

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

Fondiarria-SAI S.p.A.

Attn.: Shareholders' Office

Via Lorenzo il Magnifico, 1

50129 FLORENCE,

or through electronic notification to the certified email address gruppofondiarria-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 party in Turin, Via Nizza No. 262/73 or electronically to the e-mail address fondiarria-sai@pecserviziotitoli.it, by the end of the second trading day before the date fixed for the shareholders' meeting (i.e. by March 11, 2013 or, if held in second call, by March 12, 2013). Any proxy granted to Servizio Titoli S.p.A. is valid only for the proposals on which voting instructions are provided. Proxies and voting instructions are revocable in accordance with the terms above (i.e. by March 11, 2013 or March 12, 2013).

The proxy form is available on the internet site of the Company www.fondiarria-sai.it. Voting may not take place through correspondence or electronic means.

Questions on matters on the agenda

Those with voting rights may submit questions concerning matters on the agenda before the shareholders' meeting, however by March 10, 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 gruppofondiarria-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 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 gruppofondiarria-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.b, 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.

Documentation relating to the agenda

The documentation relating to the agenda, comprising the Report drawn up by the *ad acta* representative of Fondiarria-SAI S.p.A. Mr. Matteo Caratozzolo, is available in accordance with the provisions required by law and on the internet site of the company www.fondiarria-sai.it.

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.fondiarria-sai.it, in the newspapers *Il Sole 24 Ore*, *Corriere della Sera* and *MF* and in the Official Gazette of the Italian Republic.