



**FONDIARIA-SAI S.p.A.**  
Registered 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 Isvap, No. 1.00006  
Parent Company of the FONDIARIA-SAI Insurance Group  
Insurance Group Registrar No. 030  
Internet Site: [www.fondiaria-sai.it](http://www.fondiaria-sai.it)

## NOTICE OF SPECIAL SHAREHOLDERS' MEETING

The Shareholders in possession of **category B** savings shares are called to the special Shareholders' Meeting in first call, for **October 25, 2012, at the time of 11.30 AM**, at the registered office of the Company, Corso Galileo Galilei, 12, Turin, and in second call, on **October 26, 2012, at the same time and place**, and in third call, on **October 29, 2012, at the same time and place**, to discuss and resolve on the following:

### Agenda:

- 1) Appointment of the common representative of the holders of category B savings shares for the period 2012-2014;
- 2) Determination of the remuneration for the period 2012-2014 of the common representative of the holders of category B savings shares;
- 3) Any resolutions in relation to the creation of a fund for the expenses necessary for the protection of the common interests and the relative minutes.

### 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 October 16, 2012) 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 October 22, 2012). 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. category B savings 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 in accordance with the legal provisions, through utilising the proxy form available on the internet site of the Company [www.fondiaria-sai.it](http://www.fondiaria-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.**

***Florence Headquarters***

***Shareholder Secretariat Office***

***Via Lorenzo il Magnifico, 1***

**50129 FLORENCE,**

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

Proxy may be conferred, with voting instructions, to the Trust Company "SPAFID" S.p.A., appointed by the Company in accordance with Article 135-*undecies* of the CFA, on condition that such is sent to the appointed company through registered post to the residence of the appointed person in Milan, Foro Buonaparte No. 10, by the end of the second trading day before the date fixed for the shareholders' meeting (that is by October 23, 2012 or, if held in second call, by October 24, 2012 or, if held in third call, by October 25, 2012). Any proxy granted to SPAFID is valid only for the proposals on which voting instructions are provided. Proxies and voting instructions are revocable in accordance with the terms above.

A proxy form is available on the internet site of the Company [www.fondiaria-sai.it](http://www.fondiaria-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 October 22, 2012, through registered letter to the Shareholders' Office of the Company, at the address stated above, or through certified email to the e-mail address [gruppofondiaria-sai@legalmail.it](mailto:gruppofondiaria-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. The request must 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 [gruppofondiaria-sai@legalmail.it](mailto:gruppofondiaria-sai@legalmail.it), together with a



copy of a valid identity document, provided the request is received by the Company within the time limit stated above; within the same time period and in the same manner a report on the proposed matters must be presented by the proposers; within the same time limit communication must be received from the intermediary proving ownership of the number of shares necessary to present such requests. In relation to any supplementation to the matters on the agenda and any further proposals 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.

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

The subscribed and paid-in share capital of the Company is Euro 1,194,572,973.80, comprising 920,565,922 ordinary shares, 1,276,836 Category A savings shares and 321,762,672 Category B savings shares, all without nominal value.

The category B savings shares have voting rights.

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

The documentation relating to the agenda will be made available in accordance with the provisions required by law. In particular, the documentation relating to the agenda will be made available at the registered office of the Company, Borsa Italiana S.p.A. and on the internet site of the Company [www.fondiaria-sai.it](http://www.fondiaria-sai.it) at least 30 days before 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 newspaper Il Sole 24 Ore and in the Official Gazette of the Italian Republic.

The Board of Directors  
The Chief Executive Officer  
(Emanuele Erbetta)



***Press Office***

Tel. +39 02-64029101

***Investor Relations***

Giancarlo Lana  
Floriana Amari  
Tel. +39 011-66 57 642  
Tel. +39 02-64 02 25 74  
[investorrelations@fondiaria-sai.it](mailto:investorrelations@fondiaria-sai.it)

***AD Hoc Communication Advisor***

Sara Balzarotti  
Mob. +39 335 1415584  
Pietro Cavalletti  
Mob. +39 335 1415577