

## NOTICE OF CHANGE IN SHARE CAPITAL

Bologna, 7 January 2014 – The new composition of the UnipolSai Assicurazioni S.p.A. share capital, fully subscribed and paid in, as a result of the merger by incorporation of Unipol Assicurazioni S.p.A., Milano Assicurazioni S.p.A. and Premafin HP S.p.A. into Fondiaria-Sai S.p.A., that became effective on 6 January 2014 following the registration of the deed of merger by incorporation with the relevant Companies' Registers of Turin, Milan and Bologna, is hereby announced.

**TAB. 1**

	Current share capital			Previous share capital		
	Euro	No. shares	Unitary nom. val.	Euro	No. shares	Unitary nom. val.
Total of which:	1,977,533,765.65	2,629,376.743	-	1,194,572.973.80	1,243,605.430	-
Ordinary shares (cum coupon 1/1/2013): coupon number: 2	1,692,889,433.69	2,250,906.752	-	884,270,158.76	920,565,922	-
Class 'A' savings shares (cum coupon 1/1/2013): coupon no. 2	960,298.41	1,276,836	-	1,226,493.34	1,276,836	-
Class 'B' (1) savings shares (cum coupon 1/1/2013): coupon no. 1	283,684,033.55	377,193,155	-	309,076,321.70	321,762,672	-

(1) It should be noted that the implied par value of class "B" savings shares as defined by the by-laws, for the purpose of determining the entitlement of the holders of class "B" savings shares regarding the distribution of dividends, amounted to €0.565.

**UnipolSai Assicurazioni S.p.A.**

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 Società soggetta all'attività di direzione e coordinamento di Unipol Gruppo Finanziario S.p.A.,  
 iscritta all'Albo Imprese di Assicurazione e riassicurazione Sez. I al n. 1.00006 e facente parte  
 del Gruppo Assicurativo Unipol iscritto all'Albo dei gruppi assicurativi al n. 046