



**FONDIARIA-SAI ACQUIRES CONTROL OF
BANCA GESFID S.A.**

JOINT PRESS RELEASE

Ex art. 114 Lgs. D. 58/98

- **Fondiaria-SAI S.p.A. entered into an agreement with Meliorbanca S.p.A. to acquire 60% of the share capital of Banca Gesfid S.A. for CHF 54 million;**
- **The agreement also includes a reciprocal pre-emption right in relation to the purchase and sale of the remaining 40% share in Banca Gesfid S.A. capital to exercise between 1 November and 31 December 2008;**
- **the *closing* of the transaction, subject to obtaining the necessary authorizations by the competent Italian and Swiss authorities, should take place by the end of this year;**

* * *

Milan, 22 September 2006

Fondiaria-SAI S.p.A. and Meliorbanca S.p.A. announce that they have reached today an agreement on the sale to Fondiaria-SAI S.p.A. of 60% of the share capital in Banca Gesfid S.A. (“Gesfid” or the “Bank”), a Swiss bank wholly-owned by Rinascita Holding S.A., the investment holding wholly-owned by Meliorbanca S.p.A.

Specifically, the agreement sets forth the commitment of Meliorbanca S.p.A. to ensure that Rinascita Holding S.A. executes with Fondiaria-SAI S.p.A., or one of its direct or indirect subsidiaries, a contract for the sale of 60% of the capital of the Bank for the price of CHF 54 million to remit upon the closing date of the transaction, which – contingent on obtaining the necessary authorizations by the competent Italian and Swiss authorities - should take place by the end of this year.

The agreement also sets forth a reciprocal pre-emption right, relating, respectively, to the purchase and sale of the outstanding 40% of the Banca Gesfid S.A. capital to exercise between 1 November and 31 December 2008, at a strike price that will mainly consider the evolution of Gesfid equity. The strike price will be paid by Fondiaria-Sai S.p.A. concurrent with transfer of



title of the 40% share in Gesfid capital, which must take place no later than 30 days after approval of the Bank's 2008 Annual Report.

Banca Gesfid has its headquarter in Lugano and is specialized in private banking, offering its clients highly specialized and personalized asset management services. At 31 December 2005, assets under control amounted to CHF 3.2 billion. The Bank ended the 2005 financial year with net income of CHF 8.6 million.

The transaction for Fondiaria-SAI S.p.A. is part of a process of reorganization of its asset management business in Switzerland and represents an additional contribution to the Group's asset management business. With acquisition of Gesfid, this segment will triple its assets under control, achieving 40% of the growth objectives set by the business plan for the year 2008.

Fondiaria-SAI S.p.A. reiterates – also for the asset management business – its model based on internal growth and external acquisitions, thereby confirming its capacity proved in the several transactions made in recent years to raise the value of this new business segment, while respecting individual autonomies and professionalism that will become part of the Group.

For Meliorbanca S.p.A., the transaction is part of the strategic plan already announced to the market, which hinges on concentration of the business on the domestic market, where it intends to develop its Investment banking and Private banking areas, partly by means of acquisitions (the goal is to triple assets under management by the end of 2008).

Based on book values at 30 June 2006, sale will generate a gross capital gain of CHF 22.5 million on the accounts of the subsidiary Rinascita S.A. while it will not have substantial effects on the consolidated accounts of the Meliorbanca Group.

Fondiaria – SAI S.p.A.
Press Office
Federica Dal Conte
tel. +39-02-66.70.43.24

Meliorbanca S.p.A.
Investor Relations
Fabio Talini
tel. +39-02-29.02.24.21

Fondiaria – SAI S.p.A.
Investor Relations
Luca Guasco,
Giancarlo Lana
Floriana Amari
tel. +39-011-66.57.642