



April 23rd, 2008

1. Description of the Transaction

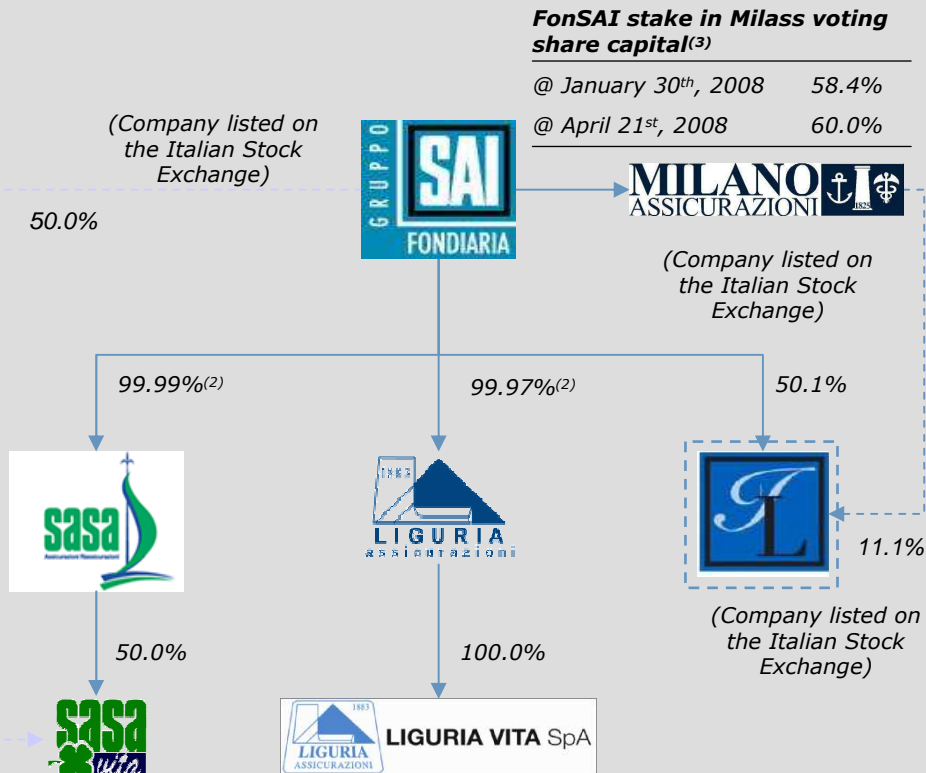
2. Strategic rationale
3. Financial Conditions of the Transaction
4. Shareholders' Value Creation: EPS & NAV impacts
5. Timetable of the Transaction
6. Final Remarks

Description of the Transaction

Objective	Actions	Status
Delisting IMLO	<p>Public Tender Offer in cash and share announced on January 30th, 2008</p> <p>At conclusion on April 17, FonSAI's shareholding in IMLO above 90%</p>	✓
Completion of Group restructuring	<p>BoD resolution (April 23rd, 2008) for the:</p> <ul style="list-style-type: none"> • contribution in kind to Milano Assicurazioni of c. 27.9% stake held by Fonsai in IMLO • contribution in kind to Milano Assicurazioni of the entire stake held by Fonsai in Liguria • merger of Sasa and Sasa Vita into Milano Assicurazioni 	✓
Completion of minority Buy-out	<p>Filing to Consob of the price determination for the "Obbligo di Acquisto" as per article 108, comma 4 and 5 TUF</p>	→
<div> ✓ Success → In Progress </div>		

Description of the Transaction

Shareholders' structure pre-Transaction⁽¹⁾



(1) Holdings as at January 30, 2008

(2) Remaining capital held by minority shareholders

(3) Percentage calculated as the total holdings of Fondiaria-SAI and Premafin in Milano Assicurazioni

Structure of the Transaction

- Contribution in kind to Milano Assicurazioni of c. 27.9% stake held by Fonsai in IMLO
- Contribution in kind to Milano Assicurazioni of the entire stake held by Fonsai in Liguria (99.97% stake)
- Merger of Sasa (99.99% stake) and Sasa Vita into Milano Assicurazioni

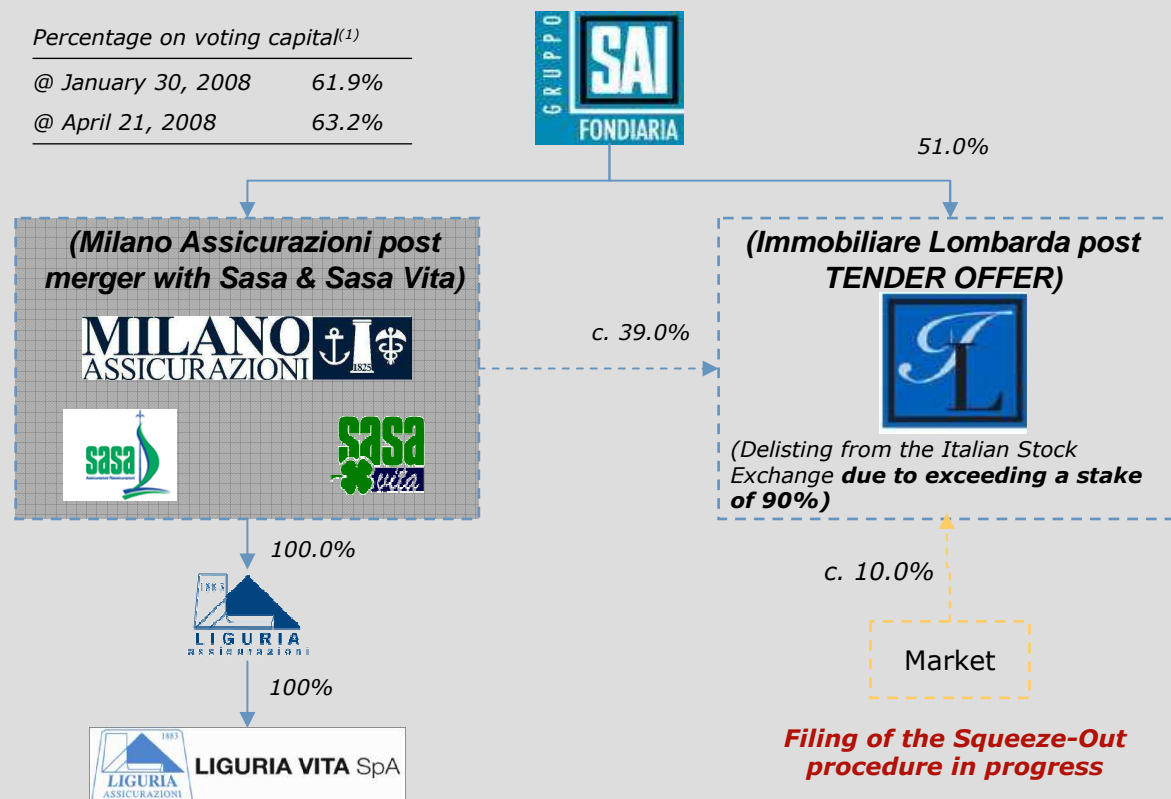
Description of the Transaction

Shareholders' structure post-Transaction

Percentage on voting capital⁽¹⁾

@ January 30, 2008 61.9%

@ April 21, 2008 63.2%



(1) Percentage calculated on the total holdings of Fondiaria-SAI and Premafin in Milano Assicurazioni

Increase of FonSAI's stake in Milano Assicurazioni resulting from the issue of approx. 71 million new Milano ordinary shares for the insurance component of the Transaction (vs. 74/79 million shares announced to the market on February 4, 2008) and approx. 34 million new ordinary shares for the IMLO component (contribution of approx. 27.9% stake)

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Commercial and industrial rationale

- **Restructuring of the FonSAI Group's insurance activities** to focus on a **specialised multibrand/ multichannel strategy**, complying with the new regulatory framework (i.e. Bersani Decree)
- **Cost Synergies**, relating only to the insurance reorganisation of the Company, estimated **at approximately Euro 10 million in 2010⁽¹⁾ p.a.**
- **Restructuring of the real estate activities of the FonSAI Group** in three specialised areas:
 - real estate management
 - properties
 - development project

Financial rationale

- **Capital Optimisation** ("diversification effect" resulting from the merger of Sasa and Sasa Vita into Milano Assicurazioni)
- **Benefit deriving from the re-rating in the Midex** Index and the increased liquidity of the stock

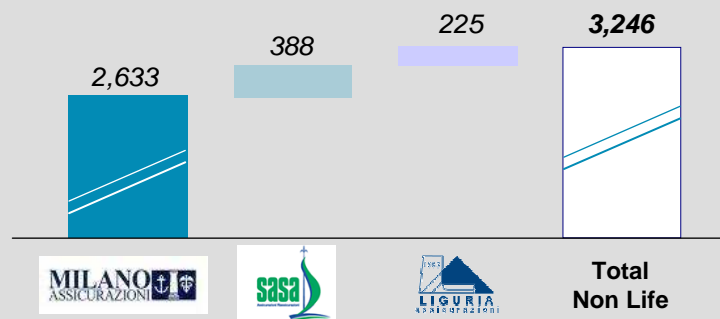
(1) Pre-tax synergies

Strategic rationale – Combined Entity ⁽¹⁾

Improvement of the multibrand network (2,417 agencies in Italy)

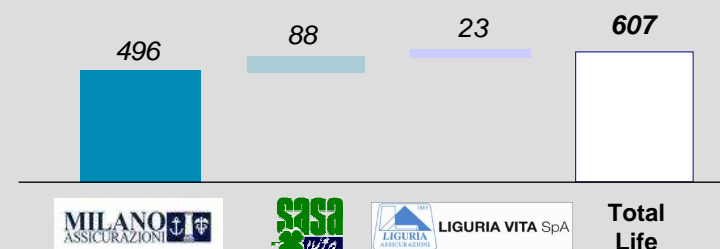
2007 GWP Non Life

Local GAAP, data in € mln



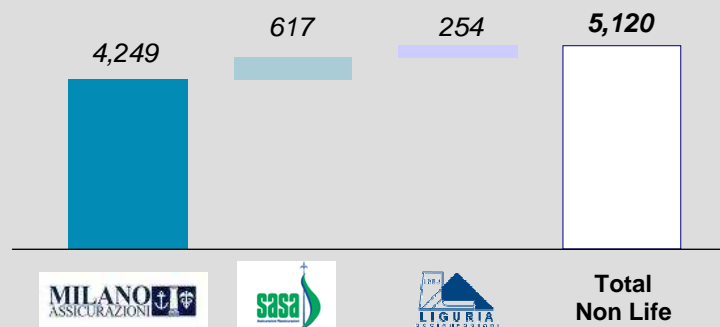
2007 GWP Life

Local GAAP, data in € mln



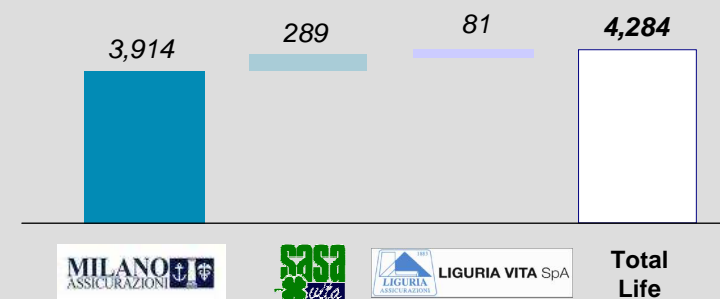
2007 Non Life reserves⁽²⁾

Local GAAP, data in € mln



2007 Life reserves⁽³⁾

Local GAAP, data in € mln



(1) 2007 pro-forma data based on Italian GAAP

(2) Calculated as the sum of the premiums, claims and other reserves of the non-life insurance companies

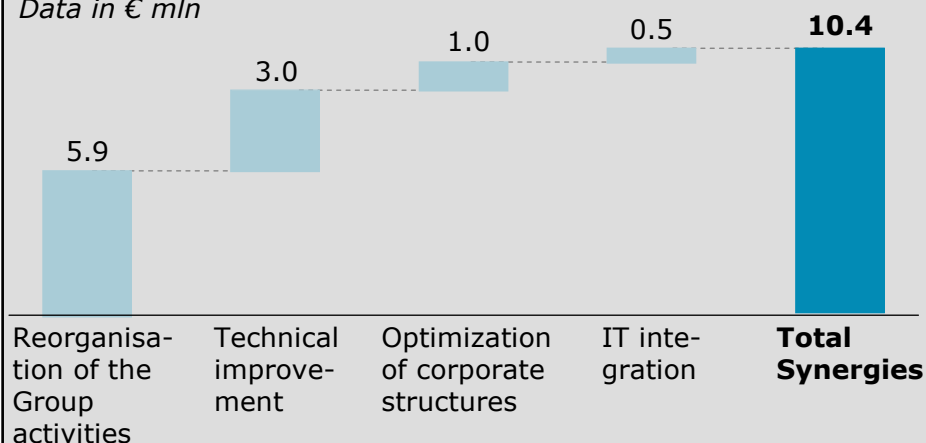
(3) Calculated as the sum of the Traditional and Unit/ Index reserves of the life insurance companies

Source: Company data

Strategic rationale: potential annual cost savings, post reorganisation

Annual gross cost synergies ⁽¹⁾

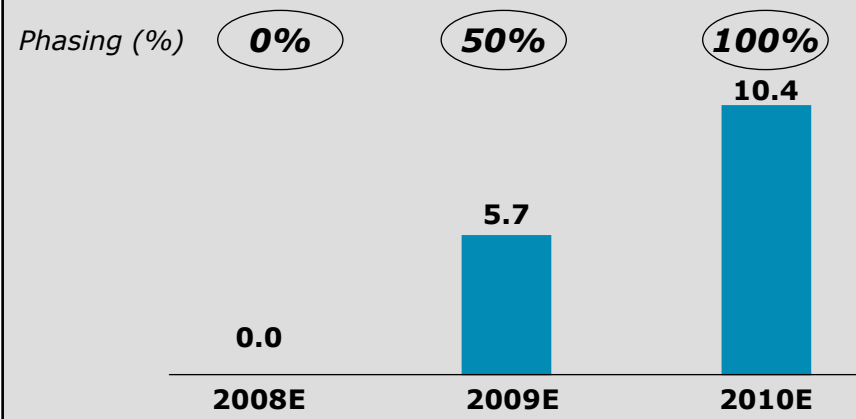
Data in € mln



Synergies phasing ⁽¹⁾

Data in € mln

Phasing (%)



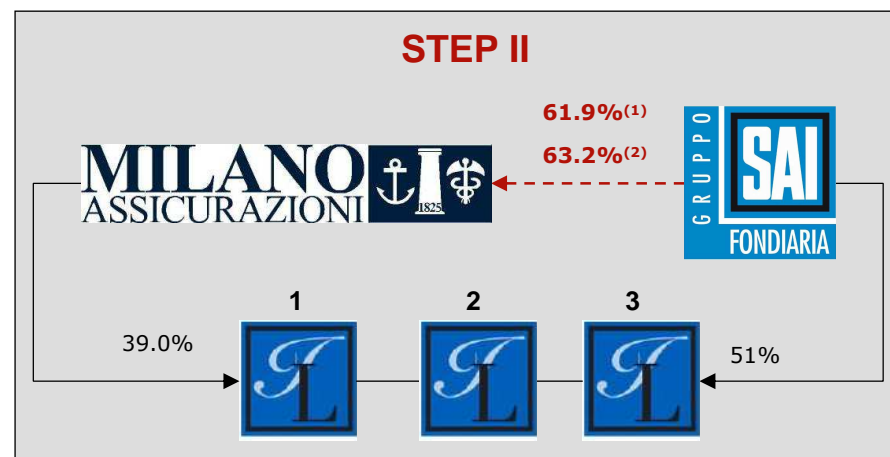
Conservative estimates of the synergies potential:

- no revenue synergies from the insurance business;
- no synergies relating to Immobiliare Lombarda integration.

(1) Estimates include integration costs for the years 2008 and 2009

Source: Company data

Strategic rationale: further potential development of the real estate activities



Spin-off of Immobiliare Lombarda



FUTURE MISSION...

- **Pure captive stand alone real estate management company** (activities of former Progestim)
- Control by two main clients (FSA and MIAss.)
- Consortium legal entity (no inter-group VAT)
- **Company to be spun-off into FonSAI and Milano Assicurazioni**
- Properties and financial holdings directly held by the insurance companies
- **Company to be transformed into a Private Equity Fund** undertaking of the real estate development initiatives of the FonSAI Group through a tax efficient vehicle open to new investors

(1) Stake of the Premafin Group on the voting share capital at January 30, 2008. Percentage calculated as the total holding of Fondiaria-SAI and Premafin in Milano Assicurazioni

(2) Stake of the Premafin Group of the voting share capital at April 21, 2008

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Financial Conditions of the Transaction: share swap ratio proposed by the BoD

- The Board of Directors of Fondiaria-SAI and Milano Assicurazioni approved the following share swap ratios:

MILANO
ASSICURAZIONI



0.82

27 Milano Assicurazioni shares for each 33 shares of SASA Assicurazioni

MILANO
ASSICURAZIONI



0.42

8 Milano Assicurazioni shares for each 19 shares of SASA Vita

MILANO
ASSICURAZIONI



1.10

11 Milano Assicurazioni shares for each 10 shares of Liguria Assicurazioni






MILANO
ASSICURAZIONI



34.00

34 IMLO shares for each 1 Milano Assicurazioni share

Financial Conditions of the Transaction: implied multiples

Company	Swap ratio approved by the BoD	New shares issued (mln)	Implied value for 100% of the Company (MilAss price @ April 21) (€mln) ⁽¹⁾	Implied multiples (x)	
				2007A	
			2,181	P/ E	8.6x ⁽²⁾
	27 Milano Assicurazioni shares for each 33 shares of SASA Assicurazioni	42.5	193	P/ E	8.3x ⁽³⁾
	8 Milano Assicurazioni shares for each 19 shares of SASA Vita	3.5	32	P/ EV	1.0x ⁽⁴⁾
	11 Milano Assicurazioni shares for each 10 shares of Liguria Assicurazioni	25.3	115	P/ E	9.0x ⁽⁵⁾
	34 IMLO shares for each 1 Milano Assicurazioni share	33.7	549	P/ NNAV	0.7x

(1) The valuations of Sasa, Sasa Vita, Liguria and IMLO were calculated based on the market prices of Milano recorded on April 21, 2008 and of the share swap ratios deliberated by the Board of Directors

(2) Calculated on the IAS/ IFRS consolidated net profit

(3) Implicit multiple calculated on the net profit of Sasa Assicurazioni adjusted for non-recurring components and including the adjusted share of profits of Sasa Vita (@50%)

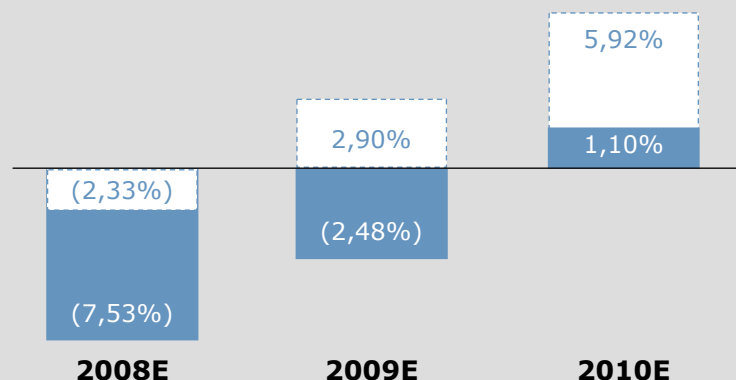
(4) Multiple calculated on the 2007 Embedded Value

(5) Implied multiple calculated on the adjusted net profit

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Shareholders' Value Creation: EPS & NAV impacts

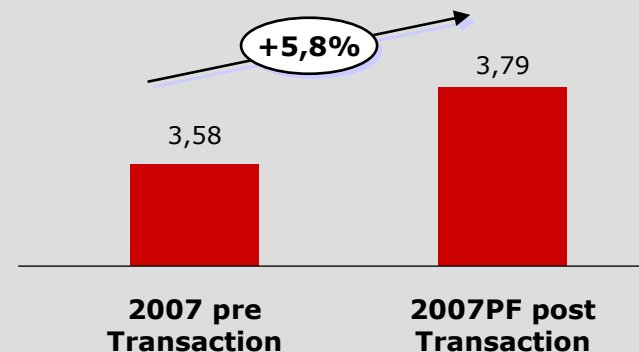
EPS Accretion (Dilution) with synergies⁽¹⁾⁽²⁾



- EPS accretion/ (dilution) for the insurance component (approx. 71 million new Milano ordinary shares)
- EPS accretion/ (dilution) including both the insurance component and Immobiliare Lombarda (approx 105.0 million new Milano ordinary shares)

- One-off costs included in the gross synergies
- Net profit projections derived from IMLO's business plan (Nov. 2006) and from market consensus
- Does not include revenue synergies on the insurance activities and any potential synergies from the integration of IMLO

NAV accretion per share



NAV ⁽³⁾ (€ mln)	1.717,1	1.945,0 ⁽⁴⁾
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- NAV post Transaction assuming a contribution of 27.9% stake in IMLO

EPS accretive from 2009 onwards considering insurance activities only

EPS accretive from 2010 including IMLO

Immediate (2008) positive impact on the pro-forma NAV per share of Milano Assicurazioni

- (1) Earnings per share calculated based on the number of newly issued ordinary shares of Milano Assicurazioni calculated on the basis of the share swap ratios
- (2) Estimated considering the share of the profits attributable to the contribution of IMLO to Milano Assicurazioni (equal to approx. 38%). Net Income projections based on Banca Leonardo research published on November 12, 2007 and equal to approx. €5 mln in 2008, approx €7 mln in 2009 and approx. €18 mln in 2010
- (3) Net Asset Value 2007, net of the 2007 dividend. The NAV was calculated adjusting the book value for the intangible assets and of the URG of the securities and real estate portfolio net of the tax effect. For the gains/losses on the securities, the prices of the shares were updated at March 31, 2008
- (4) Estimated on the basis of a value of IMLO equal to €817 mln (€0.199 per share)

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Timetable of the Transaction

Expected Timetable

**January 30,
2008**



- Call of the Board of Directors of FonSAI to approve the Tender Offer on the shares of Immobiliare Lombarda and the guidelines of the Group's industrial/organizational restructuring project
- Joint press release of Fondiaria-SAI and Milano Assicurazioni relating to the Group industrial/corporate restructuring project

**April 23,
2008**



- Boards of Directors of FonSAI and Milano Assicurazioni to approve the contribution of Liguria and IMLO in Milano
- Boards of Directors of FonSAI, Sasa, Sasa Vita and Milano to approve the merger of Sasa and Sasa Vita into Milano
- Filing of the merger projects at the registered offices of Milano, Sasa and Sasa Vita

**April 30,
2008**



- Filing to ISVAP of the applications for the contributions and the mergers

**By June 6,
2008**



- Experts Opinion pursuant to article 2501 of the Civil Code on the share swap ratio for the merger of Sasa and Sasa Vita
- Experts Opinion pursuant to articles 2343/ 2441 of the Civil Code on the issue price of the shares of Milano in the context of the Contribution of Liguria and IMLO

**By October
10, 2008**



- ISVAP authorisation
- Filing of the Mergers at the Milan and Trieste companies' registration offices
- Publication in the "Gazzetta Ufficiale" and in "Il Sole 24 Ore" of the minutes of the Shareholders' Meeting of Milano
- Call of the Shareholders' Meetings of Milano, Sasa and Sasa Vita for the approval of the merger

**By November
7, 2008**



- Call of the Board of Directors of FonSAI and Milano for the approval of the Information Document for the mergers and the contributions

**By November
24, 2008**



- Call of the Extraordinary Shareholders' Meeting of Milano to approve the share capital increase for the contributions and mergers
- Call of the Extraordinary Shareholders' Meeting of Sasa and Sasa Vita for the approval of the mergers

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- **First Group in-market Transaction successfully completed since the merger between “La Fondiaria” and “SAI” (90% threshold exceeded)**
- **Creation of a multibrand leader in the Italian market**
- **EPS post Transaction:**
 - **issue of approx. 105 mln ordinary Milano shares (117 mln pro-forma with IMLO @100% vs. 125 mln announced on February 4, 2008)**
 - **accretion from 2009 including insurance activities only**
 - **EPS accretive from 2010 including IMLO**
- **Immediate (2008) positive impact on the pro-forma NAV per share of Milano Assicurazioni**
- **Synergies estimated on a conservative basis not accounting for the potential revenue synergies on the insurance business and the synergies relating to IMLO reorganisation**

Value Creation for all Stakeholders

Back-up

Key financial data of the Companies in the Transaction

Non-Life Companies

LOCAL GAAP	 (*) (Non life) 2007A	 2007A	 2007A
Gross premiums written	2,632.6	387.9	225.3
Adjusted net profit	200.8 ⁽¹⁾	21.5 ⁽²⁾	12.4 ⁽³⁾

(*) Company financial statements at December 31, 2007

(1) Net profit adjusted for goodwill amortization allocated to the non-life business





(2) Net profit adjusted for extraordinary items and non-recurring technical components (run-off). In particular, the 2007 net profit was adjusted for non-recurring technical components (catastrophic claims in the fire segment) and extraordinary items. In addition, in 2007 the theoretical tax effect was considered without considering the benefits deriving from the recovery of income taxes.

(3) Net profit adjusted for extraordinary items and non-recurring technical components (run-off)

Source: Company data

Key financial data of the Company is included in the Transaction

Life Insurance Companies

LOCAL GAAP Data in Euro millions, unless otherwise stated	 (Life Division) 2007A	 2007A	 2007A	 2007A
Gross premiums written	496.5	618.6	87.5	22.7
Net profit	37.0	11.2	3.6 ⁽¹⁾	0.2
APE	39.5	71.4	8.5	4.5
New Business Margin	11.2%	9.0%	16.5%	17.2%

(1) Net profit adjusted for non-recurring items, such as extraordinary income, provisions/losses on investments

Source: Company data