

PRESS RELEASE

Turin, December 6, 2010 – Following the requests by CONSOB of November 4 and 8, 2010, and based on that already announced to the market on November 10 on the approval of the Interim Report at September 30, 2010, the information requested by CONSOB, concerning transactions with all related parties carried out in the year and until September 30, 2010 and including amounts below Euro 5 million, is provided.

Transactions with related parties

The Board of Directors has previously approved specific conduct principles for the undertaking of significant transactions, inter-group transactions and transactions with related parties, including those relating to real estate construction projects, as recommended by the Self-Governance Code for listed companies. The Internal Control Committee, in undertaking its consultative functions, was appointed to carry out a preliminary examination, as is common practise, of the inter-group and related party transactions - which in accordance with the above-stated principles are subject to examination and approval by the Board of Directors or by the Executive Committee.

In line with the conduct principles in question, the guidelines on inter-group and related party transactions were drawn up (and approved by the Board of Directors) in accordance with ISVAP regulation No. 25 of May 27, 2008.

According to that established in the conduct principles and in the above-stated guidelines, inter-group transactions and those with related parties require, for those above the established value thresholds, the acquisition of a specific fairness opinion concerning the correctness of the transaction values, in addition to, where necessary, a specific legal opinion in the case in which the nature of the contract demands a more in-depth legal analysis.

The conduct principles and the guidelines adopted are included in the Corporate Governance report, published in accordance with the relevant regulations to which reference is made.

As already announced to the market on November 30, 2010, the Board of Directors of the Company unanimously approved on that date, with unanimous approval also of the specially constituted Committee to examine the document comprising only independent directors, the procedure for transactions with related parties in accordance with Consob resolution No. 17221 of March 12, 2010.

The procedure - available on the Company's internet site www.fondiaria-sai.it since December 1, 2010 - is applicable from January 1, 2011 - with the transparency clauses effective from December 1, 2010.

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The following table illustrates the Fondiaria-SAI Group transactions to September 30, 2010 with "other related parties", indicating by type of transaction the effects on the receivables, payables costs and revenues, in addition to the relative cash flows.

	(in Euro thousands)					
	Assets	Liabilities	Revenues	Costs	Receipts	Payments
Real estate activities	217,347	32,738	214	8,655	272	58,513
Insurance activities	2,171	51	1,251	8,978	1,242	11,125
Financial activities	18,377		210		210	18,377
Services	691		392		151	
Grants received		888		5,673		5,804
Directors & Stat Aud Fees		2,006		8,829		5,068
Key management		1,123		4,337		2,134
	238,586	36,806	2,067	36,472	1,875	101,021

Real estate activities

The amounts recorded in this category principally include:

- Total payments on account of Euro 43.1 million made to IM.CO. S.p.A. in relation to the real estate operations concerning the land at Milan, Via Confalonieri-Via de Castillia (Lunetta dell'Isola). The payments made in the year total Euro 1 million. 1. The operation began in 2005 with the sale to "IM.CO. S.p.A." of the above-mentioned land and provides for the purchase from "IM.CO. S.p.A." for Euro 93.7 million of a building for office use under construction on the land sold.
- Euro 103.5 million of payments on account in previous years to the company Avvenimenti e Sviluppo Alberghiero S.r.l. in relation to the execution of the real estate contracts on the building areas at Via Fiorentini, Rome. We recall that this operation, undertaken in 2003, included the sale to "Avvenimenti e Sviluppo Alberghiero S.r.l." of a site and the purchase of the completed real estate complex under construction on the land in question at a price of Euro 110 million, including the supplementary contract signed in 2009. No payments were made in the current year in relation to this operation;

- Concerning the real estate projects at the Loano Tourist Port (through the subsidiary Marina di Loano) and the building in Milan, Via Cambi (through the subsidiary Crivelli s.r.l.), in the first nine months of 2010 the two companies incurred charges from the related party Marcora Costruzioni for Euro 35.4 million.
Of these, Euro 22.6 million relate to the works for the construction of the Loano port and Euro 12.8 million to the building owned by the subsidiary Crivelli S.r.l..
The amounts paid in the period to Marcora Costruzioni were respectively Euro 19.8 million for Marina di Loano and Euro 12.0 million for Crivelli.
These charges are recorded to property, plant and equipment as they are considered inventory of real estate operations in progress.
In addition, at the end of November, as previously announced to the market, the holding in Crivelli s.r.l. was sold to Unicredit Real Estate S.p.A., with the building at Via Cambi valued at Euro 63.5 million. The sale of the company - entirely owned by Fondiaria-Sai - results in a gain of approx. Euro 13 million.
- The category includes Euro 19.3 million relating to payments on account made by the subsidiary Immobiliare Fondiaria-SAI to the related party IM.CO. S.p.A. for the future construction of the hotel complex with wellness centre which is currently in progress in the municipality of S. Pancrazio Parmense (Parma).

Insurance activities

The revenues relate to life policy premiums written. The costs relate to commissions paid to insurance brokers for contracts acquired on behalf of the Fondiaria-SAI Group and the settlement of matured or redeemed life policies.

Financial activities

- In relation to the subsidiary BancaSai, the company granted credit lines to the related parties IM.CO. S.p.A. and Sinergia Holding S.p.A. respectively for Euro 9.8 million and Euro 7.9 million.

Services provided and received

- These principally include revenues from normal activities within the diversified sector and costs related to services acquired for the institutional activities of Group companies.

Receivables from related parties account for 0.55% of the total assets in the consolidated financial statements with payables accounting for 0.09% of the consolidated liabilities excluding the items relating to shareholders' equity. These percentages are based on the latest Group Consolidated Balance Sheet reported in the 2010 consolidated half-year financial statements.

The Cash Flows absorb 5.8% of net liquidity deriving from operating activities as reported in the Consolidated Cash Flow Statement at 30/06/2010.



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The Executive Responsible for the preparation of the corporate accounting documents, Pier Giorgio Bedogni, declares in accordance with article 154 bis, paragraph 2, of the Consolidated Finance Act, that the information contained in the present press release corresponds to the underlying accounting documents.

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