

**FONDIARIA-SAI S.p.A.: CALLING OF THE EXTRAORDINARY SHAREHOLDERS' MEETING
SAI AGRICOLA, A SUBSIDIARY OF FONDIARIA-SAI, REACHES AGREEMENT FOR THE SALE
OF THE "CASCINA VENERIA" AGRICULTURAL HOLDING FOR EURO 40 MILLION,
RESULTING IN A GAIN AFTER TAXES OF APPROX. EURO 31 MILLION**

PRESS RELEASE

Pursuant to article 114 of Legislative Decree No. 58/98

- FONDIARIA-SAI S.p.A. HAS CALLED AN EXTRAORDINARY SHAREHOLDERS' MEETING FOR JANUARY 25, 2011 IN FIRST CALL AND, IF APPLICABLE, FOR JANUARY 26, 2011 IN SECOND CALL TO VOTE UPON THE CONFERMENT TO THE BOARD OF DIRECTORS, IN ACCORDANCE WITH ARTICLE 2443 OF THE CIVIL CODE, OF THE FACULTY TO INCREASE THE SHARE CAPITAL FOR A TOTAL MAXIMUM AMOUNT, INCLUDING ANY SHARE PREMIUM, OF EURO 460,000,000.00;
- SAIAGRICOLA (A SUBSIDIARY OF FONDIARIA-SAI, HELD 92% DIRECTLY WITH THE REMAINING PART HELD INDIRECTLY) SIGNED A BINDING AGREEMENT FOR THE SALE OF THE ENTIRE HOLDING, COMPRISING 100% OF THE SHARE CAPITAL, HELD IN AGRISAI S.R.L., THE OWNER OF "VENERIA" AGRICULTURAL HOLDING IN LIGNANA (VC). THE SALE PRICE OF EURO 40 MILLION WILL RESULT IN A GAIN AFTER TAXES OF EURO 31.4 MILLION FOR THE GROUP. THE OPERATION WILL BE COMPLETED BY DECEMBER 31, 2010.

* * *

Milan, December 21, 2010

In execution of the mandate conferred by the Board of Directors, the Chairman has called the Extraordinary Shareholders' Meeting of FONDIARIA-SAI S.p.A. for January 25, 2011 at the time of 3.00 pm at Via Piero Gobetti 15 in the Hotel Principi di Piemonte of Turin in first call and, if applicable, in second call on January 26, 2011 at the time of 11.00 am, at the same location, to resolve upon the following agenda:

- 1) The authorisation of the Board of Directors, in accordance with article 2443 of the civil code, to undertake a paid-in divisible share capital increase, for a total maximum amount, including any share premium, of Euro 460 million through the issue of new ordinary and savings shares to be offered as options to shareholders. Consequent amendment to article 5 of the Company By-Laws. Resolutions thereon.

The call notice will be published in accordance with applicable regulations from December 23, 2010 on the company's internet site www.fondiaria-sai.it and, as per article 9 of the by-laws, in the Official Gazette of December 23, 2010 and in the daily newspaper Il Sole 24 Ore on the same date.

As established by article 125.3 of the CFA, the Directors' Report on the agenda proposals will be available on the company's internet site www.fondiaria-sai.it from the date of publication of the extraordinary shareholders' meeting call notice.

*** ***** ***



SAI AGRICOLA S.p.A., a subsidiary of Fondiaria-SAI S.p.A., signed a binding agreement with a group of agricultural businesses for the sale of the entire holding, comprising 100% of the share capital, held in AGRISAI S.R.L., for a consideration of Euro 40 million.

Agrisai organises and manages the cultivation, processing and sale of rice in the Lignana locality of the province of Vercelli (the "CASCINA VENERIA" agricultural holding).

Cascina Veneria is the largest single crop rice producing holding in Europe covering an area of over 700 hectares located near the heart of Vercelli. Differing rice quality types are cultivated (Carnaroli, Baldo, Vialone Nano, Balilla, Gange Aromatico) with the harvesting, processing, packaging of the finished product and sale also carried out.

The operation - expected to be completed by December 31, 2010 - will result in a gain after taxes for the Group of approx. Euro 31 million.

The sale of Cascina Veneria, together with further disposals of non-strategic assets, is part of a wider programme with the goal of strengthening the capital of the Fondiaria-SAI Group in order to, among others, achieve the Risk Tolerance objectives set by the Board of Directors.

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.

Press Office

Federica Dal Conte
Tel. +39 02-66 70 43 24
Mob. +39 335 7591911

Investor Relations

Luca Guasco
Giancarlo Lana
Floriana Amari
Tel. +39 011-66 57 642
Tel. +39 02-64 02 25 74
investorrelations@fondiaria-sai.it

AD Hoc Communication Advisor

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