

UnipolSai Assicurazioni S.p.A.  
Registered Office in Bologna, Via Stalingrado 45 - Share Capital €1,996,129,451.62 fully paid-up  
Tax Identification Number and Bologna Companies' Register Number 00818570012  
Company entered in the Register of Insurance Companies under No. 1.00006  
Subject to the management and coordination of Unipol Gruppo Finanziario S.p.A.  
and belonging to the Unipol Insurance Group, entered under No. 046 of the Register of Insurance Groups

## EXTRACT OF NOTICE OF SPECIAL MEETING (pursuant to Article 125-bis, paragraph 1 of Legislative Decree No. 58/1998)

### NOTICE OF SPECIAL MEETING OF HOLDERS OF CLASS A SAVINGS SHARES

Holders of UnipolSai Assicurazioni S.p.A. Class A Savings Shares are hereby invited to attend the Special Meeting convened in a single call on 26 January 2015 at 2:30 pm - and in any case, if at a later time, after the conclusion of the Ordinary and Extraordinary Shareholders' Meetings called on the same day - at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna):

to resolve on the Meeting called by the Joint Representative of Holders of Savings Shares of the same category, pursuant to Article 146, paragraph 2 of Legislative Decree No. 58/1998, on the following

#### AGENDA

1. "Statement of the Joint Representative on the initiatives undertaken thereby for the protection of the category against UnipolSai S.p.A. and the use of the Joint Fund pursuant to Article 146, paragraph 1 of the Consolidated Law on Finance, set up by resolution of the Special Meeting of Holders of Savings Shares held on 13 April 2012."
2. "Statement regarding the legal action brought by the Joint Representative of the category against UnipolSai S.p.A. (formerly Fondiaria-Sai S.p.A.), pending before the Court of Turin, concerning the resolutions of the Extraordinary Shareholders' Meeting of Fondiaria-Sai S.p.A. held on 27 June 2012 and the effects of any mandatory conversion of Class A Savings Shares into Ordinary Shares, as proposed by the Board of Directors of the Company on 1 December 2014; authorization for the continuation of such proceedings and/or further different initiatives of a judicial and/or extrajudicial nature for the protection of the rights of the category; related and consequent resolutions"
3. Authorization for the Joint Representative of the category to use the Joint Fund pursuant to Article 146, paragraph 1 of the Consolidated Law on Finance, set up by resolution of the Special Meeting of Holders of Savings Shares held on 13 April 2012 for the purpose of covering the costs incurred and to be incurred for initiatives protecting the interests of the category; related and consequent resolutions."

as well as to resolve on the Meeting called by the Joint Representative of Holders of Savings Shares of the same category, pursuant to Article 146, paragraph 2 of Legislative Decree No. 58/1998, regarded as a call at the request of certain Holders of Savings Shares of the category, on the following

#### AGENDA

4. "Any resignation or resolutions regarding the revocation of the current Joint Representative of the Holders of UnipolSai Class A Savings Shares, Dario Trevisan, Lawyer".
5. "Any appointment of a new Joint Representative".

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#### Participation and representation at the Meeting

Entitlement to attend the Meeting and exercise voting rights must be certified by a notice issued to the Company by an authorized intermediary, in accordance with its accounting records, in favour of the party entitled to vote.

This notice must be issued by the intermediary based on evidence at the record date (15 January 2015), corresponding to the seventh trading day prior to the date of the Meeting.

All entitled parties may be represented at the Meeting by proxy granted in accordance with the law. The Joint Representative of Holders of Class A Savings Shares has appointed Computershare S.p.A. as the representative to which proxies may be granted with voting instructions by means of specific forms provided for the purpose.

The forms to be used to grant proxy will be available on the Company website ([www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/Meetings January 2015*) and will be sent to any requesting parties calling 800077331 or 011 0923200.

#### Documentation and information

Further information and detailed instructions on the rights that may be exercised by Shareholders can be found on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/Meetings January 2015*.

By 27 December 2014 the introductory reports of the Joint Representative on the proposed resolutions on the agenda of the Special Meeting of Holders of Class A Savings Shares, and eventually, on 5 January 2014, the final reports of the Joint Representative on the same proposed resolutions, with the addition, by 6 January 2015, of the report concerning the proposed resolution for the mandatory conversion of Class A Savings Shares, as well as Class B Savings Shares, into Ordinary Shares of the Company will be available to the public at the registered office, on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/Meetings January 2015* and on the centralized storage mechanism [www.1info.it](http://www.1info.it).

Milan, 23 December 2014

The Joint Representative of Holders of Class A Savings Shares



(Dario Trevisan, Lawyer)