



UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Fully paid in share capital € 1,977,533,765.65
Tax identification number and registration number with the Register of Companies of Bologna 00818570012
Company registered 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, registered under No. 046 of the Register of Insurance Groups

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. is hereby **convened to meet, on single call**, at the Conference Center Villa Cicogna, Via Palazzetti 1N, San Lazzaro di Savena (Bologna) on **29 April 2014** at 10:00 am to resolve on the following

AGENDA

In the Extraordinary session

- Resolutions pursuant to Law No. 72/1983, Law No. 413/1991 and Law No. 342/2000.

In the Ordinary session

- Financial statements at 31 December 2013; Management Report of the Board of Directors; Report of the Board of Auditors and of the Independent Audit Firm for Unipol Assicurazioni S.p.A., Milano Assicurazioni S.p.A., Premafin HP S.p.A. and UnipolSai Assicurazioni S.p.A.. Resolutions pertaining thereto and resulting therefrom.
- Composition of the Board of Directors following the resignation of a Director. Resolutions pertaining thereto and resulting therefrom.
- Integration of the Board of Auditors following the resignation of a Statutory Auditor. Resolutions pertaining thereto and resulting therefrom.
- Remuneration Report prepared in accordance with Article 123-ter of the Consolidated Law on Finance and Article 24 of the ISVAP Regulation No. 39 of 9 June 2011. Resolutions pertaining thereto and resulting therefrom.
- Change to the remuneration plan for 2013-2015 based on financial instruments pursuant to Article 114-bis of the Consolidated Law on Finance. Resolutions pertaining thereto and resulting therefrom.
- Purchase and sale of treasury shares and shares of the parent company. Resolutions pertaining thereto and resulting therefrom.

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Participation and Representation at the Shareholders' Meeting

Those who are found to be holders of voting rights at the close of business on 16 April 2014 (*record date*) and in regard of whom the Company has received the relevant notice from the authorized intermediary will be entitled to participate and exercise their right to vote at the Shareholders' Meeting.

Those who are found to hold shares after 16 April 2014 will not have the right to participate and vote at the Shareholders' Meeting. Holders of UnipolSai Assicurazioni S.p.A. ordinary shares not deposited with Monte Titoli S.p.A. should recall that the exercise of rights relating to such securities may only take place upon delivery of the same to an intermediary for entry into the centralized book entry system.

Holders of the right to vote may be represented at the Shareholders' Meeting by written proxy, in accordance with applicable provisions of law. The proxy form for this purpose is available on the Company's website (www.unipolsai.com Section *Governance/Shareholders' Meetings/April 2014 Meeting*).

The Company has appointed Computershare S.p.A. with offices in Torino, Via Nizza 262/73, as Representative, pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 ("Consolidated Law on Finance"), to which the holders of voting rights may give a proxy with voting instructions on all or some of the proposals on items on the agenda. The proxy must be given to said Representative designated by the Company by 25 April 2014 following the instructions and using the specific proxy form available on the Company's website (www.unipolsai.com Section *Governance/Shareholders' Meetings/April 2014 Meeting*). The proxy will only be valid for the proposals in relation to which voting instructions have been given. The proxy and voting instructions may be revoked by the above deadline of 25 April 2014 in the manner indicated above.

The instructions on the forms themselves must be followed for the assignment and notification of proxies, including electronic proxies.

If, for technical reasons, the proxy forms cannot be made available in electronic form, the same will be sent upon simple request by calling phone No. 800077331 or No. 011 0923200.

The Holders of shares deposited with the Company will be able to attend the Shareholders' Meeting with prior notice transmitted electronically to the certified email address azionistiunipolsai@pec.unipol.it or by fax to +39 055 4792006, or by calling phone No. +39 055 4794308.

Questions on items on the agenda

Pursuant to Article 127-*ter* of the Italian Consolidated Law on Finance, those who have the right to vote may submit questions on the items on the agenda even before the Shareholders' Meeting, by sending a registered letter addressed to UnipolSai Assicurazioni S.p.A. – Shareholders' Department - Via Lorenzo il Magnifico 1, 50129 Florence, or by transmitting the request by fax to No. +39 055 4792006, by e-mail to the certified email address: azionistiunipolsai@pec.unipol.it or, finally, by filling out the form that can be found on the website www.unipolsai.com Section *Governance/ Shareholders' Meetings/April 2014 Meeting*. Applications must be received by the end of the third day preceding the date set for the General Meeting, i.e. by 26 April 2014.

Consideration will only be given to questions that are closely relevant to the matters on the agenda. Submitters must provide their personal details (name and surname or business name in the case of a company, place and date of birth and Italian tax identification code) and require the custodian intermediary to submit a specific communication to the Company, stating the ownership of shares by the submitter with effect until 16 April 2014 (*record date*) addressed to azionistiunipolsai@pec.unipol.it. If a Shareholder has requested the custodian intermediary a communication for proof of legitimacy to attend the Shareholders' Meeting, it will be sufficient to include in the request the references of such notice as issued by the intermediary or, at least, the name of the same intermediary.

Questions received before the Shareholders' Meeting will be answered no later than during the same, with the option for the Company to provide a single answer to questions having similar content.

Additions to the agenda

Pursuant to Article 126-*bis* of the Italian Consolidated Law on Finance, Shareholders who, individually or jointly, represent one fortieth of the Company's share capital may, within ten days from the publication of this Notice of meeting, thus by 8 April 2014, request the addition of items on the agenda, indicating the additional items proposed in their request, or submit proposed resolutions on matters already on the agenda. No addition is allowed for topics on which the Shareholders' Meeting will pass resolutions, in accordance with the law, upon the proposal of the directors or on the basis of a project or a report prepared by them other than those referred to in Article 125-*ter*, paragraph 1, of the Italian Consolidated Law on Finance.

Requests must be made in writing by sending a letter with r/r addressed to UnipolSai Assicurazioni S.p.A. - Shareholders' Department, Via Lorenzo il Magnifico 1, 50129 Florence, or to the certified email address: azionistiunipolsai@pec.unipol.it.

The certification of ownership of securities by the submitting Shareholders and of the equity capital required to request additions to the agenda must be proven by a specific notice from the custodian intermediary, valid as at the date of such request, addressed to azionistiunipolsai@pec.unipol.it.

Any additions to the agenda will be notified in the same manner as prescribed by law for the Notice of meeting within the term laid down by current regulations.

Shareholders who request an addition to the agenda of the Shareholders' Meeting must prepare a report stating the reasons for the proposed resolutions on the new items they propose for discussion or the reasons relating to the additional proposed resolutions submitted in regard of items already on the agenda: the above report must be forwarded to the Board of Directors before the final deadline for submission of the additional item to the agenda.

Information on share capital

As at the date hereof, the Company's share capital is € 1,977,533,765.65 divided into 2,250,906,752 ordinary shares, 1,276,836 class "A" savings shares and 377,193,155 class "B" savings shares, all without par value. Excluding treasury shares and those held by subsidiaries, 2,197,357,066 ordinary shares are entitled to vote as at the same date.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by Shareholders can be found on the Company's website at www.unipolsai.com Section *Governance/ Shareholders' Meetings/April 2014 Meeting*.

The following will be available to the public at the Company's registered office and on its website www.unipolsai.com Section *Governance/ Shareholders' Meetings/April 2014 Meeting*:

- As from the date hereof, the reports of the Board of Directors and the proposed resolutions on all matters on the agenda of the Shareholders' Meeting;
- As of 7 April 2014, the Annual Financial Report and the other documents referred to in Article 154-*ter*, paragraph 1, of the Italian Consolidated Law on Finance and the Report on Corporate Governance and Ownership Structure.

Moreover, the annual financial statements of the subsidiaries and associated companies will be made available at the registered office as of 14 April 2014.

Shareholders may obtain a copy of such documentation.

The legitimate parties are invited to arrive earlier than the time scheduled for the Shareholders' Meeting in order to facilitate the registration process, which will begin at 09.00.

Bologna, 29 March 2014

Fabio Cerchiai

Chairman of

the Board of Directors