

## UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 - Share Capital €2,031,454,951.73 fully paid-up  
Tax Identification Number and Bologna Companies' Register Number 00818570012  
Company entered in the Register of Insurance Companies under Number 1.00006  
Subject to the management and coordination of Unipol Gruppo Finanziario S.p.A.  
and belonging to the Unipol Insurance Group, entered under Number 046 of the Register of Insurance Groups

### EXTRACT OF NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to Article 125-bis, Paragraph 1, Legislative Decree No. 58/1998)

## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. is hereby convened in a single call on 27 April 2016, at 10:30 am, at the Unipol Auditorium, Via Stalingrado 37, Bologna, in order to resolve on the following

### AGENDA

#### In the Ordinary session

1. Financial Statements as at 31 December 2015; Directors' Report; Board of Statutory Auditors' and Independent Auditors' Report for UnipolSai Assicurazioni S.p.A., Liguria – Società di Assicurazioni – S.p.A. and Liguria Vita S.p.A. Related and consequent resolutions.
2. Appointment of the Board of Directors for financial years 2016, 2017 and 2018, following the determination of the number of members and determination of the remuneration thereof. Related and consequent resolutions.
3. Remuneration report prepared pursuant to 123-ter of the Consolidated Law on Finance and Article 24 of ISVAP Regulation No. 39 of 9 June 2011. Related and consequent resolutions.
4. Approval of the remuneration plan based on financial instruments, pursuant to Article 114-bis of the Consolidated Law on Finance. Related and consequent resolutions.
5. Acquisition and disposal of treasury shares and shares of the parent company. Related and consequent resolutions.
6. Update of the meeting regulations. Related and consequent resolutions.

#### In the Extraordinary session

1. Amendment of Articles 14 ("Corporate Offices"), 15 ("Meetings of the Board of Directors"), 18 ("Executive Committee"), 20 ("General Managers"), 21 ("Corporate Representation") and 26 ("Manager in charge of the preparation of the corporate accounting documents") of the Company By-Laws. Related and consequent resolutions.

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#### Participation and representation at the Shareholders' Meeting

Entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a notice issued to the Company by an authorised intermediary, in accordance with its accounting records, in favor of the party entitled to vote.  
This notice must be issued by the intermediary based on evidence at the record date (18 April 2016), corresponding to the seventh trading day prior to the date of the Shareholders' Meeting.

All entitled parties may be represented at the Shareholders' Meeting by proxy granted in accordance with the law. The Company 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 *Corporate Governance/Shareholders' Meetings/April 2016 Meeting*) and will be sent to any requesting parties that call +39 011 0923200.

#### Documentation and further information

The full notice convening the Shareholders' Meeting, available on the Company website ([www.unipolsai.com](http://www.unipolsai.com)) under the section *Corporate Governance/Shareholders' Meetings/April 2016 Meeting*), contains all information and detailed instructions on the rights that may be exercised by Shareholders, with regard to the submission of lists for the appointment of the Board of Directors, the right to submit questions and any additions to the agenda.

The reports and proposed resolutions on items on the agenda will be available to the public at the registered office and published on the aforementioned Company website, as well as on the website of the authorised storage mechanism eMarket Storage ([www.emarketstorage.com](http://www.emarketstorage.com)), within their respective terms and in the manner required by law, and will be transmitted to requesting parties,

In particular, the following will be made available to the public:

- from the date hereof, the report of the Board of Directors on the matters referred to in item 2 of the agenda for the Ordinary session and the sole item of the agenda for the Extraordinary session, jointly – in this latter regard – on the relative proposed resolution;
- by 28 March 2016, the report of the Board of Directors and proposed resolution on the matters referred to in items 1, 3, 4, 5 and 6 of the agenda for the Ordinary session, including, among other things, with regard to items 3 and 4 of the agenda, the Report pursuant to Article 123-ter of the Consolidated Law on Finance and Article 24 of ISVAP Regulation No. 39 of 9 June 2011 and the disclosure pursuant to Article 114-bis of the Consolidated Law on Finance and Article 84-bis of the Issuers' Regulation, respectively;
- by 5 April 2016, the Annual Report for 2015 and other documents pursuant to Article 154-ter, Paragraph 1 of the Consolidated Law on Finance, as well as the Annual Report on corporate governance and ownership structure.

Moreover, by 12 April 2016 the financial statements of subsidiaries and associated companies shall be made available at the registered office.