

PRESS RELEASE

Milan, September 20, 2012 – Following the acquisition of control by Unipol Gruppo Finanziario S.p.A. (UGF) of Premafin Finanziaria S.p.A. and therefore indirectly of the Company, the entire Board resigned their positions today, resulting in the lapse of the Board in accordance with the company by-laws.

The Directors Mr. Emanuele Erbetta, Mr. Paolo Arbarello, Ms. Barbara De Marchi, Mr. Giuseppe Lazzaroni, Ms. Nicola Maione, Ms. Nicola Miglietta, Mr. Ugo Milazzo, Mr. Antonio Salvi and Ms. Alessandra Talarico will continue therefore in *prorogatio* until the next Shareholders' Meeting.

The Board therefore called the Shareholders' Meeting for the appointment of the new Board, mandating Mr. Emanuele Erbetta to establish the place, date and time of the Meeting, to be held however by December 15, 2012 and considering also the timeframe for the appointment of the new Board of Directors of Fondiaria-SAI.

The same Meeting will include also the Extraordinary Shareholders' Meeting for the inclusion in the company by-laws of the provisions established to guarantee compliance with the gender equality regulation which concerns the composition of the Board of Directors and the Board of Statutory Auditors.

Given the appointment by ISVAP of an *ad acta* representative within Fondiaria-SAI and the powers granted also in relation to the subsidiary Milano Assicurazioni, at this time the Shareholders' Meeting regarding the social responsibility actions approved by the Board on August 2 has not been called.

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