

PRESS RELEASE
UNIPOL – PREMAFIN/FONDIARIA – SAI
INTEGRATION PLAN

**INVESTMENT AGREEMENT OF 29 JANUARY 2012 BETWEEN UNIPOL
GRUPPO FINANZIARIO S.P.A. (“UGF”) AND PREMAFIN
FINANZIARIA S.P.A. - INVESTMENT HOLDING (“PREMAFIN”) –
UGF COMMITMENTS**

BOLOGNA, 29 March 2012 – Following the market announcement, on the request of the Italian securities and exchange commission (CONSOB) and with the objective of providing maximum information with regard to the integration plan between the Unipol Group and the Premafin–Fondiaria Sai Group (“Integration Plan”), also in view of the forthcoming formalities which are linked to its implementation, the following documents have been published in full and are available on the Unipol website (www.unipol.it):

- the investment agreement, including annexes, whereby UGF and Premafin define the reciprocal commitments with regard to the Integration Plan;
- UGF commitment – subject to acquisition of the control of Premafin – to withhold from proposing and to act within its competency to prevent others from proposing to or securing the approval of the general meetings of Premafin, Fondiaria–Sai S.p.A., Milano Assicurazioni S.p.A. and their subsidiaries, the corporate action referred to in Article 2393 of the Civil Code, and to withhold from filing legal action of other nature with regard to the directors and statutory auditors of said companies in office in the last five years (2007-2011), with regard to their conduct and activities in their respective posts until 29 January 2012, with the obligation of UGF to release said individuals from liability under the terms of Article 2393 of the Civil Code should such action be taken with the decisive vote in favour of UGF (or any of its subsidiaries);
- UGF commitment – again subject to acquisition of the control of Premafin and due to the fact that among the conditions for suspension of the investment agreement signed by UGF and Premafin on 29 January 2012 are the early resignations of most directors appointed by the general meeting of Premafin – to ensure, under Article 1381 of the Civil Code, that Premafin pays by way of compensation to the directors removed from their posts as a result of such resignations the sums each is entitled to receive until the natural expiry of his mandate, i.e. until approval of the financial statements for the year ending 31 December 2012.

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www.unipol.it



For more details please consult the documents posted on the Company's website at the address given above, and which are an integral part of the present announcement.

Unipol Gruppo Finanziario S.p.A.
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