



PRESS RELEASE

FONDIARIA-SAI S.p.A.: SHARE RIGHTS ISSUE

Share rights issue: closing of rights offer period

Subscription of 68.273% of the ordinary share options and 22.193% of the Category B savings share options, for a total value of Euro 666,342,127.08.

Milan, August 1, 2012. The shareholder rights offer subscription period today concluded for a maximum 916,895,448 newly issued ordinary shares (the “**Ordinary Shares**”) and a maximum 321,762,672 Category B savings shares (the “**Category B Savings Shares**”) of Fondiaria-SAI S.p.A. (the “**Rights Offer**”), relating to the paid-in divisible share capital increase approved by the Board of Directors’ meeting of July 5, 2012 in execution of the powers delegated by the Extraordinary Shareholders’ Meeting of June 27, 2012 (the “**Share Capital Increase**”).

During the rights offer period between July 16, 2012 and August 1, 2012 (inclusive), (the “**Offer Period**”), 2,484,113 option rights were taken up for 625,996,476 newly issued Fondiaria-SAI S.p.A. ordinary shares and 283,366 option rights for 71,408,232 Category B savings shares, equal to respectively 68.273%% of the total of the newly issued ordinary shares and 22.193%% of the total of the newly issued savings shares offered, for a total value of Euro 666,342,127.08.

Following the subscription commitments undertaken, 1,195,406 option rights were exercised by the shareholder Premafin Finanziaria S.p.A. – Holding di Partecipazioni (“**Premafin**”) for the subscription of 301,242,312 ordinary shares for a value of Euro 301,242,312.00 and 151,982 option rights were exercised by Finadin S.p.A. for the subscription of 38,299,464 ordinary shares for a value of Euro 38,299,464.00.

At the end of the Offer Period, 1,154,361 rights options valid for the subscription of 290,898,972 ordinary shares and 993,470 rights options valid for the subscription of 250,354,440 Category B savings shares (the “**Rights Options**”) were therefore left unexercised, respectively equating to 31.727% of the total of the newly issued ordinary shares and 77.807% of the total of the newly issued Category B savings shares offered, for a total value of Euro 432,349,230.60.

The non-exercised Rights Options will be offered on the Market by Fondiaria-SAI S.p.A. between the dates to be communicated in a notice issued in accordance with Article 89 of Consob Regulation No. 11971/1999 (the “**Stock Market Offer**”).



The Registration Document, the Informational Notes and the Fondiaria-SAI S.p.A. Key Data are available to the public at the registered office of the Issuer at Turin, Corso Galileo Galilei, 12 during office hours and also on the internet site of the Issuer www.fondiaria-sai.it.

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Press Release

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