

PRESS RELEASE

Milan, July 5, 2012 – The Board of Directors of FONDIARIA-SAI S.p.A., in a meeting this morning under the chairmanship of Mr. Cosimo Rucellai, confirming the strong interest of the Company to implement the recapitalisation in execution of the capital increase approved by the Shareholders' Meeting of June 27, 2012, approved the commencement, from July 9, 2012, of the rights issue, subject to obtaining the authorisations required by tomorrow morning and the confirmation of the exemption from the obligation of Unipol to launch a public tender offer on the shares of Premafin Finanziaria S.p.A. - Holding di Partecipazioni, FONDIARIA-SAI S.p.A. and Milano Assicurazioni S.p.A. due to the integration project with the Premafin – Fondiaria SAI Group, as well as the signing of the underwriting contract with the consortium banks.

The offer period is scheduled to take place from July 9, 2012 to July 27, 2012 inclusive. The Board also met in the afternoon in order to determine the issue price of the shares, the precise number of ordinary and savings shares to be issued and the relative number of rights. Details on these matters and on the obtaining of all of the authorisations required will be provided to the market in a timely manner.

In its approval this morning, the Board of Directors firstly took note of the favourable opinion of the Committee of Independent Directors established for procedures with related parties, confirming by majority vote, with the contrary votes of Mr. Bragantini, Ms. Jonella Ligresti and Mr. Gioacchino Paolo Ligresti, the resolutions of June 11, 2012 in relation to the proposal presented by UGF and, consequently, to continue with the activity in order to complete the terms and conditions of the integration offer.

This favourable opinion was expressed by the majority of the Committee of Independent Directors which – having completed the re-examination of the work undertaken by the Committee in its previous composition, undertaken in order to ensure continuity of the work of the Committee in view of the events occurring in the meantime – confirmed the reasons and conclusions reached and contained in the opinion published on June 11, 2012. The Committee, in today's meeting, with the presence of the financial advisor Citi, examined a number of events subsequent to June 11, 2012 to express their

evaluations and if necessary confirm or modify the considerations in relation to the offer received from UGF.

During the meeting, the Committee in particular took note of a series of events which took place recently related to the execution of the Integration Project with the Unipol Group, among which:

- the agreement signed on June 25, 2012 between UGF and Premafin through which these parties agreed to (among other issues): (i) modify the discharge agreement between UGF and Premafin of January 29, 2012 to limit such exclusively to Directors and Statutory Auditors of Premafin, Fondiaria-SAI, Milano Assicurazioni S.p.A. and the respective subsidiaries in office between 2007-2011 which do not hold, directly or indirectly, also through subsidiaries, Premafin shares at January 29, 2012; (ii) limit the right to withdrawal within the context of the Merger so that such a right does not extend to the majority Premafin shareholder and thus does not affect any future valuation concerning the exclusion of the right to withdrawal to all Premafin shareholders within the Merger; (iii) establish that certain conditions forming part of the agreement are considered revoked by the parties, subject to the beginning of the capital increase subscription period of FONDIARIA-SAI S.p.A. or, if prior, the beginning of the capital increase subscription period of UGF, so that the Merger activities may continue without interruption in order to approve the Merger project in the quickest timeframe possible;
- the resolution of the Board of Directors of Premafin of July 2, 2012, calling the Extraordinary Shareholders' Meeting of Premafin, following the request of the trustees of the Premafin shares, directly and indirectly held by "The Heritage Trust" and "The Ever Green Security Trust", clarifying however that Premafin intends to execute, in compliance with the contractual commitments undertaken, the share capital increase approved by the Extraordinary Shareholders' Meeting of Premafin of June 12, 2012 reserved to UGF, subject to the conditions established by the agreement with UGF signed on January 29, 2012;
- the communications sent to FONDIARIA-SAI S.p.A. by Premafin and Finadin under which the companies confirmed their irrevocable commitment to subscribe to the share pertaining to them of the Fondiaria-SAI capital increase, subjecting their commitment to the subscription by UGF to the share of the Premafin capital increase reserved to UGF, in accordance with the agreement signed between Premafin and UGF on January 29, 2012.



The Committee notes that the stated events confirm the solidity of the Integration Operation, which, after a comprehensive negotiation and authorisation process, appears the most likely solution to ensure the re-capitalisation of the company, in fulfilment of the Rescue Plan presented to ISVAP.

The Committee also examined the latest offer presented by Sator and Palladio on June 28, 2012 and considers that the offer – supported by the considerations of the advisor Citi – also in its new configuration - although attractive from a financial viewpoint - appears of a highly uncertain nature from a negotiating, authorisation and decision-making viewpoint.

Recent events however represent significant steps forward within the complex process behind the Integration Operation which – although presenting outstanding issues of uncertainty – is now more concrete than the situation examined by the Committee in its previous meeting of June 11, 2012.

Taking account of the recommendation drawn up by the Committee, the Board approved the continued exploration of the alternative option in the case in which, for whatever reason, the Integration Operation is not executed.

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