Unipol Gruppo Finanziario S.p.A.

Registered and Head Offices at Via Stalingrado 45, Bologna – Share capital €2,391,426,100.00 fully paid-up – Tax Code and Bologna Companies' Register 00284160371 – R.E.A. 160304

Interim Group Management Report as at 30 September 2008

(in accordance with Article 154-ter of Legislative Decree 58/1998)

Bologna, 13 November 2008

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Board of Directors	**Chairman**	Pierluigi Stefanini
	Vice Chairman	Vanes Galanti
	Chief Executive Officer	Carlo Salvatori
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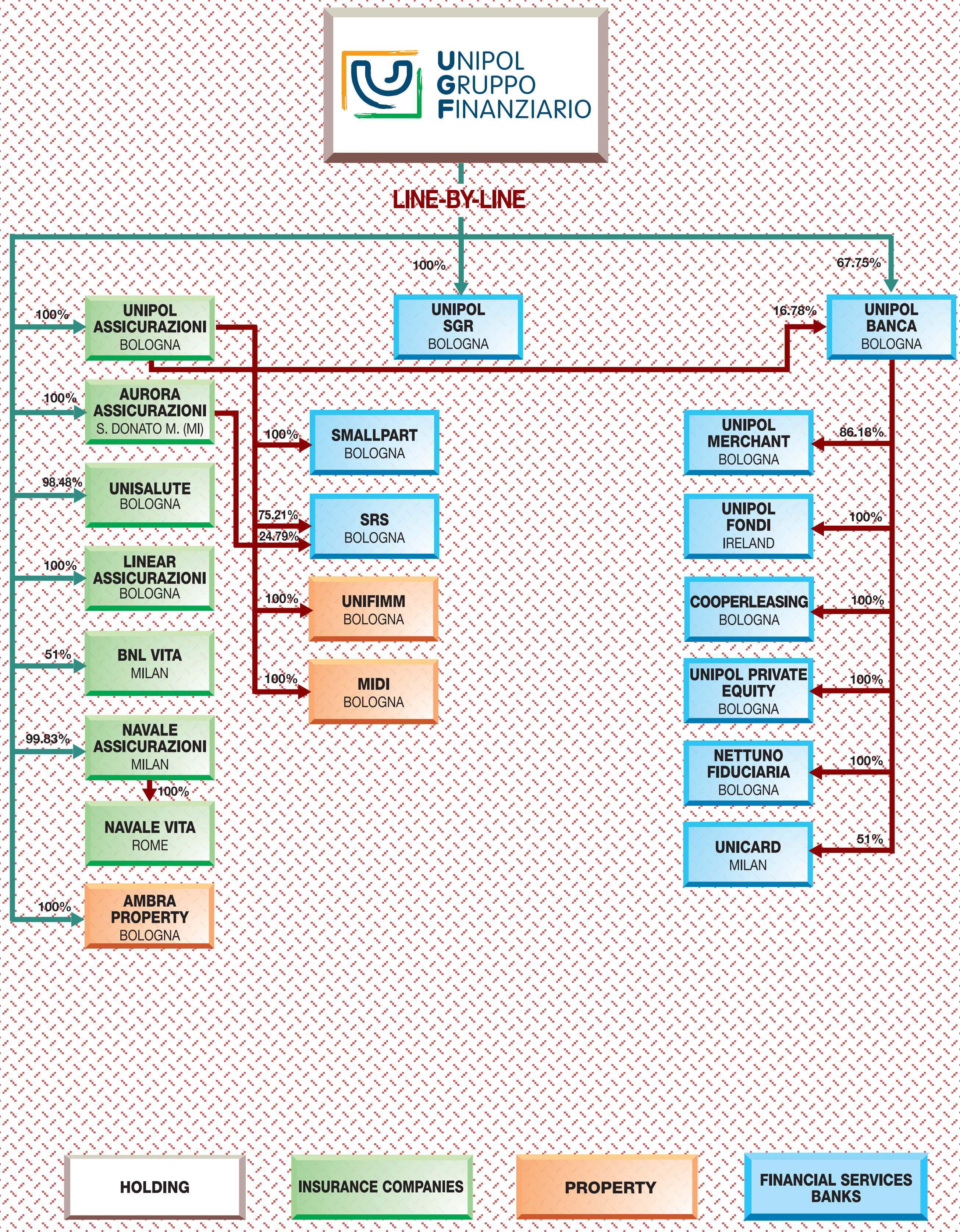
	Statutory Auditors	Domenico Livio Trombone Giorgio Picone
	Alternate Auditors	Cristiano Cerchiai Giovanni Battista Graziosi
External Auditors		K.P.M.G. spa

BASIS OF CONSOLIDATION AS AT 30 SEPTEMBER 2008



INTRODUCTION

The macroeconomic background

The global financial crisis, which began last year in the American subprime loans market, worsened during 2008, affecting several of the largest American and European financial institutions and causing heavy losses in share markets and fears of a recession in the principal world economies as well as in the emerging economies.

Despite the exceptional measures taken (concerted reduction in the interest rates of the principal central banks, capital increases or partial nationalisation of bodies in difficulty, raising the ceilings on guarantees for deposits) tensions in the financial markets remain and forecasts for growth in all developed countries have been revised downwards.

In the second quarter of 2008 GDP in the countries in the Eurozone fell by 0.2% but it rose by 1.4% year on year. In Italy the situation continued to be even worse: gross domestic product plunged 0.3% compared with the previous quarter and 0.1% compared with the same quarter of last year.

The fall in the price of oil in the most recent quarter reintroduced fears of rising inflation. In September the rate in the Eurozone as a whole dropped to 3.6% year on year from 4.0% in June. Inflation in Italy was down to 3.7% in September compared with 3.9% in June.

Financial markets

The FED made several attempts to stimulate the US economy during 2008, raising the Fed Funds to 1.50% from 3.50% at the beginning of the year.

The growing fears of a slowdown in the economy and at the same time signs of an improvement in inflation persuaded the ECB to cut the base rate, first to 3.75% and subsequently, on 6 November 2008, to 3.25%. The 3-month Euribor rate was well up on the beginning of the year, from 4.68% to 5.27% on 30 September 2008. The increase was less dramatic for the Italian government 10-year rate, which rose from 4.65% to 4.89%.

In the first few weeks of October the rate curve fell, with the 3-month Euribor rate down to 4.76% by the end of October and the Italian government 10-year rate back to where it had been at the beginning of the year.

All the principal stock exchange indices recorded heavy losses in the first three quarters of 2008: -31% on the share market in the Eurozone (DJ Eurostoxx50), -20.6% for the US S&P index and -24.1% on the London Stock Exchange (FTSE). Losses were even worse in October: returns on the DJ Eurostoxx50 index fell by 41.1% between the beginning of the year and the end of October.

The US dollar ended the third quarter at 1.43 against the Euro (1.47 at the beginning of 2008). The dollar rose strongly in early October, ending the month at 1.27.

Insurance business

The contraction in the Italian insurance market initially affected Life business but is now also affecting MV classes.

The latest figures issued by ISVAP, which are for the first half of the current year, indicate that total Life income fell by more than 16% compared with the same period last year. The classes most affected were Class V (capitalisation operations) with -50% and Class III (insurance linked to funds and indices), which was down by 28.3%. Once again it was the banking channel (-25.4%) that turned in the worst performance in the market. The latest figures from ANIA for new individual Life business, updated to August, broadly confirm the analysis of ISVAP's figures: total new business showed a fall of 18% in the first eight months of the year, with banking and postal outlets down 24%, a massive slump in Class V (-62.5%) and a substantial drop in Class III (-29.4%).

Like other assets under management, this sector is suffering from the turbulence in financial markets worldwide.

Mention should be made of the series of events that saw numerous policyholders affected by the bankruptcy of the US merchant bank Lehman Brothers, whose bonds had been used as

underlying assets for index-linked products, inducing several companies, including our Group, to set up guarantees to protect their own customers.
As far as Non-Life business is concerned, premium income was largely stable in the first half of 2008 compared with the same period of 2007. MV TPL, which accounted for approximately 50% of total Non-Life income, recorded a drop of 3%, largely due to the gradual reduction (estimated at approximately 3.4%) in the average premium actually paid by policyholders in the first half of the year. Still in MV business, Land vehicles – own damage or loss also suffered a drop in premium income, obviously as a result of the fall in the number of new cars being registered.
Most non-MV Non-Life business showed very limited growth, for example Health (+9.3%) and Other damage to property (+6%). Then there were several classes of Non-Life business that continued to do well: Monetary Losses (+17%) and Assistance (+8.4%).

Banking and asset management
With few exceptions 2008 will be an *annus horribilis* for the international banking system. The liquidity crisis, which came about when the US property bubble burst, entered a dramatic phase in September when, as a result of the bankruptcy of the merchant bank Lehman Brothers, which was caused by the US authorities' refusal to save it, the international financial system very nearly collapsed.
Once they had got over the initial shock, governments reacted resolutely and drastically: the United States and the principal European countries set aside more than €3tn to recapitalise the banks in difficulty. This action had various effects. On the one hand it prevented a financial catastrophe but on the other hand it was evident that the measures taken by the principal developed economies merely transferred the burden of the insolvencies from individuals to taxpayers. This began to generate a certain amount of apprehension about the sustainability of public borrowing in several states.
Moreover, since the rescue packages were not carried out by a supranational authority but were set up independently by each government, they led to a substantial change in the international competitive framework. It is paradoxical that in the space of just a few weeks the Italian banks, which had been some of the least affected by the crisis, became some of the most vulnerable, since with one of the highest levels of public borrowing in Europe the national government could provide only limited support.
At the end of September customer deposits with lenders operating in Italy were 10.3% up on the same period last year. The most dynamic element was banking bonds (+19.7%) whilst deposits rose by 3.3%. The rate of growth in overseas business was slightly down: in the first seven months of 2008 this type of lending showed an increase of 2.9% compared with the same period last year.
The weakness in the economic cycle on the one hand, individuals' financial difficulties on the other hand and, in particular, the need for banks to remain liquid are factors that will restrict growth in bank lending. Moreover, the need to reduce the risk associated with lending will lead to lenders being more selective when granting loans and raising the premium for risk required from borrowers.
All this explains the drop in the growth of bank lending, which in September was +6.4% compared with 12 months earlier. The figures published by Abi (Associazione Bancaria Italiana – Italian Banking Association) indicate that by August lending to individuals had risen by scarcely 1.7%, whilst the rise in lending to non-financial undertakings was still at a sustained level (+10.1%). The brakes were put on lending for house purchase and also on consumer credit. In July the incidence of net doubtful debts on lending to customers was 1.1% (5.7% of the shareholders' equity for supervisory purposes): both these figures have been rising for three months.
The trend in the 3-month Euribor rate was affected by the dramatic events that took place after the middle of September. The value of the Euribor fell back below 5% only after concerted action by the principal central banks which simultaneously reduced rates by half a percentage point on 8 October. Against this background lenders increased their mark-up (+10 basis points since December 2007) and reduced their mark-down (-8 basis points since

the end of last year). However, the modest widening of the bank rate spread will not be enough to offset the continuous increase in the cost of the supply, which is governed by the increase in interbank bid rates and by the greater recourse to bond income. Against this background the slowdown in the rise in the levels of lending will mean a reduction in net interest income compared with the result for 2007. The news about net income from services is not good either: the lower level of operations in securities, the drastic fall in the levels of assets under management, capital losses on the securities in the portfolio and greater competition will, in all probability, lead to a reduction in income.

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Against this background of a serious crisis in the financial markets several people have expressed concerns that applying the mark to market when drawing up companies' accounts could constitute a procyclical factor.
On 15 October 2008, after a very rapid procedure that was without precedent, the European Commission validated EC Regulation 1004 which amended IAS 39 – Recording and valuation of financial instruments, in order to enable:

- in exceptional circumstances, non-derivative financial assets recorded at fair value through profit or loss to be transferred to another category involving recording at cost or at cost less depreciation,
- financial instruments previously recorded in other categories to be reclassified as Loans and receivables, provided that the undertaking has the capacity to keep them in its portfolio in the long term.

By way of exception the amendments made to IAS 39 apply retroactively as from 1 July 2008. Any reclassification carried out after 1 November 2008 takes effect only as from the date on which it is carried out.
This ruling should limit the impact on European balance sheets of the current financial crisis.
In addition, it is possible that by the end of current year there will be further changes in legislation governing the IAS/IFRS.

In drawing up the quarterly report as at 30 September 2008 the Group decided to apply the amendments to IAS 39 introduced by EC Regulation 1004/2008, availing itself of the possibility of reclassifying financial assets as from 1 July 2008 under the terms provided for by the new paragraphs 50B to 50E.
The effects of the reclassification on the balance sheet and the profit and loss account are reported in this document.

GROUP HIGHLIGHTS

(amounts in €m)

	30/09/08		30/09/07	31/12/07
Income from Non-Life insurance premiums	3,072		2,960	4,289
% variation	*3.8*	*(1)*	*5.4*	*5.6*
Income from Life assurance premiums	2,402		3,475	3,545
% variation	*-30.9*	*(1)*	*-0.1*	*-24.5*
Income from investment products	13		10	17
% variation	*30.7*	*(1)*	*-38.9*	*-39.0*
Total insurance business - Direct income	**5,487**		**6,445**	**7,851**
% variation	*-14.9*	*(1)*	*2.2*	*-10.6*
Banking business - Direct customer deposits	**7,649**		**8,077**	**9,097**
% variation	*-15.9*	*(2)*	*2.0*	*14.9*
Loss ratio % - Non-Life business (net of reinsurance)	**75.9%**		**73.5%**	**72.6%**
Total net operating expenses	**921**		**916**	**1,277**
% variation	*0.5*	*(1)*	*10.8*	*10.5*
Net income from financial assets and liabilities (excl. assets/liabilities designated at fair value)	**564**		**986**	**1,152**
% variation	*-42.8*	*(1)*	*7.6*	*6.1*
Profit before taxation	**307**		**568**	**607**
% variation	*-45.9*	*(1)*	*8.4*	*2.7*
Consolidated profit	**201**		**372**	**421**
% variation	*-45.8*	*(1)*	*7.0*	*16.5*
Net profit - Group	**179**		**332**	**389**
% variation	*-45.9*	*(1)*	*16.9*	*38.4*

Investments and liquid assets	**36,555**		**39,042**	**39,405**
% variation	*-7.2*	*(2)*	*4.5*	*5.5*
Technical provisions	**25,169**		**25,868**	**26,074**
% variation	*-3.5*	*(2)*	*7.6*	*8.5*
Financial liabilities	**11,095**		**11,119**	**11,810**
% variation	*-6.1*	*(2)*	*7.1*	*13.8*
Shareholders' equity pertaining to the Group	**3,636**		**4,964**	**4,988**
% variation	*-27.1*	*(2)*	*-7.4*	*-6.9*

No. of staff	**6,888**		**6,667**	**6,633**

(1) Variation compared with the corresponding quarter of the previous financial year (%)

(2) Variation compared with 31/12 of the previous financial year (%)

MANAGEMENT REPORT

The third quarter of 2008 was characterised by the worsening of the crisis in the international financial markets as a result of the US loans crisis caused by insufficient capitalisation in the banking system. There were huge falls in share indices, a general loss of trust in the interbank markets with substantial increases in the Euribor rates and a serious liquidity crisis. Direct measures taken by States to strengthen banks' capital and reserves and the reductions in interest rates implemented by the monetary authorities were only partially successful in reassuring the markets.
The slowdown in international economies is also continuing and accelerating, with a drop in consumption which may well be aggravated by the financial crisis and the consequent credit squeeze. The Italian economy is already suffering from a recession, which the principal observers forecast will spread to the other western economies and continue throughout 2009. The market for insurance and assets under management is also affected by the negative macroeconomic situation, recording a drop in levels accompanied by an increase in competitiveness.

In this context the Unipol Group is achieving above-average rates of growth thanks to the strength of its sales network and the attention it pays to its customers, as emphasised by the recent default of the US investment bank Lehman Brothers. On this occasion the Group swiftly announced that it would ensure that its own policyholders would be able to obtain repayment of their original capital when their policies matured despite the fact that with index-linked policies the contracting party customarily bears a credit risk.
However, this decision, which cost the Group an extraordinary €32m during the quarter, was deemed to be essential to safeguard its customers with the international financial markets being in such an extraordinarily difficult situation. Nevertheless it did not damage the Group's strong capital and financial adequacy, as was proved by the recent upgrade of the rating by Moody’s and the improvement in the outlook from stable to positive by Standard & Poor’s.
The total financial impact of Lehman Brothers' default amounted to €144m (gross of taxation), €32m of it mentioned above and €112m in write-downs on securities in the portfolio.

The crisis in the financial markets and the recession in the economy were reflected not only in the results of the Group's asset management business but also in the performance of banking and Non-Life business. Banking business recorded a higher level of amounts set aside as a proportion of lending to customers, aggravated by the write-down of several major items as already mentioned in the half-yearly report. Non-Life business was affected not only by the impact of the crisis in the economy on the corporate segment but also by the rise in competitive pressure on prices, in particular in MV cover, and it was also significantly affected by losses caused by the storms that struck northern Italy during the Summer.
All this involved a drop in profits as at 30 September 2008 compared with the same period last year.

Meanwhile the process of rationalising the Group continued with the reorganisation of insurance business, communicated to the market on 26 June, which provides in particular for:

- the merger of **Aurora Assicurazioni** and **Unipol Assicurazioni** and the consequent creation of a single large insurance company which will take the name of **UGF Assicurazioni** and will continue to benefit from the commercial strength of the current 'Unipol' and 'Aurora' brands, each of which will keep its individual identity. The sales networks will remain distinct and independent, with the additional aim of ensuring that they are properly distributed throughout the country and that they provide effective customer service;

- the unbundling, in favour of UGF Assicurazioni, of the part of UGF's business that deals with insurance services, thus concentrating this business in a single company. The Parent Company will continue to be responsible for overall management and control and will continue to carry out the strategic functions and the principal work of coordinating insurance and banking business.

On 7 August 2008 the Boards of Directors of Unipol Gruppo Finanziario, Unipol Assicurazioni and Aurora Assicurazioni approved the plan to incorporate Aurora Assicurazioni into Unipol Assicurazioni and the hive-down of Unipol Gruppo Finanziario's class of business relating to insurance services to the insurance company resulting from the merger.

This reorganisation represents the natural and logical evolution of the Group's operations during 2007 and will lead to:

- an improvement in the coordination and expansion of the range of insurance and banking products;
- more effective cost control and greater operational efficiency;
- a clearer definition of the scope of business;
- a higher level of service to customers.

With the finalisation of the merger and the hive-down the project is expected to be completed by the end of this year, subject to the required permits being obtained, with the legal, accounting and tax changes taking effect on 1 January 2009.

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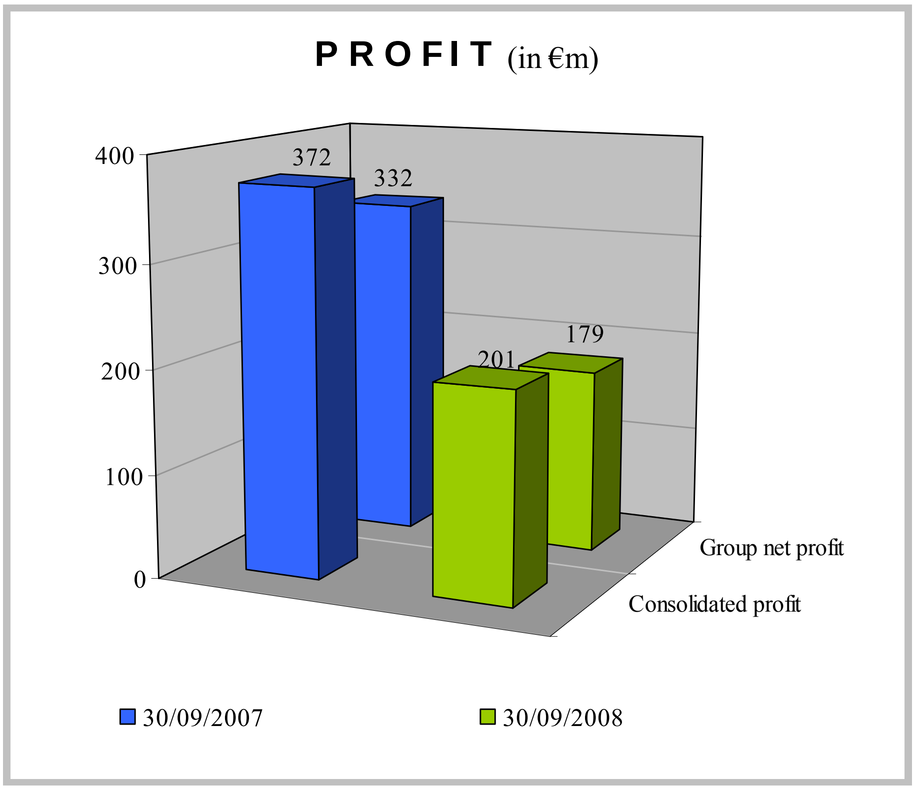
The UGF Group's Interim Management Report as at 30 September 2008 was drawn up in accordance with Article 154-ter of Legislative Decree 58/1998 (TUF). The layout of the Balance Sheet and the Profit and Loss Account complies with the provisions of ISVAP Regulation 7 of 13 July 2007.

SALIENT ASPECTS OF BUSINESS OPERATIONS

The consolidated quarterly report as at 30 September 2008 ended with a **consolidated profit of €201m** (€372m as at 30/09/2007, -45.8%), €22m of which pertained to minority interests (€40m as at 30/09/2007)**.** Group net profit was **€179m** (€332m as at 30/09/2007, -45.9%). This result was particularly affected by the serious financial crisis which was a feature of the markets in the most recent quarter.



Business highlights as at 30 September 2008 were as follows:

- **direct premium income from insurance business**, gross of reinsurance cessions, reached **€5,487m** (-14.9% compared with the situation as at 30/09/2007), €13m of which related to Life investment products (€10m as at 30/09/2007);
- **earned premiums**, net of reinsurance cessions, amounted to €5,430m, €3,036m of which was from Non-Life business (+5% compared with €2,891m as at 30/09/2007) and €2,393m from Life business (-30.9% compared with €3,463m as at 30/09/2007);
- **customer deposits** from **banking business** amounted to **€7,649m** (-15.9% compared with 31/12/2007);
- **net charges relating to claims**, net of reinsurance cessions, amounted to €4,758m, €2,304m of which was from Non-Life business (€2,125m as at 30/09/2007) and €2,459m from Life business (€3,798m as at 30/09/2007, -35.3%), including €299m of net charges on financial assets and liabilities recorded at fair value;
- the **net loss ratio** in Non-Life business was 75.9% (73.5% as at 30/09/2007);
- **operating expenses**, net of commission received from reinsurers, amounted to €921m (€916m as at 30/09/2007); the incidence of operating expenses on net earned premiums in

Non-Life business was 21.8% (22.1% as at 30/09/2007) whilst in Life business it was 3.8% (3.9% as at 30/09/2007);

- the level of **investments and liquid assets** amounted to €36,555m, a decrease of €2,850m compared with 31 December 2007;

- **technical provisions** and **financial liabilities** amounted to €36,264m, the corresponding value as at 31 December 2007 having been €37,885m;

- **net capital gains and investment income** for the period (excluding those arising out of financial assets and liabilities recorded at fair value) amounted to €564m (€986m as at 30/09/2007);

- the total **gross profit** amounted to **€307m**. Net of tax for the period of €106m and of the net profit pertaining to minority interests of €22m the **net profit for the Group** as at 30 September 2008 was €179m (€332m as at 30/09/2007);

- the **incidence of taxation** on the gross result for the period was 34.5% compared with 34.6% as at 30 September 2007.

Below is a summary of the consolidated profit and loss account as at 30 September 2008 subdivided according to business activity: insurance (Non-Life and Life), banking and holding company and services.
It should be mentioned that in view of the particular complexity of the work of reorganising the services provided within the Group, which was completed at the end of last year, it was not possible to present reliable comparative figures as at 30 September 2007 for the holding and services sector.

SUMMARY OF CONSOLIDATED INCOME STATEMENT BROKEN DOWN BY BUSINESS SECTOR

(amounts in €m)

	NON-LIFE BUSINESS			LIFE BUSINESS			INSURANCE TOTAL			BANKING BUSINESS			HOLDING AND SERVICES BUSINESS			Intersector eliminations		CONSOLIDATED TOTAL		
	Sep-08	Sep-07	var %	Sep-08	Sep-07	var %	Sep-08	Sep-07	var %	Sep-08	Sep-07	var %	Sep-08	Sep-07	var %	Sep-08	Sep-07	Sep-08	Sep-07	var %
Net earned premiums	3,036	2,891	5.0	2,393	3,463	-30.9	5,430	6,354	-14.5									5,430	6,354	-14.5
Net income from commissions and fees	(0)	0		2	14	-87.1	2	14	-87.4	60	57	4.7				(9)	(2)	52	69	-24.7
Financial income/charges (excl. assets/liab. designated at fair value)	229	299	-23.5	307	581	-47.1	536	880	-39.1	82	141	-42.1	73			(127)	(35)	564	986	-42.8
Net interest	*193*	*192*	*0.3*	*466*	*483*	*-3.7*	*658*	*676*	*-2.6*	*187*	*153*	*22.3*	*17*			*(0)*	*(0)*	*862*	*828*	*4.0*
Other income/charges	*75*	*52*	*44.3*	*25*	*48*	*-47.7*	*100*	*100*	*0.4*	*2*	*1*	*43.3*	*55*			*(75)*	*(35)*	*81*	*66*	*22.9*
Profits and losses realised	*48*	*95*	*-49.7*	*43*	*113*	*-62.4*	*90*	*208*	*-56.6*	*8*	*5*		*15*			*(52)*	*(0)*	*62*	*212*	
Inventory profits and losses	*(87)*	*(40)*	*117.4*	*(226)*	*(63)*	*257.7*	*(313)*	*(103)*	*203.3*	*(114)*	*(17)*		*(13)*					*(440)*	*(120)*	*267.3*
Net charges relating to claims	(2,304)	(2,125)	8.5	(2,459)	(3,798)	-35.3	(4,763)	(5,922)	-19.6							5	(0)	(4,758)	(5,922)	-19.7
Operating expenses	(662)	(638)	3.8	(90)	(134)	-32.5	(752)	(771)	-2.5	(175)	(151)	16.3	(224)			230	6	(921)	(916)	0.5
Commissions and other acquisition expenses	*(547)*	*(504)*	*8.6*	*(53)*	*(100)*		*(600)*	*(604)*	*-0.6*							*1*	*0*	*(600)*	*(604)*	*-0.7*
Other expenses	*(115)*	*(134)*	*-14.2*	*(37)*	*(34)*		*(152)*	*(168)*	*-9.5*	*(175)*	*(151)*	*16.3*	*(224)*			*230*	*6*	*(321)*	*(312)*	*2.9*
Other income/charges	(31)	(17)	82.3	(22)	10		(53)	(7)	670.1	6	5		194			(207)	(1)	(60)	(3)	
Pre-tax profit (loss)	**268**	**411**	-34.7	**132**	**137**	-3.9	**400**	**548**	-27.0	**(28)**	**53**		**44**			**(108)**	**(33)**	**307**	**568**	-45.9
Taxation																		(106)	(197)	-46.0
Consolidated profit (loss)																		**201**	**372**	-45.8
Profit (loss) - minority interests																		22	40	-45.3
Profit (loss) - Group																		**179**	**332**	-45.9

GROUP NET PROFIT *(amounts in €m)*			
	30/9/2008	**30/9/2007**	**Var. %**
Total profits Parent Company and other consolidated companies	**334**	**428**	**-22.1%**
Consolidation adjustments:			
Elimination of intra-Group dividends	(58)	(62)	
Other value adjustments (derecognition of capital gains within the Group)	(74)	5	
Total consolidation adjustments	**(132)**	**(57)**	
Consolidated profit	**201**	**372**	**-45.8%**
Minority interests	(22)	(40)	
Net profit - Unipol Group	**179**	**332**	**-45.9%**

INSURANCE BUSINESS

Premium income and investment products

Total income (premiums and investment products) as at 30 September 2008 amounted to €5,510m, a decrease of 14.8% compared with the situation as at 30 September 2007. Non-Life income recorded an increase of 3.9% during the period, whilst Life business fell by 30.6%.

Income as at 30 September 2008 is broken down as follows:

- Non-Life premium income 56.1% (46.0% as at 30/09/2007)
- Life premium income 43.7% (53.8% as at 30/09/2007)
- Life investment products 0.2% (unchanged compared with 30/09/2007).

In compliance with the requirements of IFRS 4 (presence of a significant insurance risk) all the Non-Life income of the companies in the Group was classified as insurance premiums.
As regards Life business, investment products as at 30 September 2008 related to Class III (unit- and index-linked policies) and Class VI (pension funds).

CONSOLIDATED INCOME
(amounts in €m)

	30/9/2008	*comp. %*	30/9/2007	*comp. %*	*Var. %*	31/12/07	*comp. %*
Non-Life direct premium income	3,072		2,960		*3.8*	4,289	
Non-Life inward reinsurance	19		16		*19.3*	24	
Total Non-Life premium income	**3,091**	***56.1***	**2,976**	***46.0***	***3.9***	**4,313**	***54.7***
Life direct premium income	2,402		3,475		*-30.9*	3,545	
Life inward reinsurance	4		4		*20.0*	4	
Total Life premium income	**2,407**	***43.7***	**3,479**	***53.8***	***-30.8***	**3,549**	***45.0***
Total Life investment products	13	*0.2*	10	*0.2*	*30.7*	17	*0.2*
Total income from Life business	**2,420**	***43.9***	**3,489**	***54.0***	***-30.6***	**3,566**	***45.3***
OVERALL INCOME	**5,510**	***100.0***	**6,465**	***100.0***	***-14.8***	**7,879**	***100.0***

Almost all the policies issued were subscribed in Italy.

During the third quarter premium income was €1,689m (€2,468m in the third quarter of 2007, -31.5%).

Direct income amounted to €5,487m (-14.9% compared with 30/09/2007), €5,474m of which was premium income and €13m investment products.

The income breakdown according to class (Non-Life premium income, Life premium income and investment products) and the breakdown indices are set out in the following table:

BREAKDOWN OF CONSOLIDATED INCOME PER CLASS OF BUSINESS *(amounts in €m)*	30/9/2008	comp. %	30/9/2007	comp. %	Var. %	31/12/2007	comp. %
DIRECT ITALIAN BUSINESS							
Non-Life premium income							
Accident and Health (classes 1 and 2)	471	8.6	426	6.6	10.6	645	8.2
Land vehicles - TPL (class 10)	1,640	29.9	1,603	24.9	2.4	2,252	28.7
Land vehicles - Own damage or loss (class 3)	252	4.6	250	3.9	1.1	359	4.6
Marine, Aviation and Goods in transit (classes 4, 5, 6, 7, 11 and 12)	26	0.5	25	0.4	1.0	32	0.4
Fire and Other damage to property (classes 8 and 9)	298	5.4	286	4.4	3.9	436	5.6
General TPL (class 13)	254	4.6	249	3.9	2.1	391	5.0
Credit and Bond (classes 14 and 15)	31	0.6	31	0.5	2.6	42	0.5
Miscellaneous pecuniary losses (class 16)	41	0.7	36	0.6	12.2	51	0.7
Legal protection (class 17)	21	0.4	19	0.3	6.3	31	0.4
Assistance (class 18)	37	0.7	35	0.5	8.0	49	0.6
Total Non-Life business	**3,072**	**56.0**	**2,960**	**45.9**	**3.8**	**4,289**	**54.6**
Life premium income							
I - Life assurance, annuities	1,172	21.4	833	12.9	40.6	1,070	13.6
III - Unit-linked / Index-linked products	752	13.7	2,218	34.4	-66.1	1,894	24.1
V - Capitalisation operations	172	3.1	322	5.0	-46.7	382	4.9
VI - Pension funds	307	5.6	102	1.6	201.7	200	2.5
Total Life business	**2,402**	**43.8**	**3,475**	**53.9**	**-30.9**	**3,545**	**45.2**
Total Life and Non-Life direct premium income	**5,474**	**99.8**	**6,435**	**99.8**	**-14.9**	**7,834**	**99.8**
Life investment products							
III - Unit-linked / Index-linked products	3	0.1	10	0.2	-68.2	17	0.2
VI - Pension funds	10	0.2	0	0.0	0.0	0	0.0
Total Life investment products	**13**	**0.2**	**10**	**0.2**	**30.7**	**17**	**0.2**
Life direct income							
I - Life assurance, annuities	1,172	21.4	833	12.9	40.6	1,070	13.6
III - Unit-linked / Index-linked products	755	13.8	2,228	34.6	-66.1	1,911	24.3
V - Capitalisation operations	172	3.1	322	5.0	-46.7	382	4.9
VI - Pension funds	317	5.8	102	1.6	211.5	200	2.5
Total Life direct income	**2,416**	**44.0**	**3,485**	**54.1**	**-30.7**	**3,562**	**45.4**
Total direct income	**5,487**	**100.0**	**6,445**	**100.0**	**-14.9**	**7,851**	**100.0**
INWARD REINSURANCE							
Non-Life premium income	19	81.9	16	82.0	19.3	24	85.4
Life premium income	4	18.1	4	18.0	20.0	4	14.6
Total inward reinsurance	**23**	**100.0**	**20**	**100.0**	**19.4**	**28**	**100.0**
OVERALL CONSOLIDATED INCOME	**5,510**		**6,465**		**-14.8**	**7,879**	

The classification of premium income according to class set out above complies with the provisions of Article 2 (para. 1 in the case of Life business and para. 3 in the case of Non- Life business) of Legislative Decree 209 of 7 September 2005 – Insurance Code.

The following table shows direct income as at 30 September 2008 for Unipol Assicurazioni, Aurora Assicurazioni and the other subsidiaries, broken down according to sector and separated into Non-Life premium income, Life premium income and investment products (in €m):

Direct income	Non-Life premiums	Life premiums	Total	comp. %	Invest. products	Total income	comp. %
Unipol Assicurazioni	1,151	837	1,989	36.3	12	2,001	36.5
Aurora Assicurazioni	1,525	499	2,024	37.0	1	2,025	36.9
Other subsidiaries	395	1,066	1,461	26.7	0	1,461	26.6
Total direct income	**3,072**	**2,402**	**5,474**	**100.0**	**13**	**5,487**	**100.0**
Traditional companies	2,676	1,337	4,013	73.3	13	4,026	73.4
Non-Life specialist companies	395	0	395	7.2	0	395	7.2
Bancassurance companies	0	1,065	1,065	19.5	0	1,065	19.4
Total direct income	**3,072**	**2,402**	**5,474**	**100.0**	**13**	**5,487**	**100.0**

Life business

Life income as at 30 September 2008 totalled €2,420m, down 30.6% compared with 30 September 2007.

Direct income amounted to €2,416m (-30.7% compared with 30/09/2007). There was significant growth in Class I – traditional policies (+40.6%) and in Class VI – pension funds (+211.5%) whilst Class III – index- and unit-linked policies (-66.1%) and Class V – capitalisation policies (-46.7%) were down.

Direct Life premium income amounted to €2,402m as at 30 September 2008 whilst investment products amounted to €13m. As at 30 September 2007 Life premium income had been €3,475m and investment products €10m.

Pension funds

The crisis in the financial markets has had only a marginal effect on the pensions sector, both because of the marginal presence in pension funds portfolios of securities affected by default and because of the low overall exposure to share markets (most business in this sector being in bonds or balanced funds), whilst the reform has brought obvious benefits in terms of an increase in the number of members and therefore in contribution flows and the level of funds managed.

As at 30 September 2008 the Group had 26 occupational pension fund mandates (16 with minimum guaranteed yield and/or capital). Resources under management totalled €1,282m (€572m of it in closed pension funds with guarantee).
Therefore with 26 asset management mandates for occupational pension funds the Group will benefit from a considerable increase in flows and consequently in the level of funds managed in 2008.

Mention should be made of the success in the third quarter of the bid for managing the guaranteed sector of the PREVIPROF pension fund (employees working in the offices of professionals) and of the positive outcome of the renewal of the mandate to manage the EUROFER pension fund.
Unipol also bid for the ESPERO pension fund for schools, obtaining the mandate to manage the 'Absolute Return' sector in July.

In open-end pension funds business the assets of Unipol Futuro, Unipol Previdenza, Unipol Insieme, Aurora Previdenza and BNL Pensione Sicura had reached totals of €151m and 19,293 members by the end of September.

The overall trend in Group income from new members to open-end pension funds, though still not proportional to our networks' earning potential, is nevertheless in line with the budget in view of the negative market context.

* * *

The **traditional composite companies** (Unipol Assicurazioni and Aurora Assicurazioni) achieved Life direct income of €1,350m, an increase of 21.1% compared with 30 September 2007. Life premium income amounted to €1,337m (€1,107m as at 30/09/2007) whilst investment products amounted to €13m (€8m as at 30/09/2007).

As at 30 September 2008 the subsidiary **Unipol Assicurazioni** had achieved Life direct income of €849m (+46.2%). There was a particularly large increase in Class I – traditional policies (+141.4%) and in Class VI – pension funds (+215.2%), whilst Class III – unit- and index-linked policies fell by 85.1% and Class V – capitalisation policies by 63.4%.
As at 30 September 2008 income from Life policies obtained via Unipol Banca outlets was €107m (+45% compared with the same period of 2007) and was almost the same as income for the whole of 2007. The proportion of the various types of product making up income for 2008 is very different: much of the income is concentrated in Class I policies which, thanks to the introduction of a new segregated account, have been popular with customers in a period of considerable tension in the financial market (guaranteed capital sum and minimum return).
Unipol Assicurazioni's Life direct income was made up of €837m in insurance premiums (€577m as at 30/09/2007) and €12m in investment products (€5m as at 30/09/2007).

The subsidiary **Aurora Assicurazioni** had Life direct income of €500m (-6.2% compared with 30/09/2007), made up almost exclusively of insurance premiums.
In particular there was an increase in Class I – traditional policies (+13.2%), Class V – capitalisation policies (+4.4%) and Class VI – pension funds (+10%), whilst Class III – unit- and index-linked policies – is down (-36.7%).
Income received via the banking channel (Banco Popolare) amounted to €130m (€151m as at 30/09/2007).

* * *

The **bancassurance company BNL Vita** achieved total premium income of €1,060m, a decrease of 51.8% compared with 30 September 2007.
There was a huge increase in Class I – traditional policies (+50.3%), whilst Class III – unit- and index-linked policies fell by 67%. Income from Class V – capitalisation policies and Class VI – pension funds was not particularly significant.

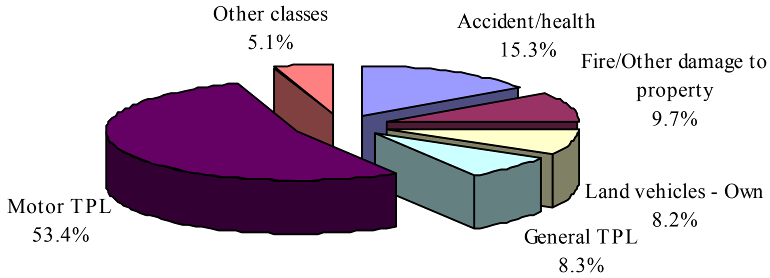
Income from Quadrifoglio Vita (the company sold at the end of March 2008) pertaining to the Group amounted to €5.5m.

Non-Life business

Total premium income in the Non-Life portfolio amounted to €3,091m as at 30 September 2008 (+3.9% compared with 30/09/2007).
Direct premium income alone amounted to €3,072m (+3.8% compared with 30/09/2007). Premium income from inward reinsurance amounted to €19m (+19.3% compared with 30/09/2007).

The various classes of business performed differently: in particular MV TPL rose by 2.4%, Accident and Health by 10.6%, classes linked to additional MV cover by 1.1%, General TPL by 2.1% and Fire by 3.9%.

% breakdown of Non-Life direct premium income



The traditional sector of the **composite companies** (Unipol Assicurazioni and Aurora Assicurazioni) achieved direct premium income of €2,676m (+2.4%).

The direct premium income of **Unipol Assicurazioni** as at 30 September 2008 amounted to €1,151m (+9.2%). Particular mention should be made of the growth in MV TPL (+10.2%) and Land vehicles – own damage or loss (+6.4%), whilst other Non-Life classes grew by 8.5%.
Aurora Assicurazioni had achieved direct premium income of €1,525m as at 30 September 2008 (-2.2%). MV TPL registered a decrease of 4.6%, Land Vehicles – own damage or loss by 1.2%, whilst other Non-Life classes recorded a +0.6% increase.

* * *

The **specialist companies** (Navale Assicurazioni, Linear and Unisalute) wrote direct premiums of €395m (+13.9%).

The Non-Life company **Navale Assicurazioni** achieved direct premium income of €175m as at 30 September 2008, 17.2% up on 30 September 2007. There were significant increases in almost all classes but special mention should be made of the 24.4% growth in MV TPL.
Linear achieved direct premium income of €124m, in line with the figure as at 30 September 2007. It should be noted that the work the company did to expand business increased the number of customers in the portfolio but this was not translated into an increase in premium income since competition led to a drop in average premiums.
Unisalute achieved direct premium income of €96m, 30.9% up on the figure for 30 September 2007, a performance that was way ahead of the market, which recorded growth of 9.2% at the end of the first quarter.

Reinsurance

Inward reinsurance

Total Non-Life and Life inward reinsurance premium income amounted to €23m as at 30 September 2008, an increase of 19.4% compared with 30 September 2007 and was made up of €19m of premium income from Non-Life business and €4m from Life business.

Outward reinsurance

As at 30 September 2008 Group direct premium income ceded amounted to a total of €203m compared with €235m as at 30 September 2007.

In line with the excellent technical performance of the insurance business underwritten by the Group, the result during the quarter for reinsurers was positive as regards both proportional types of cession and non-proportional types that were not affected by anomalous peaks in the loss ratio nor by events attributable to the cessions.

The Group's Non-Life retention index was 93.9% as at 30 September 2008 compared with 92.6% as at 30 September 2007. The Group's Life retention index as at 30 September 2008 was 99.5% compared with 99.6% as at 30 September 2007, whilst the overall retention index (Non-Life and Life) amounted to 96.3% compared with 96.4% as at 30 September 2007.

Financial performance in insurance business

The Group's insurance business contributed a total of €400m to pre-tax profits, €132m of which pertained to Life business (€137m as at 30/09/2007) and €268m to Non-Life business (€411m as at 30/09/2007).

The result for Life business for the period includes the effects of the new way of implementing shadow accounting.
It will be recalled that as from the 2008 half-yearly report the effect of shadow accounting has been determined using a financial prospective recognition method and not the liquidation method used previously (whereby the capital losses were deemed to be realised in full at the end of the period), in line with Chapter I of ISVAP Regulation 21 dated 28 March 2008.
The result for Life business, which was closely correlated with the turmoil in the financial markets, was adversely affected both by the amount of €32m set aside for the Group's commitment to customers with policies linked to financial instruments of the bankrupt company Lehman Brothers and by write-downs of €50m carried out on securities in the portfolio issued by the same company.

In Non-Life business write-downs linked to Lehman Brothers securities amounted to €51m, to which must be added the €10m write-down of the holding in Hopa already carried out during the first half of the year.

Total **operating expenses** incurred as at 30 September 2008 (acquisition and renewal commissions and other acquisition, asset management and administrative expenses), net of commissions received from reinsurers, totalled €752m (-2.5% compared with 30/09/2007).
The incidence of operating expenses on net premium income recorded for the period, net of those incurred for investments, was 14%, an increase compared with 12.1% as at 30 September 2007 because of the lower incidence of Life premium income on total income.
However, the **expense ratio** of the individual insurance sectors showed a slight improvement, both in Non-Life business (22.6% compared with 22.8% as at 30/09/2007) and in Life business (3.4% compared with 3.6% as at 30/09/2007).

The **Non-Life loss ratio**, including claims-handling expenses and net of reinsurance items, was 75.9% (73.5% as at 30/09/2007), the increase being mainly due to claims linked to cover for atmospheric events and to major claims.
The total number of direct claims, excluding MV TPL, was 1,134,877, an increase of 31.8%, mainly in Health (+48%).

Direct Indemnity
The companies in the UGF Group had recorded 363,650 'passive' claims (total non-CARD and debtor CARD claims) by 30 September 2008, an increase of 7.5% compared with the 'passive' claims reported during the same period of 2007.
It is important to bear in mind that the figures for 2008 cannot yet be compared accurately with those for 2007 since legislation governing Direct Indemnity did not come into effect until 1 February last year.
272,200 of the passive claims came under the Direct Indemnity Agreement (debtor CARD claims) and accounted for approximately 75% of the total (debtor CARD + non-CARD).
263,350 handler CARD claims were reported, 61% of which were reported on the friendly-adjustment form signed by both drivers ('two signatures').
Approximately 156,135 handler CARD claims had been settled as at 30 September, a settlement rate of 70.5%.

The **combined ratio**, based on direct business and inward reinsurance and net of outward reinsurance, was 98.5% as at 30 September 2008 (96.3% as at 30/09/2007).
This indicator is derived from the sum of two ratios, the first being the loss ratio net of outward reinsurance (75.9%) derived from the incidence of the net charges for the period relating to claims on net earned premiums and the second (22.6%) being derived from the ratio of total operating expenses net of investment management expenses to net written premiums.

BANKING BUSINESS

The banking sector was made up of the Unipol Banca Group and Unipol SGR.

By 30 September 2008 direct customer deposits stood at €7,649m (-15.9% compared with 31/12/2007), €6,766 of which was payables to customers and €884m securities outstanding placed with customers.
Inward reinsurance (assets under administration and management) amounted to €21,529m, a drop compared with 31 December 2007 (-3.9%). More specifically, the portfolio of assets under management was down 14% compared with 31 December 2007 because of both the performance of the financial markets and the coming into effect of the MIFID directive, which made customers disinclined to invest, in particular in investment funds and managed funds. (This was a problem throughout the market, which lost more than 16% over the same period.)
Life policies sold by the associated company Unipol Assicurazioni reached €107m as at 30 September 2008 (+45% compared with the same period of 2007) and was almost the same as income for the whole of 2007.
Lending to customers was up (€8,819m, +10.3%), where marketing activities continued to produce excellent results.

The period closed with a net pre-tax loss of €28m (€53m profit as at 30/09/2007).

The following table shows the principal items in the income statement for banking business, set out in accordance with the layout specified for banks.

BANKING BUSINESS *(amounts in €m)*	**30/09/2008**	**30/09/2007**	***Var. %***
Net interest income	187	152	*22.4*
Net income from fees and commissions	60	57	*4.8*
Other net financial income	3	8	*-65.8*
Gross operating income	**249**	**218**	***14.5***
Value adjustments/readjustments due to impairment of financial assets	(94)	(19)	
Financial management - net profit	**155**	**198**	***-21.9***
Operating expenses	(183)	(146)	*25.7*
with amounts set aside for provisions for risks and charges	*(13)*	*(1)*	
Cost/income	*68.2%*	*66.7%*	
Pre-tax profit (loss)	**(28)**	**53**	

Net interest income amounted to €187m as at 30 September 2008, an increase of 22.4% owing to the increase in managed funds together with the spreads applied continuing to be much the same.
Gross operating income reached €249m, an increase of 14.5% compared with same period of 2007.
Operating costs amounted to €183m, an increase of 25.7%. The cost/income ratio (operating costs, net of amounts set aside for provisions for risks and charges, as a proportion of gross operating income) amounted to 68.2% compared with 66.7% as at 30 September 2007.
Net value adjustments on financial assets, to which must be added amounts set aside for risks and charges, totalled €107m compared with €20m as at 30 September 2007 because of the deterioration of several major items on top of the serious crisis in the economy which was reflected in the difficulties experienced by customers in keeping up with repayments to banks.

HOLDING COMPANY BUSINESS AND SERVICES

Most of the figures for Group Holding Company Business and Services for the first nine months of 2008 relate to the holding company UGF but a not particularly significant amount also relates to Ambra Property and covers the three months after this subsidiary was acquired on 1 July 2008.
As already indicated, in view of the particular complexity of the operation to reorganise the provision of services within the Group, which was completed at the end of last year, it has not been possible to present reliable figures for 30 September 2007 for the purpose of comparison.

UGF ended the first nine months of 2008 with a pre-tax profit for the period of €44m. The figures that best illustrate business performance are as follows:

- €194m in core income for the provision of services;
- €9m in other receipts and income, in particular for staff seconded to Group companies;
- €225m in operating costs for holding company business;
- €78m in income from shareholdings, including dividends received from Group companies and capital gains realised on the sale of 50% of Quadrifoglio Vita of €27m;
- €25m in net income/charges from financial assets, including €7m in write-downs on Lehman Brothers securities;
- €29m in interest payable on subordinated bonded loans.

Investments and available cash amounted to €5,067m as at 30 June 2008 (€6,033m as at 31/12/2007), €4,180m of it being shareholdings in subsidiary companies.
Financial liabilities included €600m of subordinate liabilities, the same as on 31 December 2007.

INTERSECTOR ELIMINATION

Intersector elimination relates to the derecognition of income and costs between Group companies belonging to different sectors. More specifically, the balance of €108m relates to the derecognition of €56m of dividends within the Group and to the derecognition of the €52m capital gain realised by Unipol Assicurazioni (Life sector) on the sale to UGF of a holding in the subsidiary BNL Vita.

STAFFING

As at 30 September 2008 the insurance companies in the Group had 2,025 employees, 92 of whom were on fixed-term contracts. This was 36 fewer than as at 31 December 2007. The number of full-time equivalent (FTE) employees was 1,886.
As at the same date banking business had 2,201 employees (+238 since 31/12/2007), 58 of whom were on fixed-term contracts. There were 2,173 full-time equivalent employees.
The Parent Company UGF and the other companies have a total of 2,662 employees (2,534 FTE), three of whom are on fixed-term contracts. The increase is accounted for by the 50 employees of the newly acquired company.

The Group had a total of 6,888 employees as at 30 September 2008 (+255 since 31/12/2007).

	30/09/2008	31/12/2007	*var.*
Unipol Gruppo Finanziario and other companies	**2,662**	**2,609**	***53***
Unipol Assicurazioni	389	384	*5*
Aurora Assicurazioni	697	714	*-17*
Other companies	939	963	*-24*
Total insurance sector	**2,025**	**2,061**	***-36***
Unipol Banca	2,134	1,898	*236*
Unipol Merchant	50	49	*1*
Other finance companies	17	16	*1*
Total banking sector	**2,201**	**1,963**	***238***
Total Group	**6,888**	**6,633**	***255***

GROUP SALES NETWORK

The Unipol Group offers a full range of insurance, banking and asset management products through a composite sales network covering the whole of Italy.

In particular the **composite companies** in the Group had the benefit of a network which as at 30 September 2008 consisted of 1,672 agencies (23 fewer than as at 31/12/2007), 587 of which belonged to Unipol Assicurazioni (unchanged from 31/12/2007) and 1,085 to Aurora Assicurazioni (1,108 as at 31/12/2007). In addition both Unipol Assicurazioni and Aurora Assicurazioni placed Life products directly through networks of banking outlets (Unipol Banca and Banco Popolare respectively).

As regards the Non-Life **specialist companies**, Unisalute operated in Health and Assistance by selling managed care group policies directly to businesses, associations and various other bodies. The Company sold its individual policies via the internet, by telephone and through its network of agencies (98 agencies, 92 of which were Unipol Assicurazioni agencies, 4 of which were Aurora Assicurazioni agencies and 1 of which was a Navale Assicurazioni agency with a Unisalute mandate, compared with 92, 89 of which belonged to Unipol Assicurazioni, as at 31/12/2007). In addition Unisalute products were sold through the sales outlets of Unipol Banca and of 2 other credit bodies.
In MV business Linear operated via the call centre and the Internet.
Navale operated through 495 mainly multifirm agencies and 304 brokers (302 agencies and 261 brokers as at 31/12/2007) as well as two credit bodies. During the period intensive work on expanding the network of multifirm agencies continued.

Turning to **bancassurance**, BNL Vita marketed its products through 717 sales outlets belonging to the BNL Group.

As regards **banking business**, Unipol Banca had 292 points of sale as at 30 September 2008

(282 as at 31/12/2007), 182 of which were combined with insurance agencies (167 as at 31/12/2007), 29 finance shops and 395 financial advisers. The company also made use of direct sales channels (telephone and internet banking) and the principal Unipol Assicurazioni agencies (which were gradually being joined by the Aurora Assicurazioni agencies) for the sale of traditional banking products. Thirteen UGF Points (highly automated sales outlets) were also set up.

Unipol Merchant – Banca per le Imprese, a subsidiary of Unipol Banca, is the bank in the Unipol Banca banking group that specialises in medium-term corporate business and also operates in merchant banking and investment banking. The principal sales channel for Unipol Merchant's products and services was represented by Unipol Banca's network of branches.

GROUP PROPERTY AND FINANCIAL MANAGEMENT

Investments and liquid assets

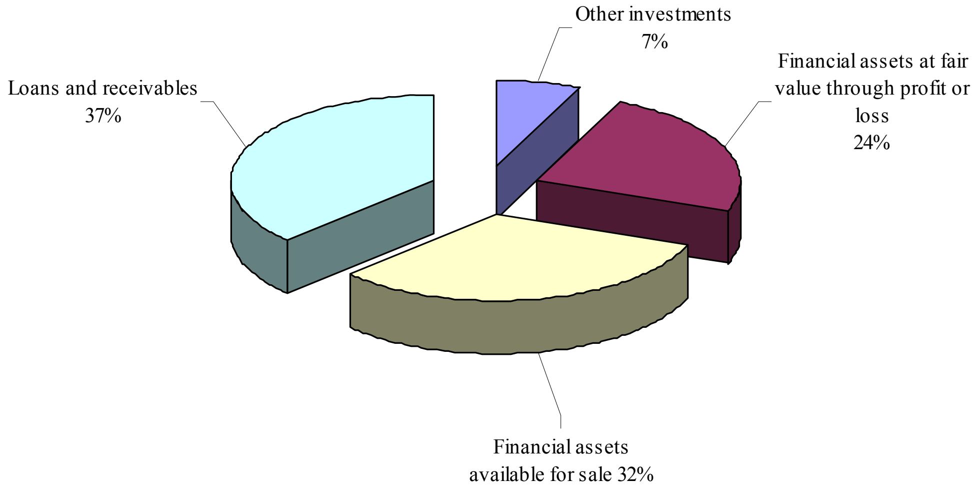
The level of the Group's investments and available cash reached a total of €36,555m as at 30 September 2008, a decrease of €2,850m compared with the position as at 31 December 2007 (-7.2%).
Investments and liquid assets in the insurance sector amounted to €28,033m (€29,555m as at 31/12/2007) and accounted for 76.7% of total investments (75% as at 31/12/2007), whilst those in the banking sector amounted to €9,434m (€10,238m as at 31/12/2007), 95.1% of which were loans and receivables from customers and banks.
Investments in the Holding and Services sector amounted to €5,067m (€6,033m as at 31/12/2007).

The first nine months of 2008 were characterised by considerable turbulence in the financial markets, a legacy of the subprime loans crisis which subsequently spread to the entire credit market. The share markets suffered a heavy blow, recording losses close to 50% (Eurostoxx50). A feature of the economy in general during the summer was the huge rise in the cost of raw materials, especially energy, which led to a huge rise in inflation. This in turn led the ECB not only not to relax monetary policy as the macroeconomic situation suggested but also to announce a 0.25% rise in rates as from the beginning of July. After the end of the summer there was a swift change which led to a sharp drop in the prices of raw materials and an equally sharp acceleration in the downswing, to such an extent that in agreement with the principal central banks the ECB relaxed monetary policy by cutting interest rates by 0.50% in October and by a further 0.50% at the beginning of November.

Investment policies in the **bond sector** in the first few months of 2008 were based on strategies aimed at both rationalising the composition of the portfolio, in order to make its yield profile more linear and easier to forecast, and at bringing it into line with the trend in liabilities to policyholders.
At the end of the period the duration of the portfolios was down compared with the end of 2007, especially in the case of Life portfolios, whilst the drop in joint Non-Life and equity portfolios was not so marked and was in line with the Group's objectives, including the use of €1bn of cash to pay the ordinary and extraordinary dividend.
A good overall level of liquidity was maintained in the Group portfolio (approximately €3bn, or approximately €1.7bn after the extraordinary dividend had been paid) which generated very satisfactory returns, advantage being taken of the opportunities provided in the interbank market.

Management of the **share portfolios** was based on defensive strategies carried out by selling options, to take advantage of the high level of volatility in the markets, and by gradually acquiring items to hedge the market risk, currently approximately 65% of the countervalue of the portfolio. This made it possible to limit the negative effects of the substantial fall in share prices.
The share portfolio was mainly made up of securities belonging to the Eurostoxx50 or to the main European indices, which were characterised by a high level of liquidity and a good profile in terms of profitability represented by the dividends expected.
In the first nine months of the year the Eurostoxx50 index, representing the securities with the highest level of capitalisation in the Eurozone, recorded a fall of 31%. On the other hand the market value of the share portfolio held by the companies in the Group fell by only 17%, which confirmed the defensive features of the securities in the portfolio and the efficiency of the hedging operations implemented since the beginning of the year.
The exposure in markets other than those in the Eurozone was marginal, with the exchange rate risk being fully hedged.

Breakdown of Investments and Liquid Assets
30/09/2008



The Group's investments subdivided according to type and comparisons with the position as at 31 December 2007 are set out in the following table:

INVESTMENTS AND LIQUID ASSETS *(amounts in €m)*	30/09/08	comp. %	30/06/08	comp. %	var. %	31/12/07	comp. %	var. %
Buildings	291	*0.8*	294	*0.8*	*-1.1*	315	*0.8*	*-7.9*
Shareholdings in subsidiaries, associates and JVs	24	*0.1*	25	*0.1*	*-2.0*	28	*0.1*	*-14.0*
Investments held to maturity	1,866	*5.1*	1,903	*5.2*	*-2.0*	1,796	*4.6*	*3.9*
Loans and receivables	13,638	*37.3*	10,556	*28.6*	*29.2*	11,375	*28.9*	*19.9*
-Loans and receivables i.r.o. banking customers	*8,794*	*24.1*	*8,501*	*23.0*	*3.4*	*7,980*	*20.3*	*10.2*
-Interbanking loans and receivables	*105*	*0.3*	*277*	*0.7*	*-62.0*	*1,388*	*3.5*	*-92.4*
-Deposits with ceding undertakings	*22*	*0.1*	*22*	*0.1*	*-0.5*	*22*	*0.1*	*-1.0*
-Debt securities	*4,558*	*12.5*	*1,516*	*4.1*	*200.7*	*627*	*1.6*	*627.2*
-Other loans and receivables	*160*	*0.4*	*241*	*0.7*	*-33.6*	*1,358*	*3.4*	*-88.2*
Financial assets available for sale	11,766	*32.2*	14,281	*38.7*	*-17.6*	14,837	*37.7*	*-20.7*
Financial assets at fair value through profit or loss	8,755	*24.0*	9,596	*26.0*	*-8.8*	10,689	*27.1*	*-18.1*
- held for trading	*1,560*	*4.3*	*2,296*	*6.2*	*-32.0*	*2,837*	*7.2*	*-45.0*
- designated at fair value through profit or loss	*7,195*	*19.7*	*7,300*	*19.8*	*-1.4*	*7,852*	*19.9*	*-8.4*
Cash and cash equivalents	215	*0.6*	270	*0.7*	*-20.4*	364	*0.9*	*-41.0*
TOTAL INVESTMENTS AND LIQUID ASSETS	**36,555**	***100.0***	**36,926**	*100.0*	***-1.0***	**39,405**	***100.0***	***-7.2***

Investments in property

Investments in land and buildings amounted to €291m as at 30 September 2008, a decrease of €24m compared with 31 December 2007, as a result of the reclassification of several properties as Property for own use.

The Group's property assets, including property for own use, amounted to €734m, an increase, net of depreciation for the period, of €38m since 31 December 2007. €20m of this was due to the acquisition of Ambra Property, which owns the UNA Way Hotel Bologna Fiera in Bologna adjacent to the Group's head office, and €22m was mainly due to the increase in the property that the Group is constructing in Bologna in order to expand its office space.

Shareholdings in subsidiaries, associates and joint ventures

Investments in subsidiaries, affiliated companies and joint ventures totalled €24m as at 30 September 2008 and were almost exclusively in affiliated undertakings (€28m as at 31/12/2007). Most of the variation was due to the sale of the holding in Cooperare Sviluppo Spa (formerly Nuovi Investimenti Spa).

Investments held to maturity

Investments held to maturity amounted to €1,866m (+3.9% compared with 31/12/2007).

Loans and receivables

Loans and receivables amounted to €13,638m compared with €11,375m as at 31 December 2007 (+19.9%).

The main contribution to this item was from banking business, with €8,794m of loans to customers (+10.2% compared with 31/12/2007) and €105m of receivables from banks (-92.4% compared with 31/12/2007).

Debt securities amounted to €4,558m, an increase of €3,931m since 31 December 2007, mainly owing to the reclassification of securities from Assets available for sale and Assets recorded at fair value through profit or loss.

As allowed by the new paragraphs 50D and 50E of IAS 39 as amended, €2,922m of assets were reclassified as Loans and receivables. The securities were reclassified with effect from 1 July 2008.

Financial assets available for sale

Financial assets available for sale amounted to €11,766 (-20.7% compared with 31/12/2007). The compulsory provision for profits or losses on assets available for sale was negative to the tune of €1,210m as at 30 September 2008 (-€680m as at 31/12/2007). The decrease was due both to the fall in value of the securities because of the poor performance of the markets, which became much worse at the end of the period, and to the reclassification of €2,361m of bonds as Loans and receivables, as allowed by the new paragraph 50E of IAS 39 as amended. The securities were reclassified with effect from 1 July 2008. If this reclassification had not taken place the provision for profits and losses from assets available for sale would have fallen by €51m (net of tax).

€17m of assets were also transferred to this category from Assets recorded at fair value through profit or loss (paragraph 50B of IAS 39 as amended).

Financial assets recorded at fair value through profit or loss

Financial assets in this category were divided into assets held for trading and assets recorded at fair value through profit or loss. They amounted to €8,755m as at 30 September 2008 (-18.1% compared with 31/12/2007).

They were made up of €1,560m of assets held for trading (-45%) and €7,195m of assets designated at fair value, where the investment risk is borne by the policyholder (-8.4%).

As allowed by the new paragraphs 50B and 50D of IAS 39 as amended, €577m of assets were reclassified as Financial assets available for sale and Loans and receivables. The securities were reclassified with effect from 1 July 2008. If this reclassification had not taken place another €41m of inventory losses would have been recorded through profit or loss.

Cash and cash equivalents

Available cash and equivalent resources amounted to €215m (€364m as at 31/12/2007, -41%).

Net capital gains and investment income

Details of net capital gains and investment income are set out in the following table:

NET INVESTMENT INCOME *(amounts in €m)*					
	30/09/2008	*comp. %*	30/09/2007	*comp. %*	*var. %*
Investments in property	7	*0.9*	5	*0.4*	*47.0*
Income from shareholdings in subsidiaries, associates and joint ventures	28	*3.5*	0	*0.0*	
Net income from investments held to maturity	30	*3.8*	38	*3.2*	*-22.4*
Net income from loans and receivables	363	*46.4*	341	*28.7*	*6.4*
Net income from financial assets available for sale	465	*59.5*	755	*63.5*	*-38.3*
Net income from financial assets at fair value	(118)	*-15.1*	(14)	*-1.2*	
Balance on cash and cash equivalents	8	*1.1*	63	*5.3*	*-86.9*
Total net income from financial investments and liquid assets	**782**	***100.0***	**1,188**	***100.0***	***-34.2***
Net income/charges from financial liabilities at fair value	3		7		*-50.1*
Net income/charges from other financial liabilities	(221)		(208)		*6.1*
Total net income/charges from financial liabilities	**(218)**		**(202)**		***8.0***
Total net income (excl. instruments designated at fair value)	**564**		**986**		*-42.8*
Net income from financial assets designated at fair value	(440)		159		
Net income from financial liabilities designated at fair value	140		(130)		
Total net income from financial ass/liab designated at fair value	**(299)**		**29**		
Total net capital gains and investment income	**265**		**1,015**		*-73.9*

Net income amounted to €564m (€986m as at 30/09/2007, -42.8%). At €443m net inventory losses were much heavier than the €118m recorded as at 30 September 2007.
Total write-downs on financial instruments as a result of the default of the investment bank Lehman Brothers amounted to €112m: €2m on Financial assets from trading, €34m on Investments held to maturity, €27m on Loans and receivables and €49m on Assets available for sale. Added to these were further charges of €32m which the Group incurred in order to protect its customers with index-linked policies based on Lehman Brothers securities. This financial impact was carefully assessed by subjecting the debt securities issued by this investment bank to an impairment test, which gave a presumed recovery rate of 50% of the nominal value of the senior notes held in the portfolio on maturity whilst the recovery rate of junior notes was prudentially assumed to be zero. Given the very low level of liquidity that was a feature of the market for Lehman Brothers securities the estimate of the value was also based on specific analyses carried out by several independent research companies and a rating agency.

Net income from loans and receivables also included €104m of value adjustments for deterioration of receivables from banking clients because of the deterioration of several major items on top of the serious crisis in the economy that began during the third quarter of the year.

Net income from Financial assets available for sale also included €10m of write-downs on the holding in Hopa implemented in the first half of the year.
Net income from financial assets available for sale included €92m in capital gains as at 30 September 2007.

Income from holdings in subsidiaries, affiliated companies and joint ventures included €27m of capital gain on the sale of Quadrifoglio Vita.

Net capital gains and investment income from financial assets and liabilities recorded at fair value through profit or loss were negative to the tune of €299m (+€29m as at 30/09/2007);

SHAREHOLDERS' EQUITY

Group capital and reserves, including the profit for the period, amounted to €3,636m as at 30 September 2008 (€4,988m as at 31/12/2007).
Most of the decrease was due to the variation in the provision for profits and losses on financial assets available for sale, which fell from -€680m as at 31 December 2007 to -€1,210m as at 30 September 2008, linked to the serious financial crisis that particularly affected the end of the period and to the distribution by the Parent Company UGF of €1bn in dividends.
Capital and reserves pertaining to minority interests amounted to €292m (€287m as at 31/12/2007).

On 30 September 2008 the Parent Company's share capital was €2,391,426,100 and was made up of 1,479,885,786 ordinary shares and 911,540,314 preference shares.

TECHNICAL PROVISIONS AND FINANCIAL LIABILITIES

TECHNICAL PROVISIONS AND FINANCIAL LIABILITIES
(amounts in €m)

	30/09/2008	31/12/2007	var. %
Non-Life technical provisions	7,416	7,499	*-1.1*
Life technical provisions	17,753	18,575	*-4.4*
TOTAL TECHNICAL PROVISIONS	**25,169**	**26,074**	***-3.5***
Financial liabilities at fair value	**2,620**	**3,454**	***-24.1***
- Investment contracts - insurance companies	*2,327*	*2,983*	*-22.0*
- Other	*293*	*470*	*-37.7*
Other financial liabilities	**8,475**	**8,357**	***1.4***
- Investment contracts - insurance companies	*163*	*199*	*-17.9*
- Subordinate liabilities	*1,313*	*912*	*44.0*
- Payables to banking customers	*5,241*	*6,456*	*-18.8*
- Interbanking payables	*954*	*103*	*828.8*
- Other	*803*	*687*	*17.0*
TOTAL FINANCIAL LIABILITIES	**11,095**	**11,810**	***-6.1***

Technical provisions amounted to €25,169m as at 30 September 2008, a decrease of 3.5% since 31 December 2007, and were made up of €7,416m of Non-Life technical provisions (€7,499m as at 31/12/2007, -1.1%) and €17,753m of Life technical provisions (€18,575m as at 31/12/2007, -4.4%).

Total financial liabilities amounted to €11,095m (-6.1% compared with 31/12/2007), €2,491m of this amount being financial liabilities relating to investment policies issued by the insurance companies (€3,182m as at 31/12/2007).
Financial liabilities recorded at fair value through profit or loss amounted to €2,621m (-24.1%) and mainly consisted of investment contracts issued by insurance companies where the investment risk was borne by the policyholders (€2,328m).
Other financial liabilities amounted to €8,475m (+1.4%) and consisted of payables to banking clients of €5,241m (-18.8%), investment policies issued by insurance companies totalling €163m (-17.9%), subordinated debenture loans of €1,313m (+44%) and other liabilities amounting to €1,757m.

BUSINESS OUTLOOK FOR THE CURRENT FINANCIAL YEAR

The forecasts for the insurance sector for 2008 cannot ignore the crisis in the financial markets, which is now spreading to the other sectors of the economy. Life business is bound to feel the recoil from financial markets, which are still extremely volatile, whilst the banking networks will continue to sell retail customers products that provide direct income to the detriment of assets under management and Life policies. Products with a greater insurance content and more professional sales channels are more relevant to the current circumstances, as is shown by the growth in Class I and the fairly good performance turned in by agents.

The performance of MV TPL during the year is evidence of a falling market which is unlikely to experience an upturn by the end of the year. The climate of recession will accentuate the crisis in the MV market and the consequent lower number of new registrations as a proportion of vehicles on the road will also lead to a lull in premium income in Land Vehicles – own damage or loss.

The outlook for the year end is for core business, both Non-Life and Life, to continue to perform substantially the same in view of measures to improve efficiency.

The recent worsening of the financial crisis, which has now lasted more than twelve months and is not likely to do much of a U-turn before the end of the year, and the above assessment of the insurance market against a background of great uncertainty in the national and international economic situation affect the business outlook and the year end results.

Nevertheless it is possible that the economic performance of the year as a whole will turn out to be in line with the overall performance recorded during the first nine months, excluding the extraordinary losses linked to the default of Lehman Brothers recorded as at 30 September 2008.

Bologna, 13 November 2008

The Board of Directors

GENERAL DRAFTING CRITERIA AND OTHER INFORMATION

The UGF Group's Interim Management Report as at 30 September 2008 was drawn up in accordance with Article 154-ter, para. 5, of the TUF. The layout of the Balance Sheet and the Profit and Loss Account complies with the provisions of ISVAP Regulation 7 of 13 July 2007.

The valuation criteria adopted for recording the figures for the period in question were the same as those used for drawing up the consolidated accounts for the year ended 31 December 2007. Mention should be made of the fact that the IAS/IFRS international accounting standards current on the date the period ended, issued by the IASB and validated by the European Union, were applied.
The Group decided to take advantage of the option provided by the new IAS 39, as amended by European Regulation 1004 of 15 October 2008 'Reclassification of financial assets' (amendments to IAS 39 'Financial instruments: recording and valuation' and to IFRS 7 'Financial instruments: notes to the accounts'). Reclassification was carried out with effect from 1 July 2008.

It should also be pointed out that, being interim reports drawn up more rapidly than the annual accounts, quarterly reports are more likely to contain items that have been estimated (based on the available management figures and company statistics).

The unit of account used is the Euro and amounts are expressed in €m.

Basis of Consolidation

The Group's consolidated accounts as at 30 September 2008 were drawn up by combining the figures for the Parent Company with those for the subsidiaries, both direct and indirect (IAS 27), excluding those that were deemed to be too small to be of relevance (valued using the net equity method). The affiliated companies were valued using the net equity method (IAS 28). As a result of the sale of the holding in Quadrifoglio Vita there are no longer any joint shareholdings consolidated using the proportional method, in accordance with IAS 31.

Changes in the basis of consolidation compared with 31 December 2007

- On 10 January 2008 Unipol Private Equity Spa was set up. The share capital amounted to €2,000,000 and was fully paid up by the sole shareholder Unipol Banca SpA.
- On 28 March 2008 Unipol Gruppo Finanziario S.p.A. sold its holding in Quadrifoglio Vita S.p.A., which represented 50% of the share capital, to Banca Monte dei Paschi di Siena S.p.A. Quadrifoglio Vita's income and charges up to the date of the sale were consolidated on a proportional basis.
- On 28 March 2008 the shareholders' meeting of Grecale S.r.l. (in liquidation) approved the final accounts drawn up on 31 December 2007. On 1 April 2008 the Italian Chamber of Commerce (CCIAA) in Bologna transcribed the winding-up of the company.
- As a result of the Group's intention to sell its holding in Promorest Srl (an affiliated company valued using the net equity method), the figures consolidated in this document are set out in accordance with the provisions of IFRS 5, with no effect on the consolidated shareholders' equity nor on the consolidated profit. In particular, on the consolidated balance sheet this shareholding to be sold is reclassified as 'Non-current assets or assets of a disposal group held for sale' (item 6.1 of the Assets).
- On 1 July 2008 Unipol Gruppo Finanziario S.p.A. acquired 100% of Ambra Property S.r.l. This company owns and manages the UNA Way Hotel Bologna Fiera, which is near UGF's registered office in Bologna and belongs to the Italian chain Una Hotels and Resorts.
- Also on 1 July 2008 Unipol Banca acquired a further 41% of Unicard S.p.a., thus increasing its holding to 51%. This company promotes, develops and manages the

Unicard-Visa credit card issued by Unipol Banca.
- On 6 August 2008 Unisalute Servizi S.r.l., a company wholly owned by Unisalute SpA, changed its name to UGF Assistance S.r.l.

Shareholdings consolidated on a line-by-line basis and shareholdings valued using the net equity method are listed in an appendix to this report.

Additional notes on acquisitions made during the period

On 1 July 2008 UGF acquired 100% of the share capital of Ambra Property Srl, which is registered in Bologna.
Ambra Property was set up on 24 June 2008 with the transfer of a section of business that included the hotel business of the Holiday Inn, Piazza della Costituzione 1, Bologna, the building in which the registered office is situated and the fixtures and fittings.
Ambra Property began to manage the hotel side of the business on 1 July 2008 and under a 'hotel management' contract this work was entrusted to Una Hotels SpA which will manage the hotel under the name Una Way.
The consideration paid by UGF amounted to approximately €20m. When the company was consolidated the €16m difference between the amount paid and the company's capital and reserves was allocated in full to property owned.

CONSOLIDATED BALANCE SHEET

ASSETS

€m		30/09/2008	31/12/2007
1	**INTANGIBLE ASSETS**	**1,814**	**1,812**
1.1	Goodwill	1,770	1,775
1.2	Other intangible assets	44	36
2	**TANGIBLE ASSETS**	**498**	**435**
2.1	Property	444	380
2.2	Other tangible assets	55	55
3	**TECHNICAL PROVISIONS - REINSURERS' SHARE**	**602**	**593**
4	**INVESTMENTS**	**36,340**	**39,040**
4.1	Investments in property	291	315
4.2	Shareholdings in subsidiaries, associates and joint ventures	24	28
4.3	Investments held to maturity	1,866	1,796
4.4	Loans and receivables	13,638	11,375
4.5	Financial assets available for sale	11,766	14,837
4.6	Financial assets recorded at fair value through profit or loss	8,755	10,689
5	**SUNDRY RECEIVABLES**	**1,265**	**1,430**
5.1	Receivables arising out of direct insurance operations	687	941
5.2	Receivables arising out of reinsurance operations	162	141
5.3	Other receivables	416	348
6	**OTHER ASSETS**	**1,199**	**2,524**
6.1	Non-current assets or assets of a disposal group held for sale	1	1,689
6.2	Deferred acquisition costs	48	61
6.3	Deferred tax assets	699	431
6.4	Current tax assets	46	46
6.5	Other assets	405	298
7	**CASH AND CASH EQUIVALENTS**	**215**	**364**
	TOTAL ASSETS	**41,933**	**46,199**

LIABILITIES AND SHAREHOLDERS' EQUITY

€m		30/09/2008	31/12/2007
1	**SHAREHOLDERS' EQUITY**	**3,928**	**5,274**
1.1	**pertaining to the Group**	**3,636**	**4,988**
1.1.1	Capital	2,391	2,391
1.1.2	Other equity	0	0
1.1.3	Capital reserves	1,420	2,235
1.1.4	Accumulated earnings and other reserves	834	630
1.1.5	(Own shares)	0	0
1.1.6	Reserve for net exchange rate differences	0	0
1.1.7	Profits or losses on financial assets available for sale	-1,210	-680
1.1.8	Other profits or losses recorded in the equity direct	21	21
1.1.9	Profits (loss) for the year pertaining to the Group	179	389
1.2	**pertaining to minority interests**	**292**	**287**
1.2.1	Capital and reserves pertaining to minority interests	311	302
1.2.2	Profits or losses recorded in the equity direct	-41	-48
1.2.3	Profits (loss) for the year pertaining to minority interests	22	32
2	**AMOUNTS SET ASIDE**	**74**	**56**
3	**TECHNICAL PROVISIONS**	**25,169**	**26,074**
4	**FINANCIAL LIABILITIES**	**11,095**	**11,810**
4.1	Financial liabilities recorded at fair value through profit or loss	2,620	3,454
4.2	Other financial liabilities	8,475	8,357
5	**PAYABLES**	**452**	**424**
5.1	Payables arising out of direct insurance operations	63	78
5.2	Payables arising out of reinsurance operations	77	10
5.3	Other payables	311	336
6	**OTHER LIABILITIES**	**1,216**	**2,561**
6.1	Liabilities of a disposal group held for sale	0	1,652
6.2	Deferred tax liabilities	542	220
6.3	Current tax liabilities	27	98
6.4	Other liabilities	648	591
	TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**41,933**	**46,199**

CONSOLIDATED INCOME STATEMENT

€m		30/09/2008	30/09/2007	Third quart. 2008
1.1	Net earned premiums	5,430	6,354	1,802
1.1.1	*Gross earned premiums*	*5,643*	*6,577*	*1,869*
1.1.2	*Earned premiums ceded*	*-213*	*-223*	*-67*
1.2	Commissions and fees receivable	77	102	22
1.3	Income and charges arising out of financial instruments recorded at fair value through profit or loss	-414	21	-208
1.4	Income arising out of shareholdings in subsidiaries, associates and JVs	28	1	-1
1.5	Income arising out of other financial instruments and investments in property	1,147	1,303	405
1.5.1	*Interest receivable*	*984*	*934*	*342*
1.5.2	*Other income*	*83*	*90*	*8*
1.5.3	*Profits realised*	*40*	*279*	*17*
1.5.4	*Unrealised profits*	*40*	*0*	*37*
1.6	Other income	82	84	23
1	**TOTAL INCOME AND PROCEEDS**	**6,349**	**7,865**	**2,042**
2.1	Net charges relating to claims	4,458	5,951	1,537
2.1.2	*Amounts paid and changes in technical provisions*	*4,604*	*6,107*	*1,580*
2.1.3	*Reinsurers' share*	*-145*	*-156*	*-44*
2.2	Commissions and fees payable	25	33	6
2.3	Charges arising out of shareholdings in subsidiaries, associates and JVs	0	0	0
2.4	Charges arising out of other financial instruments and investments in property	495	310	232
2.4.1	*Interest payable*	*223*	*208*	*86*
2.4.2	*Other charges*	*12*	*23*	*6*
2.4.3	*Losses realised*	*29*	*57*	*7*
2.4.4	*Unrealised losses*	*230*	*23*	*134*
2.5	Operating expenses	921	916	275
2.5.1	*Commissions and other acquisition expenses*	*600*	*604*	*177*
2.5.2	*Investment management expenses*	*13*	*16*	*3*
2.5.3	*Other administrative expenses*	*308*	*296*	*95*
2.6	Other costs	142	87	49
2	**TOTAL COSTS AND CHARGES**	**6,042**	**7,297**	**2,098**
	PROFIT (LOSS) FOR THE PERIOD BEFORE TAXATION	**307**	**568**	**-56**
3	Taxation	106	197	-8
	PROFIT (LOSS) FOR THE PERIOD NET OF TAX	**201**	**372**	**-48**
4	PROFIT (LOSS) PERTAINING TO DISCONTINUED OPERATIONS			
	CONSOLIDATED PROFIT (LOSS)	**201**	**372**	**-48**
	pertaining to the Group	**179**	**332**	**-58**
	pertaining to minority interests	22	40	10

Basis of consolidation

Name	State	Registered office	Method (1)	Type of business (2)	% direct holding	% indirect holding	% total participating interest (3)	% votes available at Ordinary General Meetings (4)	% consolidation	Share capital (€)
Unipol Gruppo Finanziario Spa	086 Italy	Bologna	G	4					100.00	2,391,426,100
Compagnia Assicuratrice Unipol Spa	086 Italy	Bologna	G	1	100.00		100.00		100.00	150,000,000
Aurora Assicurazioni Spa	086 Italy	S.Donato M. (Mi)	G	1	100.00		100.00		100.00	150,000,000
Compagnia Assicuratrice Linear Spa	086 Italy	Bologna	G	1	100.00		100.00		100.00	19,300,000
Navale Assicurazioni Spa	086 Italy	Milan	G	1	99.83		99.83		100.00	96,250,000
Navale Vita Spa	086 Italy	Rome	G	1		100.00 Navale Assicurazioni Spa	99.83		100.00	5,180,108
Unisalute Spa	086 Italy	Bologna	G	1	98.48		98.48		100.00	17,500,000
BNL Vita Spa	086 Italy	Milan	G	1	51.00		51.00		100.00	160,000,000
Unipol SGR Spa	086 Italy	Bologna	G	8	100.00		100.00		100.00	5,000,000
Unipol Banca Spa	086 Italy	Bologna	G	7	67.75	16.78 Unipol Assicurazioni Spa	84.53		100.00	703,500,000
Unipol Merchant - Banca per le Imprese Spa	086 Italy	Bologna	G	7		86.18 Unipol Banca Spa	72.84		100.00	105,468,007
Unipol Fondi Ltd	040 Ireland	Dublin	G	11		100.00 Unipol Banca Spa	84.53		100.00	125,001
Unipol Private Equity Spa	086 Italy	Bologna	G	11		100.00 Unipol Banca Spa	84.53		100.00	2,000,000
Cooperleasing Spa	086 Italy	Bologna	G	11		100.00 Unipol Banca Spa	84.53		100.00	6,000,000
Nettuno Fiduciaria Srl	086 Italy	Bologna	G	11		100.00 Unipol Banca Spa	84.53		100.00	250,000
Unicard Spa	086 Italy	Milan	G	11		51.00 Unipol Banca Spa	43.11		100.00	2,080,000
Grecale Abs Srl	086 Italy	Bologna	G	11		10.00 Smallpart Spa Unipol Banca Spa (*)	10.00		100.00	20,000
Castoro Rmbs Srl	086 Italy	Milan	G	11		Unipol Banca Spa (*)			100.00	10,000
Atlante Finance Srl	086 Italy	Milan	G	11		Unipol Banca Spa (*)			100.00	10,000
Midi Srl	086 Italy	Bologna	G	10		100.00 Unipol Assicurazioni Spa	100.00		100.00	72,000,000
Unifimm Srl	086 Italy	Bologna	G	10		100.00 Unipol Assicurazioni Spa	100.00		100.00	43,350,000
Smallpart Spa	086 Italy	Bologna	G	9		100.00 Unipol Assicurazioni Spa	100.00		100.00	32,000,000
SRS Spa	086 Italy	Bologna	G	9		75.21 Unipol Assicurazioni Spa 24.79 Aurora Assicurazioni Spa	100.00		100.00	13,898,582
Ambra Property Srl	086 Italy	Bologna	G	11	100.00		100.00		100.00	100,000

(1) Consolidation method: G=on a line-by-line basis, P=proportional, U=on a line-by-line basis as per coordinated management.

(2) 1=Italian insurers; 2=EU insurers; 3=non-EU insurers; 4=insurance holdings; 5=EU reinsurers; 6=non-EU reinsurers; 7=banks; 8=asset management companies; 9=sundry holdings; 10=property companies; 11=other.

(3) is the product of the percentage holdings relating to all the companies that may come somewhere along the chain between the company that draws up the consolidated accounts and the company in question. If the latter is a direct participating interest of several subsidiaries the individual products must be added up.

(4) Total percentage of votes available at Ordinary General Meetings if different from the direct or indirect holding.

(*) Special purpose vehicles used for securitisation transactions. They are not subsidiaries but they are consolidated as they substantially retain all risks and benefits

Details of unconsolidated shareholdings

Name	State	Registered office	Type of business (1)	Type (2)	% direct holding	% indirect holding	% total participating interest (3)	% votes available at Ordinary General Meetings (4)	Book value (€m)	Share capital (€)
Unieuropa Srl	086 Italy	Bologna	11	a		98.00 Smallpart Spa	98.00		0.5	510,000
UGF Assistance srl	086 Italy	Bologna	11	a		100.00 Unisalute Spa	98.48		0.2	52,000
BNL Servizi Assicurativi Srl	086 Italy	Milan	11	a		100.00 Bnl Vita Spa	51.00		0.2	10,400
Hotel Villaggio Città del Mare Spa	086 Italy	Terrasini (Pa)	11	b		49.00 Unipol Assicurazio	49.00		3.1	7,000,000
A.P.A. Spa	086 Italy	Parma	11	b		46.50 Smallpart Spa	46.50		0.7	1,000,000
Assicoop Ferrara Spa	086 Italy	Ferrara	11	b		47.40 Smallpart Spa	47.40		0.6	376,635
Assicoop Firenze Spa	086 Italy	Florence	11	b		44.00 Smallpart Spa	44.00		0.5	1,000,000
Assicoop Imola Spa	086 Italy	Imola (Bo)	11	b		47.33 Smallpart Spa	47.33		1.3	1,000,000
Assicoop Modena Spa	086 Italy	Modena	11	b		43.32 Smallpart Spa	43.32		2.7	2,256,800
Assicoop Ravenna Spa	086 Italy	Ravenna	11	b		49.00 Smallpart Spa	49.00		2.2	3,640,000
Assicoop Romagna Spa	086 Italy	Forlì	11	b		49.00 Smallpart Spa	49.00		0.8	774,700
Assicoop Sicura Spa	086 Italy	Bologna	11	b		40.00 Smallpart Spa	40.00		2.4	202,800
Assicoop Siena Spa	086 Italy	Siena	11	b		49.00 Smallpart Spa	49.00		0.3	510,000
Assicura Spa	086 Italy	Reggio Emilia	11	b		35.00 Smallpart Spa	35.00		1.1	1,040,000
ZIS Fiera 2 - Consorzio	086 Italy	Bologna	11	b		31.72 Midi Srl	31.72		0.3	789,185
Euresa Holding SA	092 Luxembourg		4	b		25.00 Unipol Assicurazio	25.00		3.3	9,620,200
Pegaso Finanziaria Spa	086 Italy	Bologna	9	b		45.00 Smallpart Spa	45.00		3.0	7,000,000
SCS Azioninnova Spa	086 Italy	Bologna	11	b		40.00 Unipol Merchant Spa	29.13		1.2	2,501,250

(1) 1=Italian insurers; 2=EU insurers; 3=non-EU insurers; 4=insurance holdings; 5=EU reinsurers; 6=non-EU reinsurers; 7=banks; 8=asset management companies; 9=sundry holdings; 10=property companies; 11=other.

(2) a=subsidiaries (IAS27) ; b=associates (IAS28); c=joint ventures (IAS 31); please mark with (*) the companies available for sale in accordance with IFRS 5 and write the legend at the foot of the statement.

(3) is the product of the percentage holdings relating to all the companies that may come somewhere along the chain between the company that draws up the consolidated accounts and the company in question. If the latter is a direct participating interest of several subsidiaries the individual products must be added up.

(4) Total percentage of votes available at the Ordinary General Meeting if different from the direct or indirect holding.

DECLARATION OF THE SENIOR EXECUTIVE RESPONSIBLE FOR DRAWING UP THE COMPANY ACCOUNTS

RE: Interim Management Report of Unipol Gruppo Finanziario S.p.A. as at 30 September 2008

The undersigned Maurizio Castellina, the Senior Executive responsible for drawing up Unipol Gruppo Finanziario S.p.A's accounts

DECLARES

in accordance with Article 154-bis, para. 2, of the 'Single Text of the Provisions relating to Financial Brokerage' that as far as he is aware the Interim Management Report as at 30 September 2008 corresponds to the documentary results, the books and the accounting records.

Bologna, 13 November 2008

The Senior Executive responsible for
drawing up the company accounts
Maurizio Castellina