

Unipol Gruppo Finanziario S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 3,365,292,408.03 fully paid-up
Tax Identification Number and Bologna Companies' Register Number 00284160371
Parent of the Unipol Insurance Group entered in the Register of Insurance Groups under Number 046
Parent of the Unipol Banking Group

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary Shareholders' Meeting of Unipol Gruppo Finanziario S.p.A. is hereby convened in a single call on 28 April 2017, at 10:30 am, at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), in order to resolve on the following

AGENDA

In the ordinary session

- 1 Financial Statements as at 31 December 2016; Director's Report; Board of Statutory Auditors' and Independent Auditor's Report. Related and consequent resolutions.
- 2 Remuneration report prepared pursuant to Article 123-ter of the Consolidated Law on Finance. Related and consequent resolutions.
- 3 Remuneration plans based on financial instruments pursuant to Article 114-bis of the Consolidated Law on Finance. Related and consequent resolutions.
- 4 Acquisition and disposal of treasury shares and shares of the parent company. Related and consequent resolutions.

In the extraordinary session

- 1 Amendment to Article 1 ("Name") of the By-Laws. Related and consequent resolutions.
- 2 Resolutions pursuant to Law No. 413 of 30 December 1991.

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Participation and representation at the Shareholders' Meeting

Those who are found to be holders of shares at the close of business on 19 April 2017 (record date) and in regard of whom the Company has received notice from an authorised intermediary shall be entitled to participate and exercise voting rights at the Shareholders' Meeting.

Those who are found to be holders of shares after 19 April 2017 shall not have the right to participate and vote at the Shareholders' Meeting.

Holders of shares of Unipol Gruppo Finanziario not deposited with Monte Titoli S.p.A. are reminded that the exercise of rights related to such securities may only take place upon delivery thereof to an intermediary for entry in the centralised management system.

Holders of voting rights may be represented at the Shareholders' Meeting by written proxy, in accordance with applicable provisions of law. The proxy form available on the Company website www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/2017/ordinary and extraordinary Shareholders' Meeting 28 April 2017* may be used for this purpose.

The instructions on the forms must be followed for the appointment and notification of proxies, even if electronic. If for technical reasons the proxy forms cannot be made available electronically, the same will be sent upon simple request to be made by calling +39 055 4794308.

The Company has appointed Computershare S.p.A., with offices in Turin, Via Nizza 262/73, as Representative pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 ("Consolidated Law on Finance"), to which holders of voting rights may grant proxy with voting instructions for all or some of the proposals on the agenda. Proxy must be granted to the aforementioned Representative appointed by the Company by 26 April 2017, following the instructions and using the specific proxy form available on the Company website www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/2017/ordinary and extraordinary Shareholders' Meeting 28 April 2017*. This section also contains instructions for notifying proxies electronically or for withdrawing, within the above term, the proxy and voting instructions conferred. The proxy will only be valid for proposals in relation to which voting instructions have been provided. For any further information, Shareholders may contact the designated Representative at the number +39 011 0923200.

Holders of ordinary shares deposited with the Company will be able to attend the Shareholders' Meeting with prior notice transmitted electronically to the certified email address segreteria generale@pec.unipol.it, by fax to +39 055 4792006, or by calling +39 055 4794308.

Questions on items on the agenda

Pursuant to Article 127-ter of the Consolidated Law on Finance, those with voting rights may submit questions on the items of the agenda even prior to the Shareholders' Meeting, by registered letter to Unipol Gruppo Finanziario S.p.A. – Segreteria Generale – Ufficio Soci – Via Stalingrado 37, 40128 Bologna, by fax to +39 055 4792006, by certified email to segreteria generale@pec.unipol.it or, finally, by filling out the specific form available on the website www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/2017/ordinary and extraordinary Shareholders' Meeting 28 April 2017*. Questions must be received by the end of the third day preceding the date set for the meeting, i.e. by 25 April 2017.

Consideration will only be given to questions strictly pertinent to the items on the agenda. Submitters must provide their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and suitable documentation proving entitlement to voting rights issued by the intermediary, to the address segreteria generale@pec.unipol.it.

In the event a Shareholder has requested from its intermediary communication of legitimacy to attend the Shareholders' Meeting, it will be sufficient to include in the request reference to any such notice issued by the intermediary or, at the very least, the name of the same intermediary.

Questions received before the Shareholders' Meeting will be answered at the latest during the same, with the option for the Company to provide a single answer for multiple questions with similar content.

Additions to the agenda

Pursuant to Article 126-bis of the Consolidated Law on Finance, Shareholders who, individually or jointly, represent one fortieth of the share capital may within ten days subsequent to the publication of this notice, thus by 6 April 2017, request the addition of items to the agenda, specifying in their request the additional items proposed, or submit resolution proposals on items already on the agenda. No additions are allowed for matters on which the Shareholders' Meeting will pass resolutions, according to law, upon the proposal of the Directors or on the basis of a project or report prepared thereby other than those referred to in Article 125-ter, Paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing by registered letter with r/r to Unipol Gruppo Finanziario S.p.A. – Segreteria Generale – Ufficio Soci – Via Stalingrado 37, 40128 Bologna or by certified email to segreteria generale@pec.unipol.it. Certification proving the ownership of shares held by the submitting Shareholders as well as the shareholding required in order to request additions to the agenda must be provided in a specific notice issued by the intermediary, effective on the date of the request, addressed to segreteria generale@pec.unipol.it.

Any additions to the agenda shall be notified in the same manner prescribed by law for the notice convening the Shareholders' Meeting, within the terms required by current legislation.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must prepare a report stating the reasons for the proposed resolutions on new items submitted for discussion or the reasons for additional proposed resolutions on items already on the agenda; the aforementioned report must be forwarded to the Board of Directors before the final deadline for the submission of requests for additions to the agenda.

Information on share capital

As at the date hereof, the share capital of Unipol Gruppo Finanziario is €3,365,292,408.03, divided into 717,473,508 ordinary shares without par value. As at the same date, 708,886,452 ordinary shares have voting rights, excluding treasury shares and those held by subsidiaries.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by Shareholders can be found on the Company website www.unipol.it under the section *Governance/Shareholders' Meetings/2017/ordinary and extraordinary Shareholders' Meeting 28 April 2017*.

The reports and proposed resolutions on items on the agenda will be available to the public at the registered office and published on the aforementioned Company website, as well as on the website of the authorized storage mechanism *eMarket Storage* (www.emarketstorage.com), within their respective terms and in the manner required by law, and will be transmitted to requesting parties.

In particular, the following will be made available to the public:

- from the date hereof, the report of the Board of Directors and proposed resolutions on all items of the agenda for the ordinary and extraordinary sessions, including, among other things, with regard to items 2 and 3 on the agenda of the ordinary session, the Report pursuant to Article 123-ter of the Consolidated Law on Finance and the disclosures pursuant to Article 114-bis of the Consolidated Law on Finance and Article 84-bis of the Issuers' Regulation, respectively;
- by 6 April 2017, the Annual Report and other documents pursuant to Article 154-ter, Paragraph 1, of the Consolidated Law on Finance, as well as the Annual Report on corporate governance and ownership structure.

Moreover, by 13 April 2017 the financial statements of subsidiaries and associated companies shall be made available at the registered office.

Entitled parties are invited to arrive earlier than the time scheduled for the Shareholders' Meeting in order to facilitate the registration process, which will begin at 9:30 am.

Bologna, 27 March 2017

Chairman of the Board of Directors
Pierluigi Stefanini