

## 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

### EXTRACT OF NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

(pursuant to Article 125-bis, Paragraph 1, Legislative Decree 58/1998)

## 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; Directors' Report; Board of Statutory Auditors' and Independent Auditors' 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 plan 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 Company By-Laws. Related and consequent resolutions.
- 2 Resolutions pursuant to Law 413 of 30 December 1991

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#### **Participation and representation at the Shareholders' Meeting**

Entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a notice issued to the Company by an authorised intermediary, in accordance with its accounting records, in favour of the party entitled to vote.

This notice must be issued by the intermediary based on evidence at the record date (19 April 2017), corresponding to the seventh trading day prior to the date of the Shareholders' Meeting.

All entitled parties may be represented at the Shareholders' Meeting by proxy granted in accordance with the law, using the form available on the website of the Company ([www.unipol.it](http://www.unipol.it) under the section *Governance/Shareholders' Meetings/ordinary and extraordinary Shareholders' Meeting 28 April 2017*).

The Company has appointed Computershare S.p.A. as the Representative to which proxies may be granted with voting instructions. The forms to be used to grant proxy to the aforementioned delegated Representative will be available on the aforementioned website of the Company and sent to any requesting parties that call +39 011 0923200.

#### **Documentation and further information**

The full notice convening the Shareholders' Meeting, available on the Company website ([www.unipol.it](http://www.unipol.it) under the section *Governance/Shareholders' Meetings/ordinary and extraordinary Shareholders' Meeting 28 April 2017*) contains all information and detailed instructions on the rights that may be exercised by Shareholders, regarding the right to submit questions and any additions to the agenda.

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](http://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 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.

Bologna, 27 March 2017

Chairman of the Board of Directors  
Pierluigi Stefanini