



UNIPOL GRUPPO FINANZIARIO S.P.A.

Registered and Head Offices Via Stalingrado 45, Bologna

Subscribed and paid-up share capital €2,699,066,917.47

Bologna Company Register No 00284160371

Parent of the Unipol Insurance Group entered in the Register of Insurance Groups – No 46

CAPITAL INCREASE

STOCK-EXCHANGE OFFER OF UNEXERCISED OPTION RIGHTS

Notice published in accordance with Article 89 of the CONSOB Ruling 11971 of 14 May 1999 and subsequent amendments and supplements

During the option period (16 July 2012 – 1 August 2012, the '**Offer Period**') 15,407,421 option rights to subscribe 308,148,420 Unipol Gruppo Finanziario S.p.A. ('**Unipol**') ordinary shares and 5,614,818 option rights to subscribe 112,296,360 Unipol preference shares (the '**Shares**'), i.e. 72.87% of the total number of ordinary shares offered and 43.12% of the total number of preference shares offered respectively, with a total value of €725,785,791.00, were exercised.

Thus when the Offer Period closed 5,735,150 option rights for 114,703,000 ordinary shares, i.e. 27.13% of the ordinary shares offered, and 7,408,015 option rights for 148,160,300 preference shares, i.e. 56.88% of the preference shares offered, (the '**Rights**'), with a total value of €373,862,292.50, had not been exercised.

In accordance with the provisions of Article 2441, para. 3, of the Italian Civil Code, the Rights will be offered on the Stock Exchange by Equita SIM S.p.A. on behalf of Unipol, on 3, 4, 5, 6 and 7 September 2012. All the Rights will be offered on the first day and any Rights not placed on the previous days will be offered on the subsequent days.

Under penalty of lapse, the shares must be subscribed through authorized intermediaries belonging to the Monte Titoli S.p.A. centralized management scheme by 10 September 2012.

The Rights will be made available to purchasers through authorized intermediaries belonging to the centralized management scheme managed by Monte Titoli S.p.A. and may be used to subscribe (i) new ordinary shares, cum coupon and having the same features as those in circulation, at €2.00 (€0.975 of it to be used for the capital increase and €1.025 to be allocated to the share premium reserve), at an option ratio of 20 new ordinary shares for each Right exercised; and (ii) new preference shares, cum coupon and having the same features as those in circulation, at €0.975 (all of it to be used for the capital increase), at an option ratio of 20 new preference shares for each Right exercised.

Shares subscribed by the time the Stock-Exchange offer closes will be credited to the accounts of the intermediaries belonging to the centralized management scheme managed by Monte Titoli S.p.A. at the close of business on the last day that the Rights can be exercised and will be available as from the following settlement day.

The Prospectus and the supplements are available at Unipol's registered office in Bologna, Via Stalingrado 45, and at Borsa Italiana in Milan, Piazza degli Affari 6, as well as on the Unipol website, www.unipol.it, and on the Borsa Italiana S.p.A. website, www.borsaitaliana.it.

Bologna, 29 August 2012