



**ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING**

**convened for 19 March 2012 in one call**

**BOARD OF DIRECTORS' EXPLANATORY REPORT**

**ORDINARY PART**

**(drawn up in accordance with Article 125 *ter* of Legislative Decree no. 58  
of 24 February 1998)**

## **MEETING AGENDA**

### **ORDINARY PART OF THE MEETING**

- 1. To appoint a Board Member following the replacement carried out in accordance with Article 2386, first paragraph, of the Civil Code, and with Article 10 of the Company's By-laws; to pass the relevant and consequent resolutions.**

## ORDINARY PART OF THE SHAREHOLDERS' MEETING

### ITEM NO. 1 ON THE AGENDA

**To appoint a Board Member following the replacement carried out in accordance with Article 2386, first paragraph, of the Civil Code, and with Article 10 of the Company's By-laws; to pass the relevant and consequent resolutions.**

Dear Shareholders,

We hereby inform you that, following the resignation of the Board Member Mr Gilberto Coffari, submitted on 12 June 2011, in accordance with the first paragraph of Article 2386 of the Civil Code, and with the approval of the Board of Statutory Auditors and the Appointments and Corporate Governance Committee, the Board, as convened on 30 June 2011, has proceeded to replace Mr Coffari by co-opting the Board Member Mr Adriano Turrini, whose mandate is due to expire in this Shareholders' Meeting.

In accordance with the above-mentioned Article 2386 of the Civil Code, it is therefore necessary to pass a resolution for the appointment of a Board Member, bearing in mind, for this purpose, that according to the terms of the last paragraph of Article 10 of the Company's By-laws currently in force, *"..when voting to replace Directors in accordance with Article 2386 of the Civil Code, the results of the voting at the Shareholders' Meeting will comply with the majorities laid down in law without any restrictions imposed by lists, but care must be taken to ensure that the Board of Directors has at least two members who comply with current legal and regulatory requirements relating to independence."*

You are therefore invited to confirm the appointment of Mr Adriano Turrini as a member of the Board, given his long experience and professional skills, details of which are also contained in his *curriculum vitae*, a copy of which is in turn attached to this report.

Furthermore, we hereby inform you that, as confirmed by the contents of the documents he has submitted, the candidate:

- meets the requirements of trustworthiness as established by legal provisions and regulations in force;
- does not meet the requirements to be considered an independent Board Member of the Company, in accordance with the Code of Conduct for listed companies, and with Article 148 of the Italian Finance Act (TUF).

Finally, we hereby remind you that the mandate of the Board Member will expire, together with that of the Board of Directors as a whole, on the date of the Shareholders' Meeting to be convened in order to approve the financial statements for the 2012 financial year.

The Board of Directors therefore hereby submits the following proposal to the Shareholders' Meeting.

### **Proposal**

*The General Shareholders' Meeting of Unipol Gruppo Finanziario S.p.A.,*

- *having examined the meeting report drawn up by the Board of Directors,  
hereby resolves*
- *to confirm 25 as the number of members of the Board of Directors, as determined by the Company's Ordinary Shareholders' Meeting on 29 April 2010;*
- *to appoint Mr Adriano Turrini, born in Crespellano (BO) on 15 November 1956, resident in Crespellano (BO), in via Giuseppe Garibaldi no. 35, of Italian nationality and with tax code TRRDRN56S15D158F, as a Company Board Member, in accordance with Article 2386, paragraph one of the Civil Code. His term of office will expire simultaneously with that of the Board Members currently in office and, therefore, during the Shareholders' Meeting to be convened in order to approve the 2012 financial statements;*
- *to confirm in Mr Turrini's favour, a fee equal to the annual gross remuneration due to each Board Member, as decided during the Shareholders' Meeting held on 29 April 2010;*
- *to allow the Board Member appointed herein to waive his obligation not to compete as per Article 2390 of the Civil Code.*

Bologna, 9 February 2012

pp the Board of Directors  
The Chairman  
Pierluigi Stefanini

Attachment: *Curriculum vitae* of Mr Adriano Turrini

## **Adriano Turrini**

Nato a Crespellano (Bo) il 15 novembre 1956

### **Principali esperienze professionali**

Dal 1974 al 1978 dipendente di Coop Emilia Veneto

Dal 1991 al 1998 Responsabile Settore Agro Alimentare di Legacoop Bologna

Dal 1982 al 1991 Presidente di CIA Confederazione Italiana Agricoltori

Dal 1996 al 1999 Presidente di Unicarni S.c.a.r.l.

Dal 1997 al 1998 Presidente e Amministratore Delegato di Corticella Molini e Pastifici S.p.A.

Dal 1997 al 2000 Presidente di Assicoop Sicura Bologna S.p.A.

Dal 1997 al 2007 Consigliere di Amministrazione di FI.BO. S.p.A.

Dal 1998 al 2004 Consigliere e Componente di Giunta di Camera di Commercio Industria e Artigianato di Bologna

Dal 2002 al 2003 Consigliere di Amministrazione di Fiera di Bologna S.p.A.

Dal 2000 al 2004 Consigliere di Amministrazione di Fondazione del Monte di Bologna e Ravenna

Dal 1999 al 2004 Presidente di Legacoop Bologna

Dal 2003 al 2011 Presidente di Coop Costruzioni Società Cooperativa

Dal 2007 al 2010 Consigliere di House Building S.p.A.

Dal 2007 al 2011 Componente del Consiglio di Sorveglianza di Consorzio Cooperative di Costruzioni

Dal 2009 al 2011 Vice Presidente Granulati Bologna S.p.A.

Dal 2009 al 2011 Consigliere di Amministrazione di Unipol Assicurazioni S.p.A.

Da luglio a novembre 2011 Consigliere di Holmo S.p.A.

Dal 2006 al 2011 Presidente di Azzurra S.r.l.

Dal 2008 a gennaio 2012 Consigliere IBN S.p.A.

### **Incarichi attualmente ricoperti**

Dal 1999 Vice Presidente Banca di Bologna S.c.r.l.

Dal 2008 Componente il Consiglio di Presidenza di Legacoop Bologna

Dal 2009 Vice Presidente di Real Station S.r.l.

Dal 2009 Consigliere di Coop Adriatica di cui è Presidente dal giugno 2011

Dal 2010 Presidente di Idea Nuova S.r.l.

Dal 2011 Consigliere di Centrale Adriatica Società Cooperativa

Dal 2011 Consigliere di Spring 2 S.r.l.

Dal 2011 Consigliere di Sorveglianza di Coop Italia Società Cooperativa

Dal 2011 Consigliere di Finsoe S.p.A.

Dal 2011 Consigliere di Unipol Gruppo Finanziario S.p.A.