

## PRESS RELEASE

### UNIPOL GRUPPO FINANZIARIO AND FONDIARIA SAI CAPITAL INCREASES

BOLOGNA, 13 September 2012 – Unipol Gruppo Finanziario S.p.A hereby communicates that the capital increase resolved by the Board of Directors on 21 June and 12 July 2012 (the '**UGF Capital Increase**') has been completed today.

In accordance with the agreement entered into on 13 July 2012, the banks in the underwriting syndicate (Barclays, Crédit Suisse, Deutsche Bank, Mediobanca, Nomura, UBS Limited, UniCredit Bank AG Milan branch, Banca Akros, Banca Aletti, Banca Carige and Centrobanca) subscribed all 86,021,240 ordinary shares (20.34% of the newly issued ordinary shares) and 90,210,600 preference shares (34.64% of the newly issued preference shares) not subscribed when the stock-exchange offer ended, for a total of €259,997,815.00.

The UGF Capital Increase was therefore completed with the total 422,851,420 ordinary shares and 260,456,660 preference shares having been subscribed, for an overall value of €1,099,648,083.50.

Unipol Gruppo Finanziario's new share capital therefore amounts to €3,365,292,295.47, of which €2,082,543,243.71 is represented by ordinary shares and €1,282,749,051.76 by preference shares, all with no nominal value. The total number of shares in circulation is 717,473,484, of which 443,993,991 are ordinary shares and 273,479,493 are preference shares.

The declaration of the subscription of the UGF Capital Increase will be submitted within the legally required timeframe to Bologna Companies Register, in accordance with Article 2444 of the Italian Civil Code.

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Unipol Gruppo Finanziario also announced today that:

- under its commitment to Fondiaria-SAI S.p.A. it has subscribed 240,609,096 of that company's category B savings shares that had not been taken up on conclusion of the stock-exchange offer, for €135,944,139.24. These shares represent 74.78% of Fondiaria-Sai's new share capital consisting of category B savings shares;
- it has acquired, from the banks belonging to the syndicate underwriting Fondiaria-SAI's capital increase, 14,254,110 of the company's ordinary shares that had not been taken up on conclusion of the stock-exchange offer, for €14,254,110.00. These shares,

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together with the 30,853,620 ordinary shares subscribed on 10 September when the option rights acquired during the stock-exchange offer were exercised, represent 4.9% of Fondiaria-SAI's post-increase ordinary share capital.

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