

## PRESS RELEASE

### INTEGRATION PLAN WITH PREMAFIN-FONDIARIA SAI GROUP

#### EXERCISE OF THE PROXY TO INCREASE THE SHARE CAPITAL BY A MAXIMUM OF €1,100M GRANTED TO THE BOARD OF DIRECTORS BY THE SHAREHOLDERS' MEETING

#### AUTHORISATION ISSUED BY THE SUPERVISORY AUTHORITIES AND THE ANTITRUST AUTHORITY (AGCM)

BOLOGNA, 21 June 2012 – In the meeting held today, with regard to the integration plan with Gruppo Premafin – Fondiaria Sai (the “**Integration Plan**”) and in execution of the proxy granted, pursuant to Article 2443 of the Italian Civil Code, by the Extraordinary Shareholders’ Meeting of 19 March, the Board of Directors of Unipol Gruppo Finanziario SpA. (“**UGF**”) resolved:

- to increase the share capital, by payment and in tranches, by a maximum overall amount of €1,100m, including any premiums, by issuing ordinary and preference shares, with no par value and with regular dividends, to be offered as an option to Shareholders in proportion to the number of shares currently held;
- to reserve the right of the Board of Directors to verify the existence of the necessary conditions to launch the capital increase, in compliance with all the authorisations laid down by existing regulations, as well as to decide the time frame for its execution and, specifically, for the launch of the rights-offering option;
- to defer defining the unit price of the ordinary and preference shares to a meeting to be called in the days immediately prior to the launch of the rights offering option, and at the same time to establish the number of ordinary and preference shares to be issued, and therefore the exact amount of the capital increase, as well as the ratio of shares to be assigned, based on the existing proportions of the categories of shares held, and taking into account, among other things, the performance of the Company shares and market practices;
- to establish the deadline for subscription of the newly issued shares as 31 December 2012.

The capital increase as resolved is designed to provide the Company with the resources necessary to subscribe both the capital increase of Premafin Finanziaria SpA – Holding di Partecipazioni and the capital increase of its own subsidiary Unipol Assicurazioni SpA, in order to provide the company resulting from the merger by incorporation into Fondiaria Sai SpA of Unipol Assicurazioni, Premafin and Milano Assicurazioni SpA, with adequate endowment to support its development plans, while maintaining the

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congruence of the capital requirements as laid down by the regulations applicable at that time.

Additionally, with reference to the Integration Plan, on 20 June 2012, ISVAP and Banca d'Italia authorised UGF and the Parent Company Finsoe SpA, within their respective jurisdiction, and under the legal and regulatory provisions applicable, to acquire a controlling interest in Premafin and, indirectly, in Fondiaria Sai and in the businesses controlled by the latter. On the same date, the Antitrust Authority (AGCM) issued its own *Nihil Obstat* for the Integration Plan.

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