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Bologna, 16 March 2015

UNIPOL GRUPPO FINANZIARIO S.P.A. ANNOUNCES THE FINAL RESULTS OF THE EXCHANGE OFFERS ADDRESSED TO THE HOLDERS OF THE 2017 NOTES AND THE 2021 NOTES AND ANNOUNCES THE TERMS AND CONDITIONS OF NEW SENIOR UNSECURED NON-CONVERTIBLE NOTES TO BE ISSUED UNDER THE EURO MEDIUM TERM NOTE PROGRAMME.

Following the press release dated 9 March 2015, Unipol Gruppo Finanziario S.p.A. (the “**Company**”) announces the final results of the exchange offers addressed to (i) the holders of the outstanding non-convertible senior unsecured notes denominated “€750,000,000 5.00 per cent. Notes due 11 January 2017” issued by the Company on 11 December 2009 and listed on the regulated market of the Luxembourg Stock Exchange (ISIN code XS0472940617) (the **2017 Notes**) and (ii) the holders of the non-convertible senior unsecured notes denominated “€500,000,000 4.375 per cent. Notes due 5 March 2021” issued by the Company on 5 March 2014 and listed on the regulated market of the Luxembourg Stock Exchange (ISIN code XS1041042828) (the **2021 Notes** and together with the 2017 Notes, the **Existing Notes**), subject to the terms and conditions of the exchange offer memorandum dated 9 March 2015 (the **Exchange Offer Memorandum**) (each such invitation, an **Exchange Offer** and together the **Exchange Offers**).

The Exchange Offers provided for the exchange of the Existing Notes for new non-convertible senior unsecured fixed-rate notes due in 2025 to be issued by the Company and to be listed and admitted to trading on the regulated market of the Luxembourg Stock Exchange (the **New Notes**).

The Exchange Offers, which were made subject to the offer and distribution restrictions set out in the Exchange Offer Memorandum, were announced on 9 March 2015. The offer period expired at 5.00 pm CET on 13 March 2015 (the **Expiration Deadline**).

As at the Expiration Deadline, the Company has received valid offers of Notes pursuant to the Exchange Offers for €281,700,000 in aggregate principal amount, and in particular:

- 2017 Notes: €99,052,000 in aggregate principal amount;
- 2021 Notes: €182,648,000 in aggregate principal amount.

The Company hereby announces that it accepts all offers of Existing Notes validly submitted pursuant to the Exchange Offers for an aggregate nominal amount of €281,700,000 and that there will be no *pro rata* scaling of the 2021 Notes accepted pursuant to the relevant Exchange Offer.

As provided in the Exchange Offer Memorandum, today, at or around 5.00 p.m., (i) the exchange price in respect of the 2021 Notes, equal to 115.222%, (ii) the issue price of the New Notes equal to 99.881% and (iii) the coupon and the yield of the New Notes, equal to 3.000% and 3.014% respectively, were determined.

The aggregate nominal amount of 2017 Notes accepted for exchange pursuant to the relevant Exchange Offer, the final acceptance amount in respect of the 2021 Notes and the exchange ratio in respect of each of the 2017 and the 2021 Notes, as well as the accrued interest in respect of each series of Existing Notes, are set out in the table below.

Existing Notes	Exchange ratio	Final acceptance amount (€)	Accrued interest (€)	Nominal amount outstanding after the settlement date of the Exchange Offers (€)
2017 Notes	1.083293	99,052,000	€452.05 per €50,000 denomination of 2017 Notes	298,647,000
2021 Notes	1.153597	182,648,000	€155.40 per €100,000 denomination of 2021 Notes	317,352,000

In addition to the 2017 Notes validly offered pursuant to the relevant Exchange Offer, the Company hereby announces that it accepts all the offers validly submitted by holders of 2017 Notes having each an aggregate nominal amount of 2017 Notes which is less than the minimum amount that, after the application of the relevant exchange ratio, would entitle such holder of 2017 Notes to receive at least €100,000 in nominal amount of New Notes, being the minimum denomination of the New Notes. To such holders, the Company will pay an amount in cash equal to the product of the aggregate nominal amount of such 2017 Notes and the relevant exchange price. The aggregate amount which will be paid in cash to such holders of 2017 Notes is equal to €3,484,040.

On the settlement date – which is expected to fall on 18 March 2015 – the Company will issue New Notes for an aggregate nominal amount equal to €1,000,000,000.

A portion of the New Notes equal to €314,437,000 will be issued in exchange for the Existing Notes accepted for exchange by the Company.

Having considered the strong interest of institutional investors for the New Notes and the intention to issue a benchmark size issue, the Company has decided to issue an additional amount of New Notes having an aggregate nominal amount of €685,563,000. Such additional amount of New Notes will be issued to reduce the cost of debt, extend the debt maturity profile and strengthen the Company's liquidity position and may also be used to fund the payment of the cash amounts due to the holders of Existing Notes under the Exchange Offers.

With respect to such additional amount of New Notes, to be placed solely with qualified Italian and foreign investors (other than U.S. investors and any other investors with whom it is unlawful to place

such securities), the investors' demand was greater than 3.5 times the offer and foreign investors represented approximately 75% of the total orders.

The New Notes will be issued under the Euro Medium Term Note Programme of the Company. The New Notes are expected to be rated "Ba2" by Moody's and "BB" by Standard & Poor's.

On the settlement date, the Company will pay to the holders of Existing Notes, whose offers for exchange have been accepted, an amount equal to the interest accrued up to such date on such Existing Notes and unpaid and it will pay a cash rounding amount, if any, as provided by the Exchange Offer Memorandum.

The Exchange Offers and the placement of the New Notes are arranged by J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A. and UniCredit Bank AG in their capacities as Dealer Managers and Joint Lead Managers, respectively. Lucid Issuer Services Limited is acting as Exchange Agent in the context of the Exchange Offers.

Copies of the Exchange Offer Memorandum and any other document or material related to the Exchange Offers are available for inspection at the Exchange Agent offices:

Lucid Issuer Services Limited
Leroy House
436 Essex Road
London N1 3QP
United Kingdom
Telephone: +44 (0) 20 7704 0880
Attention: Paul Kamminga / David Shilson
E-mail: unipol@lucid-is.com

The documentation relating to the New Notes will be available on the website of the Company (www.unipol.it) according to applicable laws.

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Unipol Gruppo Finanziario S.p.A.

Unipol is one of the leading insurance groups in Europe with a total income amounting to approximately €17bn, of which €9.8bn in Non-Life Business and €6.9bn in Life Business (2013 figures).

Unipol adopts an integrated offer strategy and covers a complete range of insurance and financial products, operating primarily through its subsidiary UnipolSai Assicurazioni S.p.A., founded at the beginning of 2014, Italian leader in Non-Life Business, in particular in vehicle liability insurance.

The Group is also active in direct vehicle insurance (Linear Assicurazioni), health protection (UniSalute), supplementary pensions and has a strong presence in the bancassurance channel (Arca Vita Group and Popolare Vita Group).

Finally, Unipol operates in the banking business through the network of Unipol Banca branches and manages significant diversified businesses in the real estate, hotel (Atahotels) and agricultural (Tenute del Cerro) sectors.

Unipol Gruppo Finanziario S.p.A. is listed on the Italian Stock Exchange.