

# Unipol – Fondiaria SAI Integration Plan

UBS Italian Financial Services Conference 2013  
Milan, 17 January 2013

**Unipol**  
GRUPPO

## Context

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**This document, drawn up jointly by the management of Unipol Group companies and FonSAI, also with the support of a leading independent industrial Advisor, appointed by the companies, presents the industrial guidelines and the economic-financial targets of the 2013-2015 Joint Plan (hereinafter referred to as the ‘Joint Plan’).**

**This document represents an updated version of the presentation disclosed to the financial community on 22 June 2012 on the integration project between the Unipol Group and the FonSAI Group and modified according to:**

- the update of the underlying insurance market scenario
- the homogenization of the assumptions underlying the economic projections of the single companies
- the actual figures as at 30 September 2012 of Unipol Group and FonSAI
- the outcome of the activities carried out by the integration task forces from August to December 2012

## Disclaimer

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*The projected economic – financial data of the Business Plan do not take into account:*

- the contingent adjustments due to the homogenization of the accounting standards and of the assessment methods used to evaluate the companies included in the merger*
- the accounting, as of the date of the merger, of the acquired assets and liabilities related to the accounting of corporate aggregation resulting from the merger, provided by the IFRS 3*

*seeing as the necessary information for these assessments, deriving also from evaluations of external advisors, are not currently available.*

*The difference between the acquisition price and the net accounting value of the stake of shareholders' equity, object of the acquisition, has been, then, provisionally included among the Intangible Assets (Goodwill) according to the 45<sup>th</sup> paragraph of IFRS 3.*

*As a result, the final accounting of the corporate aggregation according to IFRS 3 and the activity of homogenization of accounting standards, may bring to variations, also substantially, with reference to what is provisionally estimated at present and, as a consequence, may have a relevant impact on the economic and financial results of the Business Plan.*

*Finally, the document contains information concerning the closing simulations for 2012 that reflect information available at present, but that may considerably vary, given the necessary verifications that have already started and that will be complete for the compilation of the 2012 financial statement, but whose effects are not predictable at present.*

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## Transaction timeline

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**20 December 2012**

**BoDs' approval of the merger and the exchange ratios**

**April/May 2013**

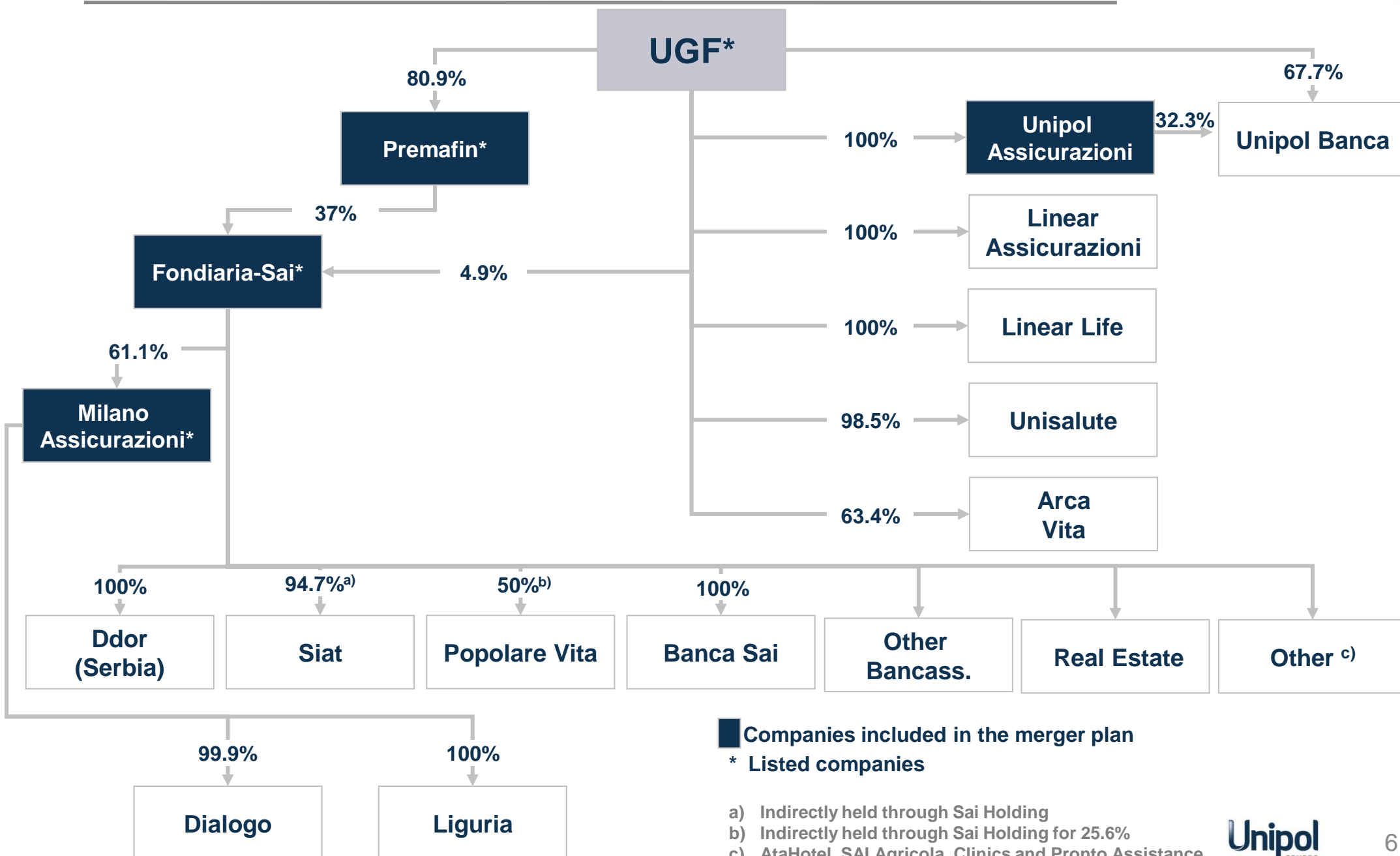
**Shareholders meetings for merger approval**

**Second half 2013**

**Merger becoming effective with statutory and fiscal effects  
from the 1<sup>st</sup> of January 2013\***

\* The merger operation is subject to the approval of the Authorities in charge and to the subsequent approval by the respective Shareholders' Meetings.

# Present Shareholding Structure



■ Companies included in the merger plan

\* Listed companies

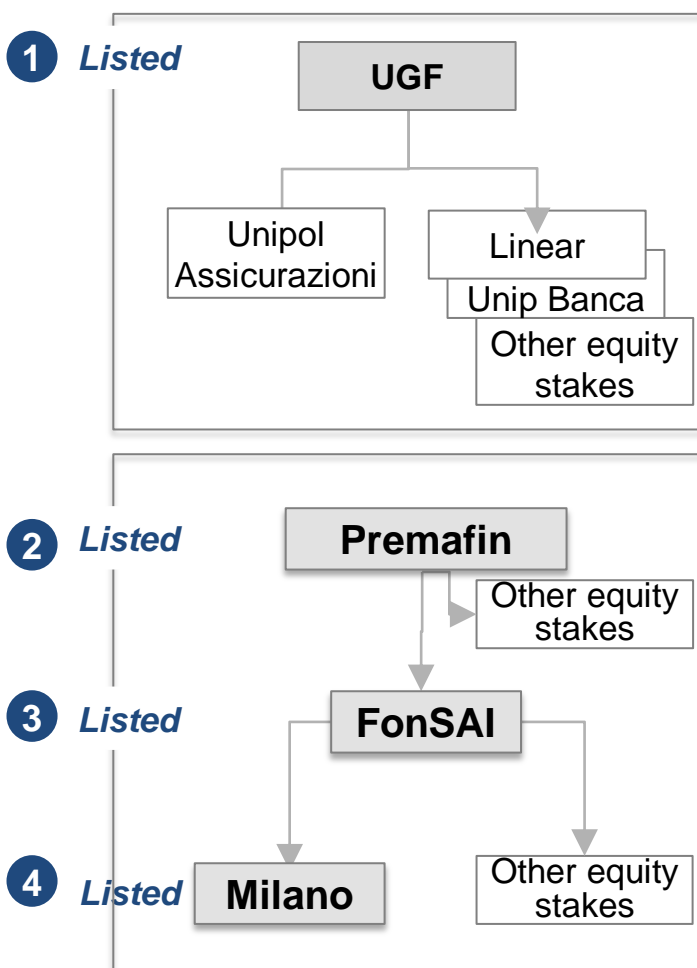
a) Indirectly held through Sai Holding

b) Indirectly held through Sai Holding for 25.6%

c) AtaHotel, SAI Agricola, Clinics and Pronto Assistance

# Previous and Target Structure

## Previous structure



\* Not yet executed

Source: Unipol

## Key steps

### Acquisition of Premafin by UGF

- Through a capital increase reserved to UGF
- Premafin debt restructuring (~€368m):
  - €166m due date extended to 2018, spread reduction
  - €202m mandatory convertible maturing in 2015 (o/w €67.5m subscribed by Unipol)

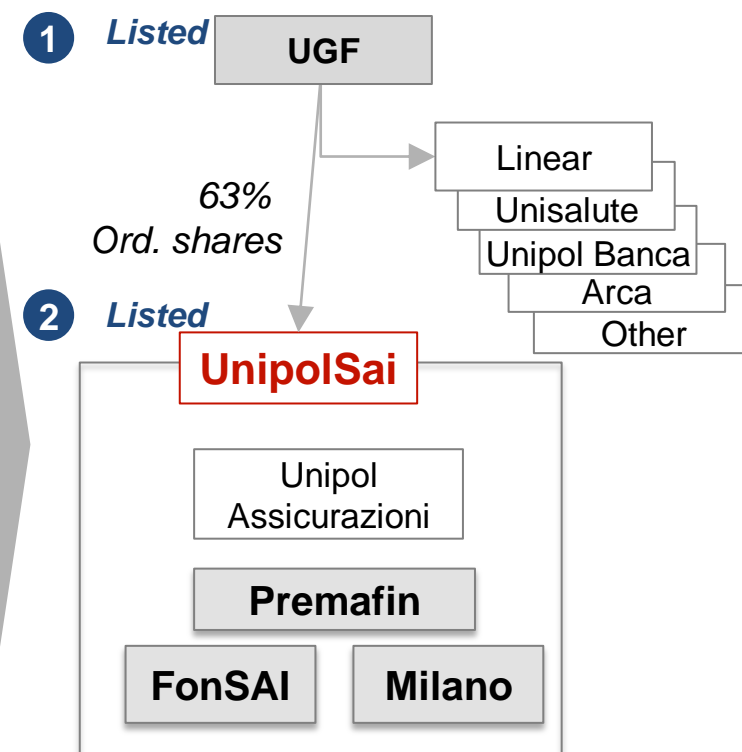
### Capital increases

- UGF: ~€1.1bn
- Fondiaria-Sai: ~€1.1bn
- Unipol Ass.ni: ~ €600m\*

**Merger by incorporation of Unipol Assicurazioni, Premafin and Milano Assicurazioni in FonSAI.**

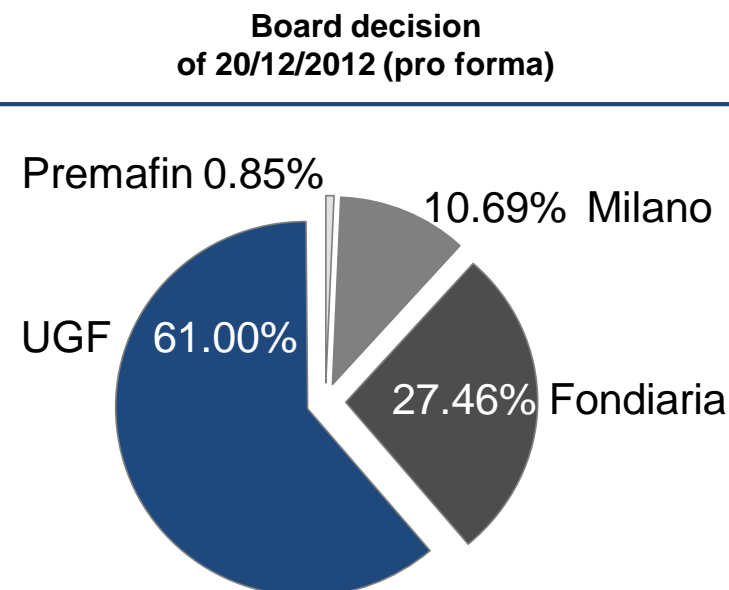
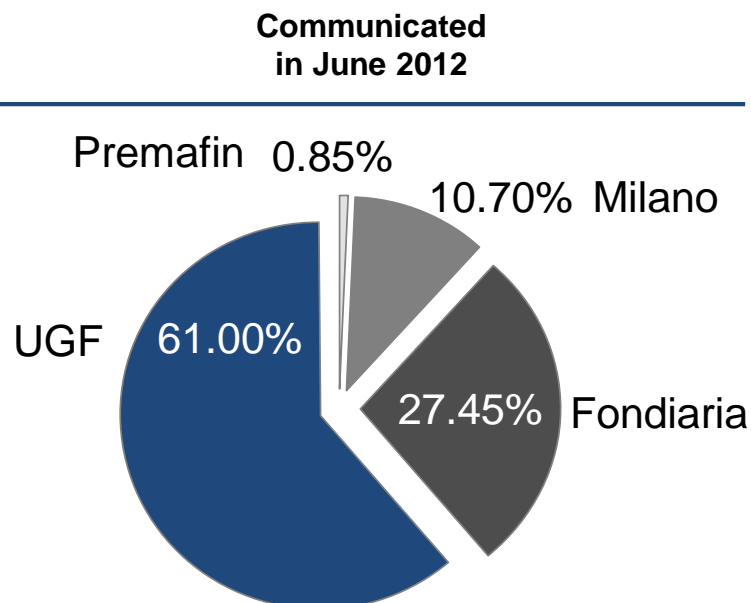
**UGF remains the parent company**

## Target structure: merger by year end



# UnipolSai target shareholding structure

## Ordinary shares (on equal terms with respect to June)



## Total shares Final structure

### Post

- During the capital increase purchase/subscription by UGF of the 4.9% of FonSAI ordinary shares and the 74.8% of the FonSAI savings shares B
- Definition of exchange ratios<sup>1</sup> Milano savings shares / FonSAI savings shares

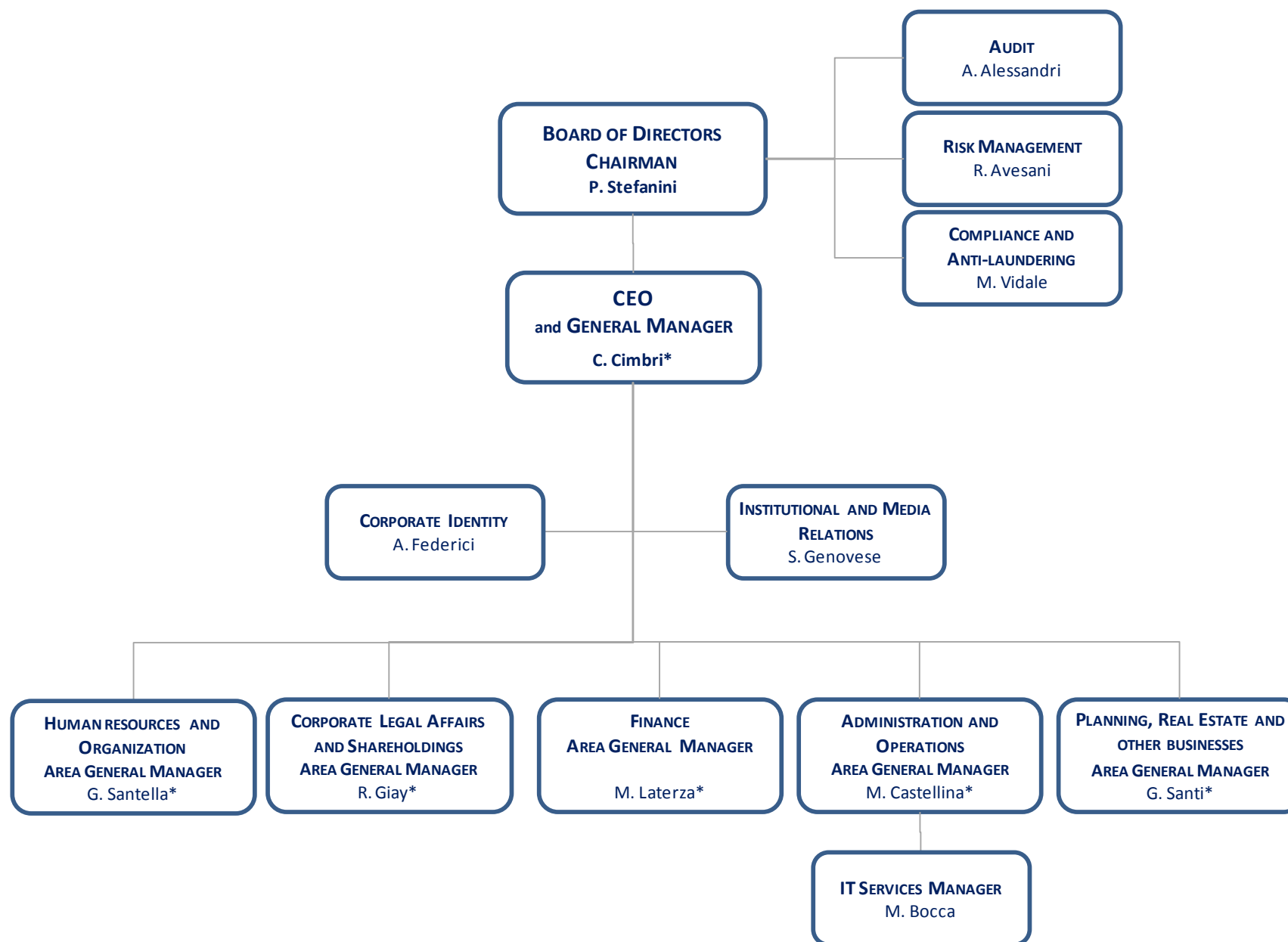
	% ord. shares	% savings shares A	% savings shares B	% of total capital
<b>UGF</b>	63.00%		63.79%	63.09%
<b>Ex Premafin</b>	0.85%			0.73%
<b>Ex Fonsai</b>	25.46%	100.00%	21.51%	24.92%
<b>Ex Milano</b>	10.69%		14.70%	11.26%
<b>Total</b>	100.00%	100.00%	100.00%	100.00%

1. Ordinary shares - Based on the valuation methods used, the following assumptions were made for exchange ratios: 0.050 Fondiaria-SAI ordinary shares for each Premafin share; 0.0339 Fondiaria-SAI ordinary shares for each Milano Assicurazioni share; 1.497 Fondiaria-SAI ordinary shares for each Unipol Assicurazioni share.

Milano savings shares: Milano's shareholders will be offered Fondiaria SAI savings shares B according to the following ratio: 0.549 newly issued Fondiaria-SAI savings shares B for each Milano Assicurazioni savings share. Source: Unipol

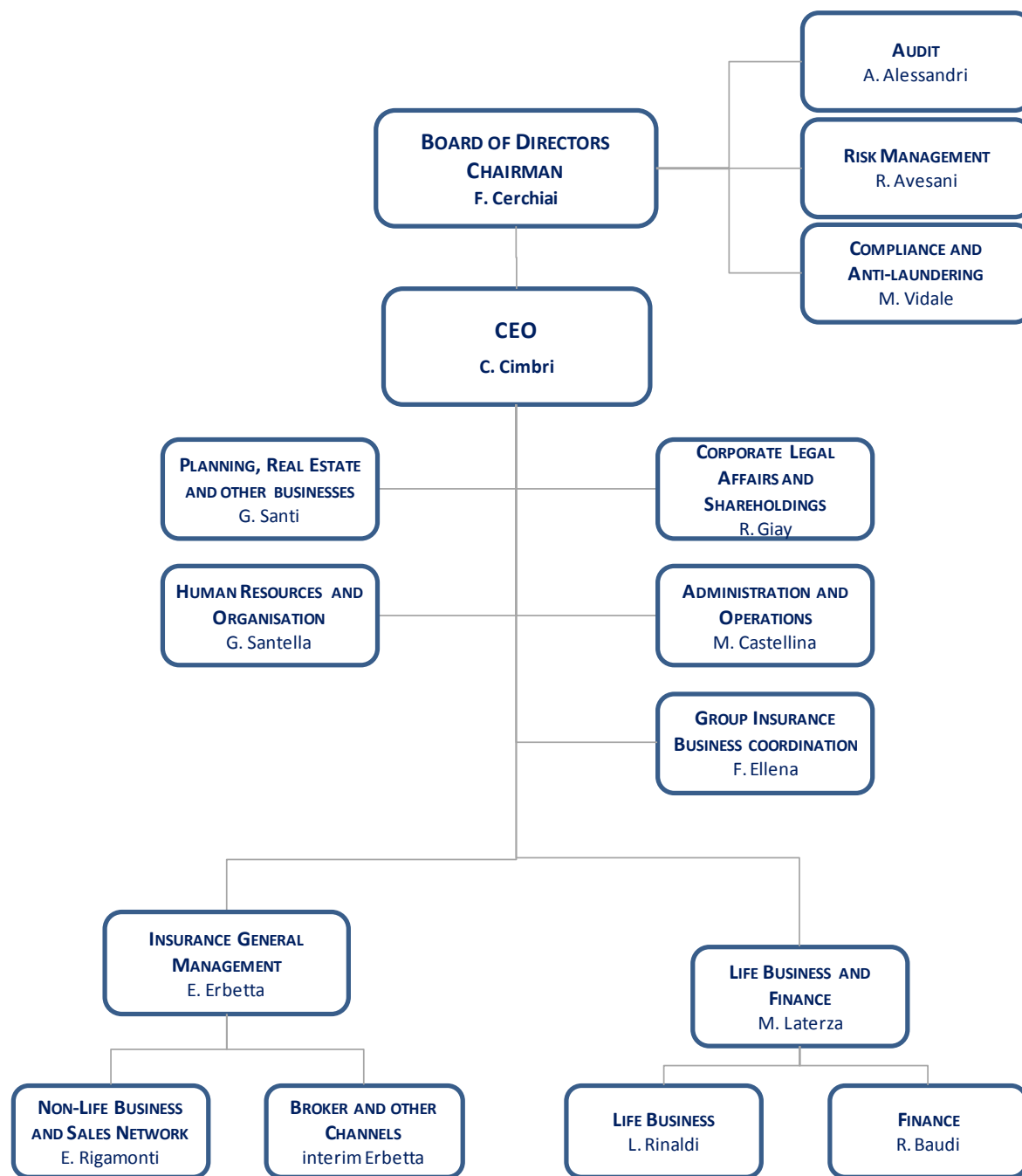


# UGF – Top Management Organization Chart



\* Management Committee members

# FONDIARIA-SAI – Top Management Organization Chart



# Confirmed the previous hypothesis of impact related to the Antitrust disposal

## Hypothesis of Antitrust disposal

### Assets disposal

**Hypothesis to divest a business unit/ company of the New Group, for a total amount of €1.7bn of GWP**

- Mainly Motor TPL

**Currently pending an appeal to the TAR<sup>1</sup> aimed at re-evaluating part of the Antitrust prescriptions**

## Hypothesis of impact on Unipol Gruppo Finanziario business plan

### Assumed disposals:

- ~€2.8bn of P&C technical reserves
  - ~€2.7bn in the previous plan
- ~€1.2bn of Life reserves
  - ~€1.3bn in the previous plan
- Part of respective operating costs
- Credit/debts of insurance nature

**Potential capital gains from assets divestiture prudentially not reflected in the business plan**

### Equity stakes and debt

#### Sales of equity stakes within the Plan

- Generali – already sold
- Mediobanca (3.83% stake)

#### Reduction of subordinated debts towards Mediobanca from €1.45bn to €1.1bn

- €250m to be paid back
- Disposal of €100m debt included in the business unit which is to be sold

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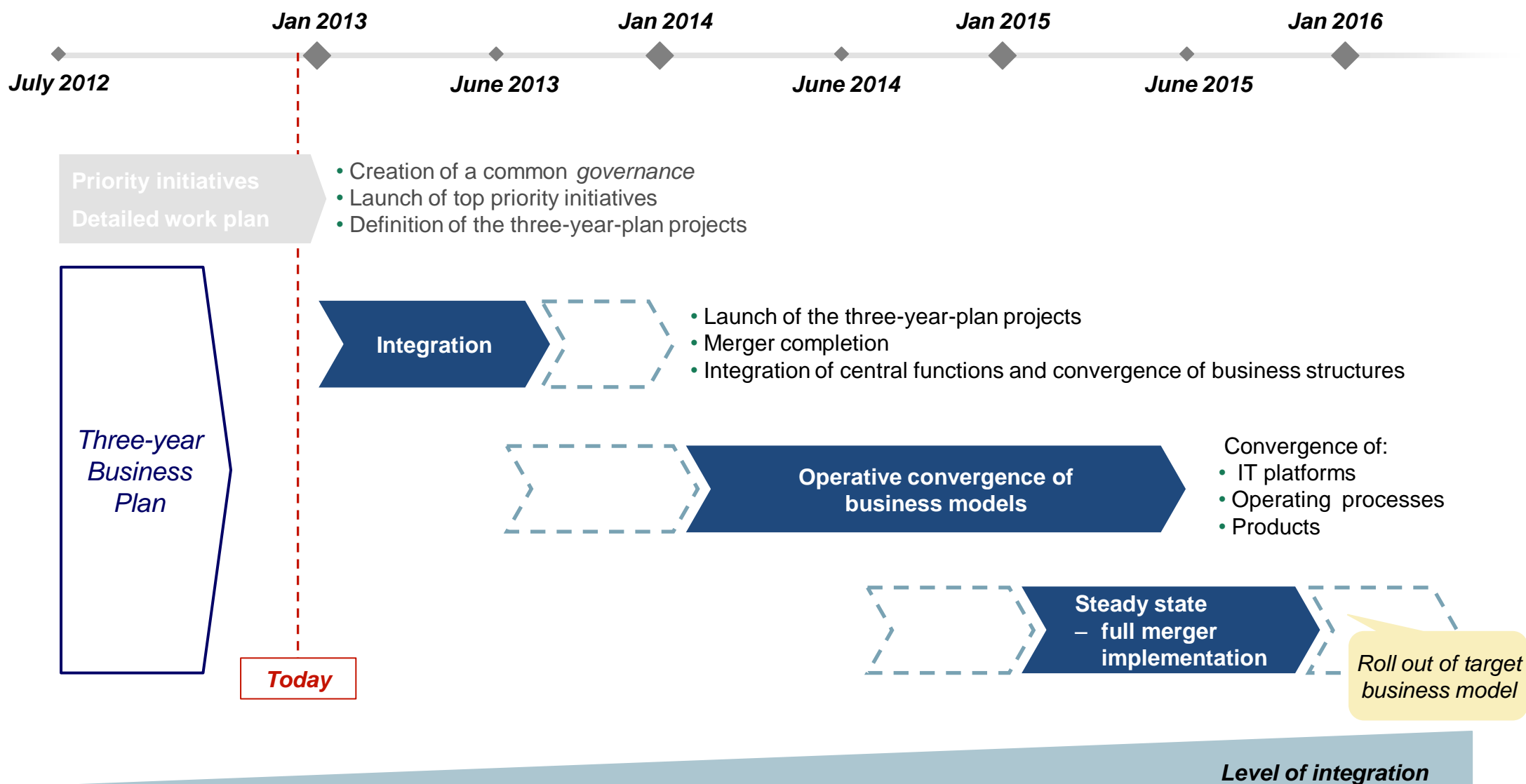
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Annexes: Unipol Group and Fondiaria-SAI Group  
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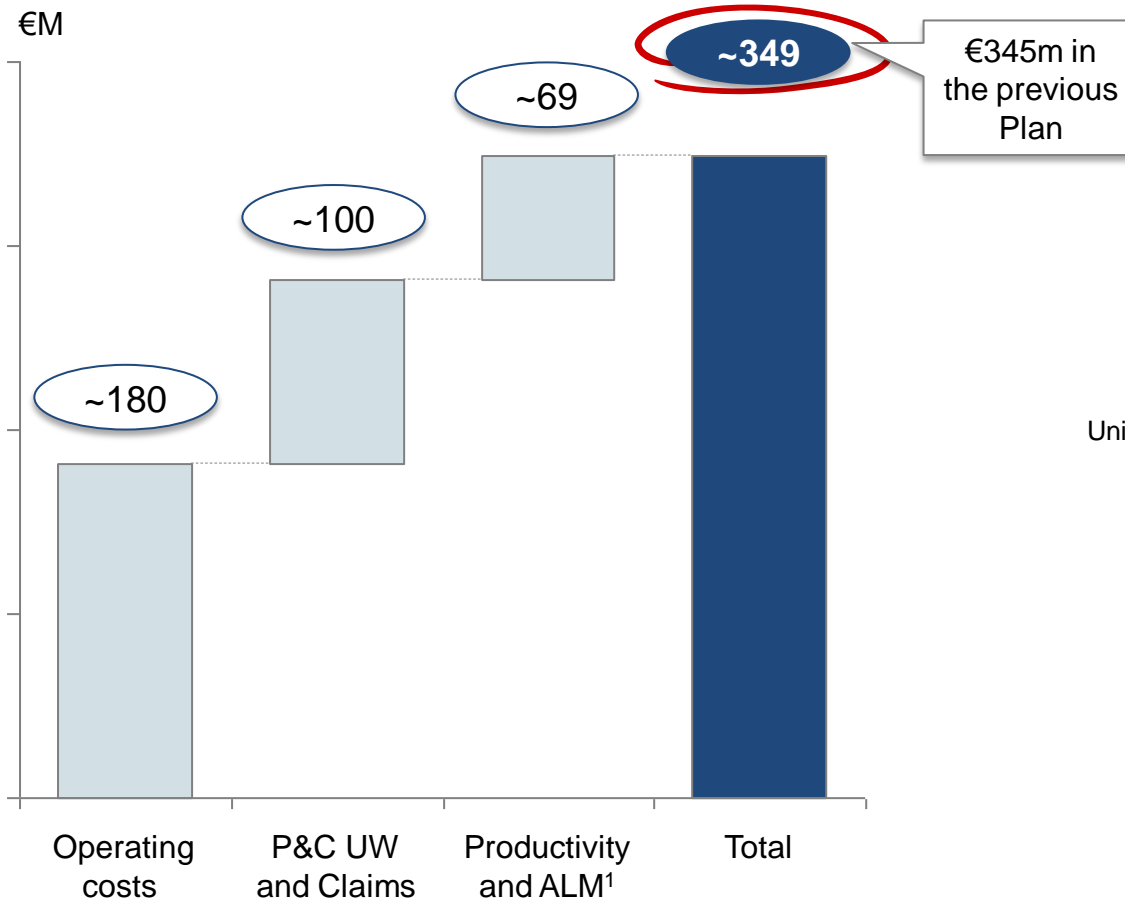
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# The output of the integration task forces (I): Masterplan of the integration process

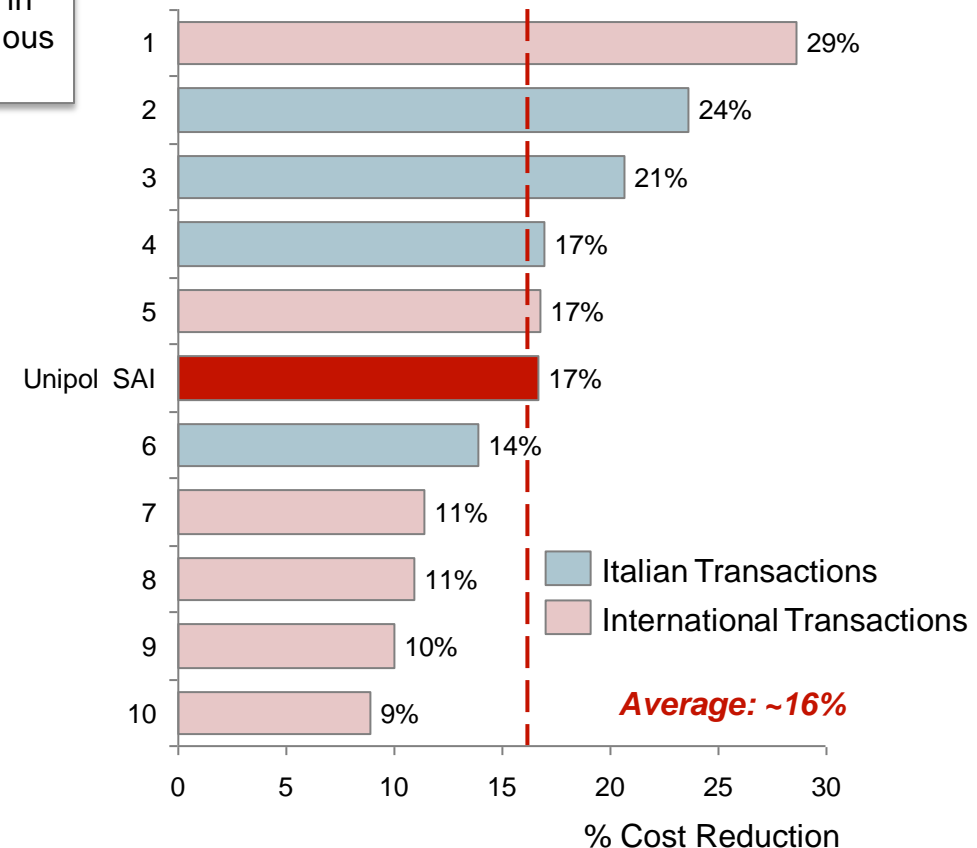


# The output of the integration task forces (II): ~€350m of synergies in 2015 enabled by the consolidation

**Yearly integration synergies, at steady state**  
(Impact on 2015 pre-tax profit, €m)



**Target on operating costs in line with other transactions**  
(% reduction of post merger combined entity costs)



**One-off integration costs, cumulative 2013-15, equal to ~€302m  
(~€228m in the previous Plan)**

1. Asset & Liability Management

Source: Unipol analysis, analysts reports, press announcements\

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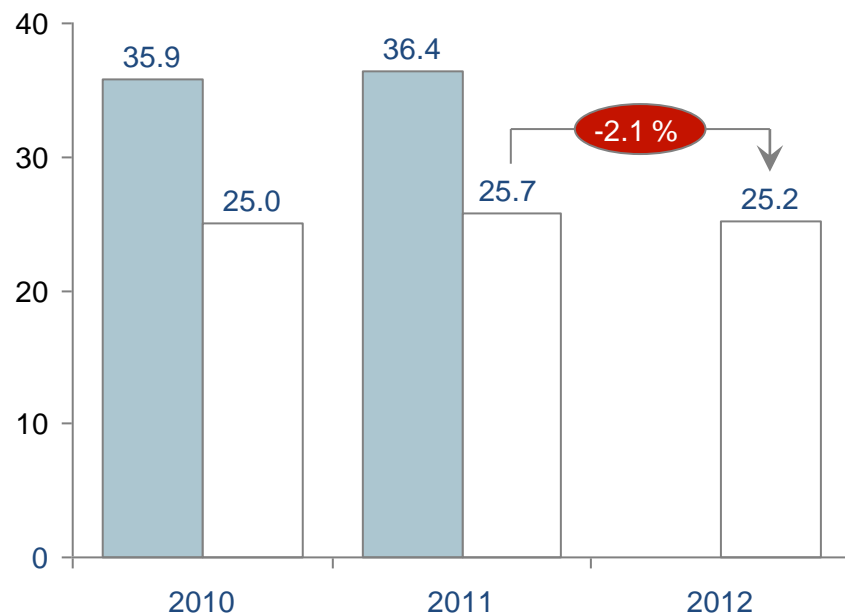
Annexes: Unipol Group and Fondiaria-SAI Group  
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# Main changes in the insurance market scenario: decrease in premium income

Evolution of market P&C GWP  
3<sup>rd</sup> Quarter 2012

Values in €bn



■ Full year ■ 3rd Quarter

Evolution of market Life GWP  
3<sup>rd</sup> Quarter 2012

Values in €bn

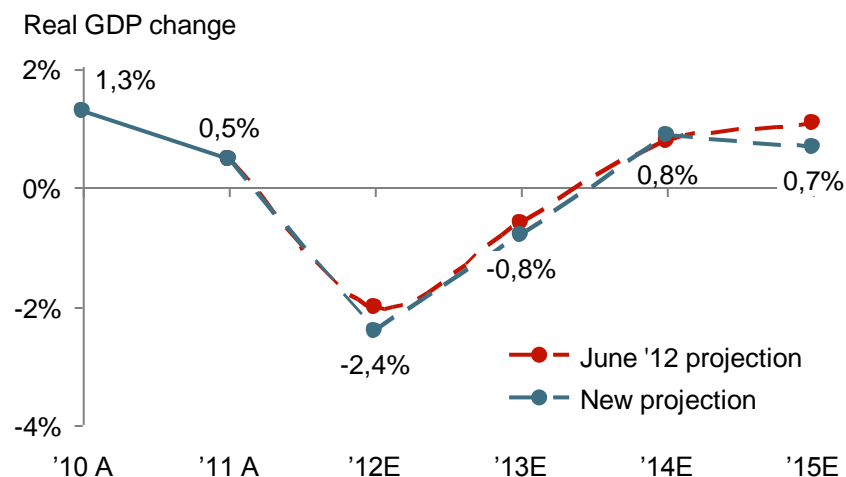


Source: ISVAP data, ANIA estimate for 2012 data

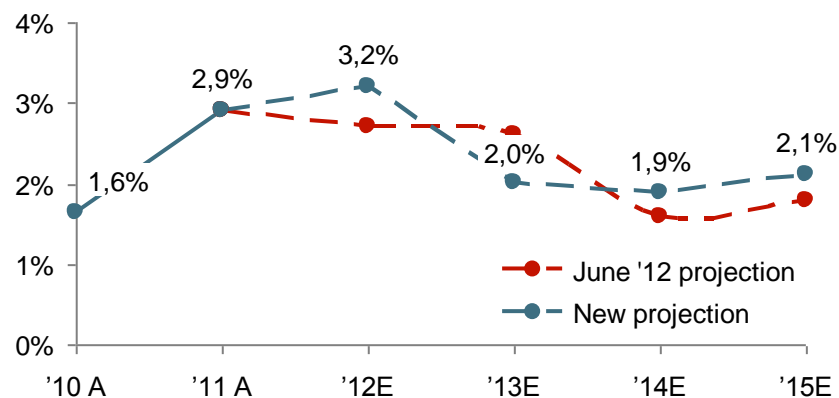


# More conservative market scenario compared to the Plan presented last June to the financial community

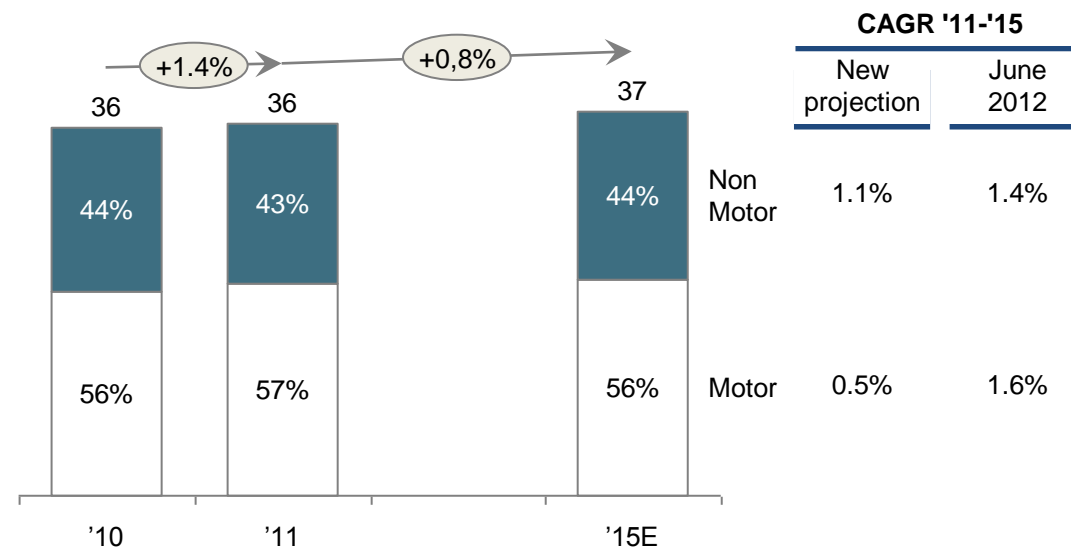
## Italian GDP projections



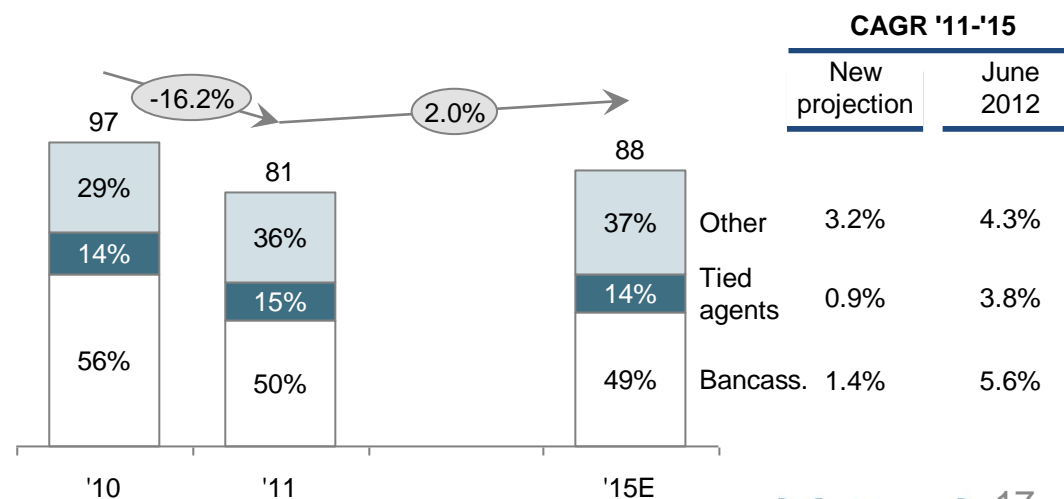
## Inflation rate



## Italian P&C GWP (€bn)



## Italian Life GWP (€bn)



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	P&L key indicators	2011 Combined	2015 Previous Plan	2015 Joint Plan	Delta Joint – Previous Plan
P&C	<b>GWP (€bn)</b>	<b>10.8</b>	<b>9.5</b>	<b>8.9</b>	(0.6)
	Gross combined ratio <sup>1</sup> (%)	104.8%	93.0%	93.0%	-
	Net combined ratio <sup>2</sup> (%)	106.6%	94.0%	94.3%	+0.3
	<b>Net technical result (€m)</b>	<b>-732</b>	<b>569</b>	<b>504</b>	(65)
	Investment yield <sup>3</sup>	<0	3.8%	4.2%	+40 bps
	<b>Technical reserves (€bn)</b>	<b>19.3</b>	<b>15.8</b>	<b>14.7</b>	(1.1)
	<b>Gross profit<sup>4</sup> (€bn)</b>	<b>-1.530</b>	<b>1.006</b>	<b>982</b>	(24)
Life	<b>GWP (€bn)</b>	<b>5.6</b>	<b>6.5</b>	<b>6.7</b>	+0.2
	Gross profit/Reserves (bps)	<0	71	76	+5 bps
	<b>Life reserves (€bn)</b>	<b>36.7</b>	<b>36.1</b>	<b>34.7</b>	(1.4)
	<b>Gross profit (€m)</b>	<b>-224</b>	<b>253</b>	<b>262</b>	+9
<b>Total<sup>5</sup></b>	<b>Net profit (€m)</b>	<b>-1,126</b>	<b>821</b>	<b>814</b>	(7)
	<b>Equity<sup>6</sup> (€bn)</b>	<b>2.8</b>	<b>4.3</b>	<b>5.2</b>	
	<b>ROTE<sup>7</sup></b>	<b>n.a.</b>	<b>20.8%</b>	<b>16.9%</b>	
	<b>Solvency I<sup>8</sup></b>	<b>n.s.</b>	<b>168%</b>	<b>~180%</b>	
	<b>Dividend payout</b>	<b>0</b>	<b>~60-80%</b>	<b>~60-80%</b>	

1. CoR direct business (including OTI). 2. Including reinsurance. 3. Total income, excluding RE investments. 4. Including IAS adjustments and intercompany adjustments. 5. Including RE and other businesses. Pro quota of the Bank's result. 6. Pre-minorities. 7. Return on Tangible Equity (net profit on pre-minorities equity excluding goodwill). 8. After €600m capital increase of UGF in Unipol Assicurazioni, post ISVAP Regulation

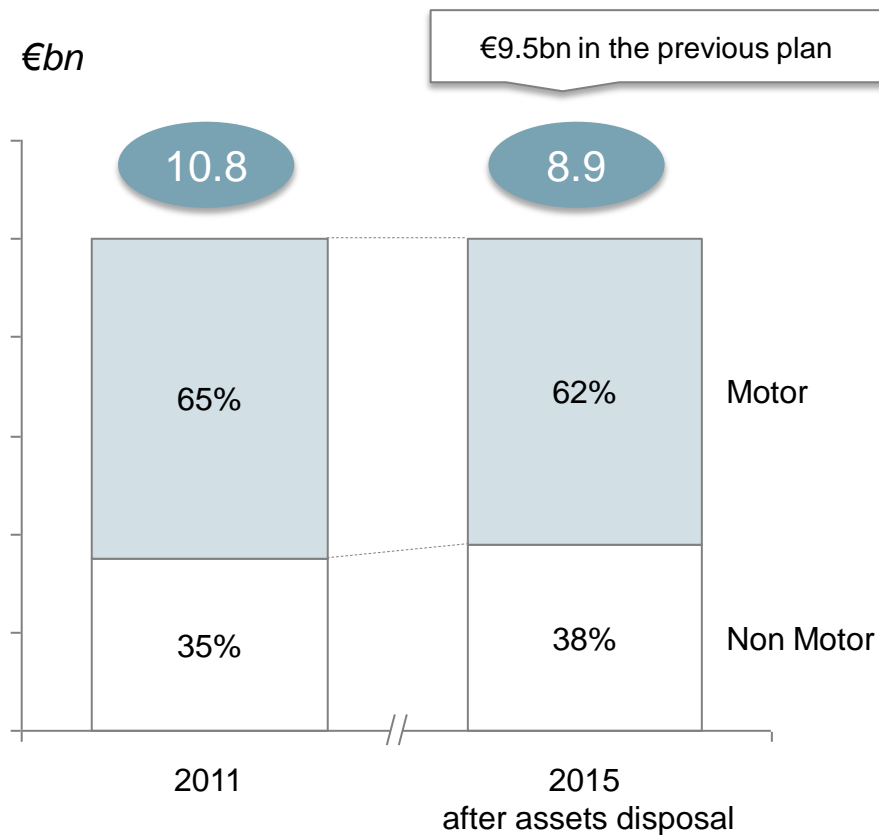
Note: Assumed average tax rate: ~35%; combined entity figures include transaction effects on the balance sheet Source: Unipol

# UnipolSai P&C

## Evolution of P&C premiums

### Evolution of P&C GWP

Basis of consolidation: UnipolSai



### Main differences vs previous Plan

#### Motor: lower market growth (0.5% vs 1.6% CAGR 2011-15)

- more conservative assumptions on the evolution of vehicle registrations in Italy

#### Non Motor: slight contraction of the growth forecasts (1.1% vs 1.5% CAGR 2011-15)

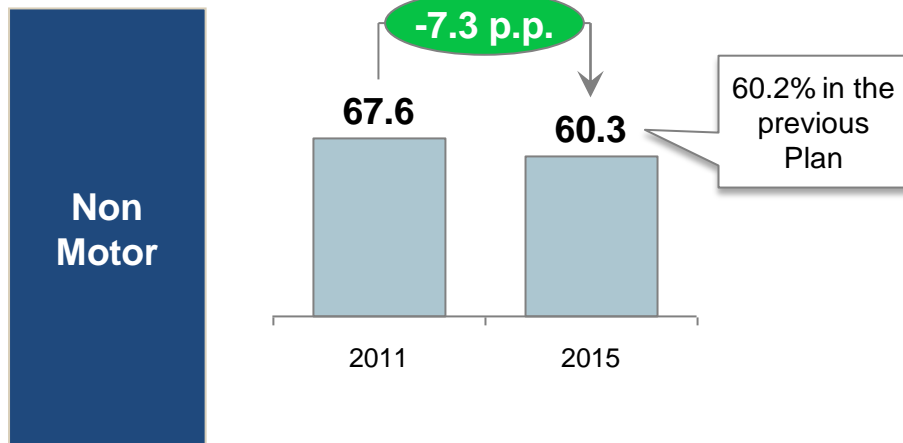
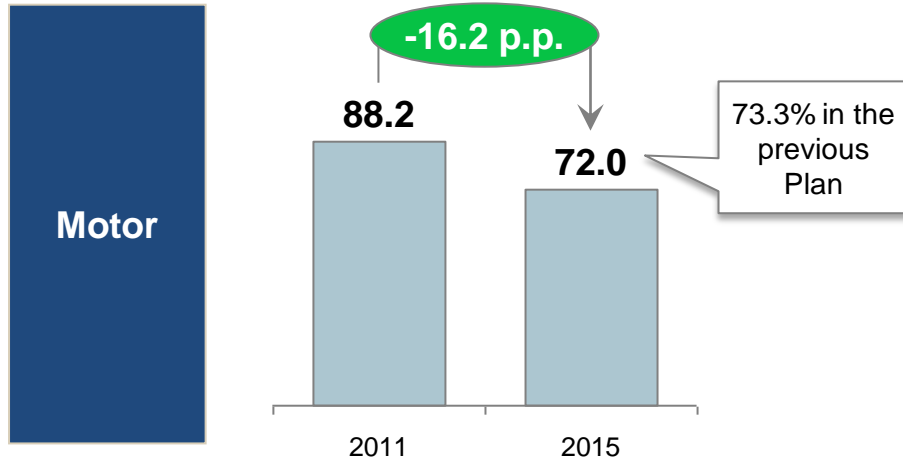
- deepening of the macro-economic crisis in 2012-2013 (-2.4% of GDP in 2012, -0.8% in 2013)

# UnipolSai P&C

## Claims Ratio evolution

### Claims ratio<sup>1</sup>(%)

*Basis of consolidation: UnipolSai*



### Main differences vs previous Plan

**Claims frequency: better 2012 starting point in comparison to the initial forecast**

**Expected slow recovery of claims frequency within the three-year Plan**

- 2015 values slightly lower than in the previous Plan

**Substantially in line with the previous Plan**

1. Cost of claims of current generation and cost of claims of previous generations on earned premiums

Source: Unipol

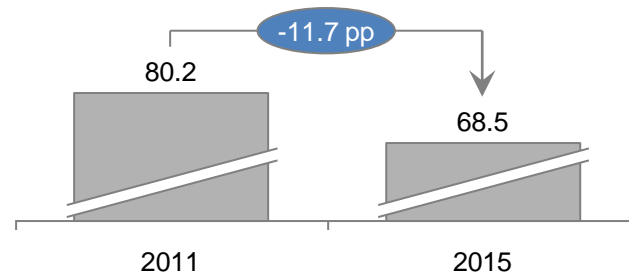
# UnipolSai P&C

## Evolution of profitability

Previous Plan

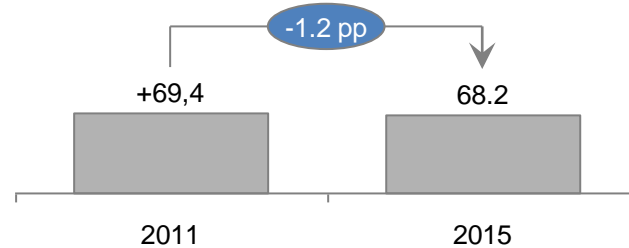
Joint Plan

Total  
Loss Ratio  
(%)

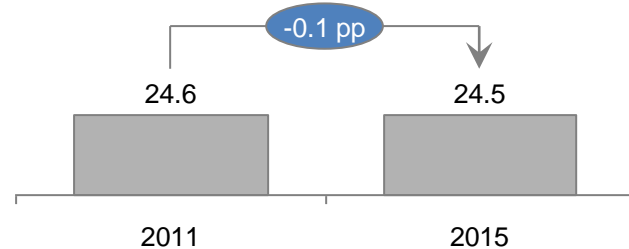


~ €900m reserve strengthening on previous years claims cumulated in the period 2012-2015 (vs. €500m in the previous plan)

Current  
Loss ratio  
(%)



Expense  
ratio<sup>1</sup>  
(%)



Expense Ratio increase due to:

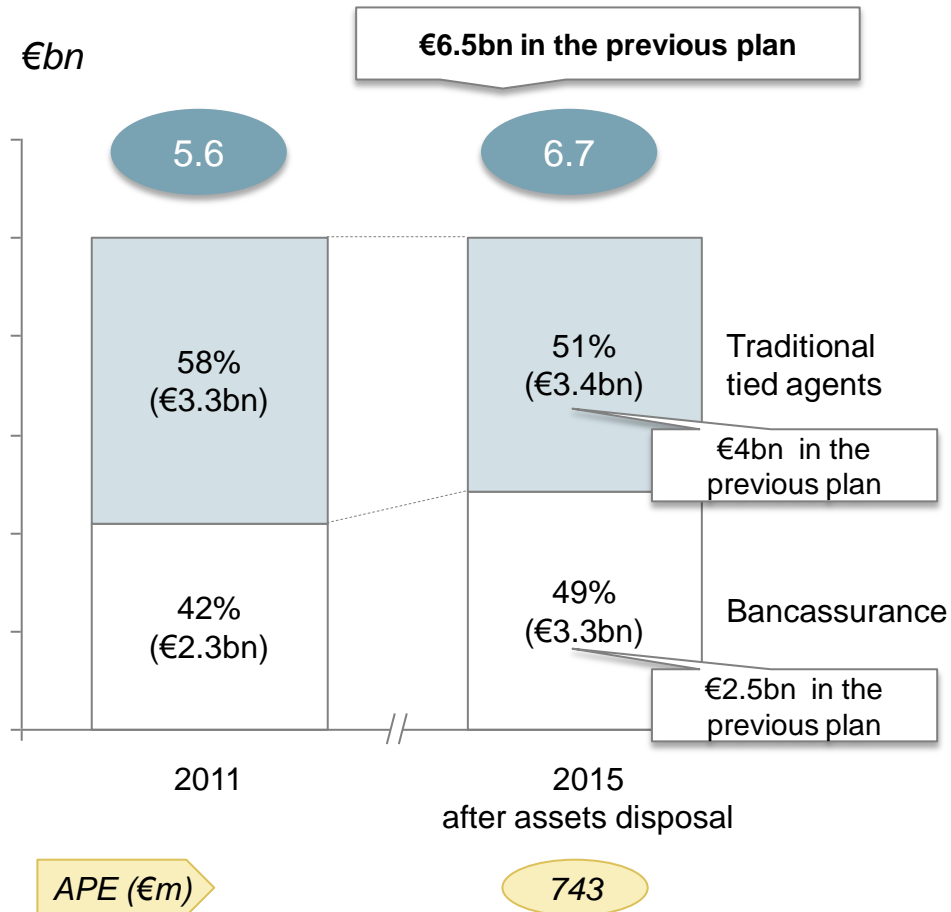
- lower premiums in current forecast (higher weight of fixed costs)
- review of FonSAI cost allocation

1. Including OTI  
Source: Unipol

# UnipolSai Life

## Evolution of Life premiums

### Evolution of Life premiums



### Main differences vs previous Plan

#### Agency channel: contraction in the growth forecasts compared with the previous plan

- 0.9% vs 3.8% CAGR 2011-15
- significant decline in 2012

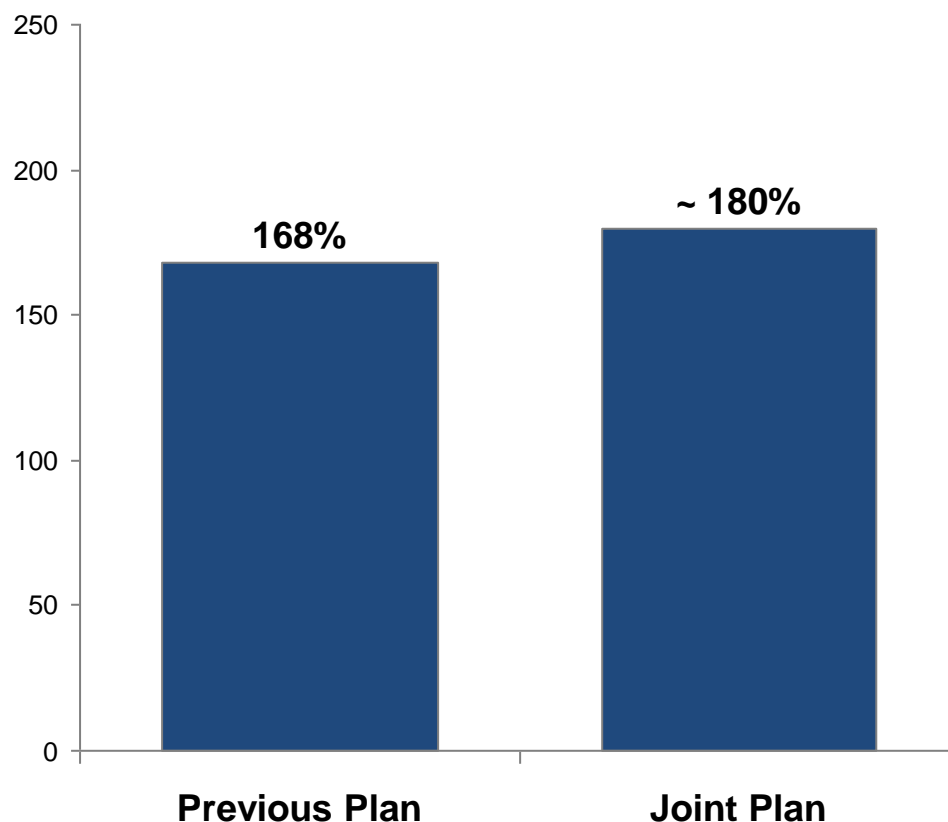
#### Banking channel: Popolare Vita new Business Plan

# Balance sheet soundness of UnipolSai

## *Solvency margin 2015 forecast – comparison with previous plan*

### Evolution of Solvency ratio

#### Solvency I<sup>1</sup>, 2015



### Main differences vs Previous Plan

#### Increase in Solvency ratio due to:

- changes in AFS
  - in the previous plan, scenario based on ~500 bps of spread Italian govies – Bund
  - revaluation of AFS reserve based on the market data on 30 September (~365 bps spread Italian govies-Bund)
- lower risks (~€0.6bn of lower premiums)

1. Post ISVAP Regulation 43

Note: including changes in subordinated liabilities, capital and reserves and other adjustments

Source: Unipol



## Key highlights of the UnipolSai Joint Plan

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**Financial and capital strength  
to support the Business Plan implementation**

Capital strengthening with the  
merger thanks to Unipol  
Assicurazioni excess capital  
(~€1.3bn)

**A turnaround and consolidation operation  
between insurance companies with low execution risk**

~€350m of synergies

**Focus on industrial management and  
on technical and operating excellence**

93% CoR

**A new leader, with stronger profitability and financial soundness**

€814m net income  
Solvency I ~1.8x

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# Unipol Gruppo Finanziario: 2015 key financial targets and comparison with previous targets

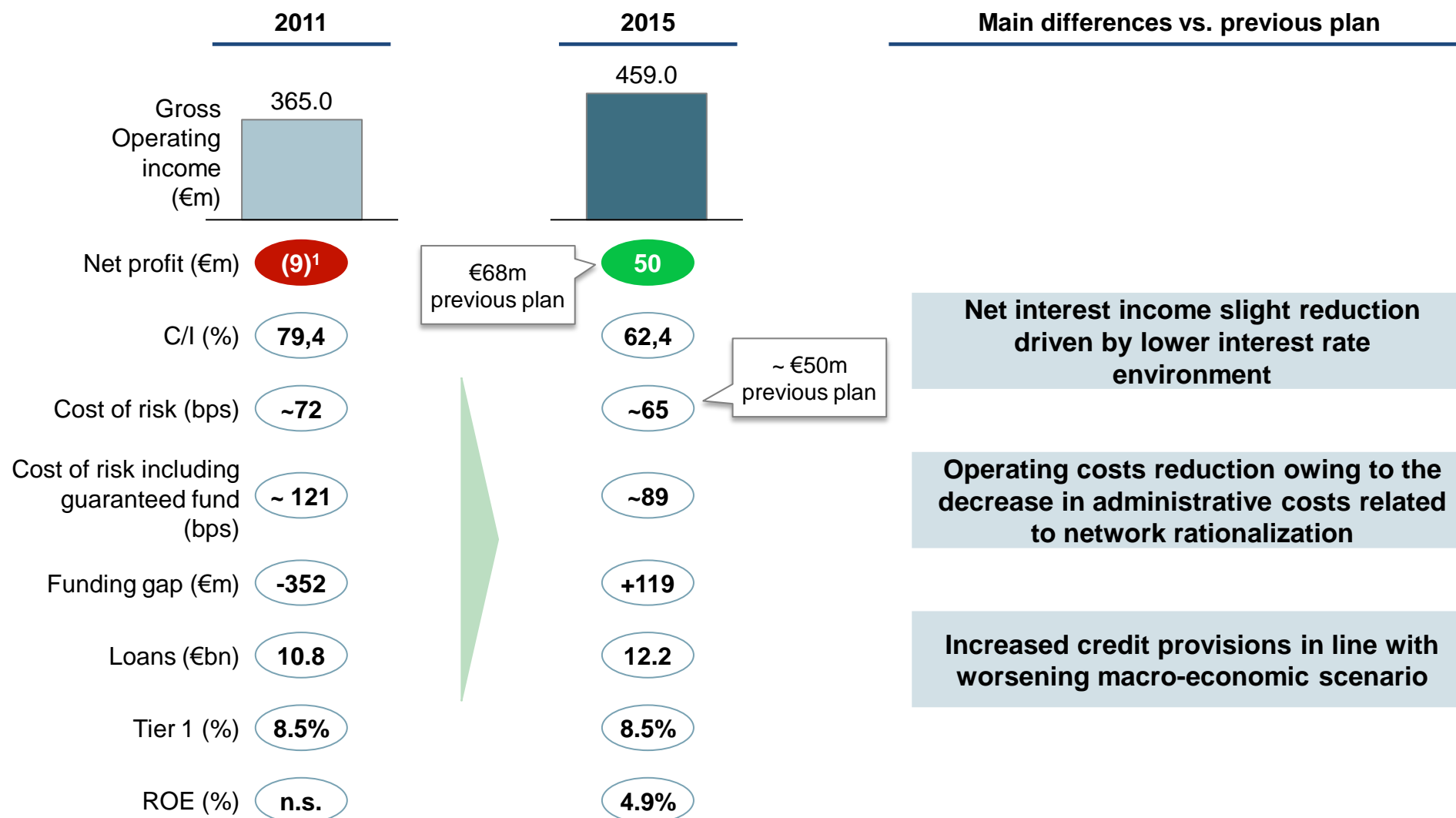
	P&L key indicators	2011 Combined	2015 Previous Plan	2015 Joint Plan	Delta target
P&C	GWP (€bn)	11.4	10.3	9.6	-0.7
	Combined ratio <sup>1</sup> (%)	104.2%	93.0%	93.0%	-
	Net technical result <sup>2</sup> (€m)	-699	612	544	-68
	Investment yield <sup>3</sup>	n.d.	3.8%	4.2%	+40 bps
	Technical reserves (€bn)	20.0	16.8	15.5	-1.3
	Gross profit <sup>3</sup> (€m)	-1478	1099	1061	-38
Life	GWP (€bn)	6.2	7.2	7.4	+0.2
	Gross profit/Reserves (bps)	-	73	79	+6 bps
	Life reserves (€bn)	39.9	40.1	38.6	-1.5
	Gross profit (€m)	-168	289	301	+12
Total <sup>4</sup>	Net Profit (€m)	-1130	880	852	-28
	Equity <sup>5</sup> (€bn)	5.4	7.0	7.8	
	ROTE <sup>6</sup> (%)	n.s.	18%	15%	
	Solvency I <sup>7</sup>	n.s.	169%	~180%	
	Dividend payout	0	~60-80%	~60-80%	

1. CoR direct business (including OTI) 2. Including reinsurance. The technical result is net of reinsurance. 3. Total income. Excluding RE investments.

4. Including IAS adjustments and intercompany adjustments 5. Pre-minorities 6. Return on Tangible Equity (net profit on pre-minorities equity excluding goodwill) 7. Post ISVAP Regulations. Note: Assumed average tax rate ~35%; combined entity figures include transaction effects on the balance sheet Source: Unipol

# Unipol Gruppo Finanziario: Unipol Banca and Banca SAI

## Combined figures of Gruppo Unipol Banca and Banca SAI



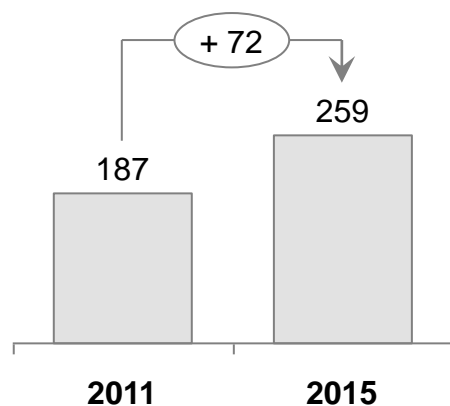
1. Excluding goodwill depreciation. Unipol Banca net profit equal to ~+€1m, Banca SAI net profit equal to -€9.9m

# Unipol Gruppo Finanziario: Key targets for Linear, UniSalute and Arca

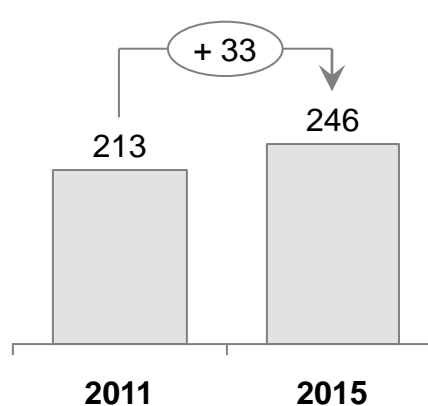
IAS values – €m

*Earned premiums*

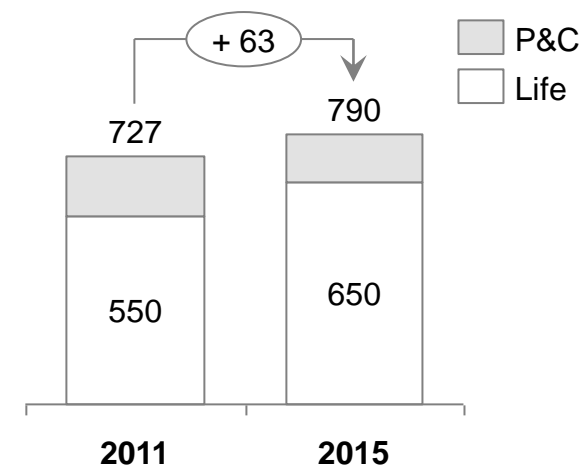
## Linear



## UniSalute



## Arca



*Market share*

12<sup>1</sup>%

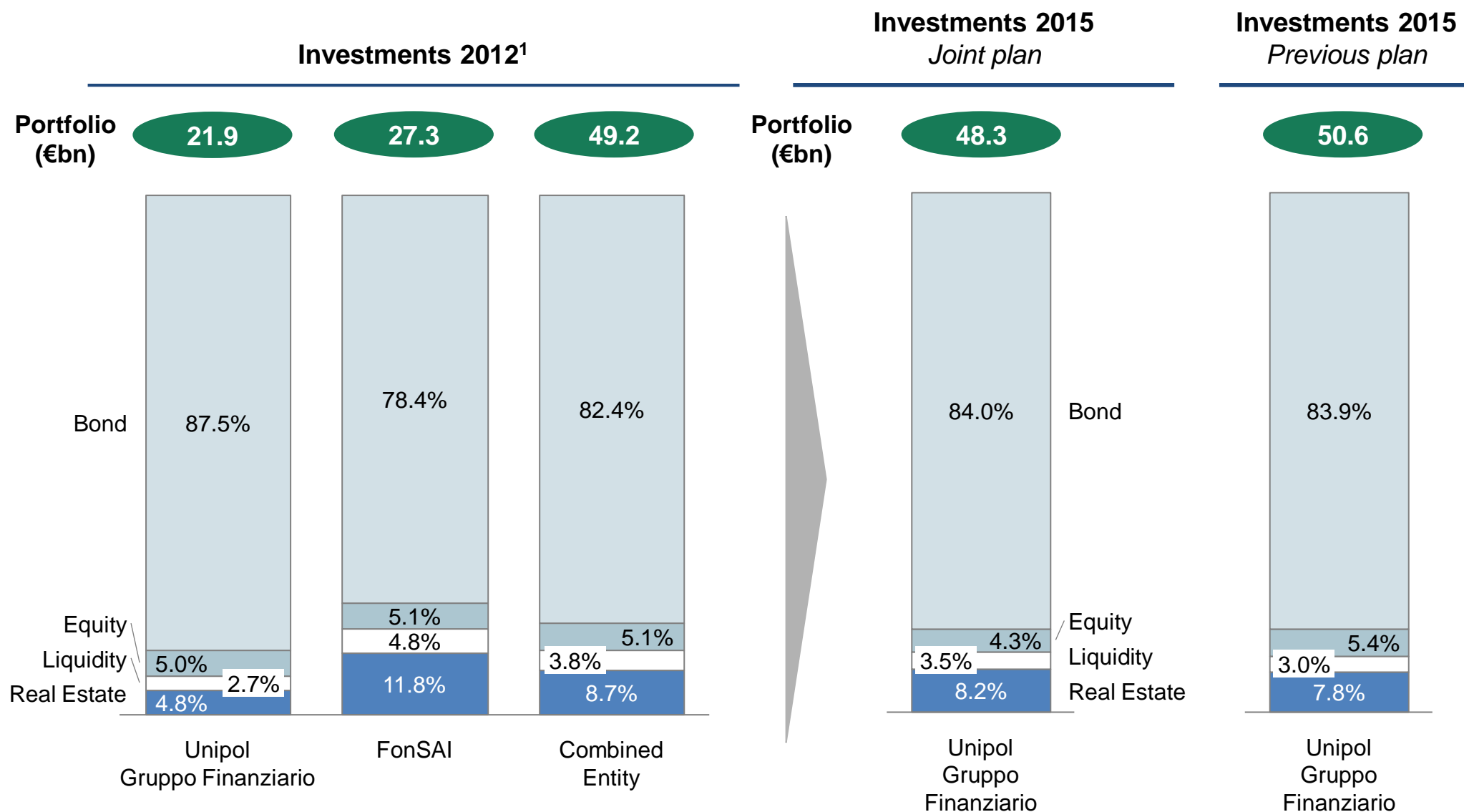
8.8<sup>2</sup> %

1.3<sup>3</sup>%

**Expected results in line with previous Plan**

# Unipol Gruppo Finanziario: Investments

Nuova UGF combined Life and P&C business, including financial investments and real estate assets



1. 2012 preliminary estimates, including financial investments (excluding Life class D investments) and UGF combined P&C and Life insurance business and all the real estate assets (including JV) Source: Unipol

### **Unipol Group and Fondiaria-SAI Group** **Consolidated Results as at 30 September 2012**

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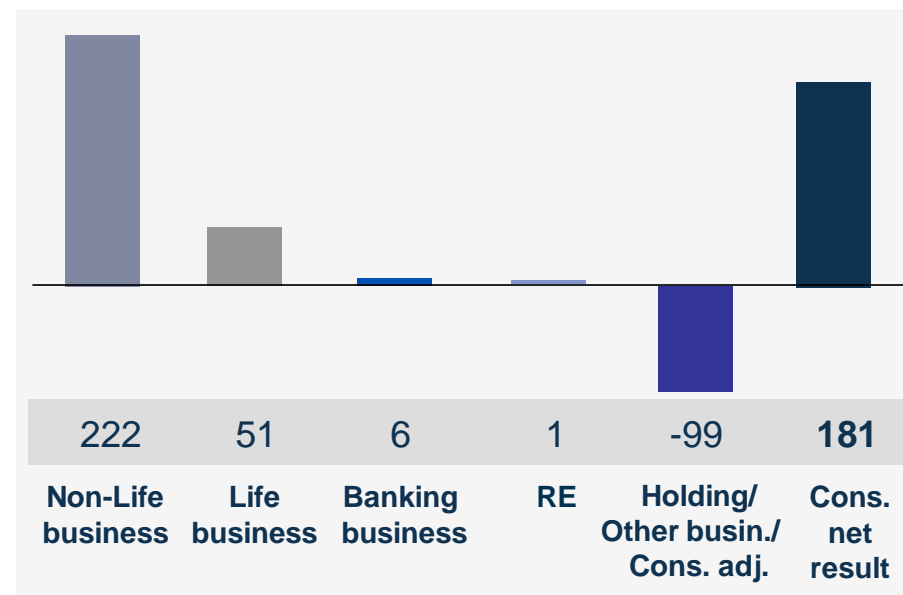
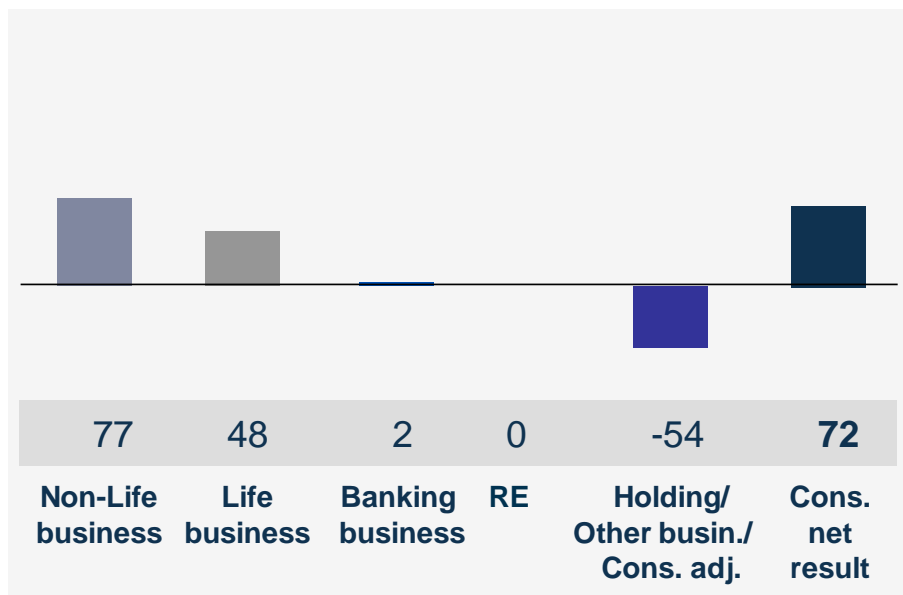
# Unipol Group stand-alone and Premafin Group: Consolidated income statement by business sector

€m

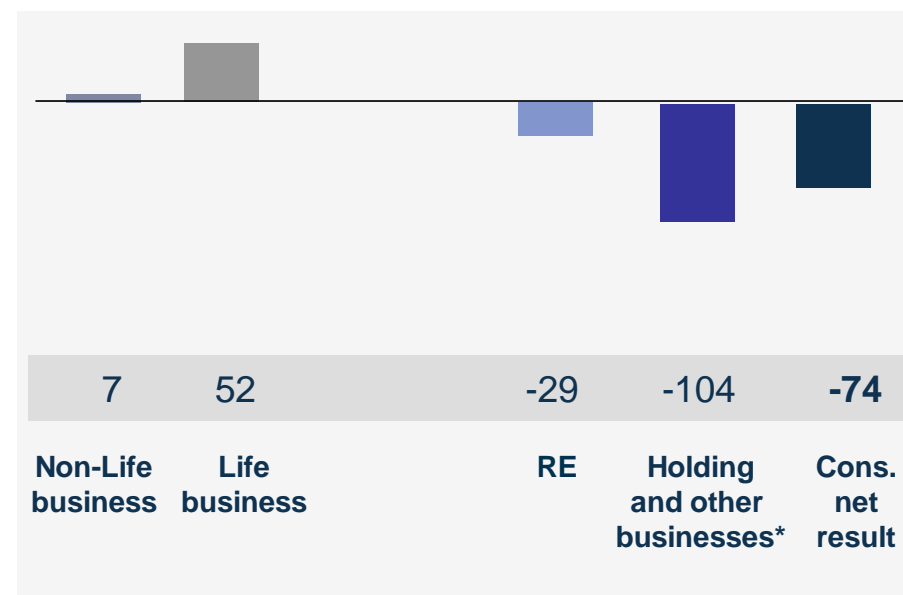
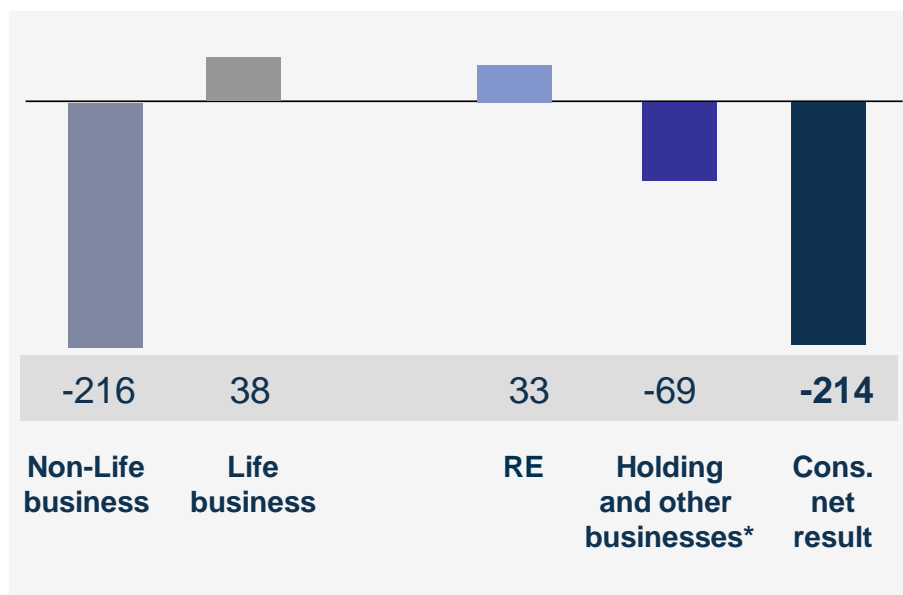
9M11

9M12

Unipol Group  
stand-alone  
result



Premafin/  
Fondiar SAI  
Group result



\* for the Premafin/Fondiar SAI Group the "Holding and other businesses" sector includes the Banking business as well

■ GRUPPO

# Unipol Group – 9M12 Consolidated Result

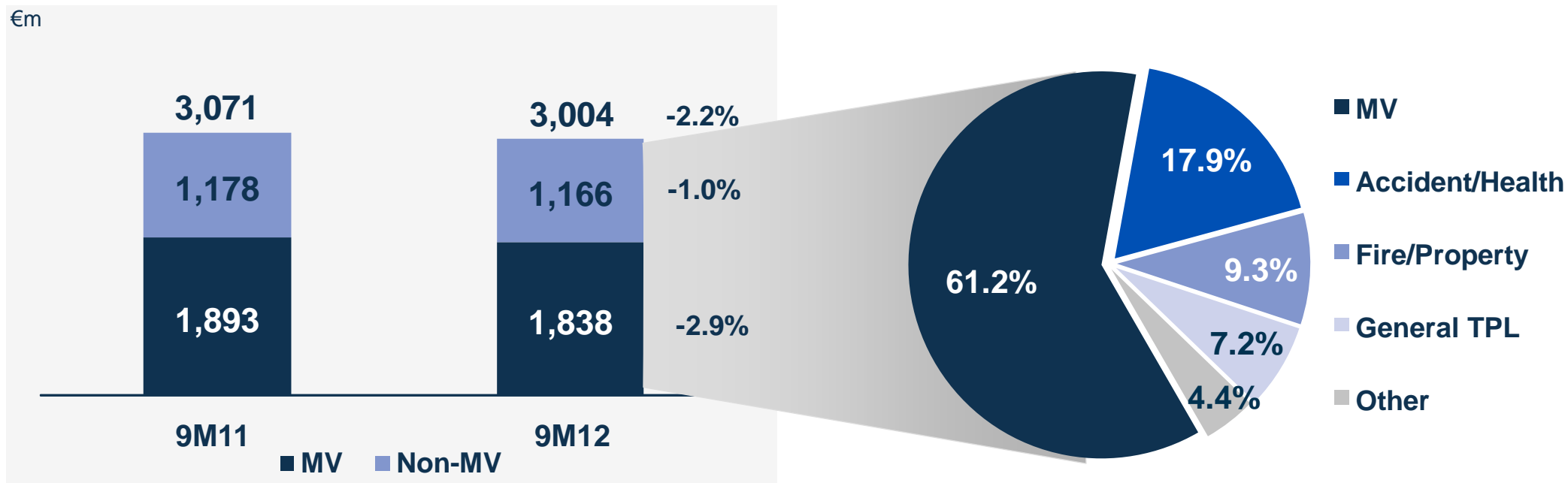
€m

	Non-Life business	Life business	Banking business	RE	Holding/ Other Businesses/ Cons. Adj.	Cons. net result
Unipol Group <b>9M12</b> stand-alone result	<b>222</b>	<b>51</b>	<b>6</b>	<b>1</b>	<b>-99</b>	<b>181</b>
Premafin/Fondiaria-SAI Group <b>3Q12</b> result	-34	17	-10	-7	-47	-81
Consolidation adjustments	18	16	0	0	12	46
Unipol Group reported result	<b>206</b>	<b>84</b>	<b>-5</b>	<b>-6</b>	<b>-134</b>	<b>146</b>

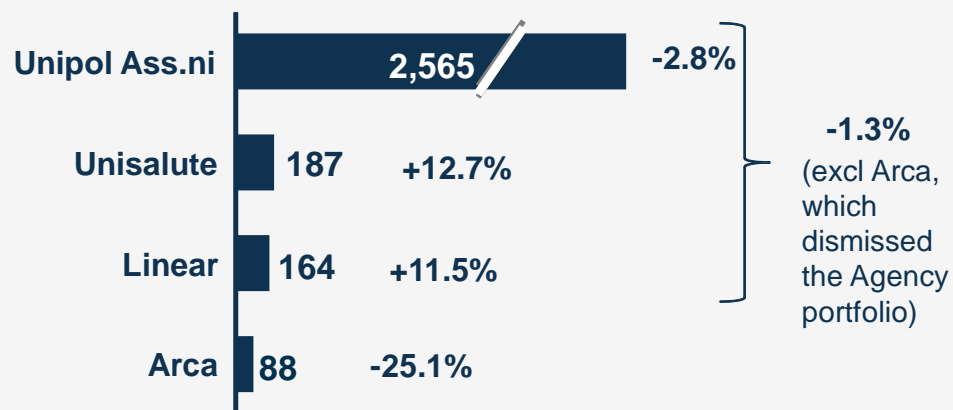
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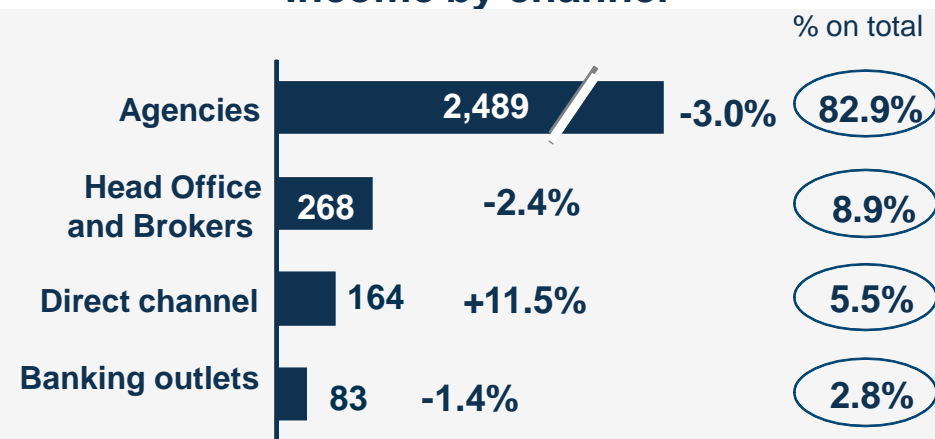
## Non-Life Business – Direct premium income



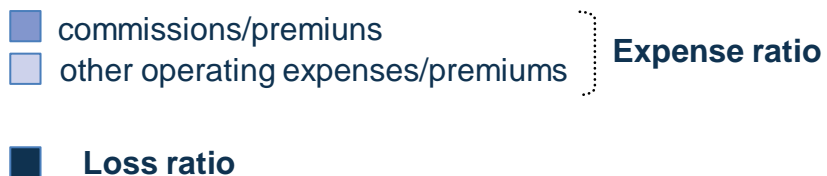
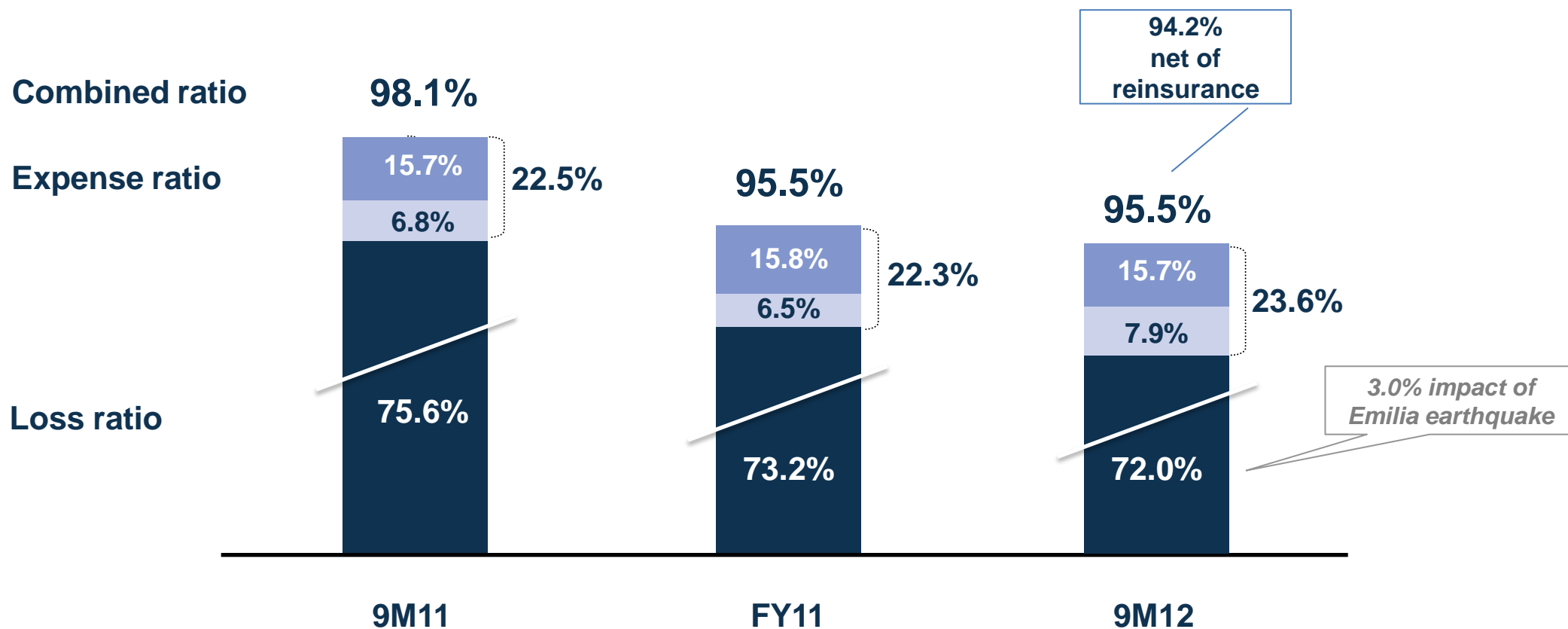
### Income by Company



### Income by channel



## Non-Life business – Combined Ratio (direct business)



## Non-Life business – Focus on MV TPL\*

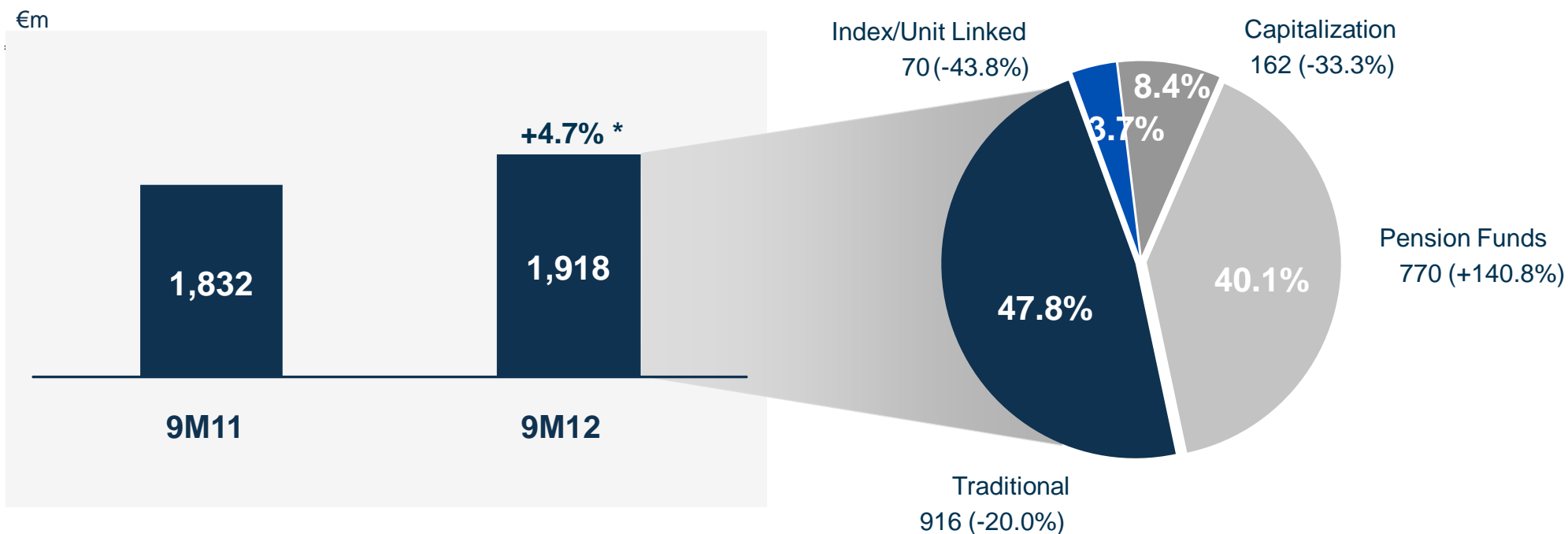
9M12 MV TPL indicators		
	Var. vs 9M11	Var. vs FY11
Portfolio (no. of policies)	-2.1%	-1.1%
Portfolio average premium	+1.4%	+0.9%
No. of claims reported (followed up passive claims)	-15.3%	n.s.
Claims settlement speed (current year managed claims)	-1.0 p.p.	n.s.
Frequency	-1.0 p.p.	-0.7 p.p.

\* figures relating to Unipol Assicurazioni

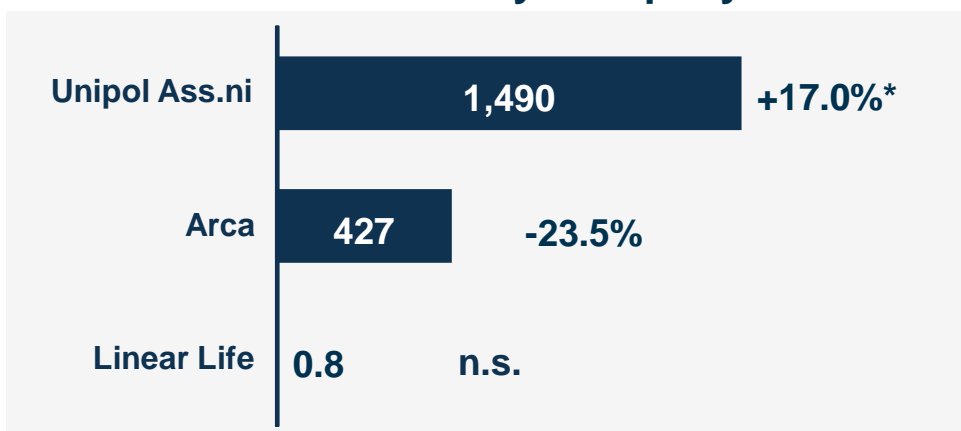
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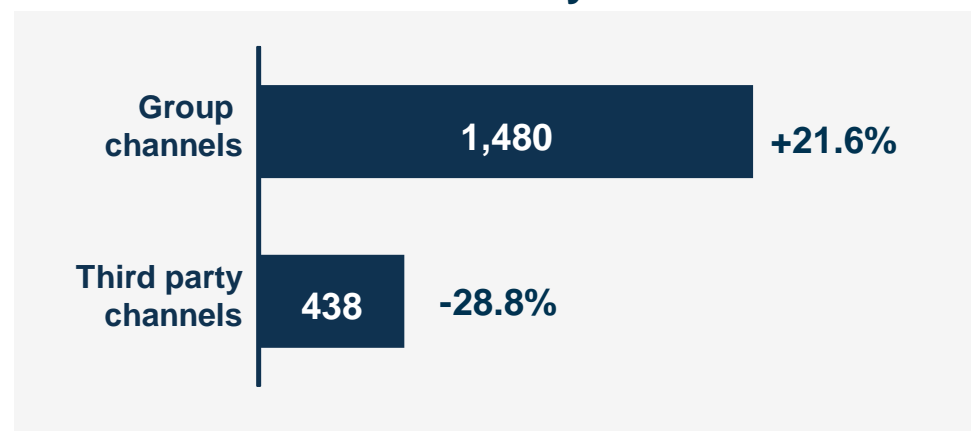
## Life business – Direct insurance income



### Income by Company



### Income by channel

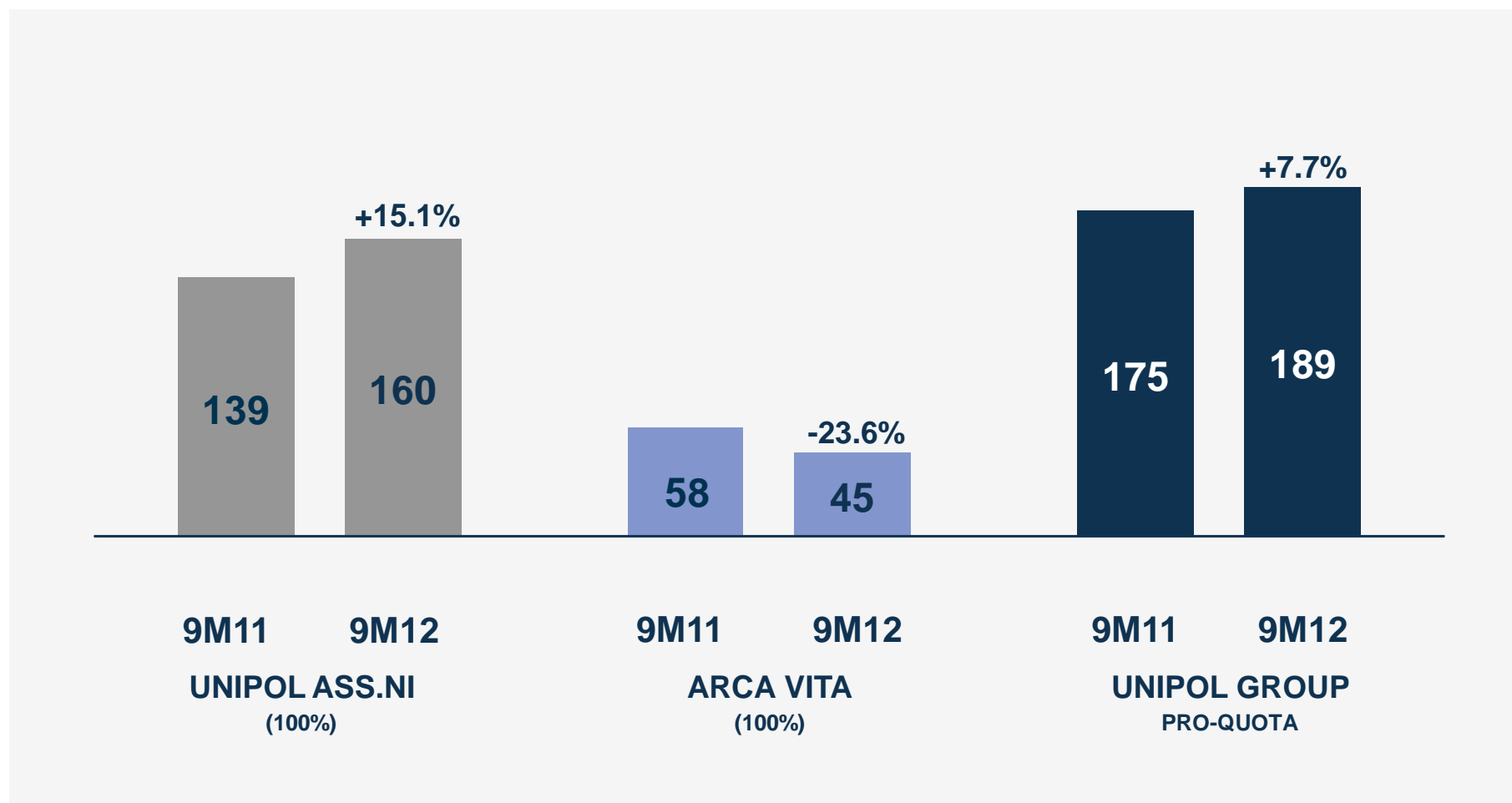


(\*) the quarter trend is affected by two new Guaranteed Closed Funds (Class VI) included in Unipol Assicurazioni as from July for about €411m.



## Life business – APE

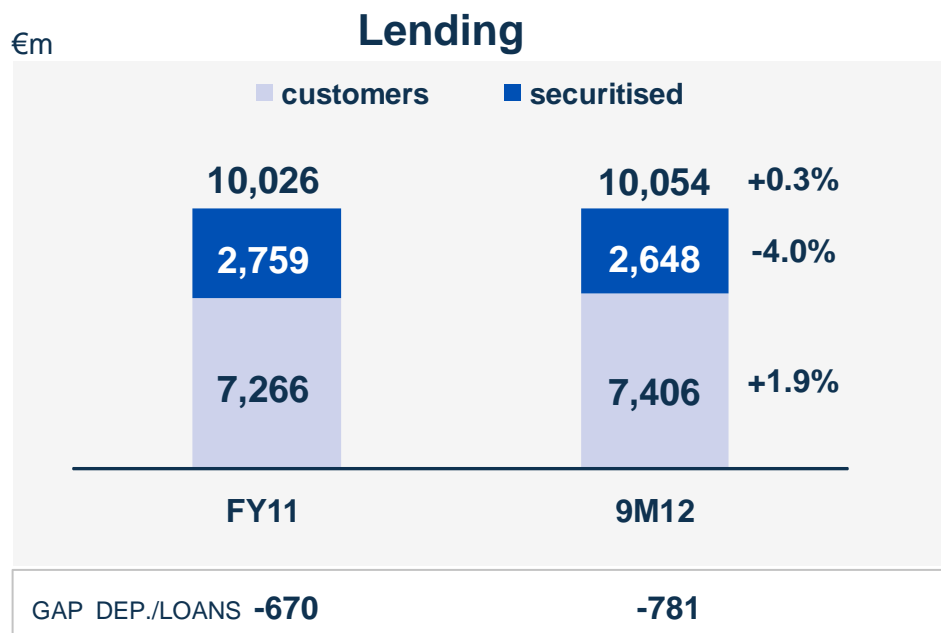
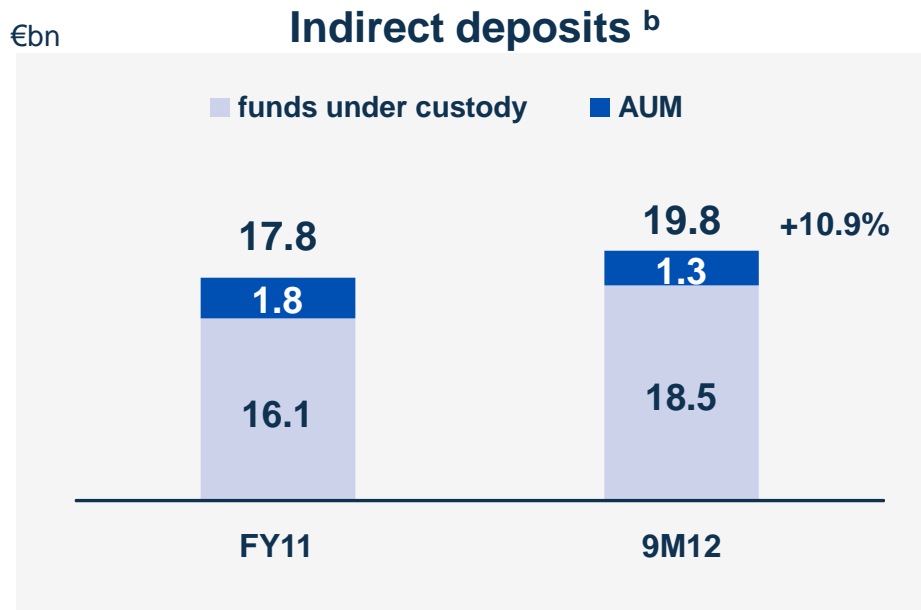
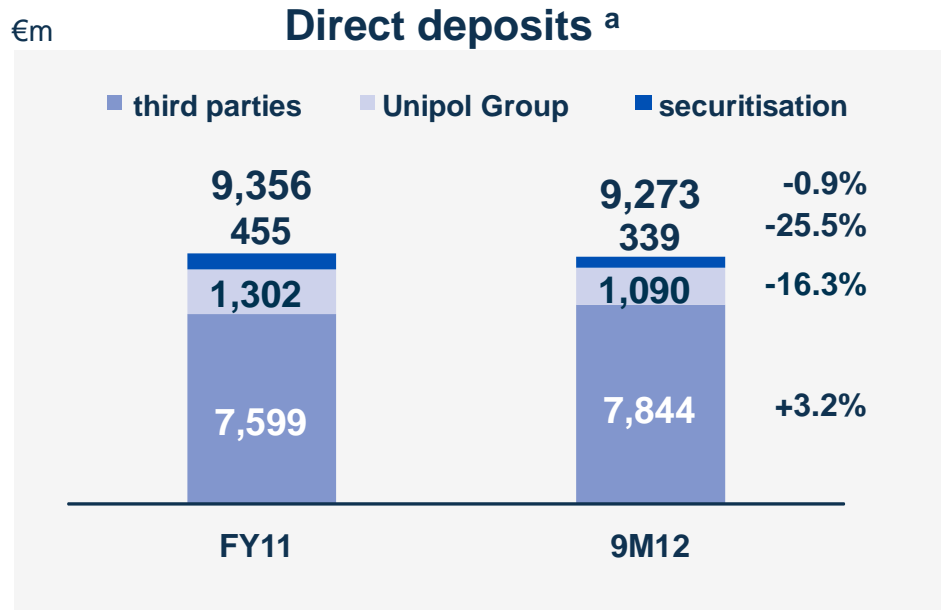
€m



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## Banking Group – Consolidated financial highlights



**Lending indicators <sup>c</sup>**

	FY11	9M12
net bad and doubtful loans/loans	4.3%	5.6%
net non-performing loans/loans	12.1%	14.9%
bad and doubtful loans coverage ratio <sup>d</sup>	45.5%	41.6%
non-performing loans coverage ratio <sup>d</sup>	25.8%	24.6%

<sup>a</sup> excl. deposits from ECB and collateralised deposits (Repos) with CCG

<sup>b</sup> incl. deposits from Group companies, insurance sector

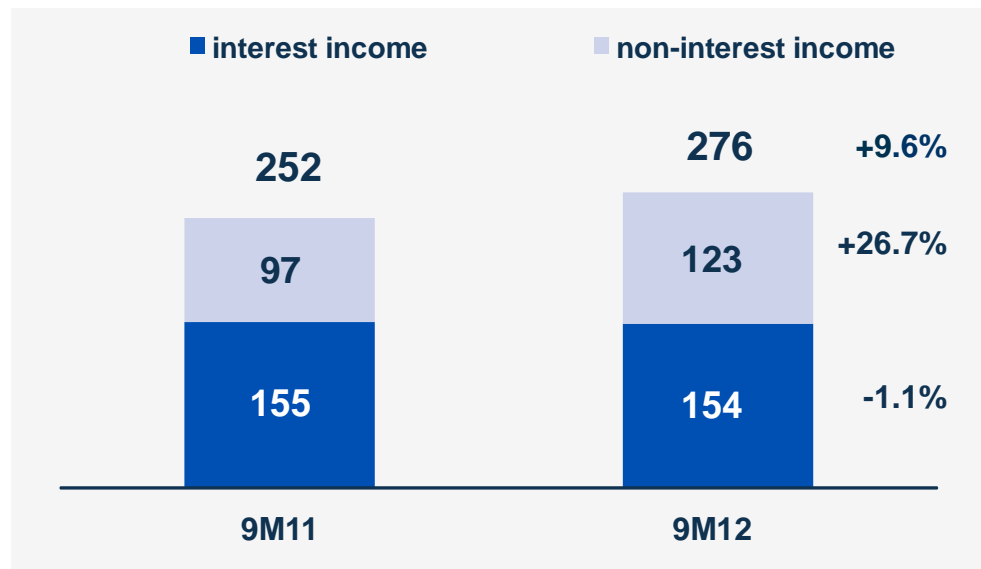
<sup>c</sup> reclassified management figures

<sup>d</sup> after loans object of the reimbursement agreement with the Holding company

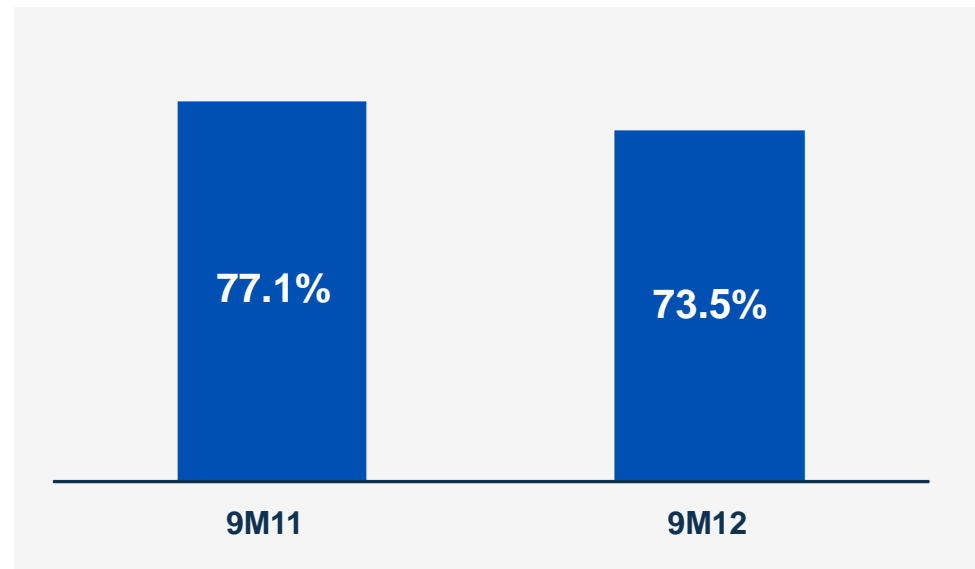
## Banking Group – Consolidated economic highlights

€m

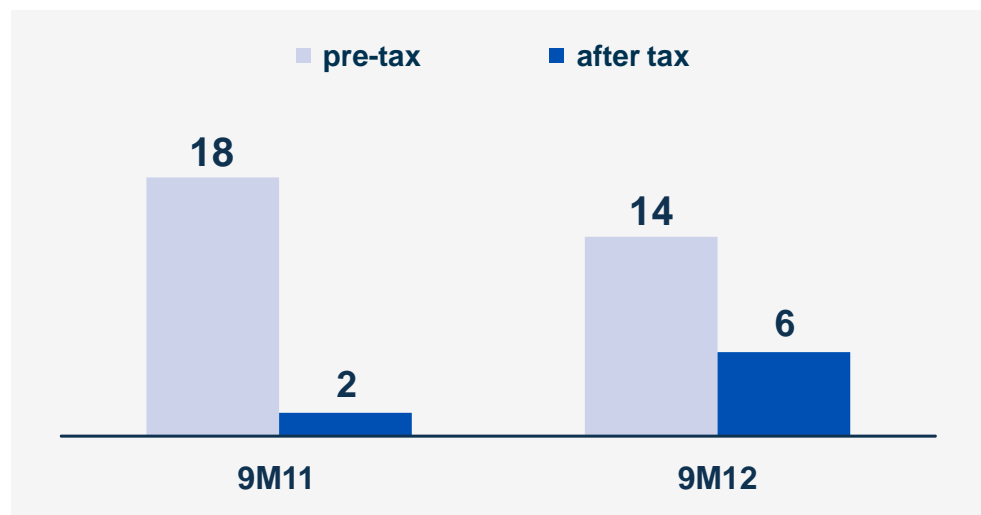
### Gross operating income



### Cost/Income Ratio



### Consolidated result



### Other indicators

	FY11	9M12
Core Tier 1 ratio	8.2%	8.3%
Total capital ratio	14.3%	14.3%

## **AGENDA**

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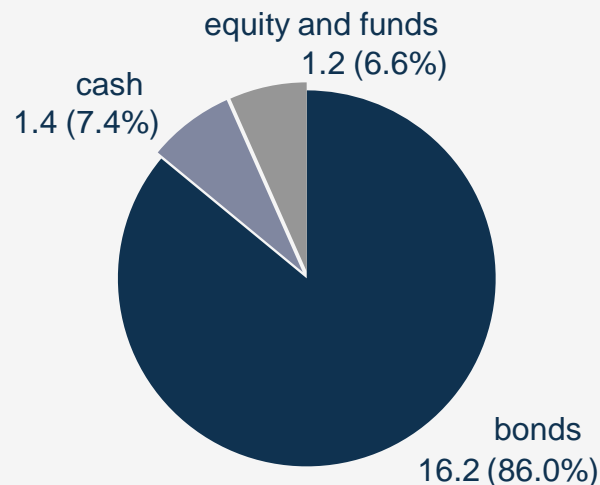
# Asset allocation

€bn

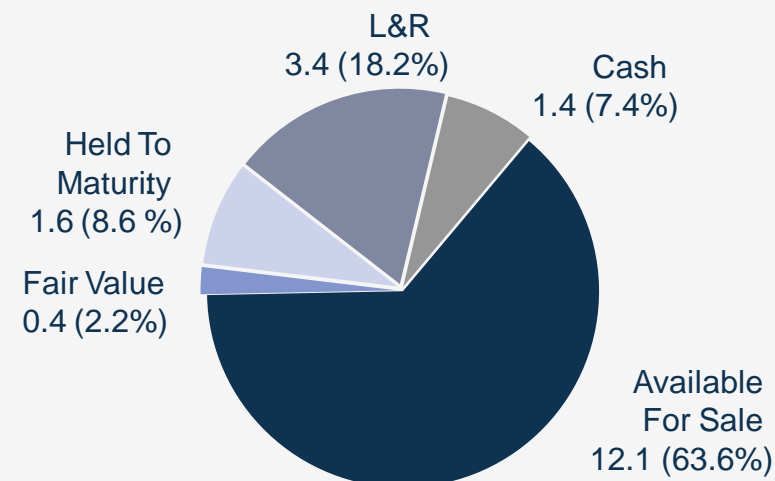
## Breakdown by asset

9M11

TOT. €18.8bn\*

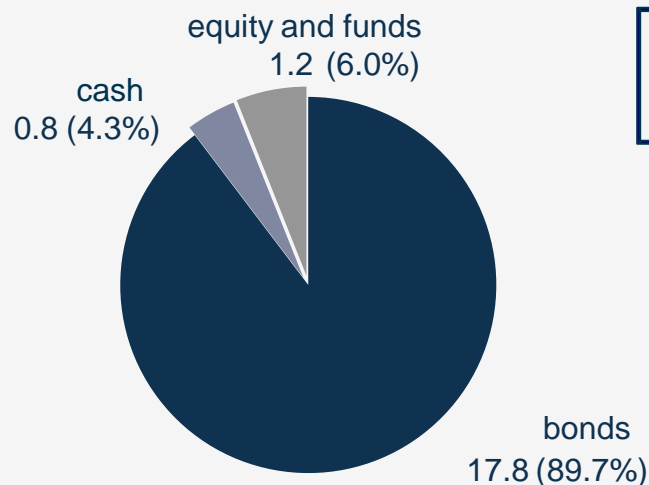


## Breakdown by accounting category

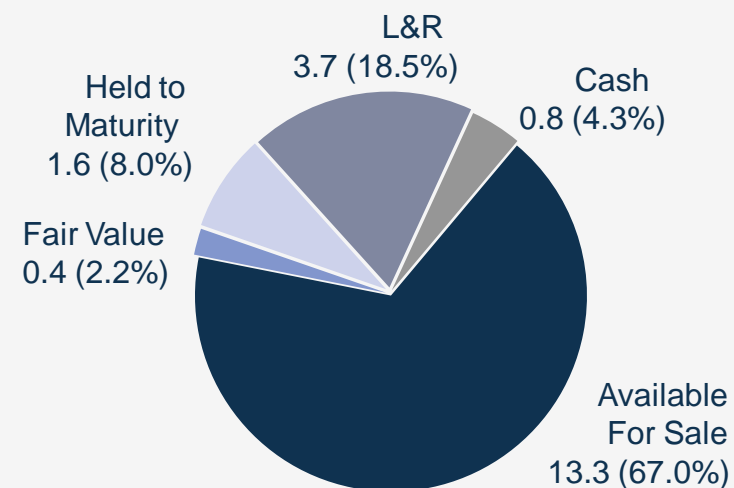


## Breakdown by asset

9M12

TOT. €19.8bn\*  
+5.2%

## Breakdown by accounting category



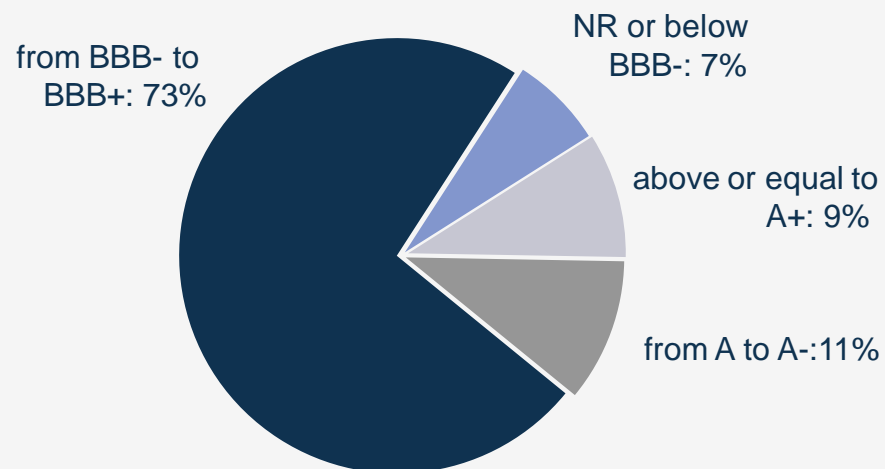
\*insurance investments managed by the Unipol Group, mark-to-market, excluding Class D and Unipol Banca bonds (intercompany).

## 9M12 Bond portfolio

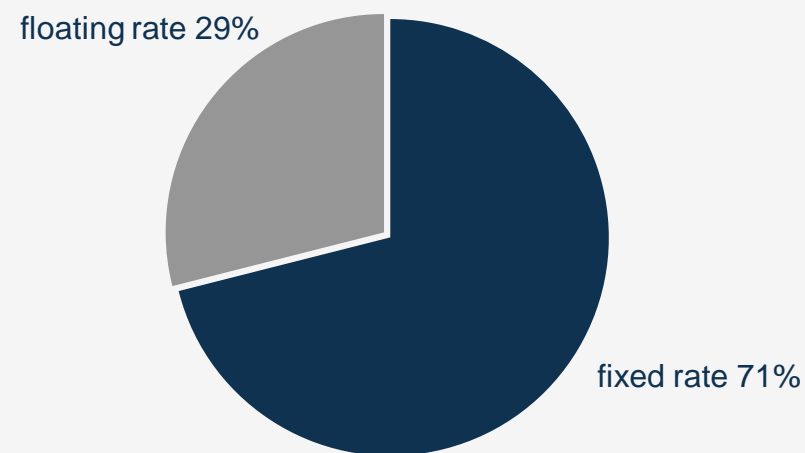
€bn

**Total €17.8bn\***

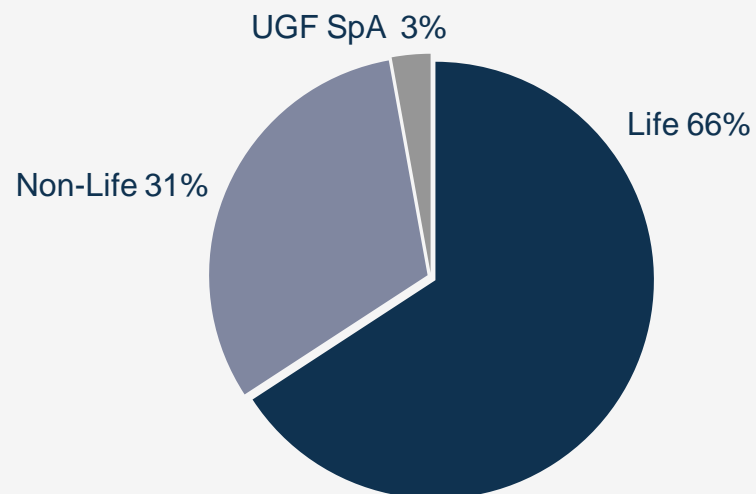
**Breakdown by rating**



**Breakdown by rate indexing**



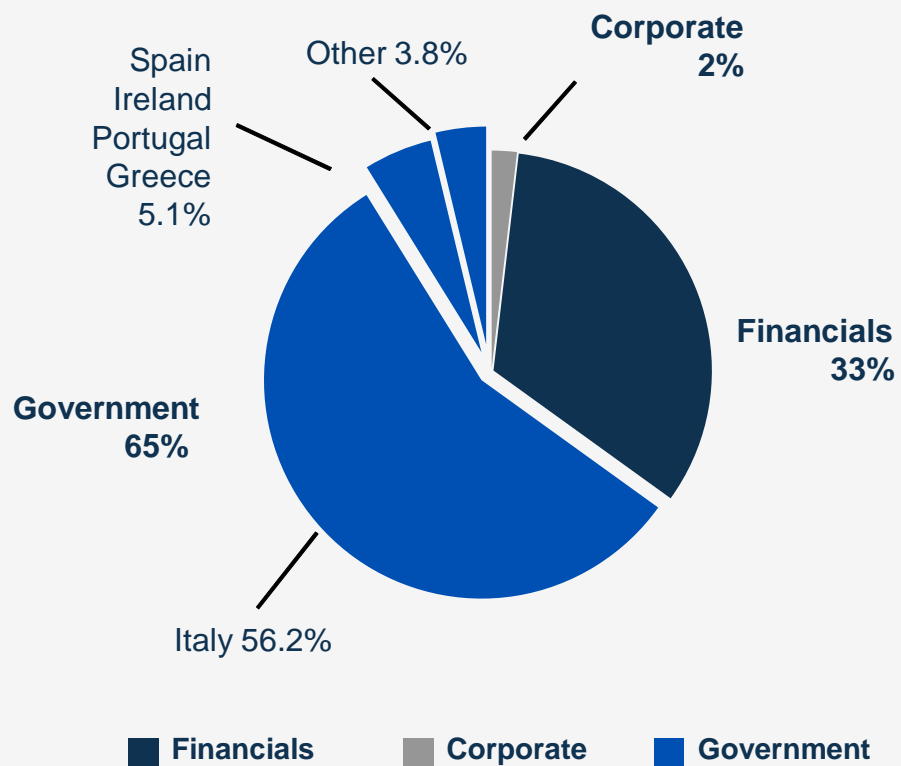
**Breakdown by business area**



\*insurance investments managed by the Unipol Group, mark-to-market, excluding Class D and Unipol Banca bonds (intercompany).

## Bond portfolio – Breakdown by issuer

Total: €17.8bn\*



€m

EURO GOVERNMENT BONDS FOCUS ON SOME COUNTRIES						
Gross figures						
before segr. accounts and taxes	FY11 MtoM	% tot Ptf	1H12 MtoM	% tot Ptf	9M12 MtoM	% tot Ptf
Portugal	114	0.8%	137	0.8%	156	0.9%
Ireland	209	1.4%	227	1.4%	202	1.2%
Greece	17	0.1%	3	0.0%	4	0.0%
Spain	740	4.9%	526	3.2%	542	3.2%
<b>Total</b>	<b>1,081</b>	<b>7.1%</b>	<b>893</b>	<b>5.4%</b>	<b>903</b>	<b>5.4%</b>
<b>Italy</b>	<b>7,117</b>	<b>46.7%</b>	<b>8,694</b>	<b>52.1%</b>	<b>9,978</b>	<b>59.8%</b>
Net figures						
after segr. accounts and taxes (**)						
Portugal	36		47		53	
Ireland	64		64		49	
Greece	11		2		3	
Spain	193		162		167	
<b>Total</b>	<b>305</b>		<b>275</b>		<b>272</b>	
<b>Italy</b>	<b>1,692</b>		<b>2,125</b>		<b>2,567</b>	

\*insurance investments managed by the Unipol Group, mark-to-market, excluding Class D and Unipol Banca bonds (intercompany).

\*\*tax rate applied: 34.32%



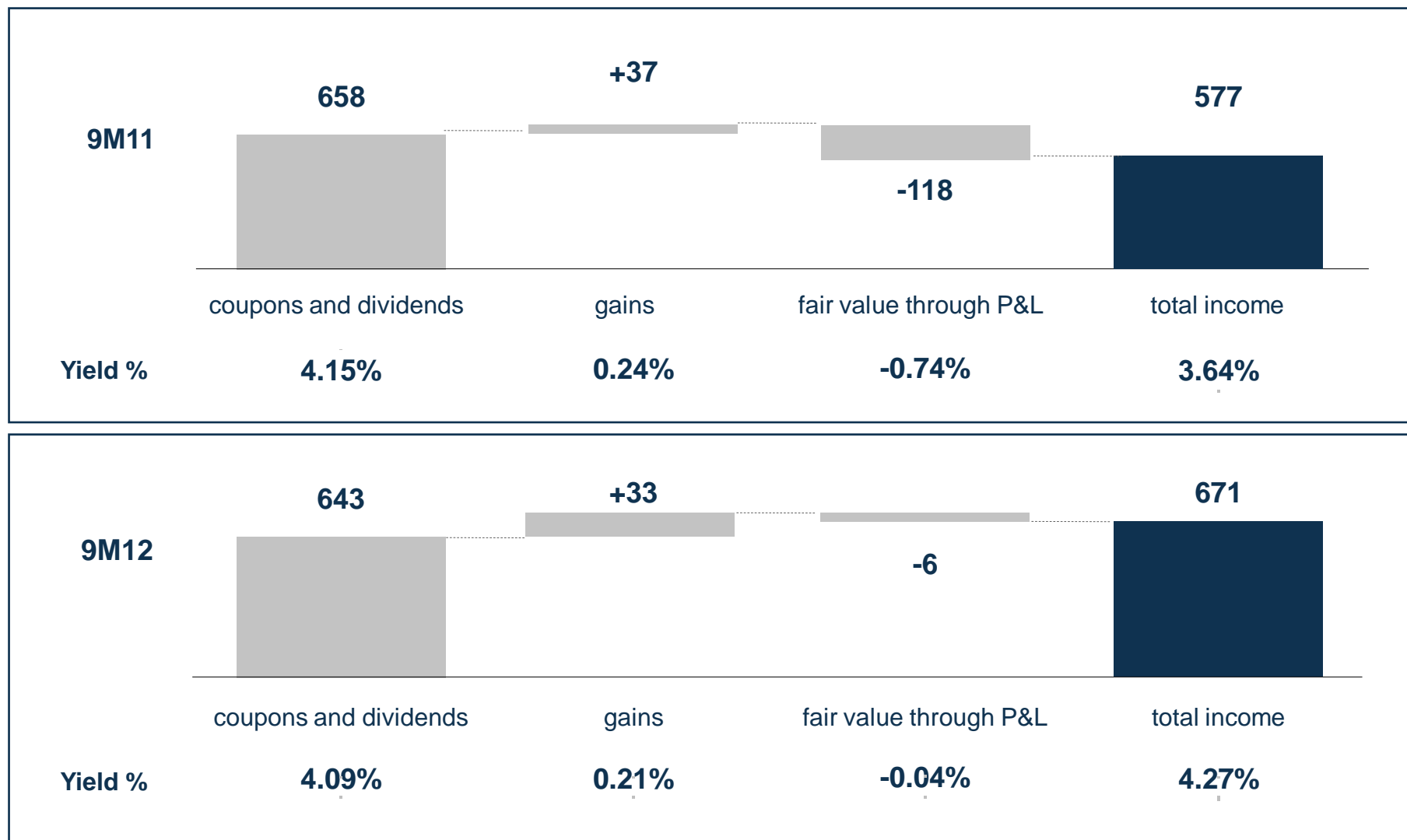
## Structured securities portfolio

€m

	31/12/2011			30/06/2012			30/09/2012		
	MtoM	IAS book value	gain/ loss	MtoM	IAS book value	gain/ loss	MtoM	IAS book value	gain/ loss
<b>LIGHT structured securities</b> <i>(floating rate securities with cap/floor as sole option)</i>	<b>1,853</b>	<b>2,451</b>	<b>-598</b>	<b>1,991</b>	<b>2,568</b>	<b>-577</b>	<b>2,072</b>	<b>2,526</b>	<b>-454</b>
LIBOR linked securities with cap/floor	511	655	-144	529	652	-123	543	652	-109
CMS linked securities with cap/floor	1,046	1,437	-391	1,158	1,555	-397	1,220	1,530	-310
Inflation linked securities with cap/floor	296	360	-64	304	361	-57	309	345	-36
<b>NON-LIGHT structured securities</b>	<b>794</b>	<b>1,018</b>	<b>-224</b>	<b>830</b>	<b>1,021</b>	<b>-192</b>	<b>852</b>	<b>973</b>	<b>-121</b>
Securities with <b>RATES</b> linked pay-off	508	654	-146	545	661	-117	564	637	-74
Securities with <b>CREDIT</b> risk linked pay-off	248	308	-61	241	301	-60	253	300	-47
Securities with pay-off linked to <b>STOCKS/INDEXES</b> or <b>DIVIDENDS</b>	39	56	-17	44	60	-16	35	36	-0
<b>Total structured securities</b>	<b>2,648</b>	<b>3,469</b>	<b>-822</b>	<b>2,821</b>	<b>3,590</b>	<b>-769</b>	<b>2,924</b>	<b>3,499</b>	<b>-575</b>
<b>OTHER SECURITIES</b> <i>(noticed to ISVAP under item structured securities)</i>	<b>1,992</b>	<b>2,343</b>	<b>-351</b>	<b>1,888</b>	<b>2,081</b>	<b>-193</b>	<b>1,908</b>	<b>1,983</b>	<b>-75</b>
Plain vanilla callable securities	1,504	1,952	-448	1,371	1,684	-313	1,390	1,583	-193
Securities with coupon flows linked to Government bond funds	487	391	96	518	397	121	518	400	118
<b>Total</b>	<b>4,639</b>	<b>5,812</b>	<b>-1,173</b>	<b>4,709</b>	<b>5,670</b>	<b>-961</b>	<b>4,832</b>	<b>5,483</b>	<b>-650</b>

## Income from financial investments\*

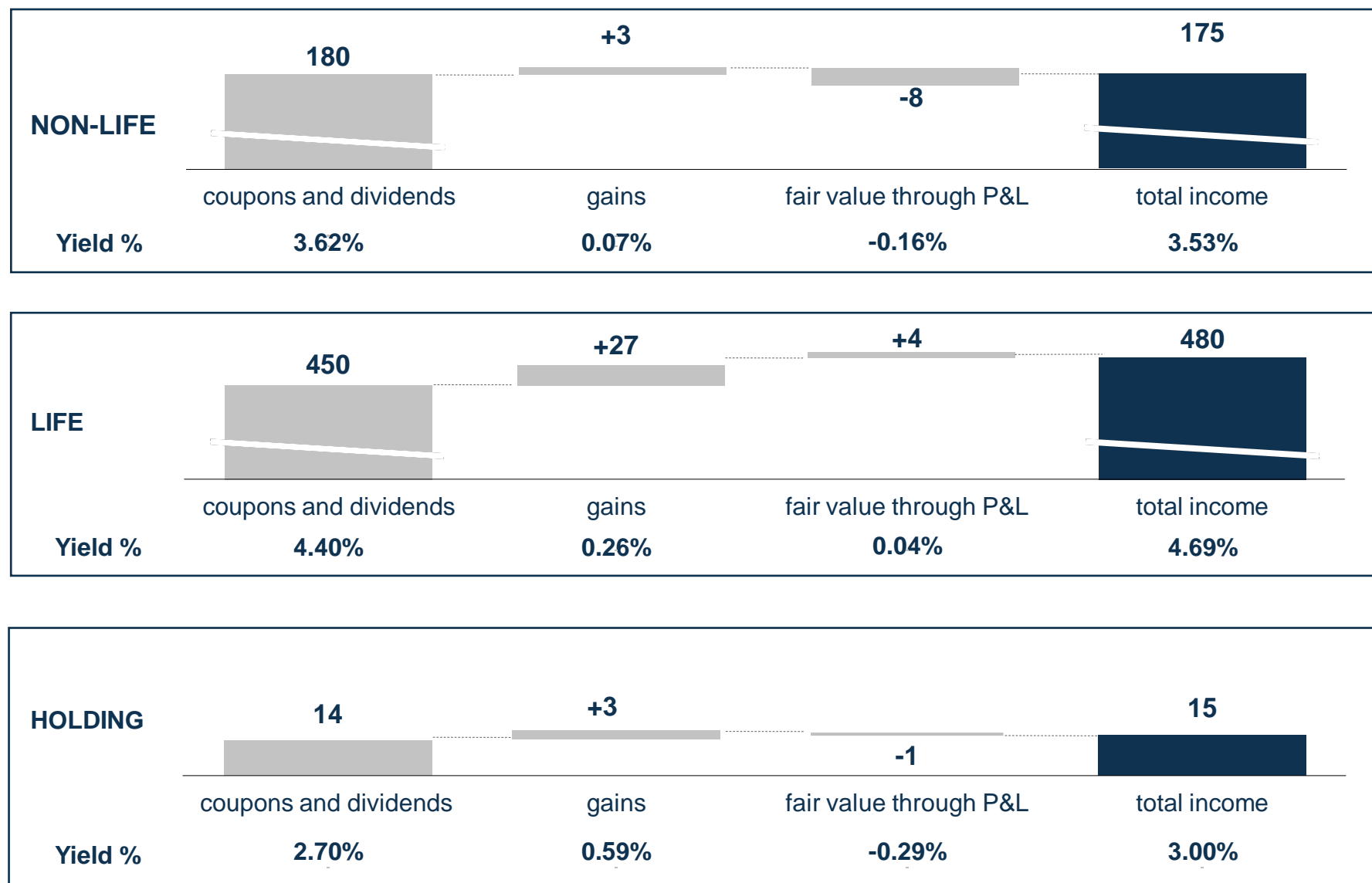
€m



\*insurance segment, Class D excluded

## Income from financial investments\* by business sector – 9M12

€m



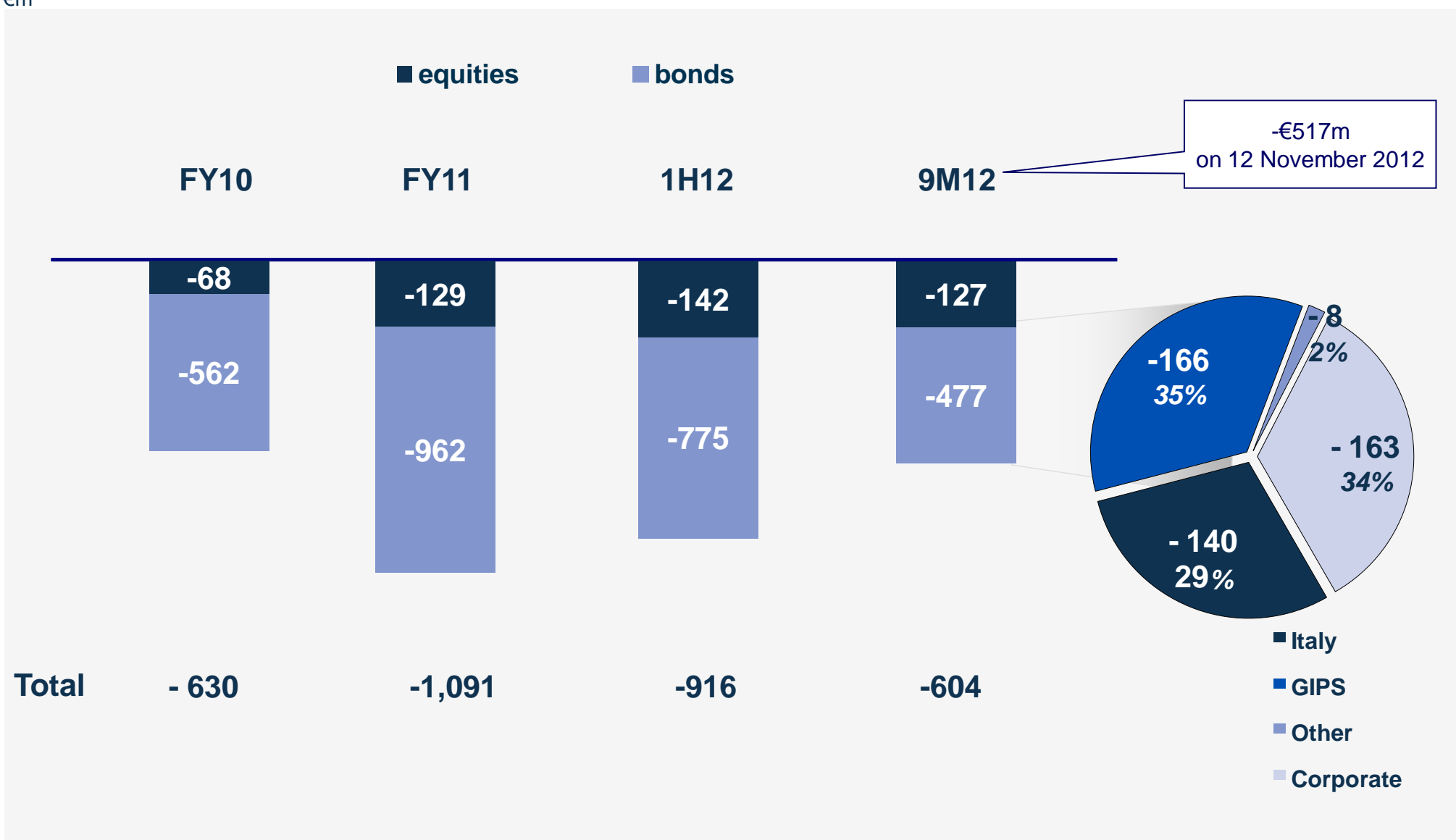
\*insurance segment, Class D excluded

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## Available For Sale reserve trend\*

€m

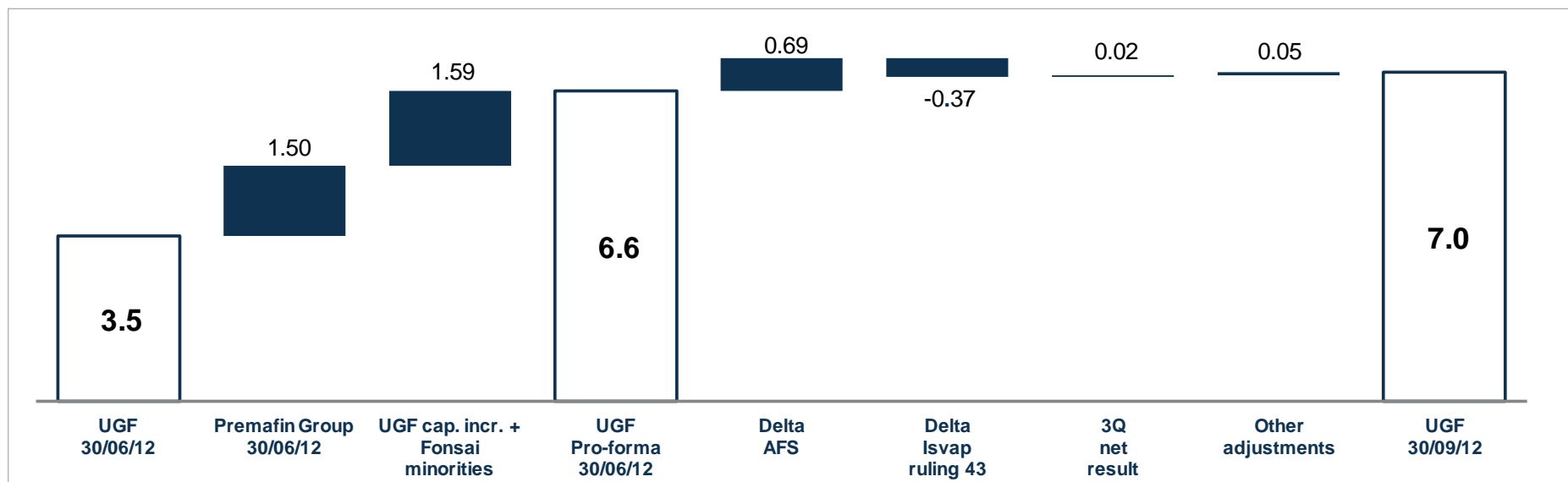


\* break-up based on in-house estimate

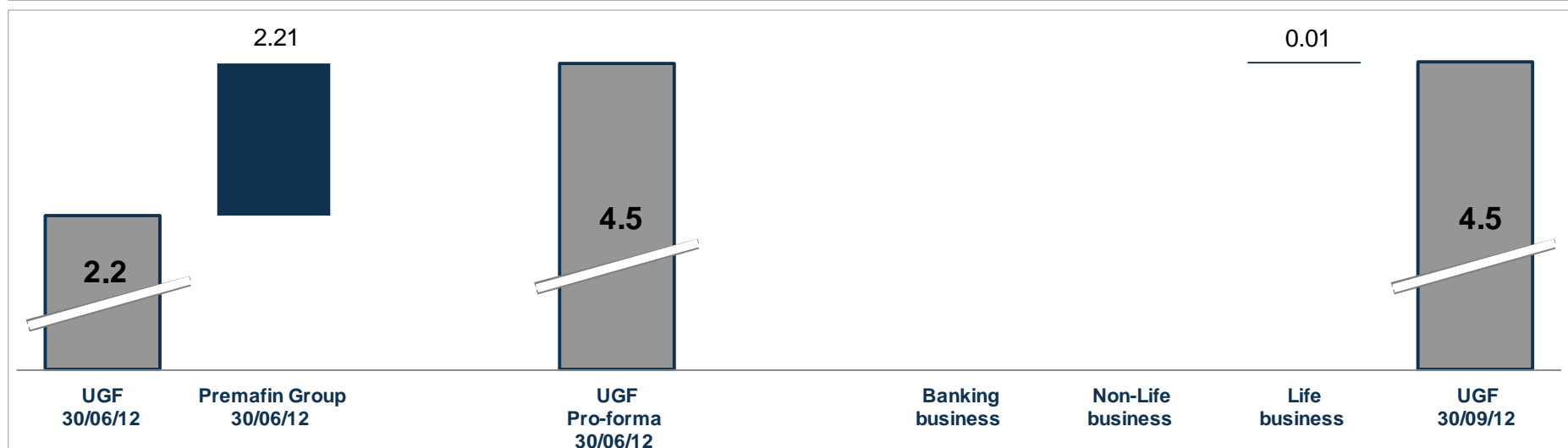
# Unipol Group – Solvency I

€bn

Available  
Capital



Solvency  
requirements



Solvency I  
ratio

1.6x

0.7x

1.5x

1.6x

Combined Entity Solvency : management estimate calculated on the provisional values attributed to the acquisition of the Premafin Group and to the solvency margin as required to the Premafin Group on 31/12/2011.

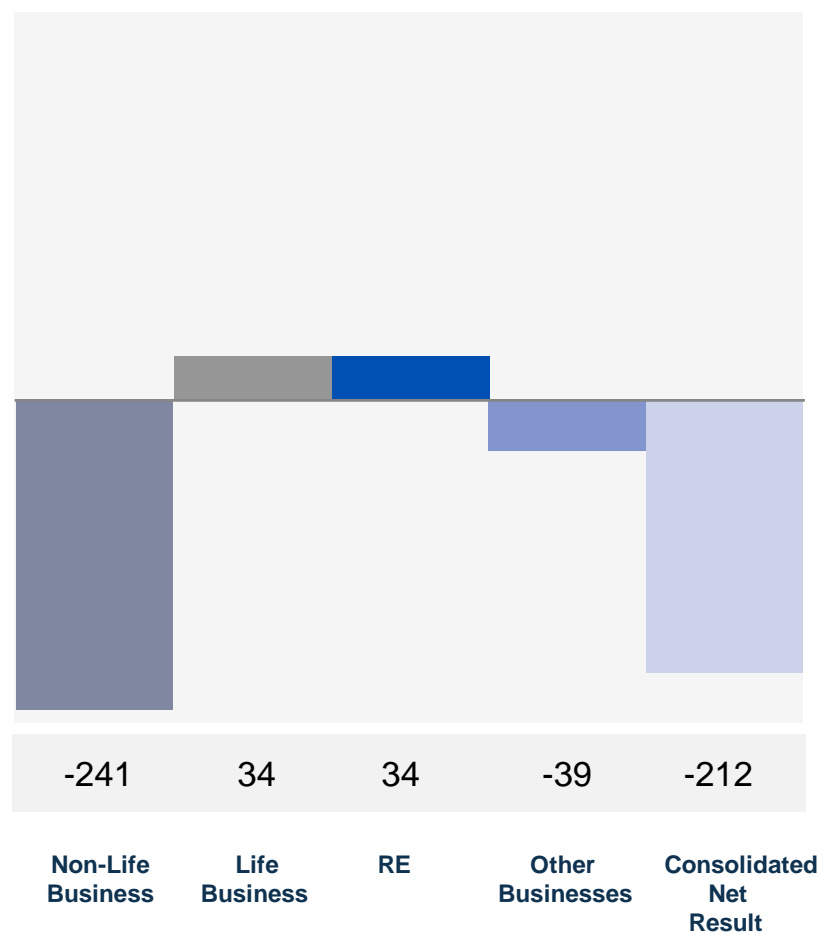
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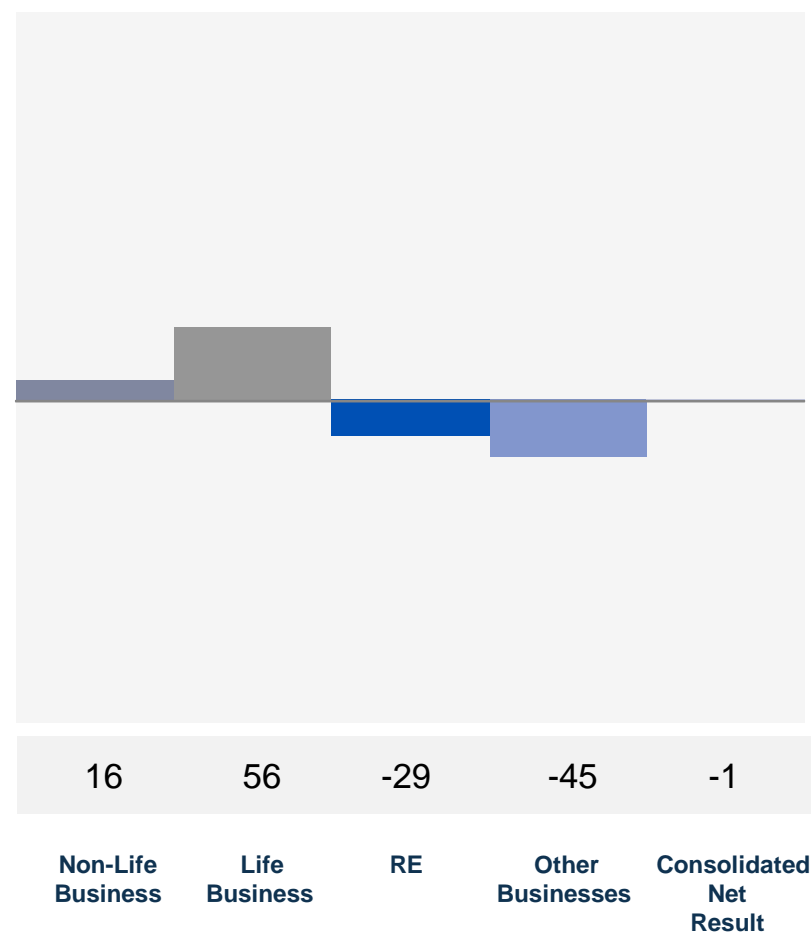
# Consolidated income statement by business sector

€m

9M11



9M12





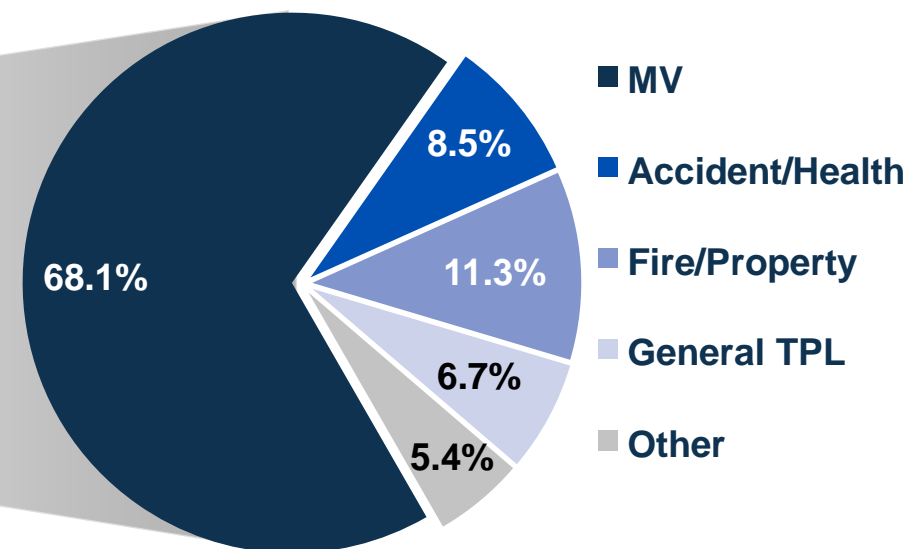
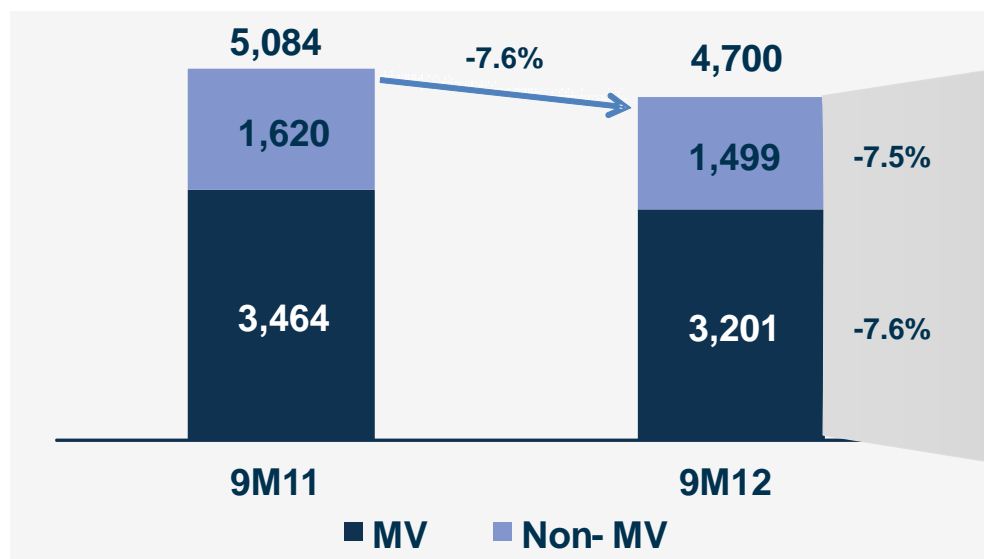
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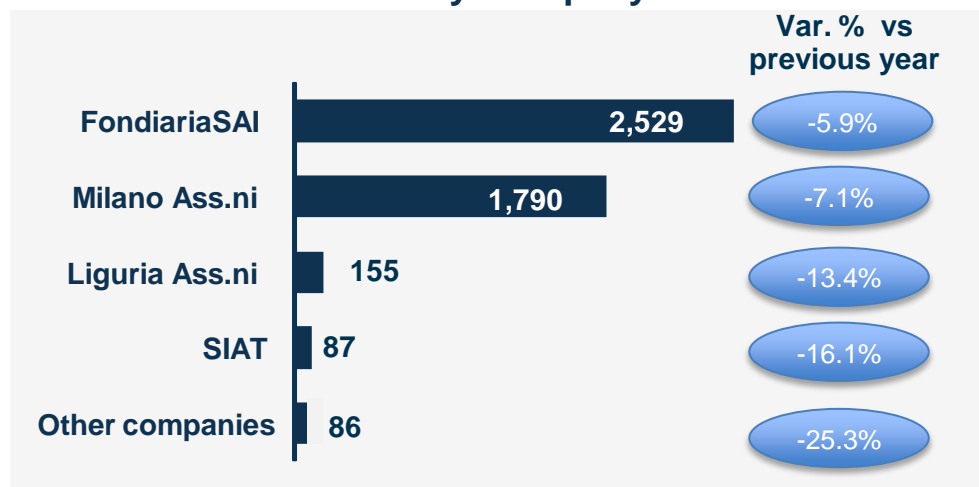
# Non-Life business – Direct premium income\*

## Consolidated figures

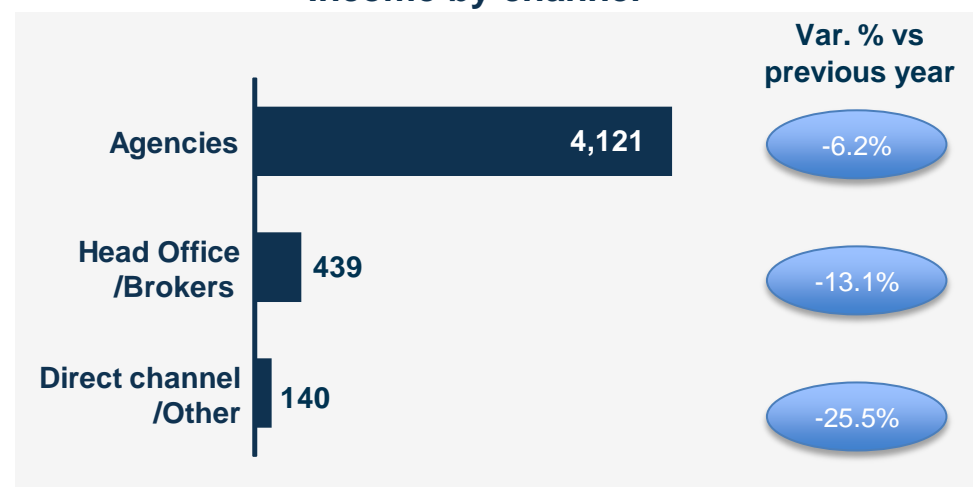
€m



Income by Company



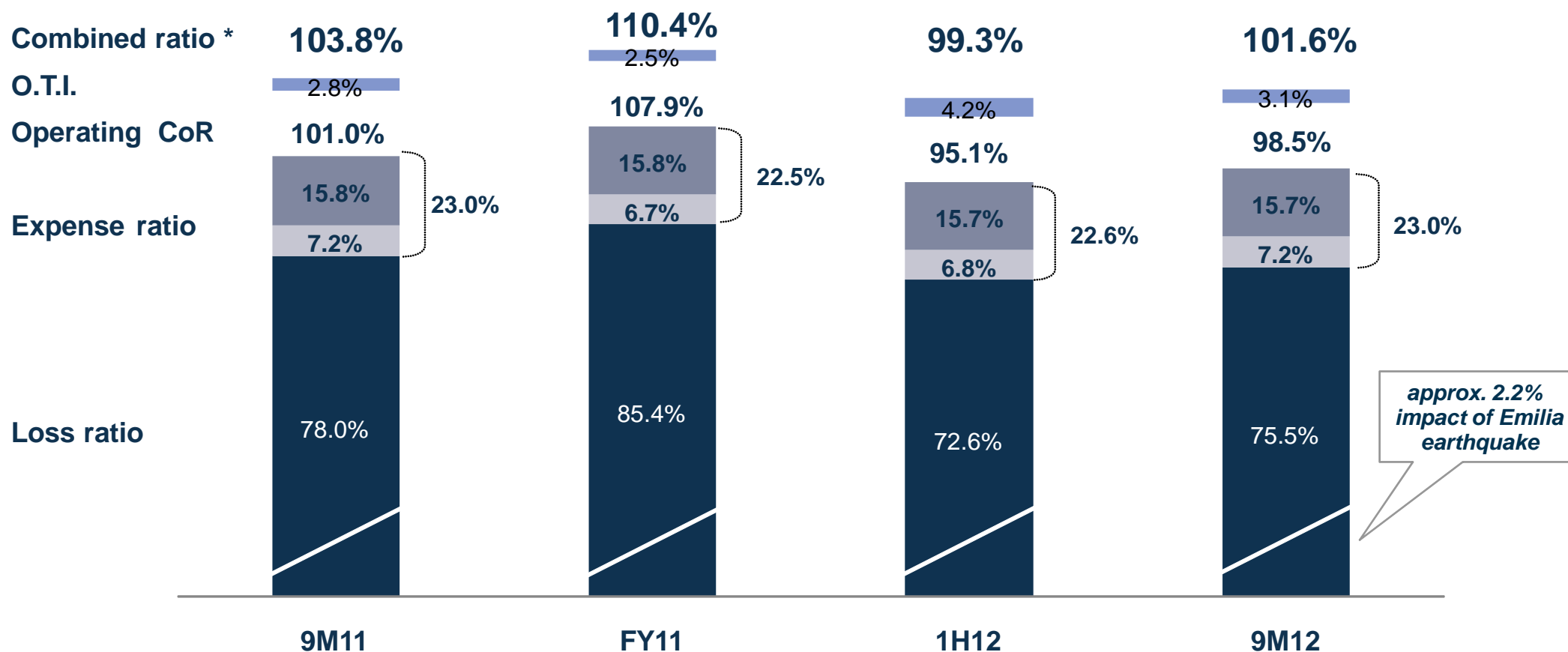
Income by channel \*\*



\*gross written premiums from direct business

\*\* management figures adjusted by channel on the basis of premiums received

## Non-Life business – Combined ratio (direct business)



FondiarisaI \* 102.8%

109.9%

98.5%

99.9%

Milano Assicurazioni \* 105.1%

112.7%

99.0%

101.7%

\* indicators calculated on IAS/IFRS-compliant figures

## Non-Life business – Focus on MV TPL\*

9M12 MV TPL Indicators		
	Var. vs 9M11	Var. vs FY11
Portfolio (no. of policies)	-6.4%	-3.6%
Portfolio average premium	+1.9%	+0.7%
No. of claims reported (followed up passive claims)	-15.5%	n.s.
Claims settlement speed (current year managed claims)	+1.7 p.p.	n.s.
Frequency	-0.8 p.p.	-0.6 p.p.

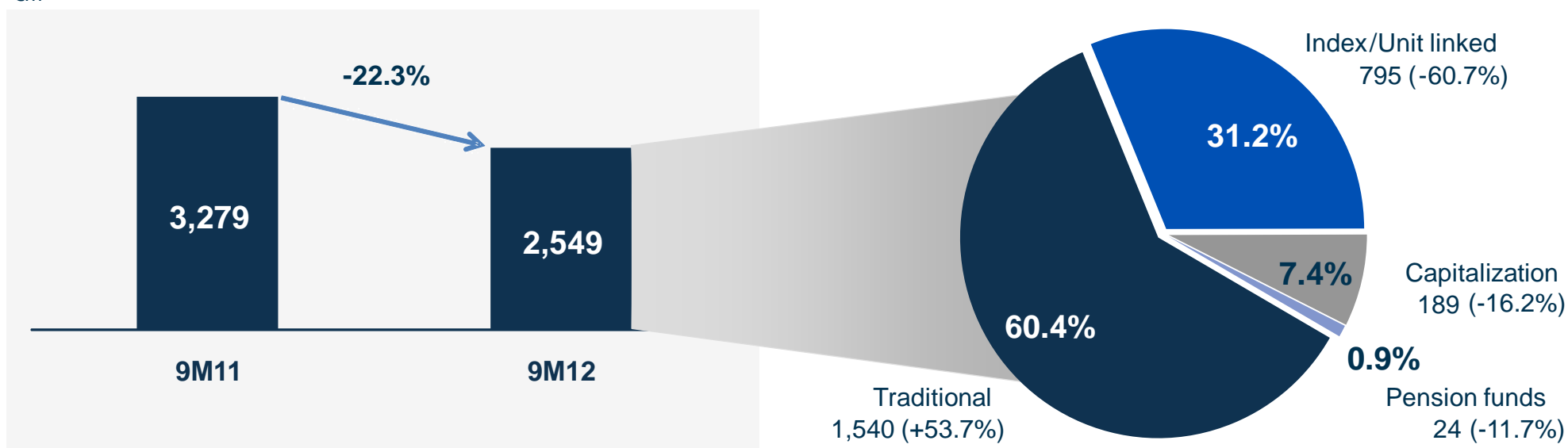
\* figures relating to Fondiaria-SAI

## AGENDA

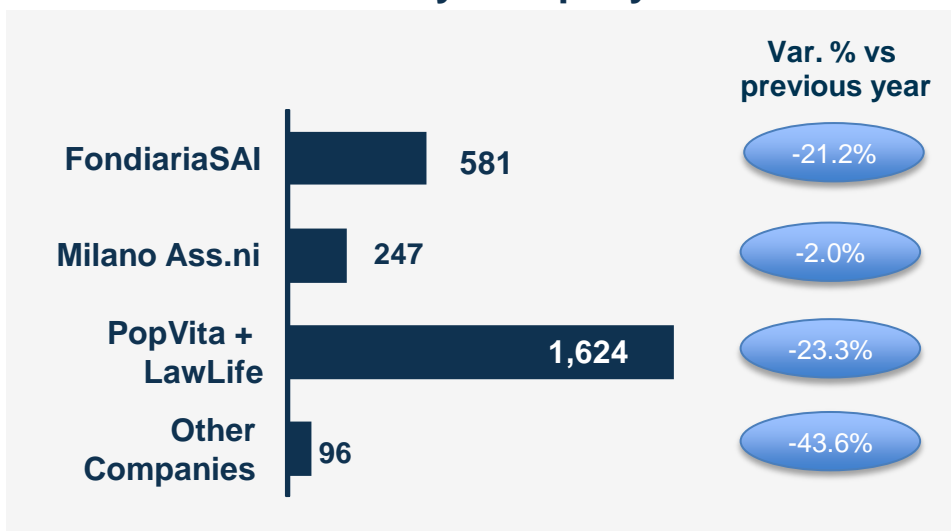
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## Life business – Direct insurance income

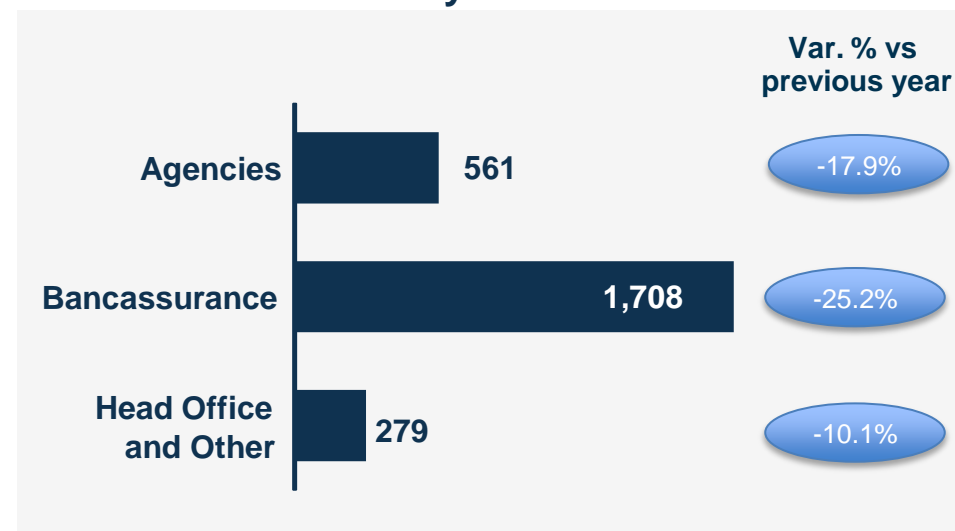
€m



### Income by Company

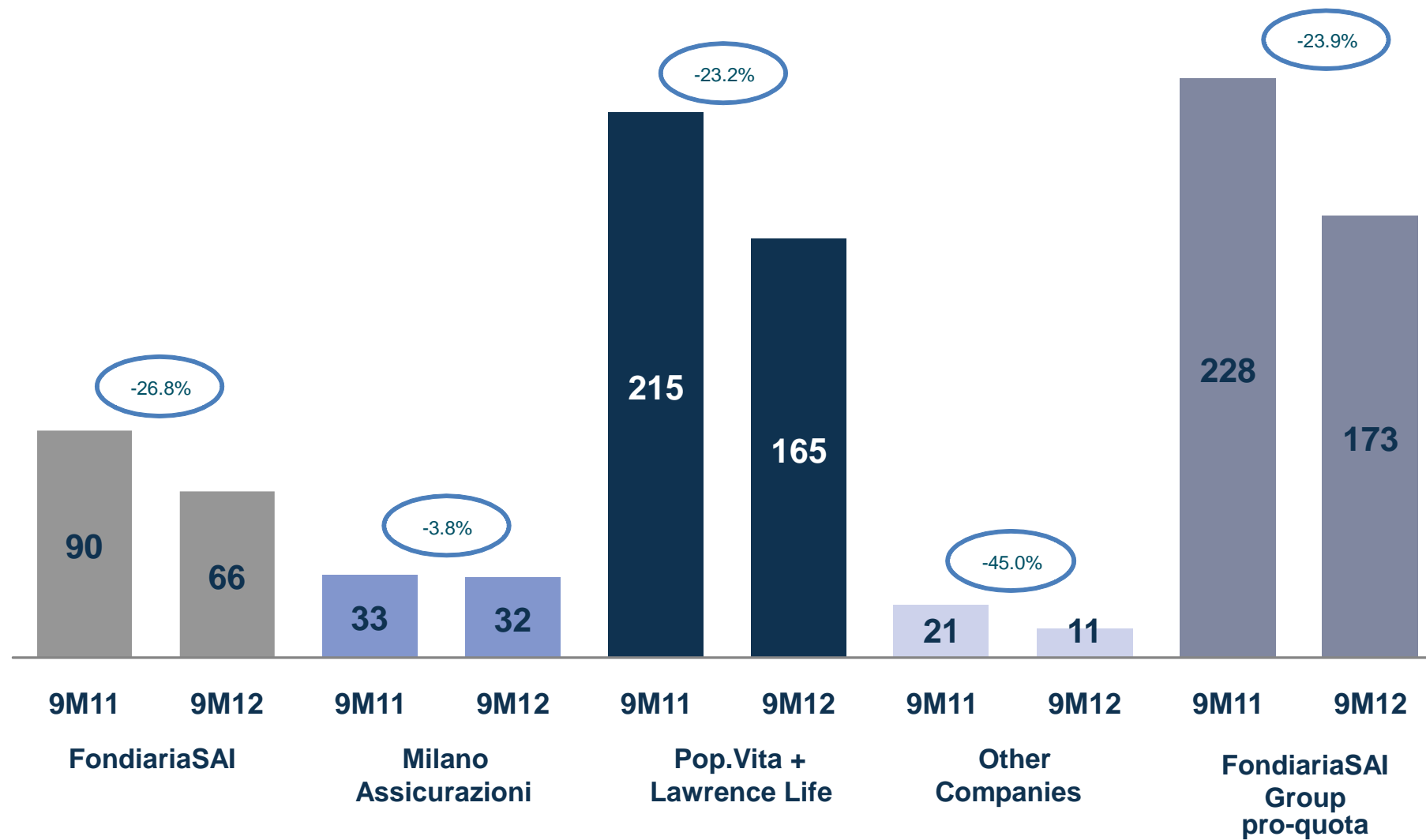


### Income by channel



## Life business – APE \*

€m



\* calculated using UGF method

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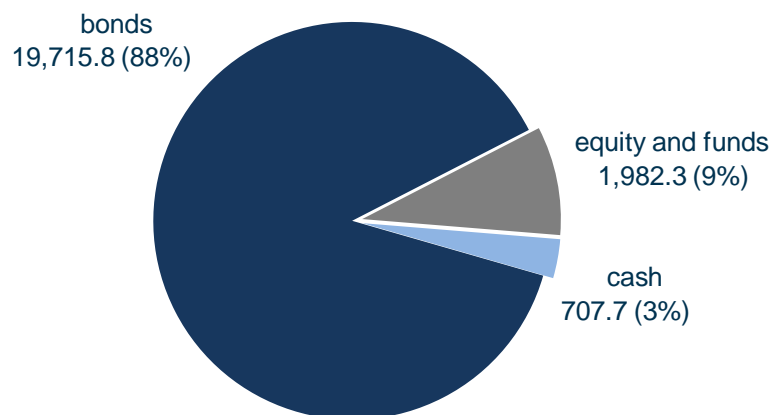
# Asset allocation

€m

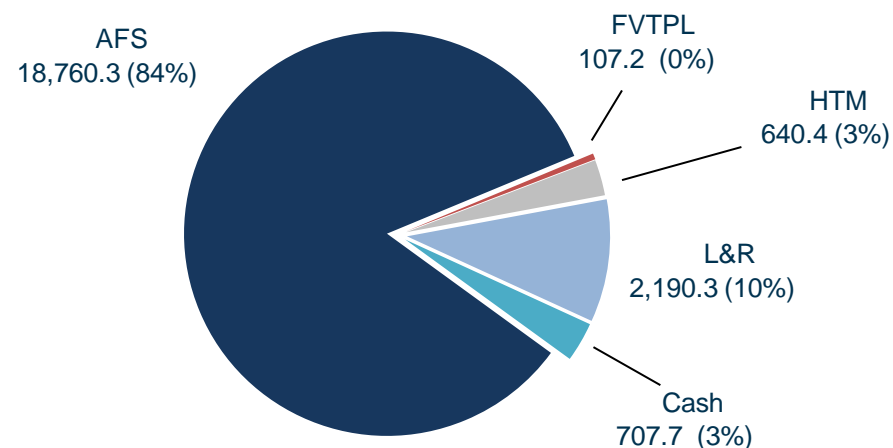
9M11

Total €22.4bn\*

## Breakdown by asset



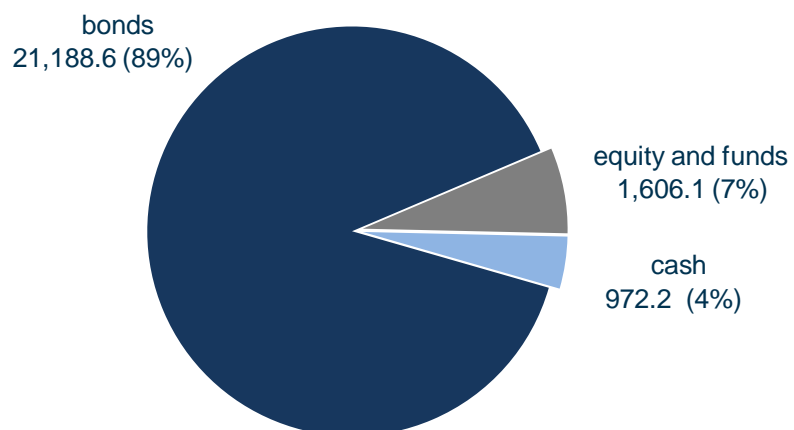
## Breakdown by accounting category



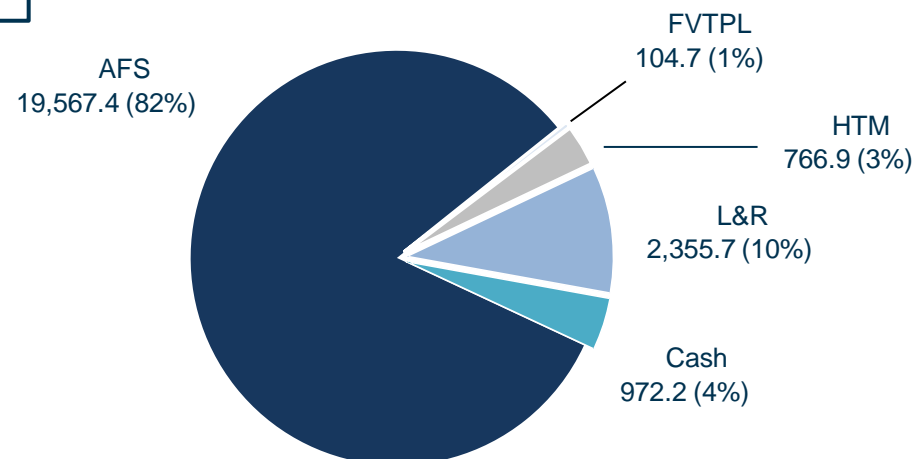
9M12

Total €23.8bn\*

## Breakdown by asset



## Breakdown by accounting category



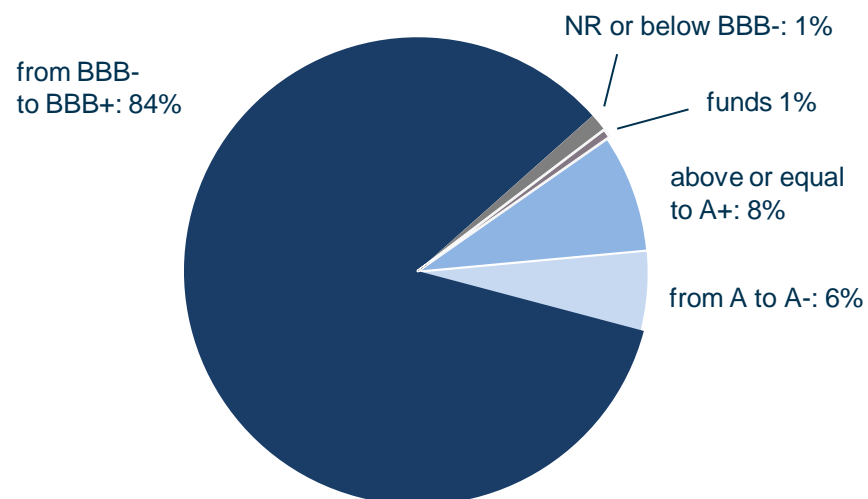
\* insurance investments, mark-to-market, excluding class D, DDOR, Lawrence life, subsidiaries, associates and JV investments and direct RE investments.

# Bond portfolio

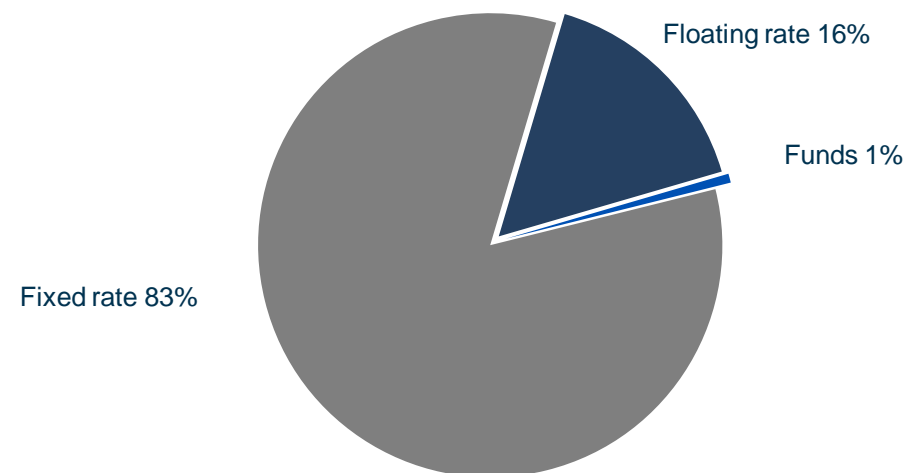
€m

**Total €21.2bn\***

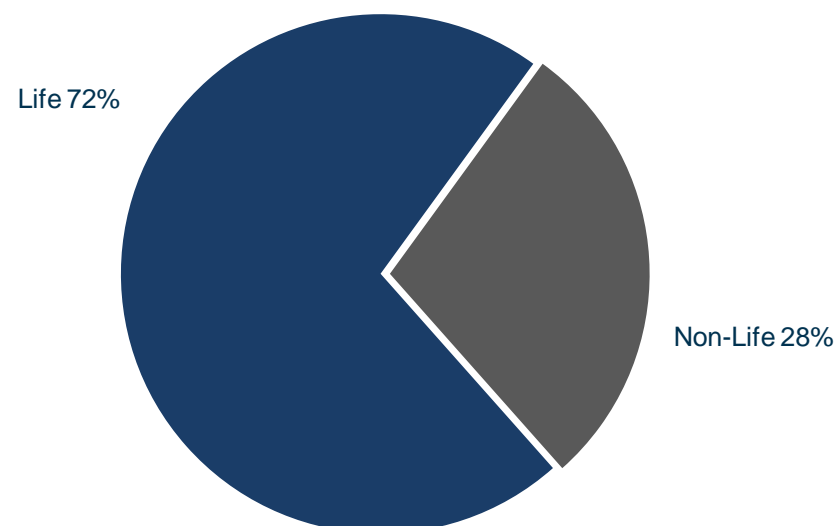
## Breakdown by rating



## Breakdown by rate indexing



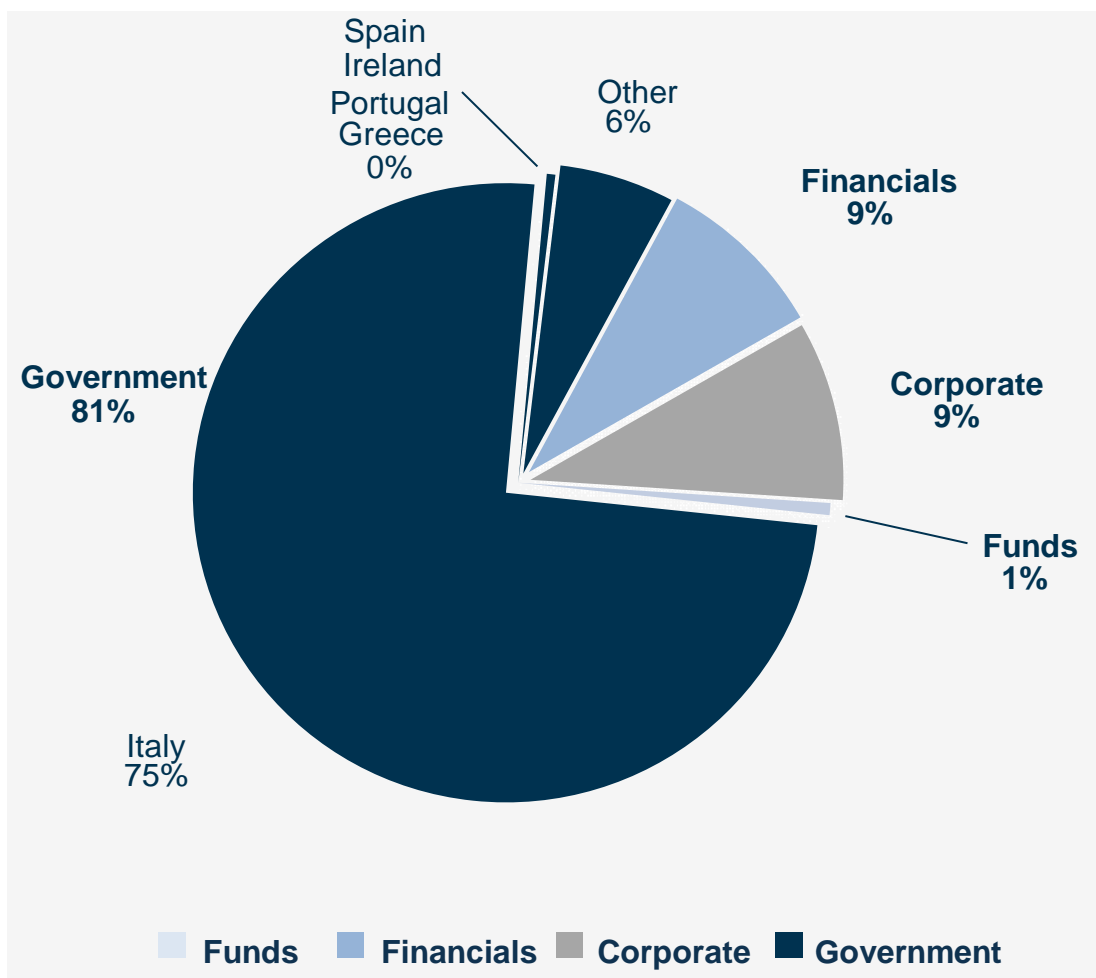
## Breakdown by business area



\* insurance investments, mark-to-market, excluding class D, DDOR and Lawrence Life

## Bond portfolio – Breakdown by issuer

Total €21.2bn\*



€m

EURO GOVERNMENT BONDS FOCUS ON SOME COUNTRIES				
Gross figures before segr. accounts and taxes	31/12/2011		30/09/2012	
	MtoM	% tot bond ptf.	MtoM	% tot bond ptf.
Portugal	3	0.0%	4	0.0%
Ireland	20	0.1%	37	0.2%
Greece	42	0.2%	0	0.0%
Spain	102	0.6%	52	0.2%
Total	167		93	
<b>Italy</b>	<b>12,895</b>		<b>15,847</b>	

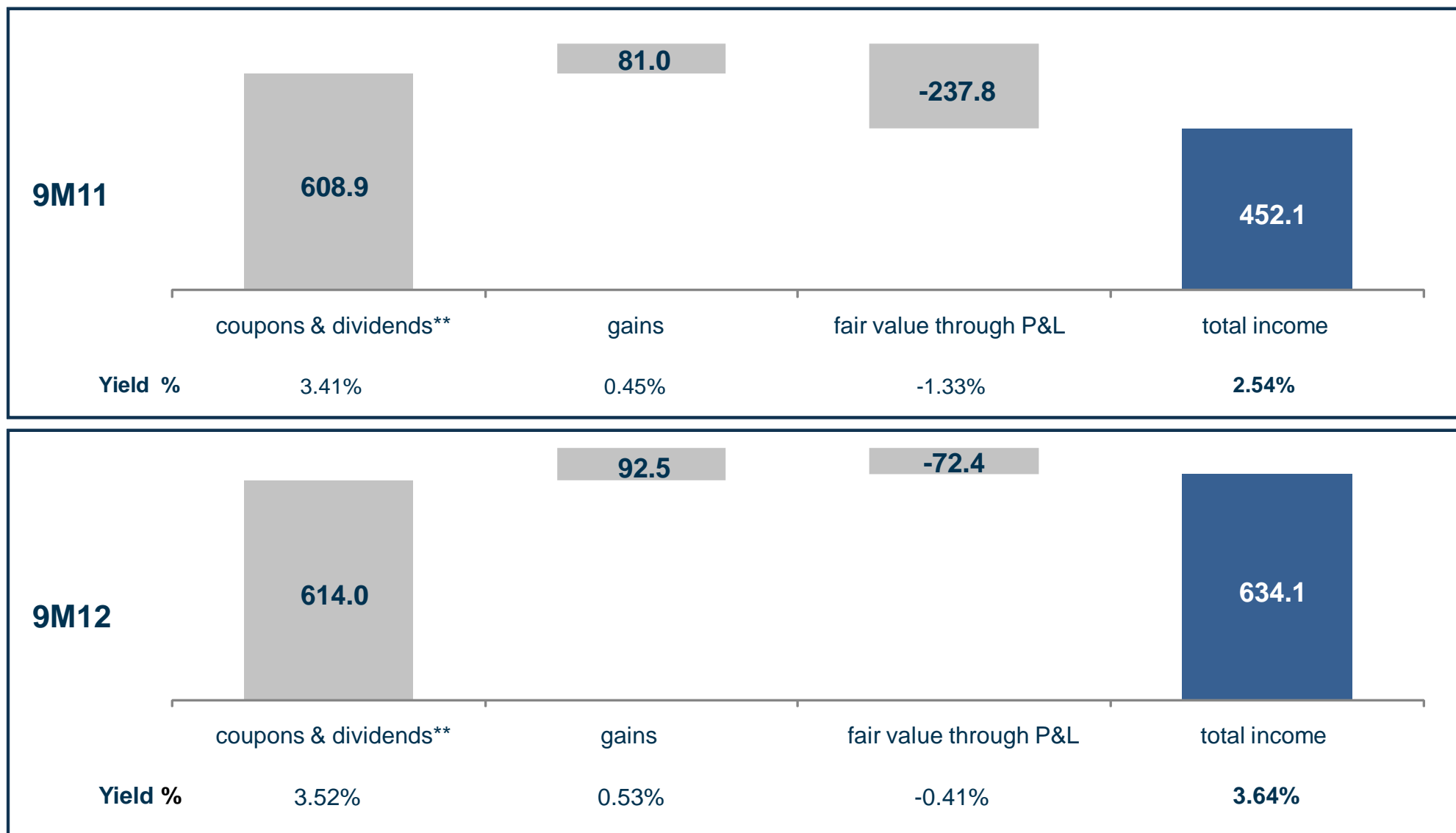
Net figures after segr. accounts and taxes**		
	MtoM	MtoM
Portugal	0	0
Ireland	0	10
Greece	2	0
Spain	6	0
Total	7	10
<b>Italy</b>	<b>2,676</b>	<b>3,442</b>

\* insurance sector, mark-to-market, excluding class D, DDOR and Lawrence Life

\*\* tax rate applied: 34.32%

## Income from financial investments\*

€m

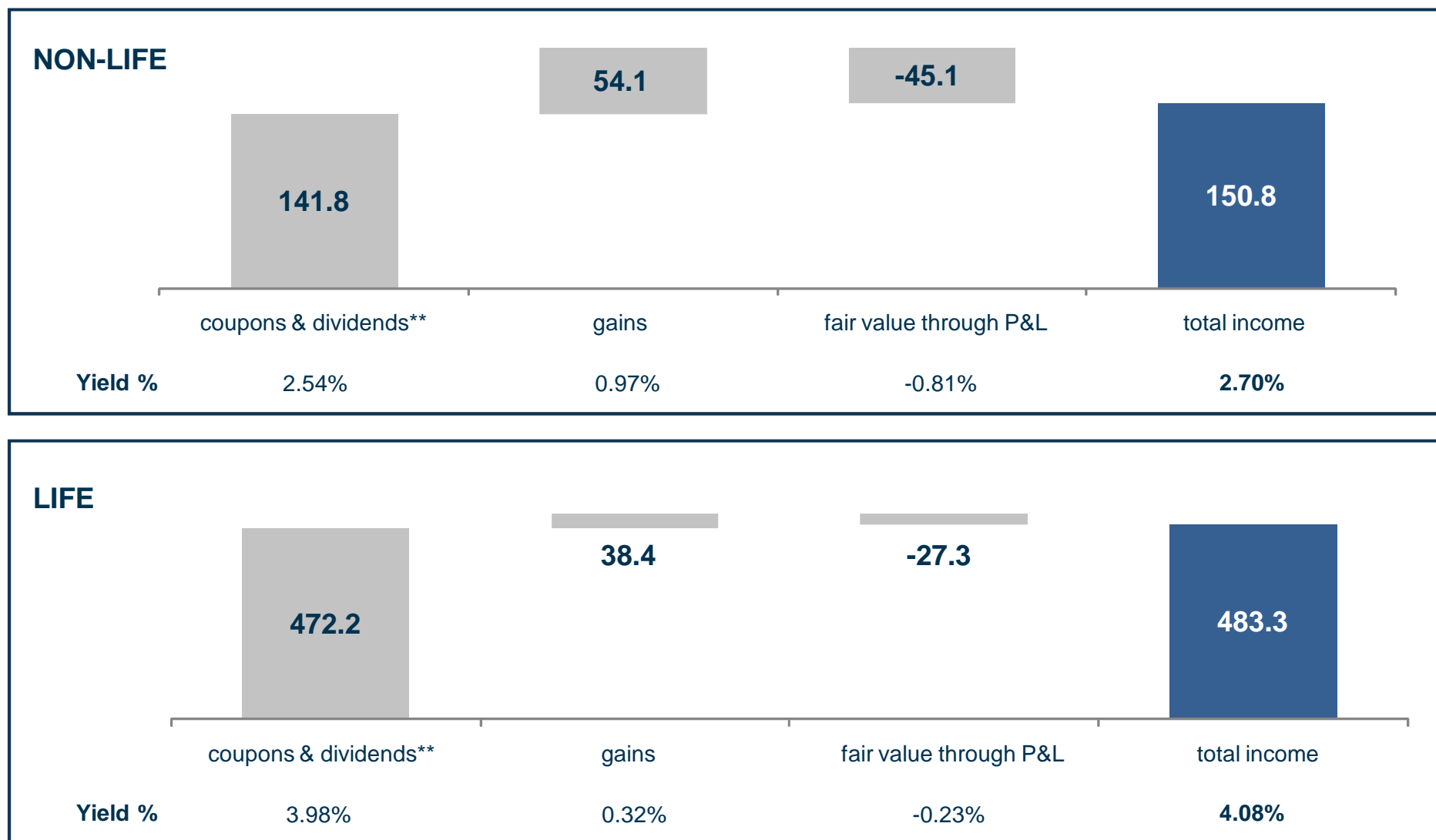


\*insurance sector, excluding Class D, DDOR and Lawrence Life.

\*\* income not including charges relating to Interest Rate Swaps on financial liabilities

## Income from financial investments by business sector\* – 9M12

€m



\*insurance sector, excluding Class D, DDOR and Lawrence Life

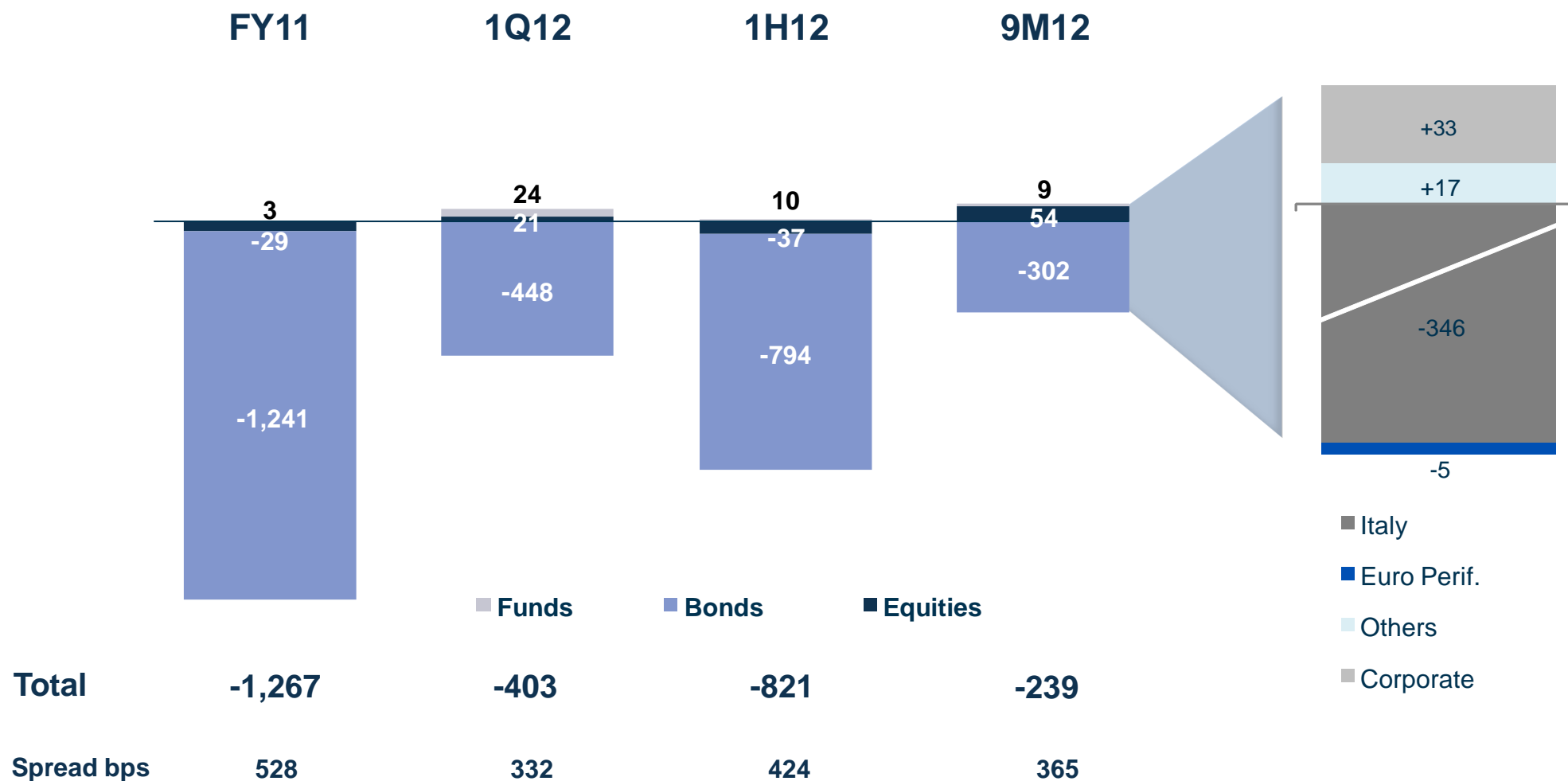
\*\*income not including charges relating to Interest Rate Swaps on financial liabilities

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## Available For Sale reserve trend\*

€m

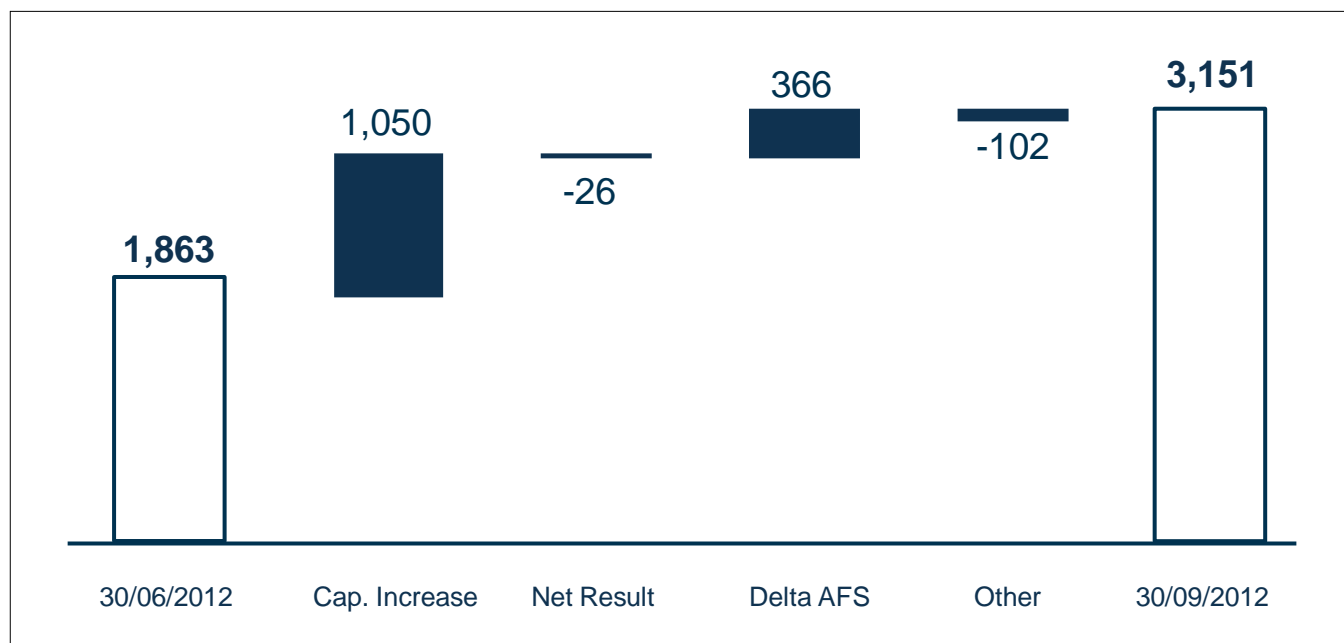


\* break-up based on in-house estimates, before the impact of the application of the shadow accounting and tax effect

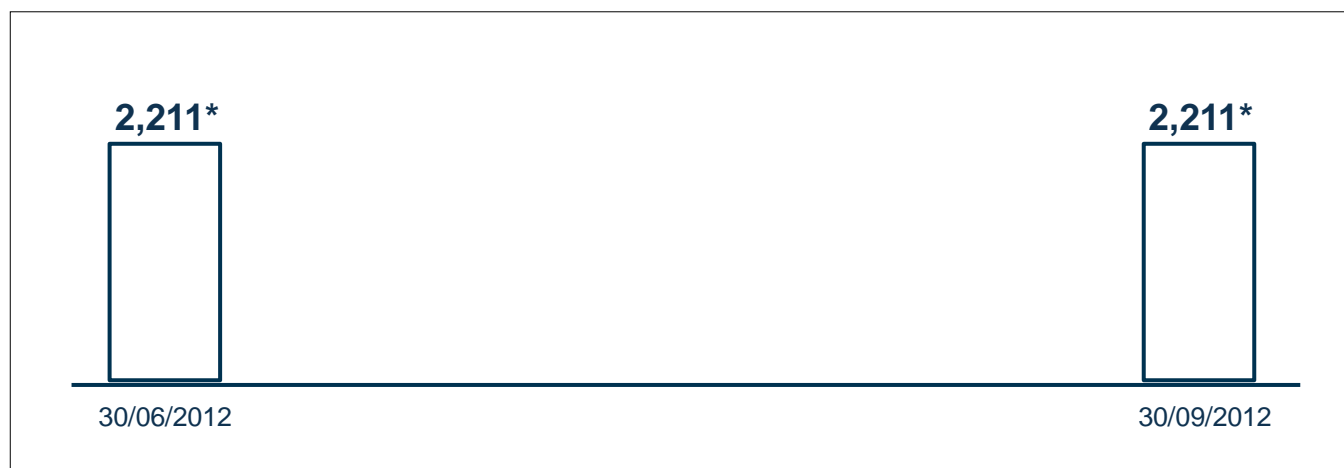
# Solvency I

€m

Available capital



Solvency requirement



Solvency I ratio

0.8x

1.4x

\* capital requirement on a retrospective basis at 31 December 2011



## DISCLAIMER

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This presentation contains information relating to forecasts of figures, results and events which reflect the current management outlook but these could differ from what actually happens owing to events, risks and market factors that it is presently impossible either to know or to predict.

Maurizio Castellina, Giuseppe Nassi and Massimo Dalfelli, Senior Executives responsible for drawing up the corporate accounts of Unipol Gruppo Finanziario S.p.A., of Premafin S.p.A. and of Fondiaria-SAI S.p.A. and Milano Assicurazioni S.p.A. respectively declare, in accordance with Article 154-*bis*, para 2, of the Consolidated Finance Act, that the accounting information reported in this presentation corresponds to the figures in the documents, books and accounting records.

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