



**Unipol Gruppo Finanziario S.p.A.**

Registered Office in Bologna, Via Stalingrado 45 - Share Capital €3,365,292,408.03 fully paid-up  
Tax Identification Number and Bologna Companies' Register Number 00284160371  
Parent of the Unipol Insurance Group entered in the Register of Insurance Groups under No. 046  
Parent of the Unipol Banking Group

**EXTRACT OF NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**  
(pursuant to Article 125-bis, paragraph 1 of Legislative Decree No. 58/1998)

**NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Ordinary and Extraordinary Shareholders' Meeting of Unipol Gruppo Finanziario S.p.A. is hereby convened in a single call on 25 February 2015, at 10:00 am, at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), in order to resolve on the following

**AGENDA**

**In the Ordinary Session**

1. Composition of the Board of Directors pursuant to Article 2386, paragraph 1 of the Italian Civil Code and Article 10 of the Company By-Laws. Related and consequent resolutions.

**In the Extraordinary Session**

1. Mandatory conversion of Preference Shares into Ordinary Shares. Amendment of Articles 5, 6, 9, 19 and 20 of the Company By-Laws. Related and consequent resolutions.

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**Participation and representation at the Shareholders' Meeting**

Entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a notice issued to the Company by an authorized intermediary, in accordance with its accounting records, in favor of the party entitled to vote.

This notice must be issued by the intermediary based on evidence at the record date (16 February 2015), corresponding to the seventh trading day prior to the date of the Shareholders' Meeting.

All entitled parties may be represented at the Shareholders' Meeting by proxy granted in accordance with the law. The Company has appointed Computershare S.p.A. as the representative to which proxies may be granted with voting instructions by means of specific forms provided for the purpose.

The forms to be used to grant proxy will be available on the Company website ([www.unipol.it](http://www.unipol.it) under the section *Corporate Governance/Shareholders' Meetings/25 February 2015 Meeting*) and will be sent to any requesting parties that call 800077331 or 011 0923200.

**Documentation and information**

The full notice of the Shareholders' Meetings, available on the Company website ([www.unipol.it](http://www.unipol.it) under the section *Corporate Governance/Shareholders' Meetings/25 February 2015 Meeting*), contains all information and detailed instructions on the rights that may be exercised by Shareholders, with regard to the right to submit questions and any additions to the agenda.

The reports and proposals on items on the agenda will be made available to the public at the registered office and published on the aforementioned Company website, as well as on the website of the centralized storage mechanism [www.1info.it](http://www.1info.it), within their respective terms and in accordance with the law, and will be transmitted to requesting parties.

In particular, the following will be available:

- by 26 January 2015, the report of the Board of Directors on the proposed resolutions on items on the agenda of the Ordinary Shareholders' Meeting;
- by 4 February 2015, the report of the Board of Directors on the proposed resolutions on items on the agenda of the Extraordinary Shareholders' Meeting.

Bologna, 2 December 2014

Chairman of the Board of Directors  
*Pierluigi Stefanini*