

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 Number 046
Parent of the Unipol Banking Group

EXTRACT OF NOTICE OF ORDINARY SHAREHOLDERS' MEETING (pursuant to Article 125-bis, Paragraph 1, of Legislative Decree. 58/1998)

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Unipol Gruppo Finanziario S.p.A. is hereby convened in a single call on 28 April 2016, at 10:30 am, at the Unipol Auditorium, Via Stalingrado 37, Bologna, in order to resolve on the following

AGENDA

1. Financial Statements as at 31 December 2015; Directors' report; Board of Statutory Auditors' and Independent Auditors' Report. Related and consequent resolutions.
2. Appointment of the Board of Directors for financial years 2016, 2017 and 2018, following the determination of the number of members and determination of the remuneration thereof. Related and consequent resolutions.
3. Appointment of the Board of Statutory Auditors and the Chairman thereof for financial years 2016, 2017 and 2018 and determination of the remuneration thereof. Related and consequent resolutions.
4. Remuneration report prepared pursuant to Article 123-ter of the Consolidated Law on Finance. Related and consequent resolutions.
5. Approval of the remuneration plan based on financial instruments, pursuant to Article 114-bis of the Consolidated Law on Finance. Related and consequent resolutions.
6. Acquisition and disposal of treasury shares and shares of the parent company. Related and consequent resolutions.
7. Update of the meeting regulations. 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 authorised 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 (19 April 2016), 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 under the section *Corporate Governance/Shareholders' Meetings/April 2016 Meeting*) and will be sent to any requesting parties that call +39 011 0923200.

Documentation and information

The full notice of the Shareholders' Meetings, available on the company website (www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/April 2016 Meeting*), contains all information and detailed instructions on the rights that may be exercised by Shareholders, with regard to submission of the appointment list of Board of Directors and Board of Statutory Auditors, the right to submit questions and any additions to the agenda.

The reports and proposed resolutions 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 authorised storage mechanism eMarket Storage (www.emarketstorage.com), within their respective terms and in accordance with the law, and will be transmitted to requesting parties.

In particular, the following will be available to the public:

- from the date hereof, the report of the Board of Directors on the matters referred to in items 2 and 3 of the agenda;
- by 29 March 2016, the report of the Board of Directors and proposed resolutions on the matters referred to in items 1, 4, 5, 6 and 7 of the agenda, including, among other things, with regard to points 4 and 5 of the agenda, the Report pursuant to Article 123-ter of the Consolidated Law on Finance and the disclosures pursuant to Article 114-bis of the Consolidated Law on Finance and Article 84-bis of the Issuers' Regulation, respectively;
- by 6 April 2016, the Annual Report for 2015 and other documents pursuant to Article 154-ter, Paragraph 1 of the Consolidated Law on Finance, as well as the Annual Report on corporate governance and ownership structure.

Moreover, by 13 April 2016 the financial statements of subsidiaries and associated companies shall be made available at the registered office.