



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 SPECIAL SHAREHOLDERS' MEETING

(pursuant to Article 125-bis, paragraph 1 of Legislative Decree No. 58/1998)

NOTICE OF SPECIAL SHAREHOLDERS' MEETING

Holders of Unipol Gruppo Finanziario S.p.A. Preference Shares are hereby invited to attend the Special Shareholders' Meeting convened in a single call on 26 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

1. Approval, pursuant to Article 146, paragraph 1, letter b) of Legislative Decree No. 58 of 24 February 1998, of resolution of the Extraordinary Shareholders' Meeting of the Company concerning the mandatory conversion of Preference Shares into Ordinary Shares of the Company and the relative 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 favour of the party entitled to vote.

This notice must be issued by the intermediary based on evidence at the record date (17 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 under the section *Corporate Governance/Shareholders' Meetings/26 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' Meeting, available on the Company website (www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/26 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 report of the Board of Directors on the proposed resolution on the item on the agenda of the Special Shareholders' Meeting for Holders of Preference Shares will be available to the public at the registered office, on the Company website www.unipol.it, and on the centralized storage mechanism www.1info.it by 5 February 2015.

Bologna, 2 December 2014

Chairman of the Board of Directors
Pierluigi Stefanini