



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

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

Those who are found to be holders of Ordinary Shares and/or Preference Shares at the close of business on 16 February 2015 (record date) and in regard of whom the Company has received notice from an authorized intermediary will be entitled to participate and exercise voting rights at the Shareholders' Meeting.

Those who are found to be holders of the above-mentioned shares after 16 February 2015 will not have the right to participate and vote at the Shareholders' Meeting.

In particular, Holders of Ordinary Shares are entitled to intervene and exercise voting rights in the Ordinary and Extraordinary Sessions of the Shareholders' Meeting, while holders of preference shares are entitled to intervene and exercise voting rights in the Extraordinary Session of the Shareholders' Meeting.

Holders of Unipol Gruppo Finanziario S.p.A shares not deposited with Monte Titoli S.p.A. should recall that the exercise of rights relating to such securities may only take place upon delivery thereof to an intermediary for entry into the centralized management system.

Holders of voting rights may be represented at the Shareholders' Meeting by written proxy, in accordance with applicable provisions of law. The proxy form available on the Company website www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/25 February 2015 Meeting* may be used for this purpose.

The Company has appointed Computershare S.p.A., with offices in Turin, Via Nizza 262/73, as Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 ("**Consolidated Law on Finance**"), to which holders of voting rights may grant proxy with voting instructions for all or some of the proposals on the agenda. Proxy must be granted to the aforementioned Representative appointed by the Company by 23 February 2015, following the instructions and using the specific proxy form available on the Company website www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/25 February 2015 Meeting*; the proxy will only be valid for proposals in relation to which voting instructions have been provided. The proxy and voting instructions may be withdrawn within the aforementioned deadline of 23 February 2015 in the manner indicated above.

The instructions on the forms themselves must be followed for the appointment and notification of proxies, even if electronic. If for technical reasons the proxy forms cannot be made available electronically, the same will be sent upon simple request by calling 800077331 or 011 0923200.

Holders of Ordinary and Preference Shares deposited with the Company will be able to attend the Shareholders' Meeting with prior notice transmitted electronically to the certified email address unipol@pecserviziotitoli.it, by fax to +39 011 0923240, or by calling 800763822.

Questions on items on the agenda

Pursuant to Article 127-*ter* of the Consolidated Law on Finance, those with voting rights may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by registered letter to Unipol Gruppo Finanziario S.p.A. - General Secretariat - Shareholders' Department - Via Stalingrado 37, 40128 Bologna, by fax to +39 055 4792006, by certified email to segreteria generale@pec.unipol.it or, finally, by filling out the specific form available on the website www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/25 February 2015 Meeting*. Questions must be received by the end of the third day preceding the date set for the Shareholders' Meeting, i.e. by 22 February 2015.

Consideration will only be given to questions strictly pertinent to the items on the agenda. Submitters must provide their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and suitable documentation proving entitlement to voting rights issued by the intermediary, to the address unipol@pecserviziotitoli.it.

In the event a Shareholder has requested its intermediary communication of legitimacy to attend the Shareholders' Meeting, it will be sufficient to include in the request reference to any such notice issued by the intermediary or, at the very least, the name of the same intermediary.

Questions received before the Shareholders' Meeting will be answered at the latest during the same, with the option for the Company to provide a single answer for multiple questions with similar content.

Additions to the agenda

Pursuant to Article 126-*bis* of the Consolidated Law on Finance, Holders of Ordinary and/or Preference Shares who, individually or jointly, represent one fortieth of the share capital, may within ten days subsequent to the publication of this notice, thus by 11 December 2014, request the addition of items to the agenda, specifying in their request the additional items proposed, or submit resolution proposals on items already on the agenda. No additions are allowed for matters on which the Shareholders' Meeting will pass resolutions, according to law, upon the proposal of the Directors or on the basis of a project or report prepared thereby other than those referred to in Article 125-*ter*, paragraph 1 of the Consolidated Law on Finance.

Requests must be made in writing by registered letter with r/r to Unipol Gruppo Finanziario S.p.A. - General Secretariat - Shareholders' Department - Via Stalingrado 37, 40128 Bologna or by certified email to segreteria generale@pec.unipol.it. Certification proving the ownership of shares held by the submitting Shareholders as well as the shareholding required in order to request additions to the agenda must be provided in a specific notice issued by the intermediary, effective on date of the request, addressed to unipol@pecserviziitolitoli.it.

Any additions to the agenda shall be notified in the same manner prescribed by law for the notice convening the Shareholders' Meeting, within the terms required by current legislation.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must prepare a report stating the reasons for the proposed resolutions on new items submitted for discussion or the reasons for additional proposed resolutions on items already on the agenda. The aforementioned report must be forwarded to the Board of Directors before the final deadline for the submission of requests to amend the agenda.

Information on share capital

As at the date hereof, the share capital of Unipol Gruppo Finanziario S.p.A. is €3,365,292,408.03 divided into 443,993,991 Ordinary Shares and 273,479,517 preference shares, all without par value. Excluding treasury shares and shares held by subsidiaries, the following are entitled to vote as at the same date: (i) 437,148,184 Ordinary Shares during the Ordinary Session of the Shareholders' Meeting; (ii) 437,148,184 Ordinary Shares and 273,479,517 Preference Shares during the Extraordinary Session of the Shareholders' Meeting.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by Shareholders can be found on the Company website www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/25 February 2015 Meeting*.

The following will be available to the public at the registered office, on the Company website www.unipol.it under the section *Corporate Governance/Shareholders' Meetings/25 February 2015 Meeting*, and on the centralized storage mechanism www.1info.it:

- 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.

Shareholders may obtain a copy of such documentation.

The legitimate parties are invited to arrive earlier than the time scheduled for the Shareholders' Meeting in order to facilitate the registration process, which will begin at 09.00 am.

Bologna, 1 December 2014

Chairman of the Board of Directors
Pierluigi Stefanini