

Unipol Gruppo Finanziario S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Fully Paid-in Share Capital € 3,365,292,408.03
Tax Identification No. and Bologna Registry of Companies No. 00284160371
Parent Company of the Unipol Insurance Group enrolled in the Registered of insurance groups under no. 046
Parent Company of the Unipol Insurance Group

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Unipol Gruppo Finanziario S.p.A. will be held, on single call, at the Congress Center Villa Cicogna, Via Palazzetti 1N, San Lazzaro (Bologna), on 18 June 2015, at 10:30 am to discuss the following

AGENDA

1. Financial Statements for the year ended 31 December 2014; Report on Operations of the Board of Directors; Report of the Company's Statutory Auditors and Report of the Independent Auditors. Resolutions related thereto and resulting therefrom.
2. Composition of the Board of Directors pursuant to Article 2386 of the Italian Civil Code. Resolutions related thereto and resulting therefrom.
3. Remuneration report prepared pursuant to Article 123-ter of the Italian Consolidated Law on Finance. Resolutions related thereto and resulting therefrom.
4. Purchase and disposal of treasury shares and shares of the parent company. Resolutions related thereto and resulting therefrom.

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Attendance and Representation at the General Meeting

Holders of common shares at the close of business on 9 June 2015 (*record date*) and in regard of whom the relevant communications made by the authorized intermediary have reached the Company will be entitled to attend and exercise their voting rights at the General Meeting. Those who will be holding such shares after 9 June 2015 will not be entitled to attend and vote at the General Meeting.

Holders of common shares of Unipol Gruppo Finanziario S.p.A. not centralized with Monte Titoli S.p.A. should be reminded that the rights relating to such securities may only be exercised upon delivery of the same to an intermediary for entry into the centralized administration service.

Holders of voting rights may be represented at the General Meeting by written proxy, in accordance with current provisions of law. The proxy form available on the Company's website www.unipol.it Section *Corporate Governance / Shareholders' Meetings / June 2015 Meeting* can be used for such purpose.

The Company has appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as Representative under Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 ("**Italian Consolidated Law on Finance**"), to which the holders of voting rights may give a proxy with voting instructions on all or some of the proposals on the agenda. The proxy must be given to the above Representative designated by the Company by 16 June 2015, following the instructions and using the specific proxy form available on the Company's website www.unipol.it Section *Corporate Governance / Shareholders' Meetings / June 2015 Meeting*. The proxy will only be valid for the proposals in relation to which voting instructions have been given. The proxy and voting instructions may be withdrawn by the above deadline of 16 June 2015, in the manner described above.

The instructions shown in the same forms must be followed for the assignment and notification of proxies, including by electronic means. If, for technical reasons, the proxy forms cannot be made available in electronic form, the same will be transmitted to Shareholders upon simple request by calling phone # 800077331 or # 011 0923200.

The ordinary Shareholders holding shares lodged with the Company may attend the General Meeting with a prior notification sent electronically to the certified email address unipol@pecserviziotitoli.it or by sending a fax to # +39 011 0923240, or by calling phone # 800 763822.

Questions on the Items on the Agenda.

Under Article 127-ter of the Consolidated Law on Finance, those who are entitled to vote may ask questions on the items on the agenda, even before the General Meeting, by sending a registered letter addressed to Unipol Gruppo Finanziario S.p.A. - General Administration - Shareholder Relations - Via Stalingrado 37, 40128 Bologna, or by sending a fax to # +39 055 4792006 or a message to the certified e-mail address: segreteria generale@pec.unipol.it or, finally, by filling out the form on the website www.unipol.it Section *Corporate Governance / Shareholders' Meetings / June 2015 Meeting*. Questions must be received by the end of the third day preceding the date set for the General Meeting, i.e. by 15 June 2015.

Consideration will only be given to questions strictly pertinent to the items on the agenda. Applicants will have to provide their personal details (name and surname or business name in the case of companies, place and date of birth and tax identification code) and appropriate documentation proving entitlement to exercise the voting rights issued by their depository intermediary, to be sent to: unipol@pecserviziotitoli.it.

If Shareholders have requested their depository intermediary to give communication of their entitlement to attend the General Meeting, it will be sufficient to specify the details of such communication in the application as may have been given to them by the intermediary or, at least, the intermediary's name.

Questions received before the General Meeting will be given an answer during the same at the latest, with the right for the Company to provide a single answer to questions with similar content.

Additions to the Agenda

Under Article 126-bis of the Consolidated Law on Finance, common Shareholders who, also jointly, represent one-fortieth of the company's share capital may, within ten days of publication of this notice, i.e. by 18 May 2015, request that additions be made to the items on the agenda, specifying the additional items proposed in their request, or submitting proposed resolutions on the issues already on the agenda. Additions are not allowed for matters on which the General Meeting should, by law, pass a resolution at the proposal of the Directors or on the basis of a project or a report prepared by them other than those specified in Article 125-ter, paragraph 1, of the Italian Consolidated Law on Finance. Requests must be made in writing by registered letter with *r/r* addressed to Unipol Gruppo Finanziario S.p.A. - General Administration - Shareholder Relations, Via Stalingrado 37, 40128 Bologna, or to the certified e-mail address: segreteria generale@pec.unipol.it.

The attestation as to the ownership of shares by the applying Shareholders, as well as the equity share required to request additions to the agenda, must be shown in a specific communication prepared by their depository intermediaries, valid as at the date of the same request, addressed to unipol@pecserviziotitoli.it.

Any additions to the agenda will be notified in the same manner as prescribed by law for notices of General Meeting within the period required by current regulations.

Shareholders requesting additions to the agenda of the General Meeting must prepare a report setting out the reasons for the proposed resolutions on the new items they propose the discussion of or providing the justification for additional proposed resolutions submitted on matters already on the agenda; the above report must be forwarded to the Board of Directors before the final deadline for submitting the request for additions to the agenda.

Information on Share Capital

As at the date hereof, the share capital of Unipol Gruppo Finanziario S.p.A. was € 3,365,292,408.03, divided into 443,993,991 common shares and 273,479,517 preferred shares, all of which without nominal value. At the same date, excluding treasury shares and those held by subsidiaries, 434,119,160 common shares were entitled to vote.

Documentation and Further Information

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

The following will be available to the public at the registered office, on the Company's website www.unipol.it Section *Corporate Governance / Shareholders' Meetings / June 2015 Meeting* and the authorized NIS-Storage site (www.emarketstorage.com):

- as from the date hereof, the reports of the Board of Directors and the proposed resolutions on the matters referred to in subparagraphs 1, 2 and 4 on the agenda;
- by 28 May 2015, the report of the Board of Directors and the proposed resolution on the issue referred to in subparagraph 3 on the agenda, including the Report pursuant to Article 123-ter of the Italian Consolidated Law on Finance.

Moreover, by 3 June 2015, the financial documentation of subsidiaries and associated companies will be made available at the company's registered office.

Shareholders may obtain a copy of such documentation.

The persons entitled thereto are invited to arrive earlier than the time of the General Meeting in order to facilitate the registration process, which will begin at 9.30.