

## 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

## 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

Those who are found to be holders of ordinary shares at the close of business on 19 April 2016 (record date) and in regard of whom the Company has received notice from an authorised intermediary shall be entitled to participate and exercise voting rights at the Shareholders' Meeting.

Those who are found to be holders of shares after 19 April 2016 shall not have the right to participate and vote at the Shareholders' Meeting. Holders of ordinary shares of Unipol Gruppo Finanziario S.p.A. not deposited with Monte Titoli S.p.A. should recall that the exercise of rights related to such securities may only take place upon delivery thereof to an intermediary for entry in the centralised 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](http://www.unipol.it) under the section *Corporate Governance/Shareholders' Meetings/April 2016 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 26 April 2016, following the instructions and using the specific proxy form that will be available on the Company website [www.unipol.it](http://www.unipol.it) under the section *Corporate Governance/Shareholders' Meetings/April 2016 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 26 April 2016 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 to be made by calling +39 011 0923200.

Holders of ordinary 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](mailto:unipol@pecserviziotitoli.it), by fax to +39 011 0923240, or by calling 800763822.

### Questions on items of the agenda

Pursuant to Article 127-ter of the Consolidated Law on Finance, those with voting rights may submit questions on the items of 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](mailto:segreteria generale@pec.unipol.it) or, finally, by filling out the specific form available on the website [www.unipol.it](http://www.unipol.it) under the section *Corporate Governance/Shareholders' Meetings/April 2016 Meeting*. Questions must be received by the end of the third day preceding the date set for the meeting, i.e. by 25 April 2016.

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 [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it). In the event a Shareholder has requested from 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, Shareholders who, individually or jointly, represent one fortieth of the share capital, may within ten days subsequent to the publication of this notice, thus by 27 March 2016, request the addition of items to the agenda, specifying in their request the additional items proposed or submitting 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](mailto: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 [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.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

for additions to the agenda.

### Appointment of the Board of Directors

For the purposes of appointing the Board of Directors, it should be noted that Article 10 of the Company By-Laws envisages a list voting mechanism, suitable for allowing, as required by law, at least one Director to be elected by the minority.

Referring to the Company By-Laws and the Directors' Report for all matters not specified herein, it should be noted that those eligible must submit lists under the terms, in the manner and within the limits of the aforementioned Article 10 of the Company By-Laws and CONSOB Resolution No. 19499 of 28 January 2016, which established the minimum shareholding percentage necessary for the submission of lists. Lists containing the names of the candidates must be deposited at the registered office of the Company in Bologna, Via Stalingrado 45 or sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it), at least twenty-five days prior to the date set for the Shareholders' Meeting (and, therefore, by 3 April 2016), by Shareholders that, individually or jointly with other Shareholders contributing to the submission of the same list, provide evidence of holding at least 1% of share capital with voting rights at the Ordinary Shareholders' Meeting. Certification of such shareholding must be shown in specific notices produced by the custodian intermediary, effective until 3 April 2016, and sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) after the lists have been deposited, and in any case no later than 7 April 2016.

Shareholders submitting a "minority list" must also take note of the CONSOB recommendations set forth in communication No. DEM/9017893 of 26 February 2009. In particular, Shareholders that wish to present a "minority list" must deposit together with the list a statement certifying the absence of any connections, even indirect, with the majority shareholder, pursuant to Article 147-ter, Paragraph 3, of the Consolidated Law on Finance, and Article 144-quinquies of the Issuers' Regulation.

Finally, it should be noted that the renewal of the Board of Directors must take place in accordance with the regulations on gender equality introduced by Law No. 120 of 12 July 2011, in the manner provided for by Article 10 of the Company By-laws and the indications of the report of the Board of Directors for the Meeting.

### Appointment of the Board of Statutory Auditors

For the purposes of appointing the Board of Statutory Auditors, it should be noted that Article 17 of the Company By-Laws envisages a list voting mechanism, suitable for allowing, as required by law, one standing member and one alternate member of the Board of Statutory Auditors to be elected by the minority and that the standing member elected by the minority be appointed Chairman of the Board. Referring to the Company By-Laws and the Directors' Report for the Meeting for all matters not specified herein, it should be noted that those eligible must submit lists under the terms, in the manner and within the limits of Article 17 of the By-Laws and CONSOB Resolution No. 19499 of 28 January 2016, which established the minimum shareholding percentage necessary for the submission of lists. Lists containing the names of the candidates must be deposited at the registered office of the Company in Bologna, Via Stalingrado 45 or sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) at least twenty-five days prior to the date set for the Meeting (and, therefore, by 3 April 2016) by Shareholders that, individually or jointly with other Shareholders contributing to the submission of the same list, hold at least 1% of the share capital with voting rights at the Ordinary Shareholders' Meeting. Certification of such shareholding must be shown in specific communications produced by the custodian intermediary, effective until 3 April 2016, and must also be sent to the certified email address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) after the lists have been deposited, and in any case no later than 7 April 2016. It should be noted that, if by the term for the deposit of lists only one list has been submitted, or only lists submitted by shareholders connected with one another pursuant to Article 144-quinquies of the CONSOB Issuers' Regulation, lists may be submitted until the third day after said term (and therefore by 6 April 2016); in this case the threshold for submitting lists is reduced to 0.5% of share capital with voting rights.

Shareholders submitting a "minority list" must also take note of the CONSOB recommendations set forth in communication No. DEM/9017893 of 26 February 2009. In particular, Shareholders that wish to present a "minority list" must deposit together with the list a statement certifying the absence of any connections, even indirect, with the majority shareholder, pursuant to Article 144-quinquies of the Issuers' Regulation.

Finally, it should be noted that the renewal of the Board of Statutory Auditors must take place in accordance with the regulations on gender equality introduced by Law No. 120 of 12 July 2011, in the manner provided for by Article 17 of the Company By-laws and the indications of the Directors' Report for the Meeting.

### 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 717,473,508 ordinary shares without par value. As at the same date 707,880,133 ordinary shares have voting rights, excluding treasury shares and those held by subsidiaries.

### 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](http://www.unipol.it) under the section *Corporate Governance/Shareholders' Meetings/April 2016 Meeting*.

The following will be available to the public at the registered office, on the Company website [www.unipol.it](http://www.unipol.it) under the section *Corporate Governance/Shareholders' Meetings/April 2016 Meeting* and on the website of the authorised storage mechanism eMarket Storage ([www.emarketstorage.com](http://www.emarketstorage.com)):

- 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. Shareholders may obtain a copy of such documentation.

Entitled 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 9:30 am.

Bologna, 17 marzo 2016

Il Presidente del Consiglio di Amministrazione  
Pierluigi Stefanini