



Unipol Gruppo Finanziario S.p.A.

Registered office at Via Stalingrado 45, Bologna – Share capital €3,365,292,295.47 fully paid-up
Tax Code and Bologna Companies' Register Number 00284160371
Parent of the Unipol Insurance Group recorded in the Register of Insurance Groups under n° 046

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Meeting of Ordinary Shareholders of Unipol Gruppo Finanziario S.p.A. is **called in single call** for 2.30 pm on **30 April 2013** at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), to consider the following

AGENDA

1. To approve the financial statements for the year ended 31 December 2012; to hear the report of the Board of Directors; to hear the reports of the Board of Auditors and the Independent Auditors. To vote on the related and consequent motions.
2. To appoint the Board of Directors for 2013 – 2014 – 2015, subject to the number of members and their remuneration being fixed. To vote on the related and consequent motions.
3. To appoint the Board of Auditors for 2013 – 2014 – 2015 and fix their remuneration. To vote on the related and consequent motions.
4. To hear the Remuneration Report drawn up in accordance with Article 123-3 of the Consolidated Finance Act. To vote on the related and consequent motions.
5. To approve the remuneration scheme based on financial instruments in accordance with Article 114–2 of the Consolidated Finance Act. To vote on the related and consequent motions.
6. Purchase and sale of treasury shares and shares in the holding company. To vote on the related and consequent motions.

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Participation in and representation at the Shareholders' Meeting

Those with voting rights at the close of business on 19 April 2013 (recording date) and for whom the Company has received notification from the authorized intermediary are entitled to attend and to vote at the Shareholders' Meeting. Anyone who becomes a shareholder after 19 April 2013 will not be entitled to attend and vote at the Shareholders' Meeting.

Anyone entitled to vote may be represented at the Shareholders' Meeting by a proxy appointed in writing, in accordance with current legislation. There is a proxy form on the Company's website (www.unipol.it>Corporate Governance>Shareholders' Meetings>Shareholders' Meeting April 2013).

In accordance with Article 135-11 of Legislative Decree 58 of 24 February 1998 (Consolidated Finance Act) the Company has designated Servizio Titoli S.p.A., which has offices at Via Nizza 262/73, Turin, as Representative whom those entitled to vote may appoint to be their proxy and instruct on how to vote on some or all of the motions on the Agenda. The proxy for the Representative designated by the Company must be granted by 26 April 2013, following the instructions and using the proxy form specifically provided on the Company's website (www.unipol.it>Corporate Governance>Shareholders' Meetings>Shareholders' Meeting April 2013), as from 9 April 2013 at the latest. The proxy is valid only for the motions for which voting instructions are given. The proxy and the voting instructions may be revoked by the deadline of 26 April 2013 using the procedures mentioned above.

The instructions on the proxy forms, including those submitted electronically, must be followed exactly.

If for technical reasons proxy forms cannot be provided electronically, they can be obtained on request by telephoning 800 077331 or 011 0923200.

Shareholders who own shares on deposit with the Company may take part in the Meeting by giving prior notice by e-mailing unipol@pecserviziotitoli.it or by faxing +39 (0)11 092 3240 or by telephoning 800 763822.

Questions on agenda items

In accordance with Article 127-3 of the Consolidated Finance Act those entitled to vote may put questions on the items on the agenda in advance of the Shareholders' Meeting by registered letter addressed to Unipol Gruppo Finanziario S.p.A. – General Secretariat – Members' Office – Via Stalingrado 37, 40128 Bologna, or by fax to +39 (0)51 507 6609, or by e-mail to segreteria generale@pec.unipol.it, or by completing the relevant form on the website (www.unipol.it>Corporate Governance>Shareholders' Meetings>Shareholders' Meeting April 2013). Questions must arrive by the end of third day preceding the date fixed for the Shareholders' Meeting, i.e. by **27 April 2013**.

Only questions of direct relevance to the items on the agenda will be considered. The shareholder must provide personal details (surname and forename or name in the case of a company, place and date of birth and tax code) and must require the custodian to provide the Company with specific evidence that the shares belonged to the person submitting the question until 19 April 2013 (recording date), which must be sent by e-mail to unipol@pecserviziotitoli.it.

If shareholders ask their custodian intermediary to notify the Society that they are entitled to take part in the Meeting, it will be sufficient to mention in the question any references for the notification provided by the intermediary or at least the name of the intermediary.

Additions to agenda items

In accordance with Article 126-2 of the Consolidated Finance Act Members who, separately or jointly, represent one fortieth of the share capital may, within ten days of the publication of this Notice, i.e. by 2 April 2013, ask for additional items to be placed on the agenda, indicating in the request any additional items proposed, or submit motions on the items already on the Agenda. No additions may be made to items proposed by the directors or relating to a project or a report drawn up by them on which by law the Shareholders' Meeting must vote, except for those referred to in Article 125-3, para. 1, of the Consolidated Finance Act.

Requests must be submitted by registered letter addressed to Unipol Gruppo Finanziario S.p.A. – General Secretariat – Members' Office, Via Stalingrado 37, 40128 Bologna, or by e-mail to segreteria generale@pec.unipol.it.

The custodian intermediary must send the certificate of ownership of the shares held by the Shareholders making the request and of the investment needed to be entitled to request additions to the agenda effective on the date of the request to unipol@pecserviziottitoli.it.

Under current legislation any additions to the agenda must be notified using the same procedures as prescribed by law for the notice of the meeting.

Members who request additional items must provide reasons for the motions on the new items they are submitting for discussion or reasons for the additional motions submitted on items already on the Agenda: a list of such reasons must be sent to the Board of Directors by the deadline for submitting additional items.

Appointment of the Board of Directors

In order to appoint the Board of Directors and with reference to the Company's by-laws and the Directors' Report for the Shareholders' Meeting for anything not specified here, it will be remembered that those entitled to do so must submit lists within the deadlines, in accordance with the procedures and within the limits referred to in Article 10 of the Company's By-Laws and CONSOB Ruling 18452 of 30 January 2013, which laid down the minimum percentage holding required for submission of lists. Lists of nominations for the Board of Directors, containing the names of the candidates, must be sent to the Company's registered office at Via Stalingrado 45, Bologna, or e-mailed to segreteria generale@pec.unipol.it at least twenty-five days before the date fixed for the Shareholders' Meeting, i.e. by 5 April 2013, by Shareholders who, alone or in combination with other shareholders who are submitting a joint list, hold a total of at least 2.5% of the share capital with voting rights at the ordinary Shareholders' Meeting. Custodians of the shares must send certification of the holding valid until 5 April 2013 to unipol@pecserviziottitoli.it by 9 April 2013.

The attention of members submitting a 'minority list' is drawn to the recommendations drawn up by CONSOB in its communication DEM/9017893 of 26 February 2009. In particular Members who intend to submit a 'minority list' must submit, along with the list, a declaration that they have none of the links, even indirect links, referred to in Article 147-3, para. 3, of the Consolidated Finance Act and Article 144-5 of the Issuer Regulation, with the controlling shareholder.

Finally it should be mentioned that the Board of Directors must be reappointed in accordance with the regulation on gender balance introduced by Law 120 of 12 July 2011, in accordance with the procedures provided for in Article 10 of the Company's By-Laws.

Appointment of the Board of Auditors

In order to appoint the Board of Auditors it will be remembered that Article 17 of the Company's By-Laws provides for a system of list voting in order to enable one statutory and one alternate member of the Board of Auditors to be elected by a minority and for the post of Chairman of the Board to go to the statutory member elected by a minority, as provided for in current legislation. With reference to the Company's by-laws and the Directors' Report for the Shareholders' Meeting for anything not specified here, it will be remembered that those entitled to do so must submit lists within the deadlines, in accordance with the procedures and within the limits referred to in Article 17 of the Company's By-Laws and CONSOB Ruling 18452 of 30 January 2013, which laid down the minimum percentage holding required for submission of lists. The lists containing the names of the candidates must be sent to the Company's registered office at Via Stalingrado 45, Bologna or e-mailed to segreteria generale@pec.unipol.it at least twenty-five days before the date fixed for the Shareholders' Meeting in first call, i.e. by 5 April 2013, by Shareholders who, alone or in combination with other shareholders who are submitting a joint list, hold a total of at least 2.5% of the share capital with voting rights at the ordinary Shareholders' Meeting. Custodians of the shares must send certification of the holding valid until 5 April 2013 to unipol@pecserviziottitoli.it by 9 April 2013. It will be remembered that, if before the deadline for submitting lists only one list is submitted or only lists are submitted by members who are linked according to Article 144-5 of the Issuer Regulation issued by CONSOB, lists may be submitted until the third day after the deadline, in which case the lower level for submitting a list is reduced to 1.25% of the share capital with voting rights.

The attention of members submitting a 'minority list' is drawn to the recommendations drawn up by CONSOB in its communication DEM/9017893 of 26 February 2009. In particular Members who intend to submit a 'minority list' must submit, along with the list, a declaration that they have none of the links, even indirect links, referred to in Article 144-5 of the Issuer Regulation with the controlling shareholder.

Finally it should be mentioned that the Board of Auditors must be reappointed in accordance with the regulation on gender balance introduced by Law 120 of 12 July 2011, in accordance with the procedures provided for in Article 17 of the Company's By-Laws.

Documentation and information

Additional information on Shareholders rights' and detailed instructions on how to exercise them are available on the Company's website www.unipol.it>Corporate Governance>Shareholders' Meetings>Shareholders' Meeting April 2013.

Unipol Gruppo Finanziario S.p.A's share capital is €3,365,292,295.47, subdivided into 443,993,991 ordinary shares and 273,479,493 preference shares with no nominal value.

The following will be available to the public at the registered office, from Borsa Italiana S.p.A. and on the Company's website (www.unipol.it>Corporate Governance>Shareholders' Meetings>Shareholders' Meeting April 2013).

- as of today, the reports of the Board of Directors and the motions on the matters referred to in items 2 and 3 on the agenda;
- by 31 March 2013, the reports of the Board of Directors and the motions on the matters referred to in items 1, 4, 5 and 6 on the agenda, including the report referred to in Article 114-2 of the Consolidated Finance Act and Article 84-2 of the Issuer Regulation and the Report referred to in Article 123-3 of the Consolidated Finance Act;
- by 9 April 2013, the Annual Financial Report and the other documents referred to in Article 154-3, para. 1, of the Consolidated Finance Act and the Report on Corporate Governance and Ownership;
- by 15 April 2013 the documentation relating to the financial statements of the subsidiary and affiliated companies will be available at the registered office.

Shareholders may obtain a copy of this documentation.

Those entitled to attend are requested to arrive before the time fixed for the meeting in order to simplify the registration process, which will begin at 13.30.

Bologna, 22 March 2013

Chairman of the Board of Directors
Pierluigi Stefanini