



**Unipol Gruppo Finanziario S.p.A.**

Registered office at Via Stalingrado 45, Bologna – Share capital €3,365,292,408.03 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

**EXTRACT OF THE NOTICE OF THE ORDINARY AND SPECIAL SHAREHOLDERS' MEETINGS**

**(in accordance with Article 125-2, para. 1, of Legislative Decree 58/1998)**

**NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

Holders of Unipol Gruppo Finanziario S.p.A. ordinary shares are invited to attend an Ordinary General Meeting, announced in single call for 10 am on 30 April 2014 at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), in order to vote on the following

**AGENDA**

1. To approve the financial statements for the year ended 31 December 2013; to hear the report of the Board of Directors; to hear the reports of the Board of Auditors and the Independent Auditors. Voting on related and consequent motions.
2. To approve the composition of the Board of Directors following the resignation of a Director. Voting on related and consequent motions.
3. To approve the Remuneration Report drawn up in accordance with Article 123-3 of the Consolidated Finance Act. Voting on related and consequent motions.
4. To approve the amendment to the 2013-2015 remuneration scheme based on financial instruments in accordance with Article 114-2 of the Consolidated Finance Act. Voting on related and consequent motions.
5. To approve the purchase and sale of treasury shares and shares in the holding company. Voting on related and consequent motions.

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**NOTICE OF SPECIAL SHAREHOLDERS' MEETING**

Holders of Unipol Gruppo Finanziario S.p.A. preference shares are invited to attend a Special Meeting at 1 pm on 28, 29 and 30 April 2014, in first, second and third call respectively – and in any case, if it goes to a third call on 30 April 2014, on conclusion of the Ordinary Shareholders' Meeting called for 10 am the same day – at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), in order to vote on the following

**AGENDA**

1. To hear the report on the fund set up to cover the cost of protecting mutual interests.
2. To appoint a Joint Representative for the financial years 2014, 2015 and 2016. Voting on related and consequent motions.

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**Participation in and representation at the Shareholders' Meeting**

Any person's entitlement to attend the Shareholders' Meeting and to vote is certified by the Company being notified of such entitlement by an authorized intermediary based on its own accounting records.

Notification is based on the evidence on the recording date, which is the seventh trading day preceding the date of the Shareholders' Meetings.

To be specific, the recording date will be 17 April 2014 for participation in the Ordinary Shareholders' Meeting and 15 April 2014 for participation in the Special Meeting.

Each person entitled to attend and vote may be represented at the Shareholders' Meeting by a proxy appointed as required by law. The Company has designated Computershare S.p.A. to vote on its behalf in accordance with instructions given on the specific forms drawn up for that purpose.

The forms to be used for appointing a proxy are available in the Corporate Governance section of the Company's website ([www.unipol.it](http://www.unipol.it) Corporate Governance/Shareholders' Meetings/Shareholders' Meeting April 2014) and will be sent to those who request them by telephoning 8000 77331 or 011 092 3200.

**Documentation and information**

The full notice of the Shareholders' Meetings, available in the Corporate Governance section of the Company's website ([www.unipol.it](http://www.unipol.it) Corporate Governance/Shareholders' Meetings/Shareholders' Meeting April 2014), contains full information and detailed instructions on Shareholders' entitlement to ask questions and make any additions to the agenda.

The reports and the motions on the items on the agenda are available to the public at the registered office and are published on the Company's website, within the deadlines and in the ways prescribed by law, and will be sent out on request.

To be specific, the following will be available:

- as of today, the reports of the Board of Directors and the motions on all the items on the agenda of the various Shareholders' Meetings;
- by 8 April 2014, 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.

In addition the documentation relating to the financial statements of the subsidiary and affiliated companies will be available at the registered office by 15 April 2014.

Bologna, 29 March 2014

Chairman of the Board of Directors  
*Pierluigi Stefanini*