



**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

**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. To vote on related and consequent motions.
2. To approve the composition of the Board of Directors following the resignation of a Director. To vote on related and consequent motions.
3. To hear the Remuneration Report drawn up in accordance with Article 123-3 of the Consolidated Finance Act. To vote 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. To vote on related and consequent motions.
5. To approve the purchase and sale of treasury shares and shares in the holding company. To vote 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. To vote on related and consequent motions.

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

Those who have voting rights that may be exercised at the relative Shareholders' Meetings at the close of business on 15 April 2014 for the Special Meeting of Shareholders and on 17 April 2014 for the Ordinary General Meeting (recording date) of which the Company has been notified by the authorized intermediary are entitled to attend and to vote at those Meetings.

Anyone who becomes a shareholder after that date will not be entitled to attend and vote at the relative Shareholders' Meetings.

Holders of Unipol Gruppo Finanziario S.p.A. ordinary and preference shares not centralized with Monte Titoli S.p.A. are reminded that the rights relating to those securities may be exercised only if they are first sent to an intermediary in order to be included in the centralized management scheme.

In accordance with current legislation anyone entitled to vote may be represented at the Shareholders' Meeting by a proxy appointed in writing. There is a proxy form in the Corporate Governance section of the Company's website ([www.unipol.it](http://www.unipol.it) Shareholders' Meetings/Shareholders' Meeting April 2014).

The Company has designated Computershare S.p.A. with offices in Via Nizza 262/73, Turin, as its representative, in accordance with Article 135-11 of Legislative Decree 58 of 24 February 1998 ('Consolidated Finance Act' or 'TUF'), which those entitled to vote in the various Shareholders' Meetings may appoint to be their proxy and instruct on how to vote on some or all of the motions on the Agenda. The proxy to the above-mentioned Representative designated by the Company must be granted by 24 April 2014 in case of first call, within 25 April 2014 in case of second call and within 28 April 2014 in case of third call for the Special Meeting of Shareholders and by 28 April 2014 for the Ordinary Meeting, following the instructions and using the proxy form specifically provided in the Corporate Governance section of the Company's website ([www.unipol.it](http://www.unipol.it) /Shareholders' Meetings/Shareholders' Meeting April 2014); the proxy is valid only for the motions for which voting instructions are given. The proxy and the voting instructions may be revoked within the above-mentioned deadlines 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 8000 77331 or 011 092 3200.

Holders of ordinary and preference shares on deposit with the Company may take part in the relevant Meetings by giving prior notice by e-mailing [unipol@pecserviziotitoli.it](mailto:unipol@pecserviziotitoli.it) or by faxing +39 011 092 3240 or by telephoning 800 763822.

### **Questions on the items on the agenda**

In accordance with Article 127-3 of TUF those entitled to vote may also put questions on the items on the agenda in advance of the Meeting by sending a registered letter to Unipol Gruppo Finanziario S.p.A. – General Secretariat – Members' Office – Via Stalingrado 37, 40128 Bologna, or by faxing +39 051 507 6609, or by e-mailing [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it), or by completing the relevant form in the Corporate Governance section of the website [www.unipol.it/Shareholders' Meetings/Shareholders' Meeting April 2014](http://www.unipol.it/Shareholders' Meetings/Shareholders' Meeting April 2014). Requests must arrive by the end of the third day preceding the date fixed, in first or single call, for the Shareholders' Meeting, i.e. by 25 April 2014 for the Special Meeting of Shareholders and 27 April 2014 for the Ordinary General Meeting.

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 15 April 2014 for the Special Meeting and until 17 April 2014 for the Ordinary Meeting (recording date) by e-mailing it to [unipol@pecserviziotitoli.it](mailto:unipol@pecserviziotitoli.it).

If shareholders ask their custodian intermediary to notify the Company 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.

Responses to questions received before a Meeting are given during the Meeting concerned at the latest, and the Company may provide a single response to questions of a similar nature.

### **Additions to the agenda**

In accordance with Article 126-2 of TUF ordinary and preference shareholders who, separately or jointly, represent one fortieth of the various categories of share capital may, within ten days of the publication of this notice, i.e. by 8 April 2014, ask for additional items to be placed on the agenda of the relevant Meetings, 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 TUF.

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 sent by e-mail to [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

The custodian intermediary must send the certificate of ownership of the shares 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@pecserviziotitoli.it](mailto:unipol@pecserviziotitoli.it).

Under current legislation notification of any additions to the Agenda will be made in the same way as prescribed in law for the notice of the meeting.

Members who request additions to the agenda for the Meeting 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 and a list of such reasons must be sent to the Board of Directors by the deadline for submitting additional items for the agenda.

### **Information on share capital**

As of today Unipol Gruppo Finanziario S.p.A.'s share capital is €3,365,292,408.03, subdivided into 443,993,991 ordinary shares and 273,479,517 preference shares with no face value. On the same date 437,038,991 ordinary shares have voting rights at the Ordinary Shareholders' Meeting, excluding treasury shares and those owned by subsidiaries. All the above-mentioned preference shares have voting rights at the Special Meeting.

### **Documentation and additional information**

Additional information on Shareholders rights' and detailed instructions on how to exercise them are available in the Corporate Governance section of the Company's website [www.unipol.it/Shareholders' Meetings/Shareholders' Meeting April 2014](http://www.unipol.it/Shareholders' Meetings/Shareholders' Meeting April 2014).

The following will be available to the public at the Company's registered office and in the Corporate Governance section of the website [www.unipol.it/Shareholders' Meetings/Shareholders' Meeting April 2014](http://www.unipol.it/Shareholders' Meetings/Shareholders' Meeting April 2014):

- as of today, the reports of the Board of Directors and the motions on all the items on the agenda of the relative Shareholders' Meetings;
- by 8 April 2014, the Annual Financial Report and the other documents referred to in Article 154-3, para. 1, of the TUF and the Report on Corporate Governance and Ownership.

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

Shareholders may obtain copies of these documents.

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 9 am.

Bologna, 29 March 2014

Chairman of the Board of Directors  
*Pierluigi Stefanini*