



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

Registered Offices at Via Stalingrado 45, Bologna – Share capital €2,699,066,930.11 fully paid-up  
Tax Code and Bologna Company Registration No. 00284160371  
Parent company of Gruppo Assicurativo Unipol, enrolled in the Register of Insurance Groups under No. 46.

**NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Ordinary and Extraordinary Shareholders' Meeting of Unipol Gruppo Finanziario S.p.A. is convened in a single call for **19 March 2012**, at 10am at the Centro Congressi Villa Cicogna, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), to resolve on the following

**AGENDA**

**Extraordinary Part**

1. To appoint a director following the replacement effected in accordance with Article 2386(1) of the Italian Civil Code and Article 10 of the company by-laws. To vote on related and consequent motions.

**Extraordinary Part**

1. To vote on the reverse stock-split of ordinary and preference shares in the ratio of 1 new ordinary share for every 100 ordinary shares held and 1 new preference share for every 100 preference shares held, upon cancellation of the minimum number of ordinary and preference shares required to balance the transaction overall, with a corresponding reduction of share capital. To vote on consequent amendments to the company by-laws. To vote on related and consequent motions.
2. To vote on authorising the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to carry out a capital increase against payment, in tranches, and on one or more occasions, by a maximum of €1,100m (including any share premium) of ordinary and preference shares with no par value and regular dividend rights, with subscription rights available to ordinary or preference shareholders. To vote on the amendment of Article 5 of the company by-laws. To vote on related and consequent motions.

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

Those who hold voting rights at the close of the seventh trading day preceding the date of the Shareholders' Meeting (i.e. 8 March 2012 – the record date), and for whom the Company has received the relevant communication from a qualified intermediary, are entitled to attend and vote at the Shareholders' Meeting.

Anyone who becomes a shareholder after 8 March 2012 will not be entitled to attend and vote at the Shareholders' Meeting.

Postal and electronic voting is not possible.

Anyone entitled to vote may be represented at the Shareholders' Meeting by a proxy appointed in writing, in accordance with current legislation. A form for this purpose is available on the *Corporate Governance/Shareholders' Meetings/Shareholders' Meeting March 2012 Meeting section of the Company's website* ([www.unipol.it](http://www.unipol.it)), where information on how to exercise this entitlement is also available.

The Company may be notified of the proxy by sending the form to the registered office:

**UNIPOL GRUPPO FINANZIARIO S.p.A.**

**FAO: General Secretariat – Shareholders' Office**

**Via Stalingrado 45**

**40128 Bologna, Italy**

Or by emailing [unipol@pecserviziotitoli.it](mailto:unipol@pecserviziotitoli.it), or sending a fax to +39 011 092 3202. Instead of sending the original, the representative may send the Company a copy of the proxy form, using any of the above methods, certifying personally that it is a true copy of the original and the identity of the shareholder granting the proxy.

In accordance with Article 135-*undecies* of Italian Legislative Decree 58 of 24 February 1998 (TUF – Consolidated Finance Act), the Company has designated Servizio Titoli S.p.A., with offices at Via Nizza 262/73, Turin, Italy, as the Representative to which those entitled to vote may grant a proxy in writing, giving voting instructions on some or all of the motions on the Agenda. This proxy must be granted by 15 March 2012, following the instructions and using the special proxy form available on the *Corporate Governance/Shareholders' Meetings/March 2012 Meeting section of the Company's website* ([www.unipol.it](http://www.unipol.it)), where the procedures for notifying Servizio Titoli S.p.A. of the proxy are also explained; 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 aforementioned deadline of 15 March 2012 using the procedures mentioned above.

Shareholders whose shares are deposited with the Company may take part in the Meetings by emailing [unipol@pecserviziotitoli.it](mailto:unipol@pecserviziotitoli.it), sending a fax to +39 011 092 3202, or by telephoning +39 011 092 3200.

**Questions on the items on the agenda**

In accordance with Article 127-*ter* of the Consolidated Finance Act (TUF), shareholders may submit questions on the items on the agenda even before the Meeting takes place, by sending a registered letter to Unipol Gruppo Finanziario S.p.A. – General Secretariat – Shareholders' Office – Via Stalingrado 45, 40128 Bologna. This may also be done by

faxing +39 051 5076609, emailing [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) or by completing the relevant form in the *Corporate Governance/Shareholders' Meetings/March 2012 Meeting section of [www.unipol.it](http://www.unipol.it)*. In order to ensure that the Meeting is properly conducted and prepared, shareholders are invited to ensure that questions reach the Company no later than 15 March 2012.

Only questions relating strictly to the items on the agenda will be considered.

Further procedures for exercising the right to submit questions before the Shareholders' Meeting are available in the *Corporate Governance/Shareholders' Meetings/March 2012 Shareholders' Meeting section of [www.unipol.it](http://www.unipol.it)*.

### **Supplements to the agenda**

In accordance with Article 126-bis of the Consolidated Finance Act (TUF), shareholders who, also jointly, represent one fortieth of the share capital may, within ten days of the publication of this Notice, call for the items on the agenda to be supplemented, indicating the further items proposed in their request. The agenda may not be supplemented with regard to matters on which the Meeting resolves, in accordance with the law, by proposal of the directors and based on a project or a report provided by them, apart from those prescribed in Article 125-ter of the TUF.

Requests must be submitted in writing by registered letter with advice of receipt addressed to Unipol Gruppo Finanziario S.p.A. – General Secretariat – Shareholders' Office – Via Stalingrado 45, 40128 Bologna, Italy. They must reach the Company by the deadline stated above and be accompanied by a report on the matters proposed for deliberation. The request must be accompanied by a certificate issued by the intermediary proving ownership of the number of shares, as per Article 126-bis of the Consolidated Finance Act (TUF), valid on the date of the request.

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.

### **Documentation**

The Board of Directors' report and the motions on the items on the agenda will be available to the public from the registered office and Borsa Italiana S.p.A. and in the *Corporate Governance/Shareholders' Meetings/March 2012 Shareholders' Meeting section of [www.unipol.it](http://www.unipol.it)*. Shareholders are entitled to 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 9am.

Bologna, 18 February 2012

Chairman of the Board of Directors  
*Pierluigi Stefanini*