



Unipol Gruppo Finanziario S.p.A.

Registered Office: Via Stalingrado 45, Bologna – Share capital €2,391,426,100 fully paid-up
Tax Code and Bologna Companies' Register 00284160371

CONVENING OF THE ORDINARY GENERAL MEETING

Shareholders are convened to the Ordinary General Meeting at UGF Banca S.p.A.'s registered office at Piazza della Costituzione 2, Bologna, at 10 a.m. on 22 April 2009 (first call) and at the same place and time on 23 April 2009 (second call), to consider the following

AGENDA

1. Company accounts as at 31 December 2008; Board Report; Statutory Auditors' Report and Independent Auditors' Report. Related and resulting decisions.
2. Appointment of a Director, pursuant to Art. 2386(1) of the Italian Civil Code. Related and resulting decisions.
3. Acquisition and disposal of own and parent company shares. Related and resulting decisions.

Legitimation of attendance

Holders of ordinary shares whose intermediary's notice stipulated in accordance with Art. 2370(2) of the Italian Civil Code has reached the Company within two non-public holiday days prior to the date set for the first convening of the Shareholders' Meeting, may legitimately attend the Meeting.

In order to facilitate checking of the shareholders' entitlement to attend the Meeting and the representative powers of those attending by way of legal or authorised representation of the aforementioned people entitled to attend, a copy of the relating documentation may be sent in advance of the date of the first convening of the Meeting, by post or fax (fax no. 051-5076609), after advising of this by telephone (tel. no. 051-5077240/051-5076225). Where a copy is sent ahead, the original of the aforementioned documentation must be submitted on the day of the Meeting.

Items on the Agenda

Appointment of a Director

Following the resignations of Board member Fabio Borghi, replaced by a decision of the Board of Directors dated 26 June 2008 by Pier Luigi Celli, the appointment of Pier Luigi Celli (whose curriculum vitae will be available at www.unipolgf.it as part of the documentation relating to the item) is submitted to the Meeting. In this regard, we would remind you that, pursuant to Art. 10, final paragraph, of the Company's By-Laws, the list voting mechanism does not apply to this appointment.

Documentation

The documentation relating to the items on the agenda will be made available to the public, according to law, at the registered office and Borsa Italiana S.p.A., and on the Company's website at www.unipolgf.it. Shareholders have the right to obtain a copy of it.

This notice is published in the Official Gazette of the Italian Republic (no. 33 of 21/3/2009) and can be found at www.unipolgf.it.

Bologna, 19 March 2009

The Chairman of the Board of Directors
Pierluigi Stefanini