

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

Registered Office in Bologna, Via Stalingrado 45 - Share Capital €2,391,426,100 fully paid-up  
Tax Code and Company Register in Bologna 00284160371

#### **NOTICE CONVENING THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

Shareholders are convened to a Ordinary General Meeting at the registered office of Unipol Banca S.p.A. in Bologna, Piazza della Costituzione 2, on 23 April 2008 at 10.00 a.m. in first call and, if necessary, in second call on 24 April 2008, at the same time and place, to decide on the following

#### **AGENDA**

1. Accounts for the year ended 31 December 2007; Board Report; Report of the Board of Statutory Auditors and of the Independent Auditors. Allocation of the profit for the year and dividend distribution. Related and subsequent resolutions.
2. Purchase and disposal of own shares and of shares of the holding company. Related and subsequent resolutions.
3. Stock granting plan – resolutions pursuant to Article 114-bis of Legislative Decree 58/1998.

Shareholders entitled to attend the General Meeting are those who hold ordinary shares and who have sent the certification issued by the intermediary in compliance with Article 2370 (2) of the Italian Civil Code at least two working days before the date of first call of the Meeting.

#### **NOTICE CONVENING THE SPECIAL GENERAL SHAREHOLDERS' MEETING**

Shareholders who hold preference shares are convened to a Special General Meeting at the registered office of Unipol Banca S.p.A. in Bologna, Piazza della Costituzione 2, on 22 April 2008 at 10.30 a.m. in first call and, if necessary, in second and third call on 23 and 24 April 2008 respectively, at 1.00 p.m. – and in any case at the end of the Ordinary Shareholders' Meeting – at the same place, to decide on the following

#### **AGENDA**

1. Appointment of the common Representative of the Preference Shareholders for 2008, 2009 and 2010; related and subsequent resolutions.
2. Resolutions on the fund pursuant to Article 146 (1) (c) of Legislative Decree 58/1998.

Shareholders entitled to attend the General Meeting are those who hold preference shares and who have sent the certification issued by the intermediary in compliance with Article 2370 (2) of the Italian Civil Code at least two working days before the date of first call of the Meeting.

\*\*\*\*\*

In order to better assess the legitimacy of those entitled to attend the Ordinary and Special Meetings and the powers of those attending as legal or voluntary representatives on behalf of the former, the relevant documentation – or copy of it – can be sent by mail or fax (fax no +39 051 5076609), giving prior notice by phone (phone no +39 051 5077240-5076225) before the date of first call of each respective Meeting. If copy of the aforesaid documentation is forwarded beforehand, the original must be submitted on the day the Meeting takes place.

The documents as provided for by the applicable law relating to the items on the Agenda will be made available to the public at the Company's registered offices and Borsa Italiana S.p.A. within the terms as laid down by the regulations. These documents will be available to Shareholders who request copy of them also on the Company's website [www.unipolgf.it](http://www.unipolgf.it).

These notices have been published on the Official Journal of the Italian Republic (no 35 of 22 March 2008) and they are available on the website [www.unipolgf.it](http://www.unipolgf.it).

Bologna, 20 March 2008

The Chairman of the Board of Directors  
*Stefanini Pierluigi*