



NOTICE

MERGER BY INCORPORATION OF NAVALE ASSICURAZIONE S.p.A. INTO UNIPOL GRUPPO FINANZIARIO S.p.A.

Validity of the Merger subject to contribution of Navale Assicurazioni S.p.A's insurance business to UGF Assicurazioni S.p.A.

On 21 December 2010, ISVAP having issued the authorisation required by law, the deed of merger by incorporation (hereinafter referred to as the 'Merger') of Navale Assicurazioni S.p.A. (hereinafter referred to as 'Navale') into Unipol Gruppo Finanziario S.p.A. (hereinafter referred to as 'UGF' or the 'Surviving Entity') was entered into.

Once entered in the relevant Companies' Registers the merger document will come into effect for legal, accounting and tax purposes as from 1 January 2011 (hereinafter referred to as the 'Effective Date').

The Merger forms part of a broader project under which Navale's insurance business will be hived off to UGF Assicurazioni S.p.A. at the same time as the companies are merged but with the hive-off taking legal effect on the date of Efficacy immediately before the Merger.

Allocation of Shares in the Surviving Entity

In accordance with the draft merger agreement, on the Effective Date of the Merger all the Navale shares held by shareholders other than the Surviving Entity and for which these shareholders have not exercised the right of sale referred to in Article 2505-*bis*, para. 1, of the Italian Civil Code will be exchanged for ordinary and preference shares issued by UGF (hereinafter referred to as the 'Unipol ordinary' and the 'Unipol preference' shares respectively and jointly as the 'Unipol shares'), in the same proportion as the two categories of existing Unipol shares, at a ratio of 0.846 Unipol ordinary shares and 0.521 Unipol preference shares, all with no nominal value, per ordinary Navale share, each with a nominal value of €1.00. In order for the exchange to be implemented numbers of shares will be rounded down and fractions left over will be redeemed, as described below.

The Unipol ordinary and preference shares issued in exchange will be traded on the Mercato Telematico Azionario (automated stock exchange), will be cum coupon and will confer the same rights on their holders as those pertaining to the holders of the Unipol ordinary and preference shares in circulation at the time they are issued.

The Navale shares held by the Surviving Entity, including the 1,236 shares purchased by it under the right to sell referred to in Article 2505-*bis*, para. 1, of the Italian Civil Code, will be cancelled without being exchanged, in compliance with the provisions of Article 2504-*ter*, para. 2, of the Italian Civil Code.

The Unipol shares used for the exchange will be made available to Navale shareholders in the same way as shares centrally administered by Monte Titoli S.p.A. by being dematerialised and made available to Navale shareholders, in accordance with the information provided by them, as from 3 January 2011, the first working day after the Effective Date.

Navale shareholders will not have to pay a fee for the exchange operations.

Because of the increase brought about by the exchange implemented under the Merger, as from the Effective Date UGF's share capital will amount to €2,699,066,930.11, subdivided into 3,416,540,416 registered shares with no nominal value, 2,114,257,106 of which will be registered ordinary shares and 1,302,283,310 registered preference shares.

Procedure for dealing with fractions arising out of the exchange

In order for the exchange to be implemented numbers of shares will be rounded down and the fractions of Unipol ordinary and preference shares left over will be redeemed through an authorised intermediary and without Navale shareholders having to pay expenses or fees. The price paid will be the average of the official prices for Unipol ordinary and preference shares respectively recorded on the Mercato Telematico Azionario over the final five trading days before 1 January 2011.

Navale shareholders who do not have enough Navale shares to receive at least 1 (one) Unipol ordinary share and 1 (one) Unipol preference share under the exchange may purchase the missing fractions of Unipol ordinary and preference shares at the price determined as above and have until 15 January 2011 to do so.

For further information Navale shareholders may ring freephone **800 763822 (051 5076110** from mobiles) between 9am and midday and between 2pm and 4pm on weekdays or e-mail unipol@serviziotitoli.it.

Further information relating to the Merger is available on UGF's website www.unipolgf.it – *Investor Relations – Navale Merger* and on Navale's website www.navale.it – *Home page*.

22 December 2010

Unipol Gruppo Finanziario S.p.A.