

Unipol Gruppo Finanziario S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 3,365,292,408.03 fully paid-up
Tax Identification Number and Bologna Companies' Register Number 00284160371
Parent Company of the Unipol Insurance Group entered in the Register of Insurance Groups under No. 046
Parent Company of the Unipol Banking Group

NOTICE TO THE SHAREHOLDERS

MANDATORY CONVERSION OF PREFERENCE SHARES INTO ORDINARY SHARES OF UNIPOL GRUPPO FINANZIARIO S.P.A.

Whereas:

- (a) on 25 February 2015, the Extraordinary Shareholders' Meeting of Unipol Gruppo Finanziario S.p.A. ("**UGF**" or the "**Company**") approved the mandatory conversion (the "**Conversion**") of preference shares into newly issued ordinary shares with regular dividends;
- (b) on 26 February 2015, the Special Shareholders' Meetings of holders of Preference Shares approved the above resolution of the Extraordinary Shareholders' Meeting regarding the Conversion;
- (c) on 2 April 2015, the resolutions of the aforementioned meetings were deposited at the Bologna Companies' Register following authorisation by IVASS (i.e. the Italian Insurance Supervisory Authority), in agreement with the Bank of Italy, pursuant to and in accordance with Articles 87-bis and 196 of Legislative Decree No. 209 of 7 September 2005 and IVASS Regulation No. 14/2008, as subsequently amended, thus starting the period for any exercise of the right of withdrawal by entitled holders of Savings Shares;
- (d) finally, on 29 May 2015, the settlement of the Preference Shares acquired by the Shareholders participating in the option and pre-emption offer of the Preference Shares subject to withdrawal took place,

UGF hereby announces that, in implementation of the aforementioned shareholder resolutions and following the ex-dividend date (22 June 2015) and payment date (24 June 2015) of the dividend for the year 2014, on 29 June 2015 the Conversion of all 273,479,517 Preference Shares into 273,479,517 ordinary shares will be carried out, which will have the same characteristics of the ordinary shares outstanding as at the effective date of the Conversion.

Therefore, the last trading day of Preference Shares on the Stock Exchange will be 26 June 2015. As of 29 June 2015, only UGF ordinary shares will be traded on the electronic share market (MTA) of Borsa Italiana S.p.A.

The share capital of the Company, equal to € 3,365,292,408.03 will be divided into 717,473,508 ordinary shares all without nominal value.

The Conversion of shares registered in the accounts of the respective shareholders as at the close of business on 30 June 2015 (record date of the Conversion) will be carried out by their respective intermediaries according to the following ratio: 1 ordinary share (coupon 6 and subsequent) for each Preference Share (coupon 6 and subsequent), without the payment of any balance.

Preference Shares that have not been dematerialised may only be converted once the same have been submitted to an authorised intermediary for input into the centralised management system in dematerialised form.

Bologna, 25 June 2015

Unipol Gruppo Finanziario S.p.A.