

UNIPOL ASSICURAZIONI

Compagnia Assicuratrice Unipol – Stock company
Share capital €503,515,370 – Bologna Trade Register, Tax Code and VAT No.: 00284160371 - REA No. 160304
Headquarters and Registered Offices: 45, Via Stalingrado, 40128 Bologna.

NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS

Shareholders are convened to a General Meeting at the registered offices (45, Via Stalingrado, Bologna) on 29 April 2002 at 9.30 a.m. in first call and, if necessary, in second call on 30 April 2002 at the same time and place to decide on the following

AGENDA

Ordinary General Meeting

1. **Accounts as at 31 December 2001, Board of Directors' Report on business performance, Board of Statutory Auditors' Report, relevant decisions;**
2. **Appointment of the Board of Statutory Auditors for the three year period 2002/2004 and setting the relevant remuneration;**
3. **Appointment of a Director;**
4. **Decisions within the meaning of Articles 2357, 2357 ter and 2359 bis of the Civil Code.**

Extraordinary General Meeting

1. **Proposal to give the Board of Directors the powers laid down by Articles 2443 (increase of share capital) and 2420 ter (issue of debt securities) of the Civil Code, for the respective maximum nominal amounts of €160 million and €400 million, subject to cancellation of the remaining unused portion (€58 million and €216 million respectively) of the previous delegation decided by the General Meeting of 28 April 2000. Resulting amendment to Art. 5 (Capital) of the Company's Rules;**
2. **Proposal to amend Art. 12 of the Company's Rules (Meetings and decisions of the Board of Directors).**

Holders of ordinary and preference shares who have the proper certification as laid down by Art. 34 of CONSOB Decision No. 11768 of 23/12/1998, issued, in accordance with the law, by an Intermediary belonging to the Monte Titoli S.p.A. centralised management system, can attend the General Meeting. Copies of the Directors' Report on the proposal to buy and sell company's own shares, the Directors' Report on the proposals to amend the Company's Rules and on the proposals concerning other matters on the agenda, are available to the public at Borsa Italiana S.p.A. and at the Company's Shareholders' Office (45, Via Stalingrado, Bologna), in accordance with what is laid down by CONSOB Decision No. 11971 of 14 May 1999. Copies of the documentation filed will be sent to any shareholders who request it.

A notice giving the personal and professional details of the candidate for Director will be filed at the Company's Shareholders' Office at least ten days before the date of the General Meeting.

We would also remind you that, within the meaning of Art. 17 of the Company's Rules, the lists for appointing the Board of Statutory Auditors should be made available to shareholders at the Company's Shareholders' Office at least ten days before the date of the General Meeting, together with the documentation laid down by said article.

The draft annual accounts and consolidated accounts as at 31 December 2001, as approved by the Board of Directors, will be made available at the registered offices at 45, Via Stalingrado, Bologna and at the headquarters of Borsa Italiana S.p.A. within 90 days of the close of the period.

Bologna, 27 March 2002

*On behalf of the Board of Directors
The Chairman
(Giovanni Consorte)*