

# UNIPOL ASSICURAZIONI

Compagnia Assicuratrice Unipol – Stock Company  
Share Capital €507,651,510 - Company Register in Bologna, Tax Code and VAT Code: 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 2003 at 9.30 a.m. in first call and, if necessary, in second call on 30 April 2003 at the same time and place to decide on the following:

### AGENDA

#### *Ordinary General Meeting*

1. **Accounts as at 31 December 2002, Board of Directors' Report on business performance, Board of Statutory Auditors' Report, relevant decisions;**
2. **Appointment of Directors;**
3. **Assignment of the task of auditing the unconsolidated and the consolidated accounts, and limited audit of the half-yearly unconsolidated and consolidated reports for the three year period 2003-2005;**
4. **Decisions pursuant to Articles 2357, 2357 ter and 2359 bis of the Italian 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 Italian Civil Code, for the respective maximum nominal amounts of €400 million and €500 million, subject to cancellation of the previous unused delegation (€160 million and €400 million respectively) decided by the General Meeting of 30 April 2002. Resulting amendment to Article 5 (Capital) of the Company's Rules.**

Holders of ordinary and preference shares who have the proper certification as laid down by Article 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 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 candidates for Directors will be filed at the Company's Shareholders' Office at least ten days before the date of the General Meeting.

The draft unconsolidated and consolidated accounts as at 31 December 2002, as approved by the Board of Directors, will be made available at the registered offices (45, Via Stalingrado, Bologna) and at the headquarters of Borsa Italiana S.p.A. according to the terms and conditions provided for by the law.

Bologna, 28 March 2003

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