

Bologna, 26 February 2015

THE PREFERRED SHAREHOLDERS' SPECIAL MEETING APPROVES THE MANDATORY CONVERSION OF THE PREFERRED SHARES INTO UGF COMMON SHARES

The Special Meeting of the holders of preferred shares (the "**Preferred Shareholders' Meeting**") of Unipol Gruppo Finanziario S.p.A. ("**UGF**" or the "**Company**"), held on the date hereof and chaired by Pierluigi Stefanini, has approved, pursuant to art. 146, paragraph 1, lett. *b*), of the Legislative Decree 24 February 1998, n. 58, the resolution adopted by the Extraordinary Shareholders' Meeting on February 25, 2015, on the mandatory conversion of the preferred shares (the "**Preferred Shares**") into common shares of UGF (the "**Conversion**"). The Conversion provides for the following conversion ratio:

- n. 1 common share, with regular entitlement, for each Preferred Shares, without payment of any cash balance (*conguaglio*).

Please also note that the holders of Preferred Shares who did not vote in favor of the Conversion shall be entitled to exercise the right of withdrawal pursuant to art. 2437, paragraph 1, lett. *g*), of the Italian Civil Code, within fifteen calendar days from the date of registration of the Shareholders' resolutions in the Companies Register of Bologna.

As already communicated to the market, the settlement value of the Preferred Shares for which will be exercised, if any, the right of withdrawal, has been determined in Euro 3.711 for each Preferred Share, in compliance with the provisions of art. 2437-*ter*, paragraph 3, of the Italian Civil Code.

The Conversion shall be effective subject to the conditions illustrated in the documents for the Shareholders' Meeting, published pursuant to the law and available on the internet website of the Company www.unipol.it (Section Corporate Governance/Shareholders' meetings).

Contacts**Unipol Group Press Office**

Fernando Vacarini
Tel. +39/051/5077705
pressoffice@unipol.it

Barabino & Partners

Massimiliano Parboni
m.parboni@barabino.it
Tel. +39/335/8304078
Giovanni Vantaggi
g.vantaggi@barabino.it
Tel. +39/328/8317379

Unipol Group Investor Relations

Adriano Donati
Tel. +39/051/5077933
investor.relations@unipol.it

Unipol Gruppo Finanziario S.p.A.

Unipol is one of the leading insurance groups in Europe with a total income amounting to approximately €17bn, of which €9.8bn in Non-Life Business and €6.9bn in Life Business (2013 figures).

Unipol adopts an integrated offer strategy and covers a complete range of insurance and financial products, operating primarily through its subsidiary UnipolSai Assicurazioni S.p.A., founded at the beginning of 2014, Italian leader in Non-Life Business, in particular in vehicle liability insurance.

The Group is also active in direct vehicle insurance (Linear Assicurazioni), health protection (UniSalute), supplementary pensions and has a strong presence in the bancassurance channel (Arca Vita Group and Popolare Vita Group).

Finally, Unipol operates in the banking business through the network of Unipol Banca branches and manages significant diversified businesses in the real estate, hotel (Atahotels) and agricultural (Tenute del Cerro) sectors.

Unipol Gruppo Finanziario S.p.A. is listed on the Italian Stock Exchange.