



UNIPOL GROUP

Corporate and functional reorganization plan

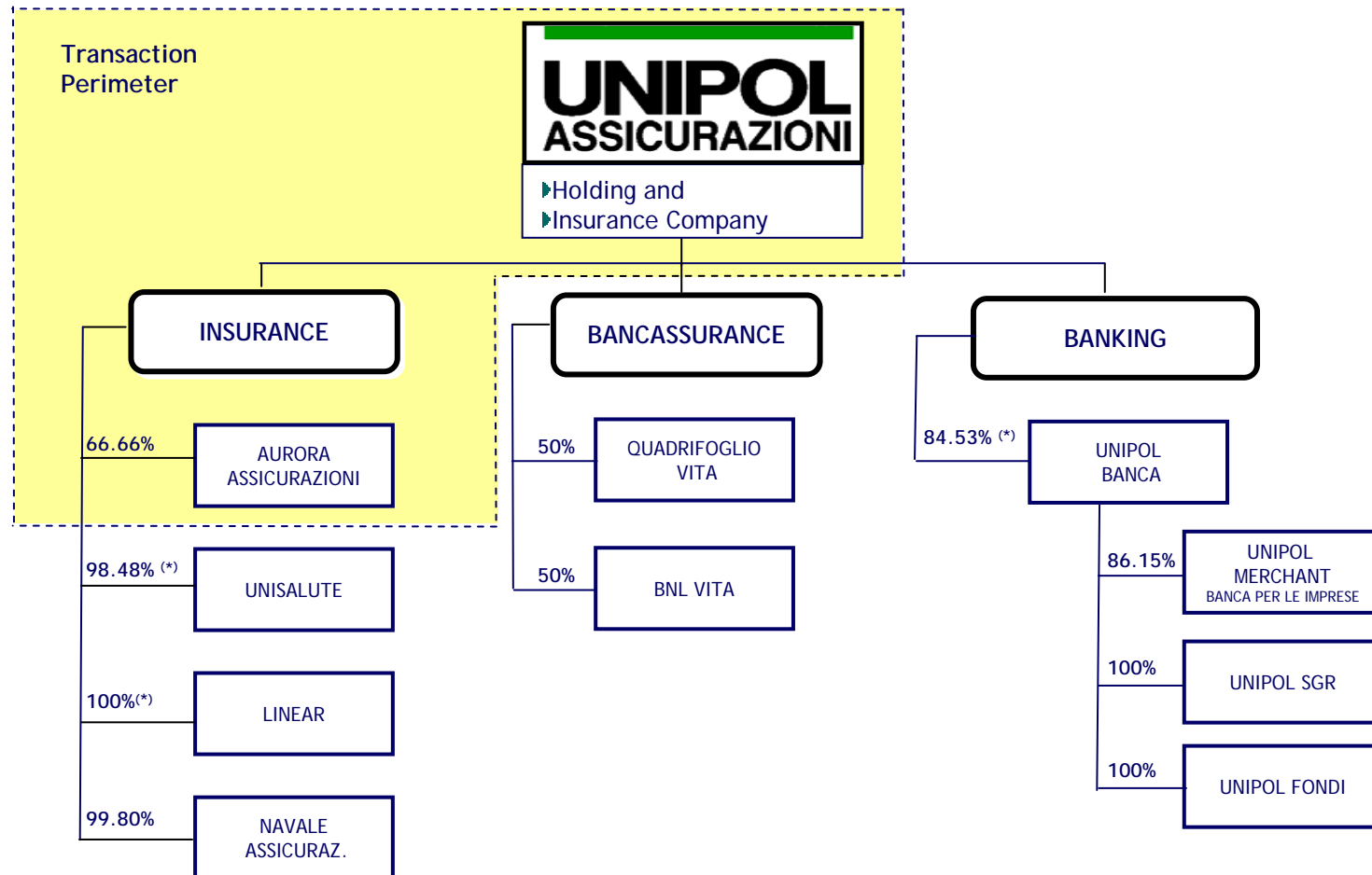
Bologna, 11 December 2006

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- 1 Goals and transaction structure
- 2 Acquisition of the full control of Aurora
- 3 Holding business being separated from insurance business within Unipol Assicurazioni
- 4 Transaction timetable

The current structure of the Unipol Group

Main companies



(*) Direct + indirect stake

Goals and transaction structure

GOALS

Acquisition of the full control (100%) of Aurora Assicurazioni

Rationalization of the corporate structure within Unipol, by separating holding and insurance activities

TRANSACTION STRUCTURE

- ▶ Voluntary public tender offer for 33.34% stake in Aurora not owned by Unipol at a price of €2.45 per share, up to a total offer value of €751.3m
- ▶ Hive-down of the insurance business of Aurora into a wholly owned company
- ▶ Merger by incorporation of Aurora into Unipol - based on preliminary valuation analysis the exchange ratio is expected in a range between 0.431-0.511 ordinary Unipol shares and 0.266-0.315 privileged Unipol shares for each Aurora share

- ▶ Hive-down of the insurance business of Unipol into a wholly owned company and incorporation of Unipol Assicurazioni S.p.A., wholly controlled (100%) by Unipol Gruppo Finanziario S.p.A.

Consistency with 2006-2009 Strategic Plan

The 4 strategic guidelines of the Plan*

Insurance

Reinforce current market position and improve profitability

Banking

Scale up and improve profitability

Corporate centre

Reinforce "holding functions" to increase integration and strengthen commercial co-ordination

Capital Management

Enhance value and identify external growth opportunities in line with the Group's strategy and profitability targets

Actions included in the corporate and functional reorganization

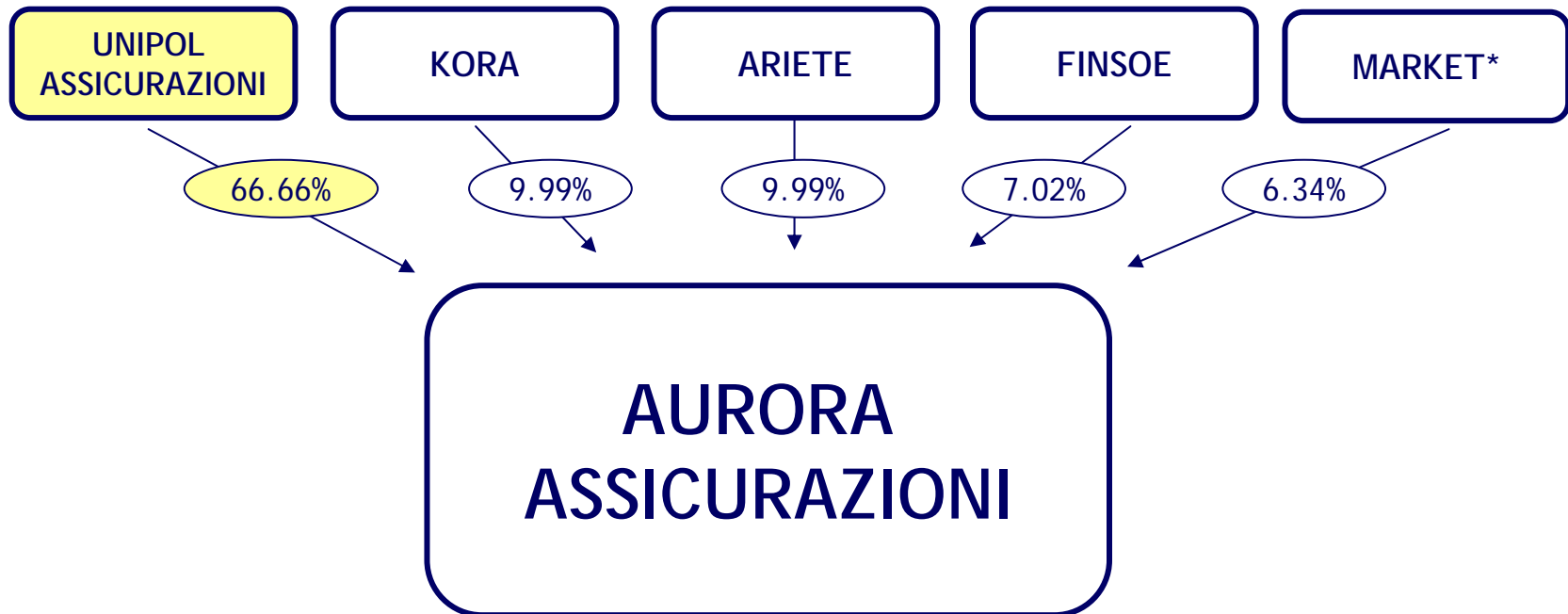
✓ Holding activities (in charge to Unipol Gruppo Finanziario S.p.A.) being separated from insurance business

✓ Buy-out of Aurora minorities

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Aurora Assicurazioni – Current shareholding structure



* Around 130,000 shareholders

Public tender offer on 100% of Aurora Assicurazioni

Offer price

- ▶ €2.45 per Aurora ordinary share
- ▶ Total offer value up to €751.3m

Terms and conditions

- ▶ Consob's approval of tender offer document

Method of financing

- ▶ Group's excess capital used to fund transaction

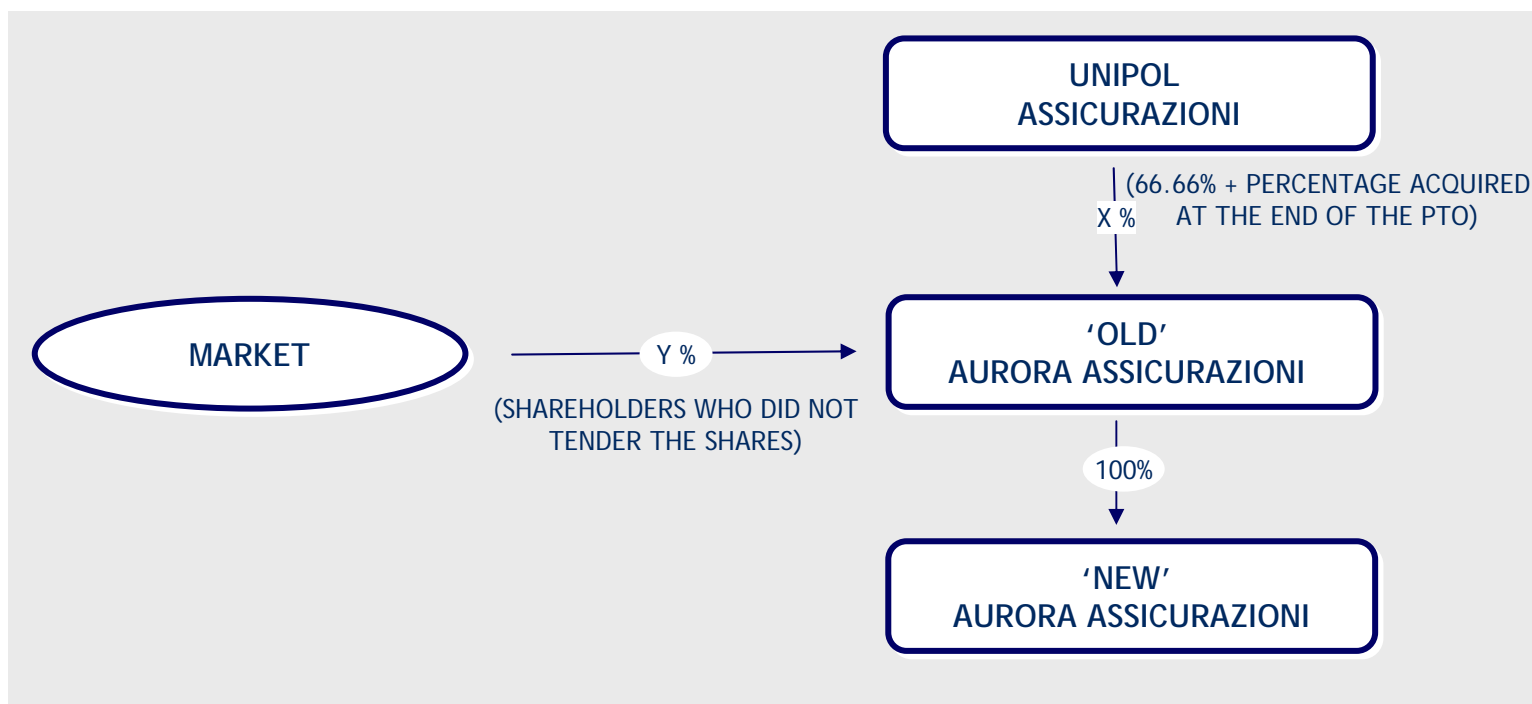
Timetable

- ▶ Offer to be launched after Consob's approval of the tender offer documentation
- ▶ Offer period between mid-January and end-February 2007

Hive-down of the insurance business of Aurora Assicurazioni

Technicality

- ▶ At the end of the public tender offer the BoD of Aurora Assicurazioni will approve the hive-down of the insurance activities into a wholly owned company
- ▶ The company structure will be as follows



Merger by incorporation of the 'Old' Aurora Assicurazioni into Unipol Assicurazioni

Exchange ratio

- ▶ 'Old' Aurora Assicurazioni shareholders who did not tender the shares will be given ordinary and privileged Unipol Assicurazioni shares according to the present proportion between the two categories of shares (61.9% ord., 38.1% priv), on the basis of the exchange ratio reflecting the assessment of the two companies based on commonly used valuation methods
- ▶ The exchange ratio range has been set by Unipol BoD as:
 - 0.431 / 0.511 Unipol ordinary shares for each Aurora ordinary share
 - 0.266 / 0.315 Unipol preference shares for each Aurora ordinary share
- ▶ The final exchange ratio will be approved by the BoD of Unipol and of the 'Old' Aurora, which will approve the merger plan
- ▶ The Board of Directors' meetings will be held on 15 March 2007

Terms and conditions

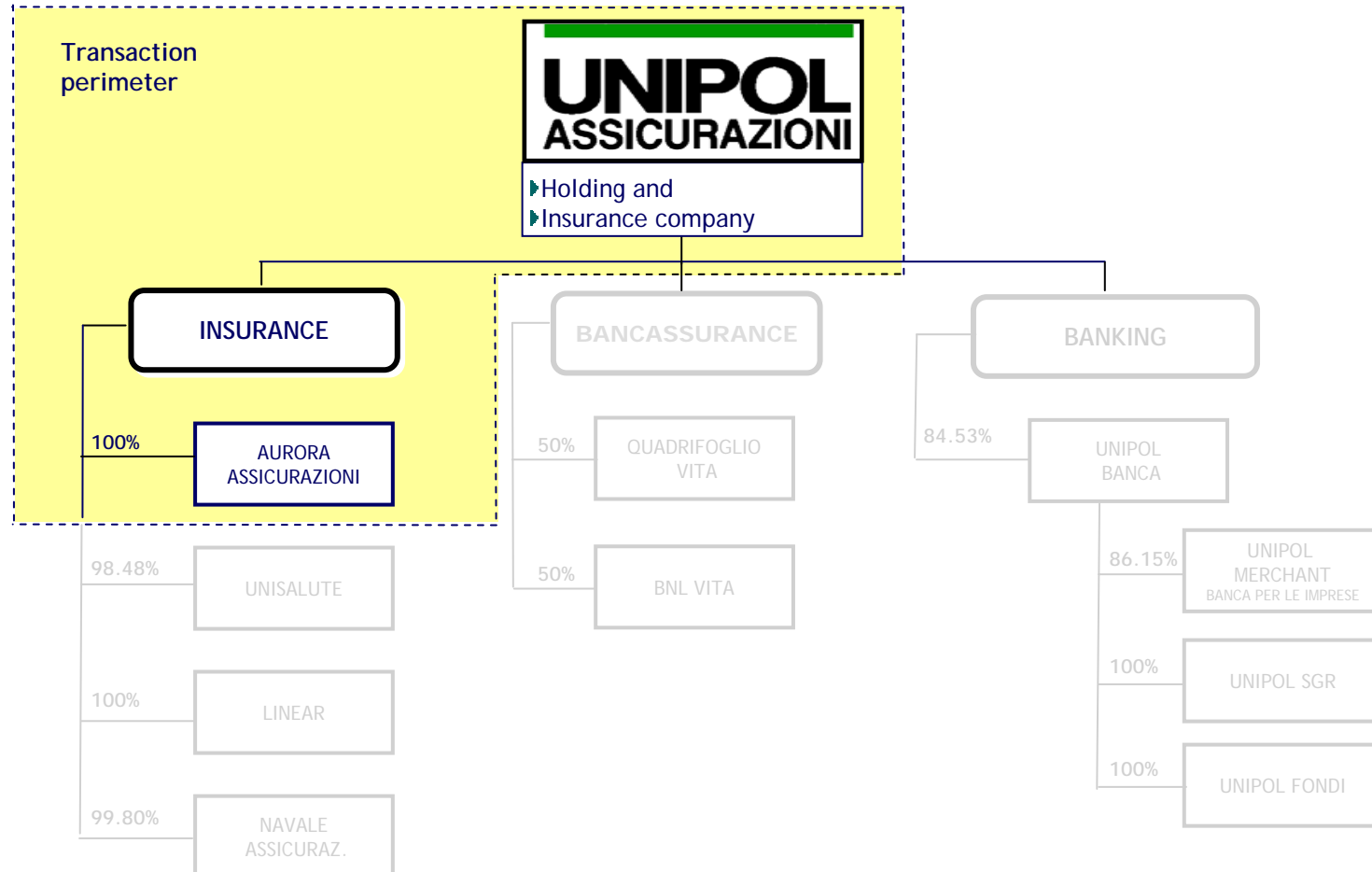
- ▶ Prior authorization by ISVAP which shall authorize the 'New' Aurora (beneficiary company of the insurance business hive-down by 'Old' Aurora) to engage in insurance activities and become assignee of 'Old' Aurora's insurance business

Timetable

- ▶ Extraordinary General Meetings to approve the transaction by the end of April 2007

Unipol Group after the merger

Main companies



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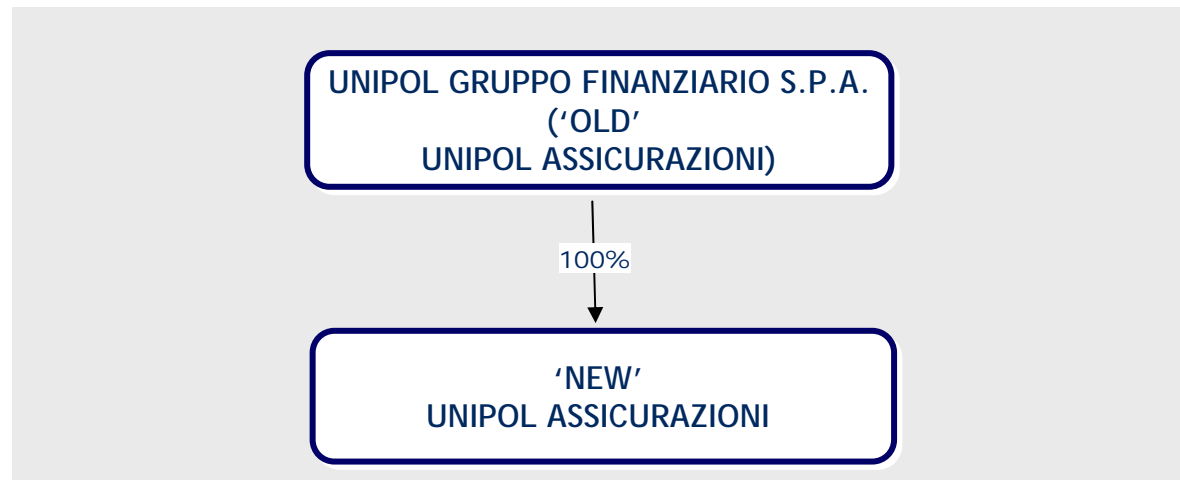
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Hive-down of insurance business of Unipol Assicurazioni

Technicality

Terms and conditions

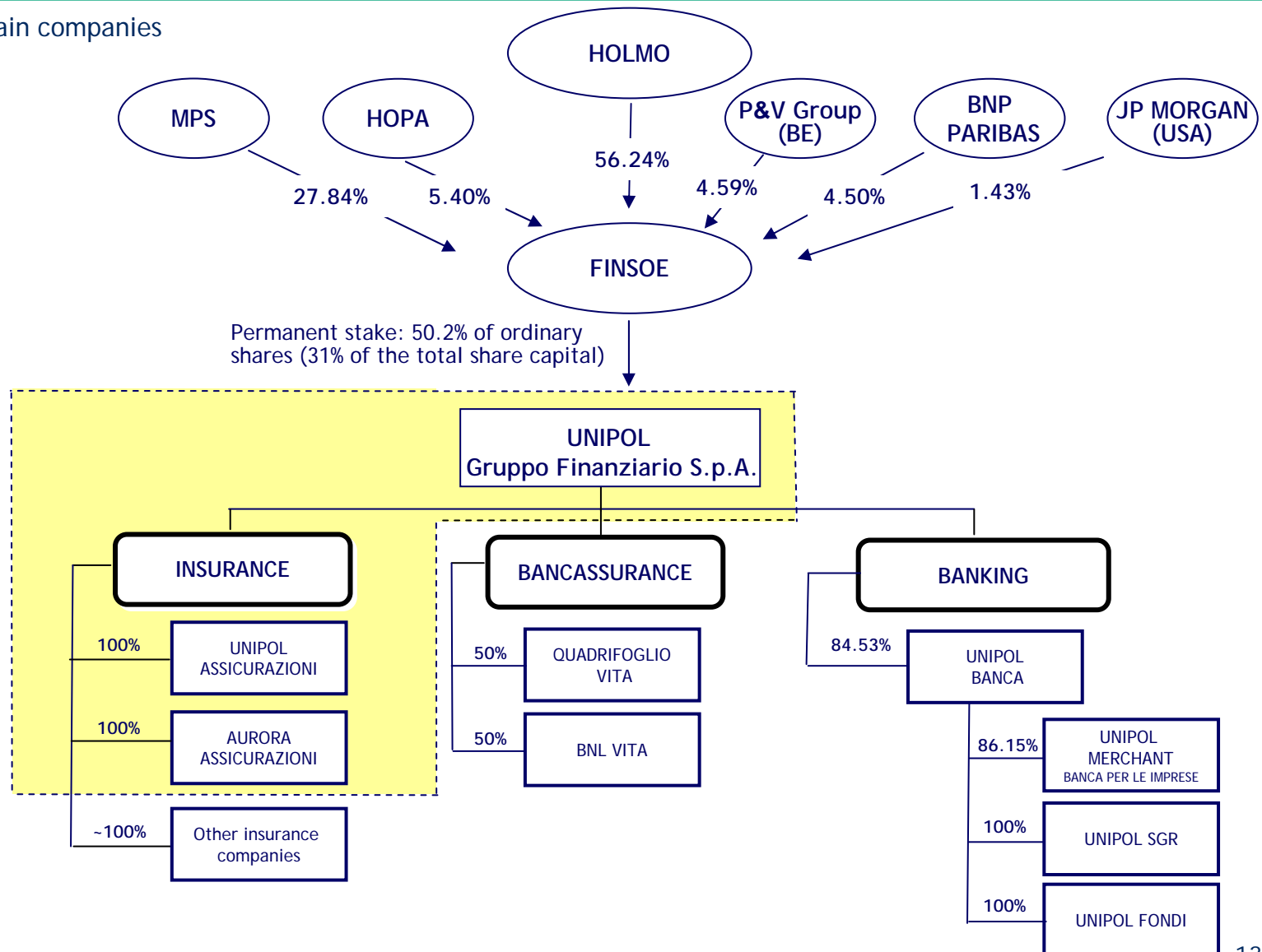
- ▶ Unipol Assicurazioni's BoD will approve the hive-down of all the insurance activities into a NEWCO wholly owned and *ad hoc* set up
- ▶ Following the success of the transaction, the company structure will change as shown below:



- ▶ The transaction takes effect if the right of withdrawal (to which Unipol shareholders are entitled following amendment to the corporate purpose) is not exercised for a total amount exceeding €100m, or 2.5% of the capital to be potentially withdrawn. The withdrawal price is equal to the arithmetic average of the closing prices recorded in the 6 months previous to the notice convening the Extraordinary General Shareholders' Meeting.
- ▶ Prior authorization by ISVAP

Unipol Group at the end of the transaction

Main companies



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Indicative transaction timetable

▶ 11 December 2006	▶ Announcement of transaction
▶ Second half December	▶ Publication of the notice convening Unipol's EGM for the approval of the amendments to company articles of association
▶ First half January/February	▶ Tender offer period
▶ First half March	▶ Settlement of shares tendered under the terms of the offer
▶ First half March	▶ Unipol and Aurora BoD meetings to approve merger plan and exchange ratios
▶ Second half April	▶ Unipol EGM to approve amendments to articles of association and merger plan ▶ Aurora EGM to approve merger plan
▶ Second half May	▶ Deadline for Unipol shareholders to exercise their right of withdrawal
▶ End-May	▶ Hive-down of Unipol Assicurazioni from Unipol Gruppo Finanziario S.p.A.
▶ End-July	▶ Completion of merger of 'Old' Aurora into Unipol Gruppo Finanziario S.p.A. ▶ Assignment of Unipol shares to Aurora's former shareholders

DISCLAIMER

This presentation contains information relating to forecasts of figures, results and events which reflect the current management outlook, but these could differ from what actually happens owing to events, risks and market factors that it is presently impossible either to know or to predict.