

Unipol Gruppo 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 of the Unipol Insurance Group entered in the Register of Insurance Groups under Number 046

Parent of the Unipol Banking Group

EXTRACT OF NOTICE OF ORDINARY SHAREHOLDERS' MEETING (pursuant to Article 125-bis, Paragraph 1, of Legislative Decree No. 58/1998)

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Unipol Gruppo S.p.A. is hereby convened in a single call on 24 April 2018, at 10:30 am, at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), to resolve on the following

AGENDA

- 1 Financial Statements as at 31 December 2017; Directors' Report; Board of Statutory Auditors' and Independent Auditors' Report. Related and consequent resolutions.
- 2 Composition of the Board of Directors pursuant to Article 2386 of the Italian Civil Code. Related and consequent resolutions.
- 3 Remuneration Report pursuant to Article 123-ter of the Consolidated Law on Finance. Consequent and related resolutions.
- 4 Acquisition and disposal of treasury shares. Related and consequent resolutions.

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Participation and representation at the Shareholders' Meeting

Entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a notice issued to the Company by an authorised intermediary, in accordance with its accounting records, in favour of the party entitled to vote.

Said notice must be issued by the intermediary based on evidence as at the record date (13 April 2018), corresponding to the seventh trading day prior to the date of the Shareholders' Meeting.

All entitled parties may be represented at the Shareholders' Meeting by proxy granted in accordance with the law using the form available on the website of the Company (www.unipol.it, under the section *Governance/Shareholders' Meetings/2018/Ordinary Shareholders' Meeting 24 April 2018*).

The Company has appointed Computershare S.p.A. as the Representative to which proxies may be granted with voting instructions. The form to be used to grant proxy to the aforementioned designated Representative will be available on the above website of the

Company and sent to any requesting parties that call +39 011 0923200.

Documentation and further information

The full notice convening the Shareholders' Meeting, available on the Company website (www.unipol.it, under the section *Governance/Shareholders' Meetings/2018/Ordinary Shareholders' Meeting 24 April 2018*), contains all information and detailed instructions on the rights that may be exercised by Shareholders, regarding the right to submit questions and any additions to the agenda.

The reports and proposed resolutions on items on the agenda will be made available to the public at the registered office and published on the aforementioned Company website, as well as on the website of the authorised storage mechanism *eMarket Storage* (www.emarket-storage.com) in the manner required by law, and will be transmitted to requesting parties.

In particular, the following will be made available to the public:

- from the date hereof, the Directors' Reports and proposed resolutions regarding items 1, 2 and 4 of the agenda;
- by 2 April 2018, (i) the Annual Report, integrated with the information of non-financial nature pursuant to Legislative Decree 254/2016, and other documents pursuant to Article 154-ter, Paragraph 1, of the Consolidated Law on Finance (ii) the Annual Report on Corporate Governance and Ownership Structure, and (iii) the Directors' Report and proposed resolutions regarding item 3 on the agenda, including the Report pursuant to Article 123-ter of the Consolidated Law on Finance.

Moreover, by 7 April 2018, the financial statements of subsidiaries and associated companies shall be made available at the registered office.

Bologna, 23 March 2018

The Chairman of the Board of Directors
Pierluigi Stefanini