

PRESS RELEASE

ORDINARY SHAREHOLDERS' MEETING

Financial statements of financial year 2012 with net profits of €195m approved

Resolution on dividend distribution of €0.15 per ordinary share and €0.17 per preference share passed

Members of the Board of Directors and Board of Statutory Auditors appointed

Bologna, 30 April 2013 - The Ordinary Shareholders' Meeting of Unipol Gruppo Finanziario S.p.A., held today under the chairmanship of Pierluigi Stefanini, approved the Company's separate financial statements of fiscal year 2012 as to the contents known to the market, reporting a net profit of €195m.

The Meeting approved the distribution of a dividend of €0.15 per ordinary share and a dividend of €0.17 per preference share, amounting to a total of €113m in dividends overall. Payment of such dividends will be made starting from 23 May next, with coupons being paid starting from 20 May next.

The Meeting also appointed:

- the following as members of the Board of Directors for the financial years 2013 - 2014 - 2015 after setting at 25 the number thereof: Giovanni Antonelli, Francesco Berardini, Carlo Cimbri, Piero Collina, Sergio Costalli, Ernesto Dalle Rive, Vanes Galanti, Guido Galardi, Claudio Levorato, Milo Pacchioni, Marco Pedroni, Pierluigi Stefanini, Adriano Turrini, Mario Zucchelli, Rocco Carannante, Marco Giuseppe Venturi, Rossana Zambelli, Francesco Saporito, Hilde Vernailen, Ivan Malavasi, Giovanni Battista Baratta, Elisabetta Righini, Giuseppina Gualtieri, Paola Manes, Pier Luigi Morara, determining their compensation.

The new members of the Board of Directors were taken from the only slate presented by the majority shareholder Finsoe S.p.A. - Finanziaria dell'Economia Sociale S.p.A..

Among the directors that were elected the following: Guido Galardi, Mario Zucchelli, Rocco Carannante, Marco Giuseppe Venturi, Rossana Zambelli, Hilde Vernailen, Ivan Malavasi, Giovanni Battista Baratta, Elisabetta Righini, Giuseppina Gualtieri, Paola Manes and Pier Luigi Morara stated they were in possession of the independence requirements as governed by the provisions contained in the Consolidated Law on Finance; and the following: Giovanni Antonelli, Francesco Berardini, Sergio Costalli,

Ernesto Dalle Rive, Adriano Turrini, Rossana Zambelli, Hilde Vernailen, Giovanni Battista Baratta, Elisabetta Righini, Giuseppina Gualtieri, Paola Manes and Pier Luigi Morara stated they were in possession of the independence requirements pursuant to the Code of Conduct for listed companies;

- the following as members of the Board of Statutory Auditors for the financial years 2013 - 2014 – 2015: Roberto Chiusoli (Chairman), Silvia Bocci and Domenico Livio Trombone, standing auditors, Chiara Ragazzi and Carlo Cassamagnaghi, alternate auditors, also determining their remuneration.

The new members of the Board of Statutory Auditors were taken from the only slate presented by the majority shareholder Finsoe S.p.A. – Finanziaria dell'Economia Sociale S.p.A..

The Board of Directors will be formally verifying possession of the independence requirements of the directors who qualified themselves as such, as well as assigning the other corporate offices and appointing the members of the Board Committees, at a future meeting.

The Meeting also gave a favourable opinion on the Remuneration Policy of directors and officers and key senior executives, as pursuant to Article 123-ter of the Consolidated Law on Finance and approved the adoption of the Compensation Plan for the Company's managers based on financial instruments pursuant to Article 114-bis of the Consolidated Law on Finance.

Lastly, the Meeting renewed the authorisation of the Board of Directors, after cancelling the previous authorisation, to purchase and dispose of treasury shares, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and in compliance with the maximum spending limit of €100m, as well as to purchase and dispose of shares of the holding company Finsoe S.p.A. pursuant to Article 2359-bis of the Italian Civil Code and as within the maximum expenditure limit of €45m.

In this regard, it is noted that at the date hereof Unipol Gruppo Finanziario indirectly holds 40,000 ordinary treasury shares through the subsidiaries Fondiaria-SAI S.p.A. (24,000) and Milano Assicurazioni S.p.A. (16,000); it does not, directly or indirectly, hold any shares in the holding company Finsoe S.p.A.

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