

COMMUNICATION ON CHANGES IN SHARE CAPITAL

Under Article 85-bis of the Regulation adopted by CONSOB in its Ruling 11971 of 14 May 1999 and subsequent amendments and Article 2.6.2., para. 1), let. a), of the Regulation governing markets organised and managed by Borsa Italiana S.p.A.,

the following is hereby announced:

the new composition of the share capital, fully subscribed and paid-in, following the subscribed share capital increase – approved by the Extraordinary Shareholders' Meeting of 29 April 2010 – and the exercise of the “Unipol 2010 – 2013 Preference Share Warrants” in August 2013, effective 13 September 2013.

The declaration confirming the share capital increase was filed today at the Bologna Companies' Register, under Article 2444, para. 1 of the Italian Civil Code.

The current share capital breakdown compared to the previous share capital is set out below.

| | <i>Current share capital</i> | | | <i>Previous share capital</i> | | |
|--|------------------------------|-------------------|---------------------------------|-----------------------------------|-------------------|------------------------------|
| | <i>Euro</i> | <i>No. shares</i> | <i>Unitary nom. val.</i> | <i>Euro</i> | <i>No. shares</i> | <i>Unitary nom. val.</i> |
| Total of which: | 3,365,292,408.03 | 717,473,508 | Shares without nominal value | 3,365,292,295.47 | 717,473,484 | Shares without nominal value |
| Ordinary shares (cum coupon): current coupon number: 3 | 2,082,543,243.71 | 443,993,991 | Shares without nominal value | 2,082,543,243.71 | 443,993,991 | Shares without nominal value |
| Preference shares (cum coupon): current coupon number: 3 | 1,282,749,164.32 | 273,479,517 | Shares without nominal value | 1,282,749,051.76 | 273,479,493 | Shares without nominal value |
| | | | <i>No. securities exercised</i> | <i>No. securities outstanding</i> | | |
| Unipol 2010 – 2013 Ordinary Share Warrants | | | | | | 634,236,765 |
| Unipol 2010 – 2013 Preference Share Warrants | | | | 15,600 | | 390,644,532 |

Bologna, 25 September 2013

Unipol Gruppo Finanziario S.p.A.
www.unipol.it

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