

PRESS RELEASE

Plan started to purchase treasury shares to service the compensation plan based on financial instruments in favour of Executive staff

Bologna, 3 July 2013 – Unipol Gruppo Finanziario S.p.A. (“**Unipol**” or the “**Company**”), pursuant to and in accordance with Article 144-*bis* of CONSOB resolution No. 11971 dated 24 February 1999 (the “**Issuers’ Regulation**”), announces that as from tomorrow 4 July 2013 the plan will be initiated to purchase ordinary treasury shares (the “**Shares**”), to service the compensation plan based on financial instruments, of the performance share type, allocated to the Company’s Executive staff, as approved by the Shareholders’ Meeting on 30 April 2012 in accordance with Article 114-*bis* of the Consolidated Law on Finance (the “**Plan**”).

The execution of the Plan - pursuant to the authorization to purchase Shares as resolved by the Shareholders’ Meeting of 30 April 2013 - will regard the purchase of a maximum of 700,000 Shares (representing approximately 0.16% of the ordinary share capital), to be made, in one or more tranches, on the regulated market in accordance with the operating procedures established for such operations in the regulations for the organization and management of the market itself, at a maximum price per unit determined by making reference to the official closing share price recorded in the trading session prior to each individual transaction, with an upward variation of not more than 15%.

Purchase transactions of Shares will be carried out in compliance with the provisions of Articles 2357 and following of the Italian Civil Code, 132 of the Consolidated Law on Finance, and 144-*bis*, first paragraph, letter b), of the Issuers’ Regulation and in accordance with the conditions laid down in Articles 5 and 6 of the 2003 EU Commission Regulation No. 2273 and with the market practices admitted by CONSOB pursuant to Article 180, first paragraph, letter c), of the Consolidated Law on Finance.

The Plan falls within the limits of the resolution of the aforementioned Shareholders’ Meeting of 30 April 2013 that grants an authorisation to purchase Shares to the Board of Directors, the authorisation being granted for a maximum period of 18 months and for a maximum spending limit of €100m.

Moreover, please note that under the above Plan, Unipol will communicate the following information to CONSOB and the market within the seventh trading day following the date of execution of transactions: number of shares purchased, date and time of each purchase, average price, price of each purchase and cumulative number of shares at the date of the communication.

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At the date hereof, Unipol Gruppo Finanziario indirectly owns 40,000 ordinary treasury shares through its subsidiaries Fondiaria-SAI S.p.A. (24,000) and Milano Assicurazioni S.p.A. (16,000).

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