

## **PRESS RELEASE**

### **Meeting of Shareholders and Board of Directors**

**2009 Accounts approved.**

**Members of the Board of Directors and Board of Statutory Auditors elected.**

**Operation to strengthen the capital base approved.**

**Corporate Officers appointed: Pierluigi Stefanini – Chairman; Piero Collina – Vice Chairman; Carlo Cimbri – Chief Executive Officer**

Bologna 29 April 2010 – The ordinary and extraordinary Shareholders' Meetings of Unipol Gruppo Finanziario held today under the chairmanship of Pierluigi Stefanini:

- approved the 2009 Accounts, the contents of which were already known to the market;
- voted to distribute a dividend for the 2009 financial year, entirely in cash, of €0.0400 per ordinary share and €0.0452 per preference share. The total dividend for the shares in circulation amounted to €100.4m, with a payout of 77.9%. This dividend will be paid as from 27 May, with the coupon to be detached as from 24 May 2010;
- appointed the new Board of Directors for the years 2010 – 2011 – 2012, after having fixed the number of its members as 25.

The following were appointed Directors: Francesco Berardini, Sergio Betti, Rocco Carannante, Pier Luigi Celli, Carlo Cimbri, Gilberto Coffari, Piero Collina, Sergio Costalli, Ernesto Dalle Rive, Jacques Forest, Vanes Galanti, Roger Iseli, Claudio Levorato, Ivan Malavasi, Massimo Masotti, Enrico Migliavacca, Pier Luigi Morara, Milo Pacchioni, Marco Pedroni, Giuseppe Politi, Pierluigi Stefanini, Francesco Vella, Marco Giuseppe Venturi, Luca Zaccherini and Mario Zucchelli.

These candidates were on the list submitted by the majority shareholder, Finsoe S.p.A. – Finanziaria dell'Economia Sociale S.p.A. ('Finsoe'), the only list submitted for today's Shareholders' Meeting.

Of the directors elected, Messrs Sergio Betti, Rocco Carannante, Pier Luigi Celli, Roger Iseli, Ivan Malavasi, Massimo Masotti, Pier Luigi Morara, Francesco Vella and Luca Zaccherini declared that they fulfilled the requirements for independence as stipulated in Legislative Decree 58 of 24 February 1998;

- fixed the remuneration payable to these members of the Board of Directors and authorised the taking out of an insurance policy for the corporate bodies' third-party liability;



- elected the following as members of the Board of Statutory Auditors for 2010 – 2011 – 2012: Roberto Chiusoli (Chairman), Giorgio Picone and Domenico Livio Trombone, statutory auditors, and Carlo Cassamagnaghi and Cristiano Cerchiai, alternate auditors, and also fixed their remuneration.

These candidates were on the list submitted by the majority shareholder, Finsoe S.p.A., the only list submitted for today's Shareholders' Meeting;

- authorised the Board of Directors, subject to the previous authorisation being revoked, to purchase and/or sell one or more tranches of own shares and/or shares in the holding company Finsoe for a period of 18 months as from the date of this motion and to confirm the level of the fund for the purchase of own shares to the current amount of €99,948,206 and the fund for the purchase of shares in the holding company by €45m. As at today's date neither Unipol Gruppo Finanziario nor its subsidiaries hold any own shares nor shares in the holding company Finsoe.

The extraordinary part of the Shareholders' Meeting also approved the motion to strengthen the capital base, voting, inter alia, subject to the unused portion of the authorization granted to the Board of Directors by the Extraordinary Shareholders' Meeting held on 29 August 2005 under Article 2443 of the Civil Code being revoked:

- for an increase in the share capital for payment of a maximum of €400,000,000.00 including any price above par, to be carried out, not necessarily all in one go, by issuing ordinary and preference shares, with no nominal value, cum coupon, to be offered as an option to the holders of ordinary and preference shares respectively, in accordance with Article 2441 of the Civil Code, along with free ordinary and preference warrants at a ratio of 1 (one) ordinary warrant or 1 (one) preference warrant for each new share in the same category;
- for a simultaneous increase in the share capital for payment, not necessarily all in one go, of a maximum, including any price above par, of €100,000,000, to be carried out by 31 December 2013, by issuing ordinary and preference shares for the purpose of exercising the various warrants;
- for an application to be made for the ordinary and preference warrants to be listed and for the relative regulations to be approved;
- for Article 5 (capital) of the Company's By-Laws to be amended accordingly.

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After the shareholders' meeting had ended the new Board of Directors of Unipol Gruppo Finanziario met and voted to appoint Pierluigi Stefanini as the Company's Chairman, Piero Collina as Vice-Chairman and Carlo Cimbri as Chief Executive Officer.



The executive body also appointed the members of the advisory committees, including the:

- Appointments and Corporate Governance Committee: Pier Luigi Morara (with the role of Chairman), Francesco Berardini, Claudio Levorato and Giuseppe Politi;
- Remuneration Committee: Enrico Migliavacca (with the role of Chairman), Sergio Betti, Jacques Forest and Ivan Malavasi;
- Internal Auditing Committee: Massimo Masotti (with the role of Chairman), Rocco Carannante, Roger Iseli and Luca Zaccherini;
- Committee for Social Responsibility: Francesco Vella (with the role of Chairman), Pier Luigi Celli and Marco Giuseppe Venturi.

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Finally, as part of the task of appointing the corporate bodies of several companies in the UGF Group:

- UGF Assicurazioni's new Board of Directors appointed Vanes Galanti as the Company's Chairman, Francesco Berardini as Vice-Chairman and Carlo Cimbri as Chief Executive Officer;
- UGF Banca's new Board of Directors appointed Oscar Guidetti as the Bank's Chairman and Gilberto Coffari as Vice-Chairman. The General Manager is Luciano Colombini;
- UGF Merchant's new Board of Directors appointed Sergio Costalli as the Bank's Chairman and Ivan Soncini and Luciano Colombini as Vice Chairmen. The General Manager is Danilo Trabacca.

Unipol Gruppo Finanziario S.p.A.  
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