

## PRESS RELEASE

### ORDINARY AND SPECIAL SHAREHOLDERS' MEETINGS

Bologna, 30 April 2014 - The Ordinary Shareholders' Meeting of Unipol Gruppo Finanziario S.p.A., which met today under the chairmanship of Mr. Pierluigi Stefanini, approved the Company's individual financial statements for the year 2013, the contents of which are already known to the market.

The Shareholders' Meeting resolved to distribute dividends for a total of €120m (equal to a payout of 82.3%), equal to:

- €0.1615 per ordinary share;
- €0.1815 per preference share.

The Shareholders' Meeting also resolved to set the payment date of the dividend for 22 May 2014 (ex-dividend date 19 May 2014 and record date 21 May 2014).

The Ordinary Shareholders' Meeting also:

- appointed Mr. Paolo Cattabiani as member of the Board of Directors, replacing the resigned Mr. Marco Pedroni, whose term will expire at the same time as that of the other Directors currently in office at the Shareholders' Meeting approving the financial statements for the year 2015. Mr. Cattabiani qualifies as a non-independent Director, pursuant to both the Corporate Governance Code for Listed Companies and the Consolidated Law on Finance;
- approved, pursuant to and in accordance with Article 114-*bis* of the Consolidated Law on Finance and Article 84-*bis* of the Issuers' Regulation, changes to the compensation plan based on financial instruments of the performance share type as approved by the Shareholders' Meeting on 30 April 2013;
- renewed, after revocation of the previous authorization, the Board of Directors' authorization to purchase and dispose of treasury shares pursuant to Articles 2357 and 2357-*ter* of the Italian Civil Code within a maximum spending limit of €100m, as well as to purchase and dispose of shares of the parent company Finsoe S.p.A. pursuant to Article 2359-*bis* of the Italian Civil Code within a maximum spending limit of €45m.

The Special Meeting of Preference Shareholders of Unipol Gruppo Finanziario, which met thereafter, then confirmed Professor Massimo Franzoni as their Joint Representative for a period of three financial years.

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