



PRESS RELEASE

START OF UNIPOL GROUP'S REORGANIZATION PLAN

The plan provides for the transformation of the parent company Unipol Assicurazioni into a company for participating interests and services called 'UNIPOL Gruppo Finanziario S.p.A.', which will control 100% of Unipol Assicurazioni, 100% of Aurora Assicurazioni and the other companies already part of the Unipol Group — amongst which Unipol Banca.

The transaction will involve the following stages:

- Unipol will first launch a voluntary public tender offer on all Aurora ordinary shares not already held by Unipol, at a price of €2.45 per share;**
- Unipol and Aurora will then contribute their insurance businesses into two new subsidiaries to be incorporated, which they will fully control;**
- after the hive-down of the insurance businesses, Aurora will be incorporated into 'UNIPOL Gruppo Finanziario S.p.A.';**
- Aurora shareholders not taking part in the public tender offer launched by Unipol will be given Unipol ordinary and preference shares according to an exchange ratio in the range of 0.431-0.511 Unipol ordinary shares and 0.266-0.315 Unipol preference shares for each Aurora ordinary share.**

The Board of Directors of Unipol, held today under the Chairmanship of Pierluigi Stefanini, examined and approved the Unipol Group's reorganization plan.

The reorganization plan will allow the Group to adopt a structure fit to strengthen its own position in the insurance and financial market, according to the targets set out in the 2006-2009 industrial plan.

This reorganization aims at implementing a simpler and more transparent organization model, involving a separation between centralized and coordinating functions common to the Group companies and the operating functions peculiar to each company, thus eliminating duplications and clarifying targets and responsibilities.

Upon completion of the plan, the parent company Unipol will especially be able to:

- guide and control the Group activities within a common strategic framework where the operating companies — benefiting from a more streamlined and efficient managing structure — will focus on key activities to achieve competitive success in their business segments;
- manage all the activities and services which do not impact on each company's competitive differentiation, so as to streamline the economies of scale, scope and know-how resulting from the concentration of activities.

The transaction overall involves:

- the voluntary public tender offer that Unipol will launch on all Aurora ordinary shares which are not already held by Unipol;
- the change in Unipol's current name into 'UNIPOL Gruppo Finanziario S.p.A.' and the hive-down of Unipol insurance business into a new subsidiary to be incorporated named Unipol Assicurazioni S.p.A., which Unipol will fully control;
- the hive-down of Aurora insurance business into a new subsidiary to be incorporated named Aurora Assicurazioni S.p.A., which Aurora will fully control; and subsequently
- the merger by incorporation of Aurora (without the insurance activities) into 'UNIPOL Gruppo Finanziario S.p.A.'. Aurora shareholders who will take part in the merger will be given Unipol ordinary and preference shares according to an exchange ratio in the range of 0.431-0.511 Unipol ordinary shares and 0.266-0.315 Unipol preference shares for each Aurora ordinary share.

The completion of the plan is expected by July 2007 upon finalization of all the transactions.

'UNIPOL Gruppo Finanziario S.p.A.' will maintain its status as company listed on the Italian Equity Market organized and managed by Borsa Italiana S.p.A..

The Offer

The voluntary public tender offer launched by Unipol will involve all the Aurora ordinary shares that Unipol does not hold.

The price of the public tender offer will be €2.45 for each Aurora ordinary share. Should all shareholders tender their shares, the maximum expenditure is expected to be €751.3m.

The public tender offer will be launched after completion of the procedures as prescribed by the applicable law.

The Hive-downs

Following completion of the public tender offer (i) Unipol will contribute its whole insurance business into a new subsidiary to be incorporated fully controlled by Unipol itself, following amendment to Unipol's corporate purpose and (ii) Aurora will contribute its whole insurance business into a new subsidiary to be incorporated fully controlled by Aurora itself.

These hive-downs are subject to ISVAP's prior authorisation (Italy's regulatory authority for insurance companies). ISVAP shall authorise, *inter alia*, the new subsidiaries to be incorporated to carry out the insurance activities related to the insurance businesses of Unipol and Aurora hived-down, as well as the assignment to them of the insurance businesses of Unipol and Aurora respectively. Within the framework of the transaction, Covip's authorisation (Italy's regulatory authority for pension funds) is requested, too, for the management of open-ended pension funds carried out by Unipol and Aurora, pursuant to applicable rules.

In relation to Unipol hive-down, the amendment to Unipol corporate purpose will be submitted to the Company Extraordinary Shareholders' Meeting. As a matter of fact, as a result of the hive-down, Unipol will stop exercising insurance activities direct and will become a company for participating interests and services named 'UNIPOL Gruppo Finanziario S.p.A.'.

As better specified below, in accordance with Article 2437 (1)(a) of the Italian Civil Code, Unipol Shareholders who will not concur in the adoption of the resolution amending the corporate purpose pursuant to Unipol hive-down will be entitled to withdraw.

Unipol hive-down is expected to be implemented only if the total withdrawal consideration (and, therefore, the total amount that Unipol may be required to pay in order to reimburse the withdrawal price of Unipol ordinary and preference shares being withdrawn) does not exceed the total amount of €100m.

The Merger

Based on the assessments carried out by the financial advisor and without prejudice to any subsequent resolutions to be passed by the forthcoming Board of Directors' meetings about the merger plan, Unipol set the exchange ratio in an expected range of:

0.431-0.511 Unipol ordinary shares and 0.266-0.315 Unipol preference shares
for each Aurora ordinary share.

The assessment methods used for setting this range is in line with those commonly used in similar transactions.

In order to serve the exchange ratio, Unipol will issue ordinary and preference shares. Aurora Shareholders who will take part in the merger will be given a

number of Unipol ordinary and preference shares, determined on the basis of the existing proportion between the two categories of shares in Unipol.

The Board of Directors of Unipol and Aurora – entrusted with laying down the merger plan – will set the final exchange ratio for the merger, which will be submitted to the independent expert who will assess its suitability pursuant to the applicable law.

Right of Withdrawal

In the context of the transaction (i) Unipol Shareholders who will not concur in the adoption of the resolution amending the corporate purpose pursuant to Unipol hive-down and (ii) Aurora Shareholders who will not concur in the adoption of the resolution approving the merger plan will be entitled to withdraw.

More specifically, in accordance with Article 2437 (1)(a) of the Italian Civil Code, Unipol Shareholders who will not concur in the adoption of the resolution amending the corporate purpose pursuant to Unipol hive-down will be entitled to withdraw, since Unipol will significantly change its corporate purpose.

In order to avoid that the Company, pursuant to the completion of the withdrawal procedure, incurs in costs inconsistent with its strategic and liquidity investment targets – in accordance with Article 2437-*quater* (5) of the Italian Civil Code – the resolution amending Unipol's corporate purpose pursuant to Unipol hive-down is expected to take effect only if the total withdrawal's consideration (and, therefore, the total amount that Unipol may be required to pay in order to reimburse the withdrawal price of Unipol ordinary and preference shares being withdrawn) does not exceed the total amount of €100m. Therefore, the withdrawal notices sent by Unipol Shareholders will be effective only in case the total amount to pay to reimburse the shares being withdrawn does not exceed €100m.

Unipol has the right to carry out the hive-down and the amendment to its corporate purpose also in case the reimbursement of all the shares being withdrawn exceeds the aforementioned amount of €100m.

Since Unipol is a listed company, the withdrawal price of the shares is assessed exclusively on the basis of the arithmetic average of the closing prices recorded in the six months preceding the publication of the notice convening the General Shareholders' Meeting called to resolve upon the amendment to its corporate purpose. By way of exemplification, should the notice convening the General Shareholders' Meeting called to resolve upon the amendment to Unipol's corporate purpose be published today, the withdrawal price for each Unipol ordinary share would be €2.57 and for each preference share €2.29.

In accordance with Article 2437 (1)(g) of the Italian Civil Code and – depending on the effectiveness of the amendment to Unipol's corporate purpose – also with Article 2437 (1)(a) of the Italian Civil Code, Aurora Shareholders who will not concur in the adoption of the resolution approving the merger plan, will be entitled to withdraw. As a matter of fact, Aurora Shareholders (i) will be given – as a result of the exchange – Unipol ordinary and preference shares and, hence,

their voting and interests rights will be modified with regard to the Aurora ordinary shares they own to be exchanged with Unipol preference shares; (ii) should the amendment to Unipol's corporate purpose take effect, may become shareholders of a holding for participating interests and services, which carries out activities significantly different from those of Aurora.

Consequently, should Unipol's corporate purpose be amended, Aurora Shareholders who will not concur in the adoption of the resolution approving the merger plan will be entitled to exercise their right to withdraw up to all the shares they own. On the contrary, should Unipol's corporate purpose not be amended, Aurora Shareholders who will not concur in the adoption of the resolution approving the merger plan will be entitled to withdraw up to the number of Aurora shares to be exchanged with Unipol preference shares.

Since Aurora is not a listed company, the withdrawal price of its shares will be resolved upon by the Board of Directors of Aurora and will be properly communicated by Aurora at least fifteen days prior to the date of the General Shareholders' Meeting called to approve the merger plan.

Timing of the transaction

The main stages of the reorganization plan are expected as follows:

- launch of the public tender offer by January 2007 and closing of the offer period and disclosure of the results in March 2007;
- approval by the Board of Directors of Unipol and Aurora of the merger plan between the half of March and the beginning of April 2007;
- approval of the merger by the competent body of Unipol by the end of April 2007;
- approval of the merger by the Extraordinary Shareholders' Meeting of Aurora by the end of May 2007;
- completion of the hive-downs and the merger by July 2007.

The Board of Directors of Unipol resolved today to convene the Extraordinary Shareholders' Meeting to resolve upon the amendment to the corporate purpose on 23, 24 and 27 April 2007 in first, second and third call respectively.

Further details and information on the transaction will be promptly disclosed to the market and to the supervisory authorities according to the applicable rules, following approval by the competent corporate bodies of Unipol and Aurora.

Unipol is assisted by Mediobanca – Banca di Credito Finanziario, acting as financial advisor, Mc Kinsey & Company, acting as industrial advisor, Chiomenti Studio Legale, acting as legal advisor and K Studio Associato, acting as tax advisor.

Presentation of the Plan

Today at 5.30 p.m. a conference call will take place for presenting the aforesaid reorganization plan. The procedure to attend the event will be available on the Website www.unipol.it — Section 'Investor Relations'.

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Unipol Assicurazioni S.p.A

www.unipol.it

Contacts

Relations with the Media

Walter Dondi
Unipol Group Corporate Identity and Communication
Tel +39 335 8483821
w.dondi@unipol.it

Ad Hoc Communication Advisors
Alessandra Fumagalli
Tel +39 335 1415587
alessandra.fumagalli@adhoccommunication.it

Investor Relations

Adriano Donati
Unipol Group
Tel +39 051 5076166
a.donati@unipol.it

Please note that the original Press Release is in Italian. In case of doubt, the Italian version prevails.