



PRESS RELEASE

UNIPOL ACQUIRES FROM CREDIT SUISSE GROUP THE ITALIAN COMPANIES WINTERTHUR ASSICURAZIONI AND WINTERTHUR VITA, RESOLVES A CAPITAL INCREASE OF APPROXIMATELY €1,050M AND ISSUES A SUBORDINATED DEBENTURE LOAN FOR €300M.

Unipol Assicurazioni S.p.A. has reached an agreement with Credit Suisse Group to purchase its Italian insurance business represented by Winterthur Assicurazioni and Winterthur Vita.

The purchase, worth a total of €1,465m, was approved on Saturday 21 June 2003 by Unipol Assicurazioni SpA's Board of Directors and by the Board of Directors of the Parent Company Finsoe SpA. (Unipol Assicurazioni will acquire 90% of the two companies and Finsoe 10%).

In 2002 the two Companies had premium income of €2,040m (€1,317 of which was from Non-life and €723 from Life business), made a total net profit of €94.5m, with a combined ratio of 95.2% and a consolidated ROE of 20.2%. More than 95% of assets under management, which exceed €5,300m, are invested in bonds, whilst 1.5% are represented by shares. Adjusted net equity as at 31 May 2003 exceeded €650m.

In 2002 the Companies were the eighth largest Italian insurance group, with a market share of 2.3%.

This purchase strengthens Unipol's own competitive position in the Italian market, making it the fourth largest of the major Insurance Groups, with premium income of more than €8,000m and more than 6 million clients.

The Unipol Group is significantly strengthening its presence in the centre-north of Italy and in particular in the Milan market, where its subsidiary Meieaurora already operates, thus creating the conditions for further synergies amongst the Companies based in Milan and between them and Unipol's Parent Company, in various sectors of business and in particular with Unipol Banca, using to the full the special features of each undertaking, the specific characteristics of the various markets, their clients, management groups, human resources and distribution networks. It is expected that consistent savings in costs will continue to be made and that by 2006 the consolidated ROE will exceed 11%. As far as 2003 is concerned Unipol Assicurazioni is confident that it can continue its dividend policy on current levels of return on Unipol shares.

The Unipol Group used Mediobanca and Unipol Merchant as financial advisers.

These acquisitions, which are of course subject to authorization by the relevant supervisory bodies, will be financed by an increase in capital and the issue of a subordinated debenture loan for a total countervalue of around €1,350m.

In fact, under the powers conferred on it by the Extraordinary Meeting of Shareholders held on 30 April in accordance with Article 2443 of the Civil Code, Unipol Assicurazioni's Board of Directors has resolved to increase the capital by means of a share option for a total countervalue of approximately €1,050m. Based on the current share capital this operation involves issuing 251,192,175 new ordinary shares and 144,214.278 new preference shares, all with a face value of €1, cum-coupon and with the same features as those in circulation, to be offered to current shareholders at a ratio of 39 new ordinary and/or preference shares for every 50 shares in the same category held, at a price of €3.40 for each new ordinary share (€2.40 of which is the share premium) and of €1.35 for each new preference share (€0.35 of which is the share premium).

It is also intended that the exact number of ordinary and/or preference shares to be issued will be determined shortly before the offer is launched, account being taken of the actual share capital that has option rights and of the ordinary and preference warrants that may be exercised to take effect before the offer is actually launched. If, as a result of warrants being

exercised, the number of shares to be issued based on the option ratio of 39 to 50 exceeds the maximum provided for by the powers conferred under Article 2443 of the Civil Code (overall maxima of 400 million shares) the option ratio will consequently be reduced in order to comply with this limit.

It is pointed out that, insofar as the time required for processing them allows, applications to exercise these warrants presented in the month before the operation commences will take effect before the operation is actually launched and therefore all shares deriving from exercising the warrants will have option rights.

The majority shareholder, Finsoe, has undertaken to underwrite the full number of shares to which it is entitled under the option.

It is currently expected that, subject to the necessary authorizations being obtained and provided market conditions allow, the operation will take place in July 2003.

Mediobanca has stated that it is prepared to promote and set up a consortium to guarantee the successful outcome of the operation.

Unipol Assicurazioni's Board of Directors has also resolved to issue a subordinated debenture loan for a total nominal amount of €300m, maturing in twenty years' time, intended for institutional investors. The operation is subject to the prescribed authorizations; full details will be published shortly before the issue takes place.

A meeting with the financial community in Milan has been arranged for 3 July 2003 in order to illustrate the contents of the operation.

Bologna, 22 June 2003

UNIPOL ASSICURAZIONI