

Bit Market Services

Informazione Regolamentata n. 0230-63-2015	Data/Ora Ricezione 14 Ottobre 2015 17:55:05	MTA
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Oggetto : Subsidiaries Merger

Testo del comunicato

Vedi allegato.

Bologna, 14 October 2015

MERGER PLANS FOR THE INCORPORATION OF SUBSIDIARIES INTO UNIPOLSAI DEPOSITED FOR REGISTRATION WITH THE RELEVANT COMPANIES' REGISTERS

UnipolSai Assicurazioni S.p.A. ("UnipolSai", the "Acquiring Company" or the "Company") hereby announces that, following the relative authorisations issued by IVASS (i.e. the Italian Insurance Supervisory Authority) pursuant to and in accordance with Article 201 of Legislative Decree No. 209 of 7 September 2005, on the date hereof, the plans for merger by incorporation into UnipolSai have been deposited for registration with the relevant companies' registers for the subsidiaries:

- Liguria - Società di Assicurazioni - S.p.A. and Liguria Vita S.p.A. (the "Liguria Merger");
- Europa Tutela Giudiziaria S.p.A., SAI Holding Italia S.p.A., Systema Compagnia di Assicurazioni S.p.A., UnipolSai Real Estate S.r.l. and UnipolSai Servizi Tecnologici S.p.A. (the "Second Merger" and, jointly with the Liguria Merger, the "Mergers"),

approved by the Board of Directors of the Company on 7 May 2015, as well as the administrative bodies of the merging companies. These merger plans were already deposited at the registered offices of all the aforementioned companies on 30 June 2015, as notified by the press release issued by UnipolSai on such date.

The merger plans may also be consulted on the website of the Company (www.unipolsai.com) under the section *governance/merger plan of subsidiaries*, together with additional documentation required by applicable law.

Since the Acquiring Company directly holds as at the date hereof, and shall hold as at the date of conclusion of the relative merger deeds:

- with reference to the Liguria Merger, over 90% of the share capital of Liguria (which, in turn, holds as at the date hereof – and shall hold as at the date of conclusion of the Merger Deed – 100% of the share capital of Liguria Vita);
- with regard to the Second Merger, the entire share capital of each of the related merging companies,

the Mergers will take place in simplified form pursuant to law and the by-laws and therefore they will be approved by the administrative body of the Acquiring Company with separate resolutions recorded in public deed, in line with the provisions of Article 2365, Paragraph 2 of the Italian Civil Code and Article 17 of the UnipolSai Company By-Laws.

In light of the above, UnipolSai shareholders representing at least five per cent of the share capital may request, by application which must be submitted to the Company within eight days from the deposit of the merger plan with the companies' register (and therefore by 22 October 2015) – pursuant to the provisions of Article 2505, Paragraph 3, and Article 2505-bis, Paragraph 3, of the Italian Civil Code, – that the resolution to approve the Liguria Merger and/or the Second Merger be adopted by the Extraordinary Shareholders' Meeting pursuant to Article 2502, Paragraph 1, of the Italian Civil Code.

Any Shareholders interested in exercising such right must, within eight days of the date hereof, submit a specific request via registered mail with return receipt addressed to “UnipolSai Assicurazioni S.p.A., Segreteria Generale – Via Stalingrado 37, 40128 Bologna”, accompanied by certification proving ownership of the shares pursuant to Article 25 of the Bank of Italy/Consob Regulation adopted by measure dated 22 February 2008 as subsequently amended, sending documentation in advance to the email address “azionistiunipolsai@pec.unipol.it”.

Contacts

Unipol Group Press Office

Fernando Vacarini
Tel. +39/051/5077705
pressoffice@unipolsai.it

Barabino & Partners

Massimiliano Parboni
m.parboni@barabino.it
Tel. +39/335/8304078
Giovanni Vantaggi
g.vantaggi@barabino.it
Tel. +39/328/8317379

Unipol Group Investor Relations

Adriano Donati
Tel. +39/051/5077933
investor.relations@unipolsai.it

UnipolSai Assicurazioni S.p.A.

UnipolSai Assicurazioni S.p.A. is the insurance company of the Unipol Group, Italian leader in Non-Life Business, in particular in vehicle liability insurance.

Also active in Life Business, UnipolSai has a portfolio of over 10 million customers and holds a leading position in the national ranking of insurance groups with a direct income amounting to approximately €16bn, of which €8.4bn in Non-Life Business and €7.6bn in Life Business (2014 figures).

The company currently operates through 5 divisions (Unipol, La Fondiaria, Sai, Nuova MAA and La Previdente) and has the largest agency network in Italy, with more than 3,000 agencies and 6,000 sub-agencies spread across the country.

UnipolSai Assicurazioni is a subsidiary of Unipol Gruppo Finanziario S.p.A. and, like the latter, is listed on the Italian Stock Exchange, being one of the most highly capitalized securities.

Fine Comunicato n.0230-63

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