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Oggetto : Shareholders' meeting

Testo del comunicato

Vedi allegato.

Bologna, 27 April 2016

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of UnipolSai S.p.A., which met on the date hereof, approved in its ordinary session the Financial Statements of the Company as at 31 December 2015, whose contents are already known to the market.

The Shareholders' Meeting also resolved the distribution of dividends for a total of approximately €423.7m (equal to a pay-out of approximately 76%), in the amount of €0.15 per ordinary share with dividend rights.

The dividend will be payable as of 25 May 2016, with ex-dividend date on 23 May 2016 and record date on 24 May 2016.

The Shareholders' Meeting, in its Ordinary session, appointed the Board of Directors for the three financial years 2016, 2017 and 2018 and, therefore, until the Shareholders' Meeting to approve the financial statements for the year ending 31 December 2018.

More specifically, on the basis of lists presented by the majority shareholder Unipol Gruppo Finanziario S.p.A. ("UGF") and by some asset management companies and institutional investors, the Shareholders' Meeting established as 18 the number of members of the Board of Directors appointing the following:

- Mr. Francesco Berardini;
- Ms. Milva Carletti;
- Mr. Paolo Cattabiani;
- Mr. Fabio Cerchiai;
- Mr. Carlo Cimbri;
- Mr. Lorenzo Cottignoli;
- Mr. Ernesto Dalle Rive;
- Mr. Salvatore Lauria;
- Mr. Massimo Masotti;
- Ms. Maria Rosaria Maugeri;
- Ms. Maria Lillà Montagnani;
- Ms. Nicla Picchi;
- Mr. Giuseppe Recchi;
- Ms. Elisabetta Righini;
- Mr. Pierluigi Stefanini;
- Ms. Barbara Tadolini;
- Mr. Francesco Vella;
- Mr. Giorgio Ghiglieno.

The latter was appointed as first candidate on the list obtaining the second highest number of votes.

The CVs of the above Directors may be viewed on the Company's website at www.unipolsai.com – Section Governance/Shareholders meetings/Meeting April 2016 – Documents.

The Ordinary Meeting also:

- approved the Remuneration Report prepared pursuant to Article 123-*ter* of the Consolidated Law on Finance and Article 24 of ISVAP Regulation No. 39 of 9 June 2011;
- approved the Remuneration Plan based on financial instruments, pursuant to Article 114-*bis* of the Consolidated Law on Finance;
- for a period of 18 months, subject to revocation of the previous authorization, authorised the purchase and disposal of treasury shares in accordance with Articles 2357 and 2357-*ter* of the Italian Civil Code within the maximum spending limit of €100m, as well as the purchase and disposal of shares of the parent company UGF in accordance with Article 2359-*bis* of the Italian Civil Code within the maximum spending limit of €50m, as illustrated in the Directors' Report for today's Meeting;
- approved the update of the meeting regulations according to the proposal set out in the Directors' Report for today's Meeting.

Lastly, the Meeting, in its extraordinary session, approved the amendment of certain articles of the bylaws aimed at introducing the power, rather than the obligation, for the Board of Directors to appoint a Chief Executive Officer, all of which as explained in detail in the Directors' Report for today's Meeting.

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The new Board of Directors of UnipolSai thereafter proceeded with the appointment of the company officers, electing the following persons for the duration of its mandate and, therefore, up to the Meeting to approve the financial statements for the year ending 31 December 2018:

- Mr. Carlo Cimbri as Chairman;
- Mr. Fabio Cerchiali and Mr. Pierluigi Stefanini as Deputy Chairmen.

Mr. Carlo Cimbri was also appointed Director in charge of internal control and risk management, in accordance with the Corporate Governance Code for listed companies.

The Board of Directors will proceed to appoint the members of the Board Committees at a future meeting.

Sharing the need to perform a review of the current governance arrangements, the governing body approved the appointment of Mr. Matteo Laterza as General Manager of the Company, providing him with appropriate functions and powers, as it did not consider the appointment of executive bodies necessary. Mr. Laterza has gained many years of work experience within the Company and the Unipol Group, as Head of Insurance General Management and, previously, as Head of Finance General Management of UGF and Head of Finance, Life Insurance and Suretyships of UnipolSai.

The Board of Directors of UnipolSai then proceeded to verify whether the new Directors satisfied the independence requirements.

At the outcome of the evaluations made at today's board meeting – during which the positions of individual Directors were examined by applying criteria in line with international best practices which

pay particular attention to the requirement of substantive independence – the governing body attested to the satisfaction of the independence requirements, pursuant to the Code of Conduct for listed companies and pursuant to Article 147-ter of the Consolidated Law on Finance, by the following non-executive Directors: Ms. Milva Carletti, Mr. Giorgio Ghiglieno, Mr. Massimo Masotti, Ms. Maria Rosaria Maugeri, Ms. Maria Lilla Montagnani, Ms. Nicla Picchi, Mr. Giuseppe Recchi, Ms. Elisabetta Righini, Ms. Barbara Tadolini and Mr. Francesco Vella, i.e. altogether 10 independent Directors out of a total of 18.

Lastly, the Board of Directors appointed Mr. Maurizio Castellina as Manager in charge of financial reporting.

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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 €14bn, of which €7.3bn in Non-Life Business and €6.7bn in Life Business (2015 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.0230-26

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