



## PRESS RELEASE

### SHAREHOLDERS' AGM APPROVES THE 2008 ACCOUNTS

#### RESULT OF THE PURCHASE/SALE OF TREASURY SHARES AND OF SHARES IN THE PARENT COMPANY PREMAFIN FINANZIARIA APPROVED BY THE SHAREHOLDERS' MEETING OF APRIL 24, 2009

**Turin, April 24, 2009.** The Shareholders' AGM of FONDIARIA-SAI, in a meeting chaired by Jonella Ligresti, approved the 2008 annual accounts, whose results have already been announced to the market, and approved the distribution of a dividend of Euro 0.70 per ordinary share and Euro 0.752 per saving share, partly through the distribution of the net profit and for the remainder through the partial distribution of the extraordinary reserve, as detailed in the report of the directors already made public.

The dividend will be paid from May 21.

The Shareholders' AGM also appointed the Board of Directors and the Board of Statutory Auditors for the three years 2009, 2010 and 2011 and therefore until the Shareholders' AGM for the approval of the 2011 annual accounts.

The AGM, on the basis of a single slate presented by PREMAFIN FINANZIARIA – HOLDING DI PARTECIPAZIONI S.p.A., established the number of directors at 19, as follows:

- |                          |            |
|--------------------------|------------|
| • Andrea                 | Broggini   |
| • Maurizio               | Comoli     |
| • Francesco              | Corsi      |
| • Carlo                  | d'Urso     |
| • Vincenzo               | La Russa   |
| • Gioacchino Paolo       | Ligresti   |
| • Giulia Maria           | Ligresti   |
| • Jonella                | Ligresti   |
| • Consolazione Lucia Lia | Lo Vecchio |
| • Fausto                 | Marchionni |
| • Valentina              | Marocco    |
| • Enzo                   | Mei        |
| • Giuseppe               | Morbidelli |
| • Massimo                | Pini       |
| • Cosimo                 | Rucellai   |
| • Salvatore              | Spiniello  |
| • Antonio                | Talarico   |
| • Oscar                  | Zannoni    |
| • Sergio                 | Viglianisi |

Gioacchino Paolo Ligresti, Jonella Ligresti, Fausto Marchionni and Antonio Talarico are executive directors. The non-executive independent directors in accordance with article 148, paragraph 3 of Legislative Decree No. 58/98 are: Andrea Brogгинi, Maurizio Comoli, Valentina Marocco, Enzo Mei, Giuseppe Morbidelli, Cosimo Rucellai, Salvatore Spiniello and Oscar Zannoni.

Valentina Marocco and Sergio Viglianisi join the Board of Directors of FONDIARIA-SAI for the first time.

The Board of Directors, meeting after the Shareholders' AGM, confirmed Jonella Ligresti as Chairman, Giulia Maria Ligresti, Massimo Pini and Antonio Talarico as Vice Chairmen and Fausto Marchionni as Chief Executive Officer and appointed an Executive Committee of 7 Directors, comprising:

- Gioacchino Paolo Ligresti
- Giulia Maria Ligresti
- Jonella Ligresti
- Vincenzo La Russa
- Fausto Marchionni
- Massimo Pini
- Antonio Talarico

The Board of Directors also appointed the members of the Internal Control Committee comprising of Enzo Mei, Salvatore Spiniello and Maurizio Comoli.

The Meeting, on the basis of a single slate presented by PREMAFIN FINANZIARIA – HOLDING DI PARTECIPAZIONI S.p.A., appointed the Board of Statutory Auditors as follows:

- |                          |                   |
|--------------------------|-------------------|
| • Benito Giovanni Marino | Chairman          |
| • Marco Spadacini        | Statutory Auditor |
| • Antonino D'Ambrosio    | Statutory Auditor |
| • Maria Luisa Mosconi    | Alternate Auditor |
| • Rossella Porfido       | Alternate Auditor |
| • Alessandro Malerba     | Alternate Auditor |

Antonino D'Ambrosio joins the Board of Directors of FONDIARIA-SAI for the first time.

The meeting thanked the exiting Directors and Statutory Auditors.

The Meeting also authorised for a further 12 months the purchase/sale of treasury shares, and of shares in the parent company PREMAFIN FINANZIARIA, with investment limits of Euro 7.5 million and Euro 0.75 million respectively.

Pursuant to article 144-bis of the Issuers' Regulations, the results are reported of the purchase/sale of treasury shares and of shares in the parent company Premafin Finanziaria approved by the Shareholders' AGM of April 23, 2008.

In particular, on the completion of the purchase/sale programme (the last of which took place on November 27, 2008), FONDIARIA-SAI acquired a total of 3,200,000 ordinary treasury shares, for a total value of Euro 64,301,707.26 at an average price of Euro 20.094. In the same period FONDIARIA-SAI did not undertake any sales of ordinary treasury shares or purchase/sale of savings treasury shares.

In the same period FONDIARIA-SAI did not undertake any purchase/sale of shares in the parent company PREMAFIN FINANZIARIA.

Finally, the Shareholders' AGM approved the proposals made by the Board on the matters on the Agenda, as contained in the report of the directors already published.

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