

PRESS RELEASE

SHAREHOLDERS' AGM APPROVES THE 2009 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 23, 2010. The Shareholders' AGM of FONDIARIA-SAI, in a meeting chaired by Jonella Ligresti, approved the 2009 annual accounts, whose results have already been announced to the market, and approved the distribution of a dividend of Euro 0.40 per ordinary share and Euro 0.452 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 Directors' Report already made public.

The dividend will be paid from May 27.

The Shareholders' AGM, on the proposal of the shareholder Premafin Finanziaria in the days preceding the Shareholders' AGM and published on the internet site of the Company, in replacement for the untimely death of Mr. Zannoni, also appointed Mr. Graziano Gianmichele Visentin to the Board of Directors. He qualifies as a non-independent director.

For the reasons outlined in detail in the Directors' Report already published, the Shareholders' AGM revoked the residual auditing appointment conferred to Deloitte & Touche S.p.A. for the years of 2010 and 2011 and conferred the appointment to Reconta Ernst & Young S.p.A for the period 2010-2018, in order to – as previously stated – align the time period of the audit appointment with that of the parent company Premafin Finanziaria in accordance with applicable regulations.

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 3.75 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 24, 2009.



In the period considered FONDIARIA-SAI did not undertake any purchase/sale of ordinary and/or savings shares, nor the purchase/sale of shares in the parent company Premafin Finanziaria.

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