RESOLUTIONS OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 27, 2011

RESULT OF THE PURCHASE/SALE OF TREASURY SHARES AND OF SHARES IN THE PARENT COMPANIES FONDIARIA-SAI AND PREMAFIN FINANZIARIA APPROVED BY THE SHAREHOLDERS' MEETING OF APRIL 22, 2010

PRESS RELEASE
pursuant to Article 114 of Legislative Decree No. 58/98

Milan, April 27, 2011 – Shareholders' Meeting of Milano Assicurazioni, meeting today, chaired by Mr. Emanuele Erbetta, firstly approved the 2010 financial statements, whose content has already been communicated to the market, as reported in the directors' report previously made public.

The Shareholders' AGM also appointed the Board of Directors and the Board of Statutory Auditors for the three years 2011, 2012 and 2013 and therefore until the Shareholders' AGM for the approval of the 2013 annual accounts.

In particular, the Shareholders' Meeting, on the basis of a single slate presented by Fondiaria-SAI S.p.A., confirmed the number of directors as 19, as follows:

- Umberto BOCCHINO
- Maurizio Carlo BURNENGO
- Angelo CASO'
- Barbara DE MARCHI
- Maurizio DI MAIO
- Emanuele ERBETTA
- Mariano FREY
- Giuseppe LAZZARONI
- Gioacchino Paolo LIGRESTI
- Giulia Maria LIGRESTI
- Jonella LIGRESTI
- Davide MAGGI
- Nicola MIGLIETTA
- Aldo MILANESE
- Massimo PINI
- Salvatore RUBINO
- Simone TABACCI
- Antonio TALARICO
- Alessandra TALARICO

10 directors out of 19 are independent in accordance with the Self-Governance Code of listed companies and in accordance with Article 148, paragraph 3 of Legislative Decree No. 58/98, specifically: Umberto Bocchino, Maurizio Carlo Burnengo, Angelo Casò, Maurizio Di Maio, Mariano Frey, Giuseppe Lazzaroni, Davide Maggi, Nicola Miglietta, Aldo Milanese and Simone Tabacci.

The meeting thanked the exiting Directors.

The following joined the Board of Directors of MILANO ASSICURAZIONI for the first time: Maurizio Carlo Burnengo, Angelo Casò, Giuseppe Lazzaroni, Davide Maggi, Nicola Miglietta and Aldo Milanese.

In highlighting the main points of the 2010 financial statements, the Chief Executive Officer reported upon some operating data for the first quarter of 2011. The average premium of the Motor TPL class, compared to January 1, 2010, increased by 9.3%, with a contraction in the portfolio of 8.9%, in line with the scheduled actions. On the other hand, the number of claims compared to the same period of the previous year decreased by 16.6%. The first technical indications bode well for the re-launch of the Group.

The Board of Directors' meeting after the Shareholders' Meeting, appointed Angelo Casò as Chairman, Gioacchino Paolo Ligresti as Vice Chairman and Emanuele Erbetta as Chief Executive Officer.

The Board also assigned powers to the Chief Executive Officer Emanuele Erbetta. The Chairman is assigned the role of sole legal representative in accordance with the by-laws.

The Board of Directors appointed an Executive Committee comprised of 8 Directors, specifically:

- Angelo CASO'
- Gioacchino Paolo LIGRESTI
- Emanuele ERBETTA
- Umberto BOCCHINO
- Maurizio Carlo BURNENGO
- Giulia Maria LIGRESTI
- Massimo PINI
- Antonio TALARICO

The Board of Directors also appointed as members of the Internal Control Committee the Directors: Mariano FREY, Davide MAGGI and Aldo MILANESE, all of whom independent.

The Board appointed Mr. Pier Giorgio BEDOGNI as the Executive Responsible for the preparation of the corporate and accounting documents.

The Shareholders' Meeting, based on the only slate presented by FONDIARIA-SAI S.p.A., then appointed the Board of Statutory Auditors for the three year period 2011, 2012, 2013 and therefore, until the Shareholders' Meeting for the approval of the 2013 annual accounts, in the persons of:

- Giovanni OSSOLA Chairman
- Maria Luisa MOSCONI Statutory Auditor
- Alessandro RAYNERI Statutory Auditor
- Giuseppe ALDE' Alternate Auditor
- Claudio DE RE Alternate Auditor
- Michela ZEME Alternate Auditor

The Meeting also authorised for a further 12 months the purchase/sale of treasury shares, and of shares in the direct parent company Fondiaria-SAI and the indirect parent company Premafin Finanziaria, with investment limits of Euro 10 million, Euro 2.5 million and Euro 0.5 million respectively.

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Pursuant to article 144-bis of the Issuers' Regulations, the results are reported of the purchase/sale of treasury shares and in the parent companies Fondiaria-SAI and Premafin Finanziaria approved by the Shareholders' AGM of April 22, 2010.

In the period considered Milano Assicurazioni did not undertake any purchase/sale of treasury shares or of shares in the direct parent company Fondiaria-SAI or the indirect parent company Premafin Finanziaria.

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The extraordinary shareholders' meeting today approved, subject to authorisation by Isvap:

- to remove, in accordance with Articles 2328 and 2346 of the civil code, indications of the nominal value of ordinary and savings shares comprising the share capital, currently Euro 0.52 in accordance with Article 6 of the by-laws, therefore not expressing a nominal value of such shares;
- the conferment to the Board of Directors, in accordance with Article 2443 of the Civil Code, of the power to undertake a paid-in divisible share capital increase by December 31, 2011 for a total maximum amount, including any share premium, of Euro 350,000,000, through the issue of ordinary and saving shares with the same rights as those in circulation, to be offered as options respectively to ordinary and saving shareholders, while authorising the widest possible powers for the Board of Directors to establish, within the limits set out above and in compliance with applicable regulations and the terms and conditions of the share capital increase, including the number and issue price of the new shares.

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CONSOB request as per prot. 11034666 of April 21, 2011, in accordance with Article 114, paragraph 5 of Legislative Decree 58 of 1998.

INFORMATION PROVIDED BY THE DIRECTORS TO THE SHAREHOLDERS' MEETING

In relation to the Consob request of April 21, 2011, in accordance with Article 114, paragraph 5 of Legislative Decree No. 58/98, the following information was provided to the Shareholders' Meeting:

Point 1)
Motivation, reasoning and interests affecting the Board of Directors' decision to propose a share capital increase, considering the direction and control activities of Fondiaria-SAI

The proposal to the Shareholders' Meeting to delegate to the Board of Directors, in accordance with Article 2443 of the civil code, the power to approve a share capital increase was taken to enable a strengthening of the capital base of the Milano Assicurazioni Group following the recent results returned within the current difficult insurance and financial market environment and is considered, together with any further options undertaken which concern non-strategic assets both of the Company and of the parent company Fondiaria-SAI, as part of the wider capital strengthening of the Fondiaria-SAI insurance group.

Milano Assicurazioni represents an important part of the wider insurance group headed by Fondiaria-SAI, with benefits deriving to the Company in terms of synergies, economies of scale and operating efficiencies, as well as more in general, in terms of overall solidity of the group.

In addition to the motivations and interests of Milano Assicurazioni concerning the share capital increase, as detailed in point 2 which follows, the proposed operation contributes also to strengthening of the consolidated solvency margin of Fondiaria-SAI by approx. 9 percentage points, with positive effects, as stated above, in addition to the Fondiaria-SAI group, for Milano Assicurazioni and for the group to which it belongs.

Point 2)
The interests of Milano Assicurazioni in relation to the share capital increase, independently of the evaluation of the requirements of the parent company Fondiaria-SAI in relation to the Fondiaria-SAI Group solvency objectives

Milano Assicurazioni, at consolidated level, in the years 2010 and 2009 recorded losses respectively of Euro 668.7 million and Euro 140 million, compared to a profit in 2008 of Euro 167.9 million.

The 2010 consolidated result was impacted by the increased strengthening compared to previous years of the civil responsibility classes claims reserve, principally due to the rolling out across Italy of the Physical Injury compensation tables, originally adopted by the Milan Court, as well as due to increased insurance fraud.

The 2010 consolidated result was also affected by the continued weakness of the sector and the poor performance of the financial markets which contributed to a significant deterioration in the technical result of the Non-Life classes, as well as the financial management result with a drop in returns from all types of investments, impairments on Available for Sale financial assets and the losses of some subsidiaries and/or operating investments in the non insurance sectors.

In this situation, the over Euro 800 million of consolidated losses recorded by Milano Assicurazioni over the last two years have contributed, in the same period, to a deterioration in the consolidated solvency margin of approx. 44 percentage points. In particular, the consolidated solvency margin decreased from 199.7% (December 31, 2008) to 155.3% (December 31, 2010) and despite the positive effects in 2010 of Decree No. 225 of December 29, 2010 enacted into Law No. 10 of February 26, 2011 (under the so-called "Fast-Track Decree").

Therefore considering:

- the forecast net result of the Milano Assicurazioni group for 2011 (Group net profit of approx. Euro 50 million), as communicated to the market on January 27;
- the uncertainties surrounding the execution at sufficiently remunerative terms of the sales of non-strategic assets and the reduction of the consolidation scope considered in 2010 (sale of the Sasa division and the subsidiary Liguria Assicurazioni);
- the circumstances under which the principal macroeconomic elements responsible for the deterioration both of the technical insurance result and the impairments and the decrease in financial investment returns (principally relating to the poor global economic-financial environment) do not appear to have fully run their course;
- the will of the Milano Group to concentrate on the core business, focussing on its insurance assets;
- the positive effect of the proposed share capital increase on the consolidated solvency margin expected at December 31, 2011 of 44 percentage point vs. December 31, 2010.

the proposed share capital increase will contribute to bringing the forecast consolidated solvency margin at the end of 2011 to historic levels, particularly in light of Solvency II, and therefore will allow Milano Assicurazioni to approach with greater confidence – and granting the time necessary for the global economic situation to unequivocally improve – the evaluation of the best means and conditions for further capital strengthening in the form of the sale of non-strategic assets.

Point 3)
Allocation of funds from the share capital increase

The funds from the share capital increase will be invested in accordance with the criteria of the Issuer and therefore prevalently to increase the securities portfolio, principally bonds, establishing a correct balance between liquidity and profitability. In addition, the funds from the share capital increase may be utilised, in accordance with the needs which will become apparent after the share capital increase, for the industrial purposes of Milano Assicurazioni and/or its subsidiaries (such as for example action to support the competitive strengthening process and/or reorganisation of the subsidiaries Liguria Assicurazioni S.p.A. and Dialogo Assicurazioni S.p.A., which recorded particularly poor results in 2010), or, where appropriate market conditions exist, to optimise the financing of the Milano Assicurazioni group.

Point 4)
Method to establish the share issue price

The Board of Directors will have the power, subject to all legal necessary authorisations, to establish the terms and conditions for the share capital increase and its execution, in accordance with the terms indicated in the "Board of Directors' report on the matters on the agenda of the extraordinary shareholders' meeting" submitted to you and therefore to establish, even in a relatively short time before the offer of options:

- the share issue price based on the theoretical ex-rights price (TERP) of the Milano Assicurazioni share and calculated according to current accepted methodologies, discounted by the Board of Directors according to the market conditions at the time of the launch of the operation, on the performance of the Milano Assicurazioni share in the period preceding the launch, as well as based on market practices for similar operations and the general performance of the Company;
- the exact number of shares to be issued and the relative number of options.

Point 5)
Composition of the guarantee consortium

In relation to the agreements undertaken with Credit Suisse (Europe) Securities Limited and Unicredit Bank AG, Joint Global Coordinator and Joint Bookrunner, as well as advisor, which guarantee the Milano Assicurazioni share capital increase, Credit Suisse and Unicredit Bank AG, in line with the share capital increase of the parent company Fondiaria-SAI, subsequently extended the guarantee consortium with the inclusion of Keefe, Bruyette & Woods and The Royal Bank of Scotland N.V. (London Branch) as the Joint Lead Managers and Banca Akros S.p.A., the Banco Popolare di Milano Group and Equita SIM S.p.A. as the Co-Lead Managers.

The resolutions of Unicredit Bank AG concerning the guarantee commitments contained in the pre-underwriting agreement which was the subject of the press release of the Issuer on March 23 were approved by the Management Board and the Supervisory Board of Unicredit Bank AG in accordance with Article 136 of Legislative Decree 385/93.

Point 6)
Any shareholders and/or third parties who have expressed availability to subscribe to the newly issued shares

No shareholders have declared an interest in subscribing to the newly issued shares except for Fondiaria-SAI S.p.A. which, as already communicated to the market, undertook an irrevocable commitment to subscribe to the capital increase of Milano Assicurazioni such as to maintain, at the outcome of the above-stated capital increase, a holding of at least 55% of the ordinary shares. This commitment is today estimated at approx. Euro 150 million.

No third parties have expressed their availability to subscribe to the newly issued shares.

CONSIDERATIONS OF THE BOARD OF STATUTORY AUDITORS IN RELATION TO THE DIRECTORS' RESPONSES

In relation to the Consob request of April 21, 2011 in accordance with Article 114, paragraph 5, of Legislative Decree No. 58/98, the Board of Statutory Auditors, in accordance with their duties and to the best of their knowledge, provided the Shareholders' Meeting with complete considerations of the information provided by the Directors in relation to that stated at sub points 1), 2) and 3).

Point 1)
Motivation, reasoning and interests affecting the Board of Directors' decision to propose a share capital increase, considering the direction and control activities of Fondiaria-SAI

The Board considers that the capital increase would have sufficient benefit for Milano Assicurazioni S.p.A. following the 2010 results which stemmed from a combination of factors which negatively impacted the industrial and financial conditions.

In addition, in consideration of the new European solvency rules for insurance companies, the capital strengthening is considered also a competitive requirement.

It must also be considered that when a Company forms part of a Group, the behaviour of the individual entities reciprocally affects the performance and market position of all the other entities.

The indirect strengthening of the solvency margin of the parent company does not change the considerations above and the opportunity to improve the individual solidity of Milano Assicurazioni.

Point 2)
The interests of Milano Assicurazioni in relation to the share capital increase, independently of the evaluation of the requirements of the parent company Fondiaria-SAI in relation to the Fondiaria-SAI Group solvency objectives

The decision of the directors to turn to the market instead of selling existing assets is considered a strategic decision.

The sale of the Liguria-Sasa insurance entity would result in a reduction in market share which the Directors consider not to be justified by the possible proceeds attained.

The capital increase will allow a significant recovery in the solvency margin in consideration of the application of Solvency II, allowing the Company to improve its reputation for solidity within the market and with existing and potential clients in comparison to the competition.

In any case, the prudent decision to proceed with a significant share capital increase is based also on the outlook of the Directors that the current financial crisis has not yet run its course, at least in relation to the insurance sector.

Therefore the Board of Statutory Auditors agrees with the decision to strengthen the Company's capital base.

Point 3)
Allocation of funds from the share capital increase

In relation to the use of the proceeds from the share capital increase which the Board of Directors indicated in their considerations, the Board of Statutory Auditors agrees with its suitability in relation to the types of investments earmarked, principally bond securities and strategic investments in insurance sector subsidiaries, and the goal to optimise the cost of debt.

It will be the duty of the Board of Statutory Auditors to verify that the indications provided will be complied with.

Where Directors decide to carry out transactions with related parties, the Board of Statutory Auditors, the Internal Control Committee and the Board of Directors, with particular reference to the independent directors, must, each in accordance with their duties, ensure compliance with the procedures adopted in accordance with CONSOB Resolution No. 17221 of March 12, 2010, amended with resolution No. 17389 of June 23, 2010.

In conclusion, based on the above-indicated points, the duty of the Board of Statutory Auditors in general is to - without affecting management choices - supervise compliance with law and the by-laws, with the principles of correct management, on the adequacy of the IT-accounting and control system and on the manner of implementation of the governance rules, in order to permit investors to make decisions in relation to the allocation of their resources based on the most transparent and reliable information possible.

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The Executive Responsible for the preparation of the corporate accounting documents, Pier Giorgio Bedogni, declares in accordance with article 154 bis, paragraph 2, of the Consolidated Finance Act, that the information contained in the present press release corresponds to the underlying accounting documents.

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