

PRESS RELEASE

RESOLUTIONS OF THE SHAREHOLDERS' AGM OF APRIL 29, 2013

Bologna, April 29, 2013. The Shareholders' AGM of Milano Assicurazioni S.p.A. today approved the 2012 Annual Accounts, which have already been communicated to the market.

The Meeting also appointed the Board of Directors for the three years 2013, 2014 and 2015 and, therefore, until the approval of the 2015 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 9, as follows:

Fabio CERCHIAI
Pierluigi STEFANINI
Carlo CIMBRI
Daniele FERRÈ
Germana RAVAIOLI
Carla ANGELA
Cristina DE BENETTI
Gianluca BRANCADORO
Antonio RIZZI.

Based on the declarations made on accepting their candidatures 6 directors out of 9 are independent in accordance with the Self-Governance Code of listed companies and Article 148, paragraph 3 of the Consolidated Finance Act, specifically: Daniele FERRÈ, Germana RAVAIOLI, Carla ANGELA, Cristina DE BENETTI, Gianluca BRANCADORO and Antonio RIZZI.

The Board of Directors at the next meeting will formally verify the independence of the qualifying Directors, in addition to appointing the Corporate Boards and the members of the Board Committees.

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The Shareholders' AGM also:

- approved the adoption of shareholder meeting regulations as proposed by the Board of Directors;

- approved, as per the version published before the Shareholders' Meeting, the Remuneration Report prepared in accordance with Article 123-*ter* of the Consolidated Finance Act (CFA) and Article 24 of ISVAP Regulation No. 39 of June 9, 2011 and the share-based incentive plan – pursuant to Article 114-bis of the CFA - which establishes for the allocation of Unipol Gruppo Finanziario S.p.A. shares at the end of the three-year Industrial Plan of the Unipol Group, with vesting period commencing from 2016 and for two subsequent years;
- authorised for a period of 18 months from today, the purchase and utilisation of treasury shares, pursuant to Articles 2357 and 2357-*ter* of the Civil Code and for a maximum amount of Euro 25 million, as outlined in the Directors' Report presented to the Shareholders' Meeting.

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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 direct parent company FONDIARIA-SAI S.p.A. and in the indirect parent company Premafin HP S.p.A. approved by the Shareholders' AGM of April 23, 2012.

In the period considered, Milano Assicurazioni did not undertake any purchase/sale of ordinary and/or savings shares, nor the purchase/sale of ordinary and/or savings shares in the direct parent company FONDIARIA-SAI S.p.A., or the purchase/sale of ordinary and/or savings shares in the indirect parent company Premafin HP S.p.A..

Milano Assicurazioni S.p.A.

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