

NOTICE
(16th JULY 2010)

TO THE MEMBERS OF CENTRAL
COUNTERPARTY GUARANTEE SYSTEM

Subject: *Offsetting of Contractual Positions in fail Positions on Fondiaria Sai shares*

Dear Sirs,

Taking into consideration the market conditions of Fondiaria Sai shares in relation to the capital increase, in order to ensure the system stability, and also to minimise the financial and administrative effects on the Members due to potential high volumes of failed Contractual Positions, CC&G will allow the compensation of the failed Contractual Positions on Fondiaria Sai shares, CC&G has established the following.

Pursuant to article B.7.1.1, paragraph 6 of the *Instructions*, from today 16th July 2012, CC&G will allow the off-setting of contractual positions in fail on Fondiaria Sai ordinary and saving shares.

Off-setting will be granted upon Members' request, according to the terms and methods outlined in the Notice dated July, 15th 2011, available on CC&G's website and explained in the attachment.

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For further information please contact CC&G by phone on +39.06.323.95.303 or alternatively by email: helpdesk.settlement@cgc.it.

Yours faithfully,

CASSA DI COMPENSAZIONE
E GARANZIA SPA

Enclosure

Terms and methods of offsetting of contractual positions in fail on Fondiaria Sai shares

Pursuant to Article B.7.1.1 paragraph 6, offsetting can be requested by the Direct Clearing Member¹ in relation to the failed Contractual Positions (below *transactions*) on Fondiaria Sai ordinary and saving shares concerning the same Member, starting from *transactions* with end of validity date from 20 July 2010 to 29 July 2010 with the settlement date of the receive transaction is earlier, no more than July, 16th 2012 and August, 1st 2012, if:

- a) the receipt *transaction* has been in the gross settlement cycle for at least five open market days (S²+4);
- b) the delivery *transaction* has been in the gross settlement cycle for a maximum of four open market days (S+3/S+2/S+1).

The offsetting request can be only put forward the fifth “recycling” day (below S+4) of the first of the opposite two *transactions* subject to off-set, it must be sent in advance via e-mail to CC&G by 2.00 pm (CET).

The offsetting request must also be confirmed no later than 2.30 pm (CET) of S+4, by sending the form here attached.

After the closing of the gross settlement cycle of S+4, CC&G provided at offsetting of the opposite *transactions*.

Whereas one of the two opposite *transactions* should have settled, removing the offsetting necessity, CC&G will proceed to insert a *transaction* with the remainder securities for the following gross settlement cycle.

Whereas the quantity of securities of one of two offsetting opposite *transactions* is greater than the quantity of the other, CC&G provides a) execute the Buy-In against the Direct Clearing Member if non derivative Financial Instruments related to the delivery transaction is greater than the quantity to be received;

The notices in relation to the offsetting process will be sent by e-mail to the Direct Clearing Member.

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¹ Please note that Direct Clearing Member can provide their Settlement Agent with a mandate to manage on their behalf the offsetting according to article B7.1.1, paragraph 6, of the *Instructions*, by filling in form MOD. ACC01 attached to CC&G’s Notice dated July, 15th 2011. In addition the Contractual Representative, by virtue of the powers vested in him, can delegate the exercise - in a non-electronic form - of management powers relating to offsetting claims, by filling in the form MOD. ACC02 attached to CC&G’s Notice dated July, 15th 2011.

² S = Settlement Date.