

Supplement dated 13 February 2018 to the Base Prospectus dated 2 February 2018



UNIPOLSAI ASSICURAZIONI S.p.A.

(incorporated with limited liability in the Republic of Italy)

€3,000,000,000

Euro Medium Term Note Programme

This supplement (the **Supplement**) to the base prospectus dated 2 February 2018 (the **Base Prospectus**) constitutes a supplement to a base prospectus for the purposes of article 13 of Chapter I of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities (the "**Prospectus Act 2005**") and is prepared in connection with the Euro Medium Term Note Programme (the "**Programme**") of UnipolSai Assicurazioni S.p.A. (**UnipolSai** or the **Issuer**). This document is supplemental to, and should be read in conjunction with, the Base Prospectus issued by the Issuer. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the Commission de Surveillance du Secteur Financier (the "**CSSF**") in its capacity as competent authority under the Prospectus Act 2005 to approve this Supplement under the Prospectus Act 2005.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below. References to page numbers are to the pages of the Base Prospectus.

Purpose of the Supplement

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive in order to: (A) update the section of the Base Prospectus entitled "*Documents Incorporated by Reference*" to incorporate by reference (i) the press release dated 9 February 2018 of UnipolSai announcing examination by the Board of Directors of the Group's preliminary consolidated results for the 2017 financial year; and (ii) the presentation relating to the preliminary consolidated results of the Group for the 2017 financial year, dated 9 February 2018 and headed "*FY17 Preliminary Consolidated Results Unipol and UnipolSai*"; and (B) update the section of the Base Prospectus entitled "*Description of the Issuer*".

(A) DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled “*Documents incorporated by reference*” on page 34 of the Base Prospectus, which section shall therefore be integrated by the following.

The following information has been filed with the CSSF and by virtue of this Supplement shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus:

1. press release headed “UnipolSai: Preliminary consolidated results of 2017 examined” issued by the Issuer on 9 February 2018 (the “**Preliminary Consolidated Results Press Release**”); and
2. presentation relating to the preliminary consolidated results of the Group for the 2017 financial year, dated 9 February 2018 and headed “*FY17 Preliminary Consolidated Results Unipol and UnipolSai*”.

The Issuer confirms that the figures contained in the Preliminary Consolidated Results Press Release dated 9 February 2018 are substantially consistent with the final figures to be published in the next annual audited financial statements. The unaudited results (the audit procedures by statutory auditors are in progress) for year ended 31 December 2017 have been compiled on the basis of the same accounting principles, standards and assumptions utilized for the preparation of the consolidated financial statements of the Issuer for the year ended 31 December 2016 in all material respects.

(B) DESCRIPTION OF THE ISSUER

1. The sub-section headed “Recent Developments” (on pages 136 – 138 of the Base Prospectus), in the section entitled “Description of the Issuer” shall be integrated by the following:

Board examination of 2017 preliminary consolidated results

On 8 February 2018, the Board of Directors of UnipolSai examined the preliminary consolidated results of UnipolSai as at and for the year ended 31 December 2017. The press release announcing such preliminary consolidated results is incorporated by reference into this Base Prospectus.

The draft consolidated and non-consolidated financial statements of UnipolSai for the 2017 financial year will be approved by the Board of Directors at a meeting scheduled for 22 March 2018. UnipolSai’s non-consolidated financial statements as at and for the year ended 31 December 2017 will be submitted to shareholder approval at the shareholders’ meeting to be convened by the Board of Directors, such shareholders’ meeting is expected to take place on 23 April 2018.

2. The sub-section headed “Own funds and capital requirement coverage ratios” (on pages 141 – 142 of the Base Prospectus), in the section entitled “Description of the Issuer” shall be integrated by the following:

The following table shows the amount of own funds eligible to cover capital requirements, with a breakdown by individual tiering level; the capital requirements (SCR and MCR); and the coverage ratios of the capital requirements, in each case of UnipolSai at solo level and calculated (where applicable) on the basis of the Partial Internal Model as at 31 December 2017.

	Total	Tier 1 unrestricted	31 December 2017 Tier 1 restricted	Tier 2	Tier 3
<i>(euro in millions, except for ratios)</i>					
Eligible amount of own funds					
Total eligible own funds to meet SCR	7,694.2	5,565.6	1,232.8	895.8	0
Total eligible own funds to meet MCR	7,085.8	5,565.6	1,232.8	287.3	
SCR, MCR and Capital Requirement coverage ratios					
Solvency Capital Requirement (SCR)	3,192.2				
Minimum Capital Requirement (MCR)	1,436.5				
Ratio of Eligible own funds to SCR	2.41				
Ratio of Eligible own funds to MCR	4.93				

The following table sets forth the amount of own funds eligible to cover capital requirements, with a breakdown by individual tiering level; the capital requirements (SCR and MCR); and the coverage ratios of the capital requirements, in each case, calculated on the basis of the Undertaking Specific Parameters, at Unipol Group level on the basis of its Solvency II scope of consolidation pursuant to Article 216-ter of the Italian Code of Private Insurance as at 31 December 2017.

	Total	Tier 1 unrestricted	31 December 2017 Tier 1 restricted	Tier 2	Tier 3
<i>(euro in millions, except for ratios)</i>					
Eligible amount of own funds					
Total eligible own funds to meet SCR	7,106.5	5,072.8	1,028.9	874.7	130.1
Total eligible own funds to meet MCR	5,556.4	4,115.7	1,028.9	411.8	
SCR, MCR and Capital Requirement coverage ratios					
Solvency Capital Requirement (SCR)	4,670.5				
Minimum Capital Requirement (MCR)	2,058.8				
Ratio of Eligible own funds to SCR	1.52				
Ratio of Eligible own funds to MCR	2.70				

The following table sets forth the amount of own funds eligible to cover capital requirements, with a breakdown by individual tiering level; the capital requirements (SCR and MCR); and the coverage ratios of the capital requirements, in each case, calculated on the basis of Economic Capital (being the measure of absorbed capital calculated on the basis of the principles and models applied in the Partial Internal Model and having operational value), at Unipol Group level on the basis of its Solvency II scope of consolidation pursuant to Article 216-ter of the Italian Code of Private Insurance as at 31 December 2017.

	Total	31 December 2017			Tier 3
		Tier 1 unrestricted	Tier 1 restricted	Tier 2	
<i>(euro in millions, except for ratios)</i>					
Eligible amount of own funds					
Total eligible own funds to meet SCR	7,082.1	5,146.9	1,047.5	802.3	85.5
Total eligible own funds to meet MCR	5,595.6	4,189.8	1,047.5	358.3	
SCR, MCR and Capital Requirement coverage ratios					
Solvency Capital Requirement (SCR)	4,195.8				
Minimum Capital Requirement (MCR)	1,791.5				
Ratio of Eligible own funds to SCR	1.69				
Ratio of Eligible own funds to MCR	3.12				

Figures as at 31 December 2017 illustrated in the tables above are to be considered as preliminary since the Supervisory Authorities will be notified of the definitive results pursuant to the timescales provided under prevailing law.

The following table sets forth the main components of the Solvency Capital Requirement of UnipolSai calculated (where applicable) on the basis of the Partial Internal Model as at 31 December 2017.

	31 December 2017	
	<i>(euro in thousands)</i>	
Risk Categories		
Non-Life and health underwriting risk		2,011,312
Life underwriting risk		161,060
Market risk		2,199,077
Credit risk		373,388
Diversification		-937,119
Basic Solvency Capital Requirement		3,807,719
Operational risk		493,839
Ring Fenced Funds		25,720
Loss absorbing capacity of technical provisions		-299,514
Loss absorbing capacity of deferred taxes		-893,539
Model Adjustment		58,014
SCR		3,192,237

The following table sets forth the main components of the Solvency Capital Requirement at the Unipol Group level on the basis of its Solvency II scope of consolidation pursuant to Article 216-ter of the Italian Code of Private Insurance, calculated on the basis of Undertaking Specific Parameters and on the basis of Economic Capital (being the measure of absorbed capital calculated on the basis of the principles and models applied in the Partial Internal Model and having operational value), as at 31 December 2017.

	31 December 2017	
	Undertaking Specific	Economic Capital
	Parameters	
<i>(euro in thousands)</i>		
Non-Life and health underwriting risk	2,108,746	2,105,588
Life underwriting risk	453,451	194,172
Market risks	3,791,760	2,159,054
Credit risk	425,395	323,237
Diversification	-1,609,459	-1,075,073
Basic Solvency Capital Requirement	5,169,892	3,706,978
Operational risk	601,921	562,115
Ring Fenced Funds	29,747	29,223
Loss absorbing capacity of technical provisions	-811,094	-321,603
Loss absorbing capacity of deferred taxes	-1,076,471	-884,322
SCR of foreign subsidiaries	-	346,938
Diversified SCR	3,913,994	3,439,329

SCR of other related undertakings (SCR OT)	97,215	97,215
Banking Group's capital requirement	659,294	659,294
SCR	4,670,503	4,195,837

Figures as at 31 December 2017 illustrated in the tables above are to be considered as preliminary since the Supervisory Authorities will be notified of the definitive results pursuant to the timescales provided under prevailing law.

3. The sub-section headed “*SCR sensitivities*” (on page 143 of the Base Prospectus), in the section entitled “*Description of the Issuer*” shall be integrated by the following:

The following table illustrates the sensitivities, as at 31 December 2017, expressed (in basis points) as a measure of their impact on UnipolSai’s Solvency II ratio at solo level calculated on the basis of the Partial Internal Model.

Type of risk	Shift upwards/downwards with respect to the central scenario	Impact on Solvency II ratio
		31 December 2017
Shift upward of the interest yield curve	+50 bps	-2 bps
Shift downward of the interest yield curve	-10 bps	+11 bps
	interest rate: +25 bps	
Shock on yield	credit spread: +50 bps	-6 bps
Shock on equity market	-20%	-1 bps
Shock on property market	-15%	-6 bps

The following table illustrates the sensitivities, as at 31 December 2017, expressed (in basis points) as a measure of their impact on Solvency II ratio at Unipol Gruppo level on the basis of its Solvency II scope of consolidation pursuant to Article 216-ter of the Italian Code of Private Insurance and calculated on the basis of the Standard Formula and Undertaking Specific Parameters.

Type of risk	Shift upwards/downwards with respect to the central scenario	Impact on Solvency II ratio
		31 December 2017
Shift upward of the interest yield curve	+50 bps	+1 bps
Shift downward of the interest yield curve	-10 bps	0 bps
	interest rate: +25 bps	
Shock on yield	credit spread: +50 bps	-6 bps
Shock on equity market	-20%	-2 bps
Shock on property market	-15%	-6 bps

The following table illustrates the sensitivities, as at 31 December 2017, expressed (in basis points) as a measure of their impact on Solvency II ratio at Unipol Gruppo level on the basis of its Solvency II scope of consolidation pursuant to Article 216-ter of the Italian Code of Private Insurance and calculated on the basis of the Economic Capital (being the measure of absorbed capital calculated on the basis of the principles and models applied in the Partial Internal Model and having operational value).

Type of risk	Shift upwards/downwards with respect to the central scenario	Impact on Solvency II SCR ratio
		31 December 2017
Shift upward of the interest yield curve	+50 bps	-1 bps
Shift downward of the interest yield curve	-10 bps	+5 bps
	interest rate: +25 bps	
Shock on yield	credit spread: +50 bps	-5 bps
Shock on equity market	-20%	-1 bps
Shock on property market	-15%	-6 bps

Figures as at 31 December 2017 illustrated in the tables above are to be considered as preliminary since the Supervisory Authorities will be notified of the definitive results pursuant to the timescales provided under prevailing law.

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Copies of this Supplement will be available (i) free of charge at the registered office of the Issuer and from the specified office of the Paying Agent for the time being in Luxembourg; and (ii) on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

To the extent that there is any inconsistency between (a) any statement in or incorporated by reference into this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

The date of this Supplement to the Base Prospectus dated 2 February 2018 is 13 February 2018.