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**TO BE RELEASED ON 7 AUGUST 2009 BY 07.30 H CET**

**USI Group Holdings AG, Zurich  
Reduction of Nominal Value and Capital Increases 2009**

Zurich, 7 August 2009 – At the annual general meeting of USI Group Holdings AG (“USI” or the “Company”) on 26 May 2009 it was resolved, among other things, to reduce USI’s share capital from CHF 64,619,735.50 to CHF 57,222,749.70 by means of a reduction of the nominal value of each of USI’s registered shares from CHF 77.75 to CHF 68.85.

The ex-date for the payment to shareholders of the proceeds arising from the reduction of the nominal value (the “Payment Proceeds”), and the first trading day for USI’s registered shares with the new nominal value of CHF 68.85 each, will be 20 August 2009.

The Payment Proceeds may be reinvested by shareholders in further registered shares of USI. The Company intends to increase the USI share capital by issuing up to 63,932 new registered shares with a nominal value of CHF 68.85 each out of the authorized share capital, thereby increasing USI’s share capital up to a maximum of CHF 61,624,467.90.

The registered shares to be issued must be paid for in cash. The subscription rights of existing shareholders have been protected and registered shares will be offered to existing shareholders tentatively from 25 August 2009 (ex-date) up to and including 12.00 noon CEST on 1 September 2009. Holders may subscribe for one new registered share for every 13 existing registered shares held.

The subscription price of the new registered shares will be CHF 110.00 net. There will be no trading of subscription rights on the SIX Swiss Exchange and unexercised subscription rights will lapse worthless.

Payment for the new registered shares must tentatively be made for value on 2 September 2009. The new registered shares will have the same dividend entitlement as the existing registered shares (i.e. they are entitled to dividends for the fiscal year ending on 31 December 2009). Listing of the new registered shares according to the standard for real estate companies of the SIX Swiss Exchange has been applied for and 7 September 2009 is expected to be the first trading day.

Furthermore, after completion of the above described reinvestment offer, the Company intends to increase its share capital by issuing up to 149,175 new registered shares with a nominal value of CHF 68.85 each out of the authorized share capital, thereby increasing USI’s share capital up to a maximum of CHF 71,895,166.65.

The subscription rights of existing shareholders have been protected and registered shares will be offered to existing shareholders in the second half of September 2009. Holders may subscribe for one registered share for every 6 existing registered shares held.

The subscription price of the new registered shares will be CHF 110.00 net. There will be no trading of subscription rights on the SIX Swiss Exchange and unexercised subscription rights will lapse worthless. To the

extent that subscription rights have not been validly exercised, the new registered shares will be offered to third party investors within a subsequent private placement.

For further information relating to the latter share issue, please refer to the offering circular tentatively to be published on 15 September 2009 and available free of charge at the offices of USI.

Dr. iur. V. Lanfranconi (Chairman)

**Further information:**

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SIX Swiss Exchange – symbol USIN, security number 227.101, ISIN CH0002271010

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