

UNIONE DI BANCHE ITALIANE

UNIONE DI BANCHE ITALIANE S.p.A.

Registered Office and General Management: Bergamo, Piazza Vittorio Veneto, 8

Operating Offices: Brescia and Bergamo. Registered on the Register of Banks at No. 5678 - ABI No. 3111.2

Head of "Gruppo UBI Banca" registered on the Register of Banking Groups at no. 3111.2

Share Capital of Euro 2,843,177,160.24 - A member of the UBI VAT Group with VAT No. 04334690163

Tax Code and Registration at the Companies Register of Bergamo No. 03053920165

Member of the National Guarantee Fund and the Interbank Deposit Protection Fund

ABSTRACT OF NOTICE TO CONVENE AN ORDINARY SHAREHOLDERS' MEETING

(in accordance with Art. 125-bis, paragraph 1 of Legislative Decree No. 58/1998)

An Ordinary General Meeting of the shareholders of Unione di Banche Italiane Società per azioni (the "Bank") is convened at the New Bergamo Trade Fair in Bergamo - via Lunga in a single call on **12th April 2019 at 9:30 a.m.** to discuss and resolve on the following

Agenda

- 1 Proposal for the allocation of profits for the year relating to the financial statements as at and for the year ended 31st December 2018 and the distribution of a dividend, following the presentation of the separate and consolidated financial statements as at and for the year ended 31st December 2018.
- 2 Appointment of members of the Board of Directors and the Management Control Committee for the years 2019-2020-2021 on the basis of slates of candidates presented by Shareholders; relative and consequent resolutions.
- 3 Report on remuneration, in accordance, amongst other things, with Art. 123 *ter* of Legislative Decree No. 58 of 24th February 1998, inclusive of the remuneration and incentive policies of the UBI Banca Group for the financial year 2019 and the annual report on the implementation of remuneration and incentive policies in the financial year 2018; relative and consequent resolutions.
- 4 Determination of remuneration for members of the Board of Directors and members of the Management Control Committee in accordance with Art. 23 of the text of the Articles of Association approved by a Shareholders' Meeting on the 19th October 2018.
- 5 Remuneration schemes based on financial instruments: proposal to pay a portion of the short-term (annual) variable component of remuneration for "Identified Staff" in financial instruments; proposal to authorise the purchase and the disposal of treasury shares to service the incentive scheme.
- 6 Proposal regarding the criteria and limits for determining remuneration to be agreed in the event of the early termination of an employment relationship or early retirement from corporate office.
- 7 Proposal for the definition of the ratio of fixed to variable components of remuneration up to a limit of 2:1 for the "Identified Staff" of the UBI Banca Group.

Information on share capital and also on procedures and time limits for the following:

- participation and voting in the Shareholders' Meeting (in this respect the record date is 3rd April 2019),
 - participation and voting in the Shareholders' Meeting by ordinary proxy and by means of the Designated Proxy in accordance with Art. 135-*undecies* of Legislative Decree No. 58/1998 (Computershare S.p.A.),
 - exercise of the right to make additions to the agenda, the right to submit new proposals for resolutions and the right to submit questions on the items on the agenda,
 - appointment of members of the Board of Directors and the Management Control Committee for the years 2019-2020-2021 on the basis of slates of candidates presented by Shareholders,
 - information on where to find reports on the items on the agenda and documentation relating to the Shareholders' Meeting,
- is given in the full notice to convene available on the website of the Bank (www.ubibanca.it - Shareholders Section).

This abstract is published in the daily newspapers "Il Sole 24 Ore", "MF" and the "Financial Times".