

UBI Banca

UNIONE DI BANCHE ITALIANE

UNIONE DI BANCHE ITALIANE S.p.A.

Head Office and General Management: Piazza Vittorio Veneto 8, Bergamo (Italy)

Operating offices: Brescia and Bergamo. Register of Banks No. 5678

ABI (Italian Banking Association) No. 3111.2

Parent of the Unione di Banche Italiane Banking Group

Share Capital Euro 2,254,371,430.00

Tax Code, VAT No. and Bergamo Company Registration No. 03053920165

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

ABSTRACT OF THE NOTICE TO CONVENE AN EXTRAORDINARY SHAREHOLDERS' MEETING

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

An extraordinary Shareholders' Meeting of Unione di Banche Italiane S.p.A. (the "Bank") is convened at the Corrado Faissola Conference Hall of the operating headquarters of UBI Banca in Brescia at 11, Piazza Monsignor Almici on **14th October 2016 at 2:30 p.m.** to discuss and resolve upon the following

Agenda

1. Approval of the merger project for the merger by acquisition of Banca Regionale Europea S.p.A., Banca Popolare Commercio e Industria S.p.A., Banca Carime S.p.A., Banca Popolare di Ancona S.p.A., Banca Popolare di Bergamo S.p.A., Banco di Brescia S.p.A. and Banca di Valle Camonica S.p.A. into UBI Banca S.p.A., which involves:
 - a) an increase in the share capital of UBI Banca S.p.A. by a maximum of € 189,444,377.50, by means of the issue of a maximum of 75,777,751 ordinary shares with no nominal value;
 - b) the amendment of articles 1, 5, 27, 28, 32, 33, 34, 35, 38, 40, 42, 43 and 44 of the Articles of Association of UBI Banca S.p.A., with the repeal at the same time of all the transition measures contained in them.Relative and resulting resolutions and authorisations.

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 5th October 2016),
- 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, to submit new proposals for resolutions and to submit questions on the items on the agenda, and
- where to find the report on item 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 official summary is published in daily newspapers ("Il Sole 24 Ore" and "MF").

The Chairwoman of the Management Board
Letizia Maria Bricchetto Arnaboldi Moratti