

*Template of a letter for the deposit of a list
for the appointment of members of the Supervisory Board*

To
Unione di Banche Italiane S.p.A.
Piazza Vittorio Veneto, 8
24122 - BERGAMO

Re: Deposit, in accordance with Art. 37 of the Articles of Association, of a list of candidates for the appointment of members of the Supervisory Board of Unione Banche Italiane S.p.A.

With reference to the Ordinary Shareholders' Meeting of Unione di Banche Italiane S.p.A. (**UBI** or the "**Bank**") convened for 2nd April 2016 in a single call to pass resolutions, amongst other things, on the appointment of the members of the Supervisory Board for the years 2016-2017-2018,

➤ whereas, in accordance with the legislation and regulations in force and the articles of association of UBI, a shareholder, shareholders belonging to the same Group and shareholders who adhere to a shareholders pact concerning the shares of the Bank may not submit more than one list, even if it is by proxy or through a trust company,

1. the shareholder, with registered address at, in the person of its legal representative or (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI,

or

2. the shareholders:

-, with registered address at, in the person of its legal representative or (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI

-, with registered address at, in the person of its legal representative or (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI

-, with registered address at, in the person of its legal representative or (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI

-, with registered address at, in the person of its legal representative or (if

a natural person) domiciled at, the owner of shares representing% of the share capital of UBI

the owners of a total of shares representing% of the share capital of UBI,

or

3. the shareholder....., with registered address at in the person of its legal representative or (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI, also in the name of and on behalf of the shareholder/s indicated below

- with registered address at in the person of its legal representative or (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI

- with registered address at in the person of its legal representative or (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI

- with registered address at in the person of its legal representative or (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI

the owners of a total of shares representing% of the share capital of UBI,

.....

- having acknowledged the considerations and recommendations expressed by the Supervisory Board in office in the document entitled “Qualitative and quantitative composition of the Board”, published on 18th February 2016 and in particular its contents relating to the requirements of professionalism, integrity and good reputation as well as the personal characteristics required of members of the Supervisory Board;
- submit, in accordance with Art. 37 of the Articles of Association of UBI, the attached list of candidates for the office of members of the Supervisory Board, numbered in consecutive order.

In compliance with the provisions in force including those of the Articles of Association, and to accompany the above list, originals of the following documents are attached:

1. authorisation, if necessary, to deposit the list;
2. communication/s certifying ownership by of the shares necessary to submit the list in question;

3. declaration relating to the absence of connecting relationships on the basis of the circumstances referred to in Art. 144-*quinquies*, paragraph 1 of the Issuers' Regulations adopted by the Consob with resolution No. 11971/1999 and subsequent amendments and also the circumstances contemplated by Consob Communication number 9017893 of 26th February 2009 specifying, in the event of the presence of those circumstances, the reasons why these are not considered determining for the existence of connecting relationships (Note 1);
4. declaration with which each candidate accepts their candidature to the office of member of the Supervisory Board and also certifies to the absence of causes of ineligibility and incompatibility and that they satisfy the requirements of professionalism, integrity and independence required of all or some members of the Board by the provisions of the law, regulations and the articles of association accompanied by exhaustive information on their personal and professional characteristics (Note 2); with a commitment to furnish, in accordance with Art. 2400, paragraph 4 of the Italian Civil Code, a list of management and supervision positions occupied in other companies on the date of the Shareholders' Meeting.

Yours sincerely.

Place and date

Signature

Note 1) For your assistance, a template of the declaration in question is contained in "Attachment A", which reports the circumstances referred to in Art. 144-*quinquies* of the Issuers' Regulations and in Consob Communication No. 9017893 of 26th February 2009.

Note 2) "Attachment B" contains a template of the declaration that could be signed by candidates.