

UBI BANCA S.p.A.

Determination of the remuneration of the members of the Supervisory Board in accordance with Art. 13, paragraph 2, letter a) of the Articles of Association.

Dear Shareholders,

Today's Shareholders' Meeting is called upon to determine the remuneration of Supervisory Board members in addition to total remuneration for individuals with certain specific responsibilities, powers and functions. This amount will be then allocated by the Supervisory Board in accordance with Art. 36 of the Articles of Association, having considered, amongst other things, participation in internal committees of the Supervisory Board itself and the assignment of the functions of the Supervisory Body pursuant to Legislative Decree 231/2001.

The proposal illustrated below has been formulated in compliance with the Supervisory Regulations issued by the Bank of Italy (Circular No. 285 – Part one – Title IV – Chapter 2) on the remuneration and incentive policies and practices of banks and banking groups and it was defined on the basis of the UBI Banca Group Remuneration and incentive policies (approved by the Supervisory Board meeting on 18th February 2016 on the basis of a proposal from the Management Board and after prior consultation with the Remuneration Committee), which are submitted to today's Shareholders' Meeting for the relative resolutions.

This same proposal – with a view to continuity – is based on an approach that is designed to attract the best expertise and skills and is at the same time designed to pursue the objective of containing governance costs. Account is also taken of the time necessary and the overall expertise required of Board Members in general and more specifically of the Articles of Association-related duties required of Members of the Supervisory Board assigned particular responsibilities, powers and functions, as well as of members of committees, with consideration given in this respect also to Supervisory Authority recommendations. The proposal itself was assessed on the basis of a benchmark analysis carried out with the support of an independent advisor.

In this context, the proposal considers confirming the annual remuneration for the position of Member of the Supervisory Board amounting to €80,000.00, for a total of €1,200,000.00 per annum.

With regard to the total annual amount for the remuneration of Members of the Supervisory Board “assigned particular responsibilities, powers or functions” the proposal considers setting this amount at €1,650,000.00 in view of assessments conducted over whether to revise the remuneration for members of the Appointments Committee and of the Remuneration Committee – with account taken in this respect of the commitment required to implement provisions of the Regulatory Authority – and also members of the Supervisory Body (an internal committee of the Internal Control Committee), while the overall allocation of that amount must be subsequently decided by the newly elected Supervisory Board on the basis of a proposal from the newly appointed Remuneration Committee.

In relation to the foregoing, the Supervisory Board, on the basis of an analogous proposal from the Remuneration Committee proposes:

- to set the fixed remuneration of the Members of the Supervisory Board at €80,000.00 each, for a total therefore of €1,200,000.00;
- to set the total remuneration of those Members of the Supervisory Board assigned particular responsibilities, powers or functions at €1,650,000.00, without regard to the specific allocation of this which is delegated to the next Supervisory Board.

The amounts proposed above are inclusive of “attendance tokens”.

With account taken of the above, this proposal, if approved, would reduce the total remuneration paid to the Supervisory Board by approximately 15%, which is in addition to the reduction of 14% already made when the Board was last renewed in 2013.

18th February 2016

THE SUPERVISORY BOARD