

**ATTACHMENT B**

**DECLARATION OF ACCEPTANCE OF THE CANDIDATURE AND POSSESSION OF THE REQUIREMENTS**

With reference to the Ordinary Shareholders' Meeting of Unione di Banche Italiane S.p.A. ("UBI") convened for 2<sup>nd</sup> April 2016 at 9:30 a.m. in a single call and with regard to my candidature to become a member of the Supervisory Board of UBI for the years 2016-2017-2018, as in the list submitted by ....., I the undersigned ....., born at .....(.....) on ...../...../..... with tax code number ....., address of residence ....., profession .....

**hereby declare**

- that I accept my candidature to become a member of the Supervisory Board of UBI
- that I am not a candidate in any other list submitted for the purposes of the aforementioned Shareholders' Meeting.

Under my own responsibility

**I also hereby declare**

- that I am in possession of the requirements laid down by the legislation, including the provisions of regulations and the articles of association, to fill the position;
- that
  - I am enrolled in the Register of Statutory Legal Auditors and I have practiced as an external statutory accounting auditor for a period of at least three years;
  - I am enrolled in the Register of Statutory Legal Auditors and I have not practiced as an external statutory accounting auditor for a period of at least three years;
  - I am not enrolled in the Register of Statutory Legal Auditors;
- that
  - I am in possession of the requirements of independence set by the Corporate Governance Code for listed companies recommended by Borsa Italiana S.p.A.;
  - I am not in possession of the aforementioned requirements of independence;
- that I will not have reached the age of 75 at the time of appointment as a member of the Supervisory Board;
- that I have acquired specific professional experience, in Italy or abroad, in the capacity of:
  - chair, for at least a three-year period, of administration and/or strategic supervision or management or control bodies in banks, finance companies, asset management companies, insurance companies, independent public sector authorities, businesses that involve production and/or trade in goods and

services, companies with shares traded on a regulated market in Italy or abroad;

a member, for at least a five-year period, of administration and/or strategic supervision or management or control bodies in banks, finance companies, asset management companies, insurance companies, independent public sector authorities, businesses that involve production and/or trade in goods and services, companies with shares traded on a regulated market in Italy or abroad;

a tenured university professor for at least five years in the subjects of law, economics, management engineering or mathematics and statistics;

a professional enrolled for at least ten years in associations of accountants, notaries or lawyers;

- for the purposes of the appointment to the office of Chairman or Senior Deputy Chairman of the Supervisory Board of UBI:
  - that I have occupied the position of Chairman or Senior Deputy Chairman of the Supervisory Board of UBI continuously for the three preceding terms of office;
  - that I have not occupied the position of Chairman or Senior Deputy Chairman of the Supervisory Board of UBI continuously for the three preceding terms of office;
- that no reasons exist in my regard for ineligibility, incompatibility or suspension from the position provided for by the provisions of the law and the regulations and Articles of Association currently in force;
- that I am in possession of the requirements set by the provisions of the law, regulations and Articles of Association currently in force on the question of the limits of the accumulation of positions of members of the supervisory bodies with particular regard to (i) Art. 36 of the Articles of Association of UBI, (ii) Art. 148-bis of the Consolidated Finance Act; and (iii) Art. 144-terdecies of Consob Regulation No. 11971/1999 (the Issuers' Regulations);
- with regard to the ban on interlocking positions pursuant to Art. 36 of Decree Law No. 201/2011, converted by Law No. 214/2011:
  - that I do not hold positions on the management, supervisory and control bodies of competing firms or groups of firms operating in the credit, insurance and finance markets;
  - that I do hold positions on the management, supervisory and control bodies of competing firms or groups of firms operating in the credit, insurance and finance markets, but that I reserve the right to communicate within 90 days of my appointment, my exercise of the option pursuant to the aforementioned article 36 or, in case the option is not exercised, to certify that the positions held do not give rise to the assumptions of incompatibility, specifying the reasons.

**Finally I hereby declare**

- that I have read the information pursuant to Art. 13 of Legislative Decree No. 196/2003, reported at the foot of this document;
- that I authorise your company, pursuant to and in accordance with Art. 71, paragraph 4 of Presidential Decree No. 445/2000, to verify with the competent administrations the truth of the declarations made by myself the undersigned;
- that I authorise your company to publish the information given above, together with the exhaustive information concerning my personal and professional characteristics.

I the undersigned also agreed to produce, on request by your company, documentation providing proof of the truth of the information declared.

I the undersigned attach information duly signed on my personal and professional characteristics, with the commitment to specify, in accordance with Art. 2400, paragraph 4 of the Italian Civil Code, a list of the management and supervisory positions occupied in other companies on the date of the Shareholders' Meeting.

PLACE AND DATE \_\_\_\_\_

SIGNATURE \_\_\_\_\_

In accordance with Art. 13 of Legislative Decree No. 196/2003, the data contained in the above text will be processed by UBI - the data controller - with electronic and hardcopy instruments to verify the existence of the requirements necessary to occupy the office of member of the Supervisory Board of UBI.

The personal data may be processed by authorised persons in their capacity as persons responsible for or appointed to pursue the above aims. This data may be communicated to specific parties in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them by law or given by supervisory and control bodies. Furnishing your personal data is compulsory for the purposes indicated above. In the event of refusal to furnish the personal data requested, it will not be possible to take your candidature into consideration. The persons concerned have the right to know at any time what data concerning them UBI has in its possession, its origin and how it is used. They also have the right to have it updated, rectified, added to or deleted, to ask for it to be frozen and to oppose processing of the data by contacting the UBI Privacy Officer, by means of a letter sent to the address Piazza Vittorio Veneto 8, 24122 Bergamo.

I declare that I have read this information pursuant to Art. 13 of Legislative Decree No. 196/2003.

Signature of the candidate

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