



**UBI BANCA S.p.A.**

SUMMARY REPORT ON VOTING

AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

14<sup>TH</sup> OCTOBER 2016

In accordance with Art. 125-*quater* of Legislative Decree No. 58 of 24<sup>th</sup> February 1998 ("Consolidated Finance Act") a summary report is given below on the voting that took place in the Extraordinary Shareholders' Meetings of Unione di Banche Italiane S.p.A. ("UBI Banca" or the "Bank"), held in a single call on 14<sup>th</sup> October 2016.

On the date of the Shareholders' Meeting, the share capital of UBI Banca subscribed and paid up amounted to €2,254,371,430.00 and consisted of 901,748,572 shares.

This report is available on the website of the Bank([www.ubibanca.it](http://www.ubibanca.it) - shareholders section).

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.

	NUMBER OF SHARES	PERCENTAGE OF SHARE CAPITAL	PERCENTAGE OF THE SHARES REPRESENTED IN THE SHAREHOLDERS' MEETING
NUMBER OF SHARES REPRESENTED IN THE SHAREHOLDERS' MEETING	337,466,339	37.4235513	100
NUMBER OF SHARES FOR WHICH A VOTE WAS CAST	337,466,338	37.4235311	99.9999997
FOR	309,674,695	34.3415786	91.7646174
AGAINST	66,574	0.0073828	0.0197276
ABSTAINED	27,725,069	3.0745897	8.2156547
NON-VOTING	1	0.0000001	0.0000003

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