

This is an English courtesy translation of the original documentation prepared in Italian language.

Please consider that only the original version in Italian language has legal value.

Facsimile for filing a slate of candidates for the appointment of members of the Board of Directors and of the Management Control Committee of Unione di Banche Italiane Società per azioni

To:

Unione di Banche Italiane Società per azioni
Piazza Vittorio Veneto, 8
24122 - BERGAMO

Re: Filing, in accordance with Art. 22 of the Articles of Association, of a slate of candidates for the appointment of members of the Board of Directors and of the Management Control Committee of Unione di Banche Italiane per azioni

With reference to the Ordinary Shareholders' Meeting of Unione di Banche Italiane Società per azioni ("UBI Banca" or the "Bank") convened for 12th April 2019 in a single call to pass resolutions, amongst other things, on the **appointment of the members of the Board of Directors and the Management Control Committee of UBI Banca for the years 2019-2020-2021,**

➤ whereas, in accordance with the legislation and regulations in force and the articles of association of UBI Banca, a shareholder and shareholders who are parties to a shareholders' agreement concerning the shares of the Bank may not submit more than one list, even if it is through a third person 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 (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI
 -, with registered address at (if a natural person) domiciled at, the owner of shares representing% of the share capital of UBI
 -, with registered address at (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 noted all the specific requirements laid down by the legislation and regulations currently in force and by the Articles of Association to hold the position of member of the Board of Directors and of the Management Control Committee;
- having noted the considerations and recommendations expressed by the outgoing Supervisory Board in the document entitled “Qualitative and quantitative composition of the Board”, published on the website of the Bank (www.ubibanca.it, Shareholders Section) and in particular its contents relating to personal characteristics, to the requirements of professionalism and integrity and to the criteria of competence, fitness and availability required of members of the governing bodies, to the indications on diversity in the composition of the Board and to that which is required in the questionnaire for verifying possession of the suitability requirements in accordance with Art. 22.4 of the Articles of association,
- submits (*submit*), in accordance with Art. 22 of the Articles of Association and with reference to item 2 on the agenda of the Shareholders’ Meeting, the attached slate of..... candidates for appointment as members of the Board of Directors and of the Management Control Committee of UBI Banca split into two sections of names, both ordered sequentially by number, with the indication in the first section of candidates to the role of Board of Directors who are not also candidates to membership of the Management Control Committee and, in the second section candidates to the role of Board Member and member of the Management Control Committee;
- certifies in this regard that the slate:
 - ensures the balance between genders provided for in the Articles of Association;

- contains a number of candidates in possession of the requirements of independence as defined in Art. 20.10 and Art. 21 of the Articles of Association equal to at least two thirds of the total candidates submitted in the slate, while all candidates in the second section must be in possession of the independence requirements just mentioned;
- contains candidates in the second section in possession of the requirements provided for by Art. 20.11 of the Articles of association.

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 file the list;
2. communication/s certifying ownership by of the shares necessary to submit the list in question;
3. a possible 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 No. 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;
4. a declaration with which each candidate accepts his/her candidature to the office of member of the Board of Directors or member of the Board of Directors and of the Management and Control Committee and also certifies to the absence of causes of ineligibility and incompatibility and that they satisfy the requirements of professionalism (inclusive of possible enrolment in the Register of Statutory Auditors and that they have practised as a statutory auditor of accounts for a period of not less than three years), integrity and independence required by the provisions of the law, regulations and the articles of association, and more generally that they are suitable to hold the office, accompanied by exhaustive information on their personal and professional characteristics and a list, in accordance, amongst other things, with Art. 2400, paragraph 4 of the Italian Civil Code, of management and supervision positions occupied in other companies, as well as by the questionnaire pursuant to article 22.4 of the Articles of Association with an undertaking to update this if necessary at the date of the Shareholders' Meeting.
5. copies of the identity documents of the candidates.

Yours faithfully,

Place and date

Signature

* * *

I/we declare that we have received the information on privacy from the Bank in accordance with Art. 13 of Regulation (EU) 679/2016 on the protection of personal data (the “General Data Protection Regulation” – in short GDPR).

Yours faithfully.

Place and date _____

Signature

* * *

PERSONAL DATA PROTECTION NOTICE IN ACCORDANCE WITH ART. 13 OF REGULATION (EU) 679/2016 ON PERSONAL DATA PROTECTION, THE “GENERAL DATA PROTECTION REGULATION” (GDPR)

Unione di Banche Italiane S.p.A., with headquarters at 8, Piazza Vittorio Veneto, Bergamo 24122 (hereinafter the “**Bank**”), in its capacity as the data controller, wishes to inform you, in accordance with articles 13 and 14 of the European Regulation No. 679/2016 concerning personal data protection and with national legislation and regulations, inclusive of the provisions of the Italian Data Control Authority (*Garante per la protezione dei dati personali*), where applicable, that the personal data that you have provided, in relation to filing a slate of candidates for the appointment of members of the Board of Directors and of the Management Control Committee of the Bank (hereinafter the “**Filing of Slates**”), shall be processed in compliance with the provisions of the law and regulations currently in force and for the purposes indicated below.

The Bank has appointed a Data Protection Officer (DPO) whose contact data are contained within this document.

1) Purposes of the processing and legal basis for the processing

The data in question shall be processed for the following purposes:

- to meet obligations imposed by law, by regulations and by EU legislation and regulations as well as by provisions issued by authorities legitimised to do so by legislation and regulations or by the competent supervisory and control bodies;
- to verify and assess the requirements laid down by the legislation and regulations and by the Articles of Association of the Bank for the Filing of Slates.

Consent is not necessary for the above purposes because the processing is necessary for compliance with legal obligations.

2) Categories of personal data processed

The following types of personal data may be processed for the above purposes:

- identification and contact data (e.g. first name and last name, domicile) and also data on shareholdings;
- data provided by acquisition of your curriculum vitae and the relative previous work experience (e.g. positions filled and any benefits there may be, etc.);
- data appropriate to certify possession of regulatory requirements in relation to the process for the assessment of persons who shall be appointed by the shareholders’ as members of the Board of Directors and Management Control Committee and in particular judicial data pursuant to Art. 10 of the GDPR and Art. 2-*octies* of Legislative Decree No. 196/2003, appropriate to reveal provisions concerning criminal records and pending charges or the status of defendant or person under investigation within the meaning of articles 60 and 61 of the Italian Code of Criminal Procedure.

3) Nature of the provision of personal data

Provision of the aforementioned data is necessary in order to carry out activities relating to the Filing of Slates. Therefore, failure to provide the personal data would make it impossible for the Bank to comply with the legislative and regulatory requirements necessary for it to properly carry out the activities necessary for the appointment of members of the Board of Directors and of the Management Control Committee.

4) Storage period

The personal data shall be stored for the whole period needed assess the candidatures received and in any event for a period of not longer than ____ 15 years from the end of the process for appointing members of the Board of Directors and of the Management Control Committee.

The data may be stored for a longer period within:

- the limits of the applicable statute of limitations;
- the limits set by the regulations on the storage of data for proper compliance with any legal obligations there may be;
- the period necessary for protecting the rights of the Bank in the event of legal disputes.

With regard to data contained in the curricula vitae of the persons appointed by the shareholders' meeting, this shall be stored by the Bank for the whole duration of the period of office and shall be published on the Bank's website

5) Communication and disclosure

In order to achieve the purposes stated above, personal data may be disclosed to the following categories of recipients, such as for example:

- data processors identified from time-to-time;
- employee engaged by the Bank or other UBI Group companies;
- persons who may access the data in order to comply with the obligations set by law, regulations or other national or EU provisions following orders issued by authorities with the legal authority to do so and/or in compliance with requests made by supervisory authorities (e.g. Bank of Italy, European Central Bank, etc.) and control authorities;
- companies belonging to the UBI Group;
- companies and professionals which the Bank relies on in order to pursue the purposes described above or in order to safeguard its rights or which carry out support technical tasks (e.g. lawyers, consultants, IT companies, etc.).

The personal data shall not be disclosed except for the data contained in your *curriculum vitae* and in your declaration of acceptance of candidature in which the satisfaction of requirements is certified, in accordance with the procedures indicated above

6) Rights of the data subject

The data subjects may exercise his/her rights in relation to the data-processing described herein under the GDPR (articles 15-21), inclusive of the following:

- to receive confirmation of the existence of your personal data and to access its content;
- to update, modify and/or rectify your personal data;
- to ask for the erasure or limitation of data processed in breach of the law, inclusive of data for which storage is not necessary in relation to the purposes for which the data has been acquired or otherwise processed;
- to object to the processing;
- to lodge a complaint with the data protection authority (www.garanteprivacy.it);
- to receive a copy of the data provided in electronic format.

You may exercise these rights by writing to the Data Protection Officer at Via Don Angelo Battistoni, 4 - 60035 Jesi (Ancona) or by sending an email to DPO@ubibanca.it.