

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 DECLARATION OF ACCEPTANCE OF CANDIDATURE TO THE POSITION OF MEMBER OF
THE BOARD OF DIRECTORS**

AND OF SATISFACTION OF THE REQUIREMENTS

With reference to the Shareholders' Meeting of Unione di Banche Italiane Società per Azioni (hereinafter "UBI Banca" or the "Bank") convened for 12th April 2019 at 9:30 am in a single call and with regard to my candidature to become a member of the Board of Directors of UBI Banca for the years 2019-2020-2021, as in the slate submitted by

.....,
I the undersigned,
with place of birth (.....) date
of birth/...../..... tax identification number
....., resident at address
....., citizenship
profession

hereby declare that

- I accept my candidature to membership of the Board of Directors of UBI Banca;
- I am not a candidate on any other slate submitted for the purposes of the aforementioned Shareholders' Meeting.

I hereby declare that I will accept the position, if appointed by the aforementioned Shareholders' Meeting.

On 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;
- I am suitable for performing the duties of the office, in accordance with the provisions of laws and regulations currently in force and of the Articles of Association and in particular that I satisfy the requirements of proper conduct (*onorabilità*) and professionalism and meet the criteria of competence, integrity (*correttezza*) and sufficient time commitment provided for by the laws and regulations currently in force, the qualitative and quantitative composition document of UBI Banca and the questionnaire for verifying possession of suitability requirements in accordance with Art. 22.4 of the Articles of Association and the specific limits on the number of positions prescribed by that same legislation and regulations for holding the position of director of a bank that issues shares listed on regulated markets and that in any event I possess the requirements provided for by European Directive No. 36 of 26th June 2013 for holding the position of a director of a bank that issues shares listed on regulated markets;
- I am in possession of the proper conduct (*onorabilità*) requirements laid down by the Regulation adopted with Ministerial Decree No. 161 of the 18th March 1998 and also those adopted with Ministerial Decree No. 162 of 30th March 2000 and I am not in a position of substantial equivalence with respect to the

cases considered in the aforementioned Regulations with reference to cases regulated either fully or partially by foreign legislation and regulations;

- I am in possession of the professionalism requirements laid down for holding the office by the regulation adopted with Ministerial Decree No. 161 of 18th March 1998;
- I am:
 - enrolled in the Register of Statutory Accounting Auditors and I have practised as a statutory auditor of accounts for a period of not less than three years;
 - not enrolled in the Register of Statutory Accounting Auditors and I have not practised as a statutory auditor of accounts for a period of not less than three years;
- I am:
 - in possession of the requirements of independence laid down by Art. 21 of the Articles of Association and in any event by the legislation and regulations currently in force;
 - not in possession of the requirements of independence laid down by Art. 21 of the Articles of Association and in any event by the legislation and regulations currently in force;
- also with regard to Art. 20.6 of the Articles of Association, I am:
 - in possession of the specific requirements laid down by the legislation and regulations currently in force and by the Articles of Association to hold the position of Chairman of the Board of Directors;
 - not in possession of the specific requirements laid down by the legislation and regulations currently in force and by the Articles of Association to hold the position of Chairman of the Board of Directors;
- also with regard to Art. 20.6 of the Articles of Association, I am:
 - in possession of the specific requirements laid down by the legislation and regulations currently in force and by the Articles of Association to hold the position of Deputy Chairman of the Board of Directors;
 - not in possession of the specific requirements laid down by the legislation and regulations currently in force and by the Articles of Association to hold the position of Deputy Chairman of the Board of Directors;
- I am also:
 - in possession of the specific requirements laid down by the legislation and regulations currently in force to hold the position of Chief Executive Officer;
 - not in possession of the specific requirements laid down by the legislation and regulations currently in force to hold the position of Chief Executive Officer;
- I will not have reached the age of 75 at the time of my appointment (if appointed) as a member of the Board of Directors;
- with account taken of the provisions of Art. 20.7 of the Articles of Association:
 - I have acquired total experience through the exercise, in Italy or abroad, of at least three years as chairman or at least five years in the field of:
 - management and/or strategic supervision
 - directionor
 - controlin
 - banks, financial companies, asset management companies or insurance companies;
 - independent public authorities;
 - enterprises aimed at the production and/or exchange of goods or services that have exceeded, for the periods of permanence in office provided for in this paragraph, two of the following limits: (a) €20 million of balance sheet assets; (b) €40 million of revenues from sales and services; (c) 250 employees employed on average during the financial year calculated on the

figures of the latest approved financial statements or, if prepared, consolidated financial statements;

- companies with shares traded on an Italian or foreign regulated market.

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

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

• that:

I am not a public sector employee, in accordance with and within the meaning of Legislative Decree No. 165/2001 and subsequent amendments and additions;

I am currently a public sector employee, but I benefit from exemptions pursuant to Legislative Decree No. 165/2001 and subsequent amendments and additions for the purposes potentially holding the position of member of a Board of Directors;

I am currently a public sector employee in accordance with and within the meaning of Legislative Decree No. 165/2001 and subsequent amendments and more precisely I am a with and I have requested the Public Administration for whom I work for prior authorisation should I hold the position of member of the Board of Directors or, should the said authorisation have already been granted, I will submit it to the Company on the first possible occasion should I be appointed;

• 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;

• with regard to the ban on interlocking positions pursuant to Art. 36 of Decree Law No. 201/2011, converted by Law No. 214/2011:

I do not hold positions on the management, supervisory and control bodies, nor am I a senior official in firms or groups of firms that are competitors operating in the credit, insurance and finance markets;

I do hold positions on the management, supervisory and control bodies or I am a senior official in firms or groups of firms that are competitors in the credit, insurance and finance markets, but I reserve the right to communicate within 90 days of my appointment, my exercise of the option pursuant to the aforementioned article 36 or, if the option is not exercised, to certify that the positions held do not give rise to the assumptions of incompatibility, specifying the reasons;

• having considered the outgoing Supervisory Board document on the qualitative composition of the Board of Directors deemed optimal, in which it identifies and gives reasons for the theoretical profile (inclusive of the characteristics of professionalism and independence of its members) considered advisable for the purposes of effectively filling the role and carrying out the duties assigned to that body, that in the presentation attached hereto I have provided exhaustive information on my personal and professional characteristics and on my management and supervision positions occupied in other companies as well as all other information useful for an overall assessment of my suitability for the office that will be held should I be appointed;

finally I hereby declare that

• I have received the information on personal data protection 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).

• I authorise your company, in accordance with and within the meaning of 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;

• I authorise your Company to publish on the bank website and to disclose on the market the information given above, together with all the information provided

contained in the documents produced to accompany my candidature that you have received, in accordance with the legislation and regulations in force.

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

I the undersigned undertake to provide an update, if necessary, on the date of the Shareholders' Meeting of the information on my personal and professional characteristics, on the list of management and supervisory positions held with other companies and on the questionnaire of suitability requirements in accordance with Art. 22.4 of the Articles of Association.

I also attach a copy of an identity document.

PLACE AND DATE _____

SIGNATURE _____

* * *

PRIVACY INFORMATION PURSUANT TO ART. 13 OF THE EUROPEAN REGULATION NO. 679/2016 CONCERNING PERSONAL DATA PROTECTION (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, including in relation to the suitability questionnaire pursuant to Art. 22.4 of the Articles of Association, in relation to the submission of your candidature as a member of the Board of Directors 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;
- verification and assessment of the requirements necessary for the appointment, and in particular the requirements of professionalism, independence and integrity and the absence of reasons for ineligibility and disqualification laid down by the applicable legislation and regulations, for the purposes of establishing, should it be the case, a relationship as a director of the Bank.

Consent is not necessary for the above purposes because the processing is authorised by the legislation and regulations currently in force and 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, last name, date of birth, tax identification number, address, etc.);
- 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 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 verification and assessment of requirements necessary for holding company office. Therefore, failure to provide the personal data would make it impossible for the Bank to comply with the legislative and regulatory requirements necessary for the purposes of the appointment.

4) Storage period

The personal data shall be stored for the whole period needed for the purposes of verifying that the requirements are satisfied and in any event not after a period not longer than 15 years following the appointment of members of the Board of Directors. 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 company, 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 subject 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 in the event of infringement of the regulations governing the protection of personal data (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.