

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.

**QUESTIONNAIRE OF SUITABILITY REQUIREMENTS IN ACCORDANCE WITH ART. 22.4 OF THE ARTICLES
OF ASSOCIATION OF UBI BANCA S.P.A.**

First name and Last name: _____

Date: _____

Candidate to the position of:

- Chairman of the Board of Directors
- Deputy Chairman
- Chief Executive Officer
- Member of the Board of Directors
- Chairman of the Management Control Committee
- Member of the Management Control Committee

You are asked to provide the following information, formalising and justifying it appropriately, where requested, in order to verify your possession of suitability requirements. It is underlined that for items marked with an asterisk (*), the verification must cover the last 10 years (a longer period should be considered only for particularly important circumstances)

A. Integrity requirements

1	Criminal sentences imposed including where the convictions may not be a final judgment and convictions, including where the judgment is not final, which apply the sentence “on request of the parties concerned” and precautionary measures of the personal type relating to offences under laws governing companies, bankruptcy, banking, finance, markets and securities, insurance, payment services, usury, anti-money laundering and tax (even when they do not involve a disqualification or suspension provision on the basis of the regulations currently in force) and also for crimes pursuant to articles 270-bis, 270-quater, 270-quinquies, 270-sexies, 416, 416-bis, 416-ter, 418, 640 of the Italian Criminal Code. (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If “YES” then please provide details below, such as for example the nature of the charges, the date, etc.)

2	Criminal sentences imposed including where the convictions may not be a final judgment and convictions, including where the judgement is not final, which apply the sentence “on request of the parties concerned” and precautionary measures of the personal type relating to offences other than those specified in the previous item 1, the application of one of the prevention measures ordered by the courts in accordance with Legislative Decree No. 159/2011. (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	---	--

(If “YES” then please provide details below, such as for example the nature of the charges, the date, etc.)

3	Ongoing criminal proceedings as indicated in previous items 1 and 2, normally commencing at the committal for trial stage, and ongoing administrative legal proceedings.	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	---	--

(If “YES” then please provide details below, such as for example the nature of the charges, the date, etc.)

4	Administrative sanctions imposed on the candidate for infringements under laws and regulations governing companies, banking, securities, insurance, anti-money laundering and regulations governing markets and payment instruments. (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	---	--

(If “YES” then please provide details below, such as for example the nature of the charges, the date, etc.)

5	Removal, disqualification or precautionary measures imposed by supervisory authorities in the banking, financial and insurance fields or resulting from an application made by them. (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	---	--

(If “YES” then please provide details below, such as for example the nature of the charges, the date, etc.)

6	By holding positions in companies or entities operating in banking, finance, securities market, insurance or payments service sectors a penalty has been imposed on the company in which (the candidate) held the relevant position by the administrative authority (in the assessment phase the individual and specific contribution of the person concerned must be objectively proven and penalties of an amount equal to the minimum prescribed by law are not considered). (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If “YES” then please provide details below, such as for example the nature of the charges, the date, etc.)

7	Holding administrative, management or supervisory positions in companies or control by the candidate of companies that have been subject to extraordinary administration (<i>amministrazione straordinaria</i>), resolution proceedings, bankruptcy or forced administrative liquidation (<i>liquidazione coatta amministrativa</i>), collective removal of the members of the management and supervisory bodies, revocation of authorisation in accordance with Art. 113-ter of the Italian Consolidated Banking Law or cancellation in accordance with Art. 112-bis, paragraph 4, letter b) of the Italian Consolidated Banking Law or to procedures equivalent to a state of insolvency in other countries. (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	---	--

(If “YES”, then please provide details below)

8	Suspension or expulsion from professional bodies (<i>albi</i>), being struck off (carried out as a disciplinary measure) from professional registers or associations imposed by the competent authorities of the associations themselves. (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If “YES”, then please provide details below)

9	Removal for just cause from positions held in the management, administrative and supervisory bodies of companies or entities and similar measures taken by bodies appointed by law for the management of professional bodies (<i>albi</i>) associations and registers. (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	---	--

(If “YES” then please provide details below, such as for example the date of the removal and the institution/authority that decided it)

10	A negative assessment by an administrative authority on the suitability of the candidate as part of authorisation procedures provided for by provisions governing company, banking, finance, securities and insurance activities and by legislation and regulations governing markets and payment services. (*)	YES <input type="checkbox"/> NO <input type="checkbox"/>
-----------	--	--

(If “YES” then please provide details below, such as for example the date of the provision and the relevant authority)

B. Knowledge and skills criteria

1	<p>With regard to the knowledge and skills requirements and the provisions of the relative paragraph [3.2.4] in UBI Banca’s qualitative and quantitative composition document, I hereby declare that I am in possession of the knowledge and skills acquired in the following areas (one or more) and also of the soft skills referred to in paragraph 61 of the EBA/ESMA Guidelines¹. Please, indicate the level possessed for each of the requirements indicated.</p>	<p>A) financial markets;</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p> <p><input type="checkbox"/> Low</p> <p>B) legislation and regulation in the banking and financial sector and relating to listed companies;</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p> <p><input type="checkbox"/> Low</p> <p>C) policies and strategic programming;</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p> <p><input type="checkbox"/> Low</p> <p>D) organisational structure and corporate governance;</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p> <p><input type="checkbox"/> Low</p> <p>E) risk management (identification, assessment, monitoring, control and</p>
---	--	--

¹ See Attachment 2 to the document on the qualitative and quantitative composition for definitions of each of the soft skills.

		<p>mitigation of the main types of risk of a bank, including the responsibilities of the candidate in those processes);</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>F) internal control systems and other operating mechanisms;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>G) banking and financial assets and products;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>H) accounting and financial reporting;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>I) digital & information technology;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low
--	--	---

		<p><input type="checkbox"/> Low</p> <p>J) sustainability</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p> <p><input type="checkbox"/> Low</p> <p style="text-align: right;">***</p> <p><u>SOFT SKILLS:</u></p> <p>A) Authenticity;</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p> <p><input type="checkbox"/> Low</p> <p>B) Language;</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p> <p><input type="checkbox"/> Low</p> <p>C) Decisiveness;</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p> <p><input type="checkbox"/> Low</p> <p>D) Communication;</p> <p><input type="checkbox"/> High</p> <p><input type="checkbox"/> Medium-high</p> <p><input type="checkbox"/> Medium-low</p>
--	--	--

		<ul style="list-style-type: none"><input type="checkbox"/> LowE) Judgement;<input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> LowF) Customer and quality-oriented;<input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> LowG) Leadership;<input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> LowH) Loyalty;<input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> LowI) External awareness;<input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low
--	--	---

		<p>J) Negotiating;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>K) Persuasive;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>L) Teamwork;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>M) Strategic acumen;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>N) Stress resistance;</p> <ul style="list-style-type: none"><input type="checkbox"/> High<input type="checkbox"/> Medium-high<input type="checkbox"/> Medium-low<input type="checkbox"/> Low <p>O) Sense of responsibility;</p> <ul style="list-style-type: none"><input type="checkbox"/> High
--	--	--

		<input type="checkbox"/> Medium-high <input type="checkbox"/> Medium-low <input type="checkbox"/> Low P) Chairing meetings; <input type="checkbox"/> High <input type="checkbox"/> Medium-high <input type="checkbox"/> Medium-low <input type="checkbox"/> Low
--	--	---

(Please give detailed information, where this is not provided in the *curriculum vitae*, of the candidate’s training history in the relevant sectors listed above and of the professional skills acquired through practical experience)

Enhanced requirements for the positions of Chairman of the Board of Directors and of the Management Control Committee/Chief Executive Officer/Director and Member of the Management Control Committee

2	<p><u>For candidates to the position of Chairman of the Board of Directors and of the Management Control Committee</u></p> <p>Performance for at least 10 years, including as alternatives, of:</p> <ul style="list-style-type: none"> i. administration or supervisory activities or management duties in the credit, financial, securities or insurance sectors; ii. administration or supervisory activities or management duties in listed companies of greater size and complexity than or similar (in terms of sales turnover, nature and complexity of the organisation and the activities carried out) to that of UBI Banca; iii. professional activity in areas relating to the credit, financial, securities, or insurance sectors, or in any event functional at the service of the bank’s activities. The professional activity must involve adequate levels of complexity also with regard to the beneficiaries of the services provided and must be carried out on a continuous basis and mainly in the sectors mentioned above; iv. management, senior management or executive functions, however they may be called, in public sector organisations or public administrations relating to the credit, financial, securities or insurance sectors and on condition that the organisation in which the candidate performed those functions is of a size and complexity comparable to that of UBI Banca. 	<p>YES <input type="checkbox"/> NO <input type="checkbox"/></p>
---	---	---

(If “YES” please give detailed information, where this is not provided in the *curriculum vitae*, of the activities carried out)

3	<p><u>For candidates to the position of Chief Executive Officer</u></p> <p>Performance for at least 10 years, including as alternatives, of:</p> <p>i. administration or supervisory activities or management duties in the credit, financial, securities or insurance sectors.</p>	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If “YES” please give detailed information, where this is not provided in the *curriculum vitae*, of the activities carried out)

4	<p><u>For candidates to the position of Director/Member of the Management Control Committee</u></p> <p>Performance for at least 3 years, including as alternatives, of:</p> <p>i. administration or supervisory activities or management duties in the credit, financial, securities or insurance sectors;</p> <p>ii. administration or supervisory activities or management duties in listed companies of greater size and complexity than or similar (in terms of sales turnover, nature and complexity of the organisation and the activities carried out) to that of UBI Banca;</p> <p style="text-align: center;">or</p> <p>Performance for at least 5 years, including as alternatives, of:</p> <p>i. professional activity in areas relating to the credit, financial, securities, or insurance sectors, or in any event functional at the service of the bank’s activities. The professional activity must involve adequate levels of complexity also with regard to the beneficiaries of the services provided and must be carried out on a continuous basis and mainly in the sectors mentioned above;</p> <p>ii. university lecturing activities as a first or second level lecturer on the subjects of law or economics or in other subjects related to the credit, finance, securities or insurance sectors;</p> <p>iii. management, senior management or executive functions, however they may be called, in public sector organisations or public administrations relating to the credit, financial, securities or insurance sectors and on condition that the organisation in which the candidate performed those functions is of a size and complexity comparable to that of UBI Banca.</p>	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	---	--

(If “YES” please give detailed information, where this is not provided in the *curriculum vitae*, of the activities carried out)

C. Independence of mind and potential conflicts of interest

Potential conflicts of interest exist resulting from the following situations:

1	<p>The Candidate is a family member of the Candidate to the position of Chairman of the Board of Directors, of the Chief Executive Officer or of a Manager with Strategic Responsibilities of the Bank;</p>	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If the answer is positive, then please give details below of the situation from which the potential conflict of interest arises)

2	The Candidate or one of his family members is a party to a dispute in which the counterparty is the Bank or another Group Company where the amount contested in the litigation is greater than €200,000.00;	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If the answer is positive, then please give details below of the situation from which the potential conflict of interest arises)

3	The Candidate or one of his family members carries on business in common with the UBI Group in which both parties have at least significant influence over the entity invested in;	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	---	--

(If the answer is positive, then please give details below of the situation from which the potential conflict of interest arises)

4	The Candidate or one of his family members, or in any case a connected entity of the Candidate in accordance with the 263 Bank Supervisory Provisions of the Bank of Italy dated 27 December 2006 (<i>Nuove disposizioni di vigilanza per le banche</i>) holds significant positions of a financial, credit, commercial or professional nature with the Bank or with another Group Company²;	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If the answer is positive, then please give details below of the situation from which the potential conflict of interest arises)

5	The credit positions of the Candidate held with the UBI Group are classified as non performing exposures;	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If the answer is positive, then please give details below of the situation from which the potential conflict of interest arises)

² Significant is defined here as relationships that exceed the “Limits on transactions with Directors of UBI Banca [...] and with certain parties connected with them” laid down in Annex 4 of the document on the qualitative and quantitative composition of UBI Banca.

6	The Candidate or one of his family members occupies a position of substantial political influence at European, national or local level, even through participation in local or national trade associations;	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If the answer is positive, then please give details below of the situation from which the potential conflict of interest arises)

D. Time commitment

1	Sufficient time commitment to spend on your functions in accordance with the relative paragraph 3.2.8 in UBI Banca’s qualitative and quantitative composition document;	YES <input type="checkbox"/> NO <input type="checkbox"/>
----------	--	--

(If the answer is positive please give details below, such as for example a list of positions and days spent on each of them in terms of days per year)

E. Limits on the number of positions³

1	Please give the number of executive and non-executive positions held, if they exist (including the position in the Bank).	Executive positions:
----------	--	-----------------------------

³ Positions are defined as follows, however they may be named: i) on the Board of Directors, the Supervisory Board, the Management Board; ii) on the Board of Statutory Auditors; iii) the General Manager; for foreign countries, positions equivalent to those in items i), ii) and iii) are considered on the basis of the law applicable to the company; the title alternate member does not constitute a position until the time at which the person is appointed carries out the functions of a full member.

It is also underlined that the following multiple positions are calculated as one single position:

- a) positions held within the same Group;
- b) positions held in entities belonging to the same “Institutional Protection Scheme”;
- c) positions held in companies in which the Bank holds a “qualified holding as defined by Regulation (EU) No. 575/2013, Art. 4 (1), point 36 (i.e. a direct or indirect holding in a company that represents at least 10% of the share capital or the voting rights and that is which allows the exercise of significant influence over the management of the undertaking).

In line with European guidelines, positions held in organisations which do not pursue predominately commercial objectives shall not count for the purposes of the number of positions.

		*** Non-executive positions:
--	--	--

(signature)

* * *

I declare that I have read this personal data protection notice written in accordance with Regulation (EU) 679/2016.

I, the undersigned _____, hereby declare that I have read, understood and received a copy of the notice attached to the “**DECLARATION OF ACCEPTANCE OF CANDIDATURE**” in relation to the processing of the personal data contained in the “Suitability questionnaire”, inclusive therein of those relating to convictions and crimes pursuant to Art. 10 of the GDPR and Art. 2-*octies* of Legislative Decree No. 196/2003.

(signature)