

## UNIONE DI BANCHE ITALIANE S.p.A. –Shareholders' Meeting April 8, 2020

Proxy form to confer the proxy/sub delegation pursuant article 135-novies TUF, under to article 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Pursuant to article 106, paragraph 4, Law Decree n. 18 on March 17th, 2020, the participation in the Shareholders' Meeting of April 8, 2020 will take place exclusively through the Designated Representative pursuant to art. 135-undecies of the Legislative Decree 24 February 1998, n.58 ("TUF"), as indicated in the integration of notice of call of March 6, 2020 published on March 23, 2020.

The present proxy can be issued to Computershare S.p.A., by sending to the e-mail address ubi@pecserviziotitoli.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 0110923226 from 9:00 a.m. to 6:00 p.m. from Monday to Friday or by e-mail to sedeto@computershare.it.

### DELEGATION/SUBDELEGATION FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

#### \* mandatory information

The undersigned \*..... Place of birth \*..... Date of birth\*.....

Tax code \*.....

Resident in (town/city) \*..... at (street / address) \*.....

telephone no \*....., e-mail .....

(2) entitled to exercise the voting right as: · registered share holder - · legal rapresentative – · attorney/proxy holder with authority to sub-delegate · pledgee – · Taker in - · beneficiary interest holder - · official receiver– · manager – · other (specify) .....

for no\*..... ordinary shares **UBI Banca**

(3) registrated in the name of .....Place of birth \*.....Date of birth \*.....

C. F./ Partita IVA (o altro codice equivalente) .....

Resident in (town/city) \*..... at (street / address) \*.....

.....At..... Bank code (ABI)..... Branch code (CAB).....

(4)Registered in the securities account no.....

(5)as resulting from communication no. .... Made by (Bank).....

**DELEGATES**

**SUBDELEGATES**

**Computershare S.p.A.** with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **UBI Banca S.p.A.** Ordinary Shareholders' Meeting called for **April 8, 2020**, with reference to the above mentioned shares, in accordance with the instructions provided and

**DECLARES** that he/she is aware that

- in case of absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by **UBI Banca S.p.A.** S.p.A. before the start of the works of the meeting works.

DATE Form of identification (6) (type)\* Issued by \* no. \* SIGNATURE

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### VOTING INSTRUCTION

RESOLUTIONS TO BE VOTED (7)	VOTING INSTRUCTION			
1. Approval of the financial reports as at and for the year ended 31st December 2019 of UBI Banca S.p.A., together with reports from the Board of Directors, the Management Control Committee and the independent auditors.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
2. The allocation of profit for the financial year 2019 and the distribution of a dividend to shareholders.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
3. The appointment of external statutory auditors for the financial years 2021 - 2029 and the determination of their fees.				
Section A – vote for appointment to KPMG S.p.A. according to the preference expressed by the Management Control Committee	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
Section A2 - vote for appointment to BDO Italia S.p.A. as per the alternative of the Management Control Committee	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
4. Report on remuneration policies and wages: binding resolution on the section that regards remuneration and incentive policies for the financial year 2020.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
5. Report on remuneration policies and wages: non-binding resolution on the section that regards remuneration paid in the financial year 2019.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
6. Remuneration schemes based on financial instruments: proposal to pay a portion of the short-term (annual) variable component of remuneration for “Identified Staff” in financial instruments; proposal to authorise the purchase of treasury shares and to make them available to service the incentive scheme.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
7. Remuneration schemes based on financial instruments: proposal to pay a portion of the long-term (multi-year) variable component of remuneration for “Identified Staff” in financial instruments; proposal to authorise the purchase of treasury shares and to make them available to service the incentive scheme.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
8. Proposal regarding the criteria and limits for determining remuneration to be agreed in the event of the early termination of an employment relationship or early retirement from corporate office.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

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<b>9. Proposal to set the ratio of the variable component to the fixed component of remuneration for the personnel of Pramerica SGR S.p.A. belonging to the Investments Area up to a limit of 4:1.</b>	
<b>Section A</b> – vote for resolution proposed by the Board of Directors	F C A

<b>Possible Derivative Action</b>	
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements ( <i>If no voting instruction are indicated, Computershare S.p.A. will vote C – against</i> )	F C A

DATE

SIGNATURE

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### *Instructions for filling in and submitting the form*

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1. The **Delegation/subdelegation form** (in the latter case accompanied by the proxy form) must be notified to the Company (together with a valid ID document and the documentation providing proof of the signatory power as per the following point) via the Appointed Representative together with the **Voting Instructions reserved to him**, using one of the following alternative methods:
  - as an attachment in PDF format to an e-mail sent to [ubi@pecserviziitoli.it](mailto:ubi@pecserviziitoli.it) provided that the attachment is signed by an advanced, qualified or digital signature, pursuant the Italian "digital code law" or, failing that, through a secure (certified) e-mail box of the delegating party, even if he is a legal person;
  - send by e-mail to [sedeto@computershare.it](mailto:sedeto@computershare.it), together with an identity document of delegating, and to Computershare S.p.A.'s office at via Nizza 262/73, 10126 Turin.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.ubibanca.it](http://www.ubibanca.it). Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C. The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).

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#### INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the "Regulation")

##### Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

#### 1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

#### 2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

#### 3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

#### 4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it).

For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.