

## **ABSTRACT OF UPDATE OF THE NOTICE OF CALL OF ORDINARY SHAREHOLDERS' GENERAL MEETING**

Reference is made to the Ordinary General Meeting of the Shareholders of Unione di Banche Italiane Società per azioni (abbreviated to UBI Banca S.p.A. and hereinafter also the "Bank" or the "Company") convened with a notice published on 4<sup>th</sup> September 2020 at the "Corrado Faissola" Conference Hall of the Brescia Operating Headquarters of the Bank (the entrance is at 11, Piazza Monsignor Almici) for 10 a.m. on the 15<sup>th</sup> October 2020 in a single call to discuss and resolve upon the following

### **agenda**

1. Appointment of members of the Board of Directors and the Management Control Committee for the years 2020-2021-2022 on the basis of slates of candidates presented by shareholders; relative and consequent decisions.
2. Determination of remuneration for members of the Board of Directors and members of the Management Control Committee in accordance with Art. 23 of the Articles of Association.
3. Termination by consent of the engagement of Deloitte & Touche S.p.A for the external statutory audit of the accounts of UBI Banca S.p.A. for the nine-year period 2012-2020.
4. The appointment of external statutory auditors for the financial years 2020 - 2028 and the determination of their fees.

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On the conclusion by the shareholder Intesa Sanpaolo S.p.A. of the joint procedure for the exercise of its right to purchase ordinary shares of the Bank pursuant to Art. 111 of the Consolidated Finance Law and, at the same time, in order to comply with its obligation to purchase the ordinary shares of the Bank in accordance with Art. 108, paragraph 1 of the Consolidated Finance Law, as stated in the press release issued by Intesa Sanpaolo S.p.A. on 16<sup>th</sup> September 2020, it is envisaged that on 5<sup>th</sup> October 2020 the shares of the Company will be delisted by the *Mercato Telematico Azionario* (electronic stock exchange) operated by Borsa Italiana S.p.A.. As a consequence of the foregoing, on that date Intesa Sanpaolo S.p.A. will be the sole holder of the right to vote in execution of the aforementioned joint procedure.

On the basis of the above, steps have been taken to update the notice of call with regard to procedures for participation in the Shareholders' General Meeting and for its proceedings, which replace those already published on 4<sup>th</sup> September 2020 on the corporate website at [www.ubibanca.it](http://www.ubibanca.it) (in the section "*Shareholders and Shareholders' Meetings, October 2020 Shareholders' Meeting*").

The update of the notice of call, containing information regarding procedures and time limits for

- participation in the Shareholders' General Meeting,
- participation and voting and
- participation of members of the governing bodies

is available on the corporate website of the Bank [www.ubibanca.it](http://www.ubibanca.it) (in the section "*Shareholders and Shareholders' Meetings, October 2020 Shareholders' Meeting*") and on the authorised storage facility named "1info" ([www.1info.it](http://www.1info.it)) and it will also be published in the *Gazzetta Ufficiale della Repubblica* (official journal of the Republic).

This abstract is published in the daily newspapers "Il Sole 24 Ore", "Corriere della Sera" and "Financial Times".