



UNIONE DI BANCHE ITALIANE

UNIONE DI BANCHE ITALIANE - S.c.p.A.

Sede Legale e Direzione Generale: Bergamo, Piazza Vittorio Veneto, 8

Sedi operative: Brescia e Bergamo. Iscritta all'Albo delle Banche al n. 5678 – ABI n. 3111

Capogruppo del "Gruppo UBI Banca" iscritto all'Albo dei Gruppi Bancari al n. 3111

Capitale Sociale Euro 2.254.366.897,50

Codice Fiscale, Partita IVA ed Iscrizione al Registro delle Imprese di Bergamo n. 03053920165

Aderente al Fondo Nazionale di Garanzia ed al Fondo Interbancario di Tutela dei Depositi

NOTICE TO CONVENE A GENERAL MEETING OF THE HOLDERS OF THE BOND

"UBI 2009/2013 CONVERTIBILE CON FACOLTÀ DI RIMBORSO IN AZIONI" ISIN IT0004506868

The holders of the bond "*UBI 2009/2013 convertibile con facoltà di rimborso in azioni*" are called to a general meeting to be held at the headquarters of the Bank at 8, Piazza Vittorio Veneto, Bergamo on 9th July 2012 at 11:00 a.m. in first call and, if necessary, on 10th July 2012 in second call, at the same place and time, to discuss and vote on the following:

AGENDA

1. Appointment of a common representative of the bondholders and determination of the duration of the appointment.
2. Remuneration of the common representative.

Holders of the bond "*UBI 2009/2013 convertibile con facoltà di rimborso in azioni*" have the right to participate in general meetings in compliance with the law and with the Corporate By-Laws. Legitimate entitlement to participate in the general meeting and to exercise voting rights is certified by a communication to the Bank, performed – pursuant to Art. 83-sexies of Legislative Decree No. 58 of 24th February 1998 – by the relative intermediary, a member of the Monte Titoli Spa centralised management system, on the basis of its accounting records, in favour of the party holding the right to vote. In this regard, bondholders for whom the said communication has been made to the Bank by the end of the third market trading day prior to that set for a general meeting in first call may attend the general meeting, in accordance with the law. The legitimate right to attend and vote nevertheless remains, should the communications be received by the Bank later than the aforementioned time limit, provided they are received before the commencement of the proceedings of each single session of the general meeting.

Bondholders who do not wish to attend in person may be represented in general meeting, in compliance with the provisions of the Law and the Corporate By-Laws, by signing the proxy form at the foot of the copy of the above mentioned communication issued by the authorised intermediaries. Each bondholder may not hold proxies for more than three bondholders.

The provisions of the Law apply for the proper constitution of the general meeting and for the validity of the resolutions passed by the general meeting.

The documentation relating to the items on the agenda shall be deposited and made available to the public at the registered address of the Bank and on the website www.ubibanca.it and it shall be filed with Borsa Italiana S.p.A. within the time limits and according to the procedures of the Law and regulations.

Bondholders shall have the right to view and to obtain copies of the aforementioned documentation under the conditions of the law and subject to making a request to the "Management Board and Registered Shareholder Support Area" of the Bank.

Members of the Management Board and of the Supervisory Board of UBI Banca S.c.p.a. may attend the general meeting.

In compliance with the procedures and the time limits set by law, a number of the bondholders who represent at least one fortieth of the total convertible bonds issued and not redeemed may make an application in writing for additions to be made to the agenda to be dealt with in the general meeting, as it results from the notice of call, with the indication in the request of the additional items proposed. The signature of each bondholder on the application must be authenticated either in accordance with the law or by employees of the Bank or its subsidiaries specifically authorised for that purpose. The legitimacy of that right is given by the validity of the documentation testifying to the possession of the bonds on the date of the presentation of the application. Notice of the additions to the items on the agenda to be dealt with in the general meeting resulting from the aforementioned requests is given according to the procedures and within the time limits set by Law.

The number of convertible bonds issued and not redeemed is 50,128,484 and each of them has the right to one vote.

Bergamo, 12th June 2012

The Chairman of the Management Board
Emilio Zanetti