



UNIONE DI BANCHE ITALIANE S.p.A.

Registered office: Bergamo, Piazza Vittorio Veneto, 8

Operating offices: Brescia and Bergamo, Enrolled in the Register of Banks with No. 5678 - ABI
(Italian Banking Association) No. 3111.2

Parent of the "UBI Banca Group" enrolled in the Register of Banking Groups with No. 3111.2

Share capital €2,254,371,430.00, Tax code, VAT No. and Bergamo Company Registration No.

03053920165

Member of the National Guarantee Fund and a Member of the Interbank Deposit Protection Fund.

**FILING OF THE RESOLUTION FOR THE TRANSFORMATION INTO A JOINT STOCK COMPANY
WITH THE COMPANY REGISTRAR
PROCEDURES AND TERMS AND CONDITIONS FOR EXERCISING THE RIGHT OF WITHDRAWAL**

Bergamo, 12 October 2015 - UBI Banca S.p.A. reports that on **12th October 2015** (the "**Filing date**"), the resolution with which an extraordinary general meeting of the shareholders held on 10th October 2015 in second call (the "**Extraordinary Shareholders' Meeting**") approved the transformation into a joint stock company was filed with the Bergamo Company Registrar.

On that same date, the minutes of the Extraordinary Shareholders' Meeting were disclosed to the public at the registered office, on the corporate website of UBI Banca (www.ubibanca.it) in the Shareholders' Section (Shareholders' Meetings) and on the authorised storage facility entitled "linfo" at the address www.linfo.it.

RIGHT OF WITHDRAWAL

Shareholders of UBI Banca and registered shareholders of UBI Banca who did not participate to the approval of the transformation resolution (and therefore absent, dissenting or abstaining registered shareholders) (holders of UBI Banca shares together with these registered shareholders are therefore defined collectively as "**Legitimate Parties**") have the legitimate right to exercise the right of withdrawal in accordance with

article 2437, paragraph 1, letter b) of the Italian Civil Code (the "**Right of Withdrawal**").

AMOUNT OF THE PAYMENT

As disclosed to the market on 9th September 2015, the amount to be paid for the shares for which the Right of Withdrawal may be exercised was calculated at €7.2880 for each UBI Banca share, in application of article 2437-ter, paragraph 3 of the Italian Civil Code, and that is by making exclusive reference to the arithmetic average of the closing prices of UBI Banca shares in the six months prior to 9th September 2015, the date of publication of the notice to convene the Extraordinary Shareholders' Meeting on the corporate website of UBI Banca and in the newspapers "Il Sole 24 Ore" and "MF".

DECLARATION OF WITHDRAWAL

The Right of Withdrawal may be exercised by each Legitimate Party on all or part of the shares held in accordance with article 2437-bis of the Italian Civil Code, by means of registered letter with advice of receipt (the "**Declaration of Withdrawal**"), which must be sent within fifteen calendar days from the Filing Date and therefore not later than **27th October 2015**.

The Declaration of Withdrawal must be addressed to Unione di Banche Italiane S.p.A., Servizio Rapporti con i Soci (Relations with Registered Shareholders' Service), Piazza Vittorio Veneto, 8, 24122 Bergamo and must be mailed in a sealed envelope with the words "**Esercizio del Diritto di Recesso**" (**Exercise of the Right of Withdrawal**) clearly written on the outside of the envelope.

The Declaration of Withdrawal shall be irrevocable and must contain the following information:

- (i) the personal details (first name, last name, place and date of birth for natural persons or company name and registered office for juridical persons) and the tax code of the withdrawing Legitimate Party (the "**Withdrawing Party**") as well as a service address (and, where possible, a telephone number) to which communications concerning the withdrawal process may be addressed;
- (ii) the number of shares for which the Right of Withdrawal is exercised (the "**Shares Subject to Withdrawal**");

(iii) details and identification codes and numbers of the current account held by the Withdrawing Party on which the amount of the payment for the shares will be credited;

(iv) details of the intermediary with which the Shares Subject to Withdrawal are deposited.

In accordance with article 23 of the Bank of Italy - Consob Provision of 22nd February 2008 as subsequently amended, possession of the legitimate right to exercise the Right of Withdrawal must be certified, under penalty of inadmissibility, by a special communication (the "**Communication**") issued by the intermediary with whom the Shares Subject to Withdrawal are deposited and sent to the issuer following the procedures laid down by the provisions of the applicable law and regulations.

The Communication must certify the following:

(i) the uninterrupted ownership by the Withdrawing Party of the Shares Subject to Withdrawal from a date prior to the Extraordinary Shareholders' Meeting until the date of the exercise of the Right of Withdrawal. For the purposes of satisfaction of that requirement, the legitimate right to exercise the Right of Withdrawal is defined as being held by those who, having purchased UBI Banca shares on the stock exchange, received them as a result of the relative payment before the opening of the Extraordinary Shareholders' Meeting;

(ii) that the Shares Subject to Withdrawal are free from pledges or other encumbrances; otherwise, the Withdrawing Party must deliver to UBI Banca, at the same time and following the same procedures as for the Declaration of Withdrawal and as a condition for the admissibility of that declaration, a special declaration made by the pledgee creditor or the beneficiary of other encumbrances on the Shares Subject to Withdrawal, with which that party confers their irrevocable consent to sell the Shares Subject to Withdrawal in compliance with the instructions of the Withdrawing Party.

The intermediary must send the Communication by certified electronic mail to the email address: soci.comunicazioni@pecgruppoubi.it.

The above communications, declarations and certifications must also be made by Withdrawing Parties who hold UBI Banca shares that are not yet be dematerialised. In this event, they must deliver the share certificates beforehand to an intermediary qualified for centralised custody with Monte

Titoli S.p.A. and request the issue of the Communication to exercise the Right of Withdrawal.

It is the responsibility of the Withdrawing Parties to ensure the accuracy of the information contained in the Declaration of Withdrawal and to send that declaration by **27th October 2015**, as indicated above.

Declarations of Withdrawal sent later than that deadline, without the necessary information and/or not accompanied by the Communication, shall be deemed inadmissible.

Unavailability of the Shares Subject to Withdrawal

In compliance with the provisions of article 2437-*bis*, paragraph 2 of the Italian Civil Code and the regulations in force, the issue of the Communication by an intermediary shall be accompanied by a restriction on the Shares Subject to Withdrawal placed by the intermediary in question (and therefore those shares shall be unavailable and may not be subject to transfer) until the completion of the payment procedure.

Payment Procedure

If one or more of the Legitimate Parties exercise their Right of Withdrawal, the payment procedure will be carried out in compliance with the provisions of article 2437-*quater* of the Italian Civil Code.

(A) Option Offer

Firstly, the Shares Subject to Withdrawal shall be offered in option to the owners of UBI Banca shares who have not exercised their Right of Withdrawal, in proportion to the number of UBI Banca shares that they hold (the "**Option Offer**").

A period is granted to exercise the option rights of not less than thirty days from the date of the filing of the Option Offer with the Bergamo Company Registrar. Provided a request is made at the time of exercise, holders of UBI Banca shares who exercise their option rights shall also have pre-emptive rights to the purchase the Shares Subject to Withdrawal on which options are not taken up.

If the number of shares for which pre-emptive rights have been requested is greater than the number of shares subject to the Option Offer on which options have not been taken up, then the shares are divided among the applicants in proportion to the number of shares held by each of them.

The procedures and terms and conditions for participation in the Option Offer and any further information relating to it shall be communicated in the notice that will be filed with the Bergamo Company Registrar in accordance with article 2437-*quater*, paragraph 2 of the Italian Civil Code and published in the newspapers "Il Sole 24 Hours" and "MF" as well as on the corporate website at www.ubibanca.it.

(B) Stock Exchange Offering

The Shares Subject to Withdrawal that remain unsold on completion of the Option Offer may be offered on the *Mercato Telematico Azionario* (electronic stock exchange) organised and managed by Borsa Italiana S.p.A. in compliance with the provisions of the applicable law and regulations. All the necessary information concerning the Stock Exchange Offering will be communicated in good time by the publication, amongst other things, of special notices in at least one national newspaper and also on the corporate website at www.ubibanca.it.

(C) Further stages of the payment procedure

In the event of the failure to place all the Shares Subject to Withdrawal on completion of the Option Offer and of the Stock Exchange Offering within onehundredandeighty days from the date of communication of the withdrawal, the remaining shares shall be redeemed, in accordance with article 2437-*quater*, paragraph 5 of the Italian Civil Code, by means of the purchase by UBI Banca through use of available profits and reserves, even as an exception to the limits on quantities laid down by article 2357, paragraph 3 of the Italian Civil Code.

Furthermore, as is known, with reference to the redemption of the shares subject to withdrawal, article 1 of Decree Law No. 3 of 24th January 2015 (the "**Decree**"), converted with Law No. 33 of 24th March 2015, amended some provisions of the Consolidated Banking Act (Legislative Decree No. 385/93) relating to "popular" banks and, more specifically, article 2-*ter* was introduced to article 28 of the Consolidated Banking Act, which states the following: "*The right in 'popular' banks to the redemption of shares in the event of withdrawal, even following transformation, death or exclusion of the registered shareholders, is limited according to the provisions made by the Bank of Italy, even as an exception to the provisions of the law, where that is necessary to ensure the inclusion of the shares in the Common Equity Tier 1 regulatory capital of the bank. The Bank of Italy may limit*

the right to the redemption of other capital instruments issued for the same purposes".

On the basis of implementation provisions issued by the Bank of Italy, as then implemented by UBI Banca before convening the Extraordinary Shareholders' Meeting with a resolution of the Supervisory Board passed on 4th September 2015, the articles of association of the "popular" bank attributes the body responsible for strategic supervision (based on proposals from the body with management function and having received an opinion from the body with control functions) with the power to limit or postpone, wholly or in part and with no time limit, the redemption of shares and other capital instruments of registered shareholders leaving the Company following withdrawal (even in the event of transformation), exclusion or death, according to the provisions of the applicable prudential regulations. That power is granted, in accordance with article 28, paragraph 2-ter of the Consolidated Banking Act, even as an exception to the provisions of the Italian Civil Code on the matter and other provisions of the law.

Consequently, once the Option Offer procedure and the possible sale of the Shares Subject to Withdrawal on the stock exchange have been completed, and the amount of the share capital held by Withdrawing Parties subject to redemption by UBI Banca is therefore known, the Supervisory Board (based on a proposal from the Management Board and having consulted with the Internal Control Committee) shall consider whether to make use of the option introduced by article 1 of the Decree, with account taken of implementation provisions issued by the Bank of Italy.

As indicated in the Illustrative Report to the Shareholders' Meeting published on 9th September 2015 (the "**Report**"), the Supervisory Board (on the basis of a proposal from the Management Board and having consulted with the Internal Control Committee) has already indicated the criterion it intends to follow in making decisions concerning the redemption of Shares Subject to Withdrawal, by identifying a threshold of 11.74%, below which the "fully loaded" (i.e. when fully phased-in) Common Equity Tier 1 ratio (CET1 ratio), may not fall as a consequence of the redemption of the Shares Subject to Withdrawal, and in this manner it has therefore expressed its orientation in favour of limiting the total amount of shares that may be redeemed.

The threshold of 11.74% is the arithmetic average of (i) the CET1 ratio of 9.50%, required of the UBI Group by the ECB in a note dated 25th February 2015, the latest received at the time of publishing the Report (known as the "SREP decision"), plus 150 bps and (ii) the average European CET1 ratio, equal to 12.48%, recorded by the ECB as at 31st December 2014 with reference to banks subject to Single European Supervision.

In this respect, with regard to the procedures for calculating the 11.74% threshold, it is pointed out that the said threshold may vary, up or down, if at the date on which the Supervisory Board of UBI Banca may be called upon to decide whether to limit the redemption of the shares subject to withdrawal, the ratios used to determine it were to have changed compared with those used as a reference at the date of publication of the Report.

This having been said, if the value of the Shares Subject to Withdrawal by UBI Banca should be higher than the amount available, then, with full and scrupulous respect for the equal treatment of Withdrawing Parties, the Bank will (i) redeem the Shares Subject to Withdrawal on a proportionate basis up to the amount available, by granting the amount of the payment calculated in accordance with article 2437-ter of the Italian Civil Code and (ii) remove the constraint of unavailability on the Shares Subject to Withdrawal in excess of that amount, which as a consequence will be freely transferable by the owner.

On the basis of the criteria defined, by making reference to the latest published "fully loaded" CET1 ratio available and also the latest "SREP Decision" available, the Supervisory Board shall calculate the amount available for the redemption. That amount will be divided by the payment amount per UBI Banca share (amounting to €7.2880) thereby determining (i) the number of shares that will be redeemed - which, as a result, will be paid proportionately to Withdrawing Parties subject to obtaining the required authorisation from the Bank of Italy - and, consequently, (ii) the number of shares that shall be made available again to the Withdrawing Party.

For the purposes of the redemption of the Shares Subject to Withdrawal by the Bank in accordance with the provisions of article 77 of regulation (EU) No. 575/2013 and the Commission Delegated Regulation No. 241/2014, the authorisation from the Bank of Italy to reduce the own funds of the Bank must be obtained.

UBI Banca shall communicate relevant information concerning the procedures for payment for the Shares Subject to Withdrawal within the time limits and according to the procedures laid down by the provisions of the applicable laws and regulations.

This communication will also be published in the newspapers Il Sole 24 Ore and MF.

For further information please contact :

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Copy of this press release is available on the website www.ubibanca.it