



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

Registered Address and General Management: 8 Piazza Vittorio Veneto, Bergamo

Operating headquarters: 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 number and Bergamo Company Registration No. 03053920165

The company is a Member of the National Guarantee Fund and a Member of the Interbank Deposit Protection Fund

**NOTICE TO CONVENE EXTRAORDINARY AND ORDINARY
MEETINGS OF THE SHAREHOLDERS**

An Extraordinary and Ordinary General Meeting of the Shareholders of Unione di Banche Italiane S.c.p.A is convened in first call on 9th October 2015 at 10:00 a.m. in the premises of the Brescia Trade Fair at No. 5 Via Caprera, Brescia and in second call on

10th October 2015, 9:30 a.m.

at the Brescia Trade Fair at No. 5, Via Caprera, Brescia to discuss and resolve on the following

Agenda

Extraordinary session

A proposal for transformation into a joint stock company and the adoption of new Articles of Association: relevant and consequent resolutions.

Ordinary session

A proposal to amend the Regulations for Shareholders' Meetings: relevant and consequent resolutions.

In compliance with article 24 of the Articles of Association, arrangements have been made to employ remote connection systems at the premises indicated below, which will be equipped with the necessary controls needed to ensure (i) identification of those with a legitimate right to participate, (ii) the possibility for them to take part in proceedings of the meetings and to vote on resolutions and also (iii) to ensure the security of the communications at:

- the Giovanni XXIII Congress Centre, 106 Viale Papa Giovanni XXIII, Bergamo;
- the Management Centre of Banca Popolare di Ancona at 4 Via Don A. Battistoni, Jesi;
- the PalaBREBanca, at Via Viglione s.n., Cuneo;
- the Conference Hall of Banca Popolare Commercio e Industria at 1 Via F.lli Gabba, Milan.

In accordance with the provisions of the aforementioned Articles of Association, these connections will allow Registered Shareholders who do not intend to travel to the place in which the meeting is convened at No. 5, Via Caprera, Brescia and – who therefore **do not intend to speak and participate in the discussions** – to nevertheless follow the proceedings of the shareholders' meeting and to cast their vote at the appropriate time during the course of the meeting.

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INFORMATION ON THE SHARE CAPITAL

The subscribed and paid-up share capital of UBI Banca S.c.p.A. (hereafter also the “**Bank**”) amounts to Euro 2,254,371,430.00, consisting of 901,748,572 shares.

At the date of this notice UBI Banca possesses 1,431,829 treasury shares.

The total number of registered shareholders with the right to vote in the Shareholders' Meeting is 81,904.

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND REPRESENTATION

Persons wishing to take part in shareholders' meetings and to exercise voting rights must have been a Registered Shareholder for at least 90 (ninety) days from the date of registration in the shareholders' register.

Legitimate entitlement to take part in shareholders' meetings 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 S.p.A. centralised management system, on the basis of its accounting records, in favour of the party holding the right to vote and which certifies ownership of at least 250 (twohundredandfifty) shares. In this regard, Registered Shareholders 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 the Shareholders' Meeting in first call, which is by 6th October 2015 (inclusive) may attend the Shareholders' 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 Shareholders' Meetings.

Registered Shareholders holding shares that have not yet been dematerialised pursuant to the legislation and regulations in force must deliver them in good time to an approved intermediary in order to perform the dematerialisation procedure required and to make the communication mentioned above.

Each Registered Shareholder has the right to one vote only no matter how many shares are held and it may not be exercised by correspondence.

Each Registered Shareholder has the right to be represented by a written proxy issued to another Registered Shareholder entitled to attend the Meeting, with the signature authenticated in accordance with the law and that is by Senior Managers, managers of the UBI Banca Branch or Branches of other banks in the UBI Banca Group, or by the intermediary who issues the communication granting the right to participate in the Shareholders' Meeting pursuant to article 83 *sexies* of Legislative Decree No. 58 of 24th February 1998. For these purposes the proxy form may be used reproduced at the foot of the communication issued to the registered shareholder by one of the banks in the UBI Banca Group or alternatively the proxy form available on the corporate website of Bank (*www.ubibanca.it, Shareholders' section*).

Proxies may not be granted to any members of the Management Board or the Supervisory Board, or to employees of the Bank, or to any of its subsidiaries or to any member of the management or control bodies, or employees of the aforesaid subsidiaries, or to the firm of external statutory auditors appointed or to the person responsible for the statutory audit of the Bank, or to parties to whom one of the other conditions of incompatibility apply according to the law.

The maximum number of proxies that may be granted to a single Registered Shareholder is 10 (ten).

ADDITIONS TO THE AGENDA AND THE SUBMISSION OF NEW PROPOSALS FOR RESOLUTIONS

In compliance with the procedures and the time limits set by law, a number of Registered Shareholders not less than one fortieth of the total number of Registered Shareholders entitled to take part in the shareholders meeting on the date of the request, may make an

application in writing within 10 (ten) days of the publication of this notice to convene for additions to be made to the agenda to be dealt with in the meeting, as it results from the notice convening the Shareholders' Meeting, with the indication in the request of the additional items proposed by them and they may also submit proposals for resolutions on matters already on the agenda. The signatures of the Registered Shareholders must be authenticated in accordance with the law, either by employees of the Bank or of its subsidiaries authorised to do so. Legitimation to exercise the right is given by filing a copy of the communication issued by the intermediary in accordance with the law and regulations in force.

The written application must be submitted according to one of the following procedures (as alternative options):

- to the “Servizio Rapporto con i Soci” (*Relations with Registered Shareholders Service*) of the Bank at 8 Piazza Vittorio Veneto, Bergamo by 5.00 p.m. on the tenth day following the publication of this notice to convene;
- by sending it by certified electronic mail to the following address “soci.comunicazioni@pecgruppoubi.it”, by the tenth day following the publication of this notice to convene and by attaching the documents in pdf format with a digital signature.

DOCUMENTATION

The documentation relating to the items on the agenda will be deposited and made available to the public at the registered address of UBI Banca and on the website of the Bank (*www.ubibanca.it*, *Shareholders' section*) and it will be filed with Borsa Italiana S.p.A. and on the storage services named “1info” (*www.1info.it*) within the time limits and according to the procedures of the Law and regulations.

Registered Shareholders may view and obtain copies of the aforementioned documentation in accordance with the law by applying in advance to the “Relations with Registered Shareholders Service”.

This notice to convene is published in accordance with article 125-*bis* of the Consolidated Finance Act and article 24 of the Articles of Association, on the corporate website of UBI Banca (*www.ubibanca.it*, *Shareholders' section*) and in daily newspapers (*Il Sole 24 Ore* and *MF*).

It will also be filed with Borsa Italia S.p.A. and the storage facility named “1info” (*www.1info.it*) in accordance with provisions of the law and regulations currently in force.

RIGHT OF WITHDRAWAL

The transformation of UBI Banca into a Joint Stock Company confers the right of withdrawal from the Company on those who do not approve the relative resolution.

Those with the legitimate right may exercise their right of withdrawal by sending a communication by registered letter with advice of receipt to the registered address of UBI Banca within and not later than 15 (fifteen) days following the date on which the resolution of the extraordinary shareholders' meeting is filed with the Company Registrar of Bergamo.

Notice that the resolution has been filed with be published in the daily newspapers Il Sole 24 Ore and MF and on the corporate website of Bank (*www.ubibanca.it*).

In this regard, the amount per share paid for UBI Banca shares should they be subject to withdrawal will be disclosed at the time of publication of this notice to convene and it is calculated in compliance with article 2437-ter, paragraph 3 of the Italian Civil Code, by making exclusive reference to the arithmetic average of the closing prices in the six months prior to the date of publication of this notice to convene.

Bergamo, 9th September 2015

The Chairman of the Management Board

Franco Polotti