

***This is an English courtesy translation of the original documentation prepared in Italian language.
Please consider that only the original version in Italian language has legal value.***

The undersigned Shareholders of UBI Banca S.p.A. in relation to item 4 of the Agenda of the Shareholders' meeting called for 12 April 2019 propose to establish:

- 1) € 2,450,000 as the overall annual remuneration for members of the Board of Directors, inclusive therein of the Chairman, Deputy Chairman and members of the committees formed pursuant to Art. 31 of the Articles of Association, but not members of the Management Control Committee;
- 2) € 180,000 as the specific annual remuneration for each of the members of the Board of Directors who are also members of the Management Control Committee and €60,000 as the additional annual remuneration for the Chairman of the Management Control Committee, both of these sums being understood as set for the entire duration of the term of office;

as part of the overall annual remuneration set in point 1), the Board of Directors shall grant the members of the Management Control Committee who are also (and only if they are such) members and/or chairmen of the “Risk Committee” and/or of the “Related Parties and Connected Persons Committee” (as permitted by Art. 31.8 of the Articles of Association) the same additional remuneration established for the same positions in the “Risk Committee” and/or in the “Related Parties and Connected Persons Committee” and who are not members of the Management Control Committee. All of the above is in addition to the reimbursement of expenses incurred in carrying out their duties.”

The undersigned also delegate Dott. Alessandro Renzi Brivio to proceed to the deposit of the present documentation at UBI Banca S.p.A.

2 APRIL 2019

Signed:

Fondazione Cassa di Risparmio di Cuneo
Fondazione Banca del Monte di Lombardia
Mar.Bea S.r.l.
Dott. Matteo Zanetti