



**UBI BANCA S.p.A.**

**SUMMARY REPORT ON VOTING**

**EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETINGS**

**10<sup>th</sup> October 2015**

In accordance with Art. 125-*quater* of Legislative Decree No. 58 of 24<sup>th</sup> February 1998 ("Consolidated Finance Act") a summary report is given below on the voting that took place in the Extraordinary and Ordinary Shareholders' Meetings of Unione di Banche Italiane ("UBI Banca" or the "Bank"), held in second call on 10<sup>th</sup> October 2015.

The resolution - filed with the Bergamo Company registrar on 12<sup>th</sup> October 2015 (the "Filing date") - approved the following:

- in the extraordinary session, the transformation of the Bank from a "Joint stock co-operative company" into a "Joint Stock Company" and the consequent adoption of new articles of association;
- in the ordinary session, the amendment of the Regulations for Shareholders' Meetings for compliance with the new provisions of the Articles of Association as a consequence of the transformation into a joint stock company.

Because the voting was carried out by the Shareholders' Meeting of the Bank as a co-operative, this summary report on that voting not only contains data and information required by article 125-*quater*, paragraph 2 of the Consolidated Finance Act, but it also contains the following details:

- the total number of registered shareholders who took part, as well as those who attended the meeting, either in person or by proxy, at the time of the vote;
- the percentage they represented with respect to the total number with the right to take part in the Shareholders' Meeting - that is shareholders enrolled in the shareholders register for at least 90 days before the date set for the Shareholders' Meeting in first call - who numbered 81,904 registered shareholders (cf notice to convene the Shareholders' Meeting).

On the date of the Shareholders' Meeting, the share capital of UBI Banca subscribed and paid up amounted to €2,254,371,430.00 and consisted of 901,748,572 shares.

The registered shareholders that took part in the Shareholders' Meeting numbered 5,394 and represented 190,352,491 shares of UBI Banca, accounting for 21.11% of the share capital.

This report is available on the website of the Bank ([www.ubibanca.it](http://www.ubibanca.it) - shareholders section).

## EXTRAORDINARY SESSION

- 1) Proposal for transformation into a joint stock company and the adoption of new Articles of Association: relevant and consequent resolutions.

	NUMBER OF REGISTERED SHAREHOLDERS PRESENT IN THE MEETING AT THE TIME OF THE VOTE (either in person or by proxy)	PERCENTAGE OF REGISTERED SHAREHOLDERS PRESENT IN THE MEETING AT THE TIME OF THE VOTE	PERCENTAGE OF TOTAL REGISTERED SHAREHOLDERS (81,904 registered shareholders with voting rights)	NUMBER OF SHARES REPRESENTED BY THE REGISTERED SHAREHOLDERS PRESENT IN THE MEETING AT THE TIME OF THE VOTE (*)	PERCENTAGE OF SHARE CAPITAL
FOR	4,975	98.87%	6.07%	188,322,582	20.88%
AGAINST	26	0.52%	0.03%	162,061	0.02%
ABSTAINED	31	0.62%	0.04%	31,057	0.00%
TOTAL	5,032	100%	6.14%	188,515,700	20.91%

(\*) The numerical data in this column relates to the number of shares bound at the moment of the communication pursuant to article 83-sexies of the Consolidated Finance Act.

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## ORDINARY SESSION

- 1) Proposal to amend the Regulations for Shareholders' Meetings: relevant and consequent resolutions.

	NUMBER OF REGISTERED SHAREHOLDERS PRESENT IN THE MEETING AT THE TIME OF THE VOTE (either in person or by proxy)	PERCENTAGE OF REGISTERED SHAREHOLDERS PRESENT IN THE MEETING AT THE TIME OF THE VOTE	PERCENTAGE OF TOTAL REGISTERED SHAREHOLDERS (81,904 registered shareholders with voting rights)	NUMBER OF SHARES REPRESENTED BY THE REGISTERED SHAREHOLDERS PRESENT IN THE MEETING AT THE TIME OF THE VOTE (*)	PERCENTAGE OF SHARE CAPITAL
FOR	4,573	99.85%	5.58%	180,162,796	19.98%
AGAINST	5	0.11%	0.01%	5,078	0.00%
ABSTAINED	2	0.04%	0.00%	500	0.00%
TOTAL	4,580	100%	5.59%	180,168,374	19.98%

(\*) The numerical data in this column relates to the number of shares bound at the moment of the communication pursuant to article 83-sexies of the Consolidated Finance Act.

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