

(This English version is a courtesy translation from the Italian original document which remains the definitive version)

UNIONE DI BANCHE ITALIANE S.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

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

NOTICE TO CONVENE AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

An Extraordinary General Meeting of the Shareholders of Unione di Banche Italiane S.p.A is convened for

Friday 14th October 2016 at 2:30 p.m.

in a single call at the Corrado Faissola Conference Hall of the operating headquarters of UBI Banca in Brescia at 11, Piazza Monsignor Almici to discuss and resolve upon the following

Agenda

1. Approval of the merger project for the merger by acquisition of Banca Regionale Europea S.p.A., Banca Popolare Commercio e Industria S.p.A., Banca Carime S.p.A., Banca Popolare di Ancona S.p.A., Banca Popolare di Bergamo S.p.A., Banco di Brescia S.p.A. and Banca di Valle Camonica S.p.A. into UBI Banca S.p.A., which involves:

a) an increase in the share capital of UBI Banca S.p.A. by a maximum of €189,444,377.50, by means of the issue of a maximum of 75,777,751 ordinary shares with no nominal value;

b) the amendment of articles 1, 5, 27, 28, 32, 33, 34, 35, 38, 40, 42, 43 and 44 of the Articles of Association of UBI Banca S.p.A., with the repeal at the same time of all the transition measures contained in them.

Relative and resulting resolutions and authorisations.

In compliance with article 15 of the Articles of Association, arrangements have been made to employ remote connection systems at the premises at

PalaBREBanca in Via Viglione Cuneo, 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.

In accordance with the aforementioned provision of the Articles of Association, that connection will allow Shareholders who do not intend to travel to the place in which the meeting is convened at 11, Piazza Monsignor Almici, 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 AS OF TODAY

The subscribed and paid-up share capital of UBI Banca S.p.A. (hereinafter also the **"Bank"** or the **"Company"**) amounts to €2,254,371,430.00, consisting of 901,748,572 shares.

At the date of this notice UBI Banca possesses 3,304,413 treasury shares.

PARTICIPATION IN THE SHAREHOLDERS' MEETING

Those persons with the right to vote for whom a communication certifying their legitimate right has been received by the Bank within the legal time limits may take part in the Shareholders' Meeting; according to the provisions of Art. 83-*sexies* of Legislative Decree No. 58/1998 (the **"Consolidated Finance Act"**), that communication is made to the Bank by an authorised intermediary on the basis of the records relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting (**5th October 2016 - "record date"**).

Those who only became owners of shares of the Bank subsequent to that date shall have no right to take part and vote in the Shareholders' Meeting.

The communication from the intermediary must be received by the Bank by the end of the third trading day prior to the date set for the Shareholders' Meeting, which is **11th October 2016**. 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 the Shareholders' Meeting.

It is underlined that each ordinary share gives the right to one vote.

Furthermore, until 26th March 2017 no party with the right to vote may exercise it, for any reason, with a quantity of shares greater than 5% of the share capital with voting rights. For this purpose, votes are considered that are cast in relation to shares possessed directly and indirectly, through subsidiary companies, trust companies or nominees and those cast in any other case in which the right to vote is attributed, for any reason, to a party other than the owner of the shares; shares held by Italian or foreign collective investment undertakings are never counted for the purposes of this limit. Control exists in those cases specified by article 23 of Legislative Decree No. 385/1993 and subsequent amendments. Shares for which the right to vote cannot be exercised are not counted for the purposes of the proper convening of meetings.

Voting by mail is not permitted.

PARTICIPATION AND VOTING BY PROXY

Those with the right to vote may have themselves represented in Shareholders' Meetings in compliance with the relative provisions of the law by means of a proxy, with the option of using the facsimile proxy form available on the corporate website "www.ubibanca.it - Shareholders Section - Shareholders' Meetings - October 2016 Shareholders' Meeting".

The proxies may be conferred by means of an electronic document with an advanced electronic signature, qualified or digital in accordance with Art. 21, paragraph 2 of Legislative Decree No. 82/2005.

Proxies may be notified by means of email, at the address "notifica.delega@ubibanca.it".

If a proxy holder transmits or delivers a copy of the proxy to the Company, that person must certify under their own responsibility, when being accredited for access to the proceedings of the Shareholders' Meeting, that it is a true copy of the original proxy and to the identity of the principal.

PROXY HOLDER DESIGNATED BY THE BANK

A proxy may be granted, free of charge, with voting instructions on all or some of the items on the agenda, to Computershare S.p.A. as the "Designated Proxy Holder" in accordance with Art. 135-*undecies* of the Consolidated Finance Act by the end of the second trading day prior to the date of the Shareholders' Meeting (and therefore by **12th October 2016**). The proxy is valid solely for proposals in relation to which voting instructions have

been given. The proxy and the voting instructions may always be revoked at any time within the time limit indicated above.

A special form must be made to confer a proxy on the Designated Proxy Holder which will be made available on the corporate website "www.ubibanca.it - Shareholders Section - Shareholders' Meetings - October 2016 Shareholders' Meeting". If necessary, the proxy form will be transmitted in hardcopy form to those who request this either of Computershare S.p.A. on the Tel. No. 011,0923200, or of the Corporate Affairs Service of the Bank.

The proxy must arrive with the voting instructions conferred on the Designated Proxy Holder by the aforementioned time limit of **12th October 2016** following one of the procedures indicated on the proxy form itself.

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

On the basis of Art. 126-bis of the Consolidated Finance Act, Shareholders who, either alone or jointly, represent at least one fortieth of the share capital may ask, with a written application, within at least ten days of the publication of this notice (i.e. by **22nd September 2016**) for items to be added to the agenda, indicating the additional matters proposed, or submitting proposals for resolutions regarding matters already on the agenda.

The written application must be submitted according to one of the following procedures:

- at the "Corporate Affairs Service" of the Bank at 8 Piazza Vittorio Veneto Bergamo **by 5.00 p.m. on 22nd September 2016;**
- by sending them by certified electronic mail to the following address "soci.comunicazioni@pecgruppoubi.it", attaching the documents in pdf format with a digital signature, **by the end of 22nd September 2016.**

The applications must be accompanied by a report which gives the reasons for the proposals for resolutions on new matters which it is proposed should be addressed or the reason for the additional proposals for resolutions submitted on matters already on the agenda.

The applicants must send communications to the Company through their intermediaries certifying to the ownership of shares. If they have requested their intermediary to issue that communication, it is sufficient to provide references to that communication in the request or at least the name of the intermediary.

Any additions to the agenda or the submission of proposals for resolutions regarding matters already on the agenda will be disclosed at least fifteen days before the date set for the Shareholders' Meeting (i.e. by **29th September 2016**) following the same procedures as those laid down for the publication of this notice. At the same time, the reports prepared by applicants for additions and/or further proposals for resolutions submitted, accompanied by any assessments that may be presented by the Governing Bodies, shall be disclosed to the public according to the same procedures applying to documentation relating to the Shareholders' Meeting. It is underlined that additions are not permitted for matters on which the shareholders vote in accordance with the law on proposals submitted by the Management Board or the Supervisory Board or on the basis of a draft document or a report prepared by them, other than those indicated in article 125-ter, paragraph 1 of the Consolidated Finance Act.

THE RIGHT TO SUBMIT QUESTIONS ON MATTERS ON THE AGENDA

In accordance with Art. 127-ter of the Consolidated Finance Act, those holding the right to vote may submit questions on the items on the agenda even before the Shareholders' Meeting, ensuring that they are received by the end of the third day prior to the date of the Shareholders' Meeting, which is **by 11th October 2016**. The questions can be sent by delivering them to the Corporate Affairs Service at 8, Piazza Vittorio Veneto, Bergamo or by email to the address domande.assemblea@ubibanca.it or by fax on the No. 035/3922704.

The applicants must send communications to the Company through their intermediaries certifying that they may legitimately exercise this right. If they have requested their intermediary to issue that communication to participate in the Shareholders' Meeting, it is sufficient to provide references to that communication in the request or at least the name of the intermediary.

Questions received before the Shareholders' Meeting and which are found to be relevant to the items on the agenda will be given answers in accordance with the law not later than during the Shareholders' Meeting. The bank may provide a single answer to questions with the same content.

DOCUMENTATION FOR THE SHAREHOLDERS' MEETING

The documentation relating to the only item on the agenda is deposited and made available to the public at the registered address of UBI Banca, on the

website of the Bank (www.ubibanca.it, *Shareholders' Section*) and is filed on the storage facility named "linfo" (www.linfo.it) within the time limits and according to the procedures of the Law and regulations.

Shareholders may view and obtain copies of the aforementioned documentation in accordance with the law by applying in advance to the "*Corporate Affairs Service*".

This notice to convene is published in accordance with Art. 125-*bis* of the Consolidated Finance Act and with Art. 15 of the Articles of Association on the corporate website of UBI Banca "www.ubibanca.it - *Shareholders Section - Shareholders' Meetings - October 2016 Shareholders' Meeting*" and an abstract of it is published in daily newspapers ("Il Sole 24 Ore" and "MF").

It is also communicated on the storage facility named "linfo" (www.linfo.it) in accordance with provisions of the law and regulations currently in force. In accordance with Legislative Decree No. 196/2003, UBI Banca S.p.A. is the personal data controller. Full information on personal data processing is provided on the corporate website www.ubibanca.it.

Bergamo, 12 September 2016

The Chairwoman of the Management Board
Letizia Maria Brichetto Arnaboldi Moratti