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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 € 2,443,094,485.00
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 ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS**

A ordinary and extraordinary General Meeting of the Shareholders of Unione di Banche Italiane S.p.A is convened for the day

Friday 7th April 2017 at 2:30 p.m.

in a single call at the New Bergamo Trade Fair in via Lunga to discuss and resolve on the following

Agenda

Ordinary session

1. Proposal to replenish the loss for the year and to distribute a dividend drawn from the extraordinary reserve, subject to the prior presentation of the separate and consolidated financial statements as at and for the year ended 31st December 2016.
2. Appointment of a Board Member, to fill a vacancy on the Supervisory Board. Relative and consequent resolutions.
3. Report on remuneration: resolution in accordance with Art. 123-ter, paragraph 6 of Legislative Decree No. 58/1998.
4. Proposal for setting remuneration and incentive policies for members of the Supervisory Board and members of the Management Board in accordance with the regulations and legislation in force.
5. Remuneration schemes based on financial instruments:

- a. proposal to pay a portion of the short-term (annual) variable component of remuneration for "Key Personnel" in financial instruments and a proposal to authorise the purchase of treasury shares to service the incentive scheme;
 - b. proposal to pay the long-term (multi-year) variable component of remuneration for "Key Personnel" in financial instruments and a proposal to authorise the purchase of treasury shares to service the incentive scheme;
 - c. proposal to pay the Productivity Bonus (the "Company Bonus") for the financial year 2017 in financial instruments and a proposal to authorise the purchase of treasury shares to service the Company Bonus.
6. Proposal regarding the criteria and limits for determining remuneration to be agreed in the event of the early termination of an employment relationship or early retirement from corporate office.
 7. Proposal to set the ratio between the variable and fixed components of remuneration up to a limit of 2:1 for managers in the Investments Area of UBI Pramerica SGR.

Extraordinary session

Proposal to authorise the Management Board, pursuant to Art. 2443 of the Italian civil code, to increase the share capital by payment, in one or more tranches, by 31st July 2018, by a total maximum amount of €400,000,000, inclusive of any share premiums, by the issue of ordinary shares with no nominal value and having the same characteristics as those already outstanding, to be offered as an option to rights holders, with the broadest powers to establish, from time to time and in observance of the above limitations, the procedures, the terms and the conditions of the operation, inclusive of the issue price and comprising any share premiums and dividend entitlements. Relative and consequent resolutions. Consequent amendment to article 5 of the Articles of Association.

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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 provisions of the aforementioned Articles of Association, these connections will allow Shareholders who do not intend to travel to the place in which the meeting is convened at the New Bergamo Trade Fair in Via Lunga Bergamo - 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 €2,443,094,485.00, consisting of 977,237,794 shares.

At the date of this notice UBI Banca possesses 3,031,974 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 (**29th March 2017 - "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 market trading day prior to the date set for the Shareholders' Meeting, and that is by **4th April 2017**. 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.

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 - April 2017 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 **5th April 2017**). 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 - April 2017 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 **5th April 2017** 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 **17th March 2017**) 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:

- to the "Corporate Affairs Service" of the Bank at 8 Piazza Vittorio Veneto Bergamo by 5.00 p.m. on 17th March 2017;
- 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 17th March 2017.

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 **23rd March 2017**) 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 **4th April 2017**. 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.

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.

APPOINTMENT OF A BOARD MEMBER, TO FILL A VACANCY ON THE SUPERVISORY BOARD

For the purposes of filling vacant places on the Supervisory Board the procedure that will be followed shall comply with Art. 37 of the Articles of Association.

In this respect, as already reported, the Member of the Supervisory Board who resigned had been appointed by a Shareholders' Meeting held on 2nd April 2016 approved with a relative majority, because it had not been possible to use list voting procedures and therefore the replacement procedures pursuant to article 37.17 part one and 37.19 of the Articles of Association that regulate cases in which places are vacated by a Board Member elected in a list will not apply. The appointment of the Board Member will take place in accordance with the Articles of Association, with a relative majority vote without the obligation for a list provided for by the Articles of Association themselves and by Legislative Decree No.

58/98 and subsequent amendments.

The member of the Supervisory Board called upon to replace the missing member will serve in office until the original mandate of the replaced member expires.

However, in order to allow full and adequate assessment of candidates to the office of Member of the Supervisory Board by the shareholders of the Bank and also to facilitate the proceedings of the Shareholders' Meeting, shareholders are strongly advised to present proposals for candidates at least 21 days before the date of the Shareholders' Meeting and therefore by **17th March 2017**.

Nevertheless, whenever they are submitted, candidatures must be accompanied by the following:

- documentation that provides adequate proof that the presenter is a shareholder;
- a declaration by the candidate certifying that they accept their appointment together with the relative declarations that no cause for ineligibility and incompatibility exists and also that they possess the requirements prescribed by law, regulations and the Articles of Association for the office. The candidate is invited in that declaration to take account of relevant situations within the meaning of Art. 36 of Decree Law No. 201/2011, converted by Law No. 2014/2011 (ban on "interlocking" positions). Candidatures must be accompanied by a curriculum vitae containing exhaustive information on the candidate's professional characteristics and a list of any management and supervisory positions that may be occupied in other companies within the meaning of article 2400, paragraph 4 of the Italian Civil Code, with a commitment to update this if necessary at the date of the Shareholders' Meeting.

Again in order to facilitate procedures for the submission of candidatures, the following is available on UBI Banca's website "www.ubibanca.it - Shareholders Section - Shareholders' Meetings and communications to shareholders - April 2017 Shareholders' Meeting":

- a facsimile of the letter accompanying the candidatures containing the list of documentation that must accompany them;

- a facsimile for the declaration by candidates containing their acceptance of their candidature and certifying that they are in possession of the requirements for taking up the position required by the law and regulations, with regard also to the requirements set by Art. 36 of the Articles of Association.

The aforementioned candidature proposals are presented using one of the following procedures:

- to the "Corporate Affairs Service" of the Bank at 8 Piazza Vittorio Veneto Bergamo by 5.00 p.m. on 17th March 2017;
- 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 17th March 2017.

The candidatures received by the "Corporate Affairs Service" will be progressively registered and numbered on the basis of the day and time of receipt.

The above candidatures received shall be made available to the public at least 15 days before the Shareholders' Meeting on a storage facility named "linfo" (www.linfo.it) and they will also be published on the corporate website of UBI Banca "www.ubibanca.it - Shareholders Section - Shareholders' Meetings - April 2017 Shareholders' Meeting".

For further information reference is made to the Illustrative Report on the the second item on the agenda of the Ordinary Shareholders' Meeting available to the public as specified below.

DOCUMENTATION FOR THE SHAREHOLDERS' MEETING

The documentation relating to the items 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 - April 2017 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 the 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, 28 february 2017

The Chairwoman of the Management Board
Letizia Maria Bricchetto Arnaboldi Moratti