



PRESS RELEASE

Extraordinary and Ordinary Meetings of the Shareholders of UBI Banca

Approved proposed amendments to the Articles of Association

Approved distribution of a dividend of €0.06 per share on the 900,048,572 UBI Banca shares outstanding¹ for a total of approximately €54 million

Bergamo, 10th May 2014 – A General Meeting of the Shareholders of UBI Banca met today in second call under the chairmanship of the Chairman of the Supervisory Board, *Ing.* Andrea Moltrasio, convened in both extraordinary and ordinary session to resolve on the items on the agenda.

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The General Meeting of the Shareholders that met first in extraordinary session approved the amendments to the Articles of Association as proposed by the Supervisory Board.

These amendments were passed in the presence of 6,980 registered shareholders, representing 26.475% of the share capital; there were 6,870 votes in favour (representing 26.436% of the share capital), 95 votes against and 15 abstentions.

The amendments introduced include in particular the following:

- a) a reduction in the number of members of the Supervisory Board from 23 to 17, with effect from the next renewal of the Board and a reduction in the provisions of the Articles of Association, in the maximum number of members of the Management Board from 11 to 9, with the presence of senior managers of the Bank on that Board (this is already the situation for the Management Board currently in office);
- b) an increase in the requirements of professionalism for members of governing bodies with respect to those set by the legislation and regulations in force and also the introduction of age limits for appointment to those positions. As concerns the Supervisory Board, the majority of the members must be in possession of the requirements of independence set forth in the Corporate Governance Code recommended by Borsa Italiana, and a limit to the maximum number of terms of office is set for the senior appointments to that Board;
- c) maintenance of the *per capita* voting principle in the selection of the two majority and minority lists for the election of the Supervisory Board, accompanied by a premium mechanism for the appointment of Board Members, which takes account of the total capital held by the registered shareholders who have voted for each list if it exceeds 10% of the share capital. This approach allows the different interests of the Group's stakeholders to converge in an integrated manner;
- d) lists for the election of members of the Supervisory Board may be submitted by the following:

¹ Total shares outstanding excluding the 1,700,000 treasury shares held in portfolio.

- at least 500 registered shareholders who represent at least 0.5% of the share capital;
 - the outgoing Supervisory Board with a proposal supported by at least 500 registered shareholders representing at least 0.5% of the share capital;
 - collective investment undertakings (UCITS) that hold a total of at least 1% of the share capital and that have the right to participate and vote in the Shareholders' Meeting called to elect the Supervisory Board;
- e) the introduction of a videoconference in shareholders' meetings and an increase in the number of proxies to five for each registered shareholder, to promote participation to the General Meeting.

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The Shareholders' Meeting then continued in ordinary session and resolved as reported below on the items on the agenda.

- 1) The Chairman of the Management Board, *Rag. Franco Polotti*, proceeded to report on the performance and results achieved in 2013 as approved by the Supervisory Board on 26th March 2014.
The Shareholders' Meeting then approved the allocation of the profit of the Parent for the year, as proposed by the Management Board and approved by the Supervisory Board, and therefore the distribution of a dividend of €0.06 per share on the 900,048,572 ordinary shares of UBI Banca outstanding, for a total amount of approximately €54 million drawn from the profit of the Parent.
The dividend will be paid with ex dividend date, record date and payment date on 19th, 21st and 22nd May 2014 respectively.

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- 2) The Shareholders' Meeting then appointed members of the Board of Arbitrators, confirming the appointment of *avv. Attilio Rota*, who on 14th September 2013 took the place of the late *avv. Mario Caffi*, as a Full Arbitrator and appointing *Prof. Rodolfo Luzzana* as Alternate Arbitrator.
The term of office of these two members of the Board of Arbitrators will expire on the same date as those already in office on the date of the 2015 annual Shareholders' Meeting.

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- 3) The Shareholders' Meeting resolved to set the additional remuneration to be paid to members of the Supervisory Board who are also members of the Internal Control Committee for carrying out Supervisory Body functions pursuant to Legislative Decree No. 231/2001, as a consequence of updates to the UBI Banca 231 Model which involves the assignment of Supervisory Body functions pursuant to Legislative Decree No. 231/2001 to a collegial body with the same composition as that of UBI Banca's Internal Control Committee formed in accordance with article 49 of the Articles Association internal to the Supervisory Board. The remuneration set was 15% of the current remuneration due to members of the Internal Control Committee (i.e. a total of €51,000 from 1st January 2014).

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- 4) The Shareholders' Meeting approved the new regulations for Shareholders' Meetings which update the previous text in force for compliance with the new Articles of Association and it also implements further measures designed to streamline proceedings in Shareholders' Meetings. The main changes introduced are basically a consequence of the amendments made to the Articles of Association and concern the following: the introduction of videoconferences as a method of holding shareholders meetings to allow the remote participation of Registered Shareholders; the appointment of members of the Board of Arbitrators in order to bring the text into line with the new criterion for appointment by lists provided for in the Articles of Association.

The new text of the regulations will become effective the moment today's resolution to amend the Articles of Association is registered with the Bergamo Companies' Register.

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- 5) The Shareholders' Meeting then approved the first section of the Remuneration Report, prepared for public disclosure purposes, in compliance with regulations in force and made available to the public in accordance with the law. This first section contains the main information on the following: the decision-making processes for remuneration systems, the main features, the means by which remuneration is linked to results, the main performance indicators employed, the reasons behind the choice of variable remuneration schemes and the other non-monetary schemes.

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- 6) The Shareholders' Meeting has approved remuneration policies for Members of the Management Board as proposed by the Supervisory Board.

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- 7) The Shareholders' Meeting has approved the 2014 incentive scheme based on financial instruments, which provides for a part of the variable component of remuneration for "key personnel" to be granted in ordinary shares of the Parent, UBI Banca. In view of the estimate of the total number of shares which may be granted, the procedure that has been selected is that of making grants against treasury shares already held by the Parent.

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- 8) Finally, again on the subject of remuneration, having taken note of the Supervisory Board's proposal and taken into consideration the current regulations in force on the matter and the discretion allowed by the European Directive, the Shareholders's Meeting resolved to increase the ratio between variable and fixed remuneration to a maximum of 2:1 for limited and particular situations, which will be defined from year to year and promptly reported to Shareholders' Meetings, in order to ensure competitive and flexible management of remuneration for specific activities, markets and business. That maximum is set for 2014 for five positions in the asset management company, UBI Pramerica, of which one position is a member of "key personnel".

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