

**ABSTRACT FROM THE NOTICE TO CONVENE THE ORDINARY SHAREHOLDERS'
MEETING**

(in accordance with Art. 125-bis, paragraph 1 of Legislative Decree No. 58/1998)

An Ordinary General Meeting of the shareholders of Unione di Banche Italiane S.p.A. (the "**Bank**") is convened at the New Bergamo Trade Fair in via Lunga in a single call on 2nd April 2016 at 9:30 a.m. to discuss and resolve on the following

Agenda

1. Proposal for the allocation of profits for the year relating to the financial statements for the year ended 31st December 2015 and the distribution of a dividend, following the presentation of the separate and consolidated financial statements as at and for the year ended 31st December 2015.
2. Appointment of the members of the Supervisory Board, the Chairman and the Senior Deputy Chairman for the years 2016-2017-2018.
3. Determination of the remuneration of the members of the Supervisory Board in accordance with Art. 13, paragraph 2, letter a) of the Articles of Association.
4. Report on remuneration: resolution in accordance with Art. 123-ter, paragraph 6 of Legislative Decree No. 58/1998.
5. 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.
6. Remuneration schemes based on financial instruments:
 - proposal to set a portion of the variable remuneration of "Key Personnel" by assigning ordinary shares of the Parent, UBI Banca, and a proposal to purchase own shares to service the incentive scheme;
 - proposal to set amounts for the 2016 Incentive Scheme for Employees - excluding Key Personnel - by assigning ordinary shares and a proposal to purchase own shares to service the incentive scheme;
 - proposal to set amounts for the 2015 and 2016 productivity bonus (the "Company Bonus") by assigning ordinary shares of the Parent, UBI

Banca, and a proposal to purchase own shares to service the Company Bonus;

7. 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.
8. Proposal to increase the ratio of the variable to the fixed components of remuneration up to a limit of 2:1.

Information on share capital and also on procedures and time limits for the following:

- participation and voting in the Shareholders' Meeting (in this respect the record date is 22nd March 2016);
- participation and voting in the Shareholders' Meeting by ordinary proxy and by means of the Designated Proxy in accordance with Art. 135-*undecies* of Legislative Decree No. 58/1998 (Computershare S.p.A.);
- exercise of the right to make additions to the agenda, to submit new proposals for resolutions and to submit questions on the items on the agenda;
- the appointment of members of the Supervisory Board on the basis of lists of candidates;
- where to find reports on matters on the agenda and documentation relating to the Shareholders' Meeting,

is given in the full notice to convene available on the website of the Bank (www.ubibanca.it - Shareholders Section).

This official summary is published in daily newspapers ("Il Sole 24 Ore" and "ME").

The Chairman of the Management Board

Franco Polotti