

ABSTRACT OF NOTICE TO CONVENE AN ORDINARY ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

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

An Ordinary Annual General Meeting of the Shareholders of Unione di Banche Italiane Società per azioni (the "Bank" or "UBI Banca S.p.A.") is convened at the "Corrado Faissola" Conference Hall of the Brescia Operating Headquarters of UBI Banca S.p.A. (the entrance is at 11, Piazza Monsignor Almici) on **8th April 2020 at 10.00 a.m. in a single call** to discuss and resolve upon the following

Agenda

- 1 Approval of the financial reports as at and for the year ended 31st December 2019 of UBI Banca S.p.A., together with reports from the Board of Directors, the Management Control Committee and the independent auditors.
- 2 The allocation of profit for the financial year 2019 and the distribution of a dividend to shareholders.
- 3 The appointment of external statutory auditors for the financial years 2021 - 2029 and the determination of their fees.
- 4 Report on remuneration policies and wages: binding resolution on the section that regards remuneration and incentive policies for the financial year 2020.
- 5 Report on remuneration policies and wages: non-binding resolution on the section that regards remuneration paid in the financial year 2019.
- 6 Remuneration schemes based on financial instruments: proposal to pay a portion of the short-term (annual) variable component of remuneration for "Identified Staff" in financial instruments; proposal to authorise the purchase of treasury shares and to make them available to service the incentive scheme.
- 7 Remuneration schemes based on financial instruments: proposal to pay a portion of the long-term (multi-year) variable component of remuneration for "Identified Staff" in financial instruments; proposal to authorise the purchase of treasury shares and to make them available to service the incentive scheme.
- 8 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.
- 9 Proposal to set the ratio of the variable component to the fixed component of remuneration for the personnel of Pramerica SGR S.p.A. belonging to the Investments Area up to a limit of 4:1.

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

- participation and voting in the Annual General Meeting (in this respect the record date is 30th March 2020),
 - participation and voting in the Annual General Meeting by ordinary proxy and by means of the Designated Proxy in accordance with Art. 135-undecies of Legislative Decree No. 58/1998 (the Designated Proxy is Computershare S.p.A.),
 - exercise of the right to make additions to the agenda, the right to submit new proposals for resolutions and the right to submit questions on the items on the agenda,
 - where to find documentation on items on the agenda and additional 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 abstract is published in the daily newspapers "Il Sole 24 Ore", "Corriere della Sera" and "Financial Times".