

*This is an English courtesy translation of the original documentation prepared in Italian language.  
Please consider that only the original version in Italian language has legal value.*



**UNIONE DI BANCHE ITALIANE SOCIETA' PER AZIONI**

Registered Office and General Management: Bergamo, Piazza Vittorio Veneto, 8  
Operating Offices: Brescia and Bergamo, Registered on the Register of Banks at no. 5678 -  
Italian Banking Association no. 3111.2  
Head of "Gruppo UBI Banca" registered on the Register of Banking Groups at no. 3111.2  
Share Capital of Euro 2,843,177,160.24  
Tax Code, VAT Number and registration at the Companies Register of Bergamo no.03053920165  
Member of the National Guarantee Fund and the Interbank Deposit Protection Fund

**NOTICE TO CONVENE THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

The extraordinary and ordinary shareholders' meeting of Unione di Banche Italiane Società per azioni is convened for the day of

**Friday 19 OCTOBER 2018 at 9:30am**

in single convocation, at Nuova Fiera of Bergamo in Bergamo, Via Lunga, to discuss and resolve upon the following

**Agenda**

**Extraordinary part**

Approval of new Articles of Association in relation to the adoption of the one-tier management and control system: related and consequent resolutions.

**Ordinary part**

Proposal of amendment of the Shareholders' Meeting Regulations: related and consequent resolutions.

\* \* \*

#### **INFORMATION ON THE SHARE CAPITAL**

At the date of this notice, the resolved, subscribed and paid-up share capital of Unione di Banche Italiane Società per azioni (hereafter also the "Bank" or the "Company") amounts to Euro 2,843,177,160.24, split into no. 1,144,285,146 ordinary shares without par value.

Again at the date of this notice UBI Banca owns no. 5,169,009 treasury shares.

#### **ATTENDANCE AT SHAREHOLDERS' MEETING**

Persons having the right to vote for whom the Bank has received, within legal timescales, the communication certifying their legitimacy may attend at the Shareholders' Meeting; that communication, in accordance with the provisions of Art. 83-sexies of Italian Legislative Decree 58/1998 (the "Consolidated Finance Law"), is sent to the Bank by the authorised intermediary, based upon evidence relating to the end of the accounting day of the seventh open market day preceding the date of the Shareholders' Meeting (10 October 2018 - "record date").

Those who hold the Bank's shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

The intermediary's communication must be reach the Bank by the end of the third open market day prior to the date fixed for the Shareholders' Meeting, i.e. by 16 October 2018. The legitimacy to attend and vote remains valid if communications are received by the Bank beyond the period indicated above, provided that this occurs by the start of the shareholders' meeting works.

Each share attributes the right to one vote.

Voting by correspondence is not permitted.

#### **ATTENDANCE AND VOTING BY PROXY**

Those having the right to vote may be represented at the Shareholders' Meeting, in respect of relevant legal rules, by proxy, with the right to use the facsimile proxy form available on the internet website "[www.ubibanca.it](http://www.ubibanca.it) - Sezione Soci - Assemblea e comunicazioni ai Soci - Assemblea dei Soci ottobre 2018".

The proxy may be granted by electronic document signed with advanced, qualified or digital electronic signature in accordance with Art. 20, paragraph 1-*bis* of Italian Legislative Decree no. 82/2005.

The proxy may be sent by e-mail, to the address "notifica.delega@ubibanca.it".

If the representative sends or delivers to the Company a copy of the proxy, he must certify under his own liability, during the accreditation for accessing the shareholders' meeting works, the conformity of the copy with the original and the delegator's identity.

#### **REPRESENTATIVE APPOINTED BY THE BANK**

The proxy may also be granted free of charge - with voting instructions on all or some of the proposals on the agenda - to Computershare S.p.A. as "Appointed Representative" in accordance with Art. 135-*undecies* of the Consolidated Finance Law, by the end of the second open market day prior to the date of the Shareholders' Meeting (and therefore by **17 October 2018**). The proxy has effect only for proposals for which voting instructions have been provided. The proxy and voting instructions are always revocable by the deadline indicated above.

To grant the proxy to the Appointed Representative, a specific form must be used which will be made available on the internet website "[www.ubibanca.it](http://www.ubibanca.it) - Sezione Soci - Assemblea e comunicazioni ai Soci - Assemblea dei Soci ottobre 2018". The proxy form, if necessary, will be sent in paper format to anyone requesting the same from Computershare S.p.A., on tel. no. 011.0923200, or from the Bank's Corporate Affairs Service on no. 035/3922312.

The proxy must be received, with the voting instructions granted to the Appointed Representative, by the aforementioned deadline of **17 October 2018**, by one of the methods indicated in that proxy form.

#### **SUPPLEMENTATION OF AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS**

Based upon Art. 126-*bis* of the Consolidated Finance Law, Shareholders who, even jointly, represent at least one-fortieth of the share capital may request, by written application and within ten days from publication of this notice (i.e. by **24 September 2018**), the supplementation of the list of items to be discussed in the Shareholders' Meeting, indicating in the

application the additional items proposed, or they may submit resolution proposals on items already on the agenda.

The written request must be received by one of the following methods:

- delivery to the Bank's "Corporate Affairs Service" in Bergamo, Piazza Vittorio Veneto no. 8, **by 5pm on 24 September 2018;**
- transmission by recorded delivery post to "Corporate Affairs Service" - UBI Banca S.p.A. in Bergamo, Piazza Vittorio Veneto no. 8, **by 24 September 2018;**
- transmission by certified e-mail to the address "soci.comunicazioni@pecgruppoubi.it", attaching the documents in pdf format with digital signature **by 24 September 2018.**

The application must be accompanied by a report setting out the reason for the supplementation proposal of the items to be discussed or the reason for the additional resolution proposals submitted on items already on the agenda.

The applicants must provide to the Company - via their intermediary - communications certifying ownership of the shareholding; if they have asked their intermediary to issue that communication, they must simply indicate in the application the references of the communication or at least the name of the intermediary itself.

Any supplementations of the agenda or any submission of resolution proposals on items already on the agenda will be communicated, at least fifteen days prior to that fixed for the Shareholders' Meeting (i.e. by **4 October 2018**), in the same forms provided for the publication of this notice. At the same time, the reports prepared by those requesting the supplementation and/or the presentation of further resolution proposals submitted will be made available to the public, in the same forms provided for documentation relating to the Shareholders' Meeting, accompanied by any assessments of the Corporate Bodies.

The supplementation of the agenda is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, at the proposal of the Management Board or the Supervisory Board or based upon a project or report prepared by them, other than those indicated in Art. 125-ter, paragraph 1 of the Consolidated Finance Law.

**RIGHT TO POSE QUESTIONS ON ITEMS ON THE AGENDA**

In accordance with Art. 127-ter of the Consolidated Finance Law, those who have the right to vote may pose questions on items on the agenda even before the Shareholders' Meeting, submitting those questions by the end of the third day prior to the date of the Shareholders' Meeting, i.e. by **16 October 2018**. The questions may be sent to the Corporate Affairs Service in Bergamo, Piazza Vittorio Veneto no. 8, or by e-mail to the address "[domande.assemblea@ubibanca.it](mailto:domande.assemblea@ubibanca.it)".

The applicants must provide to the Bank - via their intermediary - communications certifying the legitimacy to exercise the right; if they have requested from their intermediary the communication for attendance at the Shareholders' Meeting, they must simply indicate in the request the references of the communication or at least the name of the intermediary itself.

Questions received before the Shareholders' Meeting that are found to be pertinent to the items on the agenda will be answered in the legal methods, at the latest during the Shareholders' Meeting. The Bank may provide a unitary response to questions having the same content.

#### **SHAREHOLDERS' MEETING DOCUMENTATION**

The documentation relating to items on the agenda is made available to the public at the Bank's registered office in Bergamo - Piazza Vittorio Veneto no. 8, on the Bank's internet website ([www.ubibanca.it](http://www.ubibanca.it) - *Sezione Soci - Assemblea e comunicazioni ai Soci - Assemblea dei Soci ottobre 2018*) and on the storage mechanism known as "linfo" ([www.linfo.it](http://www.linfo.it)), in the terms and methods provided by existing provisions of law and regulations.

The Shareholders will have the right to read and obtain a copy of the aforementioned documentation under legal conditions, subject to a request to the Bank's "*Corporate Affairs Service*" in Bergamo - Piazza Vittorio Veneto no. 8.

This notice to convene is published, in accordance with Art. 125-bis of the Consolidated Finance Law and Art. 15 of the Articles of Association, on the Bank's internet website ([www.ubibanca.it](http://www.ubibanca.it) - *Sezione Soci - Assemblea e comunicazioni ai Soci - Assemblea dei Soci ottobre 2018*), by extract in daily newspapers ("*Il Sole 24 Ore*", "*MF*" and "*Financial Times*") and on the storage mechanism known as "linfo" ([www.linfo.it](http://www.linfo.it)) in accordance with existing provisions of law and regulations.

In accordance with (EU) Regulation 679/2016, the personal data processing Controller is Unione di Banche Italiane Società per azioni. The full privacy policy is provided on the website [www.ubibanca.it](http://www.ubibanca.it).

Bergamo, 14<sup>th</sup> September 2018

The Chairwoman of the Management Board  
Letizia Maria Brichetto Arnaboldi Moratti