

*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.*



## **Report for the Ordinary Shareholders' Meeting of 19<sup>th</sup> October 2018**

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

Dear Shareholders,

With reference to the proposal to adopt new articles of association of UBI Banca S.p.A. for the transition from the two-tier system to the one-tier management and control system, amendments must be made to the Shareholders' Meeting Regulation ("the Regulation"), in order to align its provisions to the new articles of association.

The most significant amendment of the Regulation concerns the rules relating to the conduct of the shareholders' meeting by way of means of telecommunication, (i) eliminating the obligation to mention in the notice to convene each shareholders' meeting of the activation of one or more remote links (connected locations) with the place in which the shareholders' meeting itself is held (primary location) and (ii) introducing the mere right to indicate in the notice to convene the shareholders' meeting also the possibility of attending by means of telecommunication.

In relation to the aforementioned amendment of the methods of conducting the shareholders' meeting by means of telecommunication, it is necessary to amend articles 2.1, 2.2, 3.1, 3.3, 4.5 (removing that paragraph) and 6.2, according to what is illustrated in the comparison table between the text currently in force and the new text of the Regulation attached to this Report.

A second category of amendments of the Regulation concerns the adjustment of specific references to the corporate bodies in the one-tier management and control system, namely the Board of Directors (invested with the strategic supervision function and the management function) and the Management Control Committee (established within the Board of Directors and invested with the control function). That category of amendments affects articles 2.2 and 6.1.

The opportunity has also been identified of making to the Regulation further and limited amendments of formal nature aimed at defining more precisely some points of the Regulation. That category of amendments - not linked, therefore, to the adoption of the new articles of association - affects Articles 1.1, 2.3, 3.2, 4.8 (4.7 in the new numbering), 5.1, 6.6, 9.1, 9.2, 10.2, 11 (removing that article), 12.2 (11.2 in the new numbering).

That category of amendments, illustrated analytically in the cited comparison table attached to this Report, includes (i) the illustration of the possibility of performing voting using voting terminals (article 3.2) and (ii) the fact that the removal of Article 11 is based upon evidence that the provisions contained therein do not relate specifically to the rules of conduct of shareholders' meetings.

The aforementioned amendments of the Regulation, if approved, will be applied commencing from the next shareholders' meeting after that of appointment of the new corporate bodies.

*The ordinary shareholders' meeting of "UBI Banca S.p.A.", having heard the report of the Management Board and the Supervisory Board,*

*Resolves to*

- 1) approve the amendments of the Shareholders' Meeting Regulation indicated in the document attached to this Report;*
- 2) establish that the amendments of the Shareholders' Meeting Regulation will apply commencing from the next shareholders' meeting after that of appointment of the new corporate bodies;*
- 3) attribute to the Chairman of the Management Board, to the Vice Chairman of the Management Board and to the Managing Director, severally and with the right of sub-delegation, all the widest powers to complete any act - with no exclusions or exceptions - that becomes necessary or opportune to execute this resolution.*

THE SUPERVISORY BOARD

THE MANAGEMENT BOARD

September 2018

ANNEX

SHAREHOLDERS' MEETING REGULATION UNIONE DI BANCHE ITALIANE S.p.A.

COMPARISON TABLE

TEXT IN FORCE - October 2015	PROPOSED TEXT
REGULATIONS FOR SHAREHOLDERS' MEETINGS OF UNIONE DI BANCHE ITALIANE S.p.A.	REGULATIONS FOR SHAREHOLDERS' MEETINGS OF UNIONE DI BANCHE ITALIANE S.p.A.
<b>Chapter I</b>	<b>Chapter I</b>
<b>PRELIMINARY PROVISIONS</b>	<b>PRELIMINARY PROVISIONS</b>
<b>Article 1</b>	<b>Article 1</b>
<b>Scope of application</b>	<b>Scope of application</b>
<p>1. These regulations discipline the ordinary and extraordinary general meetings of the shareholders of Unione di Banche Italiane S.p.A. (the “<b>Company</b>”).</p> <p>Anything not expressly provided by these regulations is governed by the provisions of law and the Bank’s Articles of Association (the “<b>Articles of Association</b>”) on Shareholders’ Meetings.</p>	<p>1. These regulations (<i>the “Regulations”</i>) discipline the ordinary and extraordinary general meetings of the shareholders of Unione di Banche Italiane S.p.A. (the “<b>Company</b>”).</p> <p>Anything not expressly provided by <del>these</del> <del>Regulations</del> is governed by the provisions of law and the Bank’s Articles of Association (the “<b>Articles of Association</b>”) on Shareholders’ Meetings.</p>
<b>Chapter II</b>	<b>Chapter II</b>
<b>CONSTITUTION</b>	<b>CONSTITUTION</b>
<b>Article 2</b>	<b>Article 2</b>
<b>Participation, speaking and attendance at shareholders’ meetings</b>	<b>Participation, speaking and attendance at shareholders’ meetings</b>
<p>1. The methods and terms for participating in Shareholders’ Meetings are indicated in the notice to convene published pursuant to law and the Articles of Association.</p> <p>In accordance with the Articles of Association, the notice to convene permits the establishment of one or more remote connections (the “<b>connected locations</b>”) to the place where the meeting is held and where the Chairman and Secretary are present (the “<b>principal location</b>”). Unless specified otherwise, the provisions of this regulation on shareholders’ meetings or the meeting location apply equally to the principal location and the connected locations.</p>	<p>1. The methods and terms for participating in Shareholders’ Meetings are indicated in the notice to convene published pursuant to law and the Articles of Association.</p> <p><del>In accordance with the Articles of Association, the notice to convene permits the establishment of one or more remote connections (the “connected locations”) to the place where the meeting is held and where the Chairman and Secretary are present (the “principal location”). Unless specified otherwise, the provisions of this regulation on shareholders’ meetings or the meeting location apply equally to the principal location and the connected locations.</del></p> <p><i><u>If scheduled in the notice to convene, those who have the right to vote may attend at the Shareholders’ Meeting by means of telecommunication and exercise the right to vote electronically, according to the methods</u></i></p>

<p>The connected locations are indicated in the notice to convene as determined in accordance with the Articles of Association.</p>	<p><i>indicated in the notice itself.</i>  <del>The connected locations are indicated in the notice to convene as determined in accordance with the Articles of Association.</del></p>
<p>2. Holders of voting rights pursuant to the Articles of Association and applicable legislative and regulatory provisions, members of the Supervisory Board, and members of the Management Board have the right to participate in Shareholders' Meetings.</p> <p> Holders of voting rights who participate in Shareholders' Meetings from connected locations have the right to follow the meeting work and vote during deliberations exclusively during Shareholders' Meetings, and, when expressly provided in the notice to convene, they also have the right to participate in the discussion of the matters addressed.</p>	<p>2. Holders of voting rights pursuant to the Articles of Association and applicable legislative and regulatory provisions, <u>and</u> members of the <b>Supervisory</b> Board of Directors, <del>and members of the Management Board</del> have the right to participate in Shareholders' Meetings.</p> <p> Holders of voting rights who, <u>where provided in the notice to convene</u>, participate in Shareholders' Meetings <u>by means of telecommunication from connected locations</u> <del>have the right to follow the meeting work and vote during deliberations exclusively during Shareholders' Meetings, and, when expressly provided in the notice to convene, they also</del> have the right to participate in the discussion of the matters addressed <u>when expressly provided in the notice to convene itself.</u></p>
<p>3. Employees of the Company or of Group companies, representatives of the external statutory auditing company, and other parties whose participation the Bank considers useful in terms of the matters to be discussed or the work to be performed may also participate in Shareholders' Meetings at the Chairman's invitation.</p>	<p>3. Employees of the Company <u>and/or Directors and employees</u> of Group companies, representatives of the external statutory auditing company, and other parties whose participation the Bank considers useful in terms of the matters to be discussed or the work to be performed may also participate in Shareholders' Meetings at the Chairman's invitation.</p>
<p>4. With the Chairman's consent, persons other than holders of voting rights may attend meetings if they sent the Bank a request to do so sufficiently in advance of the date set for the Shareholders' Meeting.</p> <p>After first being identified, they may be granted access to the shareholders' meeting furnished with a special pass and must sit in an area specially reserved for them.</p>	<p>4. With the Chairman's consent, persons other than holders of voting rights may attend meetings if they sent the Bank a request to do so sufficiently in advance of the date set for the Shareholders' Meeting.</p> <p>After first being identified, they may be granted access to the shareholders' meeting furnished with a special pass and must sit in an area specially reserved for them.</p>
<p>5. Before illustrating the items on the agenda, the Chairman informs the Shareholders' Meeting of those participating and attending the meeting as indicated in paragraphs 3 and 4 of this article.</p>	<p>5. Before illustrating the items on the agenda, the Chairman informs the Shareholders' Meeting of those participating and attending the meeting as indicated in paragraphs 3 and 4 of this article.</p>
<p><b>Article 3</b></p> <p><b>Verification of authorisation to speak at Shareholders' Meetings, access to the meeting hall and exit from it</b></p>	<p><b>Article 3</b></p> <p><b>Verification of authorisation to speak at Shareholders' Meetings, access to the meeting hall and exit from it</b></p>
<p>1. Unless otherwise stated in the notice to convene, verification of authorisation to speak at Shareholders' Meetings begins at the meeting location and connected locations at least 1 hour before the meeting is scheduled to begin.</p>	<p>1. Unless otherwise stated in the notice to convene, verification of authorisation <del>to speak at Shareholders' Meetings</del> begins <del>at the meeting location and connected locations</del> at least 1 hour before the meeting is scheduled to begin.</p>
<p>2. Parties who have a right to speak at the Shareholders' Meeting must present a personal</p>	<p>2. Parties who have a right to speak at the Shareholders' Meeting must present a personal</p>

<p>identification document to the Bank's appointed personnel at the special stations outside the meeting location.</p> <p>After completing the necessary verifications, the Bank's appointed staff issues special documents that should be retained while meeting work is underway and used to exercise all meeting rights.</p>	<p>identification document to the Bank's appointed personnel at the special stations outside the meeting location.</p> <p>After completing the necessary verifications, the Bank's appointed staff issues special documents that should be retained while meeting work is underway and used to exercise all meeting rights.</p> <p><b><u>If the voting occurs using voting terminals, the specific equipment to be used will be delivered upon entering the rooms in which the Shareholders' Meeting takes place, and will be returned when leaving - temporarily or finally - those rooms.</u></b></p>
<p>3. When determining the quorums to convene meetings and pass resolutions, the count includes all holders of voting rights who are present at the meeting locations, that is the section of the meeting location beyond the entrances set up to register holders of voting rights.</p>	<p>3. When determining the quorums to convene meetings and pass resolutions, the count includes all holders of voting rights who are present at the meeting locations, that is the section of the meeting location beyond the entrances set up to register holders of voting rights <b><u>as well as those who, if provided in the notice to convene, participate at the shareholders' meeting by means of telecommunication and exercise the vote electronically, according to the methods provided in the notice to convene.</u></b></p>
<p>4. Those who have the right to speak at Shareholders' Meetings who for any reason leave the locations where the Shareholders' Meeting is taking place must register their exit, as well as any return, by passing through the special electronic detection stations at the entrance to the meeting location.</p>	<p>4. Those who have the right to speak at Shareholders' Meetings who for any reason leave the locations where the Shareholders' Meeting is taking place must register their exit, as well as any return, by passing through the special electronic detection stations at the entrance to the meeting location.</p>
<p>5. Unless the Chairman decides otherwise, no photographic, video or similar equipment, recording instruments of any kind, or any mobile phone devices may be used at the meeting location. If the Chairman authorises the use of said devices, he may determine the conditions and limits.</p>	<p>5. Unless the Chairman decides otherwise, no photographic, video or similar equipment, recording instruments of any kind, or any mobile phone devices may be used at the meeting location. If the Chairman authorises the use of said devices, he may determine the conditions and limits.</p>
<p>6. Audio/video recordings of meeting work may be made solely for transmission/showing in connected locations using a closed circuit system, and to assist in preparing responses during the Shareholders' Meeting; the relative recordings are used only by the public notary through his/her support staff or by the Secretary in order to prepare the meeting minutes.</p>	<p>6. Audio/video recordings of meeting work may be made solely for transmission/showing in connected locations using a closed circuit system, and to assist in preparing responses during the Shareholders' Meeting; the relative recordings are used only by the public notary through his/her support staff or by the Secretary in order to prepare the meeting minutes.</p>
<p><b>Article 4</b></p>	<p><b>Article 4</b></p>
<p><b>Constitution of Shareholders' Meetings and opening the proceedings</b></p>	<p><b>Constitution of Shareholders' Meetings and opening the proceedings</b></p>
<p>1. The person indicated in the Articles of Association assumes the role of meeting Chairman at the time set in the notice to convene.</p>	<p>1. The person indicated in the Articles of Association assumes the role of meeting Chairman at the time set in the notice to convene.</p>
<p>2. The Chairman is assisted by a Secretary.</p>	<p>2. The Chairman is assisted by a Secretary.</p>

During an Extraordinary Shareholders' Meeting, or when the Chairman considers it necessary, a public notary he designates will act as Secretary. The Secretary and public notary may use the assistance of their own staff.	During an Extraordinary Shareholders' Meeting, or when the Chairman considers it necessary, a public notary he designates will act as Secretary. The Secretary and public notary may use the assistance of their own staff.
3. The Chairman may be assisted by persons authorised to participate in Shareholders' Meetings and he may also ask them to illustrate items on the agenda or to answer questions posed in relation to specific matters.	3. The Chairman may be assisted by persons authorised to participate in Shareholders' Meetings and he may also ask them to illustrate items on the agenda or to answer questions posed in relation to specific matters.
4. The Chairman may appoint special personnel wearing identifying markings to provide a security service.	4. The Chairman may appoint special personnel wearing identifying markings to provide a security service.
5. The Chairman appoints his own assistants at the connected locations, with the aid of appointed staff, to ensure that meeting admission and voting procedures are followed.	<del>5. The Chairman appoints his own assistants at the connected locations, with the aid of appointed staff, to ensure that meeting admission and voting procedures are followed.</del>
6. The Chairman resolves any disputes relating to authorisation to intervene at Shareholders' Meetings and this may be based on the report of the personnel appointed for the purpose.	<del>6</del> 6. The Chairman resolves any disputes relating to authorisation to intervene at Shareholders' Meetings and this may be based on the report of the personnel appointed for the purpose.
7. The Chairman communicates the number of holders of voting rights present specifying the number, and those participating on their own behalf and those by proxy. Once the Chairman has ascertained that the Shareholders' Meeting has been properly constituted, he declares the proceedings of the general meeting open.	<del>6</del> 7. The Chairman communicates the number of holders of voting rights present specifying the number, and those participating on their own behalf and those by proxy. Once the Chairman has ascertained that the Shareholders' Meeting has been properly constituted, he declares the proceedings of the general meeting open.
8. If not enough people attend to constitute a Shareholders' Meeting, 30 (thirty) minutes after the scheduled start of the meeting, the Chairman so notes and postpones a discussion of the items on the agenda to the next convocation.	<del>7</del> 8. If not enough people attend to constitute a Shareholders' Meeting, 30 (thirty) minutes after the scheduled start of the meeting, the Chairman so notes and postpones a discussion of the items on the agenda to the next convocation, <b><i>where provided.</i></b>
<b>CHAPTER III</b>	<b>CHAPTER III</b>
<b>DISCUSSION</b>	<b>DISCUSSION</b>
<b>Article 5</b>	<b>Article 5</b>
<b>Agenda</b>	<b>Agenda</b>
1. The Chairman or those who on his invitation assist him in accordance with paragraph 3 of article 4 of these regulations, illustrates the items on the agenda and the proposals submitted for approval by the Shareholders' Meeting. In dealing with and discussing these matters and proposals, the Chairman may follow a different order than what is indicated in the notice to convene and may decide that some or all of the matters on the agenda should be discussed together	1. The Chairman or those who on his invitation assist him in accordance with <del>paragraph 3 of</del> <b>paragraph 3 of</b> article 4 of <del>these the r</del> <b>these the r</b> Regulations, illustrates the items on the agenda and the proposals submitted for approval by the Shareholders' Meeting. In dealing with and discussing these matters and proposals, the Chairman may follow a different order than what is indicated in the notice to convene and may decide that some or all of the matters on the agenda should be discussed together
<b>Article 6</b>	<b>Article 6</b>
<b>Intervention and replies</b>	<b>Intervention and replies</b>
1. The meeting Chairman leads and guides the discussion, turning the floor over to the	1. The meeting Chairman leads and guides the discussion, turning the floor over to the

<p>members of the Supervisory Board, the members of the Management Board, and holders of voting rights who have so requested. At the Chairman's request, senior managers and board members of the Bank and senior managers of Group companies may also take the floor.</p>	<p><del>members of the Supervisory Board Directors, the members of the Management Board,</del> and holders of voting rights who have so requested. At the Chairman's request, senior managers and board members of the Bank and senior managers of Group companies may also take the floor.</p>
<p>2. Without prejudice to the right to put questions before the Shareholders' Meeting in accordance with current regulations in force, each holder of voting rights at the principal location has the right to speak on each item of business on the agenda.</p> <p>Holders of voting rights who participate in the Shareholders' Meeting from connected locations may participate in the discussion of the items of business if this is expressly provided in the notice to convene.</p>	<p>2. Without prejudice to the right to put questions before the Shareholders' Meeting in accordance with current regulations in force, each holder of voting rights at the <u>principal shareholders' meeting</u> location has the right to speak on each item of business on the agenda.</p> <p>Holders of voting rights who, <u>where provided by the notice to convene</u>, participate in the Shareholders' Meeting <u>by means of telecommunication</u>, <del>from connected locations</del> may participate in the discussion of the items of business if this is expressly provided in the notice to convene <u>itself</u>.</p>
<p>3. At their request, holders of voting rights may speak one time only on each of the matters presented for discussion, by making comments, requesting information, and presenting any proposals. Requests may be made until the Chairman declares discussion on the item in question closed. Those who speak also have the right to reply.</p>	<p>3. At their request, holders of voting rights may speak one time only on each of the matters presented for discussion, by making comments, requesting information, and presenting any proposals. Requests may be made until the Chairman declares discussion on the item in question closed. Those who speak also have the right to reply.</p>
<p>4. The Chairman normally turns the floor over in the order in which the requests to speak were presented.</p>	<p>4. The Chairman normally turns the floor over in the order in which the requests to speak were presented.</p>
<p>5. The Chairman is responsible for leading and guiding the discussion, ensuring that the debate is conducted appropriately and effectively and that the Shareholders' Meeting proceeds regularly without disturbance.</p>	<p>5. The Chairman is responsible for leading and guiding the discussion, ensuring that the debate is conducted appropriately and effectively and that the Shareholders' Meeting proceeds regularly without disturbance.</p>
<p>6. The Chairman, or at his request anyone who assists him pursuant to Art. 4, paragraph 3 of these regulations, responds to those who have taken the floor at the end of all comments on the matters presented for discussion, or else after each comment.</p>	<p>6. The Chairman, or at his request anyone who assists him pursuant to Art. 4, paragraph 3 <u>of these the R</u>egulations, responds to those who have taken the floor at the end of all comments on the matters presented for discussion, or else after each comment.</p>
<p>7. Based on the average number of participants at the Bank's Shareholders' Meetings, and the average number of people who have taken the floor at the Bank's Shareholders' Meetings over recent years, and also taking into account the need to permit as many comments as possible, while guaranteeing that meeting work is handled in an orderly fashion and concluded during a single meeting, the Chairman may set a length for comments of no more than 5 (five) minutes, while any replies may be no longer than 2 (two) minutes. Depending on the circumstances, the Chairman may permit longer times. The Chairman invites speakers to conclude before the end of the period for speaking or replying</p>	<p>7. Based on the average number of participants at the Bank's Shareholders' Meetings, and the average number of people who have taken the floor at the Bank's Shareholders' Meetings over recent years, and also taking into account the need to permit as many comments as possible, while guaranteeing that meeting work is handled in an orderly fashion and concluded during a single meeting, the Chairman may set a length for comments of no more than 5 (five) minutes, while any replies may be no longer than 2 (two) minutes. Depending on the circumstances, the Chairman may permit longer times. The Chairman invites speakers to conclude before the end of the period for speaking or replying</p>

and may make use of specific visual and/or acoustic signalling devices. If a person who has the floor does not comply with the above, the Chairman asks him to conclude within a brief period of time, after which he may cut the speaker off.	and may make use of specific visual and/or acoustic signalling devices. If a person who has the floor does not comply with the above, the Chairman asks him to conclude within a brief period of time, after which he may cut the speaker off.
8. Once the speeches, answers and possible replies are ended, the Chairman declares discussion on the item closed. After that time, no holder of voting rights has any further right to speak on the matter under discussion.	8. Once the speeches, answers and possible replies are ended, the Chairman declares discussion on the item closed. After that time, no holder of voting rights has any further right to speak on the matter under discussion.
<b>Article 7</b>	<b>Article 7</b>
<b>Suspension of proceedings</b>	<b>Suspension of proceedings</b>
1. The Chairman may suspend the proceedings during the course of a meeting when he considers it appropriate and giving his reasons.	1. The Chairman may suspend the proceedings during the course of a meeting when he considers it appropriate and giving his reasons.
<b>Article 8</b>	<b>Article 8</b>
<b>Powers of the Chairman</b>	<b>Powers of the Chairman</b>
1. In order to guarantee the proper performance of the proceedings and the exercise of the rights of those intervening, the Chairman may prevent persons from speaking: <ul style="list-style-type: none"> <li>- if a person speaks without the right, or continues to speak after the allotted period decided beforehand by the Chairman has terminated;</li> <li>- after first warning the speaker if the speech is clearly not relevant to the item under discussion;</li> <li>- in all cases in which the speaker makes utterances or behaves in an improper or insulting manner or as also in the event of threats or incitement to violence and disorder.</li> </ul>	1. In order to guarantee the proper performance of the proceedings and the exercise of the rights of those intervening, the Chairman may prevent persons from speaking: <ul style="list-style-type: none"> <li>- if a person speaks without the right, or continues to speak after the allotted period decided beforehand by the Chairman has terminated;</li> <li>- after first warning the speaker if the speech is clearly not relevant to the item under discussion;</li> <li>- in all cases in which the speaker makes utterances or behaves in an improper or insulting manner or as also in the event of threats or incitement to violence and disorder.</li> </ul>
2. If one or more speakers prevent others from speaking or by their behaviour present a clear hindrance to the normal proceedings of the Shareholders' Meeting, the Chairman calls for order and compliance with the regulations. If this appeal is to no avail, the Chairman may order the persons previously warned to be removed from the meeting hall for the whole of the discussion stage.	2. If one or more speakers prevent others from speaking or by their behaviour present a clear hindrance to the normal proceedings of the Shareholders' Meeting, the Chairman calls for order and compliance with the regulations. If this appeal is to no avail, the Chairman may order the persons previously warned to be removed from the meeting hall for the whole of the discussion stage.
<b>Chapter IV</b>	<b>Chapter IV</b>
<b>VOTING</b>	<b>VOTING</b>
<b>Article 9</b>	<b>Article 9</b>
<b>Preliminary operations</b>	<b>Preliminary operations</b>
1. Before allowing voting to start, the Chairman allows those who had been removed in accordance with article 8 of these regulations to be readmitted to the meeting.	1. Before allowing voting to start, the Chairman allows those who had been <i>removed</i> in accordance with article 8 of these regulations to be readmitted to the meeting.
2. The Chairman may decide either that votes will be taken on each individual item after discussion on the item is concluded or that they	2. The Chairman may decide either that votes will be taken on each individual item after discussion on the item is concluded or that they

will be taken at the end of the discussion of all or of some of the items on the agenda.	will be taken at the end of the discussion, <i><u>even unitarily</u></i> , of all or of some of the items on the agenda.
<b>Article 10</b>	<b>Article 10</b>
<b>Open ballot voting</b>	<b>Open ballot voting</b>
1. The Chairman puts proposed resolutions to the vote by a showing of hands or by using appropriate instruments to facilitate the casting and counting of votes. If voting is by a showing of hands, in order to permit recording in the minutes, as provided by the applicable supervisory provisions, those who have expressed a minority vote or abstained from voting must have their name recorded at the special stations, by presenting the documentation received at the entrance during registration and an identity document.	1. The Chairman puts proposed resolutions to the vote by a showing of hands or by using appropriate instruments to facilitate the casting and counting of votes. If voting is by a showing of hands, in order to permit recording in the minutes, as provided by the applicable supervisory provisions, those who have expressed a minority vote or abstained from voting must have their name recorded at the special stations, by presenting the documentation received at the entrance during registration and an identity document.
2. In cases of a vote by a showing of hands, if, taking abstentions into account as well, the vote is so close that the result is not clear, the Chairman may repeat the vote using the “stand or remain seated” method, with a count and recount.	2. In cases of a vote by a showing of hands, if, taking abstentions <i><u>and shareholders who have declared not to be voting</u></i> into account as well, the vote is so close that the result is not clear, the Chairman may repeat the vote using the “stand or remain seated” method, with a count and recount.
<b>Article 11</b>	<b>Article 11</b>
<b>Voting for corporate offices</b>	<b>Voting for corporate offices</b>
1. Lists are presented according to the procedures and terms established in the Articles of Association.	<del>1. Lists are presented according to the procedures and terms established in the Articles of Association.</del>
2. Subject to the automatic replacement mechanism set out in the Articles of Association and without prejudice to any different provisions of current laws, if the Shareholders’ Meeting is called to appoint members to the Supervisory Board in order to replace members who have left during their term of office, the power to submit candidacies (no more than the maximum number of members to be replaced) is held by those who have the right to participate and vote at Shareholders’ Meetings called to add members to the Supervisory Board, and who document this right according to the applicable laws. The nominations, signed by those who present them, must be lodged at the Bank’s registered office within the term set out in the applicable law for filing nomination lists for the Supervisory Board, accompanied by (a) information on the identity of the submitting shareholder or shareholders; (b) the professional CV of the designated parties; and (c) the statements from the individual candidates who accept the nomination attesting that they meet the requirements for the office set out by current laws or the Articles of Association.	<del>2. Subject to the automatic replacement mechanism set out in the Articles of Association and without prejudice to any different provisions of current laws, if the Shareholders’ Meeting is called to appoint members to the Supervisory Board in order to replace members who have left during their term of office, the power to submit candidacies (no more than the maximum number of members to be replaced) is held by those who have the right to participate and vote at Shareholders’ Meetings called to add members to the Supervisory Board, and who document this right according to the applicable laws. The nominations, signed by those who present them, must be lodged at the Bank’s registered office within the term set out in the applicable law for filing nomination lists for the Supervisory Board, accompanied by (a) information on the identity of the submitting shareholder or shareholders; (b) the professional CV of the designated parties; and (c) the statements from the individual candidates who accept the nomination attesting that they meet the requirements for the office set out by current laws or the Articles of Association.</del>

3. The lists and/or candidacies for corporate offices and the relative CVs are available at the Bank's registered office and on its website, and through the procedures and terms provided by the law in effect at the time.	<del>3. The lists and/or candidacies for corporate offices and the relative CVs are available at the Bank's registered office and on its website, and through the procedures and terms provided by the law in effect at the time.</del>
<b>Article 12</b>	<b>Article <u>112</u></b>
<b>The results of votes</b>	<b>The results of votes</b>
1. Once the total vote has been counted, the Chairman announces the results of voting, including with the assistance of the Secretary or public notary.	1. Once the total vote has been counted, the Chairman announces the results of voting, including with the assistance of the Secretary or public notary.
2. A special certification of the above is prepared, signed by the Chairman, the Secretary or the public notary, and the scrutineers, if appointed, and is filed with Bank records.	<del>2. A special certification of the above is prepared, signed by the Chairman, the Secretary or the public notary, and the scrutineers, if appointed, and is filed with Bank records.</del> With reference to the above, <u><i>the results of the votes are also indicated in the annexes to the minutes of the shareholders' meeting works indicated in Art. 13 of the Regulations.</i></u>
<b>CHAPTER V</b>	<b>CHAPTER V</b>
<b>CLOSURE</b>	<b>CLOSURE</b>
<b>Article 13</b>	<b>Article <u>123</u></b>
<b>Closure of the proceedings</b>	<b>Closure of the proceedings</b>
1. Once the items on the agenda have been discussed, the relative votes taken and the results announced, the Chairman declares the meeting closed.	1. Once the items on the agenda have been discussed, the relative votes taken and the results announced, the Chairman declares the meeting closed.
<b>Article 14</b>	<b>Article <u>134</u></b>
<b>Publication of work</b>	<b>Publication of work</b>
1. The minutes of the Meeting's work are prepared after work has been concluded, including a few days after the Meeting, in accordance with the terms set out in the applicable law. The minutes are signed by the Chairman, the public notary, or the Secretary of the shareholders' meeting, and are also published in the forms set out by the legislative and regulatory provisions in effect.	1. The minutes of the Meeting's work are prepared after work has been concluded, including a few days after the Meeting, in accordance with the terms set out in the applicable law. The minutes are signed by the Chairman, the public notary, or the Secretary of the shareholders' meeting, and are also published in the forms set out by the legislative and regulatory provisions in effect.
<b>CHAPTER VI</b>	<b>CHAPTER VI</b>
<b>FINAL PROVISIONS</b>	<b>FINAL PROVISIONS</b>
<b>Article 15</b>	<b>Article <u>145</u></b>
1. These regulations may be amended by an ordinary Shareholders' Meeting, if this matter has been indicated in the agenda in advance.	1. These regulations may be amended by an ordinary Shareholders' Meeting, if this matter has been indicated in the agenda in advance.
2. In addition to the provisions contained in these regulations, the Chairman may adopt any measures considered appropriate to guarantee the proper proceedings of Shareholders' Meetings and the exercise of the rights of speakers.	2. In addition to the provisions contained in these regulations, the Chairman may adopt any measures considered appropriate to guarantee the proper proceedings of Shareholders' Meetings and the exercise of the rights of speakers.