

*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 Società per azioni

Registered Address and General Management: 8, Piazza Vittorio Veneto, Bergamo

Operating headquarters: Brescia, Bergamo and Milan

Tax Code and Bergamo Company Registration No. 03053920165

A member of the UBI VAT Group with VAT No. 04334690163

Share Capital €2,843,177,160.24

Enrolled in the Register of Banks with No. 5678 - ABI (Italian Banking Association) No. 3111.2

Parent of the "UBI Banca Group" enrolled in the Register of Banking Groups with No. 3111.2

A Member of the National Guarantee Fund and a Member of the Interbank Deposit Protection Fund.

**SUPPLEMENT TO THE NOTICE TO CONVENE AN ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS**

Your attention is brought to the notice to convene ("**Notice**") an Ordinary General Meeting of the Shareholders of Unione di Banche Italiane Società per azioni (abbreviated to UBI Banca S.p.A., hereinafter "**UBI Banca**" or the "**Company**") for 8th April 2020 at 10.00 a.m. in a single call at the "Corrado Faissola" Conference Hall of the Brescia Operating Headquarters of UBI Banca with entrance at 11, Piazza Monsignor Almici (the "**Shareholders' General Meeting**").

It may be recalled that in the Notice, published on 6th March 2020 on the website of the Company and on the authorised storage facility named "1Info", as well as in the form of an abstract on 7th March 2020 in the daily newspapers "Il Sole 24 Ore" and "Corriere della Sera" and on 10th March 2020 in the daily newspaper "Financial Times", UBI Banca reserved the right to furnish subsequent updates regarding the Shareholders' General Meeting in relation to the state of emergency declared by the Council of Ministers as a consequence of the health risk posed by Coronavirus infection and the consequent measures to contain that risk.

As is known, following the publication of the Notice, the competent Authorities undertook a series of measures to contain, fight and manage the Covid-19 virus epidemic. Reference is made in particular here to i) the Decree of the President Council of Ministers ("**Dpcm**") dated 8th March 2020, ii) the Dpcm dated 9th March 2020 and iii) the Decree Law No. 18 of 17th March 2020 (the "**Decree**").

In view of the above, we announce that in accordance with Art. 106, paragraph 4, of the Decree, participation in the Shareholders' General Meeting will take place exclusively through the Designated Proxy Holder pursuant to Art. 135-*undecies* of Legislative Decree No. 58 of the 24th February 1998 (the "**Consolidated Finance Law**"). Proxies or sub-proxies within the meaning of article 135-*novies* of the Consolidated Finance Law, as an exception to article 135-*undecies*, paragraph 4, of the Consolidated Finance Law, may also be conferred on the aforementioned Designated Proxy Holder.

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In order to confer a proxy on the Designated Proxy Holder in accordance with Art. 135-*undecies* of the Consolidated Finance Law, already identified in the Notice as Computershare S.p.A., the special web app provided and managed directly by Computershare S.p.A. must be used (it can be accessed using a link on the corporate website "www.ubibanca.it - Shareholders Section - Shareholders' Meetings - April 2020 Shareholders' Meeting - Designated Proxy Holder of the Company"), with which guided compilation of the form for granting a proxy to the Designated Proxy Holder can be completed. The form ("*Proxy form for the Designated Proxy Holder*") is also available on the corporate website at "www.ubibanca.it - Shareholders Section - Shareholders' Meetings - April 2020 Shareholders' Meeting - Designated Proxy Holder of the Company". The proxy must arrive with the voting instructions conferred not later than **6th April 2020**.

In order to confer a proxy or sub-proxy, again on the Designated Proxy Holder, in accordance with Art. 135-*novies* of the Consolidated Finance Law, a special form is available ("*Proxy/sub-proxy form pursuant to Art. 135-novies of the Consolidated Finance Law*") on the corporate website at "www.ubibanca.it - Shareholders Section - Shareholders' Meetings - April 2020 Shareholders' Meeting".

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Members of the Board of Directors and of the Management Control Committee will be able to take part in the Shareholders' General Meeting by means of a telecommunications system which guarantees identification, as required by Art. 106, paragraph 2, of the Decree.

This supplement is published on the corporate website of the Company, on the authorised storage facility named "linfo" and in the daily newspapers "Il Sole 24 Ore", "Corriere della Sera" and "Financial Times".

Bergamo, 23rd March 2020

The Chairwoman of the Board of Directors

Letizia Maria Bricchetto Arnaboldi