

(This English version is a courtesy translation from the Italian original document which remains the definitive version)



**REGULATIONS FOR TRANSACTIONS CARRIED OUT BY
SIGNIFICANT PERSONS AND PERSONS CLOSELY ASSOCIATED
WITH THEM**
(the “Internal Dealing Regulations” or the “Regulations”)

*Prepared in accordance with article 19 of Regulation EU No. 596/2014
and the relative provisions to implement it, in accordance with Art. 114, paragraph 7 of Legislative
Decree No. 58/98 and articles 152 sexies, septies and octies of the regulations adopted by Consob
(Italian securities market authority) with resolution No. 11971/99.*

Edition May 2017

Article 1

The applicable legislation and regulations

These regulations, adopted by UBI Banca S.p.A. (“**UBI BANCA**”) to comply with the legislation and regulations in force concerning “internal dealing” defined by Art. 19 of Regulation EU No. 596/2014 and by the relative to measures to amend and implement it as well as by the applicable primary and secondary legislation on the matter, with particular regard to Legislative Decree No. 58/98 (“**Consolidated Finance Act**”) and the regulation adopted by Consob with Resolution No. 11971/99 (“**RE**”) and subsequent amendments and additions, are designed to give transparency to transactions performed within the meaning of the following article 3 by significant persons and persons closely associated with them, as defined in the following article 3.

Unless the fact constitutes a crime, failure to comply with the disclosure obligations to which Significant Persons are subject in accordance with the provisions of laws and regulations described in these regulations may result in the following:

- a) for a natural person subject to a disclosure obligation: the application of administrative sanctions provided for by law from time to time (which consist, as at the date of the approval of these Regulations and in accordance with the currently applicable Art. 193 of the Consolidated Finance Act, of: (i) a public declaration indicating the person responsible for the infringement and its nature; (ii) an order to eliminate the infringements in question with the possible indication of measures to be taken and the time limit for fulfilling them and also to desist from repeating them, when the infringements themselves are neither serious nor dangerous; (iii) an administrative fine ranging from €5,000 to €2,000,000);
- b) for a legal person subject to a disclosure obligation: the application of administrative sanctions provided for by law from time to time (which consist as at the date of the approval of these Regulations and in accordance with the currently applicable Art. 193 of the Consolidated Finance Act, of: (i) a public declaration indicating the person responsible for the infringement and its nature; (ii) an order to eliminate the infringements in question with the possible

- indication of measures to be taken and the time limit for fulfilling them and also to desist from repeating them, when the infringements themselves are neither serious nor dangerous; (iii) an administrative fine ranging from €5,000 to €10,000,000 or up to 5% of total annual sales turnover if this is greater);
- c) for Significant Persons, the consequences and responsibilities provided for by the regulations applicable to the relationship, inclusive therein of liabilities towards UBI BANCA for damages, including damage to reputation, incurred by it as a consequence of that failure. ⁽¹⁾

Without prejudice to the sanctions provided for by law, UBI BANCA reserves the right to take any further measures that it feels necessary or even merely advisable against those who have committed infringements of these Regulations.

Article 2

Definitions

For the purposes of these regulations the following definitions apply:

“Significant Persons”

- a1) members of the Management Board and of the Supervisory Board of UBI BANCA;
- a2) the following senior managers who have regular access to inside information which either directly or indirectly regards UBI BANCA and power to take managerial decisions affecting the future developments and business prospects of UBI BANCA: the General Manager, the Deputy General Managers and the Senior officer responsible for the preparation of corporate accounting documents of UBI BANCA;
- a3) any other person who holds an interest in the share capital calculated in accordance with article 118 of the RE, amounting to at least 10% of the share capital of UBI BANCA, consisting of shares with voting rights as well as any other person who controls UBI BANCA.

b) “Persons Closely Associated with Significant Persons”:

- b1) a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;
- b2) a dependent child, in accordance with national law;
- b3) parents and relatives by kinship and by marriage who have shared the same household with Significant Persons for at least one year on the date of the Transaction (as defined in the following Art. 3);
- b4) a legal person, trust or partnership, (i) the managerial responsibilities of which are discharged by a Significant Person or by a person referred to in the preceding points b1),

⁽¹⁾ To complete the information, it should be noted that in accordance with Art. 30, paragraph 2 of Regulation EU No. 596/2014, Member States shall, in accordance with national law, ensure that competent authorities have the power to impose at least the following administrative sanctions, amongst others, and to take at least, again by way of example and not exhaustively, the following administrative measures in the event of infringements of obligations resulting from Art. 19 of Regulation EU No. 594/2014: (i) an order requiring the person responsible for the infringement to cease the conduct and to desist from a repetition of that conduct; (ii) the disgorgement of the profits gained or losses avoided due to the infringement insofar as they can be determined; (iii) a public warning which indicates the person responsible for the infringement and the nature of the infringement; (iv) a temporary ban of a person discharging managerial responsibilities within an investment firm or any other natural person, who is held responsible for the infringement, from exercising management functions in investment firms; (v) a temporary ban of a person discharging managerial responsibilities within an investment firm or another natural person who is held responsible for the infringement, from dealing on own account; (vi) maximum administrative pecuniary sanctions of at least three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined; (vii) in respect of a natural person, maximum administrative pecuniary sanctions of at least €500,000.00. That article makes provision for Member States to provide that the competent authorities have powers in addition to those indicated above and to provide for higher levels of sanctions than those laid down in Art. 30 of Regulation EU No. 596/2014.

b2), or b3) or (ii) which is directly or indirectly controlled by a Significant Person or by a person referred to in the preceding points b1), b2), or b3), or (iii) which is set up for their benefit, or (iv) the economic interests of which are substantially equivalent to the interests of a Significant Person or a person referred to in the preceding points b1), b2), or b3) ⁽²⁾.

c) “Financial Instruments”:

shares and debt securities issued by UBI BANCA;

d) “Financial Instruments Associated with them”

financial instruments associated with the Financial Instruments even if not admitted to trading or traded on a trading venue or for which a request for admission to trading on a trading venue has not been made as follows:

- d1) contracts or rights to subscribe for, purchase or sell the Financial Instruments;
- d2) financial instruments consisting of debt that is convertible into the Financial Instruments or which may be exchanged for them;
- d3) financial derivatives of the Financial Instruments;
- d4) other financial instruments, equivalent to shares, representing shares of UBI BANCA;
- d5) listed shares issued by subsidiaries of the UBI BANCA and the financial instruments specified in the preceding points d1), d2), d3) and d4) associated with them;
- d6) unlisted shares issued by subsidiaries of the UBI BANCA, when the book value of the investment in the subsidiary amounts to more than 50% of the assets of the UBI BANCA as results from the last approved financial statements and the financial instruments specified in points d1), d2), d3) and d4) associated with them.

Article 3

Disclosure and conduct obligations – Exemptions

The obligations contained in these Regulations apply to all transactions carried out on own behalf by Significant Persons and by Persons Closely Associated with Significant Persons involving the Financial Instruments and the Financial Instruments Associated with them (the “**Transactions**” and, individually, the “**Transaction**”).

The Transactions relating to the aforementioned financial instruments that are subject to notification obligations include, by way of example but not exhaustively, the following:

- a) the purchase, disposal or sale (including short selling), the subscription or exchange;
- b) the acceptance or exercise of option rights (e.g. stock options) inclusive of stock options granted to Significant Persons or to employees as part of the remuneration due to them, together with the sale of shares resulting from the exercise of option rights;
- c) the stipulation of equity swap contracts;
- d) transactions in derivative instruments or instruments associated with them, inclusive of transactions with cash settlement;
- e) stipulation of a contract for difference;
- f) the purchase, sale or exercise of rights inclusive of put options, call options and warrants;
- g) the subscription of an increase in the share capital or an issue of debt securities (i.e. bonds);
- h) transactions in derivative instruments and financial instruments associated with a debt security, inclusive of credit default swaps;
- i) “conditional” transactions subject to conditions being met and the actual execution of

⁽²⁾ With regard to the natural persons indicated in the previous points b1), b2) and b3), Art. 152-*sexies*, letter d).1 of the Consob RE includes here “spouses not legally separated, children, including dependent children of a spouse, and, if living in the same household for at least one year, relatives by kinship and by marriage of Significant Persons”.

- transactions;
- j) the automatic or non-automatic conversion of a financial instrument into another financial instrument, inclusive of the conversion of convertible bonds into shares;
 - k) grants and donations made or received and inheritances received;
 - l) transactions carried out involving index-linked products;
 - m) transactions carried out in shares in companies or shares in investment funds inclusive of alternative investment funds (AIFs) pursuant to Art. 1 of Directive 2011/61/EU of the European Parliament and Council, without prejudice to the exemptions provided for in the penultimate paragraph of Art. 3;
 - n) transactions carried out by the manager of an AIF in which a Significant Person or Person Closely Associated with a Significant Person, without prejudice to the exemptions provided for in the penultimate paragraph of Art. 3;
 - o) transactions carried out by third parties as part of an asset management or individual portfolio management mandate on behalf of or to the benefit of a Significant Person or a Person Closely Associated with a Significant Person;
 - p) the grant or receipt of a loan of shares, or debt securities, or derivative instruments, or other financial instruments associated with them.

The Transactions that must be notified by Significant Persons and by Persons Closely Associated with Significant Persons also include:

- lodging financial instruments as collateral for lending them by or on behalf of one of the persons in Art. 2;
- transactions carried out by persons who arrange or perform transactions in a professional capacity or on behalf of persons in Art. 2, even when that activity is exercised on a discretionary basis (e.g. portfolio investment managers);
- transactions carried out as part of a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and Council, in which: (i) the holder of the insurance policy is a Significant Person or one of the Persons Closely Associated with the Significant Persons; (ii) the investment risk lies with the policyholder; and (iii) the policyholder has the power or discretion to take investment decisions in relation to specific instruments considered in the life insurance policy, or to carry out transactions concerning specific instruments of that life insurance policy.

These Regulations apply to all subsequent transactions once a total amount of €20,000 has been reached in the course of a calendar year.

The threshold of €20,000 is calculated by summing all the Transactions with no offsetting.

The notification obligations set out in this article do not apply to transactions involving financial instruments associated with shares or debt instruments of UBI BANCA if one of the following conditions is satisfied at the time of the transaction:

- (a) the financial instrument consists of a quota or a share of an undertaking for collective investment in which the exposure to shares or debt instruments of UBI BANCA is not greater than 20% of the assets held by the undertaking for collective investment;
- (b) the financial instrument provides an exposure to a portfolio of assets in which the exposure to shares or debt instruments of UBI BANCA is not greater than 20% of the portfolio's assets;
- (c) the financial instrument consists of a quota or a share of an undertaking for collective investments or provides an exposure to a portfolio of assets and the Significant Person or the Person Closely Associated with the Significant Persons neither knows, nor could know the composition of the investments or the exposure of that undertaking for collective investment or portfolio of assets in relation to the shares or debt instruments of UBI BANCA and furthermore, there is no reason for that person to believe that the shares or debt instruments of UBI BANCA are greater than the thresholds indicated in letters (a) or (b).

The following are also not subject to notification: *(i)* lodging of financial instruments as collateral or to provide other similar guarantees, in connection with the deposit of financial instruments in a custody account unless and as long as those lodgings of collateral or provision of other similar guarantees are intended to obtain specific loan facilities; and *(ii)* transactions carried out on shares or debt instruments of UBI BANCA or on Financial Instruments Associated with them, by managers of undertakings for collective investment in which the Significant Person or the Person Closely Associated with the Significant Persons has invested, if the manager of the undertaking for collective investment acts with full discretion, which excludes the possibility that that manager receives instructions or suggestions of any kind concerning the composition of the portfolio, either directly or indirectly, from investors of the undertaking for collective investment.

Article 4

Persons responsible for the receipt, management and disclosure of information to the market in accordance with these regulations and the time limits for communicating the Transactions

The *Corporate Affairs and Relations with Authorities Area* of UBI BANCA is the organisational unit responsible (the “**Unit Responsible**”) for the receipt, management and disclosure of Transactions communicated by Significant Persons.

In order to ensure compliance with the time limits set by Regulation EU No. 596/2014 (i.e. three business days after the date of the Transaction), it is absolutely compulsory for the Significant Persons to communicate details to the *Corporate Affairs and Relations with Authorities Area* of UBI BANCA of Transactions involving Financial Instruments or Financial Instruments Associated with them, carried out by them and by Persons Closely Associated with Significant Persons within one day following the date of the Transaction, by submitting a special form (Attachment 1), using one of the following procedures:

- delivery by hand of the communication directly to the *Corporate Affairs and Relations with Authorities Area* of UBI BANCA;
- transmission of the communication by fax to the number 030 2433509;
- transmission of the communication by email to the following address: affari.societari@ubibanca.it.

Significant Persons shall give advance notice of the transmission of the communication of a transaction by telephone on the telephone number: 030 2473727.

The *Corporate Affairs and Relations with Authorities Area* shall then make the required communication to the Consob (Italian securities market authority) and to the public following the procedures laid down by the applicable regulations.

The Unit Responsible, its staff and any substitutes for them are required to maintain maximum confidentiality concerning communications received pursuant to the previous paragraph of these Regulations, until disclosure to the market is made. It is the duty of the Unit Responsible:

- a) to prepare and maintain up-to-date the list of the Significant Persons and the Persons Closely Associated with Significant Persons specified in the following Art. 5, paragraph 2, taking care to ensure that these persons have been properly informed of the contents of these Regulations and the associated obligations;
- b) to provide assistance to the Significant Persons so that significant Transactions are communicated to UBI BANCA within the time limits and according to the procedures laid down by these Regulations;

- c) to provide for the receipt of communications of significant Transactions and their disclosure to the market within the time limits laid down by these Regulations;
- d) to keep records of communications of significant Transactions and of those disclosed to the market.

Article 5

Disclosure Obligations

On receipt of these Regulations, the Significant Persons sign a declaration that they have read these regulations and agree to comply with them, together with a list of the Persons Closely Associated with Significant Persons (Attachment 2).

UBI BANCA draws up a list of all the Significant Persons and of all the Persons Closely Associated with Significant Persons, on the basis of the information provided by the Significant Persons by compiling the form contained in Attachment 2 of these Regulations.

The Significant Persons inform the Persons Closely Associated with Significant Persons in writing of the existence of the conditions on the basis of which the latter persons are required to comply with the communication obligations laid down in these Regulations.

Article 6

Entry into force

The provisions of these Regulations enter into force on 8th August 2016 and fully replace the previous regulations, while it is nevertheless understood that these Regulations may be subject to further amendments and additions on the basis of EU and national regulations which may be issued.

The *Corporate Affairs and Relations with the Authorities Area* conserves the written declarations with which Significant Persons declare that they have full knowledge of the regulations, accept them and grant their consent to the necessary processing of the data required of them in accordance with Legislative Decree No. 196/03.

Articolo 7

Blocking Period

In compliance with the provisions of Art. 19, paragraph 11 of Regulation EU No. 596/2014, it is forbidden for Significant Persons to carry out Transactions on their own account, or on behalf of third parties, either directly or indirectly, relating to the Financial Instruments or to Financial Instruments associated with them of UBI BANCA, or of companies controlled by the latter within the limits described in the preceding Art. 2, points d5) and d6) during the 30 calendar days before the publication of an interim financial report or a year-end report which UBI BANCA is obliged to make public, in compliance with the rules of the trading venue where UBI BANCA's shares are traded or with the current provisions of national law.

Possible exceptions to that ban may be approved on the basis of good grounds by the Management Board in compliance with the limits set by Art. 19, paragraph 12 of Regulation EU No. 596/2014 and subsequently authorised by the Supervisory Board.

More specifically, in accordance with the above-mentioned legislation and without prejudice to bans on the abuse of insider information, unlawful disclosure of inside information and market manipulation, a Significant Person may trade on their own account or on behalf of third parties during a “blocking period”:

- a) on the basis of a case by case assessment by UBI BANCA, where exceptional circumstances exist, such as serious financial difficulties which require the immediate sale of shares. In these cases, the Significant Person asks UBI BANCA by means of a written request giving reasons, to authorise the immediate sale of their shares during a “blocking period”. This written request shall contain a description of the transaction considered and an explanation of the reason why the sale of shares is the only reasonable method of obtaining the necessary finance; or
- b) due to the characteristics of the trading in cases of transactions carried out at the same time, or in relation to an employee share ownership scheme or a savings scheme, a guarantee or entitlement of shares, or yet again as part of transactions in which the beneficial interest in the relevant security does not change.⁽³⁾ The Management Board also reserves the right to introduce further bans or limitations on Transactions carried out by Significant Persons.

⁽³⁾ In compliance with the provisions of Commission Delegated Regulation No. 522/2016, the Significant Person must in any event be able to demonstrate that the specific transaction cannot be carried out at another time but only during the blocking period. When deciding whether to authorise the immediate sale of its shares during a blocking period, UBI BANCA makes a case by case assessment of the written request submitted by the Significant Person. UBI BANCA may only authorise the immediate sale of shares if the circumstances of these transactions are considered exceptional and that is the circumstances are extremely urgent, unforeseen and compelling, are not generated by the Significant Person and are beyond the person’s control.

When examining whether the circumstances described in the written request are exceptional, in addition to other indicators, UBI BANCA assesses whether and to what extent the Significant Person:

- a) at the time of submitting the request must fulfil a legally enforceable demand or settle a claim;
- b) must meet commitments or is in a situation entered into before the blocking period started which requires the payment of a sum to a third party, including a tax liability, and that person cannot reasonably meet the financial commitment or settle a claim except by immediately selling the shares.

UBI BANCA has the right to authorise a Significant Person to trade on own account or on behalf of third parties during a blocking period in some circumstances and, amongst other things, in situations in which:

- a) the Significant Person had been awarded or granted financial instruments under a remuneration scheme provided the following conditions are met: i) the remuneration and its terms have been previously approved by UBI BANCA in compliance with national law and the terms of the scheme specify the timing of the award or grant and the amount of the financial instruments awarded or granted, or the basis on which that amount is calculated and on condition that discretion cannot be exercised; ii) the Significant Person has no discretion over whether to accept the financial instruments awarded assigned or granted;
- b) the Significant Person had been awarded or granted financial instruments under a remuneration scheme that takes place during the blocking period provided that a pre-planned and organised approach is followed regarding the conditions, the periodicity, the time of the award, the group of entitled persons to whom the financial instruments are granted and the amount of financial instruments to be awarded, the award or grant of financial instruments takes place under a defined framework under which any inside information cannot influence the award or grant of financial instruments;
- c) the Significant Person exercises options or warrants or conversion of convertible bonds assigned to him under a remuneration scheme when the expiration date of such options, warrants or convertible bonds falls within a blocking period, as well as sales of the shares acquired pursuant to such exercise or conversion, provided that all of the following conditions are met: (i) the Significant Person notifies UBI BANCA of its choice to exercise or convert at least four months before the expiration date; (ii) the decision of the Significant Person is irrevocable; (iii) the Significant Person has received the authorisation from the issuer prior to proceeding;
- d) the Significant Person acquires UBI BANCA’s financial instruments under an employee saving scheme, provided that all of the following conditions are met: (i) the Significant Person has entered into the scheme before the blocking period, except when it cannot enter into the scheme at another time due to the date of commencement of employment; (ii) the Significant Person does not alter the conditions of his participation in the scheme or cancel his participation in the scheme during the blocking period; (iii) the purchase transactions are clearly organised under the scheme terms and the Significant Person has no right or legal possibility to alter them during the blocking period, or are planned under the scheme to intervene at a fixed date which falls in the blocking period;
- e) the Significant Person transfers or receives, directly or indirectly, financial instruments, provided that the financial instruments are transferred between two accounts of the Significant Person and that such a transfer does not result in a change in price of the financial instruments;
- f) the Significant Person acquires a guarantee or entitlement of shares of UBI BANCA and the final date for such an acquisition, under UBI BANCA’s articles of association falls during the blocking period, provided that the Significant Person submits evidence to UBI BANCA of the reasons for the acquisition not taking place at another time, and the issuer is satisfied with the explanation provided.

ATTACHMENTS

Attachment 1

1	Data relating to the person discharging managerial responsibilities/to the closely associated person		
a)	Name	For natural persons:	
			Name:
			Surname:
		For legal persons:	
	Full name inclusive of the legal form of the organisation as contained in the register with which it is registered if applicable.	Name of the organisation:	
2	Reason for the notification		
a)	Position/Job title	For persons discharging managerial responsibilities: - indicate the position (e.g. chief executive officer, finance director) held within the issuer	
		Position:	
		For closely associated persons indicate: - that the notification regards a person closely associated with a person discharging managerial responsibilities; - name and surname and position of the person discharging managerial responsibilities.	
		Name, surname and position:	
b)	Initial notification/Change	Indicate whether it is an initial notification or a change to a previous notification. If it is a change, please explain the error that is being corrected with this notification.	
3	Data relating to the issuer or emission allowance market participant, the auction platform, auctioneer or auction monitor		
a)	Name	Full name of the entity:	UNIONE DI BANCHE ITALIANE S.P.A.
b)	LEI	Identification code number for the legal entity, compliant with the LEI code pursuant to the ISO 17442 standard.	81560097964CBDAED282
4	Data relating to the transaction: section to be repeated for i) each type of instrument; ii) each type of transaction; iii) each date; and iv) each place in which the transactions took place		
Transaction – 1			
a)	Description of the financial instrument, type of instrument.	Indicate the nature of the instrument: - a share, a debt instrument, a derivative or a financial instrument associated with a share or a debt instrument; - an emission allowance, a product auctioned on the basis of an emission allowance or a derivative of emission allowances.	
	Identification code number	Identification code number of the instrument as defined in the Commission Delegated Regulation which supplements Regulation (EU) No. 600/2014 of the European Parliament and Council with regard to the regulatory technical standards on reporting transactions to the competent authorities adopted in accordance with Art. 26 of Regulation (EU) No. 600/2014.	
		ISIN Number:	

b)	Nature of the transaction	Description of the type of transaction using, if necessary, the types of transaction set out in Art. 10 of Commission Delegated Regulation (EU) No. 2016/522 adopted in accordance with Art. 19, paragraph 14 of Regulation (EU) No. 596/2014, or one of the specific examples contained in Art. 19, paragraph 7 of Regulation (EU) No. 596/2014. ⁽¹⁾	
		In accordance with Art. 19, paragraph 6, letter e) of Regulation (EU) No. 596/2014, indicate whether the transaction is linked to the exercise of share option programmes	
c)	Price/s and Volume/s	Price/s	Volume/s
		If more than one transaction of the same nature (purchase, sale, lending and borrowing, etc..) involving the same financial instrument or the same emission allowance is carried out on the same day and in the same place indicate prices and volumes of these transactions in this field, in the two columns as illustrated above, by inserting all the necessary lines. Use the standards relating to the data for the price and the quantity, inclusive, if necessary of the currency for the price and the currency for the quantity, according to the definition contained in the Commission Delegated Regulation which supplements Regulation (EU) No. 600/2014 of the European Parliament and Council with regard to the regulatory technical standards on reporting transactions to the competent authorities adopted in accordance with Art. 26 of Regulation (EU) No. 600/2014.	
d)	Aggregate information – Aggregate volume – Price	The volumes of multiple transactions are summed when these transactions: — relate to the same financial instrument or the same emission allowance; — are of the same nature; — are carried out on the same day and — are carried out in the same place.	
		Aggregate volume	
		Use the standards relating to the data for the quantity, inclusive, if necessary of the currency for the quantity, according to the definition contained in the Commission Delegated Regulation which supplements Regulation (EU) No. 600/2014 of the European Parliament and Council with regard to the regulatory technical standards on reporting transactions to the competent authorities adopted in accordance with Art. 26 of Regulation (EU) No. 600/2014.	
		Information on prices: — in the event of a single transaction, the price for the single transaction; — in cases where volumes of multiple transactions have been aggregated, the average weighted price of the aggregated transactions.	
		Price	
		Use the standards relating to the data for the price, inclusive, if necessary of the currency for the price, according to the definition contained in the Commission Delegated Regulation which supplements Regulation (EU) No. 600/2014 of the European Parliament and Council with regard to the regulatory technical standards on reporting transactions to the competent authorities adopted in accordance with Art. 26 of Regulation (EU) No. 600/2014.	
e)	Date of the transaction	Date on which the notified transaction was executed	
		Use the ISO 8601 format: YYYY-MM-DD; UTC time	
f)	Place of the transaction	Name and identification code number of the trading venue in accordance with MiFID, of the systematic internaliser or of the trading platform organised outside the European Union in which the operation was carried out as defined by the Commission Delegated Regulation which supplements Regulation (EU) No. 600/2014 of the European Parliament and Council with regard to the regulatory technical standards on reporting transactions to the competent authorities adopted in accordance with Art. 26 of Regulation (EU) No. 600/2014. or if the transaction was not carried out in one of the venues mentioned above, put “not in a trading venue”.	

⁽¹⁾ See also article 3 of UBI BANCA’s Internal Dealing Regulations.

Attachment 2

Declaration of full knowledge and acceptance of the UBI Banca Internal Dealing Regulations and authorisation for the processing of personal data in compliance with Legislative Decree No. 196/2003

DECLARATION

I the undersigned _____

in my capacity as _____

- having taken note that I am included among the “Significant Persons” in accordance with the *Regulations for transactions carried out by significant persons and persons closely associated with them* adopted by UBI Banca S.p.A. (the “*Internal Dealing Regulations*” or the “*Regulations*”), the latter having been drawn up in accordance with Art. 19 of Regulation EU No. 596/2014 and with the relative implementation measures as well as in accordance with Art. 114, paragraph 7 of Legislative Decree No. 58/98 (“**Consolidated Finance Act**”) and articles 152 *sexies*, *septies* and *octies* of the regulations adopted by the Consob (Italian securities market authority) with Resolution No. 11971/99 and subsequent amendments (“**RE**”);
- being fully aware of the prompt compliance with the obligations required by provisions on the matter currently in force and the sanctions provided for in the event of failure to comply with them;
- being fully aware of UBI Banca SpA’s willingness to make compulsory communications to the supervisory and market authorities in the name of and on behalf of those concerned within the limits and conditions laid down by the Regulations and subject to the time limits set by the Regulations themselves,

HEREBY DECLARE

- that I have received, read and accepted the contents of the above mentioned Regulations and the regulations and legislation on the subject of internal dealing currently in force;
- that I shall scrupulously comply with all that which is required and provided for in them; and
- I have notified the persons closely associated with myself in writing of the obligations required of them in accordance with the regulations and legislation currently in force and the above mentioned Regulations and that I have kept copies of this. In this regard I attach to this communication a list of all the Persons Closely Associated with myself and hereby agree to promptly communicate any changes that might be made to that list to UBI BANCA.

I the undersigned also hereby give my consent in accordance with Legislative Decree No. 196/03 to the processing of my personal data requested within the limits and for the purposes indicated in the information given above.

For the purposes of the above I the undersigned communicate my contact information:

Address: _____

Telephone: _____

Fax: _____

Email: _____

Date, _____

(signature) _____

SIGNIFICANT PERSON IN ACCORDANCE WITH ART. 3, PARAGRAPH 1, 25) OF REGULATION EU NO. 596/2014

(name, surname) _____

LIST OF PERSONS CLOSELY ASSOCIATED WITH THE SIGNIFICANT PERSON IN ACCORDANCE WITH ART. 3, PARAGRAPH 1, 26) OF REGULATION EU NO. 596/2014

a) a spouse, or a partner considered to be equivalent to a spouse in accordance with national law:

SURNAME	NAME	PLACE AND DATE OF BIRTH	RESIDENCE	TAX CODE NUMBER	TYPE OF RELATIONSHIP

b) dependent children in accordance with national law:

SURNAME	NAME	PLACE AND DATE OF BIRTH	RESIDENCE	TAX CODE NUMBER	TYPE OF RELATIONSHIP

c) relative who has shared the same household for at least one year on the date of the transaction in question:

SURNAME	NAME	PLACE AND DATE OF BIRTH	RESIDENCE	TAX CODE NUMBER	TYPE OF RELATIONSHIP

d) a legal person, trust or partnership, the managerial responsibilities of which are discharged by a person who discharges managerial responsibilities or by a person indicated under a), b) or c) above, which is either directly or indirectly controlled by that person, or which is set up for their benefit, or the economic interests of which are substantially equivalent to the interests of that person:

NAME OF ORGANISATION	REGISTERED ADDRESS	TAX CODE / VAT NUMBER	TYPE OF RELATIONSHIP

Date, _____

Signature, _____