

ABSTRACT OF AN AGREEMENT CONCERNING THE EXERCISE OF VOTING RIGHTS IN THE SHAREHOLDERS' MEETING CONVENED FOR 7TH APRIL 2017 OF UBI BANCA S.P.A., IN ACCORDANCE WITH ART. 122, PARAGRAPH 1 OF LEGISLATIVE DECREE 58/1998

An agreement was signed between the adherents to the shareholders' pacts relating to UBI BANCA S.p.A., essential information on which may be found on the website mentioned below,

- Sindacato Azionisti Ubi Banca S.p.A.,
- Patto dei Mille

on 16th March 2017, having the nature of a shareholders' voting pact in accordance with Art. 122, paragraph one of the Consolidated Finance Act No. 58/1998 for the presentation of a candidature and for the vote for the appointment of a member of the Supervisory Board of UBI Banca S.p.A. (a listed company with headquarters at 8, Piazza Vittorio Veneto, Bergamo, registered with the Bergamo Company Registrar, with fully paid-up share capital of €2,443,094,485.00, represented by 977,237,794 shares) on the occasion of the Shareholders' Meeting convened for 7th April 2017 of the aforementioned company.

The agreement is between an overall group of 269 shareholders representing 162,759,567 shares accounting for 16.655% of the share capital with voting rights of Unione di Banche Italiane S.p.A..

Of those parties who adhered to the agreement the following, listed in order of the percentage held, own more than 1% of the share capital of UBI Banca:

- Fondazione Banca del Monte di Lombardia which holds 50,843,077 shares (5.2% of UBI Banca shares), while 34,170,500 shares have been pledged to the Sindacato Azionisti UBI Banca spa and it has waived its right to vote on 2,028,077 shares;
- Upifra S.A. holds 9,810,178 shares (1.004% of UBI Banca shares) while 9,000,000. of those shares have been pledged to the Sindacato Azionisti UBI Banca spa.

The candidate that will be presented and voted on following the agreement is *dott.* Ferruccio Dardanello, born at Mondovì on 29th June 1944.

The duration of the Agreement is until the end of the proceedings of the aforementioned Shareholders' Meeting of 7th April 2017 of UBI Banca.

The Agreement has also been published in accordance with Art. 130 of the Consob (Italian securities market authority) Issuers' Regulation No. 11971/1999 on the website www.ubibanca.it and it will be filed with the Bergamo Company Registrar.