

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

**Abstract of agreement concerning the consultation and possibly the presentation and vote of a slate for the appointment of the Board of Directors of UBI Banca at the Shareholders' Meeting that will be convened within 120 days of the end of the financial year 2018, in accordance with Art. 122, paragraph 1 of Legislative Decree No. 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
- and
- Fondazione Cassa di Risparmio di Cuneo, with headquarters at 17, Via Roma, Cuneo,

on 18<sup>th</sup> December 2018 having the nature of a shareholders' voting pact in accordance with Art. 122, paragraph 1 of the Legislative Decree No. 58/1998 for consultation aimed at drawing up and possibly, subsequently, presenting and voting a slate for the nomination of the Board of Directors of UBI Banca (with headquarters at 8, Piazza Vittorio Veneto, Bergamo, with tax code and VAT No. 03053920165, registered with the Company Registrar of Bergamo, Parent of the Unione di Banche Italiane Banking Group, with fully paid-up share capital of €2,843,177,160.24, represented by 1,144,285,146 shares) at a shareholders' meeting of that bank that will be convened in the first months of 2019 and

which, amongst other things, will have the nomination of the Board of Directors on its an agenda, as provided for by provisions of the Articles of Association approved by an extraordinary shareholders' meeting held on 18<sup>th</sup> October 2018.

The agreement is between an overall group of 264 shareholders representing 246,157,311 shares accounting for 21.518% of the share capital of UBI Banca 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 Cassa di Risparmio di Cuneo, which holds 67,601,368 shares of UBI Banca, representing 5.91% of the share capital of UBI Banca;
- Fondazione Banca del Monte di Lombardia which holds 45,212,227 shares (3.95% of UBI Banca shares), of which 40,048,558 shares have been pledged to the Sindacato Azionisti UBI Banca S.p.A;
- Upifra S.A., which holds 11,726,202 shares (1.024% of the UBI Banca shares) of which 9,000,000 pledged to the Sindacato Azionisti UBI Banca S.p.A..

As a result of this Agreement, the Parties to it agree to commence consultations through their representatives to draw up a slate of candidates for appointment to the Board of Directors of UBI Banca S.p.a.

As a result of this Agreement the Parties agree, if the outcome of the consultation process mentioned above is successful, to deposit, in compliance with the provisions of the law and the articles of association, a slate for the appointment of the Board of Directors of UBI Banca at the shareholders' meeting that will be convened

within 120 days of the end of the financial year 2018 and to vote the aforementioned slate.

The duration of this Agreement is until the end of the proceedings of the shareholders' meeting of UBI Banca S.p.A. convened to appoint the Board of Directors, without prejudice to the right of the Parties to withdraw from it with a notification sent by registered letter with advice of receipt to the other parties.

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