

*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 Identification Number 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 with No. 5678 in the Register of Banks and the Register of Banking Groups  
Subject to the management and co-ordination of Intesa Sanpaolo S.p.A. and a member of the Intesa  
Sanpaolo banking group  
**A Member of the National Guarantee Fund and a Member of the Interbank Deposit Protection Fund**

## **UPDATE OF THE NOTICE OF CALL OF ORDINARY SHAREHOLDERS' GENERAL MEETING**

Reference is made to the Ordinary General Meeting of the Shareholders of Unione di Banche Italiane Società per azioni (abbreviated to UBI Banca S.p.A. and hereinafter also the “Bank” or the “Company”) convened with a notice published on 4<sup>th</sup> September 2020 at the “Corrado Faissola” Conference Hall of the Brescia Operating Headquarters of the Bank (the entrance is at 11, Piazza Monsignor Almici) for **10 a.m. on the 15<sup>th</sup> October 2020 in a single call** to discuss and resolve upon the following

### **agenda**

1. Appointment of members of the Board of Directors and the Management Control Committee for the years 2020-2021-2022 on the basis of slates of candidates presented by shareholders; relative and consequent decisions.
2. Determination of remuneration for members of the Board of Directors and members of the Management Control Committee in accordance with Art. 23 of the Articles of Association.
3. Termination by consent of the engagement of Deloitte & Touche S.p.A for the external statutory audit of the accounts of UBI Banca S.p.A. for the nine-year period 2012-2020.
4. The appointment of external statutory auditors for the financial years 2020 - 2028 and the determination of their fees.

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On the conclusion by the shareholder Intesa Sanpaolo S.p.A. of the joint procedure for the exercise of its right to purchase ordinary shares of the Bank pursuant to Art. 111 of the Consolidated Finance Law and, at the same time, in order to comply with its obligation to purchase the ordinary shares of the Bank in accordance with Art. 108, paragraph 1 of the Consolidated Finance Law, as stated in the press release issued by Intesa Sanpaolo S.p.A. on 16<sup>th</sup> September 2020, it is envisaged that on 5<sup>th</sup> October 2020 the shares of the Company will be delisted by the *Mercato Telematico Azionario* (electronic stock exchange) operated by Borsa Italiana S.p.A.. As a consequence of the foregoing, on that date Intesa Sanpaolo S.p.A. will be the sole holder of the right to vote in execution of the aforementioned joint procedure.

On the basis of the above, steps have been taken to update the notice of call with regard to procedures for participation in the Shareholders' General Meeting and for its proceedings, which replace those already published on 4<sup>th</sup> September 2020 on the corporate website at [www.ubibanca.it](http://www.ubibanca.it) (in the section “*Shareholders and Shareholders' Meetings, October 2020 Shareholders' Meeting*”).

### **A. Participation in the Shareholders' General Meeting**

Those parties who are holders of the right to vote on the date of the Shareholders' Meeting itself and for whom the Bank has received the relative communication from the intermediary by the end of the third market trading day prior to the date set for the Shareholders' Meeting (i.e. not later than 12<sup>th</sup> October 2020), may participate in the Shareholders' Meeting and exercise their right to vote, while the said legitimate right nevertheless remains even if the communications are received later than that time limit, provided they are received before the commencement of the proceedings of the Shareholders' Meeting.

No voting procedures exist for voting by mail or by electronic means.

### **B. Participation and voting**

Those with the right to vote may have themselves represented in the Shareholders' General Meeting in observance of the provisions of the law by means of a proxy, with the option of using the facsimile proxy form available on the corporate website at [www.ubibanca.it](http://www.ubibanca.it) (in the section "*Shareholders and Shareholders' Meetings, October 2020 Shareholders' Meeting*").

The originals of the proxies must be received by the "Corporate Affairs Function" of the Bank at 8, Piazza Vittorio Veneto, Bergamo before the commencement of the proceedings of the Shareholders' Meeting and must be either delivered or sent by registered mail, together with the communication made by the authorised intermediary and also a copy of the identity documents of the issuer of the proxy and the proxy holder.

No participation by a designated proxy holder in accordance with Art. 135-*undecies* of the Consolidated Finance Law is envisaged.

### **C. Participation of members of the governing bodies**

Members of the Board of Directors and the Management Control Committee will be able to take part in the Shareholders' General Meeting also by means of a telecommunications system which guarantees identification, as required by Art. 106, paragraph 2 of the Decree Law No. 18 of 17<sup>th</sup> March 2020.

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**FURTHERMORE, IN RELATION TO THE HEALTH EMERGENCY CAUSED BY THE COVID-19 PANDEMIC, THE BANK WILL BE ATTENTIVE TO COMPLY WITH RESTRICTIVE MEASURES IMPOSED BY THE APPLICABLE LEGISLATION AND REGULATIONS.**

**IN ANY EVENT, THE BANK RESERVES THE RIGHT TO MAKE ADDITIONS TO THIS NOTICE SHOULD IT BECOME NECESSARY TO PUT FURTHER MEASURES IN PLACE IN COMPLIANCE WITH THE APPLICABLE REGULATORY FRAMEWORK.**

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This notice is published on the corporate website of the Bank [www.ubibanca.it](http://www.ubibanca.it) (*Shareholders – Shareholders' Meetings – October 2020 Shareholders' Meeting*) on the authorised storage facility named "linfo" ([www.linfo.it](http://www.linfo.it)) and in the *Gazzetta Ufficiale della Repubblica* (official journal of the Republic) and an abstract of it is published in daily newspapers ("Il Sole 24 Ore", "Corriere della Sera" and "Financial Times").

In accordance with regulation (EU) 679/2016, the personal data controller is Unione di Banche Italiane Società per azioni. Full information on personal data processing in relation to the exercise of rights

connected with the Shareholders' General Meeting is provided on the corporate website at [www.ubibanca.it](http://www.ubibanca.it).

Bergamo, 22<sup>nd</sup> September 2020

The Chairwoman of the Board of Directors  
Letizia Maria Bricchetto Arnaboldi