



Bergamo, 1st February 2016 – In accordance with articles 65-*quinquies*, 65-*sexies* and 65-*septies* of the Issuers' Regulations, UBI Banca discloses to the public an Abstract of a Shareholders' Pact as received today by the Bank in accordance with article 122, paragraph 1, letter d) of the Consolidated Finance Act.

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SHAREHOLDERS' PACT
RELATING TO UNIONE DI BANCHE ITALIANE S.P.A.

Abstract in accordance with Art. 122, paragraph 1, letter b) of Legislative Decree No. 58 of 24th February 1998 (hereafter the “Consolidated Finance Act”) **and Art. 129 of Consob Regulation No. 11971 of 14th May 1999** (hereafter the “Issuers Regulations”).

Following the resolution to transform the Bank from a joint stock co-operative company into an ordinary joint stock company, some shareholders of Unione di Banche Italiane s.p.a., a listed company with headquarters at 8 Piazza Vittorio Veneto, Bergamo, tax code and VAT No. 03053920165, with fully paid-up share capital of €2,254,371,430 (hereafter “UBI Banca”), have decided to undertake a common initiative based on the “popular” co-operative bank tradition and with a view to safeguarding the underlying principles which have characterised the activities of Banca Popolare di Bergamo in enhancing the resources of the community in which it is based.

For this purpose a shareholders pact was stipulated on 27th January 2016 entitled “*Patto dei Mille*” (“pact of the thousand” – hereafter the “Pact”), which governs prior consultation between the holders of syndicated shares (Art. 122, paragraph 5, letter *a* of the Consolidated Finance Act), the exercise of voting rights attached to the syndicated shares (Art. 122, paragraph 1 of the Consolidated Finance Act) and some limits on the circulation of these shares (Art. 122, paragraph 5, letter *b* of the Consolidated Finance Act).

The *Patto dei Mille* is open in nature so that other shareholders of UBI Banca who share the reasons for its constitution may adhere to it. On 1st February 2016, 65 shareholders adhered to the *Patto dei Mille*, who as a whole bound 20,500,412 ordinary shares to the Pact accounting for 2.273% of the total voting rights representing the share capital of UBI Banca.

In accordance with article 130 of the Issuers’ Regulations, further information on the Pact is published on the website www.ubibanca.it .

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