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## PRESS RELEASE

### UBI Banca share capital with option rights increase

- **99.31% of the option rights offering (the “Rights Offering”) subscribed for a total amount of € 397,240,026.48 at the end of the Subscription Period. Further confirmation of investors’ trust in UBI Banca.**
- **Option rights not exercised will be offered on the stock market from 30<sup>th</sup> June 2017**

*Bergamo, 27<sup>th</sup> June 2017.* UBI Banca reports that the Rights Offering on a maximum of 167,006,712 newly issued ordinary shares of UBI Banca (the “**Shares**”) was concluded today. During the subscription period, which began on 12<sup>th</sup> June and ended today, 27<sup>th</sup> June 2017 (the “**Subscription Period**”), 967,529,640 option rights were exercised for the subscription of 165,862,224 Shares, accounting for 99.31% of the total shares offered for a consideration of € 397,240,026.48.

The remaining 6,676,180 option rights not exercised during the Subscription Period (the “**Unsubscribed Rights**” or the “**Rights**”), which give the right to subscribe 1,144,488 shares, corresponding to 0.69% of the total Shares offered, for a consideration of € 2,741,048.76, will be offered on the stock market by UBI Banca, through IW Bank S.p.A., in accordance with Art. 2441, paragraph 3 of the Italian Civil Code in the trading sessions of 30<sup>th</sup> June 2017 and 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup> and 6<sup>th</sup> July 2017, unless the offering is closed early in case of total sale of the Rights (the “**Stock Market Offering**”). The entire quantity of the Unsubscribed Rights shall be offered in the first session; Rights not subscribed in previous sessions shall be offered in sessions subsequent to the first.

Unsubscribed Rights grant the right to subscribe to the Shares at a price of €2.395 each, at a ratio of 6 Shares to every 35 Rights.

Exercise of the Unsubscribed Rights purchased in the Stock Market Offering and, consequently, the subscription of the Shares, must be carried out through authorised intermediaries who are members of the Monte Titoli S.p.A. centralised system by and not later than 7<sup>th</sup> July 2017, under penalty of forfeiture, with the same value date, unless the Stock Market Offering is closed early.

### Settlement date if the Stock Market Offering is closed early

If the Stock Market Offering is closed early, the exercise of the Unsubscribed Rights purchased under the aforementioned offering must be carried out in advance, under penalty of forfeiture, before and not later than the third stock market trading day following that of the notice given of the early closing and therefore:

- by and not later than 5<sup>th</sup> July 2017, with the same value date, if the offering is closed early on 30<sup>th</sup> June 2017;
- by and not later than 6<sup>th</sup> July 2017, with the same value date, if the offering is closed early on 3<sup>rd</sup> July 2017.

It nevertheless remains understood that if the Unsubscribed Rights are not fully sold in the first two stock market trading sessions indicated above (i.e. in the sessions of 30<sup>th</sup> June 2017 or 3<sup>rd</sup> July 2017), the final deadline for subscription of the Shares remains 7<sup>th</sup> July 2017.

The Shares resulting from the exercise of the Unsubscribed Rights shall be credited to the accounts of the authorised intermediaries who are members of the Monte Titoli centralised management system at the end of the accounting day of the last day for the exercise of the Rights and shall therefore be available from the following settlement day.

As already reported, Credit Suisse, Banca IMI (Intesa Sanpaolo Group), Banco Santander and Mediobanca have agreed, in accordance with the underwriting agreement, to subscribe severally, but not jointly, in accordance with the terms and conditions set out in the underwriting agreement, any newly issued Shares of UBI Banca that may remain unsubscribed on conclusion of the Stock Market Offering for a maximum amount equal to the countervalue of the Rights Offering. The underwriting agreement contains, amongst other things, the normal standard provisions that govern the effectiveness of the underwriting agreement and, in line with international practice, they give the members of the underwriting syndicate the right to terminate the agreement.

The Italian Registration Document, the Italian Information Note and the Italian Summary Note (together, the Prospectus) are available at the registered office of UBI Banca at 8, Piazza Vittorio Veneto, Bergamo and also on its corporate website at [www.ubibanca.it](http://www.ubibanca.it).

Finally we report that on 29<sup>th</sup> June 2017 a notice will be published in accordance with Art. 89 of the Regulation approved with Consob resolution No. 11971 of 14<sup>th</sup> May 1999, as subsequently amended and added to, in the daily newspaper MF, similar to this press release, containing details of the number of option rights unsubscribed to be offered on the stock market and of the dates of the sessions in which the offering will take place.

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*This announcement is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Financial Promotion Order**”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.*

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