

PRESS RELEASE

APPROVAL OF THE 2019 SHORT-TERM INCENTIVE SCHEME BASED ON FINANCIAL INSTRUMENTS AND THE RELATIVE PURCHASE OF TREASURY SHARES AT THE SERVICE OF THE SCHEME

Bergamo, 21st February 2019 – We inform that today the Supervisory Board of UBI Banca resolved to submit to the next Shareholders' Meeting, the 2019 short-term incentive scheme based on financial instruments (the "Scheme") for those "Identified Staff" of the Group who are not "Members of the Governing Bodies" and a proposal to authorise the competent management body to purchase treasury shares at the service of the part of the Scheme that is based on UBI Banca shares and also to make those shares available – and those remaining held in portfolio from prior incentive schemes – at the service of the Scheme.

The fundamental characteristics of the Scheme are reported below together with the procedures for purchasing and making available treasury shares at the service of the Scheme in compliance with the provisions of the legislation and regulations currently in force and in particular with Art. 144-*bis* of the Issuers' Regulations.

1. The aims of the programme

The aim of this Scheme, proposed as part of the remuneration and incentive policies adopted by the Group for 2019, is to align the interests of management with those of shareholders.

In compliance with provisions on the matter, the Scheme involves the grant of financial instruments for a quota comprised between 50% and 55% of the variable remuneration, with the grant of treasury shares held by the parent, UBI Banca, to beneficiaries who do not belong to the Group's asset management company (Pramerica SGR S.p.A.) and of shares/quotas of UCITS established by companies in the Group to beneficiaries belonging to Pramerica SGR S.p.A..

2. The maximum budget in cash allocated to the programme, the maximum number of shares to be purchased, the duration of the programme and the procedures by which purchases may be made

With regard to the component of the Scheme paid in UBI Banca shares, a proposal will be submitted to a Shareholders' Meeting for the purchase on regulated markets, within 18 months of the issue, if given, of the authorisation by the Shareholders' Meeting, of ordinary shares of UBI Banca for up to a maximum value of approximately €6 million, with the possibility of also using, at the service of the Scheme, the remaining treasury shares held in portfolio by UBI Banca, resulting from previous purchases at the service of prior year

incentive schemes. The maximum number of ordinary shares to be purchased will be determined on the basis of the ratio between the bonuses actually earned and the official price of the share at the time of the grant.

The purchases will be made at a price of not less than and not greater than 10% of the official price of the UBI Banca share in the market session preceding each single purchase transaction. The daily quantities purchased will not exceed 25% of the average daily volume of trades of UBI Banca shares on regulated markets over the 20 days of trading prior to the date of purchase.

The purchase of the treasury shares will be made in compliance with legislation and regulations governing the purchase of treasury shares, inclusive of the provisions of Art. 132 of the Consolidated Finance Law and Art. 144 bis of the Issuers' Regulations. More specifically, the purchase will be made on regulated markets according to operating procedures that ensure equal treatment between shareholders and do not allow the direct linking of proposals to purchase to predetermined proposals to sell and also in full compliance with measures to prevent market abuse as also provided for by the applicable EU regulations on these matters.

The share purchase programme will be co-ordinated by an intermediary who will act with complete autonomy in making the purchases, and with no influence exerted by UBI Banca on the timing of those purchases.

The purchase of treasury shares is nevertheless subject to the issue of the prescribed authorisation by the European Central Bank.

The illustrative report of the Supervisory Board and the information document on the Scheme pursuant to Art. 84 of the Issuers' Regulations will be made available to the public within the time limits and according to the procedures laid down by the applicable legislation and regulations.

We report that as of today UBI Banca holds a total of 9,406,731 treasury shares in portfolio accounting for 0.82% of the share capital.

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