

**UNIONE DI BANCHE ITALIANE - S.c.p.a.**

*A member of the Interbank Deposit Protection Fund*

*and the National Guarantee Fund*

*Enrolled in the Register of Banks and*

*in the Register of Banking Groups No.3111.2*

*with Registered Head Office in Bergamo, at No. 8 Piazza Vittorio Veneto*

*Share Capital 1.597.864.755,00 euro*

*Company Register of Bergamo No. 03053920165*

**NOTICE TO CONVENE ORDINARY AND EXTRAORDINARY MEETINGS OF THE SHAREHOLDERS**

Ordinary and Extraordinary General Meetings of the Shareholders of Unione di Banche Italiane S.c.p.A. are convened in first call on Wednesday 29<sup>th</sup> April 2009 at 5.00 p.m. at the registered address of the Bank, No. 8 Piazza Vittorio Veneto, Bergamo and in second call on

**Saturday 9<sup>th</sup> May 2009 at 9.30 a.m.**

at the **New Bergamo Trade Fair, in Via Lunga, Bergamo** to discuss and resolve on the following

**Agenda**

Ordinary session

1) Proposal for the allocation and distribution of profits, after first presenting the separate and consolidated financial statements as at and for

the year ended 31<sup>st</sup> December 2008, pursuant to article 22, letter c) of the Corporate By-Laws.

2) Authorisation to the Management Board concerning own shares.

3) Appointment of the Board of Arbitration.

Extraordinary session

1) Proposal to amend articles No. 5 and No. 13 (Title III - Share capital, Registered shareholders and Shares), No. 22 and No. 28 (Title V - Shareholders' Meetings), No. 30, No. 36, No. 37, No. 38 and No. 39 (Title VI - Management Board), No. 43 and No. 43 *bis* (Title VII- Chief Executive Officer), No. 44, No. 45, No. 46, No. 47, No. 48, No. 49 (Title VIII - Supervisory Board), No. 51 (Title X - Board of Arbitration), No. 52 (Title XI - Financial Statements, profits and reserves) and the transition regulations from No. I to No. VI of the Corporate By-Laws also to comply with supervisory regulations concerning the organisation and corporate governance of banks. Relative and consequent resolutions.

2) Increase in the share capital in tranches, by payment, through the issuance of a maximum of 31.957.295 ordinary shares with a nominal value of 2,5 euro each, at the service of warrants issued by the bank to be issued free of charge to all shareholders; amendment to Art. 5 of the Corporate By-Laws; relative and consequent resolutions.

3) Authorisation to the Management Board, in accordance with Art. 2420-ter of the Italian Civil Code, to issue convertible bonds, with a consequent

increase in the share capital, by a maximum amount of 640.000.000,00 euro; amendment to Art. 5 of the Corporate By-Laws; relative and consequent resolutions.

Those shareholders having the right to vote for which communication has been made to the Bank by the intermediary appointed in accordance with Art. 2370 of the Italian Civil Code and special provisions of the law, at least two working days prior to the date set for the first session, may participate in the General Meeting in accordance with the provisions of the law and the Corporate By-Laws.

Registered shareholders may not withdraw shares for which the aforementioned communication was made before the meeting has taken place.

Only persons who have been Registered Shareholders for at least 90 (ninety) days from the date of entry in the Shareholders' Register may attend the Shareholders' Meeting and exercise voting rights.

A registered shareholder may have himself represented by issuing a written proxy authorisation to another registered shareholder having the right to participate in the General Meeting. Proxies may not be granted to members of the governing or controlling bodies or to employees of the Bank, to companies controlled by it, or to the members of the governing or controlling bodies or to employees of the latter.

No registered shareholder may act as proxy for more than 3 (three) other registered shareholders. Voting by post is not permitted.

The documentation required by the regulations in force concerning the items on the agenda will be made available to the public within the time limits and according to the procedures prescribed by legislation and rules in force.

Registered Shareholders may view and obtain copies of the aforementioned documentation in accordance with the law by applying in advance to the Registered Shareholders' Service (Tel. 035-392155).

Bergamo, 24<sup>th</sup> March 2009

The Chairman of the Management Board

Emilio Zanetti