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MTA–Blue Chip

Mittente del comunicato : UNIONE DI BANCHE ITALIANE
Societa' oggetto : UNIONE DI BANCHE ITALIANE
dell'Avviso
Oggetto : UBI Banca: final conditions of convertible
bond approved

Testo del comunicato

Si veda allegato.

PRESS RELEASE

The Management Board approves the final conditions for the convertible bond “UBI 2009/2013 convertibile con facoltà di rimborso in azioni”

Bergamo, 18th June 2009 – Today the Management Board of UBI Banca, following the decisions taken on 27th May 2009 and in implementation of the authorisation granted by the shareholders’ meeting of 9th May 2009, approved the final conditions for the convertible bond “UBI 2009/2013 convertibile con facoltà di rimborso in azioni”, to be offered in option to the shareholders of UBI Banca. Therefore, the rights subscription period will commence on 22nd June 2009 and will end on 10th July 2009, and the rights trading period will commence on 22nd June 2009 and will end on 3rd July 2009. The UBI Banca shares will trade ex option rights starting from Monday, 22 June 2009.

The issuance of the convertible bonds will be for a total nominal amount of 639,145,872 euro, through the issue of 50,129,088 convertible bonds for a nominal amount of 12.75 euro each, to be offered in option to the shareholders of UBI Banca at a ratio of 4 convertible bonds for every 51 ordinary shares of UBI Banca held. The issue price of each convertible bond is 12.75 euro.

The convertible bonds confer the right on the holders to the payment of a fixed coupon equal to 5.75% gross per annum of the nominal amount of the convertible bonds to be paid annually, and will have a term running from 10th July 2009 until 10th July 2013.

The Management Board has also decided to increase the share capital at the service of the convertible bonds by a maximum amount of 639,145,872 euro through the issue of a maximum of 255,658,348 ordinary shares of UBI Banca, with a nominal value of 2.50 euro each, normal dividend entitlement and having the same characteristics of the ordinary shares of UBI Banca outstanding on the date of issue.

The proceeds from the bond will be destined to fund the normal lending activity of the UBI Group, traditionally linked to the requirements of the local economies in which it operates, with the objective of safeguarding, also considering the general uncertainty surrounding the economic situation, the possibility of granting loans prudently while maintaining the strength of its capital ratios.

Mediobanca, as Single Global Coordinator and Single Bookrunner, and Credit Suisse have signed an underwriting contract with UBI Banca today, on the basis of which they have guaranteed to purchase the convertible bond for the entire part remaining on which options are not exercised on conclusion of the offer on the stock exchange, up to a maximum total amount of 639,145,872 euro.

As concerns the conversion and redemption rights attaching to the convertible bonds, once 18 months have elapsed since the issue date of the convertible bonds:

- bondholders will have the right to convert the convertible bonds into UBI Banca shares at a ratio of 1 ordinary share for every 1 convertible bond held. If the conversion right is exercised, UBI Banca will have the right to pay a sum of money in place of the shares, not lower than the nominal amount of the bonds, calculated on the basis of the stock market share price of the UBI Banca shares;
- UBI Banca shall have the right to call the convertible bonds by payment in cash and/or in UBI

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Banca shares, with the attribution of a premium equal to 10% of the nominal amount of the convertible bonds.

The convertible bonds shall be redeemed at par on the maturity date. UBI Banca shall have the right to perform the redemption by payment in cash and/or ordinary shares of UBI Banca, for an amount not lower than the nominal value of the convertible bonds.

Further details of the terms and conditions of the convertible bond issue are contained in the Prospectus which will be published in accordance with the law and made available (Italian version only) to the public at the registered offices of UBI Banca, at the premises of Borsa Italiana S.p.A. and on the Bank's website (www.ubibanca.it).

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