

EXECUTION VERSION

**NOTICE OF AMENDMENT OF TRUST AGREEMENT
AND NOTICE OF ACTION WITHOUT A MEETING**

Notice is hereby given pursuant to Section 11.1(h) of the Amended and Restated Trust Agreement of Antonveneta Capital Trust I (the "Trust Agreement") that, effective upon the giving of this notice, the Trust Agreement is being amended by deleting subsection (d) of Section 7.4 in its entirety and by substituting in lieu thereof the following:

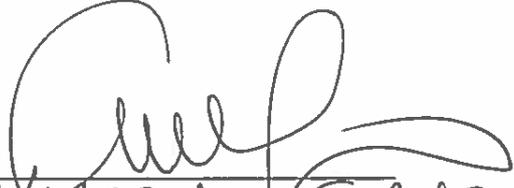
“(d) Subject to the provisions of this Section 7.4 and applicable law, the Bank or any of the Bank’s Affiliates may at any time and from time to time, with prior approval of the Bank of Italy (if then required), purchase outstanding Trust Preferred Securities by tender, in the open market or by private agreement, on such basis as determined by the Bank or any of the Bank’s Affiliates making such purchase in such party’s sole discretion, including as a selective tender offer or other basis that excludes certain Holders or certain groups of Holders.”

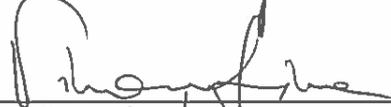
Notice is hereby given pursuant to Section 11.2(b)(i) of the Trust Agreement that at least a Majority in Liquidation Amount of the Trust Preferred Securities has taken action without a meeting by consent in writing to approve the amendment to the Trust Agreement described above.

Capitalized terms used and not otherwise defined herein have the meanings given to them in the Trust Agreement.

[Signature Page Follows]

Dated: November 25, 2016


Name: VINCENZO CIANCIO
Regular Trustee


Name: VINCENZO LITTA
Regular Trustee

Name:
Regular Trustee

10529307.2

[Signature Page – Antonveneta Capital Trust I Notice Pursuant to 11.1(h) and 11.2(b)(i)]

Dated: November 25, 2016

Name:
Regular Trustee

Name:
Regular Trustee



Name: PAOLO SCIOSCIA
Regular Trustee

10529307.2