SUPPLEMENT DATED 16 OCTOBER 2015 TO THE COVERED BOND PROSPECTUS APPROVED ON 31 JULY 2015

UNIONE DI BANCHE ITALIANE S.P.A.

(*incorporated as a joint stock company in the Republic of Italy and registered at the Companies' Registry of Bergamo under registration number 03053920165*)

Euro 15,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme

unconditionally and irrevocably guaranteed as to payments

of interest and principal by

UBI FINANCE S.R.L.

(*incorporated as a limited liability company in the Republic of Italy and registered at the Companies' Registry of Milan under registration number 06132280964*)

This supplement (the "**Supplement**") to the prospectus dated 31 July 2015 (the "**Prospectus**"), which constitutes a base prospectus under Article 5.4 of Directive 2003/71/EC, which includes the amendments made by Directive 2010/73/EU (the "**Prospectus Directive**") and is prepared in connection with the Euro 15,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme (the "**Programme**") of Unione di Banche Italiane S.p.A. (the "**Issuer**" or "**UBI Banca**"), unconditionally and irrevocably guaranteed as to payments of interest and principal by UBI Finance S.r.l. (the "**Guarantor**").

This Supplement is supplemental to, and shall be read in conjunction with, the Prospectus and any other supplement to the Prospectus prepared from time to time by the Issuer under the Programme. Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Directive. The Central Bank of Ireland only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

The Issuer and the Guarantor accept responsibility for the information contained and/or incorporated by reference in this Supplement. To the best of the knowledge of the Issuer and the Guarantor (having taken all reasonable care to ensure that such is the case), the information contained and/or incorporated by reference in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been produced to: (i) further to the announcement made by the Issuer on 7 August 2015 concerning the approval of the consolidated financial statements of the Issuer as at and for the first half of year 2015 ended on 30 June 2015, which results were subject to a limited review by the independent auditors of the Issuer (the "**Half-yearly Consolidated Financial Statements"**), incorporate by reference the Half-yearly Consolidated Financial Statements; (ii) give notice and consequently update the Prospectus in order to reflect the transformation of UBI Banca into a joint stock company as of 12 October 2015, as consequence of such transformation update all references in the Prospectus to "Unione di Banche Italiane S.c.p.A." to refer to "Unione di Banche Italiane S.p.A."; (iii) update the Section entitled "General Information", paragraph "No Significant Change" included in the Prospectus; (iv) update the Sections entitled "*Taxation*" and "*Risk Factors*" in order to take into account the enactment of certain pieces of legislation in Italy, and (v) update the Prospectus in order to take into account the amendments to the Transaction Documents further to (a) the withdrawal of Fitch Ratings Limited from the Programme and (b) the assignment of a rating to the Covered Bonds under the Programme by DBRS Ratings Limited.

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As provided for under Section "*Information incorporated by referenc*e" and "*UBI Banca and the UBI Banca Group Recent Developments*" below, on 10 October 2015, UBI Banca announced that the Shareholders' Meeting (i) approved the proposal for the transformation of UBI Banca into a joint stock company and the consequential adoption of new Articles of Association, and (ii) resolved to amend the Regulations for Shareholders' Meetings for compliance with the new provisions of the Articles of Association as a consequence of the transformation into a joint stock company.

The new Articles of Association of UBI Banca are available for inspections according to the provisions of Section "*General Information*", paragraph "*Documents on Display*", on page 208 of the Prospectus.

On 12 October 2015, UBI Banca reported that on such date the resolution with which the Shareholders' Meeting approved the transformation into a joint stock company was filed with the Bergamo Company Register.

The shareholders of UBI Banca and registered shareholders of UBI Banca who did not participate in the Shareholders' Meeting for the approval of the transformation resolution have been granted a right of withdrawal as specified in the Press Release dated 12 October 2015, which has been previously published or filed with the Central Bank of Ireland and is incorporated by reference in, and forms part of, the Prospectus.

As a consequence of the above, all references in the Prospectus to:

- "Unione di Banche Italiane S.c.p.A." shall be deemed to be replaced with references to "Unione di Banche Italiane S.p.A."; and
- UBI Banca being incorporated as a "*joint stock co-operarative society*" or a "*co-operative bank*" shall be deemed to be replaced with references to it being incorporated as a "*joint stock company*".

Furthermore, the Sections "*Certain Definitions*"; "*The Issuer - UBI Banca and the UBI Banca Group*"; "*The Issuer - UBI Banca Group*"; "*The Issuer - UBI Banca's Management and Supervisory Bodies"; "UBI Banca and the UBI Banca Group Recent Developments*" of the Prospectus are amended as set out in this Supplement.

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COVER PAGE

On page 1 of the Prospectus, the heading in respect of UBI Finance S.r.l. is replaced as follows:

"***UBI FINANCE S.R.L.***

(incorporated as a limited liability company in the Republic of Italy and registered at the Companies'

Registry of Milan under registration number 06132280964)"

On page 2 of the Prospectus, last paragraph, references to "Fitch Ratings Ltd." and "Fitch" are replaced with, respectively, "DBRS Ratings Ltd." and "DBRS".

On pages 4-5 of the Prospectus, paragraph "*Certain Definitions*" is replaced as follows:

"**Certain Definitions**

*UBI Banca is the surviving entity from the merger between Banche Popolari Unite S.c.p.a. ("**BPU**") and Banca Lombarda e Piemontese S.p.A. ("**Banca Lombarda**" or "**BL**"), which was completed with effect from 1 April 2007. Pursuant to the merger, Banca Lombarda e Piemontese S.p.A. merged by incorporation into Banche Popolari Unite S.c.p.a. which, upon completion of the merger, changed its name to Unione di Banche Italiane S.c.p.a. Accordingly, in this Prospectus:*

(i) *references to "**UBI Banca**" are to Unione di Banche Italiane S.c.p.a. in respect of the period since 1 April 2007 to 12 October 2015 and to Unione di Banche Italiane S.p.A. in respect of the period since 12 October 2015 and references to the "**Group**" or to the "**UBI Banca Group**" are to UBI Banca and its subsidiaries in respect of the same period;*

(ii) *references to "**BPU**" are to Banche Popolari Unite S.c.p.a. in respect of the period prior to 1 April 2007 and references to the "**BPU Group**" are to BPU and its subsidiaries in respect of the same period;*

(iii) *references to the "**Issuer**" are to UBI Banca in respect of the period since 1 April 2007 and to BPU in the period prior to that date;*

(iv) *references to "**Banca Lombarda**" are to Banca Lombarda e Piemontese S.p.A. and references to the "**Banca Lombarda Group**" are to Banca Lombarda and its subsidiaries in the period prior to 1 April 2007; and*

(v) *references to "**UBI Banca Private Investment S.p.A.**" are to IW Bank S.p.A. in respect of the period since 25 May 2015 and to UBI Banca Private Investment in the period prior to that date.*"

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PARTIES - THE COVERED BONDS

On page 10 of the Prospectus, in paragraph "Rating", reference to "Fitch Ratings Ltd." is replaced with "DBRS Ratings Ltd.".

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INFORMATION INCORPORATED BY REFERENCE

Press Releases in relation to the transformation of UBI Banca into a joint stock company, the consequential adoption of new Articles of Association and the conferral of a right of withdrawal on certain shareholders of UBI Banca

By virtue of this Supplement, the following Press Releases are incorporated by reference in, and form part of, the Prospectus.

Press Release dated 10 October 2015	Whole document

Press release dated 12 October 2015 Whole document

The Press Release dated 10 October 2015 is available in electronic format at http://www.ise.ie/app/announcementDetails.aspx?ID=12541060 and the Press Release dated 12 October 2015 is available in electronic format at http://www.ise.ie/app/announcementDetails.aspx?ID=12541025.

Issuer's Half-yearly Consolidated Financial Statements

By virtue of this Supplement, certain information (as listed below) of the English language version of the Half-yearly Consolidated Financial Statements, which has been previously published or filed with the Central Bank of Ireland, is incorporated by reference in, and forms part of, the Prospectus.

The Half-yearly Consolidated Financial Statements are available both in its original version in Italian and translated into English on the website of the Issuer (the English version can be downloaded on the following link: *http://www.ubibanca.it/contenuti/RigAlle/1H15%20Financial%20Report.pdf*) and, free of charge, during usual business hours on any weekday (except for Saturdays, Sundays and public holidays in Italy) at the registered office of the Issuer. The English language version represents an accurate and direct translation from the Italian language document, and where there is a discrepancy between the Italian and the English version, the former shall prevail.

The following table shows the information that can be found in the Half-yearly Consolidated Financial Statements incorporated by reference into the Prospectus.

Half-yearly Consolidated Financial Statements	**As at 30 June 2015**
Auditors' Report	Page 191
Consolidated Balance Sheet	Page 140
Consolidated Income Statement	Page 141
Consolidated Statement of Comprehensive Income	Page 142
Statement of Changes in Consolidated Equity	Pages 143-144
Consolidated Statement of Cash Flows	Page 145
Explanatory Notes	Pages 147-185

Any other information not listed above but contained in the Half-yearly Consolidated Financial Statements is not incorporated by reference and is either not relevant for the investor or is covered elsewhere in the Prospectus.

Any document which is incorporated by reference into any of the documents incorporated in, and form part of, the Prospectus, shall not constitute a part of the Prospectus.

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RISK FACTORS

On pages 16-17 of the Prospectus, the paragraph headed "*Ratings of the Covered Bonds*", is deleted and replaced as follows:

"*There is no obligation of the Issuer to maintain any rating for itself or for the Covered Bonds. The ratings that may or may not be assigned to the Covered Bonds address the expectation of timely payment of interest and principal on the Covered Bonds on or before any payment date falling one year after the Maturity Date.*

In cases where DBRS does not maintain a public rating of a specific third party institution, DBRS provides an internal assessment of the relevant institution (which will be monitored over the life of the transaction), and will notify the relevant institution if any such ongoing internal assessment results in a downgrade that breaches the applicable rating triggers, so that such institution can decide which of the applicable remedies to implement. In certain cases, DBRS may rely on public ratings assigned and monitored by other credit rating agencies.

For Moody's, the ratings that may or may not be assigned to the Covered Bonds address the expected loss that Covered Bondholders may suffer.

*The ratings that may or may not be assigned to the Covered Bonds are set out in the relevant Final Terms for each Series of Covered Bonds. A Rating Agency which assigns a rating to the Covered Bonds may lower its rating or withdraw its rating if, in the sole judgment of the Rating Agency, the credit quality of the Covered Bonds has declined or is in question. If any rating assigned to the Covered Bonds is lowered or withdrawn, the market value of the Covered Bonds may reduce. European regulated investors are generally restricted under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**") from using credit ratings for regulatory purposes, unless such ratings are issued by a credit rating agency established in the EU and registered under the CRA Regulation (and such registration has not been withdrawn or suspended), subject to transitional provisions that apply in certain circumstances whilst the registration application is pending. Such general restriction will also apply in the case of credit ratings issued by non-EU credit rating agencies, unless the relevant credit ratings are endorsed by an EU-registered credit rating agency or the relevant non-EU rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended). Certain information with respect to the credit rating agencies and ratings referred to in this Prospectus and/or the Final Terms, is set out in relevant section of this Prospectus and will be disclosed in the Final Terms.*

A credit rating is not a recommendation to buy, sell or hold Covered Bonds and may be subject to revision, suspension or withdrawal by the Rating Agencies at any time. *The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above and other factors that may affect the value of the Covered Bonds.*"

On pages 31-33 of the Prospectus, the paragraph headed "*The UBI Banca Group may be subject to the provisions of the EU Recovery and Resolution Directive*", is deleted and replaced as follows:

"*On 2 July 2014, the directive providing for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and investment firms (Directive 2014/59/EU) (the "**Banks Recovery and Resolution Directive**" or "**BRRD**") entered into force.*

The BRRD is designed to provide authorities with comprehensive and effective arrangements to deal with failing institutions at national level, as well as cooperation arrangements to tackle cross-border failures.

The BRRD sets out the rules for the resolution of banks and large investment firms in all EU Member States. Banks are required to prepare recovery plans to overcome financial distress. Authorities are also granted a set of powers to intervene in the operations of banks to avoid them failing. In case financial institutions do face failure, authorities are equipped with comprehensive powers and tools to restructure them, allocating losses to shareholders and creditors following a clearly defined hierarchy. In this respect, authorities are entrusted with powers to implement plans to resolve failed institutions as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system.

*The BRRD contains four resolution tools and powers which may be used alone or in combination where the relevant resolution authority considers that (a) an institution is failing or likely to fail, (b) there is no reasonable prospect that any alternative private sector measures would prevent the failure of such institution within a reasonable timeframe, and (c) a resolution action is in the public interest: (i) sale of business - which enables resolution authorities to direct the sale of the firm or the whole or part of its business on commercial terms; (ii) bridge institution - which enables resolution authorities to transfer all or part of the business of the firm to a "bridge institution" (an entity created for this purpose that is wholly or partially in public control); (iii) asset separation – which enables resolution authorities to transfer impaired or problem assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only); and (iv) bail-in - which gives resolution authorities the power to write down certain claims of unsecured creditors of a failing institution and to convert certain unsecured debt claims including Senior Notes and Subordinated Notes to equity (the "**Bail-In Tool**"), which equity could also be subject to any future application of the general bail-in tool.*

The BRRD also provides for a Member State as a last resort, after having assessed and exploited the above resolution tools to the maximum extent possible whilst maintaining financial stability, to be able to provide extraordinary public financial support through additional financial stabilization tools. These consist of the public equity support and temporary public ownership tools. Any such extraordinary financial support must be provided in accordance with the EU state aid framework.

An institution will be considered as failing or likely to fail when: it is, or is likely in the near future to be, in breach of its requirements for continuing authorisation; its assets are, or are likely in the near future to be, less than its liabilities; it is, or is likely in the near future to be, unable to pay its debts or other liabilities as they fall due; or it requires extraordinary public financial support (except in limited circumstances).

*In addition to the general bail-in tool, the BRRD provides for resolution authorities to have the further power to permanently write-down or convert into equity capital instruments at the point of non-viability and before any other resolution action is taken ("**Non-Viability Loss Absorption**").*

For the purposes of the application of any non-viability loss absorption measure, the point of non-viability under the BRRD is the point at which the relevant authority determines that the institution meets the conditions for resolution (but no resolution action has yet been taken) or that the institution will no longer be viable unless the relevant capital instruments are written-down or converted or extraordinary public support is to be provided and without such support the appropriate authority determines that the institution would no longer be viable.

The BRRD provides that Member States should apply the new "crisis management" measures from 1 January 2015, except for the general bail-in tool which is to be applied from 1 January 2016.

The powers set out in the BRRD will impact how credit institutions and investment firms are managed as well as, in certain circumstances, the rights of creditors.

*As of 2016 (or, if earlier, the date of national implementation of the BRRD), European banks will also have to comply with a Minimum Requirement for Eligible Liabilities (the "**MREL**"). The BRRD does not foresee an absolute minimum, but attributes the competence to set a minimum amount for each bank to national resolution authorities (for banks not being part of the Banking Union) or to the Single Resolution Board (the "**SRB**") for banks being part of the Banking Union. Differently to the current discussions on TLAC (see more above under "Forthcoming regulatory changes") MREL includes senior unsecured debt, which will make the cost impact for European GSIBs lower than the envisaged TLAC standard. The European Banking Authority (EBA) is currently consulting on Regulatory Technical Standards (the "**RTS**") which shall further define the way in which resolution authorities / the SRB shall calculate MREL. The EBA consultation paper suggests that the MREL requirements can be implemented for G-SIIs in a manner that is "consistent with" the international framework, and contemplates a possible increase in the MREL requirement over time in order to provide for an adequate transition to compliance with the TLAC requirements that are currently projected to apply as of January 2019 at the earliest.*

The Banks Recovery and Resolution Directive is intended to enable a range of actions to be taken in relation to credit institutions and investment firms considered to be at risk of failing. The implementation of the directive or the taking of any action under it could materially affect the value of any Covered Bond.

On 31 July 2015, the "European Delegation Law 2014" – Law no. 114 of 9 July 2015 – was published on the Italian Official Gazette containing, inter alia, principles and criteria for the implementation by the Government of the BRRD in Italy. Subsequently, on 10 September 2015, the Italian Council of Ministers gave its preliminary approval on the scheme of Legislative Decree implementing the BRRD in Italy. Such scheme of Legislative Decree will be subject to the opinion of competent Parliament Committees and will be approved in its final version by the Council of Minister, to be then published on the Italian Official Gazette."

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RULES OF THE ORGANISATION OF THE COVERED BONDHOLDERS

On pages 83-84 of the Prospectus, in paragraph 2.1 (*Definitions*):

(i) after the definition of "Cover Pool" the following new definition of "DBRS" is added:

"*"**DBRS**" means (i) for the purpose of identifying the entity which has assigned the credit rating to the Covered Bonds, DBRS Ratings Limited, and (ii) in any other case, any entity of DBRS Ratings Limited which is either registered or not under the CRA Regulation, as it appears from the last available list published by European Securities and Markets Authority (ESMA) on the ESMA website.*";

(ii) the definition of "Fitch" is deleted;

(iii) the definition of "Rating Agencies" is deleted and replaced as follows:

"*"**Rating Agencies**" means DBRS and Moody's and each of them is a "**Rating Agency**"*".

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FORM OF FINAL TERMS – PART B – OTHER INFORMATION

On page 114 of the Prospectus, the paragraphs of the second column under heading "Ratings", is deleted and replaced as follows:

"*[The Covered Bonds to be issued [[have been]/[are expected]] to be rated]/[The following ratings assigned to the Covered Bonds of this type issued under the Programme generally:]*

[Moody's Investors Service Ltd.: [•]]

[DBRS Ratings Limited: [•]]

*The credit ratings included or referred to in these Final Terms [have been issued by DBRS, [or Moody's,] [each of]which is established in the European Union and is registered under Regulation (EC) No 1060/2009 as amended by Regulation (EU) No 513/2011 and Regulation(EU) No. 462/2013 on credit rating agencies (the "**CRA Regulation**") as set out in the list of credit rating agencies registered in accordance with the CRA Regulation published on the website of the European Securities and Markets Authority pursuant to the CRA Regulation (for more information please visit the European Securities and Markets Authority webpage http://www.esma.europa.eu/page/List-registered-and-certified-CRAs).*"

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THE ISSUER

UBI Banca and the UBI Banca Group – UBI Banca Group

On pages 117-118 of the Prospectus, the paragraph headed "*UBI Banca and the UBI Banca Group*" and "*UBI Banca Group*" are deleted and replaced as follows:

"***UBI Banca and the UBI Banca Group***

*Unione di Banche Italiane S.p.A. is the entity resulting from (i) the merger by incorporation of Banca Lombarda e Piemontese S.p.A. ("**Banca Lombarda**") into Banche Popolari Unite S.c.p.a. ("**BPU**") legally effective on 1 April 2007, with the surviving entity, BPU, changing its name to UBI Banca (the "**Merger**"), and (ii) the transformation of Unione di Banche Italiane S.c.p.A., a cooperative bank (banca popolare) ("**Unione di Banche Italiane S.c.p.A.**") into Unione di Banche Italiane S.p.A., a joint stock company (società per azioni) ("**Unione di Banche Italiane S.p.A.**") legally effective on 12 October 2015 (the "**Transformation**"). References to "**UBI Banca**" are to Unione di Banche Italiane S.c.p.a. in respect of the period since 1 April 2007 to 12 October 2015 and to Unione di Banche Italiane S.p.A. in respect of the period since 12 October 2015; UBI Banca is the parent company of the UBI Banca Group (the "**UBI Banca Group**" or the "**Group**"); references to the "**Group**" or to the "**UBI Banca Group**" are to UBI Banca and its subsidiaries in respect of the same period specified above.*

The Head Office and General Management of UBI Banca are located in Piazza Vittorio Veneto 8, 24122 Bergamo (Italy) and the telephone number is +39 035392111. UBI Banca's fiscal code, VAT number and registration number in the Company Registry of Bergamo is 03053920165. UBI Banca, incorporated under the laws of Italy, is registered under number 5678 in the Bank of Italy's Bank Registry and under number 3111.2 in the Bank of Italy's Banking Groups' Registry. The duration of UBI Banca's corporate life is until 31 December 2100, but may be extended.

The UBI Banca Group

UBI Banca, the Parent Bank of the Group, is a company listed on the Italian Stock Exchange, included in the FTSE MIB index. The UBI Banca Group has adopted a federal organisational model, multifunctional and integrated, where UBI Banca, as parent company, centralises governance, control, coordination and support functions

The consolidated figures of UBI Banca as at 31 December 2014 were as follows:

- *a domestic network of 1,670 branches;*
- *18,132 employees actually in service ("Dipendenti effettivi in servizio");*
- *approximately 3.6 million customers;*
- *direct funding from customers of Euro 93.2 billion (ranking fourth in Italy);*
- *loans to customers of Euro 85.6 billion (ranking fourth in Italy);*
- *total assets of Euro 121.8 billion (ranking fifth in Italy) and*
- *sound capital ratios: Common Equity Tier 1 of 12.33 per cent., Tier 1 of 12.33 per cent., Total Capital ratio of 15.29 per cent.*

In terms of distribution structure, the UBI Banca Group has (market shares in terms of branches as at 31 December 2014[1]):

- *a strong presence in some of the wealthiest regions of Italy, namely Lombardy (13.1 per cent. market share), Piedmont (7.6 per cent. market share) and Marches (7.3 per cent. market share);*
- *leadership in the reference provinces: Bergamo (22.5 per cent. market share), Brescia (22.6 per cent. market share), Varese (23.8 per cent. market share) and Cuneo (22.6 per cent. market share);*
- *a market share equal or greater than 10 per cent. in 11 provinces: aside from the four provinces indicated above, Pavia, Alessandria, Viterbo, Fermo, Matera, Potenza, Catanzaro, Cosenza, Crotone, Reggio Calabria, Vibo Valentia, and a significant presence in the provinces of Milan (9.1 per cent. market share) and of Rome (4.0 per cent. market share).*"

UBI Banca's Management and Supervisory Bodies

On pages 122-128 of the Prospectus, in the paragraph headed "*UBI Banca's Management and Supervisory Bodies*" the last three paragraphs are deleted and replaced as follows:

"*The Supervisory Board has also established from amongst its members a Risk Committee, which has the task of supporting the Supervisory Board with its strategic supervisory body functions in the fields of risks and internal control systems, including proposal and consultation functions the Supervisory Board in relation to issues concerning the individual and consolidated Annual Reports and the interim reports. The Risk Committee is composed of four members.*

The Supervisory Board also set up an internal Related Parties and Related Subjects Committee, made up of three members, who are required to perform the functions assigned to the same by (i) the "Regulations for the discipline of UBI Banca S.c.p.A. related-party transactions", in compliance with the provisions envisaged by CONSOB Regulation concerning related parties adopted by means of Resolution No. 17221/2010 and (ii) Bank of Italy provisions relating to activities bearing risks and conflicts of interest towards related subjects ("attività di rischio e conflitti di interessi verso soggetti collegati")."

UBI Banca and the UBI Banca Group Recent Developments

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[1] Market share information sourced from Bank of Italy "*Bollettino Statistico*".

On page 133 of the Prospectus, in the paragraph headed "*UBI Banca and the UBI Banca Group recent developments*" the fifth and sixth paragraph are deleted and replaced as follows:

"*On 16 June 2015, the Supervisory Board confirmed that UBI Banca's consolidated assets exceed €8 billion and resolved to convert UBI Banca into a joint stock company. In order to comply with the new legislative framework in connection with the conversion of UBI Banca into a joint stock company, the Articles of Association of UBI Banca have been amended at a Shareholders Meeting held on 10 October 2015.*

Accordingly to the above, on 10 October 2015 the General Meeting of the Registered Shareholders of UBI Banca (i) approved the proposal for transformation of UBI Banca into a joint-stock company and the consequent adoption of new Articles of Association, and (ii) resolved to amend the Regulations for Shareholders' Meetings for compliance with the new provisions of the Articles of Association as a consequence of the transformation into a joint stock company."

On page 133 of the Prospectus, in the paragraph headed "*UBI Banca and the UBI Banca Group recent developments*" after the last paragraph the following paragraphs are added:

"*In addition to the above, on 12 October 2015 UBI Banca has reported that on 12 October the resolution with which the General Meeting of the Shareholders approved the transformation into a joint stock company was filed with the Bergamo Company's Register.*

The shareholders of UBI Banca and registered shareholders of UBI Banca who did not participate to the approval of the transformation resolution have been granted with a right of withdrawal as specified in the press release published by UBI Banca on 12 October 2015, which has been previously published or filed with the Central Bank of Ireland, incorporated by reference in, and part of, the Prospectus.

Furthermore, on 23 September 2015, the Issuer has announced that (i) following the Issuer's request dated 24 August 2015 to withdraw the rating assigned by Fitch Ratings (Fitch) to the Covered Bonds, on 23 September 2015, Fitch has (a) confirmed the rating on the Covered Bonds under the Programme at 'A' with Stable Outlook and, subsequently, (b) withdrawn its rating to the Covered Bonds under the Programme; and therefore, (ii) the Covered Bonds are now rated by Moody's Investor Service Ltd. (Aa2) and DBRS AA (low)."

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OVERVIEW OF THE TRANSACTION DOCUMENTS

On pages 163-164 of the Prospectus, the seventh and eighth paragraphs under the heading "*Master Servicing Agreement*". are deleted and replaced as follows:

"*The Guarantor has undertaken, also in accordance with the terms of the Intercreditor Agreement, to use reasonable endeavours to appoint a back-up Master Servicer within 45 days from the date on which the Master Servicer's long-term rating has been downgraded below "Baa3" from Moody's or "BBB(low)" from DBRS (provided that the rating of DBRS is (a) the public rating assigned by DBRS or, if there is no public DBRS rating, (b) the private rating assigned by DBRS or, in absence of a private rating or a public rating from DBRS, then (c) the DBRS Rating) or the Master Servicer's short-term rating has been downgraded below "P-3" from Moody's or "R-3" from DBRS (provided that a rating by DBRS is (a) the public rating assigned by DBRS or, if there is no public DBRS rating, (b) the private rating assigned by DBRS or, in absence of a private rating or a public rating from DBRS, then (c) the DBRS Rating).*

In the event the long-term unsecured and unsubordinated debt obligations of the Master Servicer falls below "Baa2" by Moody's or "BBB(low)" from DBRS (provided that a rating by DBRS is (a) the public rating assigned by DBRS or, if there is no public DBRS rating, (b) the private rating assigned by DBRS or, in absence of a private rating or a public rating from DBRS, then (c) the DBRS Rating), the Master Servicer shall (i) immediately communicate such event to the Sub-Servicer and the Guarantor, (ii) prepare letters to communicate to the Debtors changes to their payment instructions, and (iii) identify one or more counterparties meeting the requirements provided for the appointment of the Back-up Master Servicer. In the event the short-term rating of unsecured and unsubordinated debt obligations of the Master Servicer falls below "P-3" by Moody's or "R-3" from DBRS (provided that a rating by DBRS is (a) the public rating assigned by DBRS or, if there is no public DBRS rating, (b) the private rating assigned by DBRS or, in absence of a private rating or a public rating from DBRS, then (c) the DBRS Rating) or the long-term rating of unsecured and unsubordinated debt obligations of the Master Servicer falls below "Baa3" by Moody's or "BBB(low)" from DBRS (provided that a rating by DBRS is (a) the public rating assigned by DBRS or, if there is no public DBRS rating, (b) the private rating assigned by DBRS or, in absence of a private rating or a public rating from DBRS, then (c) the DBRS Rating), the Master Servicer shall immediately give notice of such event to the Representative of the Bondholders, the Rating Agencies, the Calculation Agent, the Sub-Servicer and the Guarantor; and shall alternatively: (i) notify in writing to the Debtors the details of the new account opened in name and on behalf of the Guarantor with an Eligible Institution where any payments in respect of the Receivables shall be made and ensure that, starting from the date in which such downgrading has occurred, the daily balance of the Italian Collection Accounts is equal to zero as set out in the relevant account statements (estratti conto); or (ii) procure and maintain a first demand guarantee issued by an Eligible Institution, so to guarantee the obligations of the Master Servicer and/or the Sub-Servicer to transfer the Collections pursuant to the Master Servicing Agreement, provided that, in the event the Commingling Amount is considered for the calculation of the Nominal Value Test in accordance with the provisions of Clause 2.3 of the Cover Pool Management Agreement, and in case such test is satisfied, the Master Servicer shall not be obliged to realise any of the activities referred to in points (i) and (ii) above.

*The Guarantor may terminate the Master Servicer's and each Sub-Servicer's appointment and appoint a successor master servicer or sub-servicer if certain events occur, namely, with respect to the Master Servicer (each, a "**Master Servicer Termination Event**"):*

(i) *failure (not attributable to force majeure) to deposit or pay any amount required to be paid or deposited which failure continues for a period of 10 Business Days following receipt of a written notice from the Guarantor requiring the relevant amount to be paid or deposited;*

(ii) *failure to observe or perform duties under specified clauses of the Master Servicing Agreement and the continuation of such failure for a period of 10 (ten) Business Days following receipt of written notice from the Guarantor (provided that a failure ascribable to any Sub-Servicers delegated by the Master Servicer shall not constitute a Master Servicer Termination Event);*

(iii) *an Insolvency Event occurs with respect to the Master Servicer;*

(iv) *it becomes unlawful for the Master Servicer to perform or comply with any of its obligations under the Master Servicing Agreement;*

(v) *the Master Servicer is or will be unable to meet the current or future legal requirements and the Bank of Italy's Regulations for entities acting as servicers in the context of a covered bonds transaction;*

Governing law

The Master Servicing Agreement is governed by Italian law.”

* * * * *

CREDIT STRUCTURE

On page 176 of the Prospectus, under paragraph headed “*Nominal Value Test*”, the definition of “A”, point (1) is deleted and replaced as follows:

“(1) *a Mortgage Loan (or any security granted in relation thereto, the "**Related Security**") was, in the immediately preceding Calculation Period, in breach of the representations and warranties contained in the Warranty and Indemnity Agreement or was subject to any other obligation of the relevant Seller to repurchase the relevant Mortgage Loan and its Related Security, and in each case the Seller has not repurchased the Mortgage Loan or Mortgage Loans of the relevant Debtor to the extent required by the terms of the Master Loans Purchase Agreement (each such loan being an "**Affected Loan**"). In this event, the aggregate Adjusted Outstanding Principal Balance of the Mortgage Loans in the Cover Pool (as calculated on the relevant Calculation Date) will be deemed to be reduced by an amount equal to the Adjusted Outstanding Principal Balance of the relevant Affected Loan or Affected Loans (as calculated on the relevant Calculation Date); and/or*”

On page 177 of the Prospectus, under paragraph headed “Nominal Value Test”, the definitions of “Y” and “W” are deleted and replaced as follows:

“*"**Y**"* *is equal to (i) nil, if the Issuer's long term and short term ratings are at least "A2" and "P-1" by Moody's and the Issuer’s long term and short term rating are at least the DBRS Long Term Rating and the DBRS Short Term Rating by DBRS, or (ii) otherwise, the Potential Set-Off Amount;*

*"**W**"* *is equal to (i) nil, if (a) the Issuer's long term and short term ratings are at least "A2" and "P-1" by Moody's and the Issuer’s long term and short term ratings are at least the DBRS Long Term Rating and the DBRS Short Term Rating by DBRS, or (b) any of the remedies under Clause 12 of the Master Servicing Agreement have been implemented; or (ii) otherwise, the Commingling Amount; and*”

* * * * *

TAXATION

On page 196 of the Prospectus, under heading “*Italian Resident Covered Bondholders*”, the sixth paragraph is deleted and replaced by the following:

“*As of 1 January 2015, Italian pension funds benefit from a tax credit equal to 9% of the result of the relevant portfolio accrued at the end of the tax period, provided that such pension funds invest in certain medium long term financial assets as identified by the Ministerial Decree of 19 June 2015 published in the Official Gazette – general series No. 175, on 30 July 2015.*”

On page 199 of the Prospectus, under heading “*Capital gains tax*”, the ninth paragraph is deleted and replaced by the following:

“*As of 1 January 2015, Italian pension funds benefit from a tax credit equal to 9% of the result of the relevant portfolio accrued at the end of the tax period, provided that such pension funds invest in certain medium long term financial assets as identified by the Ministerial Decree of 19 June 2015 published in the Official Gazette – general series No. 175, on 30 July 2015.*”

* * * * *

GENERAL INFORMATION

On page 207 of the Prospectus, the first paragraph under the heading "*No Significant Change*" is deleted and replaced by the following:

"*There has been no significant change in the financial or trading position of UBI Banca and the UBI Banca Group since 30 June 2015.*"

* * * * *

GLOSSARY

On page 214 of the Prospectus, after the definition of "CRR" the following new definitions of "DBRS", "DBRS Equivalent Rating", "DBRS Long Term Rating", "DBRS Rating" and "DBRS Short Term Rating" are added:

"*"**DBRS**" means (i) for the purpose of identifying the entity which has assigned the credit rating to the Covered Bonds, DBRS Ratings Limited, and (ii) in any other case, any entity of DBRS Ratings Limited which is either registered or not under the CRA Regulation, as it appears from the last available list published by European Securities and Markets Authority (ESMA) on the ESMA website.*

"**DBRS Equivalent Rating**" means the DBRS rating equivalent of any of the below ratings by Fitch, Moody's or Standard & Poor's Ratings Services:

Moody's		**S&P**		**Fitch**		**DBRS**	
Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term
Aaa		AAA		AAA		AAA	R-1H
Aa1		AA+		AA+		AA(high)	
Aa2	P-1	AA	A-1+	AA	F1+	AA	R-1M
Aa3		AA-		AA-		AA(low)	
A1		A+	A-1	A+	F1	A(high)	R-1L
A2		A		A		A	
A3	P-2	A-	A-2	A-	F2	A(low)	
Baa1		BBB+		BBB+		BBB(high)	R-2H
Baa2	P-3	BBB	A-3	BBB	F3	BBB	R-2M
Baa3		BBB-		BBB-		BBB(low)	R-2 (Low) or R3
Ba1		BB+		BB+	B	BB(high)	R-4
Ba2		BB		BB		BB	
Ba3		BB-		BB-		BB(low)	
B1		B+		B+		B(high)	
B2		B		B		B	R-5

B3 Caa1 Caa2 Caa3		B- CCC+ CCC CCC-	B- CCC+ CCC CCC-	 C	B(low) CCC(high) CCC CCC(low)	
C		D	D	I	D	

*"**DBRS Long Term Rating**" means:*

(a) if the current rating of the Covered Bonds by DBRS is AAA, AA (high), AA or AA(low), then the DBRS Long Term Rating is A;

(b) if the current rating of the Covered Bonds by DBRS is A(high), then the DBRS Long Term Rating is BBB(high);

(c) if the current rating of the Covered Bonds by DBRS is A, then the DBRS Long Term Rating is BBB;

(d) if the current rating of the Covered Bonds by DBRS is A(low), BBB(high), BBB or BBB(low), then the DBRS Long Term Rating is BBB(low);

(e) if the current rating of the Covered Bonds by DBRS is below BBB(low), then the DBRS Long Term Rating corresponds to the then current Covered Bonds rating by DBRS;

provided that a rating by DBRS is (a) the public rating assigned by DBRS or, if there is no public DBRS rating, (b) the private rating assigned by DBRS. In absence of a private rating or a public rating from DBRS, then the DBRS Long Term Rating will be the DBRS Rating.

*"**DBRS Rating**" means:*

*(a) if a public rating by Fitch Ratings Limited ("**Fitch**"), a public rating by Moody's and a public rating by Standard & Poor's Ratings Services ("**S&P Rating Services**") are all available at such date, the DBRS Rating will be the DBRS Equivalent Rating of such public rating remaining after disregarding the highest and lowest of such public ratings from such rating agencies (provided that (i) if such public rating is under credit watch negative, or the equivalent, then the DBRS Equivalent Rating will be considered one notch below, and (ii) if more than one public rating has the same highest DBRS Equivalent Rating or the same lowest DBRS Equivalent Rating, then in each case one of such public ratings shall be so disregarded);*

(b) if the DBRS Rating cannot be determined under paragraph (a) above, but public ratings by any two of Fitch, Moody's and S&P Rating Services are available at such date, the DBRS Equivalent Rating of the lower such public rating (provided that if such public Rating is under credit watch negative, or the equivalent, then the DBRS Equivalent Rating will be considered one notch below);

(c) if the DBRS Rating cannot be determined under paragraphs (a) and (b) above, but public ratings by any one of Fitch, Moody's and S&P Rating Services are available at such date, then the DBRS Equivalent Rating will be such public rating (provided that if such public rating is under credit watch negative, or the equivalent, then the DBRS Equivalent Rating will be considered one notch below).

If at any time the DBRS Rating cannot be determined under paragraphs (a) to (c) above, then a DBRS Rating of "C" shall apply at such time.

*"**DBRS Short Term Rating**" means:*

(a) *if the current rating of the Covered Bonds by DBRS is AAA, AA (high), AA or AA(low), then the rating by DBRS is R-1 (middle);*

(b) *if the current rating of the Covered Bonds by DBRS is A(high), then rating by DBRS R-2(high);*

(c) *if the current rating of the Covered Bonds by DBRS is A, then then rating by DBRS is R-2 (middle);*

(d) *if the current rating of the Covered Bonds by DBRS is A(low), BBB(high), BBB or BBB(low), then the then rating by DBRS is R-2 (low);*

(e) *if the current rating of the Covered Bonds by DBRS is below BBB(low), then the then rating by DBRS corresponds to R-3, R-4 or R-5 by DBRS in accordance with DBRS criteria;*

provided that a rating by DBRS is (a) the public rating assigned by DBRS or, if there is no public DBRS rating, (b) the private rating assigned by DBRS. In absence of a private rating or a public rating from DBRS, then the DBRS Short Term Rating will be the DBRS Rating."

On pages 215-228 of the Prospectus, the definitions of "*Eligible Institution*", "*Eligible Investment*", "*Issuer Downgrading Event*", "*Net Deposit Amount of Future Transfers*", "*Net Deposit Amount of Previous Transfers*", "*Rating Agencies*" are deleted and replaced as follows:

"*"**Eligible Institution**" means:*

(A) *any bank organised under the laws of any country which is a member of the European Union or of the United States (to the extent that United States are a country for which a 0% risk weight is applicable in accordance with the Bank of Italy's prudential regulations for banks - standardised approach),*

(i) *whose short-term unsecured, unsubordinated and unguaranteed debt obligations are rated at least (a) "P-1" by Moody's, and (b) the DBRS Short Term Rating by DBRS, or*

(ii) *whose obligations are guaranteed (in compliance with the relevant criteria respectively of Moody's and DBRS on the guarantee) by an entity whose short-term unsecured, unsubordinated and unguaranteed debt obligations are rated at least (a) "P-1" by Moody's and (b) the DBRS Short Term Rating by DBRS, and the long-term unsecured, unsubordinated and unguaranteed debt obligations of which are rated at least (a)"Aa3" by Moody's, and (b) the DBRS Long Term Rating by DBRS, or*

(iii) *any other rating level from time to time provided for in the Rating Agencies' criteria,*

provided however that any such bank qualifies for the "credit quality step 1" pursuant to Article 129, let. (c) of the CRR unless (a) it is an entity in the European Union and (b) the exposure vis-à-vis such bank have a maturity not exceeding 100 (one-hundred) days, in which case it may qualify for the "credit quality step 2" pursuant to Article 129, let. (c) of the CRR;

(B) *with exclusively reference to Clauses 5.3.1 (Italian Account Bank no longer an Eligible Institution) and 11.2.9 (Eligible Institution) of the Cash Allocation, Management and Payments Agreement and with reference to the sole Italian Account Bank until Unione di Banche Italiane S.p.A. acts in such role, any bank organized under the laws of any country which is a member of the European Union,* ***(i)*** *the short term unsecured, unsubordinated and unguaranteed debt obligations of which are rated at least (a) "P 3" by Moody's, and (b) "R-2(low)" by DBRS, or* ***(ii)*** *which is guaranteed (in compliance with the relevant criteria respectively of Moody's and DBRS on the guarantee) by an entity whose short term unsecured, unsubordinated and unguaranteed debt obligations are rated at least (a) "P 3" by Moody's, and (b) "R-1(low)" by*

DBRS, and the long term unsecured, unsubordinated and unguaranteed debt obligations of which are rated at least (a) "A3" by Moody's, and (b) the DBRS Long Term Rating by DBRS.

*"**Eligible Investment**" means any Eligible Assets or Top-up Assets which meet the following requirements:*

(i) *any Euro denominated security rated at least "P-3" by Moody's and the DBRS Short Term Rating by DBRS, where they have a maturity of up to 30 calendar days or, if greater than 30 calendar days, which may be liquidated without loss within 30 days of a downgrade below "P-3" by Moody's and the DBRS Short Term Rating by DBRS, and/or*

(ii) *Euro denominated reserve accounts, deposit accounts, and other similar accounts that provide direct liquidity and/or credit enhancement held at a financial institution rated at least "P-3" by Moody's and the DBRS Short Term Rating by DBRS, provided that any such investments mature on or before the next following Guarantor Payment Date or are disposable at no loss,*

provided that the relevant exposure qualifies for the "credit quality step 1" pursuant to Article 129, let. (c) of the CRR or, in case of exposure vis-à-vis an entity in the European Union which has a maturity not exceeding 100 (one-hundred) days, it may qualify for "credit quality step 2" pursuant to Article 129, let. (c) of the CRR.

*"**Issuer Downgrading Event**" means the Issuer being downgraded below "P-1" by Moody's and the DBRS Long Term Rating.*

*"**Net Deposit Amount of Future Transfers**" means, for each Debtor, an amount equal to the lower of:*

while the Covered Bonds are rated "Aaa" by Moody's and "AAA" by DBRS, an amount equal to the lower of;

(i) *the Outstanding Principal Balance of the assets transferred to the Guarantor since 31 October 2011 and included in the Cover Pool in relation to which such Debtor is a debtor, and*

(ii) *the higher of:*

  (a) *the lower of the (a) the aggregate amount of cash or saving accounts deposited by such Debtor with the relevant Seller, as of the date on which all the formalities relating to the assignment of the assets relating to such Debtor, as provided for under the Master Loan Purchase Agreement, have been complied with, and (b) the monthly aggregate amount of cash or saving accounts deposited by such Debtor with the relevant Seller, calculated at the end of the previous calendar month, and*

  (b) *an amount calculated by the Calculation Agent which will be made public and notified to the Rating Agencies. With respect to Moody's, such amount will be calculated in accordance with the methodologies and/or the calculations set out with Moody's,*

if the Covered Bonds cease to be rated "Aaa" by Moody's and "AAA" by DBRS, an amount calculated by the Calculation Agent which will be made public and notified to the Rating Agencies. With respect to Moody's, such amount will be calculated in accordance with the methodologies and/or the calculations set out with Moody's.

*"**Net Deposit Amount of Previous Transfers**" means for each Debtor*

(A) *while the Covered Bonds are rated "Aaa" by Moody's and "AAA" by DBRS, an amount equal to the lower of:*

(i) *the Outstanding Principal Balance of the assets transferred to the Guarantor until 30 October 2011 and included in the Cover Pool in relation to which such Debtor is a debtor, and*

(ii) *the higher of:*

(a) *the lower of (a) the aggregate amount of cash or saving accounts deposited by such Debtor with the relevant Seller, as of 31 October 2011, and (b) the monthly aggregate amount of cash or saving accounts deposited by such Debtor with the relevant Seller, calculated at the end of the previous calendar month; and*

(b) *an amount calculated by the Calculation Agent which will be made public and notified to the Rating Agencies. With respect to Moody's, such amount will be calculated in accordance with the methodologies and/or the calculations set out with Moody's,*

(B) *if the Covered Bonds cease to be rated "Aaa" by Moody's and "AAA" by DBRS, an amount calculated by the Calculation Agent which will be made public and notified to the Rating Agencies. With respect to Moody's, such amount will be calculated in accordance with the methodologies and/or the calculations set out with Moody's.*

*"**Rating Agencies**" means DBRS and Moody's.*"

On page 220 of the Prospectus, after the definition of "*First Interest Period*", the definition of "Fitch" is deleted.

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Copies of the Prospectus, this Supplement and the Half-yearly Consolidated Financial Statements may be obtained from the registered office of the Issuer and on the Issuer's website (*http://www.ubibanca.it*). The contents of the Issuer's website do not form part of this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.