



**MERGER PLAN**

**INTO**

**UNICREDIT S.P.A.**

**OF**

**FAMILY CREDIT NETWORK S.P.A.**

# MERGER PLAN INTO UNICREDIT S.P.A. OF FAMILY CREDIT NETWORK SPA, IN ACCORDANCE WITH ARTICLE 2501 AND SUBSEQUENT OF THE ITALIAN CIVIL CODE

## 1. Companies involved in the merger

### **Incorporating Company**

*UNICREDIT S.P.A.*

- Registered office in Rome – Via Alessandro Specchi, 16
- Share capital of Euro 19,647,948,525.10 divided into 5,789,536,030 shares without nominal value, in turn made up of 5,787,112,132 ordinary shares and 2,423,898 savings shares
- Fiscal Code, VAT number and registration number with the Company Register of Rome: 00348170101
- Company registered in the National Register of Banks and as holding company of the UniCredit Banking Group, with n. 02008.1
- Company member of the National Interbank Deposit Guarantee Fund and of the National Compensation Fund.

### **Incorporated Company**

*FAMILY CREDIT NETWORK S.P.A.*

- Registered office in Milan - Via Tortona, 33
- Share capital of 15.000.000,00 euros fully paid in, divided into 15.000.000 ordinary shares of Euro 0.50 each .
- Fiscal Code, VAT number and registration number with the Company Register of Milan n. 04015520267
- Financial Intermediary registered in a Special List pursuant art 107 Italian Banking Law, belonging to the UniCredit banking Group.
- Company subject to UniCredit management and co-ordination activity

## **2. Type of merger**

The Merger will be executed – pursuant to art. 2501 and subsequent of the Italian Civil Code – through the incorporation into UniCredit S.p.A. (hereinafter “**UniCredit**” or “**Incorporating Company**”) of Family Credit Network S.p.A. (hereinafter “**FCN**” or “**Incorporated Company**”).

## **3. By-laws of the Incorporating Company**

The by-laws of the Incorporating Company will not be amended following to this merger transaction.

## **4. Exchange ratio**

UniCredit holds the whole share capital of FCN.

This circumstance allows to give execution to the merger according to the path set by art. 2505 of Italian Civil Code, applying the envisaged procedural simplifications.

The provisions set by art. 2501-*ter*, first item, n. 3 (Exchange ratio), n. 4 (Assignment of the Incorporating Company shares) and n. 5 (Date from which shares of the Incorporating Company issued in exchange shall participate in the distribution of profits) of the Italian Civil Code, as well as those set by articles 2501-*quinquies* and *sexies* of the Italian Civil Code, will not be enforced.

Following the merger the *share* of FCN held by UniCredit will be cancelled, without defining any exchange ratio and without issuing and assigning new shares of the Incorporating Company, in accordance with art. 2504-*ter*, item 2, of the Italian Civil Code.

## **5. Legal effects of the merger**

The merger will take legal effect vis-à-vis third parties – pursuant to art. 2504-*bis* of the Italian Civil Code - from the date of the last registration set by art. 2504 of the Italian Civil Code, or a later date that will be reported in the deed of merger.

**6. Date from which the operations of the Incorporated Company will be attributed to the Incorporating Company's financial statement and the tax effect of the merger will run**

The operations of the Incorporated Company will be attributed to the Incorporating Company's financial statement starting from the date of the incorporation of FCN. From the same date the merger will take tax effects.

**7. Treatment which may be reserved to special categories of shareholders and holders of securities different from shares/ *quotas***

There are no special categories of shareholders or holders of securities different from shares/*quotas*, in relation to which special treatments are envisaged.

**8. Particular advantages for the directors of the companies involved in the merger**

The directors of the companies involved in the merger will not be granted with any particular advantages.

**9. Authorization of Bank of Italy**

This merger was authorized by Bank of Italy with letter n°. 487275/12 dated June 4 2012

***Any modifications to the merger plan which may be requested by the Supervisory Authority or upon registration of this merger plan with the Company Register are hereby expressly reserved.***

**UNICREDIT S.P.A.**

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