



## **REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURES**

pursuant to Sec. 123/bis of the TUF

(management and control system,  
so-called, traditional)



Name of the Issuer:  
**UniCredit S.p.A.**

Website: [www.unicreditgroup.eu](http://www.unicreditgroup.eu)

Reference Period:  
**1 January 2012/31 December  
2012**

Report approved on:  
**15 March 2013**

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## GLOSSARY

**Civil Code/c.c.:** the Italian Civil Code.

**Code/Corporate Governance Code:** the Corporate Governance Code for listed companies approved on December 2011 by the Corporate Governance Committee and issued by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Board:** The UniCredit S.p.A. Board of Directors.

**Issuer:** UniCredit S.p.A. (also referred to in the Report as “UniCredit” or “the Company”).

**Period:** corporate year to which the Report refers.

**CONSOB Issuers Rules:** the Rules issued by CONSOB with resolution no. 11971 dated 1999 (and subsequent amendments) concerning issuers.

**CONSOB Markets Rules:** the Rules issued by CONSOB with resolution no. 16191 dated 2007 (and subsequent amendments) concerning markets.

**CONSOB Related Parties Rules:** the Rules issued by CONSOB with resolution no. 17221 dated 12 March 2010 (and subsequent amendments) concerning transactions with related parties.

**Report on Corporate Governance and ownership structures/Report:** the report on corporate governance and ownership structures that companies are required to draft in accordance with Section 123/bis of the Italian Consolidated Law on Finance.

**TUF:** *Testo Unico della Finanza* (Consolidated Law on Finance) - Legislative Decree no. 58 dated 24 February 1998.

**TUB:** *Testo Unico Bancario* (Consolidated Law on Banking) - Legislative Decree no. 385 dated 1° September 1993.

## 1. PROFILE OF THE ISSUER

UniCredit is an issuer of stocks listed on the regulated markets of Milan, Frankfurt and Warsaw, and therefore fulfils the legal and regulatory obligations related to listings on these markets.

UniCredit has adopted traditional management and control system, that is based on two corporate bodies appointed at the Shareholders' Meeting: the Board of Directors, which is responsible for the strategic supervision and management of the Company, and the Board of Statutory Auditors whose function is to supervise its administration. Legal accounting supervision is entrusted to an external auditing firm, in compliance with relevant current laws.

The Board of Directors of UniCredit may be comprised of between a minimum of 9 up to a maximum of 24 members. As at 15 March 2013, UniCredit has 19 Directors. Their term in office spans three financial years, unless a shorter term is decided upon their appointment and the mandate expires on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their term. The mandate of the current Board of Directors will expire on the date of the Shareholders' Meeting called to approve the 2014 financial statements.

The Board of Statutory Auditors, comprised of five effective members and two stand-in members, was appointed by the Shareholders' Meeting on 22 April 2010 and will expire on the date of the next Shareholders' Meeting called to approve the 2012 financial statements.

UniCredit's overall corporate governance framework, i.e. the system of rules and procedures that its corporate bodies refer to steer their principles of behaviour and fulfil the various responsibilities towards the group's stakeholders, has been defined in the light of current provisions and the recommendations contained in the Code. The Code, according to the major international markets experience, identifies the corporate governance best practices for listed companies recommended by the Corporate Governance Committee, to be applied according to the "comply or explain" principle that requires the explanation of the reasons of failure to comply with one or more recommendations contained in its principles or criteria. Moreover please note that UniCredit, as a bank, is subject to the provisions contained into the Supervisory Provisions issued by Banca d'Italia and, with regards to the corporate governance issues, into the specific rules prescribed by "Supervisory Regulations on banks organization and corporate governance" issued on 2008 and by the later application of the Supervisory Regulations on banks organization and corporate governance issued on January 2012.

Since 2001 UniCredit has annually drawn up and submitted a Corporate Governance Report to its shareholders, by drafting a special report for distribution to its shareholders, institutional and non-institutional investors and Borsa Italiana. The report supplies suitable information on UniCredit's own Corporate Governance system.

Due to continuing changes to the regulatory scenario both at the European and Italian level, and to international best practices in general, Borsa Italiana decided to revise the corporate governance principles; accordingly, on March 2006 it issued a new version of the Corporate Governance Code.

On March 2010, the Corporate Governance Committee, brought about by Borsa Italiana, approved a new text of the recommendations of the Code concerning the remuneration of the Directors and executives with strategic responsibilities, in order to implement the recommendations issued by the EU Commission in 2009.

On December 2011, the Corporate Governance Committee introduced significant changes to the wording of the Code in order to take into account the several legislative interventions that had made certain of its recommendations out-of-date and in order to conform it to the development of the national and international best practice. In particular, in such a context, from a "subjective" point of view, the Code has taken into account the need to further graduate its enforcement in relation to the size of the listed companies, and, from an "objective" point a view, the aim of strengthening the centrality of the role of the Board of Directors and of its independent members,

as well as rationalizing the control system. The issuers were invited to implement such amendments by the end of the fiscal year beginning in 2012, providing information in the Corporate Governance Report to be published in the following fiscal year.

Since 2008 Borsa Italiana published a Corporate Governance Report form, lastly updated on January 2013, the use of which is discretionary, so as to help companies provide details on their governance structure, and to help the market compare the extent to which listed companies comply with the Code. Starting from the Report on Corporate Governance related to the 2007 financial year, UniCredit already took into account the guidelines included in such format.

In light of the provisions contained in the version of the Code issued on December 2011 as well as based on the last form supplied by Borsa Italiana (January 2013), UniCredit drafted this Report on Corporate Governance and ownership structures in pursuance of Section 123/bis of the TUF. Please be informed that the provisions of the form supplied by Borsa Italiana are included in the text and highlighted on a yellow background.

The Report on Corporate Governance and ownership structures approved by the Company's Board of Directors on 15 March 2013 is published at the same time with the Report on Operations on the website of the Issuer.

The information contained in the Report, unless otherwise specified, refers to the date of its approval by the Board of Directors.

**2. INFORMATION CONCERNING OWNERSHIP STRUCTURE (as per Sec. 123/bis,  
paragraph 1, of the Consolidated Law on Finance – TUF)  
dated 31/12/2012**

**a) Share capital structure (as per Sec. 123/bis, paragraph 1, letter a), of the TUF)**

INDICATE THE SUBSCRIBED AND PAID-UP SHARE CAPITAL IN EURO.

INDICATE THE CATEGORIES OF SHARES MAKING UP THE SHARE CAPITAL FILLING IN THE SCHEDULE NO. 1 IN THE APPENDIX.

As at 31 December 2012 the fully subscribed and paid up share capital of UniCredit amounted to Euro 19,647,948,525.10, divided into 5,789,536,030 shares without nominal value, of which 5,787,112,132 ordinary shares and 2,423,898 savings shares.

The share capital of UniCredit is divided into ordinary and savings shares. No other types of shares, equity instruments or convertible or exchangeable bonds have been issued.

Detailed information on the share capital structure of UniCredit is given in Schedule no. 1, “Information on the ownership structures”, of the Appendix to this Report.

As at 15 March 2013 the fully subscribed and paid up share capital of UniCredit amounted to Euro 19,647,948,525.10, divided into 5,789,536,030 shares, of which 5,787,112,132 ordinary shares and 2,423,898 savings shares.

INDICATE ANY OTHER FINANCIAL INSTRUMENTS, IF ISSUED, GRANTING THE RIGHT TO SUBSCRIBE NEW SHARES, FILLING IN THE SCHEDULE NO. 1.

The information concerning the warrants issued to service UniCredit Group executive and employee incentive plans is given in the Schedule no. 1 “Information on the ownership structures” of the Appendix to this Report. The exercise of these warrants grants the right to subscribe new ordinary shares. In this regard, please refer to “Part I) – Share-based payments” of the notes to the consolidated financial statements<sup>1</sup>, to the information documents<sup>2</sup> prepared in compliance with Sec. 84/bis of the CONSOB Issuers Rules and to the report on remuneration<sup>3</sup> prepared in compliance with Sec. 123/ter of the TUF and Sec. 84/quarter of the CONSOB Issuers Rules.

Please also be informed that, with regard to the capital increase approved by the Extraordinary Shareholders’ Meeting of UniCredit S.p.A. on 14 November 2008, no. 967,564,061 ordinary shares, subscribed by Mediobanca pursuant to the agreement of guarantee stipulated with UniCredit S.p.A., have been used to service the issue, and are underlying, of financial instruments *Convertible and Subordinated Hybrid Equity-linked Securities* (“CASHES”). The CASHES have been subscribed in full by institutional investors. Mediobanca gave the right of *usufrutto* over such shares to UniCredit maintaining the *nuda proprietà* (ownership deprived of the rights belonging to the holder of the right of *usufrutto*) of the shares. To the date of the approval of the Report the aforesaid shares are 96,756,406.

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<sup>1</sup> The address of the UniCredit web site where the Company financial statement is available is as follows: <http://www.unicreditgroup.eu/en/investors/financial-reports.html>

<sup>2</sup> The address of the UniCredit web site where the information documents are available is as follows: <http://www.unicreditgroup.eu/en/governance/compensation/incentive-programs.html>

<sup>3</sup> The address of the UniCredit web site where the report on remuneration is available is as follows: <http://www.unicreditgroup.eu/en/governance/shareholders-meeting.html>;  
<http://www.unicreditgroup.eu/en/governance/system-policies/corporate-governance-report.html>

## b) Restrictions on stock transfers (as per Sec. 123/bis, paragraph 1, letter b), of the TUF)

INDICATE WHETHER THERE ARE ANY RESTRICTIONS ON STOCK TRANSFERS, E.G., LIMITS ON HOLDING SHARES, OR THE OBLIGATION TO OBTAIN THE APPROVAL OF THE ISSUER OR OTHER HOLDERS.

IF SO, DESCRIBE THEM AND THE INSTRUMENTS TO WHICH THEY REFER.

To the date of the approval of the Report there is no restrictions on stock transfers, taking into account the n. 96,756,406 ordinary shares used to service the CASHES of which Mediobanca hold the *nuda proprietà* (see previous paragraph a).

## c) Relevant equity holdings (as per Sec. 123/bis, paragraph 1, letter c), of the TUF)

INDICATE THE MAIN DIRECTLY OR INDIRECTLY HELD EQUITY HOLDINGS, E.G. THROUGH A PYRAMIDAL STRUCTURE OR A CROSS-HOLDING ACCORDING TO THE PROVISIONS OF SEC. 120 OF THE TUF, FILLING IN THE SCHEDULE NO. 1:

Relevant equity holdings as at 31 December 2012 are contained in Schedule no. 1 “Information on the ownership structures” of the Appendix to this Report.

Relevant holdings in the share capital as they emerge from the notifications that the Company has received as at the date of the approval of this Report are shown below.

Declarant	Direct Shareholder	% of ordinary capital	% of voting capital
International Petroleum Investment Company	Aabar Luxembourg S.A.R.L.	6.501%	6.501%
Pamplona Capital Management LLP	PGFF Luxemburg S.a.r.l.	5.011%	5.011%
Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	3.534%	3.534%
Carimonte Holding S.p.A.	Carimonte Holding S.p.A.	3.013%	3.013%
Central Bank of Libya		2.912%	2.912%
	<i>Central Bank of Libya</i>	2.631%	2.631%
	<i>Libyan Foreign Bank</i>	0.282%	0.282%
Capital Research and Management Company <i>right of vote for discretionary asset management</i>	Capital Research and Management Company	2.732%	2.732%
<i>dont on behalf of EuropeanPacific Growth Fund</i>		2.210%	2.210%
Fondazione Cassa di Risparmio di Torino	Fondazione Cassa di Risparmio di Torino	2.507%	2.507%
- which is lender for:		0.510%	0.510%
Allianz SE		2.016%	2.016%



	<i>Allianz S.p.A.</i>	<i>1.192%</i>	<i>1.192%</i>
	<i>Allianz Finance IV Luxembourg SARL</i>	<i>0.728%</i>	<i>0.728%</i>
	<i>Allianz VIE SA</i>	<i>0.046%</i>	<i>0.046%</i>
	<i>RB Vita S.p.A.</i>	<i>0.029%</i>	<i>0.029%</i>
	<i>Allianz IARD SA</i>	<i>0.016%</i>	<i>0.016%</i>
	<i>Arcalis SA</i>	<i>0.002%</i>	<i>0.002%</i>
	<i>Allianz Belgium SA</i>	<i>0.001%</i>	<i>0.001%</i>
	<i>Allianz Life Luxembourg SA (già AGF Life Luxembourg SA)</i>	<i>0.001%</i>	<i>0.001%</i>
	<i>Generation VIE SA</i>	<i>0.001%</i>	<i>0.001%</i>
<b>Del Vecchio Leonardo</b>	<b>Delfin s.a.r.l.</b>	<b>2.005%</b>	<b>2.005%</b>

**d) Stocks granting special rights (as per Sec. 123/bis, paragraph 1, letter d), of the TUF)**

INDICATE WHETHER ANY STOCKS HAVE BEEN ISSUED GRANTING SPECIAL CONTROLLING RIGHTS. INDICATE THE HOLDERS OF ANY SUCH STOCKS (IF KNOWN) AND DESCRIBE THE RELEVANT RIGHTS. ILLUSTRATE ANY SPECIAL POWERS (E.G. THOSE REFERRED TO BY LAW NO. 474/94).

No stocks granting special controlling rights or special powers have been issued.

**e) Employee equity holdings: mechanism for exercising voting rights (as per Sec. 123/bis, paragraph 1, letter e), of the TUF)**

DESCRIBE THE MECHANISM FOR EXERCISING VOTING RIGHTS IN RESPECT OF ANY EMPLOYEE EQUITY HOLDING SYSTEM, IN THE EVENT THAT VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY EMPLOYEES.

There is no employee equity holding system in place whereby voting rights can be exercised by employee representatives.

**f) Restrictions on voting rights (as per Sec. 123/bis, paragraph 1, letter f), of the TUF)**

INDICATE WHETHER THERE ARE ANY RESTRICTIONS ON VOTING RIGHTS, E.G. VOTING RIGHTS RESTRICTED TO A SPECIFIC PERCENTAGE OR A CERTAIN NUMBER OF VOTES, LIMITS ON VOTING RIGHTS OR ANY SYSTEM IN WHICH FINANCIAL RIGHTS LINKED TO STOCKS ARE SEPARATED FROM HOLDINGS (WITH THE COOPERATION OF THE ISSUER).

IF SO, DESCRIBE SUCH RESTRICTIONS, CURRENT SYSTEMS AS WELL AS THE STOCK TO WHICH THE RESTRICTIONS REFER.<sup>4</sup>

Clause 5 of the Articles of Association state that no one entitled to vote may vote, for any reason whatsoever, for a number of the company's shares exceeding five per cent of the share capital bearing voting rights. To this end, the global stake held by the controlling party, (be it a private

<sup>4</sup> With reference to the time limits for the exercise of voting rights, please see information requested by the Section 16 of this form.

individual, legal entity or company), all subsidiaries – both direct and indirect - and affiliates has been taken into consideration; those shareholdings included in the portfolios of mutual funds managed by subsidiaries or affiliates, on the other hand, must not be taken into consideration . For the purposes of computing share ownership percentages, those shares held through trustee companies and/or third parties and/or those shares whose voting rights are attributed for any purpose or reason to a party other than their owner has been also taken into consideration. In the event of breaches of the foregoing provisions, any resolution taken by the Shareholders' Meeting may be challenged as per Article 2377 of the Italian Civil Code, if the required majority could not have been reached without the said breach. The shares for which voting rights cannot be exercised are in any event computed for the purposes of validly constituting the Meeting.

The voting right of the no. 96,756,406 UniCredit ordinary shares, subscribed by Mediobanca pursuant to the agreement of guarantee stipulated with UniCredit S.p.A. and used to service the CASHES, in relation to which the latter has created the usufruct right in favour of UniCredit, is suspended (see previous paragraph a).

**g) Agreements among shareholders (as per Sec. 123/bis, paragraph 1, letter g), of the TUF)**

DESCRIBE ANY AGREEMENTS AMONG SHAREHOLDERS KNOWN TO THE ISSUER PURSUANT TO SEC. 122 TUF.

The Company has no shareholders' agreements among relevant shareholder as defined by Sec. 122 of the TUF.

**h) Change of control clauses (as per Sec. 123/bis, paragraph 1, letter h), of the TUF) and by-laws provisions on public purchase offers (as per Sections 104, paragraph 1/ter, and 104/bis, paragraph 1, of the TUF)**

SPECIFY WHETHER THE ISSUER OR ANY OF ITS SUBSIDIARIES HAS ENTERED INTO IMPORTANT AGREEMENTS THAT COME INTO FORCE, OR ARE MODIFIED OR TERMINATED IN THE EVENT OF A CHANGE OF CONTROL OF THE CONTRACTING COMPANY.

IF SO, DESCRIBE THE EFFECTS OF THESE AGREEMENTS, UNLESS – GIVEN THEIR NATURE – DISCLOSURE OF THE INFORMATION MIGHT SERIOUSLY HARM THE ISSUER (THIS WAIVER DOES NOT APPLY WHEN THE ISSUER IS SPECIFICALLY OBLIGED TO DISCLOSE THE INFORMATION BASED ON OTHER LEGAL PROVISIONS).

Taking into account that UniCredit S.p.A. is not a company controlled by any shareholder or subject to any shareholder agreement, please note that UniCredit entered into the following agreement to be considered relevant pursuant to Sec. 123/bis of the TUF: agreement between shareholders of Mediobanca S.p.A.. The agreement is a block shareholders' agreement aimed at preserving a stable shareholder base as well as the representativeness of the governing bodies in order to ensure consistent management objectives.

Art. 5 of the agreement provides that *“If the Chairman of the Steering Committee receives notification of major changes in the ownership structure of any one Party, he shall request information on such changes from the said Party. The Committee shall then examine such information, and decide whether or not to ask the Party concerned – who under the terms of the Agreement is bound to comply with such request – to sell its entire syndicated interest pro-rata to the other Parties to the same Group, without prejudice to the ownership restrictions as previously described. For Shares not placed the procedure shall be as provided under the foregoing Article 4.”*

No UniCredit' subsidiaries contracted agreements to be considered relevant pursuant to Sec. 123/bis of the TUF.

**ON PUBLIC PURCHASE OFFERS:**

- INDICATE WHETHER AND TO WHAT DEGREE THE ISSUER'S ARTICLES OF ASSOCIATION DEROGATE FROM THE PROVISIONS ON THE PASSIVITY RULE ENVISAGED BY SEC. 104, PARAGRAPHS 1 AND 2, OF THE TUF;
- INDICATE WHETHER THE ISSUER'S ARTICLES OF ASSOCIATION ENVISAGE THE APPLICATION OF THE COUNTERACTING RULES ENVISAGED BY SEC. 104/BIS, PARAGRAPHS 2 AND 3, OF THE TUF.

The Articles of Association do not envisage exceptions to the provisions on the passivity rule envisaged by Sec. 104, paragraphs 1 and 2, of the TUF, save for the indication given in the previous paragraph f).

The Articles of Association do not envisage the application of the counteracting rules envisaged by Sec. 104/bis, paragraphs 2 and 3, of the TUF.

**i) Delegation of power to increase share capital and authorisations to purchase own shares (as per Sec. 123/bis, paragraph 1, letter m), of the TUF)**

INDICATE WHETHER THE BOARD OF DIRECTORS IS EMPOWERED TO INCREASE THE SHARE CAPITAL ACCORDING TO ART. 2443 OF THE ITALIAN CIVIL CODE OR IF IT CAN ISSUE OTHER EQUITY INSTRUMENTS.

IF SO, INDICATE BRIEFLY THE POWERS DELEGATED TO THE BOARD OF DIRECTORS (SPECIFYING IF SUCH POWERS EXCLUDE OR INCLUDE OPTION RIGHTS).

The Board of Directors has been empowered by the Shareholders' Meeting to execute share capital increases, with the exclusion of option rights, both free and by way of contribution in cash, in order to service Incentive Plans for UniCredit Group employees (see Clause 6 of the Articles of Association). The Board of Directors has not been granted any authority to issue other equity instruments.

INDICATE WHETHER THE SHAREHOLDERS' MEETING AUTHORISED THE PURCHASE OF OWN SHARES PURSUANT TO ARTICLES 2357 AND FOLL. OF THE ITALIAN CIVIL CODE.

IF SO, INDICATE THE MAIN CHARACTERISTICS OF THE AUTHORIZATION RESOLUTION AND THE NUMBER OF OWN SHARES HELD AT THE END OF THE REFERENCE PERIOD.

As at 15 March 2013 the Shareholders' Meeting of UniCredit has not authorized the purchase of own shares. At the end of the Period the amount of own shares held was 47,600.

**l) Direction and coordination Activity (as per Art. 2497 and foll. of the Italian Civil Code)**

INDICATE WHETHER THE ISSUER IS SUBJECT TO GUIDANCE AND COORDINATION PURSUANT TO ART. 2497 AND FOLL. OF THE ITALIAN CIVIL CODE, SPECIFYING THE SUBJECT THAT EXERCISES SUCH ACTIVITY.

IF THE ISSUER, ALTHOUGH IS CONTROLLED BY OTHER COMPANIES, DOES NOT CONSIDER TO BE SUBJECT TO GUIDANCE AND COORDINATION, INDICATE THE REASON FOR THIS ASSESSMENT (SEC. 37, PARAGRAPH 2, OF THE CONSOB MARKETS RULES).

UniCredit is not subject to guidance and coordination on the part of other legal entities.

\* \* \*

The information required by Sec. 123/bis, paragraph 1, letter i) of the TUF (“*agreements between companies and directors ... which envisage indemnities in the event of resignation or dismissal without just cause or if their employment contract should terminate as the result of a takeover bid*”) as well as the information disclosed in the sections of this Report concerning the Remuneration Committee (Section 8) and the remuneration of Directors (Section 9) are contained in the Report on remuneration published pursuant to Sec. 123/ter of the TUF and Sec. 84/quarter of the CONSOB Issuers Rules.

The information required by Sec. 123/bis, paragraph 1, letter l) of the TUF (“*rules applying to the appointment and replacement of directors ...and to amendments to the articles of association, if different from laws and regulations applicable in a supplementary way*”) is contained in the section of this Report concerning the Board of Directors (Section 4.1.).

### 3. COMPLIANCE (as per Sec. 123/bis, paragraph 2, letter a), of the TUF)

STATE WHETHER THE ISSUER HAS ADOPTED THE CODE OR OTHER CORPORATE GOVERNANCE CODES. IN SUCH CASE, INDICATE WHAT IT IS.

IN THE EVENT OF ADOPTION OF THE CODE, INDICATE THAT IT IS AVAILABLE TO THE PUBLIC ON BORSA ITALIANA WEBSITE ([WWW.BORSAITALIANA.IT](http://WWW.BORSAITALIANA.IT)).

IN THE EVENT OF ADOPTION OF ANOTHER CORPORATE GOVERNANCE CODE, INDICATE WHERE IT IS AVAILABLE TO THE PUBLIC.

IF THE COMPANY HAS NOT ADHERED TO CORPORATE GOVERNANCE CODES, DECLARE THE NON-ADHESION (AS PER SECTION 89/BIS OF THE CONSOB ISSUERS RULES)

UniCredit has adopted the Code issued by Borsa Italiana until 2001. In particular, on 19 December 2006 the Board of Directors of the Company resolved to adopt the version of the Code issued by Borsa Italiana in March 2006 and on 16 December 2011 the latest version of the Code published in December 2011. The Code is available to the public on Borsa Italiana website ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

INDICATE WHETHER THE ISSUER OR ITS SUBSIDIARIES HAVING STRATEGIC RELEVANCE ARE SUBJECT TO NON-ITALIAN LEGAL PROVISIONS THAT MAY INFLUENCE THE CORPORATE GOVERNANCE STRUCTURE OF THE ISSUER.

IF SO, INDICATE ANY SECTIONS OF THE REPORT THAT MAY BE INFLUENCED BY SUCH PROVISIONS.

UniCredit's corporate governance structure is not influenced by non-Italian legal provisions.

## 4. BOARD OF DIRECTORS

### 4.1. APPOINTMENT AND REPLACEMENT (as per Sec. 123/bis, paragraph 1, letter l), of the TUF)

PROVIDE DETAILS CONCERNING ANY ADDITIONAL RULES FOR APPOINTING AND REPLACING DIRECTORS AND AMENDING THE ARTICLES OF ASSOCIATION, IF DIFFERENT FROM LAWS AND REGULATIONS APPLICABLE IN A SUPPLEMENTARY WAY.

In compliance with the provisions of prevailing laws concerning the appointment of members to management bodies, UniCredit Directors shall be appointed by means of a proportional representation mechanism (*voto di lista*) in compliance with the gender composition criteria provided by Law no. 120/2011 (see Clause 20 of the Articles of Association, which are available on the UniCredit website<sup>5</sup>). In detail, each list submitted by legitimate parties must introduce a number of candidates belonging to the least represented gender such as to ensure abidance by the balance between genders at least in the minimum quantity required by the provisions, also of a regulatory nature, in being.

The Directors appointment and substitution mechanism works as follows: board vacancies are filled by candidates listed on the slate that has received the most legitimate parties votes, in the same order that they are listed; the number of Directors appointed corresponds to the number of vacancies, less one, if the Board of Directors has fewer than 20 members, or less 2, if the Board of Directors has more than 20 members. The remaining vacancies are filled by candidates appearing on the slate that has received the most votes among the minority slates, in the order that they appear on the slate. If the majority list obtaining the majority of votes doesn't reach a sufficient number of candidates for the election of the number of Directors to be appointed – following the above mentioned mechanism - all the candidates from the majority list shall be appointed and the remaining Directors shall be taken from the minority list receiving the highest votes, in the consecutive order in which they are shown on the such list. If the minority list receiving the highest votes doesn't reach a sufficient number of candidates for the election of the number of Directors to be appointed, the remaining Directors shall be taken in succession from the further minorities lists receiving the highest votes, always in the order in which they are shown on the lists. If the minimum necessary number of independent Directors and/or of Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the subsequent candidates, who meet the necessary requirement or requirements, taken from the same list. Should it prove impossible, even applying said criterion, to single out Directors possessing said requirements, the above substitution criterion will apply to the minorities' lists receiving the highest votes from which the candidates elected have been taken. If, even applying such substitution criteria, suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority.

In the event of a Director dying, leaving office or failing to hold it for any other reason or where his term in office is lapse or losing for any other reason the experience or integrity requirements, the Board of Directors can take steps to co-opt a Director, taking into proper account the right of minority interests to be represented. Should the minimum number of independent Directors fall below the level established in the Articles of Association and/or should the number of Directors belonging to the least represented gender fall below the level established by law, the Board of Directors shall provide for their replacement.

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<sup>5</sup> The address of the UniCredit web site where the Company Articles of Association is available is as follows: <http://www.unicreditgroup.eu/en/governance/system-policies/articles-of-association.html>

UniCredit has decided that slates of candidates to the position of Director should be filed at the Registered Office or the Head Office, as per the provisions of Sec. 147/ter of the TUF, no later than the twenty-fifth day prior to the date of the Shareholders' Meeting called to resolve upon the appointment of the members of the Board. The slates must be made available to the public at the Registered Office, on the Company's website and through other channels provided for under prevailing laws, at least twenty-one days prior to the date of the Shareholders' Meeting. With reference to the percentage of share capital needed to present the slate, Clause 20, para. 6 of the Articles of Association specifies that the amount is 0.5% of the share capital, pursuant to the provisions of Sec. 144/quarter, letter a), of the CONSOB Issuers Rules.

In addition to the provisions of prevailing laws, UniCredit decided that at least three Directors must meet the independence requirements established for Statutory Auditors by TUF and a number of Directors equal to the one provided for by the Corporate Governance Code for Listed Companies must possess the independence requirements established by the Code itself. The independence requirements established by of the TUF and those envisaged by the Corporate Governance Code may be cumulative for the same person.

Other than those set out by law, no particular rules apply to amendments to the Articles of Association.

Moreover, in accordance with the provisions issued by Banca d'Italia on 11 January 2012 concerning the application of the Supervisory regulations on banks organization and corporate governance and in line with the Code provisions, the Board of Directors also established its qualitative and quantitative composition deemed to be optimal for fulfilling the correct performance of the Board of Directors' functions.

As regards the qualitative and quantitative composition of the Board of Directors and the profile for candidates to the position of Director, reference is made to the document<sup>6</sup> "Qualitative and Quantitative Profile of UniCredit S.p.A. Board of Directors" published on the Company's website as well as to the information provided in the Section 4.3 "Role of the Board of Directors" below.

## Succession plans

INDICATE WHETHER THE BOARD OF DIRECTORS HAS CONSIDERED WHETHER TO ADOPT A PLAN FOR THE SUCCESSION OF THE EXECUTIVE DIRECTORS (CRITERION 5.C.2.).

SHOULD THE BOARD HAVE ADOPTED SUCH A PLAN, DISCLOSE IT SPECIFYING:

- WHETHER THE PLAN SET FORTH SPECIFIC MECHANISMS IN CASE OF EARLY REPLACEMENT TAKING INTO CONSIDERATION THE ORDINARY TERM OF OFFICE;
- THE CORPORATE BODIES AND THE PARTIES THAT ARE INVOLVED IN THE PREPARATION OF THE PLAN, AS WELL AS
- THE WAYS AND TIMING ACCORDING TO WHICH THE PLAN MIGHT BE SUBJECT TO REVIEW (COMMENT TO ART. 5 OF THE CODE).

With reference to the recommendations contained in the CONSOB Resolution no. DEM/11012984 dated 24 February 2011 and to what is provided for in Criterion 5.C.2. of the Corporate Governance Code, please be informed that:

- regarding the existence of a structured process for the succession of the executive Directors, UniCredit has in place a structured process to manage and develop Group Executives since 2006, i.e. Executive Development Plan. It relates to all Group Executives, including the position of CEO. In particular, the Executive Development Plan is an annual appraisal process of potential and performance, based on the Group

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<sup>6</sup> The address of the UniCredit website where the document "Qualitative and Quantitative Profile of UniCredit S.p.A. Board of Directors" is available is as follows:  
<http://www.unicreditgroup.eu/en/governance/board-of-directors/directors--qualitative---quantitative-profile.html>

competency model, aimed at fostering the Group Leaders professional growth and at ensuring its sustainability through the identification of short and medium term successors to all key managerial positions. In the last edition, (2012), 4,984 executives were involved in the Executive Development Plan: their appraisals and succession plans were discussed and validated by the Group Top Management through dedicated meetings. In case of anticipated or unforeseen replacement of Executives, including the CEO, the Executive Development Plan results are the reference point for the decisions related to new appointments and for the evaluation of possible candidates;

- as far as concerns the persons/bodies involved in the preparation of the succession plan and respective roles, the Executive Development Plan is a bottom up process involving, at local level, the Top Management of the different Divisions and Countries of which the Group is made of, to identify successors in key managerial positions through sessions with Heads of the different structures and business areas. In the last edition, more than 300 local appraisal and discussion sessions took place.

For the positions of senior Executives (representing approximately the first 600 Executives of the Group), successors are validated and their career plans defined by the Group Top Management (CEO, General Manager, Deputy General Managers) supported by the Group Head of HR. The synthesis of results, including possible successors for the Top Executive positions (Senior Executive Vice President, General Manager, Deputy General Manager and CEO), were brought to the attention of the Permanent Strategic Committee;

- lastly, with regard to the review modalities and timing, the update of the succession plans is on a yearly basis: at the end of each edition of the process, the summary of the results is discussed by the Board of Directors or by its Committees that are specifically dedicated to corporate governance and/or strategic topics (Corporate Governance, HR and Nomination Committee, Permanent Strategic Committee).

#### **4.2. COMPOSITION (as per Sec. 123/bis, paragraph 2, letter d), of the TUF)**

PROVIDE DETAILS CONCERNING THE COMPOSITION OF THE BOARD OF DIRECTORS, SPECIFYING, *INTER ALIA*, THE STATUS FOR EACH MEMBER (EXECUTIVE, NON-EXECUTIVE, INDEPENDENT), THE ROLE HELD WITHIN THE BOARD (E.G. CHAIRMAN OR CHIEF EXECUTIVE OFFICER), THE MAIN PROFESSIONAL CHARACTERISTICS AS WELL AS THE SENIORITY IN OFFICE SINCE THE FIRST APPOINTMENT (CRITERION I.C.1., LETT. I).

IN PARTICULAR, INDICATE THE COMPOSITION OF THE BOARD AS AT THE END OF THE REFERENCE PERIOD, USING THE SCHEDULE NO. 2 IN THE APPENDIX AND SPECIFYING THE FOLLOWING INFORMATION:

- EXPIRY DATE OF THE BOARD. IF NECESSARY STATING THE EXISTENCE OF DIFFERENT EXPIRY DATES FOR THE DIRECTORS (COMMENT TO ART.2 OF THE CODE);
- DATE OF THE SHAREHOLDERS' MEETING THAT APPOINTS THE DIRECTORS, SPECIFYING THE NUMBER OF THE SLATES PRESENTED, AS WELL AS, FOR EACH OF THEM, THE PERSONS WHO PRESENTED THEM, ANY RELATIONSHIP OF AFFILIATION WITH THE OTHER SLATES, THE LIST OF CANDIDATES, THE LIST OF APPOINTED AND THE PERCENTAGE OF VOTES OBTAINED IN RELATION TO THE VOTING CAPITAL;
- PERSONAL AND PROFESSIONAL CHARACTERISTICS OF EACH DIRECTOR (SEC. 144/DECIES OF THE CONSOB ISSUERS RULES)
- NAME OF THE DIRECTORS WHO TERMINATED THEIR POSITIONS DURING THE PERIOD.

The Board of Directors in office has been appointed by the Ordinary Shareholders' Meeting on 11 May 2012 for the financial years 2012, 2013 and 2014 and will expire on the date of the Shareholders' Meeting called to approve the 2014 financial statements.



According to Clause 20 of the UniCredit's Articles of Association and in compliance with the applicable laws and regulations, the Board has proposed to the aforesaid Ordinary Shareholders' Meeting of 11 May 2012 the appointment of the Directors, after determining their number, on the basis of slates submitted by the shareholders who individually or collectively with other shareholders represented at least 0.5% of the share capital with voting rights at Ordinary Shareholders' Meetings.

In that regard, the Board, on such occasion, recommended that shareholders, in presenting lists of candidates, should take into account both the document<sup>7</sup> containing the qualitative and quantitative composition deemed optimal for achieving the correct performance of the Board of Directors' functions, and the opinion expressed by Board itself, again according to the provisions issued by Banca d'Italia concerning the supervisory regulations on banks organization and corporate governance and in line with the Corporate Governance Code provisions, concerning the number of offices in supervisory, managerial and controlling bodies<sup>8</sup> that UniCredit Directors can hold in companies not belonging to the UniCredit Group.

Furthermore, the Corporate Governance, HR and Nomination Committee, with regard to the chairmanship of the Company, on the basis of the criteria approved by the Board of Directors, carried out a selection process to identify the candidate for such role. At the end of such process the Committee recommended shareholders, in presenting the lists, to evaluate the advisability of taking into account the indication of Mr. Giuseppe Vita, as the candidate that best satisfies the profile and requirements needed for such role.

Therefore, two slates had been presented, filed and published according to the deadline and ways provided by the current provisions and the Articles of Association:

- Slate no. 1 presented by the Shareholders: Fondazione Cassa di Risparmio di Torino, Fondazione Cassa di Risparmio di Verona, Vicenza, Belluno e Ancona, Fondazione Cassa di Risparmio di Modena and Fondazione Monte di Bologna e Ravenna, with an overall shareholding held equal to 6.331% of the share capital:
  1. Mr. Khadem Adbualla Al Qubaisi
  2. Mr. Manfred Bischoff
  3. Ms. Henryka Bochniarz
  4. Mr. Vincenzo Calandra Buonauro
  5. Mr. Alessandro Caltagirone
  6. Mr. Luca Cordero di Montezemolo
  7. Mr. Candido Fois
  8. Mr. Federico Ghizzoni
  9. Mr. Francesco Giacomini
  10. Ms. Helga Jung
  11. Mr. Friedrich Kadrnoska
  12. Ms. Marianna li Calzi
  13. Mr. Luigi Maramotti
  14. Mr. Antonio Maria Marocco

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<sup>7</sup> The address of the UniCredit website where the document "Qualitative and Quantitative Profile of UniCredit S.p.A. Board of Directors" is available is as follows:  
<http://www.unicreditgroup.eu/en/governance/board-of-directors/directors--qualitative---quantitative-profile.html>

<sup>8</sup> The address of the UniCredit website where such indications are available:  
<http://www.unicreditgroup.eu/en/governance/board-of-directors/board-charter.html>

15. Mr. Fabrizio Palenzona
  16. Mr. Lorenzo Sassoli de Bianchi
  17. Mr. Giuseppe Vita
  18. Mr. Anthony Wyand
  19. Mr. Giovanni Belluzzi
- Slate no. 2 presented by the Shareholders: Aletti Gestielle S.G.R.; Allianz Global Investors Italia SGR S.p.A., Anima SGR S.p.A., APG Algemene Pensioen Groep N.V., Arca SGR S.p.A., Az Fund Management S.A., BNP Paribas Investment Partners SGR S.p.A., Ersel Asset Management SGR S.p.A., Eurizon Capital SGR S.p.A., Eurizon Capital SA, FIL Investments International, Fideuram Investimenti SGR S.p.A., Fideuram Gestions SA, Interfund Sicav, Mediolanum International Funds Limited - Challenge Funds, Mediolanum Gestione Fondi SGR p.A., Pioneer Investment Management SGRpA and Pioneer Asset Management SA., with an overall shareholding held equal to 1.121% of the share capital:
    1. Ms. Lucrezia Reichlin.

Together with each list, *inter alia*, the Shareholders have presented and filed, according to the given deadline and terms, the following documentation:

1. a statement of each candidate irrevocably accepting his/her candidature and his/her possible appointment as Director and also attesting that there was no reason for their ineligibility or incompatibility, and that they met the professional experience and integrity requirements envisaged by current laws and regulatory provisions, with:
  - *curriculum vitae* of each candidate containing information on personal and professional characteristics;
  - list of the supervisory, managerial and controlling offices held in other companies by each candidate;
2. a statement by each candidate certifying that the independence requirements prescribed by the Code and by Sec. 148, paragraph 3, of the TUF, had been met.

The Shareholders who have presented the Slate no. 2 have declared the absence of connection - provided by Section 144-quinquies of CONSOB Issuers Rules - with other shareholders who held also jointly a control or relative majority participation in UniCredit.

Information on the personal and professional characteristics of each candidate, showed in their *curricula*, the statements provided by the current laws and by the Articles of Association to hold the position of UniCredit's Directors, and, more specifically, the statements certifying that they met or not the independence requirements prescribed by law and by the Code were made available at UniCredit website (<http://www.unicreditgroup.eu/en/governance/shareholders-meeting.html>).

The Shareholders' Meeting on 11 May 2012, after having determined in 19 the members of the Board, appointed the Directors for the financial years 2012-2014, with term in office expiring on the date of the Shareholders' Meeting called to approve the 2014 financial statements, as follows:

- by the Slate no.1, that has obtained the relative majority of the Shareholders' votes, equal to 62.195% of the share capital represented at the Shareholders' Meeting, corresponding to 28.005% of the ordinary share capital, have been appointed the following 18 Directors:

Mr. Khadem Abdulla Al Qubaisi, Mr. Manfred Bischoff, Ms. Henryka Bochniarz, Mr. Vincenzo Calandra Buonauro, Mr. Alessandro Caltagirone, Mr. Luca Cordero di Montezemolo, Mr. Candido Fois, Mr. Federico Ghizzoni, Mr. Francesco Giacomini, Ms. Helga Jung, Mr. Friedrich Kadmoska, Ms. Marianna Li Calzi, Mr. Luigi Maramotti, Mr. Antonio Maria Marocco, Mr. Fabrizio Palenzona, Mr. Lorenzo Sassoli de Bianchi, Mr. Giuseppe Vita and Mr. Anthony Wyand;

- by the Slate no. 2, that has obtained the 36.645% of the share capital represented at the Shareholders' Meeting, corresponding to 16.501% of the ordinary share capital, Ms. Lucrezia Reichlin has been appointed as Director.

Mr. Khadem Al Qubaisi resigned as Vice Chairman of UniCredit starting from 3 October 2012, given his impossibility to fulfill the duties connected to the position due to the burden of significant competing professional obligations.

UniCredit Board of Directors, on 18 October 2012, co-opted Mr. Mohamed Ali Al Fahim as Company Director, also appointing the Board member Luca Cordero di Montezemolo as UniCredit Vice Chairman.

Mr. Antonio Maria Marocco resigned as Director of UniCredit starting from 3 December 2012, as a consequence of his appointment, on the same day, as Chairman of Fondazione Cassa di Risparmio di Torino. UniCredit Board of Directors, in its meeting held on 18 December 2012, co-opted Mr. Giovanni Quaglia as Company Director.

The composition of the Board is given in Schedule no. 2 "Board of Directors and Committees structure" of the Appendix to this Report.

All the members of the Board of Directors meet the professional experience and integrity requirements envisaged by current laws and regulatory provisions. As regards the personal and professional characteristics of each Director, reference is made to the information published on the UniCredit website<sup>9</sup>. With regard to the professional experience that UniCredit Directors shall meet, in addition to those required by current laws and regulatory provisions, reference is made to the document<sup>10</sup> "Qualitative and Quantitative Profile of UniCredit S.p.A. Board of Directors" published on the Company's website.

The following chart shows the seniority in office since their first appointment of the current Directors as at the approval date of this Report:

Directors	First appointment date
Al Fahim Mohamed Ali	October 2012
Bischoff Manfred	January 2006
Bochniarz Henryka	May 2012
Calandra Buonauro Vincenzo	May 2012
Caltagirone Alessandro	May 2012
Cordero di Montezemolo Luca	May 2012
Fois Candido	May 2012*
Ghizzoni Federico	September 2010
Giacomin Francesco	October 2000
Jung Helga	January 2012
Kadrnoska Friedrich	January 2006
Li Calzi Marianna	May 2008
Maramotti Luigi	January 2005
Palenzona Fabrizio	January 1999
Quaglia Giovanni	December 2012
Reichlin Lucrezia	April 2009

<sup>9</sup> The address of the UniCredit web site where the information concerning the Directors is available is as follows:  
<http://www.unicreditgroup.eu/en/governance/board-of-directors.html>

<sup>10</sup> The address of the UniCredit website where the document "Qualitative and Quantitative Profile of UniCredit S.p.A. Board of Directors" is available is as follows:  
<http://www.unicreditgroup.eu/en/governance/board-of-directors/directors--qualitative---quantitative-profile.html>

Sassoli de Bianchi Lorenzo	May 2012
Vita Giuseppe	May 2012
Wyand Anthony	January 1999

*\*Mr. Fois has already been a Director of the Company from November 1999 to May 2002*

INDICATE ANY CHANGE IN THE BOARD OF DIRECTORS' COMPOSITION AS AT THE END OF THE REFERENCE PERIOD.

The Company's Board of Directors, on 15 March 2013, took note of the resignations of Mr. Friedrich Kadrnoska, given on 6 March 2013 with effect as from the end of the next Shareholders' Meeting called to approve the 2012 financial statements.

### **Maximum number of offices held in other companies**

INDICATE IF THE BOARD OF DIRECTORS HAS DEFINED GENERAL CRITERIA FOR DETERMINING THE MAXIMUM NUMBER OF OFFICES AS DIRECTOR OR STATUTORY AUDITOR IN OTHER COMPANIES THAT CAN BE VIEWED AS COMPATIBLE WITH AN EFFECTIVE PERFORMANCE OF THE DIRECTOR'S DUTIES, TAKING INTO ACCOUNT THE DIRECTORS ATTENDANCE TO THE COMMITTEES SET UP WITHIN THE BOARD (CRITERION I.C.3.).

IF SO, DESCRIBE SUCH GENERAL CRITERIA, SPECIFYING WHICH COMPANY DOCUMENT INCLUDES THEM (ARTICLES OF ASSOCIATION, REGULATION, RESOLUTION, OTHER). MOREOVER, INDICATE IF THE CURRENT COMPOSITION OF THE BOARD OF DIRECTORS IS COMPLIANT WITH SUCH GENERAL CRITERIA.

In its meeting held on 18 December 2008, the Board of Directors of the Company - according to the provisions of the Code and to the supervisory regulations on banks organization and corporate governance issued by Banca d'Italia - established general criteria to determine the threshold of the number of offices in supervisory, managerial and controlling bodies that UniCredit Directors can hold in companies not belonging to UniCredit Group - that may be considered compatible with an effective performance of a Director's duties - and the procedure to be followed in case of appointment and whenever the threshold is exceeded.

In particular, the Board deemed it opportune to identify different thresholds in relation to the office held (Chief Executive Officer, Chairman, Non-executive Director), envisaging the extension of the aforesaid thresholds also to the Directors of companies which are controlled by (or associated with) UniCredit. At the time of the appointment and before accepting the office of Director or member of controlling bodies in other companies that are subject to limits on the maximum number of offices to be held, the person concerned must inform the Board of Directors which invites the Director to take the relevant decisions if the limit is exceeded.

The Board of Directors' resolutions regarding the maximum number of offices contained in the Board of Directors' rules and regulations are available on the UniCredit website<sup>11</sup>.

Moreover, Directors must take into account the provisions of Sec. 36 of Law no. 214/2011 which establishes that holders of a seat in managerial, supervisory and controlling bodies, as well as top management officers in companies or group of companies active in banking, insurance and financial markets are forbidden to hold, or to exercise, similar offices in competing companies or groups of companies.

<sup>11</sup> The address of the UniCredit web site where the Board of Directors' rules and regulations are available is as follows: <http://www.unicreditgroup.eu/en/governance/board-of-directors/board-charter.html>

## Induction Programme

INDICATE WHETHER THE CHAIRMAN OF THE BOARD HAS SEEN TO IT THAT THE DIRECTORS CAN TAKE PART, AFTER THE ELECTION AND DURING THEIR TERM OF OFFICE, IN INITIATIVES AIMED AT PROVIDING THEM WITH AN ADEQUATE KNOWLEDGE OF THE BUSINESS SECTOR IN WHICH THE ISSUER RUNS ITS ACTIVITY, OF THE CORPORATE DYNAMICS AND THE RELEVANT EVOLUTIONS, AS WELL AS THE RELEVANT REGULATORY FRAMEWORK (CRITERION 2.C.2.).  
IF SO, BRIEFLY DESCRIBE SUCH INITIATIVES.

During the Period the following topics were examined in detail (i.e.: Group risks management and introduction to the concept of risk and risk appetite, and key risks facing UniCredit) in order to enable the UniCredit Directors to acquire an exact knowledge of the aspects related to risks topics.

### 4.3. ROLE OF THE BOARD OF DIRECTORS (as per Sec. 123/bis, paragraph 2, letter d), of the TUF)

PROVIDE INFORMATION ON THE FUNCTIONING OF THE BOARD OF DIRECTORS.

IN PARTICULAR, PROVIDE THE FOLLOWING INFORMATION:

- NUMBER OF BOARD OF DIRECTORS' MEETINGS HELD DURING THE PERIOD AND ATTENDANCE PERCENTAGE OF EACH DIRECTOR (CRITERION 1.C.1., LETT. I) ;
- AVERAGE DURATION OF THE BOARD OF DIRECTORS' MEETINGS (CRITERION 1.C.1., LETT. I);
- NUMBER OF BOARD OF DIRECTORS' MEETINGS PLANNED DURING THE CURRENT YEAR, SPECIFYING THE NUMBER OF MEETINGS ALREADY HELD;
- PROCEDURES ACTUALLY APPLIED TO ENSURE TIMELINESS AND COMPLETENESS OF PRE-MEETINGS INFORMATION, PROVIDING DETAILS, INTER ALIA, ON THE PRIOR NOTICE USUALLY DEEMED ADEQUATE FOR THE SUPPLY OF DOCUMENTATION AND SPECIFYING WHETHER SUCH PRIOR NOTICE HAS BEEN USUALLY ABIDED BY (CRITERION 1.C.5.);
- WAYS OF CARRYING OUT THE BOARD MEETINGS;
- ANY ATTENDANCE AT BOARD MEETINGS OF EXTERNAL PERSONS, IN PARTICULAR OF THE EXECUTIVES OF THE ISSUER (AND OF THOSE OF THE COMPANIES BELONGING TO THE ISSUERS' GROUP) IN CHARGE OF THE PERTINENT MANAGEMENT AREAS RELATED TO THE BOARD AGENDA, IN ORDER TO PROVIDE APPROPRIATE SUPPLEMENTARY INFORMATION ON THE ITEMS ON THE AGENDA (CRITERION 1.C.6.)

During the Period, the Board of Directors met 17 times.

The Board meetings lasted for an average of 3 hours and 30 minutes.

With reference to the current year, 12 Board of Directors meetings have been scheduled. As at 15 March 2013, 3 meetings have been held.

The Chairman handles the planning of the Board's workload, in relation to the items scheduled on the agenda, based on input from the Chief Executive Officer.

The UniCredit Board of Directors' Regulations envisage, as the shortest term for sending the pre-meeting documentation to the Directors and the Auditors, at least 48 hours prior to the meeting, to enable them to express their views advisedly on the matters requiring their decision. Such term was generally abided by and sometimes moved up; however, in some cases, due to the nature of the resolution to be taken (i.e. confidential matters), the above mentioned term has been reduced. Furthermore, the Chairman ensures that the necessary time is allowed for an effective discussion of the items on the agenda, encouraging the Directors - during the meetings - to give their contribution.

Members of the Group's Management can be invited to attend Board meetings, without voting rights, when asked to report on specific issues. More specifically, the Head of the Internal Audit function is generally required to report to the Board either directly or through the Internal Controls and Risks Committee every six months or, in the event of important developments, at the earliest scheduled meeting. The General Manager and the Deputy General Managers have always attended the Board meetings.

INDICATE WHETHER THE BOARD EXAMINES AND APPROVES THE FOLLOWING, INCLUDING RELEVANT SOURCES (CRITERION I.C.1., LETT. A):

- THE EXAM AND APPROVAL OF THE ISSUER'S STRATEGIC, OPERATIONAL AND FINANCIAL PLANS, AS WELL AS THE PERIODIC MONITORING OF THE RELATED IMPLEMENTATION;
- THE EXAM AND THE APPROVAL OF THE STRATEGIC, OPERATIONAL AND FINANCIAL PLANS OF THE GROUP HEADED BY THE ISSUER, AS WELL AS THE PERIODIC MONITORING OF THE RELATED IMPLEMENTATION;
- THE DEFINITION OF THE ISSUER'S CORPORATE STRUCTURE;
- THE DEFINITION OF THE CORPORATE STRUCTURE OF THE GROUP HEADED BY THE ISSUER.

In compliance with Clause 23 of the Articles of Association, the matters reserved to the competence of the Board of Directors include resolutions concerning general guidelines and the adoption and amendment of business, strategic and financial plans for the Company.

The UniCredit S.p.A. Board of Director's Regulations specify that the Board shall have the sole authority for defining general guidelines for the management of Group development policies with a view to drafting long term strategic, business and financial plans and yearly budgets for the Company and the Group, as well as for adopting and amending the plans and supervising their proper implementation.

The Board of Directors' Regulations also state that the Board is solely responsible for examining and approving the corporate governance system of UniCredit, the corporate structure and governance models/guidelines of the Group.

INDICATE WHETHER THE BOARD EVALUATES THE ADEQUACY OF THE ORGANISATIONAL, ADMINISTRATIVE AND ACCOUNTING STRUCTURE OF THE ISSUER, AS ESTABLISHED BY THE MANAGING DIRECTORS, IN PARTICULAR WITH REGARD TO THE INTERNAL CONTROL AND THE RISK MANAGEMENT SYSTEM (CRITERION I.C.1., LETT. C).

IF SO, BRIEFLY ILLUSTRATE THE EVALUATION PROCESS FOLLOWED.

The Board continuously assesses the adequacy of the organisational, administrative and accounting structure, in particular with reference to the internal control system and the management of conflicts of interest. Furthermore, the Board ensures that all principal corporate risks are being correctly identified and adequately measured, managed and monitored; determining criteria for ensuring the compatibility of such risks with the sound and proper management of the Company.

INDICATE WHETHER THE BOARD EVALUATES THE ADEQUACY OF THE ORGANISATIONAL, ADMINISTRATIVE AND ACCOUNTING STRUCTURE OF THE SUBSIDIARIES HAVING STRATEGIC RELEVANCE, AS ESTABLISHED BY THE MANAGING DIRECTORS, IN PARTICULAR WITH REGARD TO THE INTERNAL CONTROL AND THE RISK MANAGEMENT SYSTEM (CRITERION I.C.1., LETT. C).

IF SO, AFTER BRIEFLY ILLUSTRATING THE CRITERIA FOR IDENTIFYING SUBSIDIARIES OF STRATEGIC RELEVANCE AND LISTING ALL SUCH COMPANIES, SPECIFY THE EVALUATION PROCESS FOLLOWED.

The Board of Directors of UniCredit S.p.A. identified the following controlled companies as having strategic relevance: UniCredit Bank AG (former HVB), UniCredit Bank Austria and Bank Pekao.

The Board assesses the adequacy of the organisational, administrative and accounting structure of all strategically relevant subsidiaries, with particular reference to the internal control and the risk management system also by issuing policies and guidelines.

INDICATE WHETHER THE BOARD EVALUATES THE GENERAL PERFORMANCE OF THE COMPANY, PAYING PARTICULAR ATTENTION TO INFORMATION RECEIVED FROM THE DELEGATED BODIES, AND PERIODICALLY COMPARING THE RESULTS ACHIEVED WITH THOSE PLANNED (CRITERION 1.C.1., LETT. E).

The Board continuously monitored general management performance also by analysing information received from delegated bodies and periodically comparing results achieved versus targets.

INDICATE WHETHER THE BOARD RESOLVES UPON TRANSACTIONS TO BE CARRIED OUT BY THE ISSUER AND ITS SUBSIDIARIES, WHEN SUCH TRANSACTIONS HAVE STRATEGIC, ECONOMIC, EQUITY-RELATED AND FINANCIAL RELEVANCE, SPECIFYING SOURCES (CRITERION 1.C.1., LETT. F).

The Board has the sole responsibility, in compliance with paragraph 4 letter A.3) (Competences of the Board) of the Board of Directors' Regulations for: "examining and approving the transactions performed by the Company and the companies belonging to the Group that are of particular strategic, economic, equity-related and financial relevance".

The Board of Directors has defined criteria for identifying the transactions of strategic, economic, equity-related and financial relevance for UniCredit S.p.A., for the purpose of the required information about the same to the Board of Statutory Auditors of the Company in accordance with the applicable regulatory provisions.

INDICATE WHETHER THE BOARD EXAMINES AND APPROVES IN ADVANCE TRANSACTIONS CARRIED OUT BY THE ISSUER AND ITS SUBSIDIARIES, PARTICULARLY REGARDING TRANSACTIONS IN WHICH ONE OR MORE DIRECTORS HOLD AN INTEREST ON THEIR OWN BEHALF OR ON BEHALF OF THIRD PARTIES, SPECIFYING SOURCES (CRITERION 1.C.1., LETT. F).

Pursuant to Sec. 136 of TUB, the obligations of any kind or the purchase or sale agreements implemented by UniCredit, directly or indirectly, with its company's officers fall within the exclusive responsibility of the Board of Directors.

INDICATE WHETHER THE BOARD HAS ESTABLISHED GENERAL CRITERIA FOR IDENTIFYING THE TRANSACTIONS WHICH MIGHT HAVE STRATEGIC, ECONOMIC, EQUITY-RELATED AND FINANCIAL RELEVANCE.  
IF SO, BRIEFLY ILLUSTRATE SUCH CRITERIA.

Since 2003, the Board of Directors has defined a set of criteria for identifying the transactions of strategic, economic, equity-related or financial relevance for UniCredit S.p.A., specifying that all transactions of a critical or relevant nature are reported to the Board of Statutory Auditors, and in any case those concerning:

- entry/consolidation of the position in a strategic sector/market;

- definition/modification of shareholding structures with third party partners with whom governance-related agreements are signed;
- decisions impacting strategic equity holdings;
- decisions significantly impacting the organisational structure of the company or the Group;
- situations in which economic/equity-related/financial thresholds (as defined by the Board) are exceeded in relation to the type of transactions involved;
- modifications to the company's share capital structure;
- new legal proceedings and developments in existing ones determining potential liabilities in excess of a certain threshold defined as per the decision of the Board of Directors, or potentially at risk of becoming relevant for the company's sector ("pilot proceedings").

INDICATE WHETHER THE BOARD HAS PERFORMED, AT LEAST YEARLY, AN EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS AND ITS COMMITTEES, AS WELL AS OF THEIR SIZE AND COMPOSITION, TAKING INTO ACCOUNT OF REQUISITES AS THE PROFESSIONAL COMPETENCE, EXPERIENCE (INCLUDING MANAGERIAL EXPERIENCE) GENDER OF ITS MEMBERS AND NUMBER OF YEARS AS DIRECTOR (CRITERION I.C.1., LETT. G).

IF SO, INDICATE WHEN THE EVALUATION WAS MADE, BRIEFLY DESCRIBE THE OUTCOME OF THE EVALUATION, ALSO WITH REFERENCE TO THE INDEPENDENT DIRECTORS. BRIEFLY ILLUSTRATE THE EXECUTION PROCEDURES OF THE EVALUATION PROCESS (CRITERION I.C.1., LETT. I), INDICATING, *INTER ALIA*, THE CRITERIA (DIMENSIONAL, QUALITATIVE, ETC.) USED AND THE AVAIL OF CONSULTANTS, IF ANY.

IF THE BOARD AVAILS OF CONSULTANTS FOR SUCH A SELF-ASSESSMENT, PROVIDE INFORMATION ON OTHER SERVICES, IF ANY, PERFORMED BY SUCH CONSULTANTS TO THE ISSUER OR TO COMPANIES HAVING A CONTROL RELATIONSHIP WITH THE ISSUER (CRITERION I.C.1., LETT. G).

LASTLY INDICATE IF THE BOARD, TAKING INTO ACCOUNT THE OUTCOME OF THE EVALUATION, REPORTED ITS VIEW TO THE SHAREHOLDERS, PRIOR TO THE APPOINTMENT OF THE NEW BOARD, ON THE PROFESSIONAL PROFILE DEEMED APPROPRIATE FOR THE COMPOSITION OF THE BOARD.

On 19 February 2013 the Board of Directors undertook the yearly self-evaluation – as required by the Code - on the size, composition and running of the Board itself and of its Committees, according to the application of the Supervisory regulations on banks organization and corporate governance issued by Banca d'Italia in January 2012 too. For the performance of its evaluation process, UniCredit made use of an independent expert which the Company had not given other tasks of the same kind.

As regards the qualitative and quantitative composition of the Board of Directors and the profile for candidates to the position of Director, reference is made to the document<sup>12</sup> "Qualitative and Quantitative Profile of UniCredit S.p.A. Board of Directors" published on the Company's website.

When the Board of Directors was renewed on last May 2012, the Board recommended that shareholders, in presenting lists of candidates, should take into account of the above mentioned document, containing the results of the ex-ante analysis carried out by the UniCredit Board of Directors on its qualitative and quantitative composition deemed optimal for achieving the correct performance of the functions assigned to the supervisory and management bodies, in accordance with the applicable laws and regulatory provisions.

<sup>12</sup> The address of the UniCredit website where the document "Qualitative and Quantitative Profile of UniCredit S.p.A. Board of Directors" is available is as follows:  
<http://www.unicreditgroup.eu/en/governance/board-of-directors/directors--qualitative---quantitative-profile.html>



INDICATE WHETHER THE SHAREHOLDERS' MEETING, WHEN DEALING WITH ORGANISATIONAL NEEDS, GIVES ITS PRIOR GENERAL APPROVAL TO WAIVERS FROM THE RULE PROHIBITING COMPETITION, AS PER ART. 2390 OF THE ITALIAN CIVIL CODE.

IF SO, SPECIFY WHETHER THE BOARD OF DIRECTORS EVALUATES SUCH ISSUES, REPORTING ANY CRITICAL CASES TO THE SHAREHOLDERS' MEETING, IF ANY (CRITERION I.C.4.), INDICATING THE NUMBER OF CASES EXAMINED BY THE BOARD AND SUBMITTED TO THE SHAREHOLDERS' MEETING DURING THE PERIOD.

Subject to Art. 2390 of the Italian Civil Code, the Shareholders' Meeting on 11 May 2012 allowed members of the Board of Directors to enter into competitive businesses.

While it is up to each Director to report any such situation arising pursuant to Art. 2390 of the Italian Civil Code, the Board of Directors is not required to assess the merits of any new situations during the Period.

#### 4.4. DELEGATED BODIES

##### Chief Executive Officers

INDICATE WHETHER ONE OR MORE DIRECTORS HAVE BEEN GRANTED MANAGERIAL POWERS. IF SO, ILLUSTRATE THE MAIN POWERS GRANTED TO EACH DIRECTOR, SPECIFYING THRESHOLDS AND SCOPE OF THE RELEVANT POWERS.

The only Board member who has management powers is the Chief Executive Officer.

The Board of Directors has granted the Chief Executive Officer powers within pre-defined limits and also the authority to sub-delegate powers across all sectors of the Bank's businesses, specifically:

- credit activities and country limits setting for cross border credit transactions, according to the methods and weightings established by the Board of Directors;
- appointment of Group representatives in the governing bodies of companies and entities as well as the definition of the related compensations; in particular (i) the appointment of the Group Corporate Officers in the corporate bodies of companies and entities classified as "Relevant Legal Entities"<sup>13</sup> and "Others"<sup>14</sup>, with the exclusion of the "Main Legal Entities"<sup>15</sup>; (ii) the proposals concerning compensations to be submitted to the relevant decision-making bodies of the Group companies within fixed limits;
- management of shareholdings, concerning (i) transactions related to shareholdings already held or to be acquired: the authorization of transactions related to shareholdings already held or to be acquired within fixed thresholds (ii) exercise of voting rights by UniCredit in the Shareholders' General Meetings of companies in which UniCredit holds a direct interest: instructions for the exercise of voting rights on UniCredit's behalf in the Shareholders' General Meetings (both ordinary and extraordinary) of its direct controlled or non-controlled companies; (iii) stipulation and/or amendment of shareholders' agreements related to the directly and indirectly controlled or not controlled companies: the approval of the stipulation and/or amendment of shareholders' agreements related to the directly already held shareholdings as well as the issue of the Holding Company's non-binding opinion with regard

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<sup>13</sup> Relevant Legal Entities: (i) other direct or indirect controlled companies (in respect of those indicated in the footnote nr. 15), (ii) direct or indirect joint-controlled companies (also including their controlled/joint controlled companies).

<sup>14</sup> Minority shareholdings directly or indirectly held, and other entities, further to those indicated in the previous footnote nr. 13

<sup>15</sup> UniCredit Bank AG, UniCredit Bank Austria, Bank Pekao, Mediobanca, Associazione Bancaria Italiana, UniCredit Foundation and UniCredit & Universities.

to the stipulation and/or amendment of shareholders' agreements related to the indirectly already held shareholdings, within fixed thresholds;

- liquidity management activities for positions arising from its own liquidity exposures and the liquidity exposures of Group Companies managed by UniCredit itself, in Euro and in other currencies;
- structural book activities and strategic book activities;
- activities connected to the marketing of products and services and to the identification of conditions;
- powers to authorise expenses needed for the management of the Bank, with reference to strategies authorised by the Board of Directors, up to 250 Million Euro for single expenditure posting, within the annual expense budget approved by the Board of Directors and taking into account that may be authorized i) contributions and donations to social institutions and organizations of public interest up to 5 Million Euro for single expenditure posting, ii) legal consultancy services related to accidents and disputes (litigation) up to 20 Million Euro for single expenditure posting, (iii) all the other type of consultancy services up to 10 Million Euro for single expenditure posting, iv) the entering into real/non real-estate leasing agreements, as well as to exercise relative option rights, up to a maximum overall amount per individual contract;
- managing the staff except for positions falling expressly within the scope of the Board of Director's responsibilities. Such power will be exercised on the basis of the results of preliminary investigations carried out by members of the Company staff;
- defining and amending the organizational structures and the organizational book when concerning the second organisational reporting line to the Board of Directors and to the Chief Executive Officer;
- decision-making on the subject of "restructuring" files or exposures at "default", not in "restructuring", as well as on the subject of debt to equity transactions;
- decision-making on the subject of expected losses and releases of capital and/or capitalized interests, disbursements and settlement offers, with reference to cases entered as operational mishaps, claims and judicial or extrajudicial litigation, active and passive, (included the practices of mediation / conciliation);
- decision-making in relation to selling and management of (i) real-estate properties of the Bank and subscription of contracts for bailment, agreements with institutions, museums, exhibitions, etc., up to the limit of 20 Million Euro for single item or transaction; (ii) other assets of the Bank (movables) - art works included - up to the limit of 1 Million Euro for single item or transaction;
- execution of tenancy agreements having any duration and value in case UniCredit is the lessor (so called "active" tenancies) and execution of tenancy agreements having any duration up to the limit of 50 Million Euro for each expenses operation, within the annual expense budget approved by the Board of Directors, in case UniCredit is the lessee (so called "passive" tenancies);
- decision-making in relation to limits with reference to the activities related to Debt Capital Markets, both in Euro and in other currencies, to be assigned for each counterpart (single issuer / economic group), for the nominal value, based on the creditworthiness of the counterpart and the characteristics of the transaction, according to the methods established by the Board of Directors;
- decision-making in relation to limits with reference to the total single issuer exposure on trading book (single counterpart / economic group), both in Euro and in other currencies, regardless the type of instruments on trading book based on the creditworthiness of the counterpart and the characteristics of the transaction;

- activities referring to Principal Investments and funds transactions of any kind, both pertaining to the Group and to third parties within fixed thresholds.

INDICATE WHETHER ONE OF THE CHIEF EXECUTIVE OFFICERS IS QUALIFIABLE AS THE MAIN RESPONSIBLE FOR THE MANAGEMENT OF THE COMPANY (CHIEF EXECUTIVE OFFICER). IN SUCH CASE, SPECIFY WHETHER THE *INTERLOCKING DIRECTORATES* SITUATION ENVISAGED BY CRITERION 2.C.5. OCCURS.

The Chief Executive Officer is responsible for the management of the Company and, as far as he is concerned, the *interlocking directorates* situation envisaged by the Code does not occur.

### **Chairman of the Board of Directors**

IF MANAGERIAL POWERS HAVE BEEN GRANTED TO THE CHAIRMAN, ILLUSTRATE THE RATIONALE BEHIND THIS DECISION (PRINCIPLE 2.P.5.).

The Chairman has not been granted with managerial authorities.

IF MANAGERIAL POWERS HAVE NOT BEEN GRANTED TO THE CHAIRMAN, SPECIFY WHETHER THE CHAIRMAN CONTRIBUTES TOWARDS DRAFTING CORPORATE STRATEGIES (CRITERION 2.C.1.).

The Chairman of the Board of Directors contributes towards drafting corporate strategies to be approved by the Board as member of the “Permanent Strategic Committee”.

INDICATE WHETHER THE CHAIRMAN IS:

- A) THE MAIN PERSON RESPONSIBLE FOR ISSUER MANAGEMENT (CHIEF EXECUTIVE OFFICER) AND/OR
- B) THE ISSUER’S CONTROLLING SHAREHOLDER.

The Chairman of the Board of Directors is not the main person in responsible for managing UniCredit S.p.A.. Considering that the Company does not have controlling shareholders, the Chairman does not hold a relevant share of the company equity.

### **Reporting to the Board**

INDICATE WHETHER DELEGATED BODIES HAVE REPORTED TO THE BOARD OF DIRECTORS AS REGARDS HOW THEY HAVE EXERCISED THE POWERS GRANTED TO THEM:

- QUARTERLY/BIMONTHLY/MONTHLY/AT THE FIRST AVAILABLE BOARD MEETING.

IF REPORTING SCHEDULES VARY DEPENDING ON THE TYPE OF TRANSACTION, ILLUSTRATE THE DIFFERENT CATEGORIES OF TRANSACTIONS.

In compliance with the existing laws and supervisory regulations, the delegated bodies have supplied the Board of Directors, with deadlines as listed hereunder, on the activities carried out in the exercise of delegations as assigned to them, and in particular:

- a) at the first possible Board Meeting
  - report on operations having relevant impact on the economic-financial situation or which may entail critical circumstances, as well as on intra-group operations or ones with

correlated parties, or which are atypical or unusual with respect to normal business management;

- report on stipulating and/or changing shareholders' agreements regarding shareholdings with book value between 300 and 500 Million Euro;
- report on transactions related to controlled companies, joint controlled companies and minority equity interests (direct and indirect) worth over 50 Million Euro;
- report on transactions in funds whose value is equal or higher than 300 Million Euro;

b) quarterly:

- 1) report on credit beneficiaries (individual names or economic groups) with respect to whom, at Banking Group level, there exist overall risks of any nature – identified in accordance with the principles set out by Banca d'Italia on the subject of "Concentration of Risk" – amounting to over 1,000 Million Euro;
- 2) credit decisions taken within the reference period, within the delegated powers;
- 3) report on the exercise of the powers regarding the management of shareholdings concerning:
  - the establishment/amendment of shareholders' agreements relative to subsidiaries and non-controlling interest held directly and indirectly whose book value is less than 300 Million Euro (in aggregate form if below 50 Million Euro);
- 4) report on the transactions involving controlled or not controlled shareholdings (approved by UniCredit or on which UniCredit expressed its consent) worth below 50 Million Euro;
- 5) report on expenses of a continuous nature required for ordinary management, including those needed for equipment of workplaces, as well as overall amount of real/non real-estate leasing;
- 6) report on overall amount of donations handed out during the year to Entities whose purpose is of social or public interest;
- 7) report on the exercise of powers related to the hire, appointment, promotion and employment termination of Executive Vice Presidents and Senior Vice Presidents;
- 8) report on the total number members of the Staff up to the category of the Senior Vice President included as well as the overall amount of grants allocated during the year for:
  - recreational, sports and cultural activities of Staff;
  - prizes for organizational projects suggestions, as well as allowances for existing and formerly-employed Staff;
- 9) report on the definition and amendments of the organizational structures and of the Organizational Book;
- 10) report on decisions concerning the real-estate properties, the other tangible and intangible assets as well as the artistic assets;
- 11) report on decisions making and/or issuing of opinions to the Group Legal Entities concerning loan loss provisions, asset value adjustments, releases of capital and/or capitalized interests, valued above 50 Million Euro;
- 12) report on approvals within the Holding Company and on the issuing of non-binding opinions to the Group Legal Entities for all Debt to Equity Transaction comprising i) the conversion of all or a part of the debt of a company experiencing temporary financial straits into shares or other equity instruments issued by the debtor; ii) the acquisition of a direct equity participation in a debtor company (only with the purpose to facilitate credit recovery by means of a liquidation of the assets of the company with the final purpose to liquidate also the company's equity) or stakes owned by a debtor with the purpose of

- credit recovery (for example by means of the execution of securities) and iii) subsequent transactions related to existing equity participations resulting from Debt to Equity Transactions which require new financial investments in the participated company;
- 13) report on issuing of opinions to the Group Legal Entities in case of exchange of credits related to “Restructuring” files or to exposures at “default”, also pursuant to an enforcement or insolvency proceeding or the exercise of default triggered rights, into title over assets (including, but not limited to, real estate assets), if the credit is valued above (i) 100 Million Euro if based in “low risk” countries; (ii) 50 Million Euro, if based in “high risk” countries;
  - 14) report on transactions in funds whose value is between 50 Million Euro and 300 Million Euro;
- c) on a half-yearly basis and in aggregate form, report on:
- 1) the appointments of and the definition of compensation for representatives of companies other than Relevant Legal Entities;
  - 2) the exercise of powers delegated for managing the activities of liquidity, structural book and strategic book and monitoring the compliance with the corresponding limits (for liquidity and market risk);
  - 3) transactions in funds whose value is less than 50 million Euro, that the Chief Executive Officer has sub-delegated, according to Clause 27 of the Articles of Association, to the General Manager, the Deputy General Managers and the Chief Financial Officer;
- d) an annual report on actions taken concerning:
- 1) the redundancy incentive plans for Staff in any position and place;
  - 2) the pension and welfare plans for Staff in the Italian perimeter.

#### **4.5. OTHER EXECUTIVE DIRECTORS**

INDICATE WHETHER ANY MEMBERS OF THE BOARD OF DIRECTORS MAY BE CONSIDERED EXECUTIVE BECAUSE: I) THEY ARE THE MANAGING DIRECTOR OR EXECUTIVE CHAIRMAN OF A COMPANY CONTROLLED BY THE ISSUER WITH STRATEGIC RELEVANCE AND/OR II) THEY ARE DIRECTORS VESTED WITH MANAGEMENT DUTIES AT THE ISSUER OR AT ONE OF ITS CONTROLLED COMPANIES WITH STRATEGIC RELEVANCE, OR IN A CONTROLLING COMPANY WHEN THE OFFICE ALSO CONCERNS THE ISSUER AND/OR III) THE DIRECTORS ARE MEMBERS OF THE EXECUTIVE COMMITTEE OF THE ISSUER IN CASES SPECIFIED BY THE CODE (CRITERION 2.C.1.). IF SO, INDICATE THE DIRECTORS’ NAME, SPECIFYING THE APPOINTMENTS BASED ON WHICH THEY MAY BE CONSIDERED AS EXECUTIVE.

None of the Directors sitting on the UniCredit S.p.A. Board of Directors – besides the Chief Executive Officer – can be defined as executive.

#### **4.6. INDEPENDENT DIRECTORS**

INDICATE THE NUMBER OF THE INDEPENDENT DIRECTORS (CRITERION 3.C.3.).

INDICATE WHETHER THE BOARD:

- EVALUATES THE EXISTENCE OF THE INDEPENDENCE REQUIREMENTS FOR EACH NON-EXECUTIVE DIRECTOR, AT THE FIRST AVAILABLE OPPORTUNITY AFTER THEIR APPOINTMENT, SPECIFYING THE EVALUATION CRITERIA EFFECTIVELY APPLIED AND NOTIFYING THE RESULT OF ITS EVALUATION THROUGH A PRESS RELEASE TO THE MARKET (SEC. 144/NOVIES,

PARAGRAPH 1/BIS, OF CONSOB ISSUERS RULES AND CRITERION 3.C.4.);

- UPON THE OCCURRENCE OF CIRCUMSTANCES AFFECTING THE INDEPENDENCE REQUIREMENT AND IN ANY CASE AT LEAST ONCE DURING THE PERIOD, EVALUATES THE EXISTENCE OF THE INDEPENDENCE REQUIREMENTS FOR EACH NON-EXECUTIVE DIRECTOR (CRITERION 3.C.4.);
- APPLIES (INTER ALIAS) ALL THE CRITERIA ESTABLISHED BY THE CODE TO THE ABOVE MENTIONED EVALUATIONS (CRITERIA 3.C.1. AND 3.C.2.).

The Corporate Governance, HR and Nomination Committee and the Board of Directors, the latter on 15 March 2013, carried out the assessment based on the statements made by the persons concerned. The professional, commercial and financial relationships entertained (the credit relationships included too) have been taken into account. In that regard, such relationships have been examined taking also into account the following criteria: i) the nature and the characteristics of the relationship, ii) the amount of the transactions both generally and relatively speaking, iii) the subjective profile of the relationship.

As a result of such assessment, the number of the independent Directors according to the provisions of the Code is equal to 12, and the relevant notification to the market through a press release was the following:

INDEPENDENT DIRECTORS PURSUANT TO THE CRITERIA ENVISAGED BY THE CODE:

Mr. Cordero di Montezemolo, Mr. Al Fahim, Mr. Bischoff, Ms. Bochniarz, Mr. Caltagirone, Mr. Kadmoska, Ms. Li Calzi, Mr. Maramotti, Mr. Quaglia, Ms. Reichlin, Mr. Sassoli de Bianchi and Mr. Wyand.

NON INDEPENDENT DIRECTORS PURSUANT TO THE CRITERIA ENVISAGED BY THE CODE:

Mr. Vita, Mr. Fois, Mr. Calandra Buonauro, Mr. Palenzona, Mr. Ghizzoni, Mr. Giacomini and Ms. Jung.

WHETHER THE BOARD APPLIES ANY ADDITIONAL CRITERIA FOR ASSESSING THE INDEPENDENCE WHICH ARE DIFFERENT FROM THE ONES ESTABLISHED BY THE CODE, ALSO WITH REFERENCE TO INDIVIDUAL DIRECTORS, INDICATE SUCH CRITERIA.

DESCRIBE THE QUANTITATIVE AND/OR QUALITATIVE CRITERIA USED, IF ANY, IN ASSESSING THE RELEVANCE OF RELATIONSHIPS UNDER EVALUATION (CRITERION 3.C.4.)

The Board of Directors in the aforesaid meeting on 15 March 2013 assessed the independence requirements pursuant to Sec. 148 of Leg. Decree no. 58/98 too. The outcome of the evaluation, also notified to the market, was the following:

INDEPENDENT DIRECTORS PURSUANT TO SEC. 148 OF LEG. DECREE NO. 58/98:

Mr. Vita, Mr. Fois, Mr. Calandra Buonauro, Mr. Cordero di Montezemolo, Mr. Palenzona, Mr. Al Fahim, Mr. Bischoff, Ms. Bochniarz, Mr. Caltagirone, Mr. Giacomini, Mr. Kadmoska, Ms. Li Calzi, Mr. Maramotti, Mr. Quaglia, Ms. Reichlin, Mr. Sassoli de Bianchi and Mr. Wyand.

NON INDEPENDENT DIRECTORS PURSUANT TO SEC. 148 OF LEG. DECREE NO. 58/98:

Mr. Ghizzoni and Ms. Jung.

INDICATE WHETHER THE BOARD OF STATUTORY AUDITORS ASCERTAINS THE PROPER APPLICATION OF THE ASSESSMENT CRITERIA AND PROCEDURES ADOPTED BY THE BOARD FOR EVALUATING THE INDEPENDENCE OF ITS MEMBERS (CRITERION 3.C.5.).

IF SO, REPORT THE RESULT OF SUCH INSPECTIONS.

On 28 March 2013 the Board of Statutory Auditors verified, with a positive outcome, the proper application of the criteria and procedures adopted by the Board of Directors to assess the independence of its own members.

INDICATE WHETHER THE INDEPENDENT DIRECTORS MEET DURING THE PERIOD WITHOUT THE PRESENCE OF THE OTHER DIRECTORS (CRITERION 3.C.6.).

IF SO, INDICATE THE NUMBER OF MEETINGS HELD DURING THE PERIOD AS WELL AS THE AGENDA OF THE MEETINGS.

The meeting of the independent Directors scheduled for the 2012 financial year was held on 18 December 2012.

The independent Directors – with none of the other Directors in attendance - met for an exchange of views concerning corporate governance topics.

During the meeting, they made remarks on the definition and role of the independent Directors in the European and Italian framework with particular reference to their role in UniCredit also compared with the Italian listed companies. As regards the role of the independent directors in the Company, the aspects connected to the process for the management of transactions with related parties as well as with associated persons, following the coming into force of the new provisions issued by Banca d'Italia have been examined closely, dwelling lastly on the activities performed by the Related-Parties and Equity Investments Sub-Committee and its possible future developments.

INDICATE IF THE DIRECTORS WHO, IN THE LISTS FOR THE APPOINTMENT OF THE BOARD, HAVE EXPRESSED THEIR ELIGIBILITY AS INDEPENDENT DIRECTORS, HAVE UNDERTAKEN TO MAINTAIN SAID QUALIFICATION DURING THEIR TERM OF OFFICE AND, IF NECESSARY, TO RESIGN (COMMENT TO ART. 5 OF THE CODE).

The Directors appointed by the Shareholders' Meeting of 11 May 2012, in specifying their eligibility as independent directors in accordance with the Code, have expressly undertaken to promptly give notice to UniCredit of any subsequent change of the status declared in order to allow the Board to carry out the necessary evaluations.

#### **4.7. LEAD INDEPENDENT DIRECTOR**

INDICATE IF, WHEN THE ASSUMPTIONS ENVISAGED BY THE CODE OCCUR (I.E. THE CHAIRMAN OF THE BOARD IS THE MAIN RESPONSIBLE FOR THE MANAGEMENT OF THE ISSUER – CHIEF EXECUTIVE OFFICER – AND/OR THE SHAREHOLDER CONTROLLING THE ISSUER, AND/OR – IF THE ISSUER BELONGS TO THE FTSE-MIB INDEX – IF IT IS REQUESTED BY THE MAJORITY OF THE INDEPENDENT DIRECTORS), THE BOARD HAS APPOINTED AN INDEPENDENT DIRECTOR AS THE LEAD INDEPENDENT DIRECTOR (CRITERION 2.C.3.) GIVING HIM THE ROLE PROVIDED BY CRITERION 2.C.4.

IF SO, ILLUSTRATE HIS/HER ROLE AND THE MAIN ACTIVITIES CARRIED OUT DURING THE PERIOD.

IF A LEAD INDEPENDENT DIRECTOR HAS BEEN APPOINTED, ALTHOUGH THE CONDITIONS ENVISAGED BY THE CODE FOR SUCH AN APPOINTMENT DO NOT EXIST, INDICATE THE CIRCUMSTANCES AND REASONS FOR THIS DECISION.

As the conditions envisaged by the Code for such an office do not exist, the Board of Directors has not appointed any independent Director as Lead Independent Director.

## 5. TREATMENT OF CORPORATE INFORMATION

INDICATE IF THE BOARD, UPON THE PROPOSAL OF THE MANAGING DIRECTOR OR OF THE CHAIRMAN, HAS ADOPTED A PROCEDURE FOR THE INTERNAL HANDLING AND DISCLOSURE TO THIRD PARTIES OF DOCUMENTS AND INFORMATION CONCERNING THE ISSUER, IN PARTICULAR PRICE SENSITIVE INFORMATION (CRITERION I.C.1., LETT. J).

IF SO, BRIEFLY DESCRIBE THE MAIN CHARACTERISTICS OF THIS PROCEDURE OR, IF AVAILABLE ON THE ISSUER'S WEBSITE, INDICATE THE WEB PAGE.

The Board of Directors' Rules assigns responsibility to the Administrative Body for defining procedures for internal management and public disclosure of documents and information concerning the Company, also including inside information.

In particular, since 2002, the Board of Directors has adopted the following procedure for the evaluation, management and disclosure of inside information to the market.

To date the procedure provides as follows:

- a) attribution of responsibility for assessing the inside nature of information to the Planning, Finance and Administration Department, also in view of a possible disclosure to the public, with the support, where required, of the Group Investor Relation Department and of the Legal & Compliance Department, according to their respective perimeters.

The procedure establishes in particular that anyone who believes to be in possession of inside information on the UniCredit Group is obliged to promptly report that fact to the Head of the Planning, Finance and Administration in order to allow him to carry out the assessment of the inside nature of information transmitted and to take all necessary steps for the proper management of same information, including its possible timely disclosure to the market;

- b) the need, until inside information is disclosed to the public, that appropriate and effective organizational measures exist to ensure their confidentiality.

To this end, the Chief Executive Officer, on the basis of the power delegated to him by the Board of Directors in accordance with legal provisions in force, proceeded to the determination of criteria for the identification of inside information and of who can have access, on a regular or occasional basis, to inside information, by setting up the "Register of persons with access to inside information" in accordance with law requirements. At the same time, a process has been designed to feed, upgrade and maintain the Register.

- c) approval by the Board of Directors of the press release or, when such disclosures concern delegated transactions, by the Chairman, by the Chief Executive Officer, by the General Manager or one of the Deputy General Managers within their respective perimeters; the said bodies shall ensure that the press release is complete and contains any suitable element for complete and correct assessment of the events and circumstances reported, such that it allows a proper assessment of the actual influence of information on the price of the financial instruments, as well as any references to and comparisons with the content of previous press releases;
- d) disclosure of the press release to the market by Media Relations and Executive Communications Department, through the "S.D.I.R.-N.I.S." system, to Borsa Italiana and CONSOB. Press agencies will have access to the system directly.

The procedure provides that if the press release relates to events of major importance, the Head of Media Relations and Executive Communications, with the support of Legal & Compliance, anticipate to CONSOB and Borsa Italiana its submission.

Press releases are published on the Company' website as follows:

- within the beginning of the trading day following their disclosure; or



- by the end of the day following their disclosure, in the other cases.

Press releases are available on the UniCredit website for at least five years after their disclosure.

Since UniCredit S.p.A. is a company listed also on the Frankfurt and Warsaw stock exchanges, in order to ensure harmonized information, public disclosure of inside information is made – according to the procedure – in a synchronized manner to all categories of investors and in all Member States where UniCredit shares have been admitted to trading;

- e) a system of reporting to UniCredit S.p.A., by their non-listed controlled companies, of information related to same companies that may have an impact on the price of financial instruments issued by UniCredit S.p.A.. Again, rules are provided for the evaluation and management of possible inside information.

Based on the power granted him by the Board of Directors at the end of 2005, in line with current regulations, the Chief Executive Officer identified the criteria to establish when information is to be regarded as inside, and the individuals who either regularly or occasionally may have access to said inside information, creating a special “Register of individuals with access to privileged information”, as per the regulatory requirement. At the same time, a process was put in place for entering names into the Register, and for maintaining and storing it.

The Directors are required to keep all documents and information acquired in the course of their duties as confidential.

Since 2006, from this perspective, a procedure was introduced that is based on an IT platform, for monitoring and ensuring the correct internal management of documentation that is distributed to Board members and Statutory Auditors prior to Board meetings.

This procedure ensures not only greater speed in sharing the contents of proposals submitted to the Board’s approval, but also faster delivery to Directors, the traceability of individuals participating in the formulation of proposals submitted to the Board’s approval, and confidential document delivery via a system of personal, protected passwords allocated to each Director.

## **6. INTERNAL COMMITTEES OF THE BOARD OF DIRECTORS (as per Sec. 123/bis, paragraph 2, letter d), of the TUF)**

PROVIDE DETAILS CONCERNING THE COMPOSITION AND THE FUNCTIONING OF ANY COMMITTEES ESTABLISHED WITHIN THE BOARD OF DIRECTORS, ON THE BASIS OF THE ADVICES OF THIS SECTION, AS WELL AS SECTIONS 7 (NOMINATION COMMITTEE), 8 (REMUNERATION COMMITTEE) AND 10 (CONTROL AND RISK COMMITTEE).

INDICATE WHETHER A COMMITTEE HAS BEEN ESTABLISHED TO PERFORM THE FUNCTIONS OF TWO OR MORE COMMITTEES AS ENVISAGED BY THE CODE (CRITERION 4.C.1., LETT. C).

IF SO:

- SPECIFY WHETHER THE CONDITIONS REQUIRED BY THE CODE HAVE BEEN ABIDED BY;
- PROVIDE, IN THE FOLLOWING SECTIONS, THE INFORMATION REQUIRED CONCERNING EACH COMMITTEE, SPECIFYING DUTIES, RESOURCES AND ACTIVITIES RELATED TO EACH FUNCTION;
- INDICATE THE RATIONALE BEHIND THE ISSUER'S DECISION (COMMENT TO ART. 4 OF THE CODE).

In order to ensure an efficient system that allows the effective assessment of the Board of Directors on specific matters falling within its competence, four committees have been created with the power to provide advice and make proposals; the committees feature limited membership and focus on separate issues: Permanent Strategic Committee, Internal Controls & Risks Committee, Corporate Governance, HR and Nomination Committee and Remuneration Committee. Such Committees may operate according to procedures considered appropriate and may inter alia be split into Sub-Committees. None of the current Committees, per se, performs the multiple functions of two or more committees as envisaged by the Code.

The Board of Directors, on 19 February 2013, approved the establishment of the Related Parties and Equity Investments Committee, confirming duties and responsibilities already assigned to the Related-Parties and Equity Investments Sub-Committee suppressed by the Board on the same date.

INDICATE WHETHER THE ACTIVITIES OF ONE OR MORE COMMITTEES ENVISAGED BY THE CODE HAVE BEEN RESERVED TO THE BOARD OF DIRECTORS IN ITS ENTIRETY, UNDER THE COORDINATION OF ITS CHAIRMAN (CRITERION 4.C.2.).

IF SO:

- SPECIFY WHETHER THE CONDITIONS REQUIRED BY THE CODE HAVE BEEN ABIDED BY;
- IN THE FOLLOWING SECTIONS, GIVE THE INFORMATION REQUIRED FOR EACH COMMITTEE, SPECIFYING THE DUTIES, RESOURCES AND ACTIVITIES RELATED TO EACH SINGLE FUNCTION;
- ANALYTICALLY ILLUSTRATE THE REASONS UNDERLYING THE CHOICE, IN PARTICULAR ADEQUATELY GIVING THE GROUNDS OF THE CHOICE NOT TO CREATE THE CONTROL AND RISK COMMITTEE, IN RELATION TO THE DEGREE OF COMPLEXITY OF THE ISSUER AND TO THE SECTOR IN WHICH IT OPERATES;
- SPECIFY WHETHER THE BOARD PERIODICALLY REASSESES ITS CHOICE.

UniCredit has not reserved to the Board of Directors the functions of one or more Board Committees.

INDICATE ANY OTHER COMMITTEES, BESIDES THOSE ENVISAGED BY THE CODE, (DESCRIBED ON THE SECTIONS 7, 8 AND 10) HAVE BEEN APPOINTED, AND SPECIFY THEIR FUNCTIONS (PROVIDE ADVICE, MAKE PROPOSAL, OTHER).

While the Remuneration and the Internal Controls & Risks Committees set up by UniCredit and envisaged by the Code perform other functions in addition to those mentioned by the Code in respect of each individual Committee (see elsewhere herein), it is worth noting that:

### **1) Corporate Governance, HR and Nomination Committee**

besides the competences attributed to it and described elsewhere herein with respect to appointments, the Committee also supplies its opinions to the Board regarding proposals made by the Chairman/Chief Executive Officer to the Board itself on matters pertaining to the definition of UniCredit's corporate governance system, and the Group's corporate structure and governance models/guidelines and policies for the Board's assessment.

### **2) Permanent Strategic Committee**

performs functions not envisaged by the Code, providing the Board of Directors with opinions concerning proposals submitted by the Chairman/CEO to the Board itself concerning:

- a) the Group 3 Year Plan;
- b) the Group yearly budget;
- c) the Group yearly Capital Allocation;
- d) the Group yearly strategy related to transactions involving shareholdings (M&A/reorganisations);
- e) approval of transactions on shareholdings above a certain limit (300 Million Euro for transactions in high-risk countries, and 500 Million Euro for transactions in low-risk countries);
- f) extraordinary capital allocations and dividend policy, both for the Holding Company and the Group Companies, unless already included in the annual general Capital Allocation guidelines indicated under para. c) above;
- g) other transactions/initiatives of strategic relevance to the Group, such as: decisions to enter new geographical and business markets, high-profile joint ventures with business and/or financial Groups.

## 7. NOMINATION COMMITTEE

INDICATE WHETHER THE BOARD HAS APPOINTED A NOMINATION COMMITTEE (PRINCIPLE 5.P.1.).

The Board of Directors established the Nomination Committee in June 2000, then (on 3 August 2007) the Committee was renamed Corporate Governance, HR and Nomination Committee.

### **Composition and functioning of the nomination committee (as per Sec. 123/bis, paragraph 2, letter d), of the TUF)**

PROVIDE DETAILS CONCERNING THE COMPOSITION AND FUNCTIONING OF THE NOMINATION COMMITTEE.

IN PARTICULAR, SPECIFY THE FOLLOWING INFORMATION, ALSO USING THE SCHEDULE NO. 2 IN THE APPENDIX:

- WHETHER THE COORDINATION OF THE ACTIVITIES IS ASSIGNED TO A CHAIRMAN;
- NUMBER OF NOMINATION COMMITTEE MEETINGS HELD DURING THE PERIOD;
- AVERAGE DURATION OF THE COMMITTEE MEETINGS;
- EFFECTIVE ATTENDANCE OF EACH MEMBER AT THE MEETINGS HELD;
- NUMBER OF COMMITTEE MEETINGS PLANNED DURING THE CURRENT YEAR, SPECIFYING THE NUMBER OF MEETINGS ALREADY HELD.

The composition of the Corporate Governance, HR and Nomination Committee is given in Schedule no. 2 “Board of Directors and Committees structure” of the Appendix to this Report.

A total of 13 meetings were held in 2012, by Corporate Governance, HR and Nomination Committee.

The Committee meetings lasted for an average of 1 hour.

As a rule, the Board Committees meet monthly. As at 15 March 2013, 3 meetings of the Corporate Governance, HR and Nomination Committee have been held.

INDICATE WHETHER MOST OF THE MEMBERS OF THE NOMINATION COMMITTEE WERE INDEPENDENT DURING THE PERIOD (PRINCIPLE 5.P.1.).

INDICATE WHETHER THE NOMINATION COMMITTEE WAS COMPRISED OF AT LEAST THREE MEMBERS DURING THE PERIOD, OR – IF THE BOARD OF DIRECTORS COMPRISES NO MORE THAN EIGHT MEMBERS - OF AT LEAST TWO DIRECTORS, BOTH INDEPENDENT (CRITERION 4.C.1., LETT. A).

Since 11 May 2012, the Corporate Governance, HR and Nomination Committee consists of 9 members (previously 7 members) the majority of whom are non-executive and independent directors; the Chairman of the Board and the Chief Executive Officer are members by right. The other members were chosen based upon their expertise and willingness to accept the appointment. The Chairman of the Committee is the Chairman of the Board of Directors.

IF PERSONS WHO ARE NOT MEMBERS OF THE NOMINATION COMMITTEE ATTENDED THE MEETINGS, INDICATE IF SUCH PARTICIPATION IS BY INVITATION ONLY AND SPECIFICALLY TO DISCUSS INDIVIDUAL ITEMS ON THE AGENDA (CRITERION 4.C.1., LETT. F).

The Senior Vice Chairman is invited to attend the Corporate Governance, HR and Nomination Committee meetings on a permanent basis. Whilst members of the Group’s top management team may be called upon to attend Committee meetings with regard to specific issues, during the Period

Managers of the Company were invited, when needed, to participate in the Corporate Governance, HR and Nomination Committee meetings to discuss specific items on the agenda; since September 2012 the Head of Group Corporate Bodies has always attended the meetings.

### **Functions of the Nomination Committee**

INDICATE WHETHER THE NOMINATION COMMITTEE OFFERS TO THE BOARD OF DIRECTORS ITS OPINION REGARDING ITS SIZE AND COMPOSITION AND PROVIDE RECOMMENDATIONS WITH REGARD TO THE PROFESSIONAL SKILLS DEEMED NECESSARY WITHIN THE BOARD AS WELL AS TO THE TOPICS INDICATED BY CRITERIA 1.C.3. AND 1.C.4. OF THE CODE (CRITERION 5.C.1., LETT. A).

The Corporate Governance, HR and Nomination Committee offers its opinion concerning the definition of policies for appointing UniCredit Directors, and policies for the evaluation that the Board of Directors must make at least once a year on the size, composition and functioning of the Board and its committees.

The Corporate Governance, HR and Nomination Committee shall also provide its advice on the compatibility of the appointment of a Director of UniCredit as Director, manager or member of controlling bodies in a banking, insurance or financial company (outside UniCredit Group) with his/her office held in UniCredit, also when the fix threshold to the maximum number of office determined by the Board of Directors is exceeded.

INDICATE WHETHER THE NOMINATION COMMITTEE PROPOSES CANDIDATES FOR THE APPOINTMENT TO THE POSITION OF DIRECTOR IN CASE OF CO-OPTATION, SHOULD THE REPLACEMENT OF INDEPENDENT DIRECTORS BE NECESSARY (CRITERION 5.C.1., LETT. B).

The Corporate Governance, HR and Nomination Committee provides the Board with its opinion - concerning proposals formulated by the Chairman/CEO to the Board itself - concerning the designation of candidates to the position of Director of UniCredit in the event of co-optation, and candidates to the position of independent Director to be submitted to the approval of the UniCredit Shareholders' Meeting, based also on recommendations received from shareholders.

INDICATE ANY FURTHER FUNCTIONS ASSIGNED TO THE NOMINATION COMMITTEE BY THE BOARD.

Besides the abovementioned functions, the Corporate Governance, HR and Nomination Committee also provides the Board of Directors with opinions concerning proposals submitted by the Chairman/CEO to the Board in relation to:

- appointing the CEO, General Manager, Deputy General Managers and other Directors holding strategic responsibilities, Senior Executive Vice Presidents, as well as other Heads of Department reporting directly to the CEO;
- defining policies concerning the appointment and succession planning of the CEO, General Manager, Deputy General Managers and other Directors holding strategic responsibilities, Senior Executive Vice Presidents, Group Management Team (Executive Vice Presidents) and Leadership Team (Senior Vice Presidents);
- defining policies for appointing bank corporate officers (members of the Board of Directors, Board of Statutory Auditors, and Supervisory Board of Group companies);
- appointing bank corporate officers (members of the Board of Directors, Board of Statutory Auditors, and Supervisory Board) of the Main Companies;
- appointing members of the UniCredit Board Committees, upon the proposal of the Chairman.

ILLUSTRATE THE MAIN ACTIVITIES CARRIED OUT BY THE NOMINATION COMMITTEE DURING THE PERIOD, WITH REGARD TO EACH OF ITS INDIVIDUAL FUNCTIONS.

The Corporate Governance, HR and Nomination Committee has expressed its views concerning the designation of members to the corporate bodies of the companies belonging to the Group and the appointments and movements of Group Top Management members.

INDICATE WHETHER THE MEETINGS OF THE NOMINATION COMMITTEE WERE DULY RECORDED (CRITERION 4.C.1., LETT. D).

The meetings of the Corporate Governance, HR and Nomination Committee were ordinarily transcribed and placed on record by the secretary designated by the said Committee, who is also the secretary of the Board of Directors.

INDICATE IF, IN THE PERFORMANCE OF THEIR DUTIES, THE NOMINATION COMMITTEE HAS THE RIGHT TO ACCESS ALL NECESSARY COMPANY INFORMATION AND FUNCTIONS, AS WELL AS TO AVAIL ITSELF OF EXTERNAL ADVISERS, ACCORDING TO THE PROCEDURES ESTABLISHED BY THE BOARD OF DIRECTORS (CRITERION 4.C.1., LETT. E).

The Corporate Governance, HR and Nomination Committee has been able, through its Chairman, to access all the information and corporate functions as required for performing its duties, and for this purpose relied on the support of the Company's head office structures as well as outside consultants.

SPECIFY THE FINANCIAL RESOURCES AVAILABLE TO THE NOMINATION COMMITTEE IN ORDER TO CARRY OUT ITS DUTIES.

During the Period, the spending requirements of the Committee were met by the Top Management's budget. Since all the Board Committees may have their own budget, it may be supplemented to meet specific needs.

## **8. REMUNERATION COMMITTEE**

For the information requested with regards to the set-up, tasks and functioning of the Remuneration Committee, please refer to the chapter “Remuneration Committee” of the “Annual Compensation Report” published, within the “2013 Group Compensation Policy”, according to Sec. 123/ter of the TUF, to Sec. 84-quater of the CONSOB Issuers Rules (lastly modified by deliberation 18214 of 9 May 2012) and to the provisions set forth at Title IV, Chapter 1, Table 15 of Circular 263 of Banca d’Italia.

## **9. REMUNERATION OF DIRECTORS**

For the information requested with regards to the compensation for Executive Directors, Non-Executive Directors and Key Management Personnel and for those concerning the Indemnities to Directors in the event of resignations, dismissal or termination of employment following a public purchase offer (as per Sec. 123/bis, paragraph 1, letter i), of the TUF), please refer to the Chapters “Non-Executive Directors Compensation” and “Compensation of Executives with Strategic Responsibilities” of the “Compensation Report” published - within the “Group Compensation Policy 2013” - according to Sec. 123-ter of the TUF, to Sec. 84-quater of the CONSOB Issuers Rules (lastly modified by deliberation 18214 of 9 May 2012) and to the provisions set forth at Title IV, Chapter 1, Table 15 of Circular 263 of Banca d’Italia.



## 10. CONTROL & RISK COMMITTEE

INDICATE WHETHER THE BOARD OF DIRECTORS APPOINTS A CONTROL AND RISK COMMITTEE (PRINCIPLE 7.P.3., LETTER A), NO. (II) AND 7.P.4.).

UniCredit has had an Audit Committee since June 2000. On 3 August 2007, this Committee was renamed the Audit & Risks Committee, and at the same time its functions were increased. On 22 January 2008, the Committee was again renamed, this time becoming the Internal Controls & Risks Committee, in line with the new functions attributed to it. On 30 September 2010 its name was changed to Internal Controls & Risks Committee and the Board of Directors reviewed its functions.

### **Composition and functioning of the control and risk committee (as per Sec. 123/bis, paragraph 2, letter d), of the TUF)**

PROVIDE DETAILS CONCERNING THE COMPOSITION AND FUNCTIONING OF THE CONTROL AND RISK COMMITTEE.

IN PARTICULAR, SPECIFY THE FOLLOWING INFORMATION, ALSO USING THE SCHEDULE NO. 2 IN THE APPENDIX:

- WHETHER THE COORDINATION OF THE ACTIVITIES IS ASSIGNED TO A CHAIRMAN;
- NUMBER OF CONTROL & RISK COMMITTEE MEETINGS HELD DURING THE PERIOD;
- AVERAGE DURATION OF THE COMMITTEE MEETINGS;
- EFFECTIVE ATTENDANCE OF EACH MEMBER AT THE MEETINGS HELD;
- NUMBER OF COMMITTEE MEETINGS PLANNED DURING THE CURRENT YEAR, SPECIFYING THE NUMBER OF MEETINGS ALREADY HELD.

The composition of the Internal Controls & Risks Committee is given in Schedule No. 2 “Board of Directors and Committees structure” of the Appendix to this Report. The activity of the Internal Controls & Risks Committee is coordinated by a Chairman.

The Internal Controls & Risks Committee carried out in 2012 its duties either in plenary session or through (i) its Internal Controls Sub-Committee, (ii) its Risks Sub-Committee or (iii) its Related Parties and Equity Investments Sub-Committee (former Related-Parties Transactions Sub-Committee).

In 2012 the Internal Controls & Risks Committee held 12 meetings: 7 plenary sessions, 2 meetings of its Internal Controls Sub-Committee and 3 meetings of its Risks Sub-Committee.

The Committee meetings lasted for an average of 4 hours and 50 minutes.

The meetings of the Internal Controls & Risks Committee are generally called once a month, in compliance with the annual plan. At least two meetings per year are plenary sessions. The Internal Controls and Risks Sub-Committees meet in alternate months. In any event meetings are called whenever it is necessary to discuss matters within the Committee’s sphere of competence.

In order to monitor related-party transactions and related matters, in compliance with rules and regulations (see “Related Parties Procedures”, pursuant to CONSOB Regulation No. 17221 dated 12 March 2010 and subsequent amendments), on 30 September 2010 the Board of Directors established a Related-Parties Transactions Sub-Committee within the Internal Controls & Risks Committee.

Additionally, in 2012 the Board of Directors assigned to the Related-Parties Transactions Sub-Committee the responsibility for the duties – with which pursuant to the “New regulations for the prudential supervision of banks” (see Banca d’Italia Circular no. 263 dated 27 December 2006 and

subsequent amendments) the independent directors were entrusted – relating to the following matters:

- Risk activities and conflicts of interest involving parties related to the Bank or to the Group;
- Equity investments held by banks and banking groups.

Based on the new responsibilities assigned, on 25 June 2012 the Board of Directors renamed the Related-Parties Transactions Sub-Committee, which became the Related Parties and Equity Investments Sub-Committee.

The Related Parties and Equity Investments Sub-Committee meetings are called based on an annual plan and whenever it is necessary.

In 2012 the Related Parties and Equity Investments Sub-Committee held 9 meetings with an average length of 1 hour and 20 minutes.

For 2013, 12 meetings of the Internal Controls & Risks Committee have been scheduled (4 plenary meetings, 4 Risks Sub-Committee meetings and 4 Internal Controls Sub-Committee meetings). During 2013, n. 3 meetings have been held.

The Related Parties and Equity Investments Sub-Committee had scheduled for 2013 7 meetings. During 2013, n. 2 meetings have been held. Refer below for the establishment during 2013 of the Related Parties and Equity Investments Committee. The first meeting of the Related-Parties and Equity Investments Committee was held on 15 March 2013.

INDICATE WHETHER THE CONTROL AND RISK COMMITTEE WAS COMPRISED OF INDEPENDENT DIRECTORS DURING THE PERIOD, OR ALTERNATIVELY – IF THE ISSUER IS CONTROLLED BY ANOTHER LISTED COMPANY OR IF IT IS SUBJECT TO DIRECTION AND COORDINATION – EXCLUSIVELY OF NON-EXECUTIVE DIRECTORS, MOST OF WHOM WERE INDEPENDENT, AND WITH A CHAIRMAN APPOINTED BY THE INDEPENDENT DIRECTORS (PRINCIPLE 7.P.4.).

The Internal Controls & Risks Committee is composed of non-executive Directors. All current members of the Internal Controls & Risks Committee, in its current composition, are independent pursuant to Sec. 148, paragraph 3, of Legislative Decree no. 58 dated 24 February 1998. The majority of the members (6 out of 9) also meet the independence requirements prescribed by the Corporate Governance Code. The Chairman of the Internal Controls & Risks Committee is independent pursuant to Sec. 148, paragraph 3, of Legislative Decree no. 58 dated 24 February 1998 and the Corporate Governance Code (see Schedule No. 2 in the Appendix).

INDICATE WHETHER THE CONTROL AND RISK COMMITTEE WAS COMPRISED OF AT LEAST THREE MEMBERS DURING THE PERIOD, OR – IF THE BOARD OF DIRECTORS COMPRISES NO MORE THAN EIGHT MEMBERS - OF AT LEAST TWO DIRECTORS, BOTH INDEPENDENT (CRITERION 4.C.1., LETT. A).

The Internal Controls & Risks Committee is composed of 9 members. The Chairman and the Senior Vice Chairman of the Board of Directors shall be members by right. The Chairman of the Internal Controls & Risks Committee shall be elected from among the members other than those that are members by right.

The Internal Controls and Risks Sub-Committees each have 6 members and are chaired by the Chairman of the Internal Controls & Risks Committee, who is a member by right of both the Internal Controls and Risks Sub-Committees, as are the Chairman of the Board of Directors and the Senior Vice Chairman.

Regardless of their appointment as members of one of the two Sub-Committees, all members of the Internal Controls & Risks Committee can participate in the meetings of both Sub-Committees.

The Related Parties and Equity Investments Sub-Committee has 3 members. The Chairman shall be appointed from among the members.

As at 11 May 2012, the Internal Controls & Risks Committee was composed as follows:

Internal Controls Sub-Committee: Mr. Anthony Wyand (Chairman), Mr. Dieter Rampl, Mr. Luigi Castelletti, Mr. Giovanni Belluzzi, Ms. Marianna Li Calzi and Mr. Luigi Maramotti;

Risks Sub-Committee: Mr. Anthony Wyand (Chairman), Mr. Dieter Rampl, Mr. Luigi Castelletti, Mr. Francesco Giacomini, Ms. Lucrezia Reichlin and Mr. Franz Zwickl;

Related-Party Transactions Sub-Committee: Mr. Luigi Castelletti (Chairman), Mr. Giovanni Belluzzi and Ms. Marianna Li Calzi.

On 29 May 2012, the Board of Directors, appointed during the Shareholders' Meeting of 11 May 2012, appointed the members of the Internal Controls & Risks Committee:

Mr. Anthony Wyand (Chairman), Mr. Giuseppe Vita, Mr. Candido Fois, Mr. Francesco Giacomini, Mr. Friedrich Kadmoska, Ms. Marianna Li Calzi, Mr. Luigi Maramotti, Ms. Lucrezia Reichlin, Mr. Lorenzo Sassoli de Bianchi.

During the same meeting, the Board of Directors appointed Ms. Marianna Li Calzi, Ms. Lucrezia Reichlin and Mr. Lorenzo Sassoli de Bianchi as members of the Related-Party Transactions Sub-Committee (renamed "Related Parties and Equity Investments Sub-Committee", as mentioned before). The members of the Internal Controls and Risks Sub-Committees were appointed during the first meeting of the new Internal Controls & Risks Committee, held on 19 June 2012.

Taking into consideration extension, complexity and relevance of duties assigned to the Sub-Committee compared to the duties assigned when established under the perimeter of the Internal Controls & Risks Committee, the Board of Directors on 19 February 2013, approved the establishment of a Committee *ad hoc*, the Related Parties and Equity Investments Committee, confirming duties and responsibilities already assigned to the Sub-Committee and the quantitative composition (three members), subject to the requirement of independence of the members according to the Corporate Governance Code for Listed Companies, with the consequent suppression of the Sub-Committee.

During the same meeting, the Board of Directors designed as members of the Committee Ms. Marianna Li Calzi and Mr. Lorenzo Sassoli de Bianchi, already members of the Sub-Committee, and appointed Mr. Giovanni Quaglia, in place of the Ms. Lucrezia Reichlin, who resigned on 29 January 2013 as member of the Sub-Committee, with effect from the first Board of Directors meeting useful for replacing.

In light of the foregoing, the Internal Controls & Risks Committee is currently composed as follows:

Internal Controls Sub-Committee: Mr. Anthony Wyand (Chairman), Mr. Giuseppe Vita, Mr. Candido Fois, Mr. Francesco Giacomini, Ms. Marianna Li Calzi and Mr. Lorenzo Sassoli de Bianchi.

Risks Sub-Committee: Mr. Anthony Wyand (Chairman), Mr. Giuseppe Vita, Mr. Candido Fois, Mr. Friedrich Kadmoska, Mr. Luigi Maramotti and Ms. Lucrezia Reichlin.

INDICATE WHETHER AT LEAST ONE MEMBER OF THE CONTROL AND RISK COMMITTEE HAS ADEQUATE EXPERIENCE IN ACCOUNTING AND FINANCE AND/OR IN RISK MANAGEMENT, AS JUDGED BY THE BOARD OF DIRECTORS AT THE TIME OF HIS/HER APPOINTMENT (PRINCIPLE 7.P.4.).

All the members of the Committee possess the professional standing required by current legal and regulatory provisions and each member possesses specific technical knowledge in certain matters falling within the Committee's competence; some of them having specific experience in accounting, fiscal, financial and risk-related areas.

IF PERSONS WHO ARE NOT MEMBERS OF THE CONTROL AND RISK COMMITTEE ATTENDED MEETINGS, INDICATE IF SUCH PARTICIPATION IS BY INVITATION ONLY AND SPECIFICALLY TO DISCUSS INDIVIDUAL ITEMS ON THE AGENDA (CRITERION 4.C.1., LETT. F).

The following individuals have a standing invitation to attend the meetings of the Internal Controls & Risks Committee and its Internal Controls and Risks Sub-Committees: the Chief Executive Officer, the General Manager, the Chief Financial Officer, the Group Chief Risk Officer, the Head of the Internal Audit and the General Counsel & Group Compliance Officer.

Upon Chairman's invitation, the external auditors (KPMG S.p.A.) and other Group managers were invited to attend the meetings of the Internal Controls & Risks Committee for the discussion of relevant agenda items.

### **Functions attributed to the Control and Risk Committee**

INDICATE WHETHER THE CONTROL AND RISK COMMITTEE IS RESPONSIBLE FOR:

PROVIDE THE BOARD OF DIRECTORS WITH A PRELIMINARY OPINION FOR THE PERFORMANCE OF THE DUTIES ASSIGNED TO THE LATTER PURSUANT TO THE CODE AND IN RELATION TO THE INTERNAL CONTROLS AND RISK MANAGEMENT (CRITERION 7.C.1., FIRST PART) AND WHETHER SUCH OPINION WAS CONSIDERED TO BE BINDING FOR DECISIONS RELATING TO THE APPOINTMENT, REVOCATION, REMUNERATION OF THE PERSON IN CHARGE OF THE INTERNAL AUDIT FUNCTION AND THE PROVISION TO HIM/HER OF ADEQUATE RESOURCES (CRITERION 7.C.1., SECOND PART);

The Internal Controls & Risks Committee supports the Board of Directors by drawing up guidelines for the internal control, as well as periodically reviewing its adequacy, efficiency and effectiveness while ensuring that the main enterprise risks are properly identified, measured, managed and monitored. It also examines the annual budget guidelines and supports the Board of Directors by formalising risk management policies and by determining criteria for ensuring the compatibility of corporate risks with sound and proper management of the Company (risk appetite).

In order to support the Board of Directors in the performance of its duties, the Internal Controls & Risks Committee is also charged with:

- Analysing the Group audit guidelines and checking the adequacy of the annual audit plan prepared by the Head of the Internal Audit function;
- Assessing the work done by the external auditor firm(s) of the Group and the results contained in the report(s) and in the recommendation letter(s);
- Providing its opinion in relation to the appointment or revocation of the Head of the Internal Audit function and the Head of the Compliance function, as well as to the variable part of the remuneration of the Head of the Internal Audit Function.

EVALUATE TOGETHER WITH THE EXECUTIVE RESPONSIBLE FOR THE PREPARATION OF THE COMPANY'S ACCOUNTING AND CORPORATE DOCUMENTS, AFTER HEARING THE EXTERNAL AUDITORS AND THE BOARD OF STATUTORY AUDITORS, THE CORRECT APPLICATION OF THE ACCOUNTING PRINCIPLES AND, IN THE EVENT OF GROUPS, THEIR CONSISTENCY FOR THE PURPOSE OF THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (CRITERION 7.C.2., LETT. A);

The Internal Controls & Risks Committee is charged with examining the company's financial statements including the First Half Report and the Company and Consolidated Annual Reports and Accounts on the basis of reports provided by the Manager responsible for drawing up the financial statements, including correct application of the accounting principles and their uniformity for the purposes of consolidation, and the quarterly situations.

EXPRESSING OPINIONS ON SPECIFIC ASPECTS RELATING TO THE IDENTIFICATION OF THE MAIN ENTERPRISE RISKS (CRITERION 7.C.2., LETT. B);

The Internal Controls & Risks Committee is in charge of examining the Group risk assessment, providing its opinion to the Board of Directors. Additionally, the Internal Controls & Risks Committee supports the Board of Directors by monitoring the effectiveness of the risk control and management system in compliance with the legal and regulatory provisions. The Committee also monitors the application by the Compliance function of the compliance risk management policies laid down by the Board, as well as their adoption and implementation.

REVIEWING PERIODIC REPORTS, CONCERNING THE ASSESSMENT OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM, AND REPORTS OF THE INTERNAL AUDIT FUNCTION THAT ARE PARTICULARLY SIGNIFICANT (CRITERION 7.C.2., LETT. C);

The Internal Controls & Risks Committee is charged with reviewing the periodic reports drawn up by the Internal Audit function and by other control functions (Risk Management and Compliance).

The Internal Controls & Risks Committee is also responsible for reviewing the reports on the activities of the managerial Internal Controls Coordination Committee (ICCC).

In addition, the Committee reviews the findings highlighted in the reports issued by the Internal Audit and the Compliance functions.

MONITOR THE INDEPENDENCE, ADEQUACY, EFFICIENCY AND EFFECTIVENESS OF THE INTERNAL AUDIT FUNCTION (CRITERION 7.C.2., LETT. D);

The Internal Controls & Risks Committee is charged with checking the adequacy, from a qualitative and quantitative perspective, of the organizational structures of the Internal Audit function, requesting to the Head of the Internal Audit function to propose changes in its organisation to be implemented.

REQUEST THE INTERNAL AUDIT FUNCTION, IF DEEMED NECESSARY, TO CARRY OUT REVIEWS OF SPECIFIC OPERATIONAL AREAS, GIVING SIMULTANEOUS NOTICE TO THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS (CRITERION 7.C.2., LETTER E);

The Internal Controls & Risks Committee may request the performance of specific audits.

REPORT TO THE BOARD, AT LEAST ON A SEMI-ANNUAL BASIS, ON THE OCCASION OF THE APPROVAL OF THE ANNUAL AND HALF-YEAR FINANCIAL REPORT, ON THE ACTIVITY CARRIED OUT, AS WELL AS ON THE ADEQUACY OF THE INTERNAL CONTROL AND RISKS MANAGEMENT SYSTEM (CRITERION 7.C.2., LETT. F).

The Internal Controls & Risks Committee is charged with reporting on its activities to the Board of Directors after each Committee meeting and at least twice a year on approval of the first-half and year-end accounts on the adequacy of the internal control.

INDICATE ANY FURTHER FUNCTIONS CARRIED OUT BY THE CONTROL AND RISK COMMITTEE.

The Internal Controls & Risks Committee - through its Related Parties and Equity Investments Sub-Committee - manages all matters relating to related-party transactions pursuant to CONSOB Regulation No. 17221/2010 and the relevant provisions issued by Banca d'Italia, within the limits defined for its role by the regulations mentioned before. Additionally, the Related Parties and Equity Investments Sub-Committee is assigned the responsibilities and the activities, which pursuant to Banca d'Italia regulation on prudential supervision ("equity investments which may be held by banks or banking groups") are assigned to the independent directors. In particular, the Sub-Committee assesses, supports and provides proposals on the internal control structure and performance, the overall activities relating to the acquisition and management of equity investments in non-financial companies, as well as checks the overall consistency of the activity performed in relation to such equity investments with the strategies and management objectives. As previously described, during 2013 the Related Parties and Equity Investments Sub-Committee was suppressed and the Related Parties and Equity Investments Committee was established with the same duties and responsibilities.

DESCRIBE THE MAIN ACTIVITIES CARRIED OUT BY THE CONTROL AND RISK COMMITTEE DURING THE PERIOD, WITH REGARD TO ITS INDIVIDUAL FUNCTIONS.

In 2012 the Internal Controls & Risks Committee performed the duties assigned to it by the Board of Directors during the meeting held on 30 September 2010, performing its advisory functions and providing proposals on matters relating to the internal control.

Additionally, in line with international best practices, in 2012 the members of the Internal Controls & Risks Committee attended specific sessions regarding update on risks, organised by Bank structures.

In September 2012 upon the Internal Controls & Risks Committee's initiative, a Quality Assurance Review ("QAR") of the internal audit activities carried out by the Internal Audit Department of the Bank has started. The responsibility thereof has been assigned to an independent and qualified reviewer. The main objective of the QAR is to check the compliance with the standards defined by the Institute of Internal Auditors, verifying in particular: powers and responsibilities, independence and objectivity, know-how and professional diligence, assurance and quality improvement programme. The result of the external assessment, presented in January 2013 to the Internal Controls & Risks Committee, is of a generally conformity to the International professional standards.

INDICATE WHETHER THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS OR ANOTHER STATUTORY AUDITOR DESIGNATED BY THIS CHAIRMAN SHALL PARTICIPATE IN THE WORKS FOR THE CONTROL AND RISK COMMITTEE; THE REMAINING STATUTORY AUDITORS ARE ALSO ALLOWED TO PARTICIPATE (CRITERION 7.C.3.).

In 2012, the Chairman of the Board of Statutory Auditors or another Statutory Auditor designated by the latter always participated in the Committee meetings. Other Statutory Auditors participated to some meetings.

INDICATE WHETHER THE MINUTES OF THE MEETINGS OF THE CONTROL AND RISK COMMITTEE ARE DRAFTED (CRITERION 4.C.1., LETT. D).

The meetings of the Internal Controls & Risks Committee were minuted by the Secretary of the Committee.

INDICATE WHETHER IN THE PERFORMANCE OF ITS DUTIES, THE CONTROL AND RISK COMMITTEE HAS THE RIGHT OF ACCESS TO THE NECESSARY COMPANY'S INFORMATION AND FUNCTIONS, ACCORDING TO THE PROCEDURES ESTABLISHED BY THE BOARD OF DIRECTORS, AS WELL AS TO AVAIL ITSELF OF EXTERNAL ADVISORS (CRITERION 4.C.1., LETT. E).

As required for the performance of its duties, the Internal Controls & Risks Committee may have recourse to head office departments, as well as to external advisors. Additionally, for the performance of its duties, the Committee has appropriate tools and receives appropriate detailed information from the competent functions, which enable the Committee, and all its Sub-Committees, to perform all the relevant assessments.

SPECIFY THE FINANCIAL RESOURCES AT THE DISPOSAL OF THE CONTROL AND RISK COMMITTEE IN ORDER TO PERFORM ITS DUTIES.

During the Period, the spending requirements of the Committee were met by the Top management's budget. Since all the Board Committees may have their own budget, it may be supplemented to meet specific needs.



## 11. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

INDICATE WHETHER THE BOARD, UNDER THE DEFINITION OF THE STRATEGIC, INDUSTRIAL AND FINANCIAL PLANS, DEFINED THE NATURE AND LEVEL OF RISK WHICH IS CONSISTENT WITH THE STRATEGIC OBJECTIVES OF THE ISSUER (CRITERION 1.C.1., LETTER. B).

The Group Risk Appetite is reviewed and updated annually by UniCredit Board of Directors, consistently with the budget process and funding plan definition timeline, with the aim to ensure that the business develops within the risk tolerance, in respect to national and international regulations.

The Group Risk Appetite framework is set consistently with the budget timeline. It expresses the Group risk tolerance on three key dimensions (capital adequacy, profitability and risks, funding and liquidity, identifying for each of them the relevant metrics.

The Group Risk Appetite has to be consistently implemented in the relevant Group Legal Entities. The Risk Appetite framework includes not only the list of the relevant metrics but also the relevant targets, triggers and limits: i) targets represent the amount of risk the Group is willing to take on to achieve the budget goals and set the boundaries for the development of the business, ii) triggers represent a warning system that activates the analysis of possible contingency plans and the related managerial actions and an escalating process to the Group Risk Committee; iii) limits are hard points that should not be trespassed, in case it happens the Board of Directors has to be informed. The Board of Directors also approves the definition of the following strategies.

### Credit Strategies:

Group Credit Risk Strategies represent an advanced credit risk management instrument, by translating in tangible indications the Group targets defined within the Budget process, aligned with the ones defined in Risk Appetite framework, in accordance with the Basel 2- Pillar II.

Starting from the Budget targets defined by Top Management, the managerial initiatives and the industry expert view, Group Credit Risk Strategies provide a set of guidelines and operative targets by Country and business segment in which the Group operate, aiming to steer the credit portfolio evolution, allowing to minimize the overall credit risk impact without precluding profitable business opportunities. These Credit Risk Strategies are developed in joint collaboration with Business, Divisions and main Group Legal Entities, in order to ensure a sound and sustainable loans growth.

### Market Risk Strategies:

The Holding Company “Market Risk Management” Function drives the overall setting of Market Risk operative limits at Group level, ensuring coherence with the Group Risk Appetite.

To this aim, the Holding Company “Market Risk Management” Function acts in strict coordination with:

- the Legal Entities’ Market Risk functions, entitled, in accordance with the Group business model, to assume exposures to the Market Risk either in the Trading or in the Banking Book. Relationship among the Market Risk functions within the overall process of negotiating operative limits together with the business functions, is aimed at granting consistency of the mentioned limits with the assigned budget, with regard to the dynamics related to risk indicators, based on historical observed realizations, to the expected market developments and proposed business initiatives, within the defined overall business model;
- the Holding Company “Capital Management” and “Risk Integration & Capital Adequacy” Functions with the aim of verifying the limits impact on Regulatory and Economic Capital within an iterative process finalized to ensure the limits coherence with the capital



allocation approved at Group level, taking into consideration the income goals defined in the annual and strategic plans.

INDICATE WHETHER THE BOARD OF DIRECTORS HAS DEFINED THE GUIDE-LINES OF THE INTERNAL CONTROL AND RISKS MANAGEMENT SYSTEM, SO THAT THE MAIN RISKS CONCERNING THE ISSUER AND ITS SUBSIDIARIES ARE CORRECTLY IDENTIFIED AND ADEQUATELY MEASURED, MANAGED AND MONITORED, DETERMINING, MOREOVER, THE LEVEL OF COMPATIBILITY OF SUCH RISKS WITH THE MANAGEMENT OF THE COMPANY IN A MANNER CONSISTENT WITH THE STRATEGIC OBJECTIVES (CRITERION 7.C.1., LETT. A).

UniCredit's Board of Directors has defined the guidelines for its internal control and risk management systems, ensuring that all principal Group risks have been correctly identified and adequately managed and monitored.

DESCRIBE THE MAIN FEATURES OF THE INTERNAL CONTROL AND RISKS MANAGEMENT SYSTEM (CRITERION 7.C.1., LETT. D).

An effective and efficient internal control system is one basic precondition for medium-long term value creation, safeguarding asset value, correctly perceiving risk and enabling appropriate capital allocation.

As Holding Company of a Banking Group, the organizational structure of UniCredit is divided into guidance, support and control functions. Within the above functions, the following have been identified as “**guidance and support competence lines**”: Human Resources, Identity & Communications and Organization; and the following as “**guidance and control competence lines**”: Planning, Finance & Administration, Risk Management, Legal & Compliance and Internal Audit.

The “**guidance and control competence lines**” are charged with coordinating and controlling – within their respective areas of responsibility – Group activities and related risk, key activities and processes being subject to centralized management guidance with the aim of maintaining uniformity of Group governance and integrated risk control and mitigation while increasing closeness to Business and geographies through local functions structured in keeping with the structure of the branch network.

More specifically, as prescribed by current legislation and in accordance with international best practices, UniCredit has based its internal control system on the coexistence and effectiveness of the following:

- units responsible for first-level controls, both operational and by supervisors;
- its Global Compliance Department (within the Legal & Compliance Department) and Group Risk Management Department responsible for second-level controls each for their province;
- Internal Audit Department, which carries out third-level controls.

Within Internal Control System realized by UniCredit Group, the mission of Compliance<sup>16</sup> is to facilitate the Group's advancement of its business interests in compliance with applicable laws,

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<sup>16</sup> The Global Compliance Department is responsible regarding laws concerning Banking matters (for example, Anti-money laundering, Transparency, Privacy) Investment services and activities (for example Market Abuse, investment and related services) and regulations issued by CONSOB and Banca d'Italia that have a relevant impact on the external client and have an high reputational risk.

The Global Compliance Department's responsibility is not extended to Fiscal, Labour (including Legislative Decree n. 81/2008), Financial Statements (including Law 262/05), BIS II, BIS III and Business Continuity, as these areas are overseen by other competence lines.

regulations, internal policies and best practices and to help safeguard the Group franchise and reputation as well as upholding its values.

To ensure effective compliance risk management<sup>17</sup>, UniCredit and its Legal Entities must ensure the presence of a Compliance Function that is:

- independent; appropriately resourced (quantity and quality) both human and technological;
- able to freely access Top Management (i.e. where applicable EMC Members, members of the Management Board, and any manager who's allowed to set agenda and priorities for the Legal Entity) and Governing Bodies;
- able to access any necessary corporate resource and information; and
- able to escalate hierarchically issues as necessary.

Compliance performs three principal functions to assist the Group management of compliance risk: providing guidance; assessing and monitoring compliance risk; and together with other functions, serving as liaison with Authorities (i.e. Regulators, Supervisory Authorities and Self-Regulatory Organizations, hereinafter jointly "Authorities").

Within this context, the role of Global Compliance Department is to:

- develop, at Group Level, Global Compliance Rules;
- set global standards that apply across the Group (for example, Anti Money Laundering, Conflicts of Interest); and
- provide UniCredit Top Management with an overview of the material compliance risks the Group is facing (through the Legal Entities compliance risks reports, which are then consolidated).

The structure of Global Compliance relies on a "matrix" business coverage model for CIB Division and on specialist areas who provide services across the Group to allow economies of scale (for example Anti Money Laundering). Global Coordinator, with the aim of coordinate and ensure consistency<sup>18</sup> on compliance related matters across the Group, ensures that similar issues are being handled homogeneously across different jurisdictions where the Group has a presence

The model lays down to implement Compliance coverage at a country level through the appointment of a Local Head of Compliance, in order to ensure that all the Legal Entities of a certain jurisdiction are covered by Compliance in the most effective and efficient way.

Such structure entails two levels:

- "Global Level" (functional coordination reporting – for the Legal Entities that have specialization – with the Global Coordinators of Global Compliance);
- "Country Level" (hierarchically reporting within each Legal Entity and functionally reporting to the Regional Head of Compliance if in place).

The level and the extent of compliance oversight in each Legal Entity depends on the type and complexity of activities performed or services provided by the Legal Entity and its size.

The Group Compliance Officer of UniCredit is Ms Nadine Faruque.

In particular, the Group Risk Management Department's mission is to:

- optimise the quality of the Group's assets, minimizing the risk cost in accordance with the risk/profitability goals set for to the business areas;

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<sup>17</sup> Compliance Risk which can be defined as the risk of legal and regulatory sanctions, financial loss or loss of reputation that the Group may suffer as a result of its failure to comply with all applicable investment and banking.

<sup>18</sup> Also through also the development of Global Compliance Rules, the provision of advice and the issuance of non-binding opinions.

- ensure the strategic steering and definition of the Group's risk management policies;
- define and supply Heads of the Divisions, Business Units and Legal Entities with criteria for assessing, managing, measuring, monitoring and communicating risks. It also ensures that the procedures and systems designed to control risk at Group individual Entity level are coherent;
- help build a risk culture across the Group by training and developing highly qualified staff, in conjunction with the competent COO functions;
- help to find ways to rectify asset imbalances, where needed in conjunction with Planning, Finance and Administration;
- help the Divisions / Business Units achieve their goals, including by assisting in the development of products and businesses (e.g. innovation of credit products, competitive opportunities linked to Basel accords, etc.).

The Chief Risk Officer of UniCredit is Mr. Alessandro Decio.

The UniCredit S.p.A. Internal Audit Department reports to the Board of Directors and carries out audit activities – also on-site – on the Parent Company and the Group Entities, including foreign branches.

It steers, coordinates and monitors the internal audit activities carried out at the individual Group Entities by the respective Internal Audit functions and by UniCredit Audit, the dedicated subsidiary.

In its role of third-level control function, the Internal Audit Function provides the competent corporate bodies and Regulators with an independent evaluation of the adequacy and effectiveness of the Group internal control system.

The Internal Audit Function is structured as follows:

- Central units charged with steering, coordination and control of the competence line, In particular: defining and implementing common methodologies and IT tools, audit monitoring, reporting to senior management and corporate bodies, assessing the quality of Internal Audit functions, training and contributing to the improvement of the efficiency/effectiveness of the Group Internal Control System;
- Units in charge of performing audits on cross-functional or Group processes, on the structures charged with the steering, coordination and control at Group level and on individual Group Entities;
- Units in charge of performing audits on the Bank's processes and structures with responsibility for the Italian perimeter. These audit activities are outsourced to UniCredit Audit S.C.p.A.

With reference to the last point above, in the context of the reorganization and streamlining of the Italian perimeter, in December 2012 the Board of Directors of UniCredit S.p.A. decided to merge UniCredit Audit S.C.p.A. with UniCredit S.p.A., with effect from 1 March 2013.

IN PARTICULAR, DESCRIBE THE MAIN CHARACTERISTICS OF EXISTING RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS USED IN RELATION TO THE FINANCIAL REPORTING PROCESS, INCLUDING CONSOLIDATED REPORTS, WHERE APPLICABLE (EX SEC. 123/BIS, PARAGRAPH 2, LETTER B), OF THE TUF).

As for the main features of the system of risk management and internal control involved in relation to the financial reporting process, including consolidated, under the provisions of Sec. 154/bis of the TUF, the Manager charged with preparing a company's financial reports of UniCredit has the responsibility to provide, and to give enforcement, adequate administrative and accounting procedures to produce financial statements, as well as all other financial communications towards the Market (see Section 11.5).

The Manager charged with preparing a company's financial reports must also certify jointly to the CEO, with a special report on the Annual and Half Year Financial Statements and Consolidated Financial Statements:

- the adequate and effective implementation of administrative and accounting procedures;
- compliance with recognized international accounting standards applicable in the European Community under Regulation (EC) no. 1606/2002;
- correspondence with the issues of books and records;
- the suitability to provide a true and fair view of financial position, financial and economic, of both Holding and all the Subsidiaries included in the consolidation;
- inclusion in the annual report of a fair review of the development and the outcome of management, and the environment of both Holding and all the Subsidiaries included in consolidation, describing also the principal risks and uncertainties faced.

In order to fully comply with the provisions of law, the Board of Directors has approved a specific Policy on the "Internal Control System on Financial Reporting", in which they were supplied to the general criteria and the operational arrangements for implementing, as well as defined the responsibilities and relationships between the Holding, the Sub-Holding and the Subsidiary's assessment of the status of the Internal Control System on Financial Reporting.

The Policy seeks to ensure the accuracy and completeness of financial reporting through:

- reinforce and enhance related Corporate Governance:
  - wide-spreading executive responsibility,
  - ensuring a coherent "tone at the top" of Companies;
- reach a larger awareness at the operational level of the risks associated to Financial Reporting production;
- systematically put law relevant risks under control in order to keep them at an acceptable level.

The Internal Control System of Financial Reporting activity adopted includes the application of a common methodological framework, based on:

- relying on a homogeneous central defined model, consistent with the "*Internal Control – Integrated Framework (CoSO)*" and with the "*Control Objective for IT and Related Technologies (Cobit)*", that represent the reference standard for the systems of internal control, for financial reporting in particular, internationally accepted;
- operational mechanisms which ensure constant updating of the model, assigning specific responsibilities to the owners;
- spread of the model through training programs.

The Policy also defines parameters for the detection of Subsidiaries that have to implement the Internal Control System on Financial Reporting.

The operational implementation of the Policy is based on the identification, both for the Holding and the Subsidiaries involved, of accounting and administrative, business, management and support processes that have significant impact on balance sheet items, according to predefined quantitative parameters.

Have therefore been identified criteria for the definition of materiality thresholds for the detection of balance sheet items to be considered significant, both for the Holding and the Subsidiaries, and related macroprocesses below, to which is then evaluated the relative riskness to prevent errors.

For the processes identified in this manner, existing controls and the owners in charge for them are detected; the owners have to be first evaluated the effectiveness of the controls, pointing out any

possible action to be implemented to reduce the associated level of risk, and checks have to be confirmed periodically.

For Sub-Holding and the Subsidiaries, it is also defined a flow of claims relating to the Internal Control System on Financial Reporting activated, in analogy to the approach taken by the Holding. As foreseen in fact:

- the responsibility of corporate bodies of the Sub-Holding and the Subsidiary for the certification on adequacy and effective application of both the administrative and accounting procedures and controls, in respect of Information System; in particular it is the responsibility of the Sub-Holding Bodies to certify towards the Holding for all the Subsidiaries included in their scope of consolidation;
- the definition of the roles of Sub-Holding and Subsidiary Manager charged with preparing a company's financial reports and CEO, assigning them the responsibility of systematically reporting to their Governing Bodies the status of the Internal Control System on Financial Reporting;
- the involvement of the Executive Management Committee (or equivalent body) of the Sub-Holding and of the Subsidiary in order to ensure the adequate support to the Manager charged with preparing a company's financial reports and the CEO in applying the model and implementing the remediation plan;
- validation of documentation and confirmation of the implementation of the first level control managerial responsibility of each Subsidiary and technology organization. For this purpose it is required that each procedure and each control have to be documented, assessed, tested and validated, taking into consideration that there must be a unique owner in charge for those activities.

The Policy provides, finally, the involvement of the Holding governing bodies. In particular:

- the Board of Directors: in occasion of Annual and Half Year Financial Statement and Annual and Half Year Consolidated Report and Accounts presentation, the CEO and the Manager charged with preparing a company's financial reports provide a report regarding both the Internal Control System on Financial Reporting and the format to be signed for comply with the law requirements;
- the Internal Controls and Risks Committee: in occasion of Annual and Half Year Financial Statements presentation, the Manager charged with preparing a company's financial reports provides a report on the results of the Internal Control System on Financial Reporting that synthesizes the status provided by Subsidiaries and Sub-Holding involved in the scoping. In addition, in occasion of the 1<sup>st</sup> and the 3<sup>rd</sup> quarter Financial Statements presentation, the Manager charged with preparing a company's financial reports provides an update on the status of remediation actions identified;
- the Executive Management Committee (EMC): it is meeting (at least) quarterly to share the status of activities.

The Holding too has to validate the documentation and confirm the implementation of the first level control managerial responsibility of the operations. For this purpose it is required that each procedure and each control have to be documented, assessed, tested and validated, taking into consideration that there must be a unique owner in charge for those activities.

The implemented system of internal controls provides for a reasonable assurance about the reliability of the accounting and financial information. However we highlight that any internal control system, although aligned with the international best practices (such as the COSO Framework mentioned above) cannot totally avoid the risk of frauds, errors, malfunction or omissions, that may finally affect the produced financial information.

INDICATE WHETHER, DURING THE PERIOD, THE BOARD HAS ASSESSED THE ADEQUACY OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM TAKING INTO ACCOUNT THE CHARACTERISTICS OF THE COMPANY AND ITS RISK PROFILE AND THE EFFECTIVENESS (CRITERION 7.C.1., LETT. B).

IF SO, ILLUSTRATE THE PROCESS AND THE OUTCOME OF THE ASSESSMENT (CRITERION 7.C.1., LETT. D).

The Board of Directors assesses the adequacy and effectiveness of the internal control system at least once a year, inter alia, with the support of the Internal Controls & Risks Committee, on the basis of:

- reports from the Head of the Internal Audit Function, the Head of Compliance Function, and the Head of the Risk Management Function;
- information by the Manager in charge of preparing the company's financial statements on the correct adoption and uniformity of the accounting principles used for the purpose of drawing up the consolidated financial statements;
- all information that is useful for the purposes of monitoring the overall enterprise risks provided by the competent structures and/or by the external auditors.

## **11.1 DIRECTOR IN CHARGE OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

INDICATE WHETHER THE BOARD OF DIRECTORS HAS IDENTIFIED ONE OR MORE DIRECTORS TO BE CHARGED WITH THE TASK OF ESTABLISHING AND MAINTAINING AN EFFECTIVE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM (PRINCIPLE 7.P.3., LETT. A), NO. (I)).

IF THIS IS THE CASE, INDICATE THE NAME OF THE APPOINTED DIRECTOR(S).

The Chief Executive Officer is responsible for the functionality of the internal control system.

IF APPOINTED, INDICATE WHETHER THE DIRECTOR IN CHARGE OF THE INTERNAL CONTROL AND RISKS MANAGEMENT SYSTEM:

HAS IDENTIFIED THE MAIN BUSINESS RISKS (STRATEGIC, OPERATIONAL, FINANCIAL AND COMPLIANCE RISKS), TAKING INTO ACCOUNT THE CHARACTERISTICS OF THE ACTIVITIES CARRIED OUT BY THE ISSUER AND ITS SUBSIDIARIES, AND SUBMITTED THEM PERIODICALLY TO THE REVIEW OF THE BOARD OF DIRECTORS (CRITERION 7.C.4., LETT. A).

The Chief Executive Officer identifies the main business risks, submitting them to the examination of the Board of Directors and executes the directions of the same Board through the design, management and monitoring of internal control systems leveraging on the competent functions.

The Board of Directors, on the other hand, carries out the overall supervision of the main enterprise risks - taking into account the characteristics of the Group - with the support of the Internal Controls & Risks Committee, whose meetings the Chief Executive Officer and General Manager are always invited to attend.

Regarding non-compliance risk:

- the CEO shall ensure the effective management of compliance risk defining, among many, appropriate compliance policies and procedures, ensuring that the policies and procedures are observed within the bank, ensuring, in the event of violations, that the necessary remedies are implemented and establishing reporting mechanisms to ensure that the Bank's governing

bodies are fully aware of non-compliance risk management processes. With the support of the Compliance function, the CEO shall identify and evaluate at least once a year the main non-compliance risks to which the Bank is exposed and plan the necessary corrective measures, and shall report to the Board of Directors and to the Board of Statutory Auditors at least once a year on the adequacy of non-compliance risks management;

- the Board of Directors, after consulting the Board of Statutory Auditors, shall approve the compliance risk management policies, assess, at least once a year, with the technical support of the Internal Controls & Risks Committee, the adequacy of the organizational structure and of the qualitative and quantitative resources related to the Compliance function and analyse the periodical reports on the control system adequacy and on the non-compliance risks management.

HAS IMPLEMENTED THE GUIDELINES DEFINED BY THE BOARD OF DIRECTORS, TAKING CARE OF THE PLANNING, REALIZATION AND MANAGEMENT OF THE INTERNAL CONTROL AND RISKS MANAGEMENT SYSTEM, CONSTANTLY MONITORING ITS ADEQUACY AND EFFECTIVENESS (CRITERION 7.C.4., LETT. B).

The Chief Executive Officer has implemented the guidelines of the Board of Directors through the design, management and monitoring of the internal control system.

In particular, with the goal of improving the Management's span of control over the Group Internal Control System, the following activities have been started.

- Set up of a Group governance structure specifically dedicated to controls issues – ICS Committees model (ICS = Internal Control System).

The goal of the ICS Committees is to represent a workable point of balance among the Business Divisions and the Control Functions about Control Issues, in order to boost decisions and operational management.

The ICS Committee model envisages 1 Group level Committee (ICCC = Internal Control Coordination Committee, chaired by the Group General Manager), 5 local Country level Committees (ICBCs = Internal Control Business Committees), in Italy, Germany, Austria, Poland and CEE (all operational) and other local Committees in CEE Countries.

The Internal Control Coordination Committees is held monthly while the Internal Control Business Committees are held at least quarterly. Extraordinary sessions may be held as well, triggered by urgent or relevant issues.

- Definition and activation of a structured procedure for the managerial assessment of the Group Internal Control System.

In addition to the information related to the effectiveness of the Internal Control System, made available by both the second and third level Control Functions, is in place a developed procedure (MCA = Management Corporate Assessment), aimed at collecting a managerial opinion on the Internal Control System directly from the business owners of the processes, the controls are integrated in, as well as the Holding function.

HAS ADJUSTED SUCH SYSTEM TO THE DYNAMICS OF THE OPERATING CONDITIONS AND THE LEGISLATIVE AND REGULATORY FRAMEWORK (CRITERION 7.C.4., LETT. C).

The CEO regularly sees to the adaptation of the control system to changes in operational conditions and the legislative and regulatory framework.

HAS THE POWER TO REQUEST TO THE INTERNAL AUDIT FUNCTION TO CARRY OUT REVIEWS OF SPECIFIC OPERATIONAL AREAS AND ON THE COMPLIANCE OF BUSINESS OPERATION WITH THE RULES AND INTERNAL PROCEDURES, GIVING SIMULTANEOUS NOTICE TO THE CHAIRMAN OF THE BOARD OF DIRECTORS, THE CHAIRMAN OF THE CONTROL AND RISK COMMITTEE AND THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS (CRITERION 7.C.4., LETTER D).

As regards third-level controls carried out by the Internal Audit Function, the CEO evaluates the guidelines for audit activities, he may suggest supplementing the annual control plan and may request the performance of specific audit activities not included in the annual plan.

HAS PROMPTLY REPORTED TO THE CONTROL AND RISK COMMITTEE (OR TO THE BOARD OF DIRECTORS) ISSUES AND PROBLEMS THAT RESULTED FROM HIS/HER ACTIVITY OR OF WHICH HE/SHE BECAME AWARE IN ORDER FOR THE COMMITTEE (OR THE BOARD) TO TAKE THE APPROPRIATE ACTIONS (CRITERION 7.C.4., LETTER E)

The Internal Controls & Risks Committee meetings, whether plenary or of the Internal Controls and the Risks Sub-Committees, shall be attended by the CEO. During these meetings the CEO reports to the Committee on the pertaining topics in the Agenda, providing clarifications and any further information requested by the Committee.

## **11.2. OFFICER IN CHARGE OF INTERNAL AUDIT**

INDICATE WHETHER THE BOARD APPOINTED THE OFFICER IN CHARGE OF INTERNAL AUDIT, ENTRUSTED WITH THE TASK TO VERIFY THE FUNCTIONING AND ADEQUACY OF THE INTERNAL CONTROL AND RISKS MANAGEMENT SYSTEM (PRINCIPLE 7.P.3., LETTER B).

IF SO, INDICATE THE NAME OF THE OFFICER IN CHARGE OF INTERNAL AUDIT AND SPECIFY WHETHER HE WAS APPOINTED UPON PROPOSAL OF THE DIRECTOR IN CHARGE OF THE INTERNAL CONTROL SYSTEM AND AFTER THE OPINION EXPRESSED IN FAVOUR OF THE CONTROL AND RISK COMMITTEE, AS WELL AS AFTER HEARING THE BOARD OF STATUTORY AUDITORS (CRITERION 7.C.1, SECOND PART).

On 21 June 2011 the Board of Directors of UniCredit S.p.A. approved the Group's Audit Charter which states that the Head of the Internal Audit Function, in fulfilling his tasks, is charged with the preparation of an assessment – on an annual basis – on the appropriateness and effectiveness of the risks and controls management processes of the Bank in the areas included in the mission and within its area of competence, with the aim of assessing, giving added value and contributing to the improvement of the Internal Controls System of the Bank.

The Head of the Internal Audit Function is Mr. Ranieri de Marchis.

The Board of Directors has exclusive competence in taking decisions – further to the opinion expressed by the Internal Controls & Risks Committee as well as after having heard the Board of Statutory Auditors – as regards the appointment of the Head of the Internal Audit Function.

INDICATE WHETHER THE BOARD, UPON PROPOSAL OF THE DIRECTOR IN CHARGE OF THE INTERNAL CONTROL SYSTEM AND AFTER THE OPINION EXPRESSED IN FAVOUR OF THE CONTROL AND RISK COMMITTEE, AS WELL AS AFTER HEARING THE BOARD OF STATUTORY AUDITORS, DEFINED THE RELEVANT REMUNERATION OF THE OFFICER IN CHARGE OF INTERNAL AUDIT CONSISTENTLY WITH COMPANY'S POLICIES AND ENSURED THAT SUCH A PERSON IS PROVIDED WITH THE ADEQUATE RESOURCES FOR THE FULFILMENT OF HIS/HER RESPONSIBILITIES (CRITERION 7.C.1, SECOND PART).



The Board of Directors has exclusive competence in taking decisions – further to the opinion expressed by the Internal Controls & Risks Committee – as regards the determination of the remuneration variable part of the Head of the Internal Audit Function, on the basis of criteria and parameters not depending on the performance of the Bank.

INDICATE WHETHER THE PERSON IN CHARGE OF INTERNAL CONTROL IS NOT RESPONSIBLE FOR ANY OPERATIONAL AREA AND IS SUBORDINATED, ACCORDING TO A HIERARCHICAL ORDER, TO THE BOARD OF DIRECTORS (CRITERION 7.C.5., LETT. B).

The Head of the Internal Audit Function is charged with no operational area and reports hierarchically to the Board of Directors.

INDICATE WHETHER THE OFFICER IN CHARGE OF INTERNAL AUDIT:

HAS VERIFIED, BOTH ON A CONTINUOUS BASIS AND IN RELATION TO SPECIAL NEEDS, IN CONFORMITY WITH INTERNATIONAL PROFESSIONAL STANDARDS, THE ADEQUACY AND EFFECTIVE FUNCTIONING OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM, THROUGH AN AUDIT PLAN, TO BE APPROVED BY THE BOARD OF DIRECTORS. SUCH A PLAN SHALL BE BASED ON A STRUCTURED ANALYSES AND RANKING OF THE SIGNIFICANT RISKS (CRITERION 7.C.5., LETT. A);

The Head of the Internal Audit Function:

- develops a flexible audit annual plan through an appropriate risk assessment submitted to the Board of Directors for approval;
- implements the audit annual plan, as approved, included the engagements or special projects requested by the Management and/or by the Controls and Risks Committee;
- performs special investigations on operational events and informs the Management and the Internal Controls and Risks Committee about results.

HAS HAD DIRECT ACCESS TO ALL USEFUL INFORMATION FOR THE PERFORMANCE OF HIS/HER DUTIES (CRITERION 7.C.5., LETT. C);

The Board of Directors authorises the Internal Audit Function to have unlimited access to all the bank's companies, records, ownerships and staff.

HAS DRAFTED PERIODIC REPORTS CONTAINING ADEQUATE INFORMATION ON ITS OWN ACTIVITY, AND ON THE COMPANY'S RISK MANAGEMENT PROCESS, AS WELL AS ABOUT THE COMPLIANCE WITH THE MANAGEMENT PLANS DEFINED FOR RISK MITIGATION. SUCH PERIODIC REPORTS CONTAIN AN EVALUATION ON THE ADEQUACY OF THE INTERNAL CONTROL AND RISKS MANAGEMENT SYSTEM (CRITERION 7.C.5., LETTER D). HE/SHE HAS SUBMITTED THE REPORTS INDICATED ABOVE TO THE CHAIRMEN OF THE BOARD OF STATUTORY AUDITORS, OF THE CONTROL AND RISKS COMMITTEE AND OF THE BOARD OF DIRECTORS, AS WELL AS TO THE DIRECTOR IN CHARGE FOR THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM (CRITERION 7.C.5., LETT. F);

A document called "Internal Audit Activities and Results (IAAR)" is drawn up on a quarterly basis in order to provide the Corporate Bodies and the Senior Management with an overall assessment on the Internal Controls System. This document includes not only the above mentioned assessment, but also information on the audit activities performed, on the main risks arisen and on the corrective mitigation actions. In addition, an update on the progress status of the annual Plan is provided.

HAS PREPARED TIMELY REPORTS ON PARTICULARLY SIGNIFICANT EVENTS (CRITERION 7.C.5., LETTER E) AND HAS SUBMITTED THEM TO THE CHAIRMEN OF THE BOARD OF STATUTORY AUDITORS, OF THE CONTROL AND RISKS COMMITTEE AND OF THE BOARD OF DIRECTORS, AS WELL AS TO THE DIRECTOR IN CHARGE FOR THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM (CRITERION 7.C.5., LETT. F);

The Head of the Internal Audit Department sends to the Board of Statutory Auditors the Audit Reports rated “poor”. In any case he can also forward to the Internal Controls and Risks Committee and to the Board of Statutory Auditors further Audit Reports including significant criticalities or relating to particularly interesting topics.

HAS VERIFIED, IN COMPLIANCE WITH THE AUDIT PLAN, THE RELIABILITY OF THE INFORMATION TECHNOLOGY SYSTEMS, INCLUDING THOSE RELATED TO ACCOUNTING PROCESSES (CRITERION 7.C.5., LETT. G).

The Group’s Audit Plan is prepared on the basis of the Risk Assessment results, in compliance with the guidelines of Group Audit. The Group’s Audit Plans also take into account the requests of Regulators and Corporate Bodies.

The Audit Plan of UniCredit S.p.A. is drafted as part of a Multi-year Audit Plan of 5 years on the basis of mandatory audits and the risk assessment of the Audit Universe (AU) of UniCredit S.p.A. The Multi-year Audit Plan is revised annually on the basis of the risk assessment; through the Plan it is possible to cover in an efficient and effective manner the AU, in line with the risks of the Bank. The above mentioned Plans include IT audit activities.

QUANTIFY THE FINANCIAL RESOURCES AVAILABLE FOR THE HEAD OF THE INTERNAL AUDIT FUNCTION FOR THE FULFILMENT OF HIS TASKS.

The Head of the Internal Audit Function is provided with an appropriate annual budget submitted to the competent corporate bodies for approval.

INDICATE THE MAIN ACTIVITIES PERFORMED BY THE HEAD OF THE INTERNAL AUDIT FUNCTION DURING THE PERIOD.

In 2012 the Head of the Internal Audit Function, in compliance with the guidelines defined by the Board of Directors, performed audits both on the central structure of the Parent Company and on the Subsidiaries, according to the provisions included in the Group’s Audit Standards. The results were reported to the competent Bodies.

The Head of the Internal Audit Function also carried out steering, coordination and control activities regulating, coordinating and monitoring the audit activities performed by the Audit Functions of the Group; in addition he updated the existing standard and policies in order to better support the audit process in the planning, performance, reporting and monitoring steps.

In 2012 the organizational structure dedicated to the development of the “Audit Quality Review” program continued performing its activities. In addition, following a request of the Internal Controls and Risks Committee, in September 2012 a Quality Assurance Review (QAR) of the activities carried out by the Internal Audit Function of the Bank was performed. The engagement was assigned to an external qualified and independent company. The final result of the external assessment – concluded in January 2013 – showed the overall compliance with the International Standards for the Professional Practice of Internal Auditing.

INDICATE WHETHER THE INTERNAL AUDIT FUNCTION MAY BE ENTRUSTED, AS A WHOLE OR BY BUSINESS SEGMENTS, TO A PERSON EXTERNAL TO THE ISSUER, PROVIDED, HOWEVER, THAT IT IS ENDOWED WITH ADEQUATE PROFESSIONALISM, INDEPENDENCE AND ORGANIZATION.

IN CASE OF ADOPTION OF SUCH ORGANIZATIONAL CHOICES, INDICATE THE NAME OF THIS PERSON, HIS/HER RELATIONSHIP WITH THE ISSUER AND THE REASONS FOR THE OUTSOURCING (CRITERION 7.C.6.).

Since 1 November 2010 the outsourcing agreement for the performance of internal audit activities has been in force between UniCredit S.p.A. and UniCredit Audit S.c.p.A. (subsidiary). The agreement related to the audits of processes and structures of the Bank responsible for the Italian perimeter. In the framework of the wider reorganization and streamlining of the Group's Italian perimeter in December 2012 the Board of Directors decided to merge UniCredit Audit S.c.p.A. with UniCredit S.p.A. with effect from 1 March 2013.

### **11.3. ORGANIZATION MODEL as per Legislative Decree no. 231/2001**

INDICATE WHETHER THE ISSUER AND ITS STRATEGICALLY RELEVANT SUBSIDIARIES ADOPTED AN ORGANIZATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE NO. 231/2001.

IF SO, BRIEFLY ILLUSTRATE THE MODEL, SPECIFYING, IN PARTICULAR, THE CRIMES THAT THE MODEL INTENDS TO PREVENT AND THE COMPOSITION OF THE CONTROLLING BODY HOLDING RESPONSIBILITY FOR OVERSEEING THE FUNCTIONING OF AND COMPLIANCE WITH THE MODEL, TO THAT REGARD STATING WHETHER THE ISSUER HAS ASSESSED THE ADVISABILITY OF ENTRUSTING THE BOARD OF STATUTORY AUDITORS WITH THE DUTIES PERTAINING TO THE SUPERVISORY BODY (COMMENT TO ART. 7 OF THE CODE).

On 4 May 2004 the Board of Directors approved an "Organization Model" for UniCredit that had a first update in 1 August 2008 and a new further update in 30 September 2010.

Currently the Model is comprised of:

- a document – the "UniCredit S.p.A. Organization and Management Model" – divided into four sections: the first illustrating the aims and contents of the legislation related to the corporate administrative liability, the second concerning the "governance model" and the "organizational structure" of the Company, the third section focussing on the contents of the Model and the fourth one containing the "Conduct guidelines";
- the reference law and regulatory framework, inclusive of a brief description of the cases that involve banking activity in general;
- "decision-making protocols", some of them contain the rules to be complied with in performing activities at risk, for each of the Organization Structures of the company where the risk of committing crimes was detected and some others are addressed to all employees in relation to crosswise activities and risks;
- "Spending regulations", already previously in force, identifying procedures for managing financial resources in such a way as to prevent criminal activities.

While employees who perform activities defined as being at risk are required to respect a specific set of rules as per the decision-making protocols, the "UniCredit S.p.A. Organisation and Management Model" addresses all UniCredit employees, regardless of the unit or department in which they work.

All employees are therefore required to respect the principles contained in the organisation model, and in particular to report to the 231 Supervisory Body (a collective body chaired, during the period, by seven members of whom two non-executive and independent Directors, amongst whom the Chairman is chosen and five executives in “apical” positions with guidance, support and control functions, with the task of overseeing the functioning of and compliance with the model, and of keeping it up to date) any information concerning the breach of the rules of the Model or relating to criminal activities.

At present, among the issues on the agenda of the Board of Directors meetings, the issue of the possible awarding of the duties pertaining to the Supervisory Body to the Board of Statutory Auditors has not been included.

#### **11.4. AUDITING FIRM**

SPECIFY THE FOLLOWING INFORMATION:

- NAME OF THE AUDITING FIRM IN CHARGE OF AUDITING;
- DATE OF THE ASSIGNMENT;
- EXPIRY DATE OF THE ASSIGNMENT.

The Shareholders’ Meeting on 11 May 2012 resolved the assignment to the audit firm Deloitte & Touche S.p.A. for the financial years 2013-2021 of the statutory accounting supervision of the UniCredit financial statements and consolidated financial statements, of the limited review of the condensed six monthly (interim) stand alone and consolidated financial statements as well as the assignment to check that the Company accounting is kept properly and that the accounting entries accurately reflect operations.

The report of the external auditing firm also contains the opinion expressed by the same pursuant to Sec. 123/bis of the TUF.

#### **11.5. MANAGER CHARGED WITH PREPARING A COMPANY’S FINANCIAL REPORTS AND OTHER ROLES AND BUSINESS FUNCTIONS**

INDICATE THE NAME OF THE MANAGER CHARGED WITH PREPARING A COMPANY’S FINANCIAL REPORTS, SPECIFYING HIS/HER ROLE IN THE ISSUER

The Manager charged with preparing a company’s financial reports is Ms. Marina Natale, Chief Financial Officer of UniCredit.

INDICATE THE PROFESSIONAL REQUIREMENTS AND MECHANISM FOR THE APPOINTMENT OF THE MANAGER CHARGED WITH PREPARING A COMPANY’S FINANCIAL REPORTS, AS PER THE ARTICLES OF ASSOCIATION.

In compliance with Clause 34 of UniCredit S.p.A.’s Articles of Association, the Manager charged with preparing a company’s financial reports is appointed by the Board of Directors - subject to the mandatory favourable opinion of the Board of Statutory Auditors, and for a maximum term of three years; this person is chosen from among company executives possessing all of the following professional qualifications:

- a) degree (or equivalent) in economics, business administration or finance, earned in Italy or abroad;

- b) at least three years' experience as head of an internal structure devoted to the preparation of the financial statements, or as the Chief Financial Officer of a listed Italian or overseas joint stock company (or equivalent) (including UniCredit and its subsidiaries);
- c) employment rank at the time of appointment as an executive or higher.

INDICATE THE POWERS AND RESOURCES AT THE DISPOSAL OF THE MANAGER CHARGED WITH PREPARING A COMPANY'S FINANCIAL REPORTS.

In performing his duties, the Manager charged with preparing a company's financial reports may rely on the cooperation of all the UniCredit Group's structures.

The Board of Directors ensures that the Manager charged with preparing a company's financial reports is granted the powers and resources required to perform the duties attributed as per current legislation, and respects all the relevant administrative and accounting procedures.

INDICATE NAME, ROLE, PROCEDURES FOR THE APPOINTMENT, POWERS AND RESOURCES OF THE MANAGERS' ROLES AND ANY OTHER BUSINESS FUNCTIONS WITH SPECIFIC TASKS IN RELATION TO INTERNAL CONTROL AND RISK MANAGEMENT (PRINCIPLE 7.P.3, LETT. C).

With reference to the specification of the role of the other business functions with specific tasks in relation to internal control and risk management, please refer to the information given within the description of the main characteristics of the internal control and risk management system (Criterion 7.C.1., lett. d).

In detail, the Heads of the "competence lines" have specific guidance and controlling authority in particular with reference to the definition of budget objectives, policies and guidelines/models and the monitoring of the implementation of the relevant policies and models.

The responsibilities of the Compliance, Risk Management and Audit functions are described in the company regulations of UniCredit S.p.A. (Organizational Book together with the Application Structure related to the same).

Furthermore, the interactions between the Compliance and Risk Management functions have been defined through the issuing of a specific "Service Order" and a specific "Global Policy" ("Relationships between Compliance and Internal Audit", issued on June 2012), in order to revise total / integrate the regulation on the definition of the relationships between those functions, as well as to initiate any necessary action to strengthen the internal control system of the Group,

## **11.6. COORDINATION BETWEEN THE SUBJECTS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

INDICATE WHETHER THE ISSUER GIVES INSTRUCTIONS ON THE COORDINATION BETWEEN THE VARIOUS SUBJECTS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM (BOARD OF DIRECTORS, THE DIRECTOR IN CHARGE OF THE TASK OF ESTABLISHING AND MAINTAINING AN EFFECTIVE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM, THE CONTROL AND RISKS COMMITTEE, THE OFFICER IN CHARGE OF INTERNAL AUDIT, THE EXECUTIVE RESPONSIBLE FOR THE PREPARATION OF THE COMPANY'S ACCOUNTING AND CORPORATE DOCUMENTS AND OTHER ROLES AND BUSINESS FUNCTIONS HAVING SPECIFIC TASKS WITH REGARD TO INTERNAL CONTROL AND RISKS MANAGEMENT, THE BOARD OF STATUTORY AUDITORS) (PRINCIPLE 7.P.3.).

IF SO, DESCRIBE BRIEFLY THIS TYPE OF COORDINATION.

The interaction between the corporate bodies involved in the risk control and management system was described in the dedicated paragraphs of this Report. In general, the link between them, given that the applicable regulations on the tasks assigned to them are complied with, was designed in order to avoid overlaps or deficiencies as well as to avoid any changes (included material ones) in the primary responsibilities of the corporate bodies in relation to the control and risk management system.

As regards the interrelations between the second and third level control functions, they are included in the more general framework of active and constant cooperation, mentioned in specific internal regulations and arising from:

- **the participation in the definition and/or update process of the internal regulations** relating to risks and controls. In this regard, the control functions give their contribution according to their area of competence;
- **information flows** through the exchange of documents or data also used in Managerial Committees – established within UniCredit S.p.A. – and in work groups on related topics;
- **the participation in Managerial Committees** – established within UniCredit – of various parties, regularly or upon request, or as member or permanent guests, e.g. Business Executive Management Committee, Executive Management Committee, Group Risk Committee, Group Operational & Reputational Risks Committee, Product Committee, Internal Control Coordination Committee, Internal Control Business Committee;
- **the participation in working groups**, established each time in relation to topics concerning risks and controls.

## 12. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

BRIEFLY ILLUSTRATE THE PROCEDURES FOR TRANSACTIONS WITH RELATED PARTIES APPROVED BY THE BOARD OF DIRECTORS IN COMPLIANCE WITH THE PROVISIONS OF THE CONSOB RELATED PARTIES REGULATION AND/OR INDICATE THE RELEVANT WEB PAGE WHERE THE PROCEDURE IS AVAILABLE ON THE ISSUERS' WEBSITE.

In compliance with the Regulation issued by CONSOB, with Resolution no. 17221 dated 12 March 2010 and subsequent updates, setting out provisions concerning transactions with related parties ("CONSOB Related Parties Rules"), the Board of Directors of UniCredit has adopted on 9 November 2010, with the unanimous positive opinion of the Committee of Independent Directors for transactions with related parties set up under the perimeter of the Internal Controls & Risks Committee ("Sub-Committee Related-Parties Transactions"), specific procedures to manage all related parties transactions which should be implemented directly or through its subsidiaries ("Procedures for the management of transactions with related parties").

In compliance with the provisions of the CONSOB Related Parties Rules the above procedures must identify:

- a) the perimeter of related parties of UniCredit;
- b) the most significant transactions with related parties;
- c) the exemption and exclusion cases the Company wants to apply;
- d) the requirements of independence that the Directors must meet to be qualified as independent;
- e) the methods by which transactions with related parties are set up and approved as well as the rules with regards to the hypotheses where the company should examine and approve transactions implemented by Italian or foreign subsidiaries with its related parties;
- f) the terms and conditions whereby independent Directors, as well as administrative and auditing bodies, are provided with the information on transactions on related parties, along with all relevant documentation, prior to the resolutions, during and after their implementation;
- g) the choices made by the company with regards to options, other than those specified in the above letters, submitted to the evaluation of the Company.

The "Procedures for the management of transactions with related parties" came fully into force on 1 January 2011, provided that the transparency rules established by the CONSOB Regulation are in force since 1 December 2010.

On 31 January 2012 the Board of Directors of UniCredit, following the assessment of the adequacy of the "Procedures for the management of transactions with related parties" to be yearly carried out - with the unanimous positive opinion of the Sub-Committee Related-Parties Transactions - resolved the update of the aforesaid procedures (effective from 1° March 2012) taking into account, inter alia, the efficacy demonstrated in the practical application.

On 19 February 2013, the Board of Directors of UniCredit, resolved the establishment of the Related Parties and Equity Investments Committee (the "Committee"), replacing the above mentioned Sub-Committee, leaving unchanged duties and responsibilities already.

The current version of the "Procedures for the management of transactions with related parties" is available on the UniCredit website<sup>19</sup>.

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<sup>19</sup> The address of the UniCredit website where the procedures for the management of transactions with related parties are available is as follows:  
<http://www.unicreditgroup.eu/en/governance/transactions-with-related-parties.html>

Further, on 25 June 2012 and on 18 December 2012, the UniCredit Board of Directors resolved to approve respectively the “Procedures for the management of risk activities and conflicts of interest with associated persons” and the “Internal controls policy” pursuant to the new provisions for the prudential supervision of banks issued by Banca d’Italia and entered into force from 31 December 2012.

The current version of the “Procedures for the management of risk activities and conflicts of interest with associated persons” is available on the UniCredit website<sup>20</sup>.

INDICATE WHETHER THE BOARD OF DIRECTORS ADOPTED SPECIAL OPERATING SOLUTIONS SUITABLE FOR FACILITATING THE IDENTIFICATION AND ADEQUATE HANDLING OF SITUATIONS IN WHICH A DIRECTOR HOLDS AN INTEREST ON HIS/HER BEHALF OR ON BEHALF OF THIRD PARTIES.

Unaffected the compliance to the principle set out in Art. 2391 of the Italian Civil Code concerning the interests of company Directors, the Company also has to comply with Sec. 136 of Leg. Decree no. 385/93 concerning obligations of banks corporate officers, according to which such officers cannot execute any obligation, directly or indirectly, with the bank they administer, manage or control, unless it is approved unanimously by the administrative body and with the favourable vote of the members of the controlling body, and subject to the requirements of the Italian Civil Code regarding the interests of company Directors. Accordingly, corporate officers are required to report the names of individuals or companies with whom they have entered into relations that might constitute an indirect obligation.

In the event of a transaction executed with a Related Party, being also a Bank Officer or a party relating to such, the same falls under the provisions of Sec. 136 of Legislative Decree no. 385/93. As such, the Board of Directors of UniCredit must unanimously approve the transaction, with the positive opinion of the members of the Board of Statutory Auditors, specifying in the resolution the reasons with regards to the company’s interest on the completion of the transaction, as well as the value and the substantive correctness of the relevant conditions. The Related Parties and Equity Investments Committee must be assured a timely and complete flow of information with regards to the transaction falling under the provision of the methods envisaged for greater or lesser relevance transactions.

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<sup>20</sup> The address of the UniCredit website where the procedures for the management of risk activities and conflicts of interest with associated persons are available is as follows:  
<http://www.unicreditgroup.eu/en/governance/transactions-with-related-parties.html>



### 13. APPOINTMENT OF STATUTORY AUDITORS

#### ILLUSTRATE THE PROVISIONS APPLICABLE TO THE APPOINTMENT AND SUBSTITUTION OF STATUTORY AUDITORS.

In compliance with Clause 30 of the UniCredit S.p.A. Articles of Association, and pursuant to the applicable legal provisions, effective and stand-in members of the Board of Statutory Auditors are appointed on the basis of slates submitted by legitimate parties in compliance with the gender composition criteria provided by Law no. 120/2011 and on which candidates are listed with a progressive number. At least the first two candidates for the seat as effective Auditor and at least the first candidate for the seat as stand-in Auditor given in the respective directories must be listed in the Rolls of Auditors and have undertaken the legal auditing of accounts for a period of no less than three years. No candidate may appear in more than one list, or shall otherwise be disqualified.

The slates containing the names of the candidates, listed with a progressive number, must be filed at the Company Registered Office or the Head Office no later than on the twenty-fifth day prior to the date of the Shareholders' Meeting and made available to the public at the Registered Office, on the Company's website and through other channels provided for under prevailing laws, at least twenty-one days prior to the date of the Shareholders' Meeting, by sufficient legitimate parties that represent at least 0.5% of ordinary share capital bearing voting rights at the Ordinary Shareholders' Meeting, at the time the lists are presented.

The lists for the appointment of members of the Board of Statutory Auditors are divided in two directories, containing respectively up to 5 candidates for the seat as effective Auditor and up to 4 for that of stand-in Auditor.

With regard to the appointment of effective Auditors, the votes obtained by each slate are subsequently divided by one, two, three, four and five. The ratios thus obtained are allocated progressively to the candidates in the first sub-list of each slate in the order foreseen by the slate concerned, and are arranged in just the one schedule in descending order. Those obtaining the highest ratios are elected as effective Auditors.

Given the above, the first three candidates of the slate obtaining the majority of the votes are in any case elected. Should four or more candidates from one slate obtain the highest ratios, only the first three shall be elected, while the fourth and fifth elected persons shall be those who obtain the highest ratios out of those belonging to the slates of minority.

With regard to the appointment of the stand-in Auditors, the votes obtained by each slate are subsequently divided by one, two, three and four. The ratios thus obtained are allocated progressively to the candidates in the second sub-list of each slate in the order foreseen by the slate concerned, and are arranged in just the one schedule in descending order. Those obtaining the highest ratios are elected as stand-in Auditors.

The above remaining firm, the first two candidates of the slate that have obtained the majority of the votes are in any case elected. Should three or more candidates of one slate obtain the highest ratios, the first two of them shall in any case be elected. In whatever case the third and fourth elected persons shall be those who, amongst the persons belonging to the minority slates, have obtained the highest ratios.

In the event of two or more ratios amongst candidates as effective Auditor and/or stand-in Auditor being level, the candidate from the slate that has obtained the highest number of votes shall take priority – and if the number votes is equal, the oldest candidate shall then take priority.

In the event of substitution of an effective Auditor, he shall be replaced by the stand-in Auditor on the same slate indicated by the outgoing Auditor, in abidance by the requirement concerning the minimum number of members registered in the Rolls of Auditors having undertaken the legal auditing of accounts and by the principle of balance between the genders.

The candidate who has obtained the highest share of votes among the candidates belonging to the slate that obtained the highest number of votes among the minority slates shall be elected by the Shareholders' Meeting as Chairman of the Board of Statutory Auditors.

## 14. COMPOSITION AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS (as per Sec. 123/bis, paragraph 2, letter d), TUF)

PROVIDE DETAILS CONCERNING THE COMPOSITION AND THE FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS.

IN PARTICULAR, INDICATE THE COMPOSITION OF THE BOARD OF STATUTORY AUDITORS AT THE END OF THE PERIOD, USING THE SCHEDULE NO. 3 IN THE APPENDIX, SPECIFYING THE FOLLOWING INFORMATION:

- DATE OF THE ORDINARY SHAREHOLDERS' MEETING APPOINTING THE BOARD OF STATUTORY AUDITORS, SPECIFYING THE NUMBER OF THE SLATES PRESENTED, AS WELL AS, FOR EACH OF THEM, THE PERSONS WHO PRESENTED THEM, ANY RELATIONSHIP OF AFFILIATION WITH THE OTHER SLATES, THE LIST OF CANDIDATES, THE LIST OF APPOINTED AND THE PERCENTAGE OF VOTES OBTAINED IN RELATION TO THE VOTING CAPITAL;
- EXPIRY DATE OF THE BOARD OF STATUTORY AUDITORS;
- PERSONAL AND PROFESSIONAL CHARACTERISTICS OF EACH AUDITOR (SEC. 144/DECIES OF THE CONSOB ISSUERS RULES)
- NUMBER OF THE BOARD OF STATUTORY AUDITORS' MEETINGS HELD DURING THE PERIOD;
- AVERAGE DURATION OF THE BOARD OF STATUTORY AUDITORS' MEETINGS;
- EFFECTIVE ATTENDANCE OF EACH STATUTORY AUDITORS TO THE MEETINGS HELD;
- NUMBER OF BOARD OF STATUTORY AUDITORS' MEETINGS PLANNED DURING THE CURRENT YEAR, SPECIFYING THE NUMBER OF MEETING ALREADY HELD;
- NAME OF THE STATUTORY AUDITORS WHO TERMINATED THEIR POSITIONS DURING THE PERIOD
- ANY CHANGES TO THE COMPOSITION OF THE BOARD OF STATUTORY AUDITORS AFTER THE CLOSING OF THE PERIOD.

The effective and stand-in members of the Board of Statutory Auditors in office were appointed by the Ordinary Shareholders' Meeting of 22 April 2010 for the financial years 2010, 2011 and 2012 and will expire on the date of the Shareholders' Meeting called to approve the 2012 financial statements. The composition of the Board of Statutory Auditors is given in Schedule no. 3 "Board of Statutory Auditors structure" of the Appendix to this Report.

According to the provisions of Clause 30 of the UniCredit's Articles of Association and in compliance with the laws and regulations in force at that time, the Board has proposed to the aforesaid Shareholders' Meeting of 22 April 2010 the appointment of the members of the Board of Statutory Auditors of UniCredit on the basis of slates submitted by the shareholders who individually or collectively with other shareholders represented at least 0.5% of the share capital with voting rights at Ordinary Shareholders' Meetings.

Two slates of candidates had been presented, filed and published according to the deadline and ways provided by the current provisions and the Articles of Association; in particular:

- Slate no. 1 presented by the Shareholder Fondazione Cassa di Risparmio di Verona, Vicenza, Belluno e Ancona, holder of 960,640,608 ordinary shares, equal to 4.98% of the ordinary share capital:

effective Auditors

1. Mr. Cesare Bioni
2. Mr. Vincenzo Nicastro
3. Mr. Michele Rutigliano
4. Ms. Claudia Cattani
5. Mr. Alessandro Trotter

stand-in Auditors

1. Mr. Paolo Domenico Sfameni
2. Mr. Giuseppe Verrascina

- Slate no. 2 presented by the Shareholders: Allianz Global Investors Italia Sgr S.p.A., Aletti Gestielle SGR S.p.A., BNP PARIBAS Asset Management S.G.R. S.p.A., Eurizon Capital S.G.R. S.p.A., Eurizon Capital SA – Eurizon Easy Fund Equity Europe, Eurizon Easy Fund Equity Euro, Eurizon Easy Fund Equity Italy, Eurizon Easy Fund Equity Financial, Fideuram Investimenti S.G.R. S.p.A., Fideuram Gestions SA - Fonditalia Equity Europe, Fonditalia Euro Financials, Fonditalia Equity Italy, Fideuram Fund Equity Italy, Fideuram Fund Equity Europe, Fideuram Fund Equity Europe Value, Interfund Sicav, Arca S.G.R. S.p.A., PGGM Global Equity PF Fund, Anima S.G.R. S.p.A., Mediolanum International Funds - Challenge Funds, Mediolanum Gestione Fondi SGR S.p.A., Kairos Partners S.G.R. S.p.A., Ersel Asset Management S.G.R. S.p.A., Stichting Pensioenfonds ABP, Stichting Depository APG Developed Markets Equity Pool, who together held 160,927,459 ordinary shares equal to 0.835% of the ordinary share capital:

effective Auditors

1. Mr. Maurizio Lauri
2. Mr. Marco Ventoruzzo
3. Mr. Mario Stella Richter
4. Mr. Roberto Lonzar
5. Mr. Giuliano Lemme

stand-in Auditors

1. Mr. Massimo Livatino
2. Mr. Stefano Zambon

Together with each list, *inter alia*, the Shareholders have presented and filed according to the deadline and terms envisaged by prevailing laws and Clause 30 of the Articles of Association, as well as taking into account the CONSOB Resolution no. DEM/9017893 dated 26 February 2009, the following documentations:

1. a statement of each candidate irrevocably accepting his/her position and his/her possible appointment as Statutory Auditors or stand-in Auditors and also attesting that there was no reason for their ineligibility or incompatibility, and that they met the professional experience, integrity and independence requirements envisaged by the current laws and regulatory provisions, with:
  - *curriculum vitae* of each candidate containing information on personal and professional characteristics;
  - list of the supervisory and controlling offices held in other companies by each candidate.

Moreover the Shareholders who have presented the Slate no. 2 have contextually declared the absence of connection with other shareholders who held also jointly a control or relative majority participation in UniCredit.

Information on the personal and professional characteristics of each candidate, showed in their *curricula* together with the list of the supervisory and controlling offices held in other companies were made available at the UniCredit website (<http://www.unicreditgroup.eu/en/governance/shareholders-meeting.html>).

The Shareholders' Meeting of 22 April 2010 appointed the new Board of Statutory Auditors, comprised of five effective Auditors, and two stand-in Auditors, as follows:

- by the Slate no.1, that has obtained the relative majority of the Shareholders' votes, equal to 71.353% of the share capital represented at the Shareholders' Meeting, corresponding to 27.857% of the ordinary share capital, have been appointed the following Auditors:

effective Auditors

1. Mr. Cesare Bioni
2. Mr. Vincenzo Nicastro

stand-in Auditors

1. Mr. Paolo Domenico Sfameni

3. Mr. Michele Rutigliano

- by the Slate no. 2, that has obtained the 26.283% of the share capital represented at the Shareholders' Meeting, corresponding to 10.261% of the ordinary share capital, have been appointed the following Auditors:

effective Auditors

stand-in Auditors

- |                                  |                         |
|----------------------------------|-------------------------|
| 4. Mr. Maurizio Lauri (Chairman) | 2. Mr. Massimo Livatino |
| 5. Mr. Marco Ventoruzzo          |                         |

All the members of the Board of Statutory Auditors meet the requirements as set forth by the current laws and regulatory provisions. As regards the personal and professional characteristics of the Board of Statutory Auditors' members, reference is made to the information published on the UniCredit website<sup>21</sup>.

During the year 2012, the Board of Statutory Auditors met 47 times.

The Board of Statutory Auditors meetings lasted for an average of 4,53 hours.

The attendance of the Statutory Auditors to the Board of Statutory Auditors meetings during the Period – as shown in the schedule no. 3 “Board of Statutory Auditors structure” in the Appendix to this Report – was the following: Mr. Maurizio Lauri (Chairman) 100%; Mr. Cesare Bisoni 100%; Mr. Vincenzo Nicastro 97,87%; Mr. Michele Rutigliano 100% and Mr. Marco Ventoruzzo 87,23%.

The Board of Statutory Auditors in force will cease on the day of the Ordinary Shareholders' Meeting called to approve the financial statements as at 31 December 2012.

With reference to the current year, 17 meetings of the Board of Statutory Auditors have been scheduled (up to the date of 11 May 2013, the day of the Ordinary Shareholders' meeting who will appoint the “new” Board of Statutory Auditors). As at 15 March 2013, 10 meetings have been held.

There were no changes to the composition of the Board of Statutory Auditors during the year 2012.

INDICATE WHETHER THE BOARD OF STATUTORY AUDITORS:

- HAS VERIFIED THE INDEPENDENCE REQUIREMENTS OF ITS MEMBERS AT THE FIRST OCCASION FOLLOWING THEIR APPOINTMENT, SPECIFYING THE EVALUATION CRITERIA EFFECTIVELY APPLIED (SEC. 144/NOVIES, PARAGRAPH 1/BIS, OF CONSOB ISSUERS RULES AND CRITERION 8.C.1.);
- HAS VERIFIED THE EXISTENCE, DURING THE PERIOD, OF THE INDEPENDENCE REQUIREMENTS OF ITS MEMBERS (CRITERION 8.C.1.);
- WITH REFERENCE TO THE ABOVEMENTIONED EVALUATIONS, HAS APPLIED (*INTER ALIA*) ALL THE CRITERIA PROVIDED BY THE CODE IN RESPECT OF THE INDEPENDENCE OF DIRECTORS (CRITERION 8.C.1.);
- EXPOSE THE RESULTS OF THE CHECKS/TESTS CARRIED OUT (CRITERION 8.C.1.).

Following their appointment, the Board of Statutory Auditors checked the existence of the independence requirements of each member provided for by Section 3 of the Corporate Governance Code and the related Enforcement Criteria and also evaluated the existence of the requirements set out by the Consolidated Financial Law (TUF). Since the assessment pursuant the provisions of said Code must be carried out vis-à-vis both the Directors and the Statutory Auditors,

<sup>21</sup> The address of the UniCredit website where the information concerning the Auditors is available is as follows: <http://www.unicreditgroup.eu/en/governance/board-of-Statutory-auditors.html>

the Board of Statutory Auditors, for the last time on 13 February 2013, keeping in mind the above provisions of the Code, confirmed the existence of the independence requirements of its members.

As far as the position of the Statutory Auditor Mr. Nicastro, who has held a position as Statutory Auditor in the Company for over 9 of the previous 13 years, the Board of Statutory Auditors – in relation to the Statutory Auditor's role since 2002, who has managed the Board's activities rigorously and independently – considered that Mr. Nicastro's tireless efforts in this respect should legitimately qualify as an indicator of his independence, despite the number of years he has held the office of Board of Statutory Auditors member.

INDICATE ANY FURTHER CRITERIA, IN ADDITION TO THOSE ESTABLISHED BY SEC. 148, PARAGRAPH 3, OF THE TUF, TO THOSE PROVIDED BY ANY APPLICABLE SECTOR LAWS, AS WELL AS BY THE CODE, THAT THE BOARD OF STATUTORY AUDITORS MIGHT HAVE APPLIED.

No further Criteria were applied to the evaluation of the existence of the independence requirement in addition to those established by Sec. 148, paragraph 3, of the TUF and by the Code.

INDICATE WHETHER THE CHAIRMAN OF THE BOARD OF DIRECTOR HAS MADE SURE THAT THE AUDITORS MAY PARTICIPATE, UPON APPOINTMENT AND DURING THE MANDATE, TO THE INITIATIVES AIMED PROVIDING THEM WITH ADEQUATE KNOWLEDGE OF THE FIELD OF ACTIVITY IN WHICH THE ISSUER, OPERATES, ITS DYNAMICS AND THEIR EVOLUTION, AND THE REGULATORY FRAMEWORK (CRITERION 2.C.2.).  
IF SO, DESCRIBE THESE INITIATIVES BRIEFLY.

The Board of Statutory Auditors attends regular meetings with the Chairman of the Board of Directors and with the Chief Executive Officer for a mutual exchange of information.

Further, for the sake of completeness, attention is brought to the fact that the Board of Statutory Auditors always attended the Board of Directors meetings. Moreover, Chairman of the Board of Statutory Auditors attended all the Internal Controls & Risks Committee meetings, except for one meeting which another Member of the Board of Statutory Auditors was designated for.

INDICATE WHETHER THE ISSUER REQUIRES AUDITORS WHO HAVE AN INTEREST, EITHER DIRECTLY OR ON BEHALF OF THIRD PARTIES, IN A CERTAIN TRANSACTION OF THE ISSUER, TO PROVIDE TIMELY AND EXHAUSTIVELY INFORMATION TO THE OTHER AUDITORS AND THE CHAIRMAN OF THE BOARD OF DIRECTORS ABOUT THE NATURE, TERMS, ORIGIN AND EXTENT OF THEIR INTEREST. (CRITERION 8.C.3.).

The special authorisation procedure set out in Sec. 136 of Leg. Decree no. 385 dated 1 September 1993 applies to direct or indirect obligations of any kind or to the purchase or sale agreements executed by members of the Board of Statutory Auditors with the bank for which they perform their duties.

INDICATE WHETHER THE BOARD OF STATUTORY AUDITORS, IN THE FRAMEWORK OF ITS ACTIVITIES, OPERATES IN COORDINATION WITH THE INTERNAL AUDIT FUNCTION AND WITH THE CONTROL AND RISK COMMITTEE (AS CONSISTING) (CRITERIA 8.C.4. AND 8.C.5.).  
IF SO, INDICATE HOW

In performing its duties, the Board of Statutory Auditors coordinated with the Internal Audit function and the Internal Controls & Risks Committee, through on-going dialogue and the

exchange of information, as well as the participation of its Chairman in meetings of the aforesaid Committee.

## 15. RELATIONS WITH SHAREHOLDERS

INDICATE WHETHER THE ISSUER ALLOCATES A SPECIFIC READILY RECOGNISABLE AND EASY TO ACCESS SECTION OF ITS WEBSITE TO PROVIDING INFORMATION CONCERNING THE ISSUER THAT MAY BE USEFUL TO SHAREHOLDERS, SO AS TO ALLOW SHAREHOLDERS AN INFORMED EXERCISE OF THEIR RIGHTS.

In order to foster the dialogue with the institutional and private investors, the analysts and the rating agencies as well as maintaining a constant flow of information towards the market, UniCredit S.p.A. has devoted special, readily recognisable and easy to access sections of its website (*Governance and Investors*), to provide information on its governance structure and the internal organisation of the company, in order to ensure shareholders an informed exercise of their rights, as well as economic-financial information, data and up-to-date documents of interest to the generality of shareholders.

All documents and information are supplied in both Italian and English.

INDICATE WHETHER A PERSON HAS BEEN APPOINTED TO HANDLE RELATIONS WITH SHAREHOLDERS (INVESTOR RELATIONS MANAGER) (CRITERION 9.C.1.).  
IF SO, INDICATE THE PERSON'S NAME.

INDICATE WHETHER CONSIDERATION HAS BEEN GIVEN TO ESTABLISHING A BUSINESS STRUCTURE RESPONSIBLE FOR HANDLING SHAREHOLDER RELATIONS. (CRITERION 9.C.1.).  
IF SO, INDICATE IF SUCH STRUCTURE HAS BEEN ESTABLISHED.

There is a business structure in charge of managing institutional investor relations (the Group Investor Relations Unit, allocated to the Planning, Finance and Administration Department), which can be contacted as follows:

### **Andrea Maffezzoni - Head of Group Investors Relations**

#### **Laura Spotorno**

IR Manager, Head of Equity Investors Relations  
tel. +39 02 8862 2482

#### **Christian Kühner**

Head of Rating Agencies and FI Relations  
tel. +39 02 8862 2850

#### **Iacopo Valdinoci**

IR Manager, Head of Analysis  
tel. +39 02 8862 3077

#### **Ilenia Casetta**

Investor Relations Manager  
+39 02 88623493

#### **Domenico Pileri**

Investor Relations Manager  
tel. +39 02 8862 2549

#### **Massimiliano Riggi**

Investor Relations Manager  
tel. +39 02 8862 3478

#### **Silvia Doniselli**

Investor Relations Officer  
tel. +39 02 8862 8364

#### **Andrea Pavoncello**

Investor Relations Officer  
tel. +39 02 8862 3298



**Angelo Di Cresce**  
Investor Relations Manager  
tel. +39 02 8862 2021

**Valeria Pozzi**  
Investor Relations Officer  
tel. +39 02 8862 3548

**Stefania Mantegazza**  
Investor Relations Manager  
tel. +39 02 8862 3820

**Donatella Vespa**  
Investor Relations Officer  
tel. +39 02 8862 8715

Shareholders can also communicate with the Company through its website, albeit not in real time.

INDICATE ANY ADDITIONAL ACTIVITIES UNDERTAKEN FOR ENSURING THAT ACCESS TO INFORMATION CONCERNING THE ISSUER THAT MAY BE IMPORTANT TO SHAREHOLDERS IS READILY AVAILABLE AND EASY TO ACCESS.

Specific business structures were set up some time ago to manage shareholder relations in general, and investor relations in particular, in accordance with regulatory requirements and internal rules concerning corporate communications.

More specifically, the unit that manages non-institutional shareholder relations can be contacted as follows:

Toll free number 800 307 307 (only for calls within Italy)    E-mail [azionisti@unicredit.eu](mailto:azionisti@unicredit.eu)    Fax +39 02 3801.7043

## **16. SHAREHOLDERS' MEETINGS (as per Sec. 123/bis, paragraph 2, letter c), of the TUF)**

DESCRIBE THE FUNCTIONING OF THE SHAREHOLDERS' MEETING, ITS MAIN POWERS, SHAREHOLDERS' RIGHTS AND TERMS OF THEIR EXERCISE, IF DIFFERENT FROM THE PROVISIONS OF LAWS AND REGULATIONS APPLICABLE IN A SUPPLEMENTARY WAY.

In compliance with the Articles of Association, a General Shareholders' Meeting is convened at least one a year within 180 days of the end of the financial year, in order to resolve upon the issues that prevailing laws and the Articles of Association make it responsible for. An Extraordinary Shareholders' Meeting is convened whenever it is necessary to resolve upon any of the matters that are exclusively attributed to it by prevailing laws.

Shareholders' Meetings are held in a single call in accordance with the provisions of law, unless the Articles of Association provide otherwise, and resolve with the majorities established by the prevailing laws. The Board of Directors, in its 29 January 2013 meeting, in order to maintain an adequate organizational flexibility resolved to submit to the Shareholders' Meeting the proposal to keep in the Articles of Association the possibility for the Board to provide, for single meetings, more than one call. The Shareholders' Meeting is convened, in accordance with legal and regulatory requirements, via a notice published on the Company's website, as well as through other channels provided for under prevailing laws and regulatory provisions and takes place at UniCredit's Registered Office, at its Head Office or in another location within Italy, as indicated in the Notice of Meeting.

The Agenda of the Shareholders' Meeting is established in accordance with legal requirements and the Articles of Association by whoever exercises the power to call a meeting.

The right to amend the Agenda may be exercised, in the situations, methods and time limits indicated in current regulations, by shareholders who individually or collectively represent at least 0.50% of the share capital.

Every ordinary share entitles its holder to one vote.

In order for a Shareholders' Meeting, along with the resolutions taken therein, to be valid, the relevant legal provisions must be complied with, except for the provision in Clause 5 of the Articles of Association, quoted in Section 2, letter f) of this Report.

Clause 23 of the Articles of Association, in compliance with the provisions set forth by the Article 2365 of the Italian Civil Code, has established that the Board of Directors may carry out resolutions regarding the following:

- adjustments made to the Articles of Association to comply with legal requirements;
- the merger by incorporation of companies in the situations foreseen by the Articles 2505 and 2505/bis of the Italian Civil Code;
- the de-merger of companies in the situations foreseen by the Article 2506/ter of the Italian Civil Code;
- the reduction of capital in the event of a shareholder withdrawing;
- decisions as to which Directors, in addition to those indicated in these Articles of Association, may represent the Company.

In compliance with the Articles of Association, and pursuant to the current provisions issued by Banca d'Italia concerning the remuneration and incentive policies and practices for the banks and banking groups, the Ordinary Shareholders' Meeting, in addition to establish the compensation payable to the bodies appointed by the same, approves: (i) the remuneration policies for the Directors, the employees or collaborators not linked to the Company by a subordinate working

relationship; (ii) equity based plans. In accordance with Sec. 123/ter of the TUF the Shareholders' Meeting resolves in favour or against the section of the report on remuneration explaining the Company's policy on the remuneration of the Board of Directors members, General Manager and executives with strategic responsibilities as well as the procedures used to adopt and implement this policy. Such resolution is not binding.

Pursuant to current provisions it is the holders of voting rights for whom notification has been received by the Company from the broker holding their accounts, within the time period established under law, who are entitled to attend the Shareholders' Meeting.

In accordance with the provisions of current laws, those who hold voting rights may arrange to be represented in the Shareholders' Meeting via proxy.

INDICATE ANY ACTIVITIES CARRIED OUT WITH A VIEW TO REDUCING RESTRICTIONS AND REQUIREMENTS MAKING IT DIFFICULT AND BURDENSOME FOR SHAREHOLDERS TO PARTICIPATE IN THE SHAREHOLDERS' MEETING AND EXERCISE THEIR VOTING RIGHT (I.E. POSTAL VOTING, ELECTRONIC BALLOTS, AUDIO/VISUAL COMMUNICATIONS).

The UniCredit Articles of Association already provide for the possibility for shareholders to participate remotely in Shareholder's Meetings via telecommunication means and to exercise their voting rights by using electronic means, referring the decision on the activation of said instruments to the Board of Directors with regard to single meetings.

INDICATE WHETHER SHAREHOLDERS CONTROLLING THE ISSUER (OR, IF THERE ARE NOT, SHAREHOLDERS WHO HAVE A SIGNIFICANT INFLUENCE ON IT) HAVE DISCLOSED TO THE PUBLIC WITH SUITABLE ADVANCED COMMUNICATION ANY PROPOSAL TO BE SUBMITTED TO THE SHAREHOLDERS' MEETING IN RELATION TO TOPICS ON WHICH DIRECTORS DID NOT MAKE A SPECIFIC PROPOSAL (COMMENT TO ART. 9 OF THE CODE)

No party exercises control over UniCredit pursuant to Sec. 93 of the TUF or has a significant influence on it.

INDICATE WHETHER THE BOARD OF DIRECTORS PROPOSED TO THE APPROVAL OF THE SHAREHOLDERS' MEETING RULES LAYING DOWN THE PROCEDURES TO BE FOLLOWED IN ORDER TO PERMIT THE ORDERLY AND EFFECTIVE CONDUCT OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS OF THE ISSUER. (CRITERION 9.C.3.).  
IF THE SHAREHOLDERS MEETING APPROVED SUCH RULES, DESCRIBE THE MAIN FEATURES OR, IF AVAILABLE ON THE WEBSITE OF THE ISSUER, INDICATE THE WEB PAGE.

Since 1998 the Shareholders' Meeting laid down rules aimed at ensuring the orderly and effective conduct of ordinary and extraordinary meetings. In June 2004, in light of the amendments introduced by Legislative Decree no. 6 (and following versions) dated 17 January 2003, the Ordinary Shareholders' Meeting approved a set of shareholders' regulations independent of the UniCredit S.p.A. Articles of Association so as to allocate competence for approving/changing the aforesaid rules to the Ordinary Shareholders' Meeting. On May 2008 the Ordinary Shareholders' Meeting approved amendments of some clauses of the Regulations Governing General Meetings in line with introduced modifications to the organizational structure and to the governance of UniCredit as well as with newly introduced regulatory provisions and taking also into account the position that the Group enjoys on the international scene. On April 2011 the Ordinary Shareholders' Meeting approved amendments of same clauses of the Regulations Governing General Meetings also in order to align the text with the provisions under Legislative Decree no. 27/2010, regarding the rights of shareholders in listed companies.

The General Meeting Regulations can be accessed online at the UniCredit S.p.A. website by clicking on *Governance/Shareholders' Meeting*<sup>22</sup>.

INDICATE WHAT STEPS WERE TAKEN TO ENSURE THAT SHAREHOLDERS WERE ABLE TO EXPRESS THEIR OPINION ON THE MATTERS UNDER DISCUSSION (CRITERION 9.C.3).

Clause 8 of the General Meeting Regulations state that those entitled to express their opinion pursuant to Clause 2 of the aforesaid Regulations, are entitled to take the floor on each of the topics up for discussion.

Those intending to take the floor must ask the Chairman for permission, by presenting a written request indicating the topic to which the question refers, after the Chairman has read out the items on the agenda, and before he has declared discussions on the topic to which the question refers to be closed. The Chairman generally gives the floor to shareholders in the order in which their questions were collected; if two or more questions are submitted together the Chairman gives the floor to shareholders by surname in alphabetical order.

The Chairman may allow shareholders to raise their hand to indicate a desire to take the floor; in which case the Chairman gives shareholders the floor by surname in alphabetical order.

INDICATE THE NUMBER OF DIRECTORS ATTENDING THE MEETING. FURTHERMORE, INDICATE IF THE BOARD OF DIRECTORS REPORTED TO THE SHAREHOLDERS' MEETING ON ACTIVITIES PERFORMED AND PLANNED AND MADE EVERY EFFORT TO ENSURE THAT SHAREHOLDERS WERE ABLE TO MAKE INFORMED DECISIONS ON MATTERS FALLING WITHIN THE SCOPE OF THEIR RESPONSIBILITIES. (CRITERION 9.C.2.)

As a rule, the majority of Directors attends the Shareholders' Meeting.

The Board of Directors advises Shareholders' Meeting on activities performed and planned within the framework of the management report.

The Board of Directors makes every effort to ensure that shareholders are adequately informed on all the relevant points so as to enable them to make informed decisions on matters within the scope of their competence, in particular by ensuring that the Directors' report and any additional information has been supplied within the time frame established by the legal and regulatory provisions in force.

INDICATE WHETHER THE CHAIRMAN (OR ANOTHER MEMBER) OF THE REMUNERATION COMMITTEE HAS REPORTED TO THE SHAREHOLDERS ON WAYS IN WHICH THE COMMITTEE CAN EXERCISE ITS FUNCTIONS (COMMENT TO ART. 6 OF THE CODE)

Information on the ways in which the Remuneration Committee may exercise its functions is available in the "Annual Report on Remuneration" published within the Group Compensation Policy that is yearly submitted to the Shareholders' Meeting approval.

INDICATE ANY SIGNIFICANT CHANGES TO THE MARKET CAPITALIZATION OF THE COMPANY, AND THE COMPOSITION AND/OR NUMBER OF SHAREHOLDERS DURING THE PERIOD.

IN THE EVENT OF SUCH CHANGES, INDICATE IF THE BOARD OF DIRECTORS CONSIDERED PROPOSING TO THE SHAREHOLDERS' MEETING AMENDMENTS TO THE ARTICLES OF ASSOCIATION AS REGARDS THE PERCENTAGE REQUIRED FOR EXERCISING THE ACTIONS AND RIGHTS PROVIDED FOR THE PROTECTION OF MINORITY INTERESTS. IF SO, REPORT THE RESULTS OF THESE EVALUATIONS

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<sup>22</sup> The address of the UniCredit website where the Regulations Governing General Meeting is available is as follows: <http://www.unicreditgroup.eu/en/governance/shareholders-meeting/regulations.html>

(CRITERION 9.C.4.).

The market capitalization of UniCredit increased during 2012, mainly reflecting the 7.5 bn capital increase closed during the first quarter 2012 and a partial rebound in European banks' share prices, following the easing of the Sovereign debt crisis in the Euro-zone peripheral countries.

As regards of the change in the shareholder structure, it is worth mentioning that during 2012, the fund PGFF Luxembourg S.A.R.L. has communicated to CONSOB an ownership of 5.011% of the total number of ordinary shares. Other minor changes during the year are mostly related to the already mentioned capital increase.

No proposals were put to the Shareholders' Meeting to modify the Articles of Association in regard to the percentages established for exercising their rights and prerogatives for safeguarding minorities.

## **17. FURTHER CORPORATE GOVERNANCE PRACTICES (as per Sec. 123/bis, paragraph 2, letter a), TUF)**

ILLUSTRATE ANY FURTHER CORPORATE GOVERNANCE PRACTICES – IN ADDITION TO THOSE ALREADY SHOWED IN THE PREVIOUS POINTS<sup>23</sup> – REALLY APPLIED BY THE ISSUER BEYOND THE OBLIGATIONS ENVISAGED BY LAWS AND REGULATIONS).

The further corporate governance practices applied by UniCredit have been shown in the previous Sections of this Report to which reference is made.

More specifically:

- the identification of the qualitative and quantitative composition of the Board of Directors deemed to be optimal for fulfilling the correct performance of the Board of Directors' functions, according to the application of the Supervisory regulations on banks organization and corporate governance issued by Banca d'Italia over the month of January 2012 as well as in line with the Code provisions are described in Section 4.3 "Role of the Board of Directors";
- the establishment of any other internal Committee of the Board of Directors, besides those envisaged by Code and/or with other functions in addition to those mentioned by the same Code is described in Section 6 "Internal Committees of the Board of Directors";
- the adoption of an organization, management and control model pursuant to Legislative Decree no. 231/2001 is described in Section 11.3 "Organization Model as per Legislative Decree no. 231/2001".

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<sup>23</sup> May fall, within the corporate governance practices, the adoption of organizational models as per Legislative Decree no. 231/2001 or the appointment of any other committee besides those established by law or proposed by the Corporate Governance Code.

## **18. CHANGES SINCE THE CLOSING OF THE PERIOD**

ILLUSTRATE ANY CHANGES TO THE CORPORATE GOVERNANCE STRUCTURE SINCE THE END OF THE PERIOD.

The Board of Directors of UniCredit in its meeting held on 29 January 2013 resolved to submit the proposal to amend several provisions of UniCredit's Articles of Association to the Extraordinary Shareholders' Meeting to be held at the same time as the Ordinary Shareholders' Meeting called to approve the 2012 financial statements mainly designed to align the text of the Articles of Association with the provisions introduced by Legislative Decree no. 91 of 18 June 2012 ("Amendments to Legislative Decree no. 27 of 27 January 2010, implementing Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies").

It was also deemed advisable to use this opportunity to submit a few additional changes to the Shareholders' Meeting that are merely formal in nature or that aim at updating.

**SCHEDULE NO. 1: INFORMATION ON THE OWNERSHIP STRUCTURES**

**dated 31/12/2012**

<b>SHARE CAPITAL STRUCTURE</b>				
<b>NAME</b>	<b>NUMBER</b>	<b>% VS. TOTAL</b>	<b>LISTED</b>	<b>RIGHTS AND OBLIGATIONS</b>
			(indication of the markets on which listing has been requested)	
Ordinary shares	5,787,112,132	99.96%	MTA (Electronic Share Market) of Borsa Italiana S.p.A., Frankfurt Stock Exchange and Warsaw Stock Exchange	Ordinary shares give holders all the administrative and economic rights and obligations envisaged by law.
Savings shares	2,423,898	0.04%	MTA (Electronic Share Market) of Borsa Italiana S.p.A.	Savings shares do not bear any voting rights. A reduction of share capital due to losses does not have any effect on savings shares, other than for the portion of any loss that eventually exceed the overall amount of the capital represented by other shares; in the event of the Bank being wound up, savings shares enjoy the right of pre-emption in respect of the redemption of capital, up to Euro 6.3 per share. In case of capital transactions which modify the ratio between the amount of share capital and the number of shares outstanding, the above fixed numerical reference could be amended consequently. In the event of reserves being distributed, savings shares bear the same rights as other shares. Whenever the company's savings shares are barred from trading, the holder of savings shares may ask for its shares to be converted into company's ordinary shares, in accordance with the procedures resolved upon by the Special Meeting of Shareholders, convened as and when the need arises within two months from shares being barred from trading. Savings shares, when fully paid-up, are bearer shares, unless provided for otherwise by law. At the request and expense of the Shareholder, they may be transformed into registered savings shares and vice versa
Preference shares	=	=	=	=
Other special shares	=	=	=	=
	<b>5,789,536,030</b>	<b>100%</b>		



**Continued / SCHEDULE NO. 1: INFORMATION ON THE OWNERSHIP  
STRUCTURES**

<b><i>OTHER FINANCIAL INSTRUMENTS</i></b> <b><i>(granting the right to subscribe new shares)</i></b>				
	<b>LISTED (INDICATE MARKETS) / NOT LISTED</b>	<b>NUMBER OF OUTSTANDING INSTRUMENTS</b>	<b>CATEGORY OF SHARES TO SERVICE CONVERSION/EXERCISE</b>	<b>NUMBER OF SHARES TO SERVICE CONVERSION/EXERCISE</b>
<b>Convertible bonds</b>	=	=	=	=
<b>Warrant</b>	Not listed	224,687,685	Ordinary shares	45,542,661

**Continued / SCHEDULE NO. 1: INFORMATION ON THE OWNERSHIP STRUCTURES**

<b>RELEVANT EQUITY HOLDING <sup>1</sup></b>			
<b>Declarant</b>	<b>Direct Shareholder</b>	<b>% of ordinary capital</b>	<b>% of voting capital</b>
<b>International Petroleum Investment Company</b>	<b>Aabar Luxembourg sarl</b>	<b>6.501%</b>	<b>6.501%</b>
<b>Pamplona Capital Management LLP</b>	<b>PGFF Luxembourg S.a.r.l.</b>	<b>5.011%</b>	<b>5.011%</b>
<b>Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona</b>	<b>Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona</b>	<b>3.534%</b>	<b>3.534%</b>
<b>Carimonte Holding S.p.A.</b>	<b>Carimonte Holding S.p.A.</b>	<b>3.013%</b>	<b>3.013%</b>
<b>Capital Research and Management Company</b> <i>right of vote for discretionary asset management</i>	<b>Capital Research and Management Company</b>	<b>2.732%</b>	<b>2.732%</b>
<i>- dont on behalf of EuropeanPacific Growth Fund</i>		<b>2.210%</b>	<b>2.210%</b>
<b>Fondazione Cassa di Risparmio di Torino</b>	<b>Fondazione Cassa di Risparmio di Torino</b>	<b>2.507%</b>	<b>2.507%</b>
<i>- which is lender for:</i>		<b>0.913%</b>	<b>0.913%</b>
<b>Allianz SE</b>		<b>2.016%</b>	<b>2.016%</b>
	<i>ALLIANZ SPA</i>	<i>1.192%</i>	<i>1.192%</i>
	<i>ALLIANZ FINANCE IV LUXEMBOURG SARL</i>	<i>0.728%</i>	<i>0.728%</i>
	<i>ALLIANZ VIE</i>	<i>0.046%</i>	<i>0.046%</i>
	<i>RB VITA S.P.A.</i>	<i>0.029%</i>	<i>0.029%</i>
	<i>ALLIANZ IARD</i>	<i>0.016%</i>	<i>0.016%</i>
	<i>ARCALIS SA</i>	<i>0.002%</i>	<i>0.002%</i>
	<i>ALLIANZ BELGIUM SA</i>	<i>0.001%</i>	<i>0.001%</i>
	<i>ALLIANZ LIFE LUXEMBOURG SA (GIA` AGF LIFE LUXEMBOURG SA)</i>	<i>0.001%</i>	<i>0.001%</i>
	<i>GENERATION VIE SA</i>	<i>0.001%</i>	<i>0.001%</i>
<b>Del Vecchio Leonardo</b>	<b>Delfin s.a.r.l.</b>	<b>2.005%</b>	<b>2.005%</b>

<b>Central Bank of Libya (*)</b>		<b>4,988%</b>	<b>4,988%</b>
	<i>Central Bank of Libya</i>	<i>4,460%</i>	<i>4,460%</i>
	<i>Libyan Foreign Bank</i>	<i>0,528%</i>	<i>0,528%</i>

<sup>1</sup> Source: Shareholders Register updated to 31 December 2012. Parties exempted from the obligation to provide the communications envisaged by Sec. 119/bis of CONSOB Issuers Rules are not included in the Schedule.

(\*) The ownerships and the related percentages referred to the parties marked by an asterisk are referred - pending possible communications from the entities concerned - to the amount of the ordinary share capital preceding the share capital increase that took place in February 2012.

**SCHEDULE NO. 2: BOARD OF DIRECTORS AND COMMITTEES STRUCTURE**

Board of Directors											Internal Controls & Risks Committee◊				Remun. Committee		CGHRN Committee		Permanent Strategic Committee		
											IC&RC (attendance in plenary session) (°)		Related-Parties and Equity Investments Sub-Committee (●)								
Position	Members	In office since	In office until	Slate		Exec.	Non exec.	Independent as per *		%	Number other positions ***	****	**	****	**	****	**	****	**		
				S M	Sm			Code	TUF												
Chairman	Vita Giuseppe	11-05-2012	Approval of 2014 financial statements	X			X		X	100%	4	M <sup>(1)</sup>	100%			C <sup>(1)</sup>	100%	C <sup>(2)</sup>	100%	C <sup>(1)</sup>	100%
Senior Vice Chairman	Fois Candido	11-05-2012	Approval of 2014 financial statements	X			X		X	100%	5	M <sup>(1)</sup>	100%			M <sup>(1)</sup>	100%			M <sup>(1)</sup>	100%
Vice Chairman	Calandra Buonauro Vincenzo	11-05-2012	Approval of 2014 financial statements	X			X		X	100%	1					M <sup>(3)</sup>	100%	M	100%	M	100%
Vice Chairman	Cordero di Montezemolo Luca	11-05-2012 <sup>(4)</sup>	Approval of 2014 financial statements	X			X	X	X	70%	10							M <sup>(2)</sup>	66.67%	M <sup>(1)</sup>	71.43%

Vice Chairman	Palenzona Fabrizio	11-05-2012	Approval of 2014 financial statements 2014	X			X		X	100%	9						M	92.31%	M	88.89%
CEO	Ghizzoni Federico	11-05-2012	Approval of 2014 financial statements	X		X				100%	2						M	84.62%	M	100%
Director	Al Fahim Mohamed Ali	18-10-2012 (5)	Approval of 2012 financial statements	--			X	X	X	100%	5									
Director	Bischoff Manfred	11-05-2012	Approval of 2014 financial statements	X			X	X	X	70.59%	4								M	77.78%
Director	Bochniarz Henryka	11-05-2012	Approval of 2014 financial statements	X			X	X	X	80%	3					M <sup>(1)</sup>	100%			
Director	Caltagirone Alessandro	11-05-2012	Approval of 2014 financial statements	X			X	X	X	90%	6					M <sup>(1)</sup>	66.67%	M <sup>(2)</sup>	83.33%	
Director	Giacomin Francesco	11-05-2012	Approval of 2014 financial statements	X			X		X	100%	2	M	100%					M <sup>(6)</sup>	100%	
Director	Jung Helga	11-05-2012 (7)	Approval of 2014 financial statements	X			X			73.33%	3									
Director	Kadrnoska Friedrich	11-05-2012 (8)	Approval of 2014 financial statements	X			X	X	X	70.59%	5	M <sup>(8)</sup>	50%			M <sup>(8)</sup>	50%			

Director	Li Calzi Marianna	11-05-2012	Approval of 2014 financial statements	X			X	X	X	100%	1	M	100%	P	100%						
Director	Maramotti Luigi	11-05-2012	Approval of 2014 financial statements	X			X	X	X	100%	6	M	100%				M	84.62%	M	88.89%	
Director	Quaglia Giovanni	18-12-2012 (9)	Approval of 2012 financial statements	--			X	X	X	100%	7						M <sup>(10)</sup>	--			
Director	Reichlin Lucrezia	11-05-2012	Approval of 2014 financial statements		X		X	X	X	88.24%	1	M	100%	M <sup>(11)</sup>	50%					M <sup>(1)</sup>	71.43%
Director	Sassoli de Bianchi Lorenzo	11-05-2012	Approval of 2014 financial statements	X			X	X	X	100%	1	M <sup>(1)</sup>	50%	M <sup>(1)</sup>	100%						
Director	Wyand Anthony	11-05-2012	Approval of 2014 financial statements	X			X	X	X	100%	3	C	100%			M <sup>(3)</sup>	100%	M <sup>(2)</sup>	83.33%	M <sup>(6)</sup>	100%
----- Directors who stepped down during the Period -----																					
Chairman	Rampl Dieter	29-04-2009	19-04-2012 (12)	X			X		X	100%	3	M <sup>(13)</sup>	100%			C <sup>(13)</sup>	100%	C <sup>(13)</sup>	100%	C <sup>(13)</sup>	100%
Senior Vice Chairman	Castelletti Luigi	29-04-2009	07-05-2012 (14)	X			X	X	X	100%	6	M <sup>(15)</sup>	66.67%	M <sup>(15)</sup>	100%	M <sup>(15)</sup>	100%	M <sup>(15)</sup>	100%	M <sup>(15)</sup>	100%
Vice Chairman	Bengdara Farhat Omar	29-04-2009	11-05-2012	X			X	X	X	57.14%	--									M <sup>(6)</sup>	50%

Vice Chairman	Al Qubaisi Khadem Abdulla	11-05-2012	03-10-2012 (16)	X			X	X	X	14.29%	11										
Director	Belluzzi Giovanni	29-04-2009	11-05-2012	X			X	X	X	100%	8	M <sup>(6)</sup>	100%	M <sub>(6)</sub>	100%						
Director	Fontanesi Donato	29-04-2009	11-05-2012	X			X	X	X	85.71%	1										
Director	Marocco Antonio Maria	11-05-2012	03-12-2012 (17)	X			X	X	X	87.50%	3							M <sup>(18)</sup>	100%		
Director	Pesenti Carlo	29-4-2009	31-01-2012 (19)	X			X	X	X	100%	6					M <sup>(20)</sup>	--				
Director	Schinzler Hans Jürgen	29-04-2009	11-05-2012	X			X	X	X	57.14%	2					M <sup>(6)</sup>	33.33%			M <sup>(6)</sup>	100%
Director	Waigel Theodor	29-04-2009	19-04-2012 (12)-		X		X	X	X	40%	8										
Director	Zwickl Franz	29-04-2009	11-05-2012	X			X	X	X	100%	8	M <sup>(6)</sup>	100%								

**Indicate *quorum* required for the presentation of the slates in the last appointment: 0.5%**

<b>No. of meetings held during the Period</b>	<b>BoD: 17</b>	<b>IC&amp;RC:21</b> $\diamond$ <i>(see for details the "NOTE")</i>	<b>RC: 6</b>	<b>GHRNC: 13</b>	<b>PSC: 9</b>
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NOTES:

$\diamond$  The Internal Controls & Risks Committee carries out its duties either in plenary session or through (i) its Internal Controls Sub-Committee, (ii) its Risks Sub-Committee. The Committee held no. 7 plenary sessions, 2 meetings of its Internal Controls Sub-Committee and 3 meetings of its Risks Sub-Committee. Moreover, the Related-Parties Transactions and Equity Investments Sub-Committee held no. 9 meetings.

- (<sup>o</sup>) The percentage of the Director's participation in the meetings of the Internal Controls and Risks Sub-Committees during the Period from 19 June 2012 (date on which the CCI&R has appointed the sub-Committees members) to the closing of the Period was respectively as follows:
- Internal Controls Sub-Committee: Mr. Wyand (C) 100%, Mr. Vita 100%, Mr. Fois 100%, Mr. Giacomini 100%, Ms. Li Calzi 100%, Mr. Sassoli de Bianchi 100% (the members no longer in office after the Shareholders' Meeting of 11 May 2012 and the participation percentages are as follows: Mr. Belluzzi 100%, Mr. Maramotti 100%; Mr. Rampl and Mr. Castelletti resigned prior to the date set for the first meeting of the Sub-Committee);
  - Risks Sub-Committee: Mr. Wyand (C) 100%; Mr. Vita 100%; Mr. Fois 100%; Mr. Kadrnoska 0%; Mr. Maramotti 100%; Ms. Reichlin 100%; (the members no longer in office after the Shareholders' Meeting of 11 May 2012 and the participation percentages are as follows: Mr. Rampl 100%, Mr. Castelletti 0%, Mr. Zwickl 100%; Mr. Giacomini 100%).
- (●) The Board of Directors on 19 February 2013 approved the suppression of the Related Parties and Equity Investments Sub-Committee and the establishment of the Related Parties and Equity Investments Committee, confirming duties and responsibilities already assigned to the suppressed Sub-Committee. Ms. Li Calzi (C), Mr. Sassoli de Bianchi e Mr. Quaglia are the members of the newly formed Committee.

\* In this column an "X" shows the independence of the Director.

\*\* This column shows the percentage of the Director's participation in the meetings of the Board of Directors and Committees respectively (number of attendances / number of meetings held by the interested party during the term of office with regard to the Period).

\*\*\* This column shows the number of positions as Director or Auditor held by the interested party in other companies listed on regulated markets (both in Italy and abroad), including financial services companies, banks, insurance companies or other large companies. There is a list of such companies for each Director attached to the Report on Corporate Governance and ownership structures, specifying whether the company that the position is held in belongs to the group that the Issuer is related to.

\*\*\*\* A "C" (Chairman) or a "M" (Member) in this column shows that the member of the Board of Directors belongs to the Committee and also indicates his/her position.

- (1) Position held since 29 May 2012
- (2) Position held since 11 May 2012
- (3) Position held from 31 January 2012 to 11 May 2012
- (4) Appointed as Vice Chairman on 18 October 2012
- (5) Co-opted on 18 October 2012
- (6) Position held until 11 May 2012
- (7) Co-opted on 31 January 2012 and confirmed by the Shareholders' Meeting on 11 May 2012
- (8) Resigned effective from the Shareholders' Meeting on 11 May 2013
- (9) Co-opted on 18 December 2012
- (10) Position held since 18 December 2012
- (11) Position held from 29 May 2012 to 19 February 2013
- (12) Resigned on 19 April 2012
- (13) Position held until 19 April 2012
- (14) Resigned on 7 May 2012
- (15) Position held until 7 May 2012
- (16) Resigned on 3 October 2012
- (17) Resigned on 3 December 2012
- (18) Position held until 3 December 2012
- (19) Resigned on 31 January 2012



(20) Position held until 31 January 2012

LEGEND

**SM** Member of the Board of Directors elected from the slate that has obtained the relative majority of the Shareholders' votes

**Sm** Member of the Board of Directors elected from the slate voted by the minority

**SCHEDULE NO. 3: BOARD OF STATUTORY AUDITORS STRUCTURE**

Board of Statutory Auditors								
Position	Members	In office since	In office until	Slate		Independent as per Code *	% **	Number other positions ***
				SM	Sm			
Chairman	Lauri Maurizio	22-4-2010	11-5-2013		X	X	100%	11
statutory Auditor	Bisoni Cesare	22-4-2010	11-5-2013	X		X	100%	2
statutory Auditor	Nicastro Vincenzo	22-4-2010	11-5-2013	X		X	97,87%	6
statutory Auditor	Rutigliano Michele	22-4-2010	11-5-2013	X		X	100%	2
statutory Auditor	Ventoruzzo Marco	22-4-2010	11-5-2013		X	X	87,23%	1
stand-in statutory Auditor	Sfameni Paolo Domenico	22-4-2010	11-5-2013	X		--		6
stand-in Statutory Auditor	Livatino Massimo	22-4-2010	11-5-2013		X	--		5
-----Statutory Auditors who stepped down during the Period-----								
---								
<b>Indicate <i>quorum</i> required for the presentation of the slates in the last appointment: 0.5%</b>								
<b>Number of meetings held during the Period: 47</b>								
NOTE								
* In this column an "X" shows the independence of the Auditor.								
** This column shows the percentage of the Auditors' participation in the meetings of the Board of Statutory Auditors (number of attendances / number of meetings held during the term of office with regard to the Period).								
*** This column shows the number of positions as Director or Auditor held by the interested party pursuant to Sec. 148/bis of the TUF. A complete list of such positions is published by CONSOB on its website pursuant to Sec. 144/quinquiesdecies of CONSOB Issuers Rules.								
LEGEND								
SM	Member of the Board of Statutory Auditors elected from the slate voted by the majority							
Sm	Member of the Board of Statutory Auditors elected from the slate voted by a minority							

**ATTACHMENT**

**POSITIONS HELD BY THE DIRECTORS OF UNICREDIT IN OTHER  
COMPANIES LISTED ON REGULATED MARKETS (BOTH IN ITALY AND  
ABROAD), INCLUDING FINANCIAL SERVICES COMPANIES, BANKS,  
INSURANCE COMPANIES OR OTHER LARGE COMPANIES**

**Mr. GIUSEPPE VITA**  
**Chairman**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of the Supervisory Board of Axel Springer AG		X
Member of the Board of Directors of RCS MediaGroup S.p.A. (since 2 May 2012)		X
Member of the Board of Directors of ABI - Associazione Bancaria Italiana (since 30 May 2012)		X
Honorary Chairman of Deutsche Bank S.p.A.		X
Member of the Supervisory Committee of Medical Park AG (resigned on December 2012)		X
Chairman of ALLIANZ S.p.A. (resigned on 25 May 2012)		X
Member of the Board of Directors of Pirelli & C. (from 1 March to 25 May 2012)		X
Member of the Board of Directors of Barilla (resigned on 4 May 2012)		X
Chairman of Banca Leonardo (resigned on 26 April 2012)		X

**Mr. CANDIDO FOIS**  
**Senior Vice Chairman**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of UniCredit Credit Management Bank S.p.A.	X	
Member of the Board of Directors of Telecom Italia Media S.p.A.		X
Member of the Supervisory Board of UniCredit Bank Austria AG	X	
Member of the Board of Directors and of the Executive Committee of ABI - Associazione Bancaria Italiana		X
Chairman of Faeda S.p.A.		X

**Mr. VINCENZO CALANDRA BUONAURA**  
**Vice Chairman**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Board of Directors of ABI - Associazione Bancaria Italiana		X
Member of the Board of Directors of Credito Emiliano S.p.A. (resigned on 13 April 2012)		X

**Mr. LUCA CORDERO DI MONTEZEMOLO**  
**Vice Chairman**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of Ferrari S.p.A.		X
Chairman of Charme Management S.r.l.		X
Member of the Board of Directors of FIAT S.p.A.		X
Member of the Board of Directors of Nuovo Trasporto Viaggiatori S.p.A. (Chairman until 24 October 2012)		X
Member of the Board of Directors of PPR		X
Member of the Board of Directors of Tod's S.p.A.		X
Member of the Board of Directors of Poltrona Frau S.p.A.		X
Member of the Board of Directors of Montezemolo & Partners SGR		X
Member of the Board of Directors of OCTO Telematics S.p.A.		X
Member of the Board of Directors of Delta Topco (since 22 March 2012)		X

**Mr. FABRIZIO PALENZONA**  
**Vice Chairman**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of AVIVA Italia S.p.A. (resigned on 23 April 2012)		X
Member of the Board of Directors of Mediobanca S.p.A. (resigned on 26 April 2012)		X
Member of the Board of Directors of Fondazione Cassa di Risparmio di Alessandria (resigned on 23 April 2012)		X
Chairman of ADR S.p.A.		X
Chairman of GEMINA S.p.A.		X
Chairman of ASSAEROPORTI – Associazione Italiana Gestori Aeroporti S.p.A.		X
Chairman of AISCAT – Associazione Italiana Società Concessionarie Autostrade e Trafori		X
Chairman of AISCAT Servizi S.r.l.		X
Honorary Chairman of ASECAP - Association Européenne des Concessionnaires d'Autoroutes et d'Ouvrages à Péage		X
Member of the Board of Directors of ABI - Associazione Bancaria Italiana		X
Chairman of FAISERVICE SCARL		X
Member of the Executive Committee of Giunta degli Industriali di Roma		X
Chairman of Impregilo S.p.A. (from 13 June to 12 July 2012)		X

**Mr. FEDERICO GHIZZONI**  
**Chief Executive Officer**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Board of Directors and of the Executive Committee of ABI - Associazione Bancaria Italiana		X
Chairman of the Supervisory Board of UniCredit Bank AG	X	

**Mr. MOHAMED ALI AL FAHIM**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
General and Supervisory Board Member of Energias de Portugal, S.A.		X
Member of the Board of Directors of Aabar Investments PJS		X
Member of the Board of Directors of Arabtec Holdings PJSC		X
Member of the Board of Directors of First Energy Bank		X
Member of the Board of Directors of Alizz Islamic Bank		X

**Mr. MANFRED BISCHOFF**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of the Supervisory Board of Daimler AG		X
Chairman of the Supervisory Board of SMS GmbH		X
Chairman of the Supervisory Board of Voith GmbH		X
Member of the Supervisory Board of Royal KPN N.V.		X
Member of the Supervisory Board of Fraport AG (resigned on 11 May 2012)		X

**Ms. HENRIKA BOCHNIARZ**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of Boeing Central & Eastern Europe		X
Member of the Supervisory Board of Telekomunikacja Polska SA		X
Member of the Supervisory Board of AVIVA SA		X

**Mr. ALESSANDRO CALTAGIRONE**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Board of Directors and of the Executive Committee of Vianini Lavori S.p.A.		X
Chairman of Vianini Industria S.p.A.		X
Member of the Board of Directors of Cementir Holding S.p.A.		X
Member of the Board of Directors of Caltagirone S.p.A.		X
Member of the Board of Directors of Caltagirone Editore S.p.A.		X
Member of the Board of Directors of Cimentas A.S.		X

**Mr. FRANCESCO GIACOMIN**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of Industrial Park AD – Sofia (since 1 January 2012)		X
Member of the Board of Directors of ABI - Associazione Bancaria Italiana (since 1 January 2012)		X

**Ms. HELGA JUNG**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Board of Directors of Allianz Seguros, Spain (since 7 May 2012)		X
Non-Executive Member of the Board of Directors of Companhia de Seguros Allianz Portugal S.A. (since 6 March 2012)		X
Member of the Management Board of Allianz SE - Responsibilities: Insurance Spain, Portugal, Latin America (incl. Mexico), Group Legal & Compliance, Group Mergers & Acquisitions, Strategic Participations (since 1 January 2012)		X

**Mr. FRIEDRICH KADRNOŠKA**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Executive Board of Privatstiftung zur Verwaltung von Anteilsrechten		X
Chairman of the Supervisory Board of Österreichisches Verkehrsbüro AG		X
Member of the Supervisory Board of Card Complete Service Bank AG	X	
Chairman of the Supervisory Board of Wienerberger AG		X
Member * of the Supervisory Board of Allgemeine Baugesellschaft – A. Porr AG (resigned on 6 December 2012) <i>* as Chairman of the Supervisory Board until 1 October 2012</i>		X
Member of the Board of Directors of Wiener Privatbank SE		X

**Ms. MARIANNA LI CALZI**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Board of Directors of Civita Sicilia S.r.l.		X



**Mr. LUIGI MARAMOTTI**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of Max Mara S.r.l.		X
Vice Chairman of Max Mara Fashion Group S.r.l.		X
Vice Chairman of Credito Emiliano S.p.A. (resigned on 26 April 2012)		X
Vice Chairman of Credito Emiliano Holding S.p.A. (resigned on 26 April 2012)		X
Member of the Board of Directors of COFIMAR		X
Vice Chairman of Max Mara Finance S.r.l.		X
Vice Chairman of Marina Rinaldi S.r.l.		X
Chairman of Maxima S.r.l.		X

**Mr. GIOVANNI QUAGLIA**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of Autostrada Torino-Savona S.p.A.		X
Chairman of REAM Sgr S.p.A. (resigned on 13 March 2013)		X
Chairman of Co.Ge.Tech S.p.A.		X
Chairman of Co.Ge.Mat S.p.A.		X
Chairman of the Board of Statutory Auditors of Perseo S.p.A.		X
Chairman of the Board of Statutory Auditors of EFFETI S.p.A.		X
Chairman of OGR-CRT S.c.p.a.		X
Member of the Board of Directors of Autostrade per l'Italia S.p.A. (resigned on 31 December 2012)		X
Senior Vice Chairman of Fondazione CRT (resigned on 18 December 2012)		X
Director of Fondazione Sviluppo e Crescita CRT (resigned on 18 December 2012)		X
Member of the President's Office of ACRI (resigned on 18 December 2012)		X
Member of the Board of Directors of Banca Pitagora S.p.A. (resigned on 31 December 2012)		X
Member of the Board of Directors of SIAS S.p.A. (since 21 February 2013)		X

**Ms. LUCREZIA REICHLIN**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Board of Directors of Messaggerie Italiane S.p.A.		X

**Mr. LORENZO SASSOLI DE BIANCHI**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of Valsoia S.p.A.		X

**Mr. ANTHONY WYAND**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Board of Directors of AVIVA France		X
Member of the Board of Directors of Société Foncière Lyonnaise SA		X
Vice Chairman of Société Générale		X