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## REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURES

pursuant to Sect. 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 2011/31 December  
2011**

Report approved on:  
**27 March 2012**

## INDEX

<b>GLOSSARY</b> .....	4
<b>1. PROFILE OF THE ISSUER</b> .....	5
<b>2. INFORMATION CONCERNING OWNERSHIP STRUCTURE (as per Sect. 123/bis, paragraph 1, of the Consolidated Law on Finance - TUF)</b> .....	7
a) <i>Share capital structure (as per Sect. 123/bis, paragraph 1, letter a), of the TUF)</i> .....	7
b) <i>Restrictions on stock transfers (as per Sect. 123/bis, paragraph 1, letter b), of the TUF)</i> .....	8
c) <i>Relevant equity holdings (as per Sect. 123/bis, paragraph 1, letter c), of the TUF)</i> .....	8
d) <i>Stocks granting special rights (as per Sect. 123/bis, paragraph 1, letter d), of the TUF)</i> .....	10
e) <i>Employee equity holdings: mechanism for exercising voting rights (as per Sect. 123/bis, paragraph 1, letter e), of the TUF)</i> .....	11
f) <i>Restrictions on voting rights (as per Sect. 123/bis, paragraph 1, letter f), of the TUF)</i> .....	11
<i>If so, describe such restrictions and systems as well as the stock to which the restrictions refer</i> .....	11
g) <i>Agreements among shareholders (as per Sect. 123/bis, paragraph 1, letter g), of the TUF)</i> .....	11
h) <i>Change of control clauses (as per Sect. 123/bis, paragraph 1, letter h), of the TUF) and and by-laws provisions on public purchase offers (as per Sections 104, paragraph 1/ter, and 104/bis, paragraph 1, of the TUF)</i> .....	12
i) <i>Delegation of power to increase share capital and authorisations to purchase own shares (as per Sect. 123/bis, paragraph 1, letter m), of the TUF)</i> .....	12
l) <i>Direction and Coordination Activity (as per Art. 2497 and foll. of the Italian Civil Code)</i> .....	13
<b>3. COMPLIANCE (as per Sect. 123/bis, paragraph 2, letter a), of the TUF)</b> .....	14
<b>4. BOARD OF DIRECTORS</b> .....	15
4.1. <i>APPOINTMENT AND REPLACEMENT (as per Sect. 123/bis, paragraph 1, letter l), of the TUF)</i> .....	15
4.2. <i>COMPOSITION (as per Sect. 123/bis, paragraph 2, letterd),of the TUF)</i> .....	17
4.3. <i>ROLE OF THE BOARD OF DIRECTORS (as per Sect. 123/bis, paragraph 2, letter d),of the TUF)</i> .....	21
4.4. <i>DELEGATED BODIES</i> .....	25
4.5. <i>OTHER EXECUTIVE DIRECTORS</i> .....	29
4.6. <i>INDEPENDENT DIRECTORS</i> .....	30
4.7. <i>LEAD INDEPENDENT DIRECTOR</i> .....	31
<b>5. TREATMENT OF CORPORATE INFORMATION</b> .....	32
<b>6. INTERNAL COMMITTEES OF THE BOARD OF DIRECTORS (as per Sect. 123/bis, paragraph 2, letter d), of the TUF)</b> .....	33
<b>7. NOMINATION COMMITTEE</b> .....	35
<b>8. REMUNERATION COMMITTEE</b> .....	38
<b>9. REMUNERATION OF DIRECTORS</b> .....	39
<i>Indemnities to Directors in the event of resignations, dismissal or termination of employment following a public purchase offer (as per Sect. 123/bis, paragraph 1, letter i), of the TUF)</i>	
<b>10. INTERNAL CONTROL COMMITTEE</b> .....	40
<b>11. INTERNAL CONTROL SYSTEM</b> .....	45
<i>Main characteristics of existing risk management and internal control systems used in relation to the financial reporting process (as per Sect. 123/bis, paragraph 2, letter b), of the TUF)</i>	
11.1. <i>EXECUTIVE DIRECTOR IN CHARGE OF THE INTERNAL CONTROL SYSTEM</i> .....	50
11.2. <i>PERSON IN CHARGE OF INTERNAL CONTROL</i> .....	52
11.3. <i>ORGANIZATION MODEL as per Legislative Decree nr. 231/2001</i> .....	54

<i>11.4. AUDITING FIRM</i> .....	55
<i>11.5. MANAGER CHARGED WITH PREPARING A COMPANY'S FINANCIAL REPORTS</i> .....	55
<b>12. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES</b> .....	57
<b>13. APPOINTMENT OF STATUTORY AUDITORS</b> .....	59
<b>14. STATUTORY AUDITORS (as per Sect. 123/bis, paragraph 2, letter d), of the TUF)</b> .....	60
<b>15. RELATIONS WITH SHAREHOLDERS</b> .....	65
<b>16. SHAREHOLDERS' MEETINGS (as per Sect. 123/bis, paragraph 2, letter c), of the TUF)</b> .....	67
<b>17. FURTHER CORPORATE GOVERNANCE PRACTICES (as per Sect. 123/bis, paragraph 2, letter a), of the TUF)</b> .....	70
<b>18. CHANGES SINCE THE CLOSING OF THE PERIOD</b> .....	71

**SCHEDULES:**

<b>Schedule nr. 1: Information on the ownership structures</b> .....	72
<b>Schedule nr. 2: Board of Directors and Committees structure</b> .....	76
<b>Schedule nr. 3: Board of Statutory Auditors structure</b> .....	80

*ATTACHMENT:*

<i>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</i> .....	81
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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 March 2006 (as updated on March 2010) by the Committee for the Corporate Governance and issued by Borsa Italiana S.p.A.. Unless otherwise specified, references to Principles, Criteria and Comments are to be taken as referring to the 2006 version of the Code.

**2011 Code/2011 Corporate Governance Code:** the Corporate Governance Code for listed companies approved on December 2011 by the Committee for the Corporate Governance 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 nr. 11971 dated 1999 concerning issuers and subsequent amendments.

**CONSOB Markets Rules:** the Rules issued by CONSOB with resolution nr. 16191 dated 2007 concerning markets and subsequent amendments.

**CONSOB Related Parties Rules:** the Rules issued by CONSOB with resolution nr. 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 nr. 58 dated 24 February 1998.

**TUB:** *Testo Unico Bancario* (Consolidated Law on Banking) - Legislative Decree nr. 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 the so called traditional management and control system, which is based on the existence of two corporate bodies appointed by the shareholders' meeting: the board of Directors, which is responsible for the strategic supervision and the management of the Company, and the Board of Statutory Auditors whose function is to supervise its management. Statutory accounting supervision is entrusted to an external auditing firm, in accordance with relevant current legislative provisions.

The Board of Directors of UniCredit may be comprised of between a minimum of 9 up to a maximum of 24 members. As at 27 March 2012, UniCredit has 20 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 next Shareholders' Meeting called to approve the 2011 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 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 February 2012, 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 March 2006 as updated on March 2010 as well as based on the last form supplied by Borsa Italiana, 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 27 March 2012 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 Sect. 123/bis,  
paragraph 1, of the Consolidated Law on Finance – TUF)  
dated 31/12/2011**

**a) Share capital structure (as per Sect. 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  
NR. 1 IN THE APPENDIX.

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 nr. 1, "Information on the ownership structures", of the Appendix to this Report.

Whereas the subscribed and paid-up share capital as at 31 December 2011 was equal to 12,148,463,316.00 Euro, the Extraordinary Shareholders' Meeting of UniCredit held on 15 December 2011 approved:

1. a free share capital increase, pursuant to Article 2442 of the Italian Civil Code, by a nominal amount of Euro 2,499,217,969.50, through the allocation to capital of an equivalent amount from the "Share premium reserve", in the form of an increase in the nominal value of the existing ordinary and savings shares;
2. the elimination of the per-share nominal value of UniCredit's ordinary and savings shares and introduction of a fixed numerical reference equal to Euro 0.63 in place of the nominal value per share, in order to determine the dividends payable to ordinary and savings shares and not be prejudicial to size and characteristics of the privileges associated with the savings shares;
3. a share capital increase for cash by way of a right issue up to an aggregate amount of Euro 7.5 billion, including any share premium, to be carried out no later than 30 June 2012, divisible, through the issue of ordinary shares with dividends and other entitlements accruing in the normal way, to be offered to the Company's ordinary and savings shareholders pursuant to Article 2441, first, second and third paragraphs, of the Italian Civil Code;
4. the reverse split of UniCredit's ordinary and savings shares, at a ratio of 1 new ordinary or savings share, with dividends and other entitlements accruing in the normal way, per 10 existing ordinary or savings shares, after cancellation of ordinary and savings shares in the minimum number necessary to allow the balancing of the entire transaction; and
5. the granting of the right to distribute profits for the period including through Company shares in order to allow the Board of Directors to make a proposal to ordinary and savings shareholders to receive a dividend in cash or ordinary shares of the Company, or a mix of the two, at the election of the recipient (scrip dividend).

Effective 27 December 2011 the reverse share split transaction was executed with the resulting change of the fixed reference numerical parameter to Euro 6.3 for the calculation of the dividend payable on ordinary and savings shares, and the priority on the dividend payable on savings shares.

On 4 January 2012, the Board of Directors of the Company approved the issue of a maximum of 3,859,602,938 new ordinary shares, with dividends and other entitlements accruing in the normal way, to be pre-emptively offered to the Company's shareholders at the price of Euro 1.943 per share, at the subscription ratio of 2 new ordinary shares for every 1 ordinary and/or savings share held, increasing the Company's share capital by, and for an aggregate amount of the transaction of, Euro 7,499,208,508.53.

The aforesaid share capital increase for cash has been completed on 14 February 2012. Therefore, as at 27 March 2012 the fully subscribed and paid up share capital of UniCredit amounted to Euro 19,647,671,824.53, comprising 5,789,452,007 shares, of which 5,787,028,109 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 NR. 1.

The information concerning the warrants issued to service UniCredit Group executive and employee incentive plans is given in the Schedule nr. 1 “Information on the ownership structures” of the Appendix to this Report. The exercise of these warrants granted 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>, information documents<sup>2</sup> prepared in compliance with Sect. 84/bis of the CONSOB Issuers Rules and report on remuneration<sup>3</sup> prepared in compliance with Sect. 123/ter of the TUF and Sect. 84/quarter of the CONSOB Issuers Rules.

Please also be informed that, with regard to the capital increase approved by the Extraordinary Meeting of the Shareholders of UniCredit S.p.A. of 14 November 2008, nr. 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”) with a duration equal to the residual company duration of UniCredit. 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.

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

INDICATE IF 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 are not any 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 Sect. 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 SECT. 120 OF THE TUF, FILLING IN THE SCHEDULE NR. 1:

The relevant equity holdings (as at 31 December 2011) are contained in Schedule nr. 1 “Information on the ownership structures” of the Appendix to this Report.

<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.htm](http://www.unicreditgroup.eu/en/Investors/financial_reports.htm)

<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/Equity\\_based\\_compensation.htm](http://www.unicreditgroup.eu/en/Governance/Equity_based_compensation.htm)

<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/Shareholder\\_meetings.htm](http://www.unicreditgroup.eu/en/Governance/Shareholder_meetings.htm); [http://www.unicreditgroup.eu/en/Governance/corporate\\_governance\\_report.htm](http://www.unicreditgroup.eu/en/Governance/corporate_governance_report.htm)



The relevant holdings in the share capital as they emerge from the notifications pursuant to Sect. 120 of the TUF, that the Company has received after the share capital increase for cash – resolved on by the UniCredit 15 December 2011 Shareholders’ Meeting - was completed on 14 February 2012, are shown below.

<b>Declarant</b>	<b>Direct Shareholder</b>	<b>% of ordinary capital</b>	<b>% of voting capital</b>
International Petroleum Investment Company	Aabar Luxembourg S.A.R.L.	<b>6.501%</b>	<b>6.501%</b>
Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	<b>3.534%</b>	<b>3.534%</b>
Fondazione Cassa di Risparmio di Torino (1)	Fondazione Cassa di Risparmio di Torino	<b>3.345%</b>	<b>3.345%</b>
BlackRock Investment Management (UK) Limited		<b>3.106%</b>	<b>3.106%</b>
	<i>BlackRock Institutional Trust Company, N.A.</i>	<i>0.950%</i>	<i>0.950%</i>
	<i>BlackRock Asset Management Ireland Limited</i>	<i>0.372%</i>	<i>0.372%</i>
	<i>BlackRock Fund Advisors</i>	<i>0.369%</i>	<i>0.369%</i>
	<i>BlackRock Asset Management Deutschland AG</i>	<i>0.314%</i>	<i>0.314%</i>
	<i>BlackRock Life Limited</i>	<i>0.210%</i>	<i>0.210%</i>
	<i>BlackRock Advisors (UK) Limited</i>	<i>0.209%</i>	<i>0.209%</i>
	<i>BlackRock (Luxembourg) SA</i>	<i>0.154%</i>	<i>0.154%</i>
	<i>BlackRock Investment Management LLC</i>	<i>0.133%</i>	<i>0.133%</i>
	<i>BlackRock Asset Management Japan Limited</i>	<i>0.120%</i>	<i>0.120%</i>
	<i>BlackRock Fund Managers Limited</i>	<i>0.117%</i>	<i>0.117%</i>
	<i>BlackRock Investment Management (UK) Limited</i>	<i>0.059%</i>	<i>0.059%</i>
	<i>BlackRock Asset Management Canada Limited</i>	<i>0.022%</i>	<i>0.022%</i>
	<i>BlackRock (Netherlands) B.V.</i>	<i>0.019%</i>	<i>0.019%</i>
	<i>BlackRock Asset Management Australia Limited</i>	<i>0.017%</i>	<i>0.017%</i>
	<i>BlackRock Financial Management, INC</i>	<i>0.015%</i>	<i>0.015%</i>
	<i>BlackRock Advisors, LLC</i>	<i>0.014%</i>	<i>0.014%</i>
	<i>BlackRock International Limited</i>	<i>0.007%</i>	<i>0.007%</i>

	<i>BlackRock Investment Management (Australia) Limited</i>	0.005%	0.005%
Carimonte Holding S.p.A.	Carimonte Holding S.p.A.	<b>2.997%</b>	<b>2.997%</b>
Capital Research and Management Company		<b>2.732%</b>	<b>2.732%</b>
	<i>EuropeanPacific Growth Fund</i>	2.210%	2.210%
	<i>right of vote for discretionary asset management</i>	0.522%	0.522%
Allianz SE		<b>2.016%</b>	<b>2.016%</b>
	<i>Allianz S.p.A.</i>	1.192%	1.192%
	<i>Allianz Finance IV Luxembourg SARL</i>	0.728%	0.728%
	<i>Allianz VIE SA</i>	0.046%	0.046%
	<i>RB Vita S.p.A.</i>	0.029%	0.029%
	<i>Allianz IARD SA</i>	0.016%	0.016%
	<i>Arcalis SA</i>	0.002%	0.002%
	<i>Allianz Belgium SA</i>	0.001%	0.001%
	<i>Allianz Life Luxembourg SA</i>	0.001%	0.001%
	<i>Generation VIE SA</i>	0.001%	0.001%
Central Bank of Libya (*)		<b>4.988%</b>	<b>4.988%</b>
	<i>Central Bank of Libya</i>	4.460%	4.460%
	<i>Libyan Foreign Bank</i>	0.528%	0.528%

<sup>(1)</sup> In addition it is lender for 29,534,856 ordinary shares, 0.510% owned.

<sup>(\*)</sup> 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.

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

INDICATE IF 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 NR. 474/94).

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

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

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

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

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<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.

**h) Change of control clauses (as per Sect. 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. isn't a company controlled by any shareholder or subject to any shareholder agreement, UniCredit entered into the following agreement to be considered relevant pursuant to Sect. 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 combined with a representative in the governing bodies 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 Sect. 123/bis of the TUF.

**ON PUBLIC PURCHASE OFFERS:**

- INDICATE IF AND TO WHAT DEGREE THE ISSUER'S ARTICLES OF ASSOCIATION DEROGATE FROM THE PROVISIONS ON THE PASSIVITY RULE ENVISAGED BY SECT. 104, PARAGRAPHS 1 AND 2, OF THE TUF;
- INDICATE IF THE ISSUER'S ARTICLES OF ASSOCIATION ENVISAGE THE APPLICATION OF THE COUNTERACTING RULES ENVISAGED BY SECT. 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 Sect. 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 Sect. 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 Sect. 123/bis, paragraph 1, letter m), of the TUF)**

INDICATE IF 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).

Moreover, the Board of Directors has been empowered by the Shareholders' Meeting to make share capital increases, without excluding option rights, pursuant to Art. 2441, paragraphs 1, 2 and 3 of the Italian Civil Code, totalling an overall maximum amount of nominal 525,000,000 Euro to be used to service any acquisitions decided by UniCredit (see Clause 6 of the Articles of Association).

INDICATE IF 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 27 March 2012 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 IF 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 (SECT. 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 Sect. 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 Sect. 123/ter of the TUF and Sect. 84/quarter of the CONSOB Issuers Rules.

The information required by Sect. 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 Sect. 123/bis, paragraph 2, letter a), of the TUF)**

STATE IF THE ISSUER HAS ADOPTED THE CODE; OR OTHER CORPORATE GOVERNANCE CODES DIFFERENT FROM THE ONE ISSUED BY BORSA ITALIANA. 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)).

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 IF 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 Sect. 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 set out by Law nr. 262/05 concerning the appointment of members to management bodies, the Shareholders' Meeting of the Company held on May 2007 determined that Directors would be appointed by means of a proportional representation mechanism (*voto di lista*) (see Clause 20 of the Articles of Association, which are available on the UniCredit website<sup>5</sup>).

The 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 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 above mentioned criterion is followed and the minimum necessary number of independent Directors established is not elected, the Directors who have in each list the highest consecutive number and do not meet the requirements in question shall be replaced by the subsequent candidates, who meet the necessary requirements, taken from the same list. If the replacement of the Directors who do not meet the requirements in question with the subsequent candidates taken from the same list is not possible, they shall be replaced by the candidates who meet the necessary requirements taken in succession from minorities lists receiving the highest votes, in the order in which they are shown on the lists.

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 for any reason the number of independent Directors fall below the level established in the Articles of Association, the Board of Directors shall make a replacement according the criteria established in the above paragraph.

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 Sect. 147/ter of the TUF, no later than the twenty-fifth day prior to the date of the 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 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 Sect. 144/quarter, letter a), of the CONSOB Issuers Rules.

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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/Articles\\_of\\_Association.htm](http://www.unicreditgroup.eu/en/Governance/Articles_of_Association.htm)

In addition to the provisions of prevailing laws, UniCredit has also decided that at least three Directors must possess the independence requirements established for Statutory Auditors by TUF, and at least five Directors must possess the additional independence requirements set out in the Code. The independence requirements established by of the TUF and those envisaged by the 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 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 IF THE BOARD OF DIRECTORS HAS CONSIDERED WHETHER TO ADOPT A PLAN FOR THE SUCCESSION OF THE EXECUTIVE DIRECTORS (CRITERION 5.C.2.OF THE 2011 CODE).

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 2011 CODE).

With reference to the recommendations contained in the CONSOB Resolution nr. DEM/11012984 dated 24 February 2011 and to what is provided for in Criterion 5.C.2 of December 2011 edition 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 had 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 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, (2011), 5,259 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

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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/Directors\\_qualitative\\_and\\_quantitative\\_profile.htm](http://www.unicreditgroup.eu/en/Governance/Directors_qualitative_and_quantitative_profile.htm)



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 200 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 results, including possible successors for the Top Executive positions (Senior Executive Vice President, General Manager, Deputy General Manager and CEO), are brought to the attention of the Corporate Governance, HR and Nomination Committee and to the Board of Directors;

- 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 Corporate Governance, HR and Nomination Committee and, ultimately by the Board of Directors.

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

PROVIDE DETAILS CONCERNING THE COMPOSITION OF THE BOARD OF DIRECTORS.

IN PARTICULAR, INDICATE THE COMPOSITION OF THE BOARD AS AT THE END OF THE REFERENCE PERIOD, USING THE SCHEDULE NR. 2 IN THE APPENDIX AND SPECIFYING THE FOLLOWING INFORMATION:

- EXPIRY DATE OF THE BOARD;
- 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 (SECT. 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 29 April 2009 for the financial years 2009, 2010 and 2011 and will expire on the date of the Meeting called to approve the 2011 financial statements.

According to Clause 20 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 Ordinary Shareholders' Meeting of 29 April 2009 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 Meetings.

The Shareholders had been invited to take note of the indication expressed by the Board, according to the Corporate Governance Code issued by Borsa Italiana and the supervisory regulations on banks organization and corporate governance issued by Banca d'Italia, regarding the requirements that the UniCredit Directors should have, in addition to the requirements set forth by the current laws and regulations, assuring the good functioning of the Board of Directors, as well as the number of offices in supervisory, managerial and controlling bodies that UniCredit Directors can hold in companies not belonging to the UniCredit Group.

Such indications are published on the Company's website ([http://www.unicreditgroup.eu/en/Governance/board\\_charter.htm](http://www.unicreditgroup.eu/en/Governance/board_charter.htm)).

With regard to the proposal concerning the appointment of the Directors, 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 nr. 1 presented by the Shareholders: Fondazione Cassa di Risparmio di Verona, Vicenza, Belluno e Ancona, Fondazione Cassa di Risparmio di Torino e Carimonte Holding S.p.A., with a overall shareholding held equal to 12.568% of the share capital:
  1. Mr. Giovanni Belluzzi
  2. Mr. Farhat Omar Bengdara
  3. Mr. Manfred Bischoff
  4. Mr. Vincenzo Calandra Buonauro
  5. Mr. Luigi Castelletti
  6. Mr. Enrico Tommaso Cucchiani
  7. Mr. Donato Fontanesi
  8. Mr. Francesco Giacomini
  9. Mr. Piero Gnudi
  10. Mr. Friedrich Kadrnoska
  11. Ms. Marianna li Calzi
  12. Mr. Salvatore Ligresti
  13. Mr. Luigi Maramotti
  14. Mr. Antonio Maria Marocco
  15. Mr. Fabrizio Palenzona
  16. Mr. Carlo Pesenti
  17. Mr. Alessandro Profumo
  18. Mr. Dieter Rampl
  19. Mr. Hans Jürgen Schinzler
  20. Mr. Anthony Wyand
  21. Mr. Franz Zwickl
  22. Mr. Max Dietrich Kley
  23. Mr. Nikolaus von Bomhard;
- Slate nr. 2 presented by the Shareholders: Aletti Gestielle S.G.R.; 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 Banks; Eurizon Easy Fund Equity Europe; Eurizon Easy Fund Equity Euro; Eurizon Easy Fund Equity Italy; Fidelity Funds Sicav; Fideuram Investimenti S.G.R. S.p.A.; Fideuram Gestions SA; Interfund Sicav; Monte Paschi Asset Management S.G.R.; Stichting Pensioenfond ABP; UBI Pramerica S.G.R. S.p.A., with an overall shareholding held equal to 0.507% of the share capital:
  1. Mr. Theodor Waigel
  2. Ms. Lucrezia Reichlin.

Together with each list, among other things, the Shareholders have presented and filed according to the deadline and ways provided for by the following documentations:

1. a statement of the individual candidates irrevocably accepting the position (subject to their appointment) and attesting, under their responsibility, that there was no reason for their ineligibility or incompatibility, and that they met the experience and integrity requirements provided for by current regulatory and other provisions, with:
  - *curriculum vitae* of each candidate containing information on personal and professional characteristics;
  - list of the administrative, managerial and control offices held in other companies by each candidate;
2. a statement of the individual candidates that the independence requirements prescribed by the Code and by Sect. 148, paragraph 3, of the TUF, had been met.

Moreover, the Shareholders who have presented the Slate nr. 1 have declared, in the notice published on 9 April 2009 according to the Articles of Association, that they had not been informed of further slates presented by shareholders who held, also jointly, a control or relative majority participation. Therefore, they had declared that no declaration according to CONSOB Communication nr. DEM 9017893 dated 26 February 2009 had been submitted.

The Shareholders who have presented the Slate nr. 2 have contextually declared the absence of connection with other shareholders who held also jointly a control or relative majority participation.

Information on the personal and professional characteristics of individual candidates, showed in their *curricula*, the statements provided by the current laws and by the Articles of Association to held 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/Shareholder\\_meetings.htm](http://www.unicreditgroup.eu/en/Governance/Shareholder_meetings.htm)).

The Shareholders' Meeting on 29 April 2009, after having determined in 23 the members of the Board, appointed the Directors for the financial years 2009-2011, with term in office expiring on the date of the Shareholders' Meeting called to approve the 2011 financial statements, as follows:

- by the Slate nr.1, that has obtained the relative majority of the Shareholders' votes, equal to 78.764% of the share capital present at the Meeting, corresponding to 29.813% of the ordinary share capital, are been taken the following 21 Directors:

Mr. Giovanni Belluzzi, Mr. Farhat Omar Bengdara, Mr. Manfred Bischoff, Mr. Vincenzo Calandra Buonauro, Mr. Luigi Castelletti, Mr. Enrico Tommaso Cucchiani, Mr. Donato Fontanesi, Mr. Francesco Giacomini, Mr. Piero Gnudi, Mr. Friedrich Kadrnoska, Ms. Marianna Li Calzi, Mr. Salvatore Ligresti, Mr. Luigi Maramotti, Mr. Antonio Maria Marocco, Mr. Fabrizio Palenzona, Mr. Carlo Pesenti, Mr. Alessandro Profumo, Mr. Dieter Rampl, Mr. Hans Jürgen Schinzler, Mr. Anthony Wyand and Mr. Franz Zwickl;

- by the Slate nr. 2, that has obtained the 20.891% of the share capital present at the Meeting, corresponding to 7.907% of the ordinary share capital, are been taken the following 2 Directors:

Mr. Theodor Waigel and Ms. Lucrezia Reichlin.

After the resignation of the Chief Executive Officer, Mr. Alessandro Profumo, on 21 September 2010, the Board of Directors, on 30 September 2010, has replaced him co-opting Mr. Federico Ghizzoni and appointing the same as new Chief Executive Officer.

Mr. Salvatore Ligresti resigned as Director of UniCredit starting from 22 March 2011.

The Shareholders' Meeting on 29 April 2011, in its ordinary session, in line with the international best practices on governance, resolved to reduce the number of Board members from 23 to 22, and, consequently, the appointment of only one Director for the integration of the Board, approving the confirmation of Mr. Ghizzoni as Director of the Company.

Mr. Piero Gnudi terminated his position as Director on 16 November 2011 to take up Government duties and Mr. Enrico Tommaso Cucchiani resigned as Director of UniCredit starting from 16 December 2011.

The composition of the Board is given in Schedule nr. 2 "Board of Directors and Committees structure" of the Appendix to this Report.

All the members of the Board of Directors possess the necessary personal traits and professional qualifications as required for eligibility by legal and regulatory provisions. As regards the personal and professional characteristics of the individual Board members, reference is made to the information published on the UniCredit website<sup>7</sup>.

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

On 31 January 2012 the Company's Board of Directors co-opted Ms. Helga Jung as Director and also acknowledged the decision of Mr. Carlo Pesenti to resign from his position of Director. Mr. Pesenti decided to resign following the coming into force of the law nr. 214/2011 and the contents of its Section 36.

The Company's Board of Directors, on March 27 2012, took note of the resignations of Mr. Dieter Rampl and Mr. Theodor Waigel, given with effect from the date of the Board of Directors' meeting called for April 19 2012.

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

INDICATE IF THE BOARD OF DIRECTORS HAS DEFINED GENERAL CRITERIA FOR DETERMINING THE MAXIMUM NUMBER OF ADMINISTRATIVE AND CONTROL APPOINTMENTS WITH OTHER COMPANIES THAT CAN BE VIEWED AS COMPATIBLE WITH THE EFFECTIVE PERFORMANCE OF THE DIRECTOR'S DUTIES (CRITERION 1.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.

The Board of Directors of the Company - according to the Code and the supervisory regulations on banks organization and corporate governance issued by Banca d'Italia - determined general criteria for a 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 opportune to determine 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 subject to limits on the maximum

<sup>7</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.htm](http://www.unicreditgroup.eu/en/Governance/Board_of_Directors.htm)

number of offices, the Corporate Officer must inform the Board of Directors which invite 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 UniCredit website<sup>8</sup>.

The offices held by the members of the Board of Directors appear to be in line with such general criteria.

Moreover, Directors must take account of the provisions of Sect. 36 of Law no. 214/2011 which establishes that holders of a seat in managerial, supervisory and control 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 group of companies.

#### **4.3. ROLE OF THE BOARD OF DIRECTORS (as per Sect. 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;
- AVERAGE DURATION OF THE BOARD OF DIRECTORS' MEETINGS;
- 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;
- ANY ATTENDANCE AT BOARD MEETINGS OF EXTERNAL PERSONS.

During the Period, the Board of Directors met 14 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 27 March 2012, 5 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. As a rule, Directors promptly receive any material regarding proposals and the necessary support information required to ensure each Director is fully informed about the matter in hand so as to express his/her opinion knowingly.

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

- THE ISSUER'S STRATEGIC, OPERATIONAL AND FINANCIAL PLANS;
- THE STRATEGIC, OPERATIONAL AND FINANCIAL PLANS OF THE GROUP HEADED BY THE

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<sup>8</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\\_charter.htm](http://www.unicreditgroup.eu/en/Governance/board_charter.htm)

- ISSUER;
- THE ISSUER'S CORPORATE STRUCTURE;
  - 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 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, and 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 IF 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 SYSTEM AND THE MANAGEMENT OF CONFLICTS OF INTEREST (CRITERION 1.C.1., LETT. B).  
IF SO, BRIEFLY ILLUSTRATE THE EVALUATION PROCESS FOLLOWED.

The Board continuously assesses the adequacy of the organisational, administrative and general accounting structure, in particular with reference to the internal control system and the management of conflicts of interest.

INDICATE IF 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 SYSTEM AND THE MANAGEMENT OF CONFLICTS OF INTEREST (CRITERION 1.C.1., LETT. B).  
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: Pioneer Global Asset Management, UniCredit Leasing, UniCredit Bank AG (former HVB), UniCredit Bank Austria, FinecoBank, Koc Financial Hizmetler AS, Bank Pekao, UniCredit Credit Management Bank, UniCredit Business Integrated Solutions, UniCredit Factoring, Yapi Kredi.

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

INDICATE IF THE BOARD, AFTER EXAMINING PROPOSALS FROM ITS SPECIFIC COMMITTEE AND CONSULTING THE BOARD OF AUDITORS, DETERMINES THE REMUNERATION OF THE MANAGING DIRECTORS AND OF THOSE DIRECTORS WHO ARE APPOINTED TO PARTICULAR POSITIONS WITHIN THE COMPANY AND, IF THE SHAREHOLDERS' MEETING HAS NOT ALREADY DONE SO, DETERMINES THE TOTAL AMOUNT TO WHICH THE MEMBERS OF THE BOARD AND OF THE EXECUTIVE COMMITTEE ARE ENTITLED (CRITERION 1.C.1., LETT. D).

Following the appointment of its Directors and the determination of the relative overall compensation by the Shareholders' Meeting on 29 April 2009, the Board of Directors of UniCredit, resolved to distribute the amount among the Board members. The Board of Directors also resolved to pay a special allowance to Directors holding particular positions pursuant to Art. 2389 of the Italian Civil Code, on proposal made by one of the Directors, pursuant to the tasks assigned to him, after both the favorable opinion given by the Remuneration Committee and the Board of Statutory Auditors' opinion. The Shareholders' Meeting held on 29 April 2011 redefined the total amount for the compensation due to the Directors who hold an office in Board Committees and other Company Bodies in order to take into account, inter alia, the changes occurred in their composition.

INDICATE IF 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 I.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 IF THE BOARD EXAMINES AND APPROVES IN ADVANCE TRANSACTIONS CARRIED OUT BY THE ISSUER AND ITS SUBSIDIARIES, WHEN SUCH TRANSACTIONS HAVE STRATEGIC, ECONOMIC, EQUITY-RELATED AND FINANCIAL RELEVANCE, SPECIFYING SOURCES (CRITERION I.C.1., LETT. F).

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

INDICATE IF 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 I.C.1., LETT. F).

Pursuant to Sect. 136 of TUB, the obligations implemented by UniCredit, directly or indirectly, with the Company's officer as well as the parties relating to such (subsidiaries and companies where the officers perform administrative, managerial and control function as well as companies controlled by or controlling such companies) fall within the exclusive responsibility of the Board of Directors.

Moreover, the holding company is required, in accordance with the aforesaid Sect. 136 of TUB, to grant its consent to loan transactions carried out by the companies of the Group to the benefit of their own corporate officers or officers of other companies belonging to the Banking Group.

INDICATE IF THE BOARD HAS ESTABLISHED GENERAL CRITERIA FOR IDENTIFYING 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 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 IF THE BOARD HAS EVALUATED THE SIZE, COMPOSITION AND PERFORMANCE OF THE BOARD OF DIRECTORS AND ITS COMMITTEES, POSSIBLY CHARACTERISING NEW PROFESSIONAL FIGURES WHOSE PRESENCE ON THE BOARD MIGHT BE CONSIDERED APPROPRIATE (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 EVALUATION PROCESS, INDICATING THE PROCEDURES AND CRITERIA (DIMENSIONAL, QUALITATIVE, ETC.) USED.

On 20 March 2012 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 over the month of January 2012 too.

In such occasion, the Board – that had formerly established, in compliance with the Code and Supervisory regulations on banks organization and corporate governance issued by the Banca d'Italia, specific professional experience and integrity requirements that UniCredit Directors shall possess, in addition to the requirements as set forth by the current laws and regulations, in order to ensure the good functioning of the Board of Directors - established its qualitative and quantitative composition deemed to be optimal for fulfilling the correct performance of the Board of Directors' functions, always according to the aforesaid application of the Supervisory regulations and in line with the Code provisions.

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>9</sup> "Qualitative and Quantitative Profile of UniCredit S.p.A. Board of Directors" published on the Company's website.

INDICATE IF 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.

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<sup>9</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/Directors\\_qualitative\\_and\\_quantitative\\_profile.htm](http://www.unicreditgroup.eu/en/Governance/Directors_qualitative_and_quantitative_profile.htm)



IF SO, SPECIFY WHETHER THE BOARD OF DIRECTORS EVALUATES SUCH ISSUES, REPORTING ANY CRITICAL CASES TO THE SHAREHOLDERS' MEETING, IF ANY (CRITERION 1.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 29 April 2009 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 IF 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;
- consent of the Holding Company pursuant to Sect. 136 of Legislative Decree nr. 385/93 for loans by banks/companies belonging to the Group to corporate officers of the Group (included parties that are associated with them by economic and/or legal ties) or to companies where the corporate officers perform administrative, managerial or control functions as well as controlling and controlled companies up to 1,200 Million Euro per individual counterpart / groups of parties that are associated by economic and/or legal ties;
- 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 – with the consent of the Chairman - of the Group Corporate Officers in the corporate bodies of companies and entities classified as “Relevant Legal Entities”<sup>10</sup> and “Others”<sup>11</sup>, with the exclusion of the Main Legal Entities<sup>12</sup>; (ii) the proposals – with the consent of the Chairman - 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 Group transactions affecting shareholdings related to directly and indirectly held controlled or joint controlled companies; as well as related to

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<sup>10</sup> Relevant Legal Entities: (i) other direct or indirect controlled companies (in respect of those indicated in the footnote nr. 12), (ii) direct or indirect joint-controlled companies (also including their controlled/joint controlled companies).

<sup>11</sup> Minority shareholdings directly or indirectly held, and other entities, further to those indicated in the previous footnote nr. 10

<sup>12</sup> Pioneer Global Asset Management, UniCredit Leasing, UniCredit Bank AG, UniCredit Bank Austria, FinecoBank, Koc Financial Hizmetler AS, Bank Pekao, UniCredit Credit Management Bank, UniCredit Business Integrated Solutions, Mediobanca, Associazione Bancaria Italiana, UniCredit Factoring, Yapy Kredi, UniCredit Foundation and UniCredit & Universities.

minority shareholdings, with the consent of the Chairman when fixed thresholds have been exceeded (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/amendment of shareholders' agreements related to the directly and indirectly controlled or not controlled companies: the approval of the stipulation/amendment of shareholders' agreements related to the directly already held shareholdings as well as the expression of the Holding Company's non binding opinion with regard to the stipulation/amendment of shareholders' agreements related to the indirectly already held shareholdings, with the consent of the Chairman when fixed thresholds have been exceeded;

- 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 and authorities referring to expenses necessary for the management of the Bank up to 50 Million Euro for each expense operation, provided that the annual expense budget approved by the Board of Directors is not affected and taking into account that the expenses for consultancy services and the authority for the concession of contributions and donations to social institutions and organizations of public interest as well as for the entering into real/non real-estate leasing agreements, and to exercise relative option rights, may be authorized up to 5 Million Euro for each expense operation;
- managing 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 relevant Internal Rule that may relate to the second line of the organization (i.e. organizational structures in which Divisions and Departments – reporting directly to the CEO, General Manager and Deputy General Managers – break into), including the detailed definition of responsibilities within these structures, in line with the mission and functions assigned by the Board of Directors to the aforesaid structures under the Internal Rule approved by the Board of Directors;
- decision-making on the subject of “restructuring” files or exposures at “default”, not in restructuring;
- 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 of (i) real-estate properties of the Bank; subscription of contracts for bailment, agreements with institutions, museums, exhibitions, etc., up to the limit of 5 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), regardless the type of instruments on trading book based on the creditworthiness of the counterpart and the characteristics of the transaction;
- activities regarding transactions in funds of any kind, both pertaining to the Group and to third parties, and with the consent of the Chairman, beyond pre-determined thresholds.

### **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. Notwithstanding, some powers granted to the Chief Executive Officer in respect of managing subsidiaries and equity-related transactions as well as the activities regarding transactions in funds have to be exercised with the consent of the Chairman of the Board of Directors, beyond pre-determined thresholds.

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 IF THE CHAIRMAN IS:

- A) THE MAIN PERSON RESPONSIBLE FOR COMPANY 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 IF 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, 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 power delegated to the Chief Executive Officer, in accordance with Sect. 136 of Law Decree nr. 385 dated 1° September 1993, to express consent on behalf of UniCredit, in its position as Holding Company, on the following issues:
    - \* for obligations of bank Corporate Officers, for loans contemplated by the stated Sect. 136, resolved upon by Governance Bodies of the Legal Entities belonging to the UniCredit Banking Group;
    - \* for requests put forward by individual Corporate Officers of UniCredit Banking Group Legal Entities should they decide to resolve on the granting of loans to the said Corporate Officers, for the cash settlement of bank cheques drawn upon other banks;
    - \* for obligations of any kind contracted by Group Legal Entities with their officers and/or with companies controlled by the such persons and/or with companies where the same persons perform administrative, managerial or control functions as well as with companies which control or are controlled;
  - 4) 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);
  - 5) 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;
  - 6) 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;
  - 7) report on overall amount of donations handed out during the year to Entities whose purpose is of social or public interest;
  - 8) report on the exercise of powers related to the member of the Group Management Team and of the Leadership Team;
  - 9) report on the total number members of the Staff up to the category of the Associate 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;
- 10) report on the definition and amendments of the organizational structures and of the Internal Rule;
  - 11) report on decisions concerning the real-estate properties, the other tangible and intangible assets as well as the artistic assets;
  - 12) 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;
  - 13) report on issuing of opinions to the Group Legal Entities in case of acquisition of direct shareholdings by the Group Legal Entities in the debtor company or stakes owned by the debtor for transactions associated with credit collections, as well as for conversion into equity of credit towards companies experiencing temporary financial difficulties, 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 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;
  - 15) 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 IF ANY MEMBERS OF THE BOARD OF DIRECTORS MAY BE CONSIDERED EXECUTIVE BECAUSE: I) THEY ARE THE MANAGING DIRECTOR OR EXECUTIVE CHAIRMAN OF THE ISSUER OR A SUBSIDIARY OF STRATEGIC RELEVANCE AND/OR II) THEY ARE DIRECTORS VESTED WITH MANAGEMENT DUTIES AT THE ISSUER OR ONE OF ITS SUBSIDIARIES OF 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.

BRIEFLY DESCRIBE INITIATIVES ADOPTED WITH A VIEW TO INCREASING THE DIRECTORS' KNOWLEDGE OF THE COMPANY AND ITS BUSINESS DYNAMICS (CRITERION 2.C.2.).

During the Period the following topics were examined in detail (i.e.: capital requirements, risk measurement models and compensation) in order to enable the UniCredit Directors to acquire a careful knowledge of the activities, the relevant market of the Company as well as current business topics.

#### 4.6. INDEPENDENT DIRECTORS

INDICATE IF 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 (SECT. 144/NOVIES, PARAGRAPH 1/BIS, OF CONSOB ISSUERS RULES AND CRITERION 3.C.4.);
- 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.).

Following the appointment of Directors, the Board of Directors finally on 27 March 2012 assessed the independence requirements based on the Criteria envisaged by the Code and the outcome, as notified to the market, was the following:

INDEPENDENT DIRECTORS PURSUANT TO THE CRITERIA FOR APPLICATION OF THE CODE:

Mr. Castelletti, Mr. Bengdara, Mr. Belluzzi, Mr. Bischoff, Mr. Fontanesi, Mr. Kadrnoska, Ms. Li Calzi, Mr. Maramotti, Mr. Marocco, Ms. Reichlin, Mr. Schinzler, Mr. Waigel, Mr. Wyand and Mr. Zwickl.

NON INDEPENDENT DIRECTORS PURSUANT TO THE CRITERIA FOR APPLICATION OF THE CODE:

Mr. Rampl, Mr. Calandra Buonauro, Mr. Palenzona, Mr. Ghizzoni, Mr. Giacomini and Ms. Jung.

As far as the position of the Director Wyand, who has held a directorship in the Company for over 9 of the previous 12 years<sup>13</sup> the Board of Directors – in relation to the Director's role as Chairman of the Internal Controls & Risks Committee since 2006, who has managed the Committee's activities rigorously and independently – considered that the Director Wyand'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 member.

IF THE BOARD APPLIES ANY ADDITIONAL CRITERIA TO THOSE ESTABLISHED BY THE CODE, INDICATE SUCH CRITERIA.

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<sup>13</sup> One of the Criteria of the Section 3 of the Code - even if such Criteria can't be considered peremptory - establishes that in general it is not considered independent the person who has held a directorship in the company for over 9 of the previous 12 years.

The Board of Directors in the aforesaid meeting on 27 March 2012 assessed the independence requirements pursuant to Sect. 148 of Leg. Decree nr. 58/98 too. The outcome of the evaluation, also notified to the market, was the following:

INDEPENDENT DIRECTORS PURSUANT TO SECT. 148 OF LEG. DECREE NR. 58/98:

Mr. Rampl, Mr. Castelletti, Mr. Bengdara, Mr. Calandra Buonauro, Mr. Palenzona, Mr. Belluzzi, Mr. Bischoff, Mr. Fontanesi, Mr. Giacomini, Mr. Kadrnoska, Ms. Li Calzi, Mr. Maramotti, Mr. Marocco, Ms. Reichlin, Mr. Schinzler, Mr. Waigel, Mr. Wyand and Mr. Zwickl.

NON INDEPENDENT DIRECTORS PURSUANT TO SECT. 148 OF LEG. DECREE NR. 58/98:

Mr. Ghizzoni and Ms. Jung.

INDICATE IF 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 27 March 2012 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 IF 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 2011 financial year was held on 31 January 2012 for organizational reasons.

The independent Directors – with none of the other Directors in attendance - met in a comparison for dealing with corporate governance topics.

During the meeting, they made remarks on the role of independent Directors of listed companies in the light of the updating of the Corporate Governance Code, published by Borsa Italiana in December 2011, and in the process for the management of the transactions with related parties, also in the light of the amendments to be made to the aforesaid procedure following the issuing of the new provisions by Banca d'Italia.

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

INDICATE IF, ACCORDING TO THE CODE (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), THE BOARD HAS APPOINTED AN INDEPENDENT DIRECTOR AS THE LEAD INDEPENDENT DIRECTOR (CRITERION 2.C.3.).  
IF SO, ILLUSTRATE 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.

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

## 5. TREATMENT OF CORPORATE INFORMATION

INDICATE IF THE BOARD, UPON THE PROPOSAL OF THE MANAGING DIRECTORS, 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 4.C.1.).

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 the internal management and public disclosure of documents and information concerning the Company, also including privileged information.

Since 2002, the Board of Directors has adopted the following procedure for disclosing confidential information to the market:

- a) attributing responsibility for assessing the inside nature of information to the Planning, Finance and Administration Department, with the support of the Group Investor Relation Department and of the Legal & Compliance Department;
- b) approval by the Board of Directors of the announcement or, when such disclosures concern delegated transactions, by the Chairman, Chief Executive Officer, General Manager or one of the Deputy General Managers;
- c) disclosure of the announcement to the market via the Media Relations and Executive Communications Department, via "N.I.S." system, to the Borsa Italiana and CONSOB as well as to at least two news agencies.

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 information to be regarded as privileged, and the individuals who either regularly or occasionally may access said privileged 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 Sect. 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 (INTERNAL CONTROL COMMITTEE).

INDICATE IF A COMMITTEE HAS BEEN ESTABLISHED TO PERFORM THE FUNCTIONS OF TWO OR MORE COMMITTEES AS ENVISAGED BY THE CODE.

IF SO, IN THE FOLLOWING SECTIONS PROVIDE THE INFORMATION REQUIRED CONCERNING EACH COMMITTEE, SPECIFYING DUTIES, RESOURCES AND ACTIVITIES RELATED TO EACH FUNCTION AND INDICATE THE RATIONALE BEHIND THE ISSUER'S DECISION.

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.

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 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) The 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 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) The 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 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 IF THE BOARD HAS DECIDED TO APPOINT A NOMINATION COMMITTEE (PRINCIPLE 6.P.2.).

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 Sect. 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 NR. 2 IN THE APPENDIX:

- 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 nr. 2 “Board of Directors and Committees structure” of the Appendix to this Report.

A total of 12 meetings were held in 2011, 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 27 March 2012, 5 meetings of the Corporate Governance, HR and Nomination Committee have been held.

INDICATE IF MOST OF THE MEMBERS OF THE NOMINATION COMMITTEE WERE INDEPENDENT DURING THE PERIOD (PRINCIPLE 6.P.2.).

INDICATE IF THE NOMINATION COMMITTEE WAS COMPRISED OF AT LEAST THREE MEMBERS DURING THE PERIOD, OR – IF THE BOARD OF DIRECTORS COMPRISES NO MORE THAN FIVE MEMBERS - OF ONLY TWO DIRECTORS, BOTH INDEPENDENT (CRITERION 5.C.1., LETT. A).

The Corporate Governance, HR and Nomination Committee consists of 7 members, with the Chairman of the Board and Chief Executive Officer 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. The Committee was comprised of Directors most of whom non-executive and independent until 22 March 2011. On such date, following the assessment of the existence of the independence requirements based on the Criteria envisaged by the Code, the half of the non-executive members met the independence requirements. Given the multiplicity and complexity of the functions performed by the Committee, and their tireless efforts in the management of its activities, the composition has not been changed.

IF NON-MEMBER ATTENDED MEETINGS, INDICATE IF THEY WERE INVITED BY THE COMMITTEE AND WHETHER ITEMS ON THE AGENDA WERE DISCUSSED (CRITERION 5.C.1., LETT. F).

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 were invited, when needed, to participate in the Corporate Governance, HR and Nomination Committee meetings to discuss specific items on the agenda.

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

INDICATE WHETHER THE NOMINATION COMMITTEE PROPOSES CANDIDATES TO FILL INDEPENDENT DIRECTOR VACANCIES TO THE BOARD OF DIRECTORS AS PER ARTICLE 2386, PARA. 1 OF THE ITALIAN CIVIL CODE (CRITERION 6.C.2., LETT. A).

SPECIFY IF THE NOMINATION COMMITTEE DESIGNATES CANDIDATES TO THE POSITION OF INDEPENDENT DIRECTOR TO BE SUBMITTED TO THE SHAREHOLDERS' MEETING OF THE ISSUER, TAKING INTO ACCOUNT ANY RECOMMENDATIONS IN THIS REGARD RECEIVED FROM SHAREHOLDERS (CRITERION 6.C.2., 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 - 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 IF THE NOMINATION COMMITTEE OFFERS THE BOARD OF DIRECTORS ITS OPINION REGARDING THE SIZE AND COMPOSITION OF THE COMMITTEE AS WELL AS ITS VIEWS ON THE PROFESSIONAL SKILLS REQUIRED BY BOARD MEMBERS (CRITERION 6.C.2., LETT. C).

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.

INDICATE ANY FURTHER FUNCTIONS ASSIGNED TO THE NOMINATION COMMITTEE.

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.

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.

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 companies belonging to the Group, and movements of Group Top Management members.

INDICATE IF THE MEETINGS OF THE NOMINATION COMMITTEE WERE DULY RECORDED (CRITERION 5.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 5.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. However, all the Board Committees may have their own budget, which 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 “2012 Group Compensation Policy”, according to Sect. 123/ter of the TUF, to Sect. 84-quarter of the CONSOB Issuers Rules (lastly modified by deliberation 18049 of 23 December 2011) 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 Sect. 123/bis, paragraph 1, letter i), of the TUF), please refer to the Chapters “Non-Executive Directors Compensation” and “Group Compensation Systems” of the “Compensation Report” published - within the “Group Compensation Policy 2012” - according to Sect. 123-ter of the TUF, to Sect. 84-quarter of the CONSOB Issuers Rules (lastly modified by deliberation 18049 of 23 December 2011) and to the provisions set forth at Title IV, Chapter 1, Table 15 of Circular 263 of Banca d’Italia.

## 10. INTERNAL CONTROL COMMITTEE

INDICATE IF THE BOARD APPOINTS AN INTERNAL CONTROL COMMITTEE (PRINCIPLE 8.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 Control & Risks Committee, in line with the new functions attributed to it. On 30 September 2010 its name was changed to Internal Controls & Risks Committee.

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

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

IN PARTICULAR, SPECIFY THE FOLLOWING INFORMATION, ALSO USING THE SCHEDULE NR. 2 IN THE APPENDIX:

- NUMBER OF INTERNAL CONTROL 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 nr. 2 “Board of Directors and Committees structure” of the Appendix to this Report.

The functions of the Committee are to advise and propose. It carries out its duties either in plenary session or through (i) its Internal Controls Sub-Committee, (ii) its Risks Sub-Committee or (iii) its Related-Parties Transactions Sub-Committee.

During the Period the Internal Controls & Risks Committee held 6 plenary sessions, 3 meetings of its Internal Controls Sub-Committee and 3 meetings of its Risks Sub-Committee.

The Committee meetings lasted for an average of 5 hours.

The meetings of the Internal Controls & Risks Committee are generally called once a month. 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. As at 27 March 2012, 3 plenary meetings of the Internal Controls & Risks Committee have been held.

In order to monitor related-party transactions and related matters, within the limits of the role attributed to it under current rules and regulations, on 30 September 2010 the Board of Directors established a Related-Parties Transactions Sub-Committee within the Internal Controls & Risks Committee. The Related-Parties Transactions Sub-Committee meetings are called whenever it is necessary.

The Related-Parties Transactions Sub-Committee met 7 times in 2011.

The average length of its meetings was 1 hour and 15 minutes.

As at 27 March 2012, 2 meetings of the Related-Parties Transactions Sub-Committee have been held.



INDICATE IF THE INTERNAL CONTROL COMMITTEE WAS COMPRISED OF NON-EXECUTIVE DIRECTORS DURING THE PERIOD, MOST OF WHOM WERE INDEPENDENT, OR ALTERNATIVELY, EXCLUSIVELY OF INDEPENDENT DIRECTORS, IF THE ISSUER IS CONTROLLED BY ANOTHER LISTED COMPANY (PRINCIPLE 8.P.4.).

The Internal Controls & Risks Committee is comprised of non-executive Directors, most of whom are independent (see Schedule nr. 2 in the Appendix).

INDICATE IF THE INTERNAL CONTROL COMMITTEE WAS COMPRISED OF AT LEAST THREE MEMBERS DURING THE PERIOD, OR – IF THE BOARD OF DIRECTORS COMPRISES NO MORE THAN FIVE MEMBERS - OF ONLY TWO DIRECTORS, BOTH INDEPENDENT (CRITERION 5.C.1., LETT. A).

Since 30 September 2010 the Internal Controls & Risks Committee has had 9 members (previously 7 members), who are all independent Directors pursuant to Sect. 148, paragraph 3, of Legislative Decree nr. 58 dated 24 February 1998. The majority of the members (7 out of 9) also meet the independence requirements prescribed by the Corporate Governance Code. The Internal Controls and Risks Sub-Committees each have six members and are chaired by the Chairman of the Internal Controls & Risks Committee, who is a member by right of both Sub-Committees, as are the Chairman of the Board of Directors and the Senior Vice Chairman. The Related-Parties Transactions Sub-Committee has three members, all independent Directors under the Code, and is chaired by one of these.

The current composition of the above Sub-Committees is the following.

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

INDICATE IF AT LEAST ONE MEMBER OF THE COMMITTEE HAS ADEQUATE EXPERIENCE IN ACCOUNTING AND FINANCE, AS JUDGED BY THE BOARD OF DIRECTORS AT THE TIME OF HIS/HER APPOINTMENT (PRINCIPLE 8.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 INTERNAL CONTROL COMMITTEE ATTENDED MEETINGS, INDICATE IF SUCH PARTICIPATION IS BY INVITATION ONLY AND SPECIFICALLY TO DISCUSS INDIVIDUAL ITEMS ON THE AGENDA (CRITERION 5.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.

The external auditors, KPMG S.p.A., other Group managers and members of certain subsidiaries' audit committees were invited to attend the meetings of the Internal Controls & Risks Committee for the discussion of relevant agenda items.

## Functions attributed to the Internal Control Committee

INDICATE IF THE INTERNAL CONTROL COMMITTEE IS RESPONSIBLE FOR:

ASSISTING THE BOARD OF DIRECTORS WITH REGARD TO FULFILLING ITS DUTIES AS PER THE CODE CONCERNING THE INTERNAL CONTROL SYSTEM (CRITERION 8.C.1.);

The Internal Controls & Risks Committee in plenary session supports the Board of Directors by drawing up guidelines for the internal control system, 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 reviews the annual budget guidelines and assists the Board of Directors by drawing up risk management policies, while checking that they are compatible with sound and proper management (risk appetite). The Internal Controls & Risks Committee is also charged with reviewing periodical reports drawn up by control functions, as required by legislation and regulations.

CHECKING, TOGETHER WITH THE MANAGER CHARGED WITH PREPARING THE COMPANY'S FINANCIAL STATEMENTS AND THE EXTERNAL AUDITORS, THAT ACCOUNTING PRINCIPLES HAVE BEEN CORRECTLY APPLIED AND, IF A GROUP, THEIR CONSISTENCY FOR THE PURPOSES OF CONSOLIDATED FINANCIAL STATEMENTS (CRITERION 8.C.3., 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.

AT THE REQUEST OF THE EXECUTIVE DIRECTOR, EXPRESSING OPINIONS ON SPECIFIC ASPECTS RELATING TO THE IDENTIFICATION OF THE PRINCIPAL ENTERPRISE RISKS, AS WELL AS THE DESIGN, IMPLEMENTATION AND MANAGEMENT OF THE INTERNAL CONTROL SYSTEM (CRITERION 8.C.3., LETT. B);

The Internal Controls & Risks Committee - and specifically its Risks Sub-Committee - is charged with assisting the Board of Directors in monitoring the actual workings of the risk management and control processes in respect of credit risk, market risk, liquidity risk and operational risk, and that these comply with current internal and external regulations. In respect of credit risk, it assists the Board of Directors in monitoring bulk risk (concentration by sectorial and individual borrower or group). Its Internal Controls Sub-Committee also monitors the application by the Compliance function of the compliance risk management policies laid down by the Board, and the implementation by the Internal Audit Department of the Board's directives on third-level audits.

REVIEWING THE WORK PLAN PREPARED BY THE OFFICERS IN CHARGE OF INTERNAL CONTROL AS WELL AS THE PERIODICAL REPORTS PREPARED BY THEM (CRITERION 8.C.3., LETT. C);

The Internal Controls & Risks Committee - specifically through its Internal Controls Sub-Committee - reviews the Group's audit guidelines, assesses the adequacy of the annual audit plan prepared by the Head of the Internal Audit Department, and may request that specific audits be conducted.

EVALUATING THE RESULTS DESCRIBED IN THE REPORT OF EXTERNAL AUDITORS AND LETTER OF RECOMMENDATION, IF ANY (CRITERION 8.C.3., LETT. D);

The Internal Controls & Risks Committee is charged with assessing the work of the Group's external auditors and the results set out in their report(s) and management letter(s).

REPORTING TO THE BOARD, AT LEAST BIANNUALLY, ON THE OCCASION OF THE APPROVAL RESPECTIVELY OF THE ANNUAL REPORTS AND ACCOUNTS AND THE FIRST HALF REPORT, ON ITS ACTIVITIES, AS WELL AS ON THE ADEQUACY OF THE INTERNAL CONTROL SYSTEM (CRITERION 8.C.3., LETT. G).

The Internal Controls & Risks Committee reports on its deliberations 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 fitness for purpose of the internal control system.

INDICATE ANY FURTHER FUNCTIONS CARRIED OUT BY THE INTERNAL CONTROL COMMITTEE.

The Internal Controls & Risks Committee - specifically through its Internal Controls and Risks Sub-Committees - is charged with:

- reviewing the Group risk assessment and assisting the Board in monitoring the actual functioning of risk management - in respect of credit risk, market risk, liquidity risk and operational risk - and control processes, checking that they are in compliance with current legal and regulatory requirements. In respect of credit risk, it assists the Board of Directors in monitoring bulk risk (concentration by sectorial and individual borrower/group);
- assessing any remarks contained in the audit reports received from internal audit and compliance functions or from the Boards of Statutory Auditors or control bodies of Group companies, or arising from investigations or reviews conducted by outside entities;
- supporting the Board by checking that the Compliance function enforces the compliance risk management policies laid down by the Board and follows up to ensure that they are approved internally and implemented by all Group entities. At least once a year the Committee reviews a periodical report on the adequacy of the compliance risk management system and details of any significant compliance breaches. It also reviews the annual report on investment services, and the half-yearly overall report on complaints received by UniCredit.

The Internal Controls & Risks Committee - through its Related-Parties Transactions Sub-Committee - manages all matters relating to related-party transactions in accordance with prevailing legal and regulatory requirements and the Procedure for related-party transaction management.

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

The Internal Controls & Risks Committee inter alia – giving its opinion and, when necessary, making proposals to the Board of Directors on the Group's control activity, the quarterly and first half reports, as well as the consolidated annual financial statements. During its meetings the Committee received and examined the reports prepared on a regular basis by the Internal Audit Department, the Legal & Compliance Department, the Group Risk Management Department, the Manager charged with drawing up the financial statements and all other competent structures, as well as representatives of the external auditors.

During the year, special meetings were held with the Chairmen of the audit committees of the Group's main subsidiaries' and sub-holding companies.

INDICATE IF THE CHAIRMAN OF THE BOARD OF AUDITORS OR ANY OTHER AUDITORS DESIGNATED BY THE CHAIRMAN OF THE BOARD OF AUDITORS, PARTICIPATES IN INTERNAL CONTROL COMMITTEE MEETINGS (CRITERION 8.C.4.).

The Chairman of the Board of Statutory Auditors, or an Auditor designed by him, attends all Internal Controls & Risks Committee meetings.

INDICATE IF THE MEETINGS OF THE INTERNAL CONTROL COMMITTEE WERE DULY RECORDED (CRITERION 5.C.1., LETT. D).

The meetings of the Internal Controls & Risks Committee were minuted and placed on record by the Committee Secretary.

INDICATE IF, IN THE PERFORMANCE OF ITS DUTIES, THE INTERNAL CONTROL COMMITTEE HAS RIGHT OF ACCESS TO THE NECESSARY COMPANY INFORMATION AND FUNCTIONS, AS WELL AS TO AVAIL ITSELF OF EXTERNAL ADVISERS, IN ACCORDANCE WITH PROCEDURES LAID DOWN BY THE BOARD OF DIRECTORS (CRITERION 5.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.

SPECIFY THE FINANCIAL RESOURCES AT THE DISPOSAL OF THE INTERNAL CONTROL 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. However, since all the Board Committees may have their own budget, it may be supplemented to meet specific needs.

## 11. INTERNAL CONTROL SYSTEM

INDICATE IF THE BOARD DEFINES GUIDE-LINES FOR THE INTERNAL CONTROL SYSTEM, SO THAT THE MAIN RISKS CONCERNING THE ISSUER AND ITS SUBSIDIARIES ARE CORRECTLY IDENTIFIED AND ADEQUATELY MEASURED, MANAGED AND MONITORED, AND IF CRITERIA ARE DETERMINED FOR DETERMINING WHETHER SUCH RISKS ARE COMPATIBLE WITH THE SOUND AND PROPER MANAGEMENT OF THE COMPANY (CRITERION 8.C.1., LETT. A).

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

DESCRIBE THE MAIN FEATURES OF THE INTERNAL CONTROL SYSTEM (CRITERION 8.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>14</sup> is to facilitate the Group's advancement of its business interests in compliance with applicable laws, regulations, internal policies and best practices and to help safeguard the Group franchise and reputation as well as upholding its values.

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<sup>14</sup> The Global Compliance Department is responsible regarding laws concerning Banking matters (for example, Anti-money laundering, Transparency, Privacy) and 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.

To ensure effective compliance risk management<sup>15</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 issues as necessary.

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

The role of Global Compliance is to:

- develop Global Compliance Rules;
- set global standards that apply across the Group (for example, Anti Money Laundering, Conflicts of Interest); and
- receive reports on Legal Entity compliance risk, which are to be consolidated to give Group management an overview of the material compliance risks facing the Group.

The structure of Global Compliance relies on a "matrix" business coverage model (for CIB, F&SME and Private Banking) and on specialist areas who provide services across the Group to allow economies of scale (for example Anti Money Laundering, Regulatory Counsel, Compliance Assessment Mapping and Planning, Compliance Education). The matrix structure consists of Global Coordinators that generally, though not always Holding Company employees, will coordinate, and will aim to ensure consistency<sup>16</sup> on compliance related matters across the Group.

Such matrix 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" (hierarchical reporting within each Legal Entity).

Each Legal Entity should mirror the Holding Company Compliance structure, exceptions to this rule must be agreed with Global Compliance, for example, in order to meet applicable local law requirements that is for the proportionality principle.

The Group Compliance Officer of UniCredit is Ms Nadine Faruque.

In particular, the Group Risk Management Department aims to:

- optimise the quality of the Group's assets, minimise the cost of risks in line with the risk/profitability targets assigned to the business areas;
- guarantee strategic guidelines and the definition of the Group's risk management policies;
- define and supply Division Heads and Legal Entities with criteria for evaluating, managing, measuring, monitoring and communicating risks (e.g. credit, market/liquidity and operational risks) and ensure consistency with risk control systems and procedures both at Group level and among the individual Legal Entities;

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<sup>15</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>16</sup> Also through also the development of Global Compliance Rules, the provision of advice and the issuance of non binding opinions.

- build a risk-awareness culture across the whole Group through training and development initiatives for highly qualified personnel, in conjunction with the Human Resources/Global Banking Services 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. Carl Guha.

The UniCredit's Internal Audit Department reports to the Board of Directors and audits the Parent Company and individual Group entities, including foreign branches, where necessary on site.

It coordinates, regulates and monitors internal auditing Groupwide carried out by Group entities' internal audit functions and the specialised subsidiary UniCredit Audit.

As the third-level control function, the Internal Audit Department provides the competent corporate bodies and regulators with an independent assessment of the adequacy and functionality of the Group's internal control system.

The Internal Audit Department is structured as follows:

- central units charged with steering, coordination and control of the competence line, specifically: defining and implementing common methods and IT tools, audit monitoring, reporting to senior management and corporate bodies, quality assessment of internal audit functions, training and contributing to the improvement of the Group's internal control system;
- units dedicated to auditing shared or generally used processes Groupwide, structures responsible for steering, coordination and control Groupwide and individual Group entities;
- units dedicated to auditing bank departments and processes within the Italy region, which is outsourced to UniCredit Audit spa.

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

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 SECT. 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 Sect. 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) nr. 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 IF, DURING THE PERIOD, THE BOARD EVALUATES THE ADEQUACY, EFFECTIVENESS AND FUNCTIONING OF THE INTERNAL CONTROL SYSTEM (CRITERION 8.C.1., LETT. C).  
IF SO, ILLUSTRATE THE PROCESS AND THE OUTCOME OF THE EVALUATION.

During the Period the Board of Directors assessed the adequacy, effectiveness and actual functioning of the internal control systems, through the Internal Controls & Risks Committee which regularly receives:

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

## **11.1 EXECUTIVE DIRECTOR IN CHARGE OF THE INTERNAL CONTROL SYSTEM**

INDICATE IF THE BOARD APPOINTED AN EXECUTIVE DIRECTOR FOR SUPERVISING THE FUNCTIONALITY OF THE INTERNAL CONTROL SYSTEM (CRITERION 8.C.1., LETT. B).  
IF SO, INDICATE THE DIRECTOR THUS DESIGNATED.

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

IF APPOINTED, INDICATE IF THE EXECUTIVE DIRECTOR RESPONSIBLE FOR SUPERVISING THE FUNCTIONALITY OF THE INTERNAL CONTROL SYSTEM:

IDENTIFIED THE MAIN BUSINESS RISKS (STRATEGIC, 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 8.C.5., 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.

IMPLEMENTED THE GUIDELINES DEFINED BY THE BOARD OF DIRECTORS, THROUGH THE DESIGN, IMPLEMENTATION AND MANAGEMENT OF THE INTERNAL CONTROL SYSTEM, CONSTANTLY MONITORING ITS OVERALL ADEQUACY, EFFECTIVENESS AND EFFICIENCY (CRITERION 8.C.5., 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.

The Chief Executive Officer continuously verified the effective management of all enterprise risks and the adequacy, efficiency and effectiveness of risk controls *inter alia* by defining adequate risk management policies.

He also supervised the transmission of guidelines to Group entities for the creation of effective models and controls, including organisational controls, and through the competent functions of the Parent Company monitors correct and timely implementation of the guidelines by all Group entities.

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 Committees model plans for 1 Group level Committee (ICCC = Internal Control Coordination Committee, chaired by Group Chief Operating Officer), and 5 Country level Committees (ICBCs = Internal Control Business Committees), in Italy, Germany, Austria, Poland and CEE.

ICS Committees will be held quarterly. Extraordinary sessions may be held as well, triggered by urgent or relevant issues.

The Group ICS Committee (ICCC) and Country ICS Committees (ICBC) of Italy and Germany are already operative. Other Country Committees are planned to be activated within the third quarter of this year.

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

The procedure envisages the analysis of information related to the effectiveness of the Internal Control System. Info are made available by both the second and third level Control Functions and by a newly 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.

Although MCA will become in the future a standardized procedure at Group level, for 2011 it has been run within the Italian perimeter only, involving roughly 200 branches, belonging to the three business networks (Family & Small Enterprises, Private, Corporate), gathering from them a judgment about the effectiveness of more than 350 operative and regulatory controls.

In respect of the third-level controls performed by the Internal Audit Department, the Chief Executive Officer assessed the audit guidelines and proposed additions to the annual audit plan by requesting of specific audits. He also expressed an opinion on proposed organisational and staff changes within the Internal Audit Department.

ADAPTED SUCH SYSTEM TO THE DYNAMICS OF THE PREVAILING OPERATING CONDITIONS AND THE LEGISLATIVE AND REGULATORY FRAMEWORK (CRITERION 8.C.5., LETT. B).

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

PROPOSED TO THE BOARD OF DIRECTORS THE APPOINTMENT, REVOCATION AND REMUNERATION OF THE HEAD OF THE INTERNAL AUDIT FUNCTION (CRITERION 8.C.5., LETT. C).

The Chairman of the Board of Directors submits proposals to the Board of Directors – after obtaining the opinion of the Internal Controls & Risks Committee - regarding the appointment, replacement or removal of the Head of the Internal Audit function.

The Chief Executive Officer submits proposals to the Board of Directors as to the appointment, replacement or removal of the Head of the Compliance Function.

With regard to the remuneration of the above persons, reference is made to information given below.

## **11.2. PERSON IN CHARGE OF INTERNAL CONTROL**

INDICATE IF THE BOARD OF DIRECTORS APPOINTED ONE OR MORE PEOPLE TO ENSURE THAT THE INTERNAL CONTROL SYSTEM IS ALWAYS ADEQUATE, FULLY OPERATIONAL AND EFFECTIVE (PERSONS IN CHARGE OF INTERNAL CONTROL) (CRITERION 8.C.6., LETT. A).

IF SO, INDICATE THE NAME OF THE PERSON(S) IN CHARGE OF INTERNAL CONTROL AND SPECIFY IF THE APPOINTMENT IS MADE UPON THE PROPOSAL OF THE EXECUTIVE DIRECTOR IN CHARGE OF SUPERVISING THE FUNCTIONALITY OF THE INTERNAL CONTROL SYSTEM, AFTER CONSULTING WITH THE INTERNAL CONTROL COMMITTEE (CRITERION 8.C.1.).

The Board of Directors has taken no formal resolution regarding the appointment of the person in charge of Internal Control. UniCredit has set up an Internal Audit function. The person in charge of Internal Control is therefore the same as the Head of the Internal Audit Department.

The Head of the Internal Audit Department is Mr. Ranieri de Marchis (see par. 11 above).

INDICATE IF THE BOARD OF DIRECTORS, UPON PROPOSAL OF THE EXECUTIVE DIRECTOR IN CHARGE OF SUPERVISING THE FUNCTIONALITY OF THE INTERNAL CONTROL SYSTEM AND AFTER CONSULTING WITH THE INTERNAL CONTROL COMMITTEE, DEFINES THE REMUNERATION OF THE PERSON(S) IN CHARGE OF INTERNAL CONTROL IN LINE WITH THE COMPANY'S POLICIES (CRITERION 8.C.1.).

The Board of Directors, having obtained the opinion of the Chief Executive Officer and the Internal Controls & Risks Committee, set the remuneration of the Head of the Internal Audit Department in line with company policies.

INDICATE IF THE PERSON(S) IN CHARGE OF INTERNAL CONTROL IS/ARE NOT RESPONSIBLE FOR ANY OPERATIONAL DIVISIONS AND DOES/DO NOT REPORT HIERARCHICALLY TO ANY MANAGER OF OPERATIONAL DIVISIONS, INCLUDING THE ADMINISTRATION AND FINANCE DIVISIONS (CRITERION 8.C.6., LETT. B).

The Head of the Internal Audit Department is not responsible for any operating areas and does not report hierarchically to any heads of operational areas, including the administration and finance area.

INDICATE IF THE PERSON(S) IN CHARGE OF INTERNAL CONTROL:

HAS (HAVE) DIRECT ACCESS TO ALL NECESSARY INFORMATION FOR THE PERFORMANCE OF HIS/HER (THEIR) DUTIES; (CRITERION 8.C.6., LETT. C);

The Head of the Internal Audit Department has direct access to all the information required to perform his duties.

REPORTS ON HIS/HER (THEIR) ACTIVITY TO THE INTERNAL CONTROL COMMITTEE<sup>17</sup> AND THE BOARD OF AUDITORS (CRITERION 8.C.6., LETT. E);

The Head of the Internal Audit Department continuously reports on his activities to the Board of Statutory Auditors and the Internal Controls & Risks Committee and in matters of particular importance at the first possible meeting. He also reports on all audit activities to the Internal Controls & Risks Committee and the Board of Statutory Auditors at least quarterly.

REPORTS ON HIS/HER (THEIR) ACTIVITY ALSO TO THE EXECUTIVE DIRECTOR RESPONSIBLE FOR THE SUPERVISION OF THE FUNCTIONALITY OF THE INTERNAL CONTROL SYSTEM (CRITERION 8.C.6., LETT. E).

The Head of the Internal Audit Department also reports on his activities to the Chief Executive Officer.

SPECIFY THE FINANCIAL RESOURCES AT DISPOSAL OF THE PERSON(S) IN CHARGE OF INTERNAL CONTROL IN ORDER TO CARRY OUT HIS/HER (THEIR) DUTIES.

The Head of the Internal Audit Department has a budget, which is drawn up annually and submitted to the competent corporate bodies for approval.

ILLUSTRATE THE MAIN ACTIVITIES CARRIED OUT BY THE PERSON(S) IN CHARGE OF INTERNAL CONTROL DURING THE PERIOD.

In 2011 the Parent's Internal Audit Department, in compliance with the guidelines laid down by the Board of Directors, carried out audits both of the Parent's central departments and of its subsidiaries, in accordance with the operating procedures prescribed by Group standards; the results were promptly reported to the responsible corporate bodies.

As part of its steering, coordinating and controlling role the Department also regulated, coordinated and oversaw the auditing activity carried out by the internal audit functions of the whole Group and continued to update current standards and policies in order to improve its support for the audit process stages of planning, execution, reporting and monitoring, taking advantage of the skills and best practice to be found in the Group.

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<sup>17</sup> When it exists

It also continued to develop an Audit Quality Review program through a dedicated unit, which aims to improve the efficacy of audits of UniCredit S.p.A. and Group entities, while checking that international internal audit standards are met.

INDICATE IF THE ISSUER ESTABLISHED AN INTERNAL AUDIT FUNCTION (CRITERION 8.C.7).  
IF SO, SPECIFY IF THE PERSON RESPONSIBLE FOR INTERNAL CONTROL IS THE SAME AS THE PERSON RESPONSIBLE FOR THE INTERNAL AUDIT FUNCTION.

As stated above, UniCredit, as an authorised bank and parent of a group, has set up an Internal Audit function. The Person in charge of Internal Control is also the Head of the Internal Audit Department.

INDICATE IF THE INTERNAL AUDIT FUNCTION HAS BEEN ENTRUSTED, AS A WHOLE OR BY BUSINESS SEGMENTS, TO PERSONS EXTERNAL TO THE ISSUER.  
IF SO, INDICATE THE NAME OF SUCH EXTERNAL PERSONS, ANY CORPORATE RELATIONS WITH THE ISSUER, AND THE REASON FOR THIS DECISION (CRITERION 8.C.8.).

Since 1 November 2010 there has been an outsourcing agreement between UniCredit S.p.A. and its subsidiary UniCredit Audit S.c.p.a., whereby the latter will audit the Bank's processes and structures within the Italy region.

### **11.3. ORGANIZATION MODEL as per Legislative Decree nr. 231/2001**

INDICATE IF THE ISSUER AND ITS STRATEGICALLY RELEVANT SUBSIDIARIES ADOPTED AN ORGANIZATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE NR. 231/2001.  
IF SO, BRIEFLY ILLUSTRATE THE MODEL, SPECIFYING, IN PARTICULAR, THE CRIMES THAT THE MODEL INTENDS TO PREVENT AND THE COMPOSITION OF THE CONTROL BODY HOLDING RESPONSIBILITY FOR OVERSEEING THE FUNCTIONING OF AND COMPLIANCE WITH THE MODEL .

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.

#### **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 10 May 2007 resolved to extend the final term of the auditing firm KPMG S.p.A.’s contract by another six years, therefore for the years 2007, 2008, 2009, 2010, 2011 and 2012; KPMG S.p.A. is the firm in charge of auditing the individual and consolidated financial statements, and overseeing the proper keeping of accounts and reporting of management matters in book entries.

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

#### **11.5. MANAGER CHARGED WITH PREPARING A COMPANY’S FINANCIAL REPORTS**

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 chosen 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 aforesaid executive 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.



## 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 nr. 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.

The current version of the "Procedures for the management of transactions with related parties" is available available on UniCredit website<sup>18</sup>.

INDICATE IF 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. (CRITERION 9.C.2.).

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<sup>18</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.htm](http://www.unicreditgroup.eu/en/Governance/Transactions_with_Related_Parties.htm)

IF SO, DESCRIBE HOW THE OPERATING SOLUTIONS ARE APPLIED IN THE MOST SIGNIFICANT CASES.

Notwithstanding compliance with 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 Sect. 136 of Leg. Decree nr. 385/93 in respect of borrowings by bank corporate officers, according to which such officers may borrow, directly or indirectly, from the bank that they administer, manage or control, only if approved unanimously by the administrative body and with the favourable vote of the members of the control 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 loan.

In the event of a transaction implemented with a Related Parties, whether a Bank Officer or a party relating to such, the same falls under the perimeter of the application of Sec. 136 of Legislative Decree nr. 385/93. As such, the Board of Directors of UniCredit or of the Group company concerned (in this case with the consent of the Parent company) must unanimously approve the transaction, with the positive opinion of the members of the Board of Statutory Auditors, specifying in the approval report the reasons with regards to the company's interest and the completion of the transaction, as well as the value and the substantive correctness of the relevant conditions. The Committee of Independent Directors for transactions with related parties, set up under the perimeter of the Internal Controls & Risks 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.

### 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 on which the candidates are listed with a progressive number; at least the first two candidates from each list for the position of effective Auditor and at least the first candidate from each list for the position of stand-in Auditor must be listed in the Rolls of Auditors. 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 Meeting, by sufficient legitimate parties to 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 into two sub-lists, which contain respectively up to 5 candidates for the position of effective Auditor and up to 2 for that of stand-in Auditor.

With reference to the election of the effective Auditors, the votes received by each list are subsequently divided by one, two, three, four and five. The resulting votes are assigned progressively to the candidates from the first list of each slate in the same order as presented, and are placed in a single decreasing classification. The effective Auditors elected are those with the highest number of votes.

Notwithstanding the above, if four or more candidates with the highest percentages belong to the same slate, the first three are elected, while the fourth and fifth are those, among the names on the minority slates that have the highest number of votes.

With regard to the appointment of the stand-in Auditors, the votes obtained by each list are subsequently divided by one and two. The ratios thus obtained are allocated progressively to the candidates in the first sub-list of each list in the order foreseen by the list concerned, and are arranged in just the one schedule in descending order. Except where provided for otherwise in the next paragraph, those obtaining the highest ratios are elected.

Whenever the two candidates to obtain the highest ratios belong to the same list, the one with the highest ratio shall be elected, while the second one shall be the candidate who obtains the highest ratio out of those belonging to the other lists.

In the event of substitution of an effective Auditor, he shall be replaced by the stand-in Auditor on the same list indicated by the outgoing Auditor.

In the event of two or more ratios being level for the position of the last effective Auditor and/or the last stand-in Auditor, the candidate from the list that has obtained the highest number of votes shall take priority – and if the number votes are equal, the oldest candidate shall then take priority – unless this list has already indicated three effective Auditors or the other stand-in Auditor; in the event of this happening, the candidate from the list bearing the next lowest number of votes shall take priority.

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

## 14. STATUTORY AUDITORS (as per Sect. 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 NR. 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 OF THE BOARD OF AUDITORS;
- PERSONAL AND PROFESSIONAL CHARACTERISTICS OF EACH AUDITOR (SECT. 144/DECIES OF THE CONSOB REGULATION)
- NAME OF THE STATUTORY AUDITORS WHO TERMINATED THEIR POSITIONS DURING 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 Meeting called to approve the 2012 financial statements. The composition of the Board of Statutory Auditors is given in Schedule nr. 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 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 nr. 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 nr. 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, among other things, the Shareholders have presented and filed according to the deadline and ways provided for by the prevailing laws and Clause 30 of the Articles of Association, as well as taking into account the CONSOB Resolution nr. DEM/9017893 dated 26 February 2009, the following documentations:

1. a statement of the individual candidates irrevocably accepting the position and the 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 experience, integrity and independence requirements provided for by the current prevailing laws and regulations, with:
  - *curriculum vitae* of each candidate containing information on personal and professional characteristics;
  - list of the administrative and control offices held in other companies by each candidate.

Moreover the Shareholders who have presented the Slate nr. 2 have contextually declared the absence of connection with other shareholders who held also jointly a control or relative majority participation.

Information on the personal and professional characteristics of individual candidates, showed in their *curricula* together with the list of the administrative and control offices held in other companies were made available at UniCredit website ([http://www.unicreditgroup.eu/en/Governance/Shareholder\\_meetings.htm](http://www.unicreditgroup.eu/en/Governance/Shareholder_meetings.htm)).

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 nr.1, that has obtained the relative majority of the Shareholders' votes, equal to 71.353% of the share capital present at the Meeting, corresponding to 27.857% of the ordinary share capital, are been taken the following Auditors:

effective Auditors

1. Mr. Cesare Bioni
2. Mr. Vincenzo Nicastro
3. Mr. Michele Rutigliano

stand-in Auditors

1. Mr. Paolo Domenico Sfameni

- by the Slate nr. 2, that has obtained the 26.283% of the share capital present at the Meeting, corresponding to 10.261% of the ordinary share capital, are been taken the following Auditors:

effective Auditors

4. Mr. Maurizio Lauri (Chairman)

stand-in Auditors

2. Mr. Massimo Livatino

## 5. Mr. Marco Ventoruzzo

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

All the members of the Board of Statutory Auditors possess the requirements as set forth by the current laws and regulations. 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>19</sup>.

### PROVIDE THE FOLLOWING INFORMATION:

- NUMBER OF 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 MEETINGS ALREADY HELD.

DURING THE PERIOD, THE BOARD OF STATUTORY AUDITORS MET 43 times.

The Board of Statutory Auditors meetings lasted for an average of 5,15 hours.

The attendance of the Statutory Auditors to the Board of Statutory Auditors meetings during the Period – as shown in the schedule nr. 3 in the Appendix to this Report – was the following: Mr. Maurizio Lauri (Chairman) 100%; Mr. Cesare Bisoni 100%; Mr. Vincenzo Nicastro 97.67%; Mr. Michele Rutigliano 97.67% and Mr. Marco Ventoruzzo 74.42%.

With reference to the current year, 45 meetings of the Board of Statutory Auditors have been scheduled. As at 27 March 2012, 12 meetings have been held.

Further, for the sake of completeness, attention is brought to the fact that the Board of Statutory Auditors has always attended the Board of Directors meetings. Moreover, the Chairman of the Board of Statutory Auditors has attended all the Internal Controls & Risks Committee meetings, except for two. In one meeting another member of the Board of the Statutory Auditors was designated and for the second meeting he was excused.

### INDICATE ANY CHANGES TO THE COMPOSITION OF THE BOARD OF STATUTORY AUDITORS AFTER THE CLOSE OF THE PERIOD.

There were no changes to the composition of the Board of Statutory Auditors after the close of the Period.

### INDICATE IF 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 (SECT. 144/NOVIES, PARAGRAPH 1/BIS, OF CONSOB ISSUERS RULES AND CRITERION 10.C.2.);
- HAS VERIFIED THE EXISTENCE, DURING THE PERIOD, OF THE INDEPENDENCE REQUIREMENTS OF ITS MEMBERS (CRITERION 10.C.2.);
- WITH REFERENCE TO THE ABOVEMENTIONED EVALUATIONS, APPLIES ALL THE CRITERIA PROVIDED BY THE CODE IN RESPECT OF THE INDEPENDENCE OF DIRECTORS (CRITERION 10.C.2.).

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<sup>19</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.htm](http://www.unicreditgroup.eu/en/Governance/Board_of_Statutory_Auditors.htm)

Following the appointment, the Board of Statutory Auditors has 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 as well as has also evaluated the existence of the requirements set out by Legislative Decree nr. 58 dated 24 February 1998. Since the assessment pursuant the provisions of said Code must be carried out vis-à-vis both the Directors and the Auditors, the Board of Statutory Auditors, for the last time on 30 January 2012, keeping in mind exactly the above provisions of the Code, confirmed the existence of the independence requirements of its members.

As far as the position of the Auditor Nicastro, who has held a position as Auditor in the Company for over 9 of the previous 12 years the Board of Statutory Auditors – in relation to the Auditor's role since 2002, who has managed the Board's activities rigorously and independently – considered that the Auditor 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 SECT. 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 Sect. 148, paragraph 3, of the TUF and by the Code.

INDICATE IF 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 10.C.4.).

The special authorisation procedure set out in Sect. 136 of Leg. Decree nr. 385 dated 1 September 1993 applies to direct or indirect obligations by members of the Board of Statutory Auditors from the bank for whom they perform their duties, or from companies belonging to the same banking group in the case of financing transactions.

INDICATE IF THE BOARD OF STATUTORY AUDITORS MONITORED THE INDEPENDENCE OF THE AUDITING FIRM, VERIFYING BOTH COMPLIANCE WITH THE PROVISIONS OF LAW AND THE REGULATION GOVERNING THE SUBJECT MATTER THEREOF, AND THE NATURE AND EXTENT OF SERVICES OTHER THAN ACCOUNTING AUDITS PROVIDED TO THE ISSUER AND ITS SUBSIDIARIES BY THE SAME AUDITING FIRM AND THE ENTITIES BELONGING TO ITS NETWORK (CRITERION 10.C.5.).

The Board of Statutory Auditors monitored the external auditing of the accounts and the consolidated accounts, the independence of the external auditing firm, overseeing both its compliance with relevant regulatory provisions, and the nature and extent of services other than auditing supplied to the Issuer and its subsidiaries by the aforesaid auditing firm and the legal entities belonging to its network, as well as the information process regarding to financial data.

INDICATE IF THE BOARD OF STATUTORY AUDITORS, IN THE FRAMEWORK OF ITS ACTIVITIES, OPERATES IN COORDINATION WITH THE INTERNAL AUDIT FUNCTION AND WITH THE INTERNAL CONTROL COMMITTEE (AS CONSISTING) (CRITERIA 10.C.6. E 10.C.7.). 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 ongoing 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 IF 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 (CRITERION 11.C.1.).

UniCredit S.p.A. has devoted a special, readily recognisable and easy to access section of its website (*Governance*), to providing information on its governance structure and the internal organisation of the company, ensuring shareholders an informed exercise of their rights.

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

INDICATE IF A PERSON HAS BEEN APPOINTED TO HANDLE RELATIONS WITH SHAREHOLDERS (INVESTOR RELATIONS MANAGER) (CRITERION 11.C.2.).  
IF SO, INDICATE THE PERSON'S NAME.

INDICATE IF CONSIDERATION HAS BEEN GIVEN TO ESTABLISHING A BUSINESS STRUCTURE RESPONSIBLE FOR HANDLING SHAREHOLDER RELATIONS. (CRITERION 11.C.2.).  
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:

### **Simone Mario Concetti - *Manager***

#### **Laura Spotorno**

IR Manager, Head of Investors & Analysts Relations

tel. +39 02 8862 2482

[laura.spotorno@unicredit.eu](mailto:laura.spotorno@unicredit.eu)

#### **Ilenia Casetta**

Investor Relations Manager

tel. +39 02 8862 3493

[ilenia.casetta@unicredit.eu](mailto:ilenia.casetta@unicredit.eu)

#### **Simone Minarelli**

Investor Relations Manager

tel. +39 02 8862 2339

[simone.minarelli@unicredit.eu](mailto:simone.minarelli@unicredit.eu)

#### **Valeria Pozzi**

Investor Relations Officer

tel. +39 02 8862 3548

[valeria.pozzi@unicredit.eu](mailto:valeria.pozzi@unicredit.eu)

#### **Donatella Vespa**

Investor Relations Officer

tel. +39 02 8862 8715

#### **Iacopo Valdinoci**

IR Manager, Head of Benchmarking

tel. +39 02 8862 3077

[iacopo.valdinoci@unicredit.eu](mailto:iacopo.valdinoci@unicredit.eu)

#### **Stefania Mantegazza**

Investor Relations Manager

#### **Andrea Pavoncello**

Investor Relations Officer

tel. +39 02 8862 3298

[andrea.pavoncello@unicredit.eu](mailto:andrea.pavoncello@unicredit.eu)

#### **Massimiliano Riggi**

Investor Relations Manager

tel. +39 02 8862 3478

[massimiliano.riggi@unicredit.eu](mailto:massimiliano.riggi@unicredit.eu)

#### **Silvia Doniselli**

Investor Relations Officer

tel. +39 02 8862 8364

[donatella.vespa@unicredit.eu](mailto:donatella.vespa@unicredit.eu)

[silvia.doniselli@unicredit.eu](mailto:silvia.doniselli@unicredit.eu)

**E-MAIL**

[investorrelations@unicredit.eu](mailto:investorrelations@unicredit.eu)

**FAX**

+39 02 8862 8503

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 (CRITERION 11.C.1.).

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 (a “*Call Centre*” allocated to the Legal & Compliance Department) 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 3773.7128

## **16. SHAREHOLDERS' MEETINGS (as per Sect. 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 once 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 can be held in more than one call in accordance with the provisions of law. The Board of Directors can establish that the Meeting of Shareholders be held in a single call and, in such a case, the majorities established by the prevailing laws shall be adopted.

The Meeting takes place at the UniCredit's Registered Office, at its Head Office or in another location within Italy, as indicated in the Notice of Meeting; it is convened, in accordance with the terms and deadlines provided for by prevailing laws, via notice published on the Company's website, as well as through other channels provided for under prevailing laws and regulatory provisions, containing the Meeting's Agenda as well as all the other information provided for by the prevailing laws, with every other provision laid down by prevailing laws to be duly observed in the process.

The Agenda of the Meeting is established pursuant to the legal requirements and to 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 Meeting – be it an Ordinary or Extraordinary Meeting – along with the resolutions carried therein to be valid, the relevant legal provisions are to be duly observed, except for what is provided for in Clause 5 of the Articles of Association, indicated in the 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 Supervisory Provisions of Banca d'Italia concerning banks' organization and corporate governance, 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. 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 the current laws it is the holders of voting rights, including via proxy, 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.

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) (CRITERION 11.C.3.).

Without prejudice to the different discipline envisaged by current regulations on proxy voting, those entitled to participate in Shareholders' Meetings may be represented in accordance with the provisions of prevailing laws.

INDICATE IF 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 11.C.5.).

IF THE SHAREHOLDERS MEETING APPROVED SUCH RULES, DESCRIBE THE MAIN FEATURES OR, IF AVAILABLE ON THE WEB SITE OF THE ISSUER, INDICATE THE WEB PAGE.

In 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 Leg. Decree nr. 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 nr. 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>20</sup>.

INDICATE WHAT STEPS WERE TAKEN TO ENSURE THAT SHAREHOLDERS WERE ABLE TO EXPRESS THEIR OPINION ON THE MATTERS UNDER DISCUSSION (CRITERION 11.C.5).

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.

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<sup>20</sup> The address of the UniCredit website where the Regulations Governing General Meeting is available is as follows: [http://www.unicreditgroup.eu/en/Governance/Meeting\\_regulations.htm](http://www.unicreditgroup.eu/en/Governance/Meeting_regulations.htm).

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 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 11.C.4.)

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 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 THAT THE SHAREHOLDERS' MEETING AMEND THE BY ARTICLES OF ASSOCIATION AS REGARDS THE PERCENTAGE REQUIRED FOR EXERCISING ACTIONS AND RIGHTS PROVIDED FOR AS A PROTECTION OF MINORITY INTERESTS. IF SO, REPORTING THE RESULTS OF THESE EVALUATIONS (CRITERION 11.C.6.).

The market capitalization of UniCredit decreased during 2011, mainly reflecting the drop in European banks' share prices, particularly those of peripheral countries, following the outburst of the Sovereign debt crisis. The effect of the lower share price on the market capitalization of UniCredit in 2011 has been partly offset by the issue at the beginning of the following year of new shares in February 2012, when the capital increase approved by the Extraordinary Shareholders' Meeting on 15 December 2011 has been finalized.

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 Sect. 123/bis, paragraph 2, letter a), TUF)**

ILLUSTRATE ANY FURTHER CORPORATE GOVERNANCE PRACTICES – IN ADDITION TO THOSE ALREADY SHOWED IN THE PREVIOUS POINTS<sup>21</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 and 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 nr. 231/2001 is described in Section 11.3 "Organization Model as per Legislative Decree nr. 231/2001".

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<sup>21</sup> May fall, within the corporate governance practices, the adoption of organizational models as per Legislative Decree nr. 231/2001 or the appointment of any other committee besides those established by law or proposed by the Corporate Governance Code.

Therefore, may fall the new recommendations established by the 2011 Corporate Governance Code that, in terms of information required pursuant to Sect. 123/bis, will be applied starting (the soonest) from the corporate governance report to be published during 2013 (with the only exception of the information on succession plans for the companies belonging to the FTSE-MIB Index).

## 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 28 February 2012 resolved to submit the proposal to amend several provisions of UniCredit's Articles of Association to the General Meeting of Shareholders (in its Extraordinary session) called to approve the 2011 financial statements. The purpose of such amendments is to give effect to the measures introduced by Law nr. 120 dated 12 July 2011 relating to equality of access to the administrative and control bodies of companies listed in regulated markets, which introduced into Italian law the principle of gender equality in the administrative and control bodies of listed companies, as well as to align the current Articles of Association of UniCredit with the Corporate Governance Code (as updated in December 2011) in relation to the number of independent Directors.

Therefore, the Board resolved to submit some additional amendments relating to the procedures for the appointment and replacement of members of the Board of Directors and members of the Board of Statutory Auditors, as well as the power of attorney (*“legale rappresentanza”*) of the Company.

**SCHEDULE NR. 1: INFORMATION ON THE OWNERSHIP STRUCTURES**

**dated 31/12/2011**

<b>SHARE CAPITAL STRUCTURE</b>				
<b>NAME</b>	<b>NUMBER</b>	<b>% VS. TOTAL</b>	<b>LISTED</b> (indication of the markets on which listing has been requested)	<b>RIGHTS AND OBLIGATIONS</b>
Ordinary shares	1,927,425,171	99.87%	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	0.13%	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>1,929,849,069</b>	<b>100%</b>		



**Continued / SCHEDULE NR. 1: INFORMATION ON THE OWNERSHIP  
STRUCTURES**

<b><i>OTHER FINANCIAL INSTRUMENTS</i></b> <i>(granting the right to subscribe new shares)</i>				
	<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	221,534,719	Ordinary shares	24,693,574

**Continued / SCHEDULE NR. 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>
Mediobanca S.p.A. <sup>2</sup>	Mediobanca S.p.A.	<b>5.247%</b>	<b>5.247%</b>
International Petroleum Investment Company	Aabar Luxembourg S.A.R.L.	<b>4.991%</b>	<b>4.991%</b>
Central Bank of Libya		<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>
Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	<b>4.211%</b>	<b>4.211%</b>
Fondazione Cassa di Risparmio di Torino	Fondazione Cassa di Risparmio di Torino	<b>3.319%</b>	<b>3.319%</b>
BlackRock Investment Management (UK) Limited		<b>3.107%</b>	<b>3.107%</b>
	<i>BlackRock Institutional Trust Company, N.A.</i>	<i>1.151%</i>	<i>1.151%</i>
	<i>BlackRock Advisors (UK) Limited</i>	<i>0.491%</i>	<i>0.491%</i>
	<i>BlackRock Fund Advisors</i>	<i>0.368%</i>	<i>0.368%</i>
	<i>BlackRock Asset Management Ireland Limited</i>	<i>0.355%</i>	<i>0.355%</i>
	<i>BlackRock A.M. Deutschland AG</i>	<i>0.288%</i>	<i>0.288%</i>
	<i>BlackRock Investment Management LLC</i>	<i>0.140%</i>	<i>0.140%</i>
	<i>BlackRock Asset Management Japan Limited</i>	<i>0.131%</i>	<i>0.131%</i>
	<i>BlackRock Investment Management (UK) Limited</i>	<i>0.071%</i>	<i>0.071%</i>
	<i>BlackRock Financial Management, INC</i>	<i>0.023%</i>	<i>0.023%</i>
	<i>BlackRock Fund Managers Limited</i>	<i>0.022%</i>	<i>0.022%</i>
	<i>BlackRock Asset Management Canada Limited</i>	<i>0.022%</i>	<i>0.022%</i>
	<i>BlackRock Asset Management Australia Limited</i>	<i>0.019%</i>	<i>0.019%</i>
	<i>BlackRock (Netherlands) B.V.</i>	<i>0.014%</i>	<i>0.014%</i>
	<i>BlackRock Advisors, LLC</i>	<i>0.006%</i>	<i>0.006%</i>

	<i>BlackRock Investment Management (Australia) Limited</i>	<b>0.005%</b>	<b>0.005%</b>
	<i>BlackRock International Limited</i>	<b>0.001%</b>	<b>0.001%</b>
Carimonte Holding S.p.A.	Carimonte Holding S.p.A.	<b>2.910%</b>	<b>2.910%</b>
Libyan Investment Authority	Libyan Investment Authority	<b>2.594%</b>	<b>2.594%</b>
Allianz SE		<b>2.034%</b>	<b>2.034%</b>
	<i>Allianz S.p.A.</i>	<i>1.193%</i>	<i>1.193%</i>
	<i>Allianz Finance IV Luxembourg SARL</i>	<i>0.729%</i>	<i>0.729%</i>
	<i>Allianz VIE SA</i>	<i>0.036%</i>	<i>0.036%</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>Antoniana Veneta Popolare Vita S.p.A.</i>	<i>0.009%</i>	<i>0.009%</i>
	<i>Darta Saving Life Assurance Limited</i>	<i>0.007%</i>	<i>0.007%</i>
	<i>Allianz VIE Ancre</i>	<i>0.006%</i>	<i>0.006%</i>
	<i>Allianz VIE Prefon</i>	<i>0.004%</i>	<i>0.004%</i>
	<i>Allianz Belgium SA</i>	<i>0.003%</i>	<i>0.003%</i>
	<i>Arcalis SA</i>	<i>0.002%</i>	<i>0.002%</i>

<sup>1</sup> Source: Shareholders Register updated to 31 December 2011.

<sup>2</sup> Ordinary Shares of which UniCredit S.p.A. holds the right of usufruct: 96,756,406; 5.020% owned. The relative voting rights cannot be exercised.

**SCHEDULE NR. 2: BOARD OF DIRECTORS AND COMMITTEES STRUCTURE**

Board of Directors											Internal Controls & Risks Committee <sup>∆</sup>				Remun. Committee		CGHRN Committee		Permanent Strategic Committee		
											ICRC <sup>(*)</sup>		Related-Parties Transactions Sub-Committee								
Position	Members	In office since	In office until	Slate		Exec.	Non exec	Independent as per *		%	Number other positions	****	**	****	**	****	**	****	**		
				SM	Sm			Code	TUF												
Chairman	Rampl Dieter	29-04-2009	11-05-2012 <sup>(1)</sup>	X			X		X	100%	3	M <sup>(2)</sup>	100%	--		C <sup>(2)</sup>	100%	C <sup>(2)</sup>	100%	C <sup>(2)</sup>	100%
Deputy Vice Chairman	Castelletti Luigi	29-04-2009	11-05-2012	X			X	X	X	100%	6	M	100%	M	100%	M	100%	M	100%	M	100%
Vice Chairman	Bengdara Farhat Omar	29-04-2009	11-05-2012	X			X	X	X	71.43%	--	--		--		--		--		M	30.77%
Vice Chairman	Calandra Buonauro Vincenzo	29-04-2009	11-05-2012	X			X		X	100%	1	--		--		M <sup>(3)</sup>	--	M	100%	M	100%
Vice Chairman	Palenzona Fabrizio	29-04-2009	11-05-2012	X			X		X	100%	12	--		--		--		M	100%	M	100%
CEO	Ghizzoni Federico	30-09-2010 <sup>(4)</sup>	11-05-2012	--		X				100%	2	--		--		--		M	100%	M	100%
Director	Belluzzi Giovanni	29-04-2009	11-05-2012	X			X	X	X	100%	8	M	88.89%	M	100%	--		--		--	

Director	Bischoff Manfred	29-04-2009	11-05-2012	X			X	X	X	78.57%	5	--		--		--		--		M	84.62%
Director	Fontanesi Donato	29-04-2009	11-05-2012	X			X	X	X	78.57%	1	--		--		--		--		--	
Director	Giacomin Francesco	29-04-2009	11-05-2012	X			X		X	100%	--	M	100%	--		--		M	100%	--	
Director	Jung Helga	31-01-2012 (5)	11-05-2012	--			X			--	1	--		--		--		--		--	
Director	Kadrnoska Friedrich	29-04-2009	11-05-2012	X			X	X	X	100%	6	--		--		M	87.50%	--		--	
Director	Li Calzi Marianna	29-04-2009	11-05-2012	X			X	X	X	92.86%	--	M	88.89%	M	100%	--		--		--	
Director	Maramotti Luigi	29-04-2009	11-05-2012	X			X	X	X	92.86%	7	M	77.78%	--		--		M	91.67%	M	92.31%
Director	Marocco Antonio Maria	29-04-2009	11-05-2012	X			X	X	X	85.71%	4	--		--		--		--		--	
Director	Reichlin Lucrezia	29-04-2009	11-05-2012		X		X	X	X	92.86%	--	M	100%	M	100%	--		--		--	
Director	Schinzler Hans Jürgen	29-04-2009	11-05-2012	X			X	X	X	71.43%	2	--		--		M	87.50%	--		M	84.62%
Director	Waigel Theodor	29-04-2009	11-05-2012 (1)		X		X	X	X	57.14%	8	--		--		--		--		--	
Director	Wyand Anthony	29-04-2009	11-05-2012	X			X	X	X	100%	3	C	100%	C	100%	M (3)	--	--		M	92.31%

Director	Zwickl Franz	29-04-2009	11-05-2012	X			X	X	X	100%	8	M	88.89%	M	100%	--	--	--			
<b>-----Directors who stepped down during the Period and after the closing of the Period-----</b>																					
Director	Cucchiani Enrico Tommaso	29-04-2009	16-12-2011 (6)	X			X			69.23%	11	--		--		M (7)	50%	--	--		
Director	Gnudi Piero	29-04-2009	16-11-2011 (8)	X			X	X	X	100%	4	--		--		M (9)	71.43%	--	--		
Director	Ligresti Salvatore	29-04-2009	22-03-2011 (10)	X			X	--	--	25%	4	--		--		--	--	--	--		
Director	Pesenti Carlo	29-04-2009	31-01-2012 (11)	X			X	X	X	78.57%	6	--		--		M (12)	87.50%	--	--		
<b>Indicate <i>quorum</i> required for the presentation of the slates in the last appointment: 0.5%</b>																					
<b>Nr. of meetings held during the Period</b>							<b>BoD: 14</b>			<b>IC&amp;RC: 19<sup>o</sup></b>			<b>RC: 8</b>		<b>CGHNC: 12</b>			<b>PSC: 13</b>			
<p>NOTES:</p> <p>◇ The Internal Controls &amp; Risks Committee carries out its duties either in plenary session or through (i) its Internal Controls Sub-Committee, (ii) its Risks Sub-Committee or (iii) its Related-Parties Transactions Sub-Committee. The Committee held nr. 6 plenary sessions, 3 meetings of its Internal Controls Sub-Committee and 3 meetings of its Risks Sub-Committee. Moreover, the Related-Parties Transactions Sub-Committee held nr. 7 meetings.</p> <p>(°) The percentage of the Director's participation in the meetings of the Internal Controls and Risks Sub-Committees during the Period was the follows:  - Internal Controls Sub-Committee: Mr. Wyand (C) 100%, Mr. Rampl 100%, Mr. Castelletti 100%, Mr. Belluzzi 100%, Ms. Li Calzi 100%, Mr. Maramotti 66.67%;  - Risks Sub-Committee: Mr. Wyand (C) 100%; Mr. Rampl 100%; Mr. Castelletti 100%; Mr. Giacomini 100%; Ms. Reichlin 100%, Mr. Zwickl 100%.</p> <p>* In this column an "X" shows the independence of the Director.</p> <p>** 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).</p> <p>*** 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.</p> <p>**** 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.</p>																					

- (1) resigned on April 19, 2012 (such date being after the date of approval of this document).
- (2) position held until April 19, 2012 (such date being after the date of approval of this document).
- (3) since January 31, 2012.
- (4) co-opted and appointed as CEO on September 30, 2010 in place of Mr. Alessandro Profumo resigning as from September 21, 2010; confirmed by the Shareholders' Meeting on April 29, 2011.
- (5) co-opted on January 31, 2012.
- (6) resigned on December 16, 2011.
- (7) position held until December 16, 2011.
- (8) terminated on November 16, 2011 to take up Government duties.
- (9) position held until November 16, 2011.
- (10) resigned on March 22, 2011.
- (11) resigned on January 31, 2012.
- (12) position held until January 31, 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 NR. 3: BOARD OF STATUTORY AUDITORS STRUCTURE

<b>Board of Statutory Auditors</b>								
Position	Members	In office since	In office until	Slate		Independent as per Code *	% **	Number other positions ***
				SM	Sm			
Chairman	Lauri Maurizio	22-4-2010	Approval of 2012 financial statements		X	X	100%	9
statutory Auditor	Bisoni Cesare	22-4-2010	Approval of 2012 financial statements	X		X	100%	2
statutory Auditor	Nicastro Vincenzo	22-4-2010	Approval of 2012 financial statements	X		X	97.67%	9
statutory Auditor	Rutigliano Michele	22-4-2010	Approval of 2012 financial statements	X		X	97.67%	7
statutory Auditor	Venturuzzo Marco	22-4-2010	Approval of 2012 financial statements		X	X	74.42%	1
stand-in statutory Auditor	Sfamini Paolo Domenico	22-4-2010	Approval of 2012 financial statements	X		--		
stand-in Statutory Auditor	Livatino Massimo	22-4-2010	Approval of 2012 financial statements		X	--		
<b>-----Auditors who stepped down during the Period -----</b>								
---								
<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: 43</b>								
<p>NOTE</p> <p>* In this column an "X" shows the independence of the Auditor.</p> <p>** 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).</p> <p>*** This column shows the number of positions as Director or Auditor held by the interested party pursuant to Sect. 148/bis of the TUF. A complete list of such positions is published by CONSOB on its website pursuant to Sect. 144/quinquiesdecies of CONSOB Issuers Rules.</p> <p>LEGEND</p> <p>SM Member of the Board of Statutory Auditors elected from the slate voted by the majority</p> <p>Sm Member of the Board of Statutory Auditors elected from the slate voted by a minority</p>								



**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. DIETER RAMPL**  
Chairman

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Vice Chairman of the Board of Directors of Mediobanca S.p.A.		X
Chairman of the Supervisory Board of Koenig & Bauer AG		X
Member of the Board of Directors of KKR Management LLC (Member of the Audit Committee and Member of the Conflicts Committee of KKR Management LLC – until June 2011)		X

**Mr. LUIGI CASTELLETTI**  
Senior Vice Chairman

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Supervisory Body of Cattolica Assicurazione S.p.A.		X
Chairman of the Supervisory Body of BCC Assicurazioni S.p.A.		X
Chairman of the Supervisory Body of Berica Vita S.p.A.		X
Chairman of the Supervisory Body of Duomo-Unione Assicurazioni S.p.A.		X
Chairman of the Supervisory Body of San Miniato Previdenza S.p.A.		X
Chairman of the Supervisory Body of Tua Assicurazioni S.p.A.		X

**Mr. FARHAT OMAR BENGDARA**  
Vice Chairman

NO POSITIONS HELD IN OTHER COMPANIES LISTED ON REGULATED MARKETS (BOTH IN ITALY AND ABROAD), INCLUDING FINANCIAL SERVICES COMPANIES, BANKS, INSURANCE COMPANIES OR OTHER LARGE COMPANIES

**Mr. VINCENZO CALANDRA BUONAURA**  
Vice Chairman

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

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

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of AVIVA Italia S.p.A.		X
Member of the Board of Directors of Mediobanca S.p.A.		X
Member of the Board of Directors of Fondazione Cassa di Risparmio di Alessandria		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

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

<b>POSITIONS HELD</b>	<b>COMPANY BELONGING TO UNICREDIT GROUP</b>	
	<b>YES</b>	<b>NO</b>
Chairman of the Supervisory Board of UniCredit Bank Slovenija d.d. (resigned on 31 March 2011)	<b>X</b>	
Vice Chairman of the Supervisory Board of Bank Pekao SA (resigned on 30 April 2011)	<b>X</b>	
Vice Chairman of the Supervisory Board of Public Joint Stock Company Ukrsotsbank (resigned on 7 April 2011)	<b>X</b>	
Member of the Supervisory Board of Zao UniCredit Bank (resigned on 18 January 2011)	<b>X</b>	
Member of the Supervisory Board of UniCredit Tiriak Bank S.A. (resigned on 18 January 2011)	<b>X</b>	
Member of the Board of Directors of JSC ATF BANK (resigned on 25 April 2011)	<b>X</b>	
Vice Chairman of the Board of Directors of Koc Finansal Hizmetler AS (resigned on 31 March 2011)		<b>X</b>
Vice Chairman of the Board of Directors of Yapi Ve Kredi Bankasi AS (resigned on 31 March 2011)		<b>X</b>
Member of the Management Board of UniCredit Bank Austria AG (resigned on 21 January 2011)	<b>X</b>	
Member of the Board of Directors and Member of the Executive Committee of ABI - Associazione Bancaria Italiana		<b>X</b>
Chairman of the Supervisory Board of UniCredit Bank AG (since 4 March 2011)	<b>X</b>	

**Mr. GIOVANNI BELLUZZI**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of the Board of Statutory Auditors of AIMAG S.p.A.		X
Member of the Board of Statutory Auditors of Banca Emilveneta S.p.A.		X
Chairman of the Board of Statutory Auditors of Eni Trading & Shipping S.p.A.		X
Member of the Board of Statutory Auditors of Farmacie Comunali di Modena S.p.A. (until 5 May 2011)		X
Member of the Board of Statutory Auditors of Luisa Spagnoli S.p.A.		X
Member of the Board of Statutory Auditors of Raffineria di Gela S.p.A. (until 18 April 2011)		X
Member of the Board of Statutory Auditors of SPAPI S.r.l.		X
Member of the Board of Statutory Auditors of Trans Tunisian Pipeline Co Ltd		X
Member of the Board of Directors of Green Source Poland sp. z o.o.		X
Member of the Board of Statutory Auditors of Franco Panini Scuola S.p.A		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 Fraport AG		X
Member of the Supervisory Board of Royal KPN N.V.		X

**Mr. DONATO FONTANESI**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of the Board of Directors of Fondazione Coopsette di Campegine (Reggio Emilia)		X

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

NO POSITIONS HELD IN OTHER COMPANIES LISTED ON REGULATED MARKETS (BOTH IN ITALY AND ABROAD), INCLUDING FINANCIAL SERVICES COMPANIES, BANKS, INSURANCE COMPANIES OR OTHER LARGE COMPANIES

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

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Management Board of Allianz SE		X

**Mr. FRIEDRICH KADR NOSKA**  
**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
Vice Chairman of the Supervisory Board of Allgemeine Baugesellschaft – A. Porr AG		X
Member of the Board of Directors of Wiener Privatbank SE		X
Vice Chairman of the Board of Directors of Conwert Immobilieninvest SE (until May 2011)		X

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

NO POSITIONS HELD IN OTHER COMPANIES LISTED ON REGULATED MARKETS (BOTH IN ITALY AND ABROAD), INCLUDING FINANCIAL SERVICES COMPANIES, BANKS, INSURANCE COMPANIES OR OTHER LARGE COMPANIES

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

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Vice Chairman of Max Mara Fashion Group S.r.l.		X
Vice Chairman of Credito Emiliano S.p.A.		X
Vice Chairman of Credito Emiliano Holding S.p.A.		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. ANTONIO MARIA MAROCCO**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Board of Directors of Reale Mutua di Assicurazioni S.p.A.		X
Member of the Board of Directors of Reale Immobili S.p.A.		X
Member of the Supervisory Council of I.O.R – Vaticano (since 1° January 2011)		X
Member of the Board of Directors of Editrice La Stampa S.p.A. (since 16 March 2011)		X

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

NO POSITIONS HELD IN OTHER COMPANIES LISTED ON REGULATED MARKETS (BOTH IN ITALY AND ABROAD), INCLUDING FINANCIAL SERVICES COMPANIES, BANKS, INSURANCE COMPANIES OR OTHER LARGE COMPANIES

**Mr. HANS JÜRGEN SCHINZLER**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Chairman of the Supervisory Board of Munich Reinsurance Company		X
Member of the Supervisory Board of Metro AG		X

**Mr. THEODOR WAIGEL**  
**Director**

POSITIONS HELD	COMPANY BELONGING TO UNICREDIT GROUP	
	YES	NO
Member of the Supervisory Board of AachenMünchener Versicherung AG		X
Member of the Supervisory Board of AachenMünchener Lebensversicherung AG		X
Member of the Advisory Board and of the Supervisory Board of Deutsche Vermögensberatung AG		X
Chairman of the Supervisory Board of NSM Löwen Entertainment GmbH		X
Member of the Supervisory Board of AGCO Fendt GmbH		X
Member of the Supervisory Board of Bayerische Gewerbebau AG		X
Member of the European Advisory Board of Eli Lilly and Company Lilly Corporate Center		X
Member of the General Council of Generali Assicurazioni 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



**Mr. FRANZ ZWICKL**  
**Director**

<b>POSITIONS HELD</b>	<b>COMPANY BELONGING TO UNICREDIT GROUP</b>	
	<b>YES</b>	<b>NO</b>
Member of the Executive Board of Privatstiftung zur Verwaltung von Anteilsrechten		<b>X</b>
Member of the Supervisory Board of Österreichische Verkehrsbüro AG		<b>X</b>
Member of the Supervisory Board of Card Complete Service Bank AG	<b>X</b>	
Member of the Supervisory Board of Oesterreichische Kontrollbank AG		<b>X</b>
Member of the Executive Board of Wiener Wissenschafts-und Technologiefonds		<b>X</b>
Chairman of the Supervisory Board of Wiener Privatbank SE		<b>X</b>
Member of the Supervisory Board of CA Immobilien Anlagen AG (since May 2011)	<b>X</b>	
Member of the Supervisory Board of Volksbank Romania SA (since 17 January 2012)		<b>X</b>