

JANUARY 12TH, 2017, ORDINARY SHAREHOLDERS' MEETING

Agenda item no. 1: Appointment of Directors for the integration of the Board of Directors

Documents to be filed for possible candidacies

The Shareholders who wish to file resolution proposals on candidacies for the appointment as Director must give the Company the following documents, duly signed and dated:

- 1) a declaration regarding the candidacy and a statement concerning his/her possessing the requirements necessary, according to statute and Articles of Association, to take on the office (pls. see form below - annex 1);
- 2) a detailed *curriculum vitae*¹;
- 3) a list of offices held in other companies¹.

Each candidate, furthermore, must produce a declaration giving analytical evidence of the expertise acquired in the various matters listed in the Quali-quantitative Profile approved by the Board of Directors and published on the Company web-site (pls. see form below - annex 2).

The Shareholders must give the Company the above documents:

- (i) before the Shareholders' Meeting, in good time, by any of the following means: a) by hand delivery, at its Registered Office or Head Office, "*to the attention of the Group Corporate Affairs Department*"; b) through the post, by means of a registered letter with recorded delivery addressed either to the Registered Office or to the Head Office, with the explicit indication "*to the attention of the Group Corporate Affairs Department*"; c) through certified e-mail addressed to corporate.law@pec.unicredit.eu;
- (ii) during the Shareholders' Meeting, in case of candidacy submitted at that moment in time.

UniCredit S.p.A.

Milan, December 13th, 2016

ATTENTION

The contents of this document are put at the UniCredit Shareholders disposal merely for information purposes and, as such, are not to be taken as in any way replacing or supplementing the current statutory, regulatory and by-laws provisions that govern the Directors' appointment processes, that Shareholders must refer to.

¹ Both in Italian and English.

ANNEX 1 - STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF REASONS FOR ONE'S INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS REGARDING ONE'S MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE

I, the undersigned _____ (fiscal code _____) born in _____ on _____, resident in _____, _____ nationality, in relation to the integration of the UniCredit S.p.A. Board of Directors, on the agenda of the ordinary Shareholders' Meeting convened on January 12th, 2017 under my own responsibility:

STATE THAT

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

CERTIFY THAT

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance Code for listed companies"), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

STATE THAT

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;

- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called "profile form" and in the list of the offices held in other companies herewith attached.

Date, _____ Signed _____

Annexes:

- Curriculum vitae
- List of offices held in other companies
- Profile form

INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)

UniCredit S.p.A., with Registered Office in Rome, Via Alessandro Specchi, 16 and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as "Data controller", that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.

Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu website](http://www.unicreditgroup.eu), as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.

UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: corporate.law@pec.unicredit.eu

ANNEX 2 - STATEMENT CONCERNING THE KNOWLEDGE/ EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT "QUALITATIVE AND QUANTITATIVE PROFILE OF THE UNICREDIT S.P.A. BOARD OF DIRECTORS"

I, the undersigned _____ (fiscal code _____) born in _____ on _____, resident in _____, _____ nationality, in relation to the assumption of office of Director of UniCredit S.p.A. - the compliance with the professional requirements set out by the current regulations being unaffected - hereby state to possess adequate knowledge of and experience in two or more of the following areas of competency:

- FAMILIARITY WITH THE BANKING BUSINESS AND WITH TECHNIQUES FOR ASSESSING, MANAGING AND CONTROLLING THE RISKS ASSOCIATED WITH THE BANKING BUSINESS:** *gained through several years of experience as a director, manager or statutory auditor in the financial services sector*
- EXPERIENCE IN MANAGING AND ORGANISING A CORPORATION:** *gained through several years of experience as a director, manager or statutory auditor in large scale companies or groups*
- THE ABILITY TO READ AND INTERPRET THE FINANCIAL STATEMENTS OF A FINANCIAL INSTITUTION:** *gained through several years of experience as a director, manager or statutory auditor of companies in the financial services sector or in performing professional activities or as university lecturer*
- CORPORATE SKILLS (audit, compliance, legal, corporate, etc.):** *gained through several years of experience in auditing or management control with large scale companies or in performing professional activities or as a university lecturer*
- AN UNDERSTANDING OF THE REGULATION OF FINANCIAL ACTIVITIES:** *gained through several years of specific experience in financial services companies or supervisory bodies, or in performing professional activities, or as a university lecturer*
- INTERNATIONAL EXPERIENCE AND FAMILIARITY WITH INTERNATIONAL MARKETS:** *gained by performing the duties of an entrepreneur, manager or professional over several years in international institutions or agencies, companies or groups that operate in an international arena*
- AN UNDERSTANDING OF GLOBAL TRENDS IN THE ECONOMIC FINANCIAL SYSTEM:** *gained through significant experience acquired in research bodies, corporate or international think tanks or supervisory authorities*
- FAMILIARITY WITH THE SOCIO-POLITICAL SITUATIONS AND STOCK MARKETS MECHANISMS OF THE COUNTRIES IN WHICH UNICREDIT GROUP HAS A STRATEGIC PRESENCE:** *gained through activities spanning several years in managerial roles in public or private companies or institutions or through research or studies conducted at research centres*

I undertake to promptly inform UniCredit S.p.A. of any changes in the above status of mine.

Date, _____ Signed _____