

DECEMBER 4TH, 2017, ORDINARY SHAREHOLDERS' MEETING

Agenda item no. 1: Completion of the Board of Statutory Auditors

Documents to be filed for possible candidacies

The Shareholders who wish to file candidacies for the appointment as Statutory Auditor 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 necessary requirements, according to both current provisions and the 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.

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, October 9, 2017

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 Statutory Auditors' 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 completion of the UniCredit S.p.A. Board of Statutory Auditors on the Agenda of the Ordinary Shareholders' Meeting convened on December 4th, 2017, under my own responsibility:

STATE THAT

I stand for election / I irrevocably accept my candidacy as permanent Statutory Auditor / stand-in Statutory Auditor and I accept my possible appointment as Statutory Auditor.

In view of the provisions, *inter alia*, contained in: Sec. 26 of the Legislative Decree no. 385 dated September 1, 1993, Sec. 148 of the Legislative Decree no. 58 dated February 24, 1998 ("TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000 ("DM 162"), Supervisory Regulations on banks' corporate governance (Bank of Italy Circular no. 285/2013, Part I, Title IV, Chapter 1, Section III, Subsection 3.2) and Clause 30 of UniCredit S.p.A. Articles of Association

CERTIFY THAT

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

STATE THAT

I am enrolled with the Register of Chartered Accounting Auditors **AND** have practised the legal auditing of accounts for a period of no less than three years

[enrollment with the Register of Chartered Accounting Auditors: no. _____; period of the activity: from _____ (month/year) to _____ (month/year)]

I **AM NOT** enrolled with the Register of Chartered Accounting Auditors **OR I HAVE NOT** practised the legal auditing of accounts for a period of no less than three years, but I possess the experience requirements envisaged by Clause 30 of the Articles of Association and Sec.1 DM 162, having in particular gained at least three years' total experience through one or more of the following activities:

- a) undertaking professional activities as a business accountant or lawyer, undertaken primarily in the banking, insurance and financial sectors :

[please specify the relevant Firm and period]

- b) teaching, at University level, subjects concerning - in the field of law – banking, commercial and/or fiscal law, as well as the running of financial markets and – in the field of business/finance – banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance:

[please specify the teaching field, the relevant University and period]

- c) performing managerial/executive duties within public organizations or offices of the Public Administration, as well as in the credit, financial or insurance sector, and the investment services sector and collective investment-management sector, both of which are defined in the TUF:

[please specify the duties performed, the relevant organizations and period]

With reference to Sec. 148, Sub-sec. 3, of the TUF and Sections 3 and 8 of the Italian Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”)

STATE THAT

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

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* and in the list of the offices held in other companies herewith attached.

Date, _____ Signed _____

Annexes:

- *Curriculum vitae* containing the personal and professional characteristics of the candidate
- List of the supervisory and controlling offices held in other companies

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 Statutory Auditor 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, as well as the information on your personal and professional characteristics contained in your *curriculum vitae* 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