

UniCredit informs you that, in relation to item 1 on the Agenda of the Ordinary Part (“Completion of the Board of Statutory Auditors”) of the Shareholders’ Meeting convened on December 4, 2017, it has received on November 13, 2017, from shareholder **Pierluigi Carollo** his candidacy as **permanent Statutory Auditor**.

For the above candidacy the following documentation has been provided for:

- a declaration regarding the candidacy and a statement concerning his possessing the necessary requirements, according to both current provisions and the Articles of Association, to take on the office;
- a detailed *curriculum vitae*;
- a list of the offices held in other companies.

Milan, November 21, 2017

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 **Pierluigi Carollo** (fiscal code **CRLPLG39P23A822B**) born in **Beseno (TN)** on **23/09/1939**, resident in **Rovereto (TN)**, **Italian** 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. **11389**; period of the activity: from **01/02/2000** (month/year) to **today** (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, Rovereto, 9 November 2017

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

ENGLISH COURTESY TRANSLATION

EUROPEAN FORMAT

CURRICULUM VITAE

PERSONAL INFORMATION

First/Last name	Pierluigi Carollo
Address	
Phone	
Fax	
E-mail	
Tax no.	CRLPLG39P23A822B
Nationality	Italian
Date/Place of birth	23/09/1939, Beseno (TN), Italy

WORK EXPERIENCE

- Dates (from — to) 1961-1975
- Employer's name and address Banca Commerciale Italiana
- Type of company or sector Loans
 - Type of employment Clerk
 - Main duties and Executive and managerial services

- Dates (from — to) 1975-1987
- Employer's name and address Banca Calderari Spa di Trento
- Type of company or sector Loans
- Type of employment General Manager
- Main duties and responsibilities Full operations at an ordinary loans bank

- Dates (from — to) 1987-1993
- Employer's name and address Regione Autonoma Trentino — Alto Adige
- Type of company or sector Local public entity
 - Type of employment Manager in charge of loan and cooperation allocation
 - Main duties and responsibilities Granting of authorization to regional banks, and the promotion, development and supervision of cooperative companies pursuant to powers deriving from the autonomous status of the Regione Trentino Alto Adige — Sudtirol

- Dates (from — to) 1987-1993
- Employer's name and address Regione Autonoma Trentino — Alto Adige

- Type of company or sector Local public entity
- Type of employment Former Deputy Chairman of the Regional Committee for Loans and of a variety of Advisory Committees
- Main duties and responsibilities

- Dates (from — to) 1987-1993
- Employer's name and address Regione Autonoma Trentino — Alto Adige
 - Type of company or sector Local public entity
- Type of employment Former member of the Loans Committee at the Autonomous Province of Trento
- Main duties and responsibilities

- Dates (from — to) 1994-05/1995
- Employer's name and address Cassa Rurale di Tassullo e Nanno s.c. a r.i., Tassullo (TN)
- Type of company or sector Loans
- Type of employment Former member of the Supervisory Committee after special commissioners were sent in to the Cassa Rurale di Tassullo e Nanno s.c. a r.i., Tassullo (TN)
- Main duties and responsibilities Audit operations pursuant to Legislative Decree no. 385/1993 banking regulations

- Dates (from — to) 1995-1998
- Employer's name and address
- Type of company or sector
- Type of employment Former Auditor at the Fondazione Cassa di Risparmio di Trento e Rovereto — TN, belonging to Microleghe Trentine Spa, Rovereto (TN)
Former Chairman of the Board of Statutory Auditors at the Società Cristoforetti Servizi Energia Sri di Lavis (TN), Argentea Spa, Trento, Sicut Srl, Bolzano
Former Auditor to the Istituto Agrario S. Michele, San Michele all'Adige (TN) and to Asso.Form. Trentina
- Main duties and responsibilities Corporate auditing envisaged under the Italian Civil Code and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) 1999-06/2002
- Employer's name and address Cassa di Risparmio di Trento e Rovereto Spa, Trento
 - Type of company or sector Loans
 - Type of employment Former standing auditor
- Main duties and responsibilities Corporate auditing envisaged under the Italian Civil Code, banking law and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) 2002-2004
- Employer's name and address Unicredito TN — BZ
 - Type of company or sector Loans
 - Type of employment Former member of the Local Committee
- Main duties and responsibilities Liaison advisory committee between UniCredito bank and local representative offices

- Dates (from — to) 2006-14/04/2015
- Employer's name and address Uni IT Srl (UniCredit Group), Trento
 - Type of company or sector UniCredit Group service company pursuing an IT mandate
 - Type of employment Former standing auditor
- Main duties and responsibilities Corporate auditing envisaged under the Italian Civil Code, banking law and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) *2000-to date*
- Employer's name and address Centro Formazione Professionale "G. Veronesi" di Rovereto (TN)
 - Type of company or sector Vocational Training Institute
 - Type of employment Statutory Auditor
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, regional and provincial law, and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) *2000-05/2014*
- Employer's name and address Opera "Armida Barelli" APSP per la formazione professionale di Rovereto (TN)
 - Type of company or sector Vocational Training Institute
 - Type of employment Former Chairman of the Board of Statutory Auditors.
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, regional and provincial law, and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) *2003-to date*
- Employer's name and address Ente Bilaterale del Terziario, Trento
 - Type of company or sector Joint body uniting employers' and union organizations envisaged under the national collective bargaining contract to foster worker education, welfare etc.
 - Type of employment Chairman of the Board of Statutory Auditors
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, regional and provincial law, and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) *2002-05/2014*
- Employer's name and address Hypo Vorarlberg Leasing Spa. Bolzano
 - Type of company or sector Financial/leasing sector
 - Type of employment Former Chairman of the Board of Statutory Auditors
- Main duties and responsibilities Corporate auditing envisaged under the Italian Civil Code, banking law and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) *2010-04/2016*
- Employer's name and address Hypo Vorarlberg Holding (Italia) Srl, Bolzano
 - Type of company or sector Financial sector
 - Type of employment Chairman of the Board of Statutory Auditors
- Main duties and responsibilities Corporate auditing envisaged under the Italian Civil Code, banking law and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) *2009-2012*
- Employer's name and address Laborfonds, Fondo Pensione Complementare in Trentino-Alto Adige, Bolzano
 - Type of company or sector Supplementary Pension Fund
 - Type of employment Former Chairman of the Board of Statutory Auditors/Statutory auditor
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, ad hoc regulations and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) *2009-22/04/2015*

- Employer's name and address Laborfonds, Fondo Pensione Complementare in Trentino-Alto Adige, Bolzano
 - Type of company or sector Supplementary Pension Fund
 - Type of employment Former Standing Auditor/Statutory Auditor
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, ad hoc regulations and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts
 - Dates (from — to) 23/04/2015-to date
- Employer's name and address Laborfonds, Fondo Pensione Complementare in Trentino-Alto Adige, Bolzano
 - Type of company or sector Supplementary Pension Fund
 - Type of employment Former Alternate Auditor/Statutory Auditor
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, ad hoc regulations and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts
 - Dates (from — to) 2011-to date
- Employer's name and address Trentino Sviluppo Spa, Rovereto (TN)
 - Type of company or sector Economic promotion and development in the Trentino region, company started up by the Provincia Autonoma di Trento
 - Type of employment Alternate auditor
- Main duties and responsibilities Any auditing that may be necessary pursuant to statutory requirements if taking up the post of Standing Auditor
 - Dates (from — to) 2013-to date
- Employer's name and address Sanifonds Trentino Fondo Sanitario Complementare della Provincia di Trento
 - Type of company or sector Non-officially recognized Association/Supplementary Health Fund
 - Type of employment Standing Auditor
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts
 - Dates (from — to) 06/2014-to date
- Employer's name and address ITAS Patrimonio Spa, Trento
 - Type of company or sector Purchase/sale construction of residential, industrial buildings etc. and their administration
 - Type of employment Standing Auditor
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, ad hoc regulations and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts
 - Dates (from — to) 07/05/2015-11/04/2016
- Employer's name and address Paros Srl, Trento, subsidiary of the Cassa del Trentino Spa/Provincia Autonoma di Trento
 - Type of company or sector Applications support and software development principally for "computerized ordering" and "computerized settlement"
 - Type of employment Standing Auditor/Statutory Auditor
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, ad hoc regulations and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

- Dates (from — to) 30/04/2015-to date
- Employer's name and address Cassa del Trentino SpA, Trento, subsidiary of the Provincia Autonoma di Trento
 - Type of company or sector Financial resources for public investment in Trentino and operational instrument of the Provincia Autonoma di Trento for the optimization of provincial liquidity management
 - Type of employment Alternate Auditor
- Main duties and responsibilities Auditing envisaged under the Italian Civil Code, ad hoc regulations and conduct-related regulations for the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts

EDUCATIONAL TRAINING

- Dates (from — to) 1969
- Name and type of educational establishment or training Università Cattolica
Sacro Cuore di
Milano
- Main vocational subjects / skills covered by the course
- Qualification achieved Degree in Business and Economics
- National standing (if relevant)

PERSONAL ABILITIES AND

COMPETENCIES

from life and career even if not

necessarily acknowledged through official certificates and diplomas.

Registered as a chartered account and accounting expert in Trento e Rovereto no. 24-A;

Enrolled with the Register of Chartered Accounting Auditors, no. 11389;

Enrolled with the public Register of Accounting Auditors REPRISE (Register of expert auditors for the scientific evaluation of Italian research of MIUR)

Code 429880

MOTHER TONGUE Italian

OTHER LANGUAGES

- Reading ability German/good — French/quite good
- Writing ability German/good — French/quite good
- Oral expression German/good — French/quite good

RELATION ABILITIES AND COMPETENCIES

Living and working with other people, in a multicultural environment, in jobs where communication is important and in situations where it is essential to work as a team (for example, transport) etc.

Highly positive, as a result of jobs held

ORGANIZATIONAL ABILITIES AND COMPETENCIES

For example, managing and coordinating employees, projects and budgets; in the workplace, in charitable activities (for example, culture and sport), at home, etc.

Esteemed by the various employers mentioned above

TECHNICAL ABILITIES AND COMPETENCIES

Computers, specific equipment, machinery, etc.

A good knowledge of IT in the Windows environment with regard to the main programmes in Office

ARTISTIC ABILITIES AND COMPETENCIES

Music, writing, drawing, etc.

OTHER ABILITIES AND COMPETENCIES

Competencies not cited above.

Skiing, cycling

DRIVING LICENCE OR LICENCES

B

SUPPLEMENTARY INFORMATION

Cavaliere dell'Ordine al merito della Repubblica Italiana award;
Member and trustee of the UCID, Unione Cristiana Imprenditori e Dirigenti,
Trento branch; Married, with 4 children;
Professional Civil Liability Insurance Policy AIG Europe Limited no. IFL0000.937.3329, limit of
liability €1,500,000.00

I the undersigned am aware that pursuant to article 26 of lease 15/68, mendacious statements and false declarations in documents and the use of false deeds are punishable pursuant to the criminal code and special laws. Moreover, I, the undersigned, authorize the handling of my personal data pursuant to the provisions of Law no. 675/96, 31 December 1996.

ROVERETO, 09/11/2017

Mr Pierluigi Carollo

Pierluigi Carollo

CHARTERED ACCOUNTANT
STATUTORY AUDITOR

38068 ROVERETO (Trento)
Via Pasqui, 28/6
Tel (0464) 490557
Fax (0464) 498714
pierluigi.carollo@studiocarollo.com

Rovereto, 9 November 2017

To the Chairman of
UniCredit Spa
Piazza Gae Aulenti, 10
20154 MILAN

RE: **List of posts held**

With reference to Article 2400 of the Italian Civil Code, final sub-section, I hereby notify you the following posts that I hold in companies at this time:

- 1) ITAS Patrimonio Spa, Trento (ITAS Group) - Permanent Statutory Auditor.

Yours Sincerely,

(signed Pierluigi Carollo)