

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 6 , 2017 from shareholders Aletti Gestielle SGR, Anima SGR, Anthilia Capital Partners SGR, Arca Fondi SGR, Eurizon Capital SGR, Eurizon Capital SA, Fideuram Asset Management (Ireland), Fideuram Investimenti SGR, Interfund Sicav, Generali Investments Europe SGR, Generali Investments Luxembourg SA, Kairos Partners SGR, Mediolanum Gestione Fondi SGR, Mediolanum International Funds, Ubi Pramerica SGR and Ubi Sicav:

- the proposal of candidacy of **Ms. Antonella Bientinesi** as **permanent Statutory Auditor** (in place of Ms. Maria Enrica Spinardi);
- the proposal of candidacy of **Ms. Myriam Amato** as **stand-in Statutory Auditor** (in place of Ms. Antonella Bientinesi).

For the above said candidacies the following documentation has been provided for:

- a declaration regarding the candidacy and a statement concerning their 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 offices held in other companies.

Milan, November 7, 2017

STATEMENT CONCERNING THE ACCEPTANCE OF THE CANDIDACY AND THE MEETING OF THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS

I, the undersigned **ANTONELLA BIENTINESI**, born in **Atina (FR)** on **27/05/1961**, fiscal code **BNTNNL61E67A486V**, resident in **Rome**, Via Giuseppe Mercalli no. 11

GIVEN THAT

- A) I have been designated by some shareholders in relation to the completion of the UniCredit S.p.A. Board of Statutory Auditors members at the UniCredit S.p.A. Shareholders' Meeting convened, in single call, on December 4th, 2017, at 10:00 am in Milan at Pavilion, Piazza Gae Aulenti, 10,
- B) I am aware of the requirements envisaged by both current provisions and the Company's Articles of Association (see Clause 30) for the office of Statutory Auditor of UniCredit S.p.A. including everything in the document "*Information for the filing of candidacies*", as well as in the Directors' Report pursuant Sec. 125 ter of the Legislative Decree no. 58 dated February 24, 1998 ("TUF"), both published on the Company's website,

IN VIEW OF THE ABOVE

I, the undersigned, under my own responsibility, pursuant to the provisions of both law and the Articles of Association,

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 TUF, the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000 ("DM 162"), the 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 law 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. **6012**; period of the activity: from **04/2004** (*month/year*) to **10/2017** (*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:

- **file** my *curriculum vitae* in order to provide exhaustive information on my own personal and professional characteristics, **authorizing** from now their publication together with the list of the supervisory and controlling offices held in other companies pursuant to

provisions set forth by Article 2400 of the Italian Civil Code; these documents are herewith attached both in Italian and English version;

- **undertake** to promptly inform UniCredit S.p.A., and therefore its Board of Directors and Board of Statutory Auditors, of any changes in the above stated circumstances on the date of the Shareholders' Meeting and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- **declare** to be aware, according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003, that the personal data provided will be handled by the Company, also by means of IT tools, within the procedure the above declaration is made. In that regard, having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003, inserted below to Annex 1 to the document "*Information for the filing of candidacies*", as published on the Company's website, **authorize** the publication of the aforementioned data as well as of the information on personal and professional characteristics contained in my *curriculum vitae* and in the list of the offices held in other companies attached to this statement.

FINALLY DECLARE THAT

I irrevocably accept my candidacy and I accept my possible appointment as stand-in Statutory Auditor of UniCredit S.p.A.

Date, 31/10/2017

**DOTT.SSA ANTONELLA
BIENTINESI**

DOTTORE COMMERCIALISTA
E REVISORE CONTABILE

VIA GIUSEPPE MERCALLI, 11 - 00197
ROMA



CURRICULUM VITAE

NAME: Antonella Bientinesi

NAZIONALITY: Italian

DATE OF BIRTH: 27th May 1961

TITLE OF STUDIES: Degree in Economics. Thesis in Tax Law.
Vote: 110/110 e lode.

PROFESSIONAL QUALIFICATION: Chartered Accountant and Auditor

REGISTRATION TO ACCOUNTANT ORDER: Since 23.9.1986 (district Court of Frosinone and Cassino); since 4/5/1998 registered in the Rome Order (Ordine dei Dottori Commercialisti ed Esperti Contabili di Roma) n. AA_002154

REGISTRATION TO AUDITORS : n.: 6012. DM 12/4/1995 G.U. n. 31bis del 21/4/1995

TELEPHONE 06 8548574 - 06 8082262 - 335 1234023

FOREIGN LANGUAGE: English

PROFESSIONAL CAREER: In 1984 collaborates with Studio Adonnino-Ascoli in Rome, working on research in the field of taxation.

In 1985 works with *Reconta Touche Ross* in Roma obtaining a practical experience in audit field.

AB

From 1986-1990 collaborates with Studio Giovanni Battista Galli in Roma in charge of fiscal issues of National and International nature related to significant companies.

In 1991 works with Studio Massimo Alderighi in Rome dealing with companies reorganizations (mergers, demergers, contributions and so on) from the stage of study of the operations to the practical implementations.

From 1992 to March 1999 collaborates with Studio Associato (*associated* with KPMG S.p.A.), dealing with National and International tax matters relative to large Groups, operative in industrial and service sector.

From April 1999, partner of Studio Associato Legale Tributario (then Studio Legale Tributario) *associated with* Ernst & Young. From 2001 partner in charge responsible for the South Centre area of the "Public" sector.

From May 2005 practices her own professional activity in independent manner, being specialized in fiscal matters.

AB

PROFESSIONAL EXPERIENCE:

During the course of own professional activity has worked with primary clients, from both Italy and abroad, gaining a vast experience in tax matters (direct and indirect tax) and dealing with due diligence, tax litigations, tax advice.

In addition has gained a significant experience in companies reorganizations (mergers, demergers, contributions and so on).

Has studied in depth the fiscal aspects related to the "conversion" of public entities in companies, both in Statal and Municipal sector.

From 2001 assiste ASSTRA (National Association of local public transportation) studying in depht the fiscal problems of the sector and working with various companies operating in this sector.

Has analized also the themes relative to the taxation of no profit entities.

Has been Statutory Auditor of various companies (among others, **ENAV S.p.A.**, **Nuove Energie s.r.l.**, of Enel S.p.A. Group and **Ala Assicurazioni S.p.A.** of Sara Assicurazioni Group).

AB

At present is standing statutory auditor of:

- **Cerved Information Solutions S.p.A.** - President;
- **Enel Energia S.p.A., Enel Trade S.p.A.;**
- **Società Subalpina di Imprese Ferroviarie S.p.A.** – Domodossola.

Moreover is President of Auditors in:

- **Fondazione Il Faro**, Roma;
- **AMREF Italia**, Roma.

Substitute statutory auditor of **Unicredit S.p.A.**, on 26/10/2017, following resignation of the statutory auditor Mrs. M. E. Spinardi, has become statutory auditor (the shareholders' meeting on 4 December will decide how to replace the resigning auditor).

Is substitute statutory auditor in:

- **Sara Assicurazioni S.p.A.** and **Sara Vita S.p.A.;**
- **Enel Distribuzione S.p.A.** and **Enel Sole s.r.l.**, of Enel S.p.A. Group.
- **FAI** (Fondo Ambiente Italiano).

PUBLICATIONS:

Has published various articles in tax matters in specialized magazine.

AB

OTHERS INFORMATIONS:

Is member of the Direct Tax Commission (OIC Adopter) of the Ordine dei Dottori Commercialisti di Roma; participates to the

**DOTT.SSA ANTONELLA
BIENTINESI**

works of Commission, holds seminars on tax matters, writes articles and publications.

Holds meetings/seminars periodically for the transport companies associated to ASSTRA on the specific themes of the sector.

Hereby is authorized the treatment of the personal data ex D. Lgs. n. 196/1992.

Roma, 31 October 2017

A handwritten signature in blue ink, reading "Antonella Bientinesi". The signature is written in a cursive style with a large initial 'A'.

The undersigned Antonella Bientinesi , born in Atina (FR) on May 27, 1961, tax code no. BNT NNL 61E67 A486V, resident in Rome, Via G. Mercalli, 11,

DECLARES

to cover, at today's date, the following assignments:

1) Cerved Information Solutions S.p.A.

Via Dell'Unione Europea n. 6/A-6/B

20097 - San Donato Milanese (MI)

President of statutory auditor since 2017

2) Enel Energia S.p.A.

Viale Regina Margherita, 125,

00198 Roma

statutory auditor since 2013 (renewed in 2016)

3) Enel Trade S.p.A.

Viale Regina Margherita, 125,

00198 Roma

statutory auditor since 2015

4) SOCIETA' SUBALPINA DI IMPRESE FERROVIARIE S.P.A.

via Mizzoccola, 9,

28845 Domodossola (VB)

statutory auditor since 2011 (renewed several times)

5) Fondazione Il Faro

Sede: Via Virginia Agnelli, 21,

00151 ROMA

President of Auditors since 2006 (renewed several times)

6) AMREF HEALTH AFRICA ONLUS

Via Alberico II, 4,

00193 ROMA

President of Auditors since 2006 (renewed several times)

7) ACER SEDE S.p.A.

Via di villa Patrizi 11

00161 ROMA

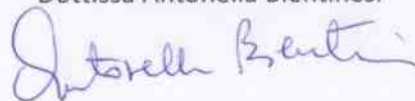
statutory auditor since 2017

AD

Substitute statutory auditor of **Unicredit S.p.A.**, on 26/10/2017, following resignation of the statutory auditor Mrs. M. E. Spinardi, has become statutory auditor (the shareholders' meeting on 4 December will decide how to replace the resigning auditor).

Rome, 31 ottobre 2017

Dott.ssa Antonella Bientinesi

A handwritten signature in blue ink, appearing to read 'Antonella Bientinesi', written in a cursive style.

STATEMENT CONCERNING THE ACCEPTANCE OF THE CANDIDACY AND THE MEETING OF THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS

I, the undersigned **MYRIAM AMATO**, born in **Pavia** on **19/10/1974**, fiscal code **MTAMRM74R59G388J**, resident in **Milan**,

GIVEN THAT

- A) I have been designated by some shareholders in relation to the completion of the UniCredit S.p.A. Board of Statutory Auditors members at the UniCredit S.p.A. Shareholders' Meeting convened, in single call, on December 4th, 2017, at 10:00 am in Milan at Pavilion, Piazza Gae Aulenti, 10,
- B) I am aware of the requirements envisaged by both current provisions and the Company's Articles of Association (see Clause 30) for the office of Statutory Auditor of UniCredit S.p.A. including everything in the document "Information for the filing of candidacies", as well as in the Directors' Report pursuant Sec. 125 ter of the Legislative Decree no. 58 dated February 24, 1998 ("TUF"), both published on the Company's website,

IN VIEW OF THE ABOVE

I, the undersigned, under my own responsibility, pursuant to the provisions of both law and the Articles of Association,

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 TUF, the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000 ("DM 162"), the 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 law 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. **130237**; period of the activity: from **10/2008** (*month/year*) to **12/2013** (*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:

- **file** my *curriculum vitae* in order to provide exhaustive information on my own personal and professional characteristics, **authorizing** from now their publication together with the list of the supervisory and controlling offices held in other companies pursuant to

provisions set forth by Article 2400 of the Italian Civil Code; these documents are herewith attached both in Italian and English version;

- **undertake** to promptly inform UniCredit S.p.A., and therefore its Board of Directors and Board of Statutory Auditors, of any changes in the above stated circumstances on the date of the Shareholders' Meeting and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- **declare** to be aware, according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003, that the personal data provided will be handled by the Company, also by means of IT tools, within the procedure the above declaration is made. In that regard, having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003, inserted below to Annex 1 to the document "*Information for the filing of candidacies*", as published on the Company's website, **authorize** the publication of the aforementioned data as well as of the information on personal and professional characteristics contained in my *curriculum vitae* and in the list of the offices held in other companies attached to this statement.

FINALLY DECLARE THAT

I irrevocably accept my candidacy and I accept my possible appointment as stand-in Statutory Auditor of UniCredit S.p.A.

Date, 31/10/2017

Myriam Amato

E-mail: myriam.amato@giglio.org

43 years old, degree in Business, I have gained my experience in professional auditing companies operating in increasingly complex realities in both national and multinational contexts. Good planning and organizational skills, the ability to work in order to respect deadlines and targets, dedication, flexibility and dynamism have led me to roles of greater responsibility. I'm used to managing working groups and it is easy for me to manage interpersonal relationships. In order to manage the tasks given to me by multinational clients I entertain constant contacts with the Group's worldwide network.

WORK EXPERIENCE

Chartered Accountant and Legal Auditor CPA (From 2014 on going)

As part of my professional duties with effect from February 2015, I was appointed as Deputy CFO in order to support the CEO in the reorganization of the group (with a focus on governance) in order to the IPO, which took place later on Aug. 7, 2015 on the AIM market. The group has subsidiary in Italy, England and China. I joined the CEO in certain extraordinary transactions (including the acquisition of the subsidiary MThree Satcom SpA and MF Fashion S.p.A.) with my next appointment also in the Board of Directors of all subsidiaries of the group with control over more Finance. In 2017, I was appointed "Dirigente Preposto" and Investor relator of the group.

Reconta Ernst & Young S.p.A (from 1998 - 2000 - Since 2006 to December 31, 2013)

POSITION: Senior Manager

In charge of managing and coordinating the audit of financial statements of the following types of companies:

- **Italian listed companies** to prepare financial statements and consolidated financial statements under international accounting standards IAS / IFRS;
- **non-listed Italian companies** that prepare their financial statements in accordance with Italian accounting principles.
- **Italian subsidiaries of U.S. parent companies** that prepare the reporting package in accordance with U.S. accounting principles (SEC Registrant).
- **Italian subsidiaries of UK and France parent Companies** that prepare the reporting package in accordance with the Parent's accounting principles.
- **Italian companies** implementation and updating of internal organizational model as required by DGLS 231\2001

I have also gained experience in the following activities:

- the recognition of accounting, administrative and operational flows of the main-business with reference to Law 231 and for the Company SEC registrants, Sarbanes-Oxley;
- the control of regular bookkeeping and the correct recognition of the facts in accounting;
- procedures for monitoring and assessing the adequacy of an internal control system and its implications on the reliability and data integrity of accounting and (consolidated) financial statements.

I report directly to the Partners and at present I manage 14 audit teams.

Main Experiences:

- Eni Group (Italian Listed Company)
- TXT Group (Italian Listed Company)
- Alfa Laval Group (Sweden Listed Company)
- Deborah Group (Italian fashion Company not listed)
- Publicis Group (French Listed Company)

Other minorities: Pradera Fund, Irus Fund, Ballantyne Cashmere S.p.A., KCI Medical

Studio Necchi Sorci & Associati and Studio Pastori (from 2003 to 2006)

This work experience allowed me to work closely with Italian corporations, subsidiaries and branches of foreign enterprises to efficiently manage all tax issues relating to their ordinary business activities and maximize the tax economics associated with their strategic and organizational decisions.

I provided ongoing assistance and tax opinions on all direct and indirect taxes, and on related Accounting and corporate issues.

Principal activities:

- Taxation of Companies;
- Taxation of individuals
- International and European Union Taxation.

Deloitte & Touche SPA (from 2000 to 2003)

I worked in the division "transaction support service" in order to support the Private Equity Funds' due diligence activities and assist operations of acquisition. This activity has allowed me to investigate other aspects of 'business consultancy' and develop important contacts with the world of Private Equity

Principal activities:

- Due Diligence;

PERSONAL DETAILS

Place of birth: Pavia (PV) - Date of birth: October, 19 1974 - Status: Married (2 Children: Emanuele 10 and Beatrice 6).

EDUCATION and MEMBERSHIPS

2000 BOCCONI UNIVERSITY - Milan
Degree in Business Economics

2002 SDA BOCCONI - Milan
Master in Tax Law

2004 ongoing: Specialized courses required by the "Order of Chartered Accountants of Milan" in order to fulfill the mandatory continuing education

2012 (may 2012- oct 2012): course for board directors and statutory auditors of listed Companies organized by the "Order of Chartered Accountants of Milan"

Memberships:

- Italian Chartered Accountant (Dottore Commercialista): 2001

- Italian Accountant Auditor (Revisore Legale - Iscrizione al Registro dei Revisori Legali di cui al d.lgs 27 gennaio 2010, n. 39 al n. 130237 gazzetta ufficiale n. 81 del 17 ottobre 2003)
- PWA: professional women association member since 2010
- Alumni Bocconi Association since 2007
- Fondazione Bellisario since 2010
- Ned Community since 2013

Main tasks in progress:

- Zenith Sgr SPA: Organismo di vigilanza required by DGLS 231\2001
- Ecoenergy S.p.A.: Statutory Auditor
- E.S.C.: Member of Board of Directors

Academy projects followed:

- Università Bocconi - Prof. Valter Conca title: The Governance's role in the venture backed companies (2012)
- Università LIUC (Castellanza) - Prof. Cortesi title: Analysis of the Financial management impact of the Companies of Varese's province (2012)

LINGUISTIC KNOWLEDGE

English: Good level (OXFORD TEST CEF:B2 Score 62)
 French: Intermediate level

INFORMATION TECHNOLOGY KNOWLEDGE

Windows :Word, Excel, Power Point
 Sap
 Oracle
 Hyperion

SPORTS & HOBBIES

Skiing
 Reading.

Milan, October 10, 2017



Autorizzo il trattamento dei miei dati personali ai sensi del Dlgs. 196/2003

Dott.ssa Myriam Amato
Dottore Commercialista & Revisore Legale
Viale Bacchiglione 14/a
20139 Milano

Myriam Amato	Hera S.p.A.	Chairman of Board of Statutory Auditors
	Acantho S.p.A.	Member of Board of Statutory Auditors
	Hera Comm S.r.l	Chairman of Board of Statutory Auditors
	Hera Ambiente S.p.A.	Member of Board of Statutory Auditors
	Hera Luce S.p.A.	Chairman of Board of Statutory Auditors
	Hera ambiente Servizi industriali S.r.l.	Substitute Member of Board of Statutory Auditors
	Tod's S.p.A.	Substitute Member of Board of Statutory Auditors
	Freni Brembo SPA.	Substitute Member of Board of Statutory Auditors
	MD Marketing e distribuzione S.r.l. in liquidazione	Substitute Member of Board of Statutory Auditors
	Industria e Innovazione S.p.A.	Substitute Member of Board of Statutory Auditors
	Neptune Vicolungo I S.r.l.	Member of Board of Statutory Auditors
	Credimi S.p.A.	Member of Board of Statutory Auditors
	Brunello Cuccinelli S.p.A.	Substitute Member of Board of Statutory Auditors
	Poste Assicura S.p.A.	Substitute Member of Board of Statutory Auditors
	Promuovi Italia in	Substitute Member of Board of

Dott.ssa Myriam Amato
Dottore Commercialista & Revisore Legale
Viale Bacchiglione 14/a
20139 Milano

	liquidazione S.p.A.	Statutory Auditors
	Medea S.p.A.	Chairman of Board of Statutory Auditors
	Hera Trading S.r.l.	Chairman of Board of Statutory Auditors
	Class Tv Moda S.r.l.	Member of Board of Director

Milan, November 2, 2017

