

3. Appointment of Directors, once the number of Board members has been set

Directors' Report

Ordinary and Extraordinary Shareholders' Meeting

Milan, April 12, 2018

Appointment of Directors, once the number of Board members has been set

Dear Shareholders,

since the current term in office for the Board of Directors of UniCredit S.p.A. (the “Company” or “UniCredit”) ends with the approval of the 2017 financial statements, you are being asked to resolve, inter alia, on the appointment of the Directors once the number of Board members has been set.

To this regard we remind you that Clause 20 of the Articles of Association establishes that the Board of Directors shall be composed of between a minimum of nine and a maximum of twenty-four members and the term of office spans three operating years, except where a shorter term is decided upon at the time they are appointed, and ends at the date of the Shareholders' Meeting convened for the approval of the financial statements related to the last operating year of their term of office.

Furthermore, in accordance with the abovementioned Clause 20 of the Articles of Association and in compliance with current laws and regulations, the appointment of the Board of Directors is done on the basis of lists and the legitimate parties who are entitled to submit lists are the Board of Directors and the shareholders, who individually or collectively with others represent at least 0.5% of the share capital in the form of ordinary shares with voting rights at Ordinary Shareholders' Meetings. Each legitimate party may submit or contribute to the submission of only one list, and similarly, each candidate may only be included on one list, on penalty of ineligibility.

In order to be valid, the lists must be filed at the Registered Office or the Head Office, no later than the twenty-fifth day prior to the date of the Shareholders' Meeting, together with the information and documents required pursuant to the laws in force and the Articles of Association.

Moreover, in line with the provisions of the Corporate Governance Code for listed companies and the Supervisory Regulations on bank's corporate governance issued by the Bank of Italy, the Board of Directors, with the support of the Corporate Governance, Nomination and Sustainability Committee, has defined the qualitative and quantitative profile that the Directors of UniCredit should ideally meet, in addition to the current requirements established by laws and regulations, to ensure the proper functioning of the supervisory body.

UniCredit made public and, more specifically, informed shareholders about the above profile, by means of the publication on the Company's website of the document “Qualitative and quantitative composition of the UniCredit S.p.A. Board of Directors”. In such way, shareholders may make their choice of candidates to file in time taking into account the outcomes of the prior identification carried out by the Board of Directors on its own qualitative-quantitative composition deemed to be optimal for the effective completion of the duties and responsibilities entrusted to the Board, giving the reasons for any difference vis-à-vis the analyses carried out by the Board.

Referring to the faculty of the Board of Directors, expressly provided in the Articles of Association, to submit its own list of candidates, we inform you that the outgoing Board has singled out, based on the above document “Qualitative and quantitative composition of the UniCredit S.p.A. Board of Directors”, its own list of candidates taking into account its approach concerning the quantitative composition deemed as optimal by the Directors, identified in 15 members. Said documentation has also been published on the Company's website.

Resolutions submitted to the Ordinary Shareholders' Meeting

Dear Shareholders,

if you agree with the contents and arguments presented in the Directors' Report above and having taken into account what is established by the Articles of Association regarding the composition and methods for appointing the Board of Directors as well as the indications contained in the document entitled "Qualitative and quantitative composition of the UniCredit S.p.A. Board of Directors", then we ask you to approve the following resolutions:

- 1. set the number of members of the Board of Directors;*
- 2. appoint the Directors.*