

One Bank, One Team, One UniCredit.

5. Integration of the Board of Directors,
once the number of Board members
has been set

Directors' Report

April 9, 2020

Ordinary and Extraordinary Shareholders' Meeting

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

Dear Shareholders,

You have been called to this UniCredit S.p.A. (the “Company”) Ordinary Shareholders' Meeting in order to decide, *inter alia*, on the integration of the Board of Directors following the termination of the office of Director of: (i) Mr. Fabrizio Saccomanni, who passed away on August 8, 2019 (and the consequent appointment of Mr. Cesare Bisoni as Chairman of the Board of Directors, September 20, 2019); (ii) Ms. Martha Dagmar Böckenfeld, who resigned on September 18, 2019; and (iii) Ms. Isabelle de Wismes, who resigned on March 4, 2020.

Clause 20 of the Articles of Association establishes, *inter alia*, that the Company's Board of Directors shall be composed of between a minimum of nine and a maximum of twenty-four members. In line with the progressive reduction of the number of Directors that the Company has been pursuing for some time, and in view of the renewal of the Board, the Board of Directors agreed on the advisability of proposing the reduction of the number of its members to 14. In particular the Board, that had already considered to propose this governance action to the Shareholders' Meeting to be called to approve the 2020 financial statements, following the recent resignation of Mrs. Isabelle de Wismes, considered it appropriate to anticipate the proposal above described to this Shareholders' Meeting.

With reference to the two remaining Directors to be appointed, the Board of Directors, therefore, at its meeting held on February 5, 2020 co-opted Ms. Beatriz Lara Bartolomé and Mr. Diego De Giorgi as Directors of your Company, pursuant to Article 2386 of the Italian Civil Code, with resolution approved by the Board of Statutory Auditors.

The selection of said Directors has been carried out following the articulated process approved by the Board on the July 6, 2017 (available on the UniCredit website), with the active involvement of the Corporate Governance, Nomination and Sustainability Committee. The choice of Ms. Beatriz Lara Bartolomé and Mr. Diego De Giorgi, on proposal of the Corporate Governance, Nomination and Sustainability Committee, has been made in compliance with the necessary requirements and in accordance with the criteria defined by the Board in the document “*Qualitative and quantitative composition of UniCredit S.p.A. Board of Directors*”, approved on February 7, 2018 (so-called, *Qualitative Profile*). The Board would benefit from a set of skills in the digital/technology sector, with a specific application to banking, that the Board feels crucial for the implementation of the multi-year plan; and the competencies of the Board in Banking Business (with particular focus on retail commercial banking), Strategic Planning and International Experience would be reinforced.

Taken into account that, according to Article 2386 of the Italian Civil Code, the Directors nominated by the Board in place of those having left during the financial year remain in office “*until the next Shareholders' Meeting*”, it's now necessary to submit to the Shareholders' Meeting the proposal to integrate the Board by appointing two Directors.

To this regard, the Board of Directors, on February 5, 2020, further to a favourable opinion of the Corporate Governance, Nomination and Sustainability Committee, has decided to propose to the Shareholders' Meeting to integrate the Board appointing the co-opted Directors, Ms. Beatriz Lara Bartolomé and Mr. Diego De Giorgi, who communicated their availability to the candidacy.

Finally, we remind you that the office of the Directors appointed by you will expire on the date of the Shareholders' Meeting to be called to approve the 2020 financial statements along with the current office of the other members of the Board of Directors, appointed for the 2018-2020 financial years by the already said Ordinary Shareholders' Meeting of April 12, 2018.

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According to the Article of Association, the resolution of the Shareholders' Meeting shall be taken by relative majority, without applying the vote by list system, ensuring abidance to the criteria of independence and balance between genders established by the provisions, also of a regulatory nature, in being.

The document "*Qualitative and quantitative composition of UniCredit S.p.A. Board of Directors*" is available on the Company's website in order to allow the Shareholders to present possible candidatures to integrate the Board, taking into account the results of the previous identification carried out by the Board itself on its own qualitative and quantitative composition deemed to be optimal to perform efficiently its duties and responsibilities, explaining any difference to the analyses conducted by the Board .

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Resolutions submitted to the Ordinary Shareholders' Meeting

Dear Shareholders,

*if you agree with the contents and argumentations showed in the Directors' Report, given the provisions of the Articles of Association in regard to the composition and appointment of the Board of Directors, as well as the indications contained in the document "*Qualitative and quantitative composition of UniCredit S.p.A. Board of Directors*", we invite you to take the following resolutions:*

- 1) to set the number of members of the Board of Directors at 14;*
- 2) to integrate the Board of Directors by appointing Directors Beatriz Lara Bartolomé and Diego De Giorgi, already co-opted by the Board itself on February 5, 2020, who will hold the office until the expiration of the current Board of Directors and, therefore, until the next Shareholders' Meeting called to approve the 2020 financial statements.*