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12. 2021 Group Remuneration Policy

Director's Report

April 15, 2021

Ordinary and Extraordinary Shareholders' Meeting

2021 Group Remuneration Policy

Dear Shareholders,

We have called this Ordinary Meeting to request your approval of the 2021 Group Remuneration Policy, set out in the attached document which forms an integral part of the present Report, in compliance with the provisions set by the “Disposizioni di vigilanza per le Banche” issued by Bank of Italy which prescribe that the Shareholders’ Meeting approves, amongst other items, the remuneration policy for the Members of the Administrative and Auditing bodies and employees.

The approval of remuneration policy and incentive systems shall evidence their conformity with prudent risk management and the company’s long-term objectives, as well as ensuring an appropriate balance between the fixed and variable components as required by regulators, including in the case of the latter, risk-weighting systems and mechanisms designed to ensure that compensation is linked to effective and lasting results.

It is therefore proposed that this Shareholders’ Meeting approves the annual revision of the Group Remuneration Policy which defines the principles and standards which UniCredit applies to and are reflected in the design, implementation and monitoring of remuneration policy and systems across the entire UniCredit organization. This proposal was drawn up considering the contribution of Group Human Capital, Group Compliance, Group Risk Management and Group Chief Financial Office functions on the topics under their scope.

The document is prepared to fulfil the obligation prescribed by art. 123-ter of Legislative Decree nr. 58/98 (TUF).

The general principles foreseen at Group level by the Remuneration Policy may be the object of calibration, consistently with the rules and regulatory provisions locally applicable.

2021 GROUP REMUNERATION POLICY

The key principles of the Group Remuneration Policy, which are confirmed with respect to those approved by the Ordinary Shareholders’ Meeting on April 9, 2020, are fully described in the 2021 Group Remuneration Policy - that fully encompasses the regulatory provisions by Circular n° 285 from Bank of Italy on “Policies and practices on remuneration and incentive” of December 17, 2013, 25th update of October 23, 2018 - that has been made available to shareholders and the market – in the ways and in accordance with law - and that is summarized here below:

- (a) the UniCredit compensation approach is performance oriented, market aware and aligned with business strategy and stakeholder interests, ensuring remuneration competitiveness and effectiveness as well as internal and external equity and transparency, by driving sustainable behaviors and performance;
- (b) within UniCredit’s governance structure, rules and processes for delegation of authority and for compliance have been defined with the aim of assuring adequate control, coherence and compliance of remuneration framework across the Group;
- (c) the key pillars of the Group Remuneration Policy, in alignment with the group business and risk strategy, are:
 - clear and transparent governance;
 - compliance with regulatory requirements and principles of good business conduct;
 - continuous monitoring of market trends and practices;
 - sustainable pay for sustainable performance;
 - motivation, retention and fair treatment of all employees, with particular focus on talents and mission-critical resources;

(d) on the basis of these principles, the Group Remuneration Policy establishes the framework for a consistent approach and a homogeneous implementation of sustainable remuneration in UniCredit, with particular reference to the Executive and Material Risk Taker population.

In compliance with applicable regulations, it is not changed the approach presented to the Annual General Meeting held on May 13, 2014 which approved - for the personnel belonging to the business functions - the adoption of a maximum ratio between variable and fixed remuneration of 2:1.

For the rest of the staff it is usually adopted a maximum ratio between the components of remuneration equal to 1:1, except for the staff of the Corporate Control Functions, for Human Resources and Manager in Charge of Drafting the Company Financial Reports for which it is expected that the fixed remuneration is predominant component of total remuneration and incentive mechanisms are consistent with the assigned tasks as well as being independent of results from areas under their control.

For the Corporate Control Functions, in particular, the maximum weight of the variable component will take into account the differences between national rules and regulations in application of Directives 2019/878/EU in the various countries in which the Group operates, in order to ensure equal operating conditions in the market and the ability to attract and retain individuals with professional skills and capabilities adapted to the needs of the Group.

The main rationales for supporting the proposal approved in 2014 to set a ratio higher than 1:1 aim to safeguard the Group presence in specific markets and, in particular: to ensure a stronger link between compensation and performance, maintain competitiveness in the market, being also the direction in which the main peers moved, limit the “un-level playing field” in the markets where the cap is not present, avoid the rigidity of the cost structure, guarantee the alignment with multi-year performance through deferring a relevant component of the variable compensation.

Maintaining of a ratio of 2:1 between variable and fixed compensation will not have implications on bank's capacity to continue to respect all prudential rules, in particular capital requirements.

In addition, in compliance with the latest regulatory requirements, UniCredit performed a preliminary assessment of categories of staff whose professional activities have a material impact on an institution's risk profile. The self-assessment was performed at local and Group level, as requested by Bank of Italy, and is represented in the 2021 Group Remuneration Policy. In January 2021, the preliminary result of the assessment process to define the Group Material Risk Taker population was broadly in line with the one of last year.

Furthermore, in line with the indications of national and international regulators, it is deemed appropriate within the annual review of policy and remuneration systems to make some updates including in particular:

- i. The compensation policy target, to attract and retain top-class talents, able to improve UniCredit competitive position;
- ii. Group Material Risk Takers (GMRT) identification process, embedding CRD V and European Technical Standards;
- iii. 2021 Group Incentive System, including also the new 4-year deferral scheme period and MiFID Bonus Gate;
- iv. Disclosure on performance criteria for Executives with Strategic Responsibilities.

2021 Group Remuneration Policy

Resolution proposals to the Ordinary Shareholders' Meeting

Dear Shareholders,

If you agree with the above proposal, you are invited to adopt the following resolution:

"The Ordinary Shareholders' Meeting of UniCredit S.p.A., acknowledged the Directors' proposal,

RESOLVES

to approve the 2021 Group Remuneration Policy, also pursuant to art. 123-ter of TUF, as contained in the Section I of the 2021 Group Remuneration Policy and Report which forms an integral part of the present Report, in order to define the principles and standards which UniCredit shall apply and reflect in its design, implementation and monitoring of remuneration policy and practices across the entire organization."