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## 10. Integration of the Board of Statutory Auditors by the appointment of a substitute Statutory Auditor

**Director's Report**

**April 15, 2021**

Ordinary and Extraordinary Shareholders' Meeting

# Integration of the Board of Statutory Auditors by the appointment of a substitute Statutory Auditor

Dear Shareholders,

you are convened in this Ordinary Shareholders' Meeting to resolve, *inter alia*, on the appointment of a substitute Statutory Auditor, following the resignation as UniCredit S.p.A. substitute Auditor of Mr. Roberto Franchini communicated to the Bank on 28 April 2020, with immediate effect.

We recall that the Ordinary Shareholders' Meeting held on 11 April 2019 appointed for the financial years 2019, 2020 and 2021 (i.e. until the Shareholders' Meeting called for the approval of the 2021 Financial Statements):

- as permanent Statutory Auditors, Mr. Marco Rigotti (Chairman), Mr. Angelo Rocco Bonisconi, Ms. Benedetta Navarra, Mr. Guido Paolucci and Ms. Antonella Bientinesi
- as substitute Statutory Auditors, Ms. Paola Manes, Mr. Roberto Franchini, Ms. Enrica Rimoldi and Ms. Raffaella Pagani.

We remind you that Mr. Franchini was appointed as substitute Statutory Auditor, from the list voted by the minority Shareholders, filed jointly by several Investment Funds (List n. 2).

In that regard, we therefore propose to the Shareholders' Meeting the appointment of a substitute Statutory Auditor, having in mind that according to clause 30 of the Articles of Association five permanent and four substitute Statutory Auditors have to be appointed.

The Ordinary Shareholders' Meeting will be called upon to resolve according to the majorities required by law, without applying the list vote system, in any case abiding by the principles of the minority representation and gender balance required by current provisions, also of a regulatory nature.

The Statutory Auditor appointed shall remain in office until the end of term of the current Board of Statutory Auditors.

We remind you that the permanent and substitute members of the Board of Statutory Auditors must possess the requirements provided for by current law and regulations as well as by the Articles of Association.

On the Company's website there is published the list of the minimum documentation to be provided in connection with possible candidacies for the appointment of the substitute Statutory Auditor together with drafts of the declarations to be signed.

## Resolutions submitted to the Ordinary Shareholders' Meeting

Dear Shareholders,

in consideration of the above, you are invited to resolve on the appointment of the substitute Statutory Auditor who shall remain in office until the end of term of the current Board of Statutory Auditors and, therefore, until the Shareholders' Meeting called to approve the financial statements for the 2021.