

Unlock your potential

6. Determination of the remuneration due to the Board of Statutory Auditors

Directors' Report

8 April 2022

Ordinary part Shareholders' Meeting

Determination of the remuneration due to the Board of Statutory Auditors

Dear Shareholders,

in addition to the appointment of the Board of Statutory Auditors, the Shareholders' Meeting is called to resolve on the annual remuneration due to the permanent members of the Board of Statutory Auditors for the entire term of office (i.e., up to the Shareholders' Meeting called to approve the 2024 financial statements). The new Board of Statutory Auditors, like the expiring one, shall carry out also the functions assigned to the Supervisory Body pursuant to the Legislative Decree no. 231/2001 ("SB 231").

To that regard may we remind you that the annual remuneration approved by the Shareholder's Meeting on 11 April 2019, was Euro 170,000 for the Chairman of the Board of Statutory Auditors and Euro 125,000 for each permanent Auditor, as well as an attendance fee of Euro 400 for each Board of Statutory Auditors meeting and of Euro 400 as attendance fee for taking part in any meeting of the other corporate bodies.

Moreover, we remind you that the Statutory Auditors appointed will benefit from the Group insurance policy covering the civil liability of Directors, Statutory Auditors and Top Managers, with the premium to be borne by the Company, under the terms and with the characteristics established by the resolution passed by this Shareholders' Meeting on 15 April 2021 (for more information for this, please refer to the "*Remuneration report*" related to the year 2021).

With reference to the commitment required to the members of the Body, it should be noted that the outgoing Board of Statutory Auditors, in the document "*Qualitative and quantitative composition of the Board of Statutory Auditors of UniCredit*", has indicated the following estimate as a reference for assessing the minimum time considered necessary for the effective performance of relevant duties and participation in meetings, including the activity related to the SB 231:

- for the Chairman of the Board of Statutory Auditors, 140 days per year;
- for the permanent Auditors, 94.5 days per year.

Resolutions submitted to the Ordinary Shareholders' Meeting

Dear Shareholders, pursuant to the provisions of UniCredit Articles of Association and of current laws and regulations, you are invited to resolve on the determination of the annual remuneration due to the members of the Board of Statutory Auditors for the entire term of their office.