UniCredit Group: 3Q15 Results and Strategic Plan

Milan, 11 November 2015

Disclaimer

This Presentation may contain written and oral "forward-looking statements", which includes all statements that do not relate solely to historical or current facts and which are therefore inherently uncertain. All forward-looking statements rely on a number of assumptions, expectations, projections and provisional data concerning future events and are subject to a number of uncertainties and other factors, many of which are outside the control of UniCredit S.p.A. (the "Company"). There are a variety of factors that may cause actual results and performance to be materially different from the explicit or implicit contents of any forward-looking statements and thus, such forward-looking statements are not a reliable indicator of future performance. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law. The information and opinions contained in this Presentation are provided as at the date hereof and are subject to change without notice. Neither this Presentation nor any part of it nor the fact of its distribution may form the basis of, or be relied on or in connection with, any contract or investment decision.

The information, statements and opinions contained in this Presentation are for information purposes only and do not constitute a public offer under any applicable legislation or an offer to sell or solicitation of an offer to purchase or subscribe for securities or financial instruments or any advice or recommendation with respect to such securities or other financial instruments. None of the securities referred to herein have been, or will be, registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state or other jurisdiction of the United States or in Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would be unlawful (the "Other Countries"), and there will be no public offer of any such securities in the United States. This Presentation does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or the Other Countries.

Pursuant the consolidated law on financial intermediation of 24 February 1998 (article 154-bis, paragraph 2) Marina Natale, in her capacity as manager responsible for the preparation of the Company's financial reports declares that the accounting information contained in this Presentation reflects the UniCredit Group's documented results, financial accounts and accounting records.

Neither the Company nor any member of the UniCredit Group nor any of its or their respective representatives, directors or employees accept any liability whatsoever in connection with this Presentation or any of its contents or in relation to any loss arising from its use or from any reliance placed upon it.

Agenda

- **3Q15 results**
- UniCredit Strategic Plan

3Q15 key highlights

EARNINGS GENERATION

- Group net profit at 507m in 3Q15 with a RoTE of 4.8%, and 9M15 above 1.5bn delivering a RoTE of 5%. Considering non recurring items, 9M15 net profit at 1.9bn with a RoTE of 6.2%

BUILDING CAPITAL

- CET1 ratio fully loaded up to 10.53% thanks to earning generation and RWA dynamics. Including Pioneer JV, CET1 ratio fully loaded at 10.78%
- Resilient CET1 ratio transitional at 10.53%. Including Pioneer JV, CET1 ratio transitional at 10.93%

ASSET QUALITY IMPROVEMENT

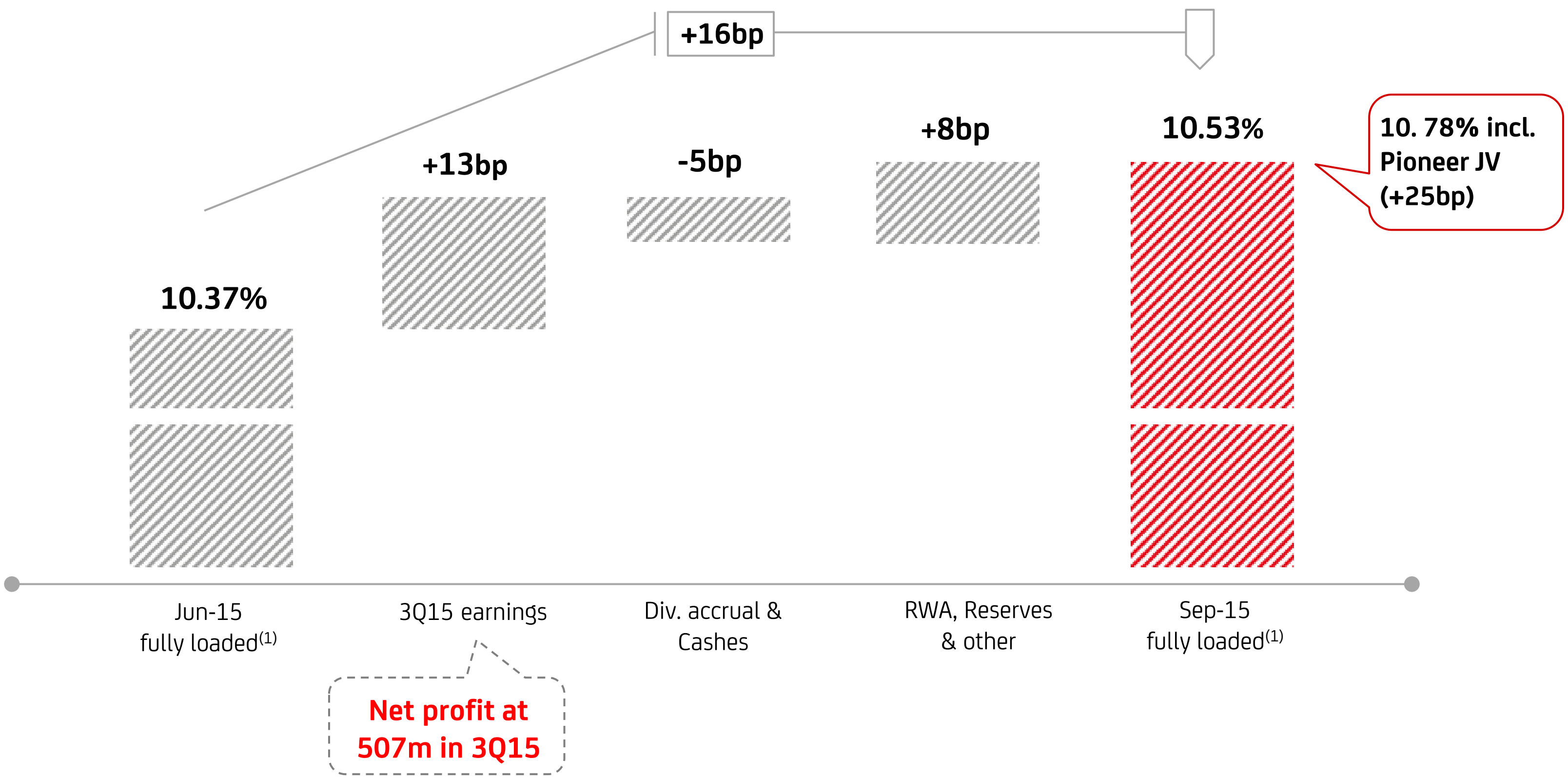
- Cost of risk at 85bp at Group level in 3Q15 and sound coverage ratio of 51% on gross impaired loans
- Asset quality further improving with gross impaired loans reduction supported by NPL sales and increased cash recoveries

RESILIENT BUSINESS PERFORMANCE

- Core Bank net profit at c.3bn in 9M15 excluding non recurring items, and a RoAC at 10.8%, with CBK Italy, CIB and CEE & Poland being the top contributors
- Resilient revenues in Core Bank 9M15, with the positive contribution of CBK Italy & Germany, CIB, AM and AG whilst CEE negatively impacted due to FX (at const. FX +3.1% 9M15/9M14)
- Non Core de-risking continued with gross loans down by 4.1bn q/q and RWA down by 2.4bn q/q

Group – Regulatory capital

CET1 ratio fully loaded up to 10.53% in Sep-15 due to earnings generation and RWA dynamics, 10.78% proforma for Pioneer JV



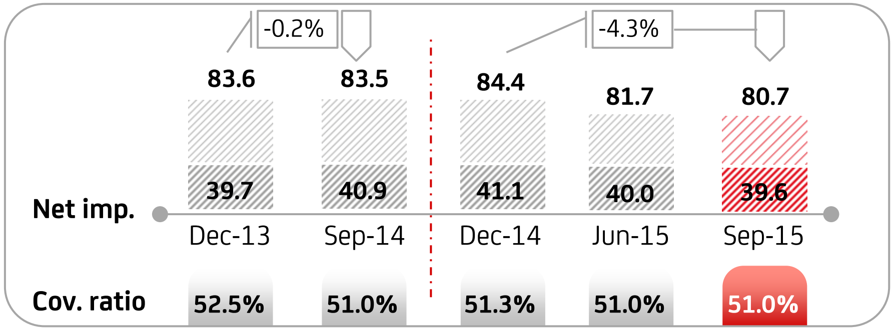
(1) Pro-forma assuming the full absorption of DTA on goodwill tax redemption and tax losses carried forward and Pekao minority excess capital calculated with 12% threshold.

UniCredit

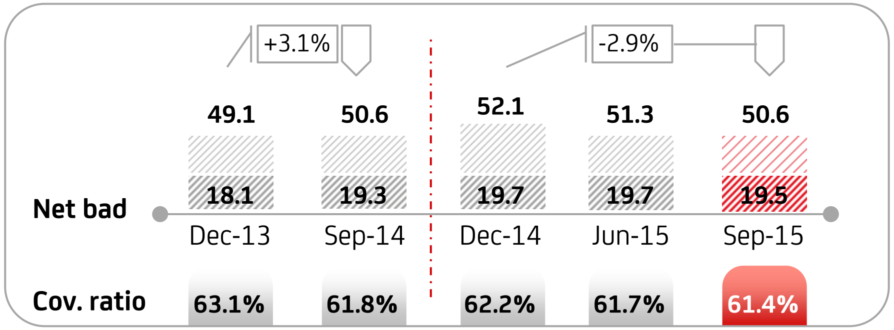
Group – Asset quality

Gross impaired further down due to NPL sales and recoveries. Coverage ratio confirmed at a sound 51% with CoR down excluding CHF conversion in Croatia

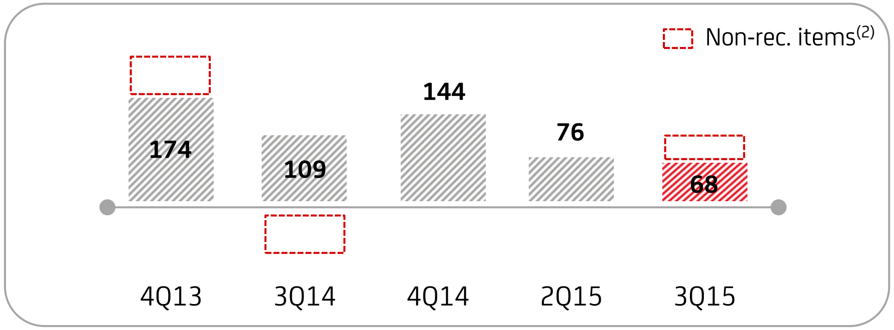
Gross impaired loans[1], bn



Gross bad loans (sofferenze)[1], bn



Cost of risk[2], bp



Gross impaired loans – Yearly variations

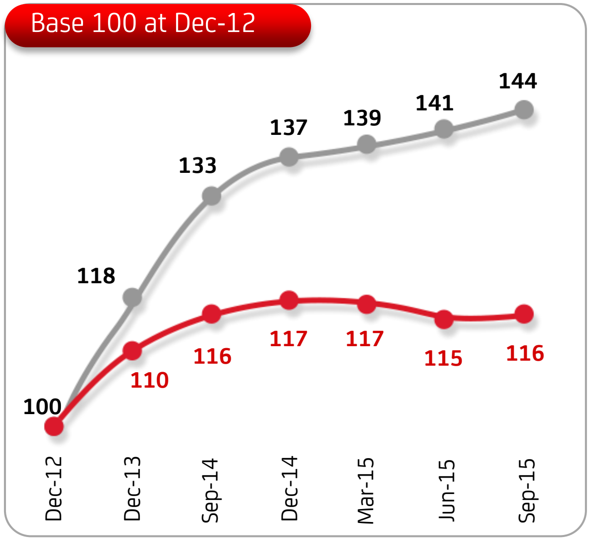
(1) The perimeter of impaired exposures as per instructions of BankIT Circular 272 is substantially equivalent to the perimeter of Non Performing Exposures (NPE) EBA.
(2) Adjusted for -7.2bn coverage enhancement LLP in 4Q13 (stated CoR at 753bp), +0.5bn LLP release in 3Q14 (stated CoR at 64bp) and -0.2bn LLP in 3Q15 related to CHF conversion in Croatia (stated CoR at 85bp).

Asset quality in Italy

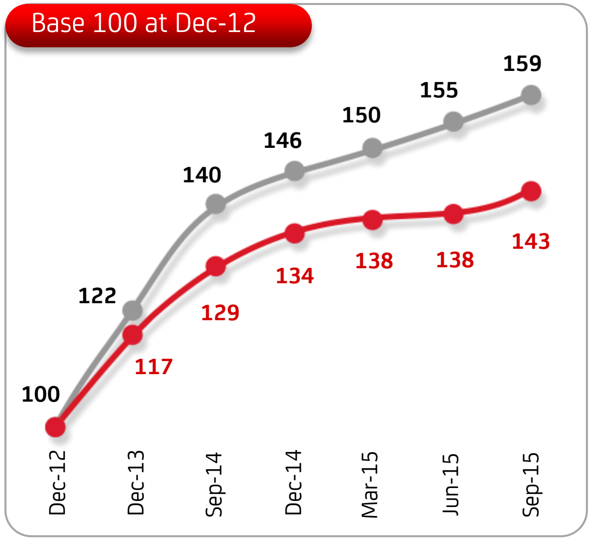
Confirmed better asset quality trend vs. banking system

UCI Spa[1]
ABI sample[2]

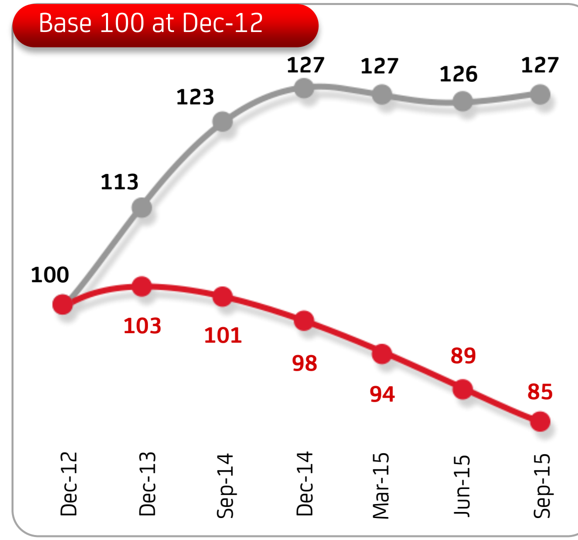
Gross impaired loans



Gross bad loans (sofferenze)



Other gross impaired loans



Gross impaired loans trend consistently better than the Italian banking system

Bad loans (*sofferenze*) still performing better than the system in 3Q15

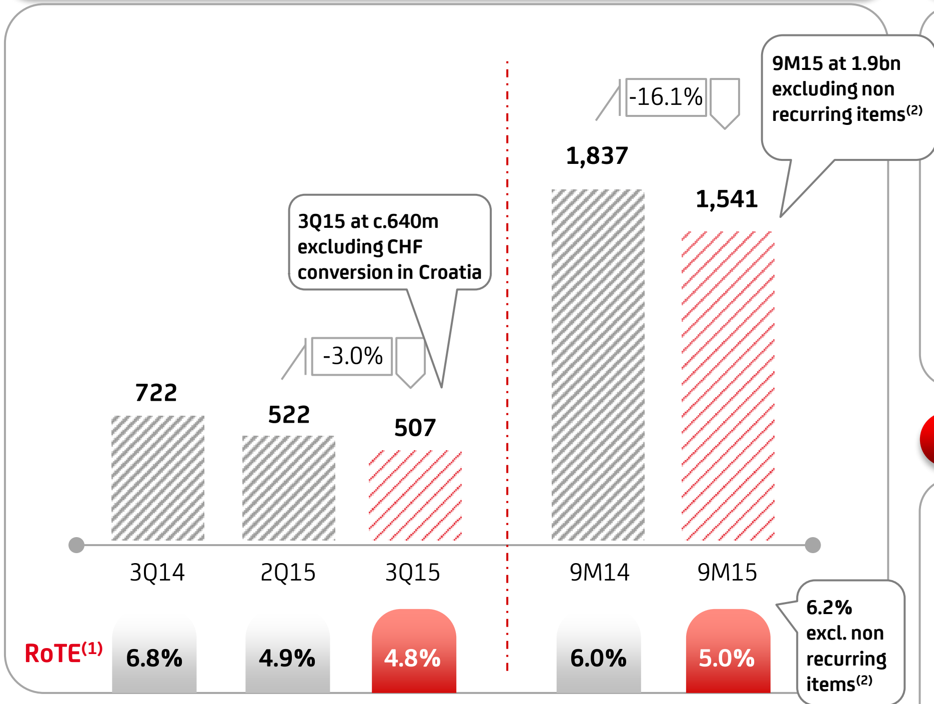
Other impaired loans confirmed a downward trend for UCG, down by 16pp y/y

(1) UCI SpA data based on regulatory flows.
(2) Italian banking association - sample composed by c. 80% of Italian banking system; including exposures towards households and non financial corporations.

Group net profit at over 1.5bn in 9M15

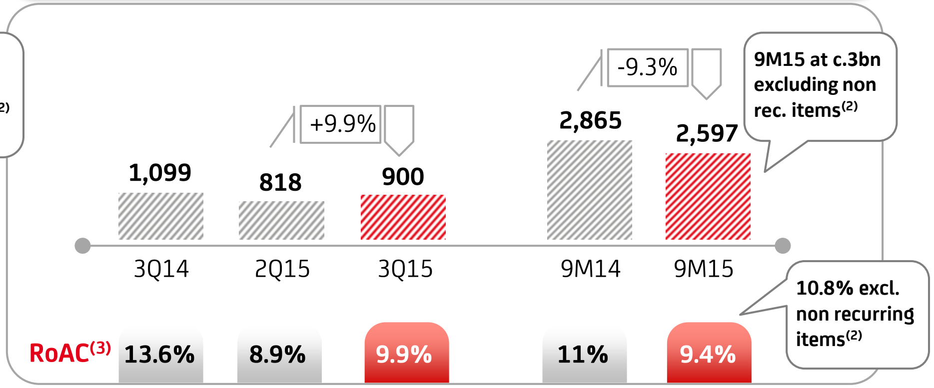
Core Bank net profit c.3bn in 9M15 with 10.8% RoAC, exc. non recurring items.
Non Core loss at 1.1bn in 9M15, broadly stable vs 9M14.

Group net profit, m

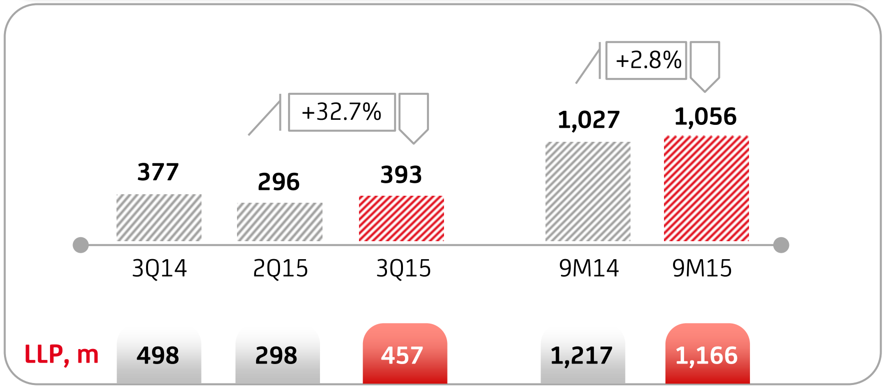


(1) RoTE: net profit / average tangible equity (excluding AT1).
(2) Single Resolution Funds in Italy, Germany, Austria and CEE (c.160m net for the Group, c.143 for the Core Bank), impairment related to Ukrsotsbank (100m net) and LLP for CHF conversion in Croatia (c. 140m net).
(3) RoAC calculated as net profit on allocated capital. Allocated capital calculated as 9.25% of RWAs, including deductions for shortfall and securitizations.

Core Bank net profit, m



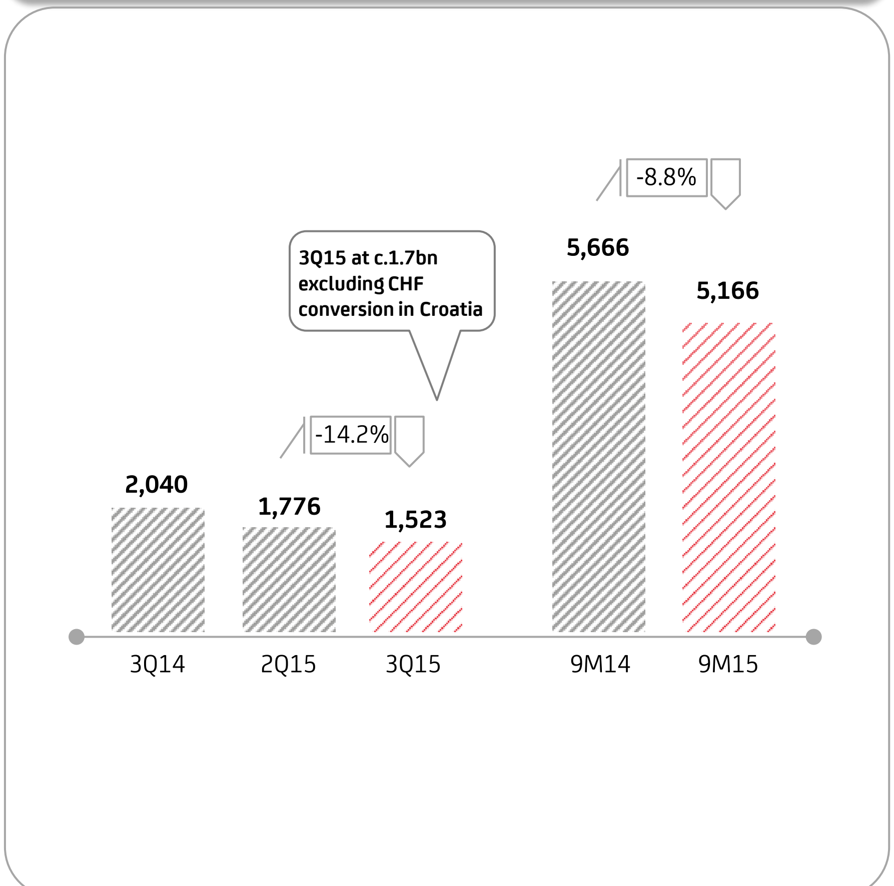
Non Core loss, m



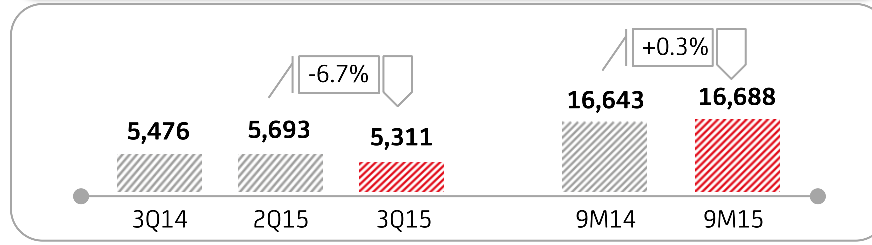
Core Bank – Net operating profit

Net operating profit stable in 3Q15 excluding loan loss provisions for CHF conversion in Croatia

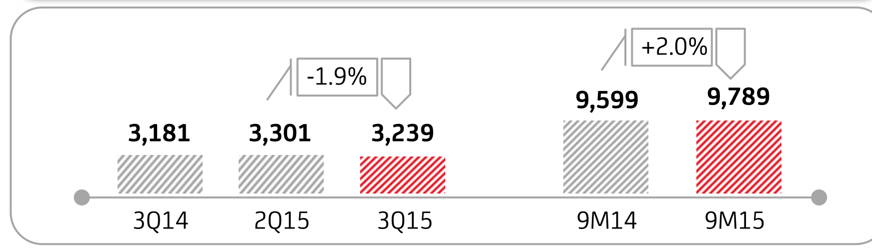
Net operating profit, m



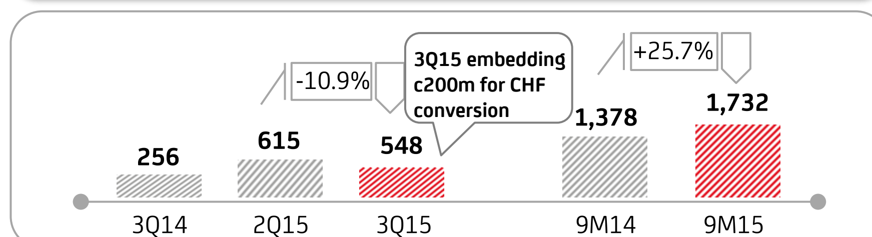
Revenues, m



Costs, m



Loan loss provisions, m



UniCredit

Agenda

- 3Q15 results
- **UniCredit Strategic Plan**

Accelerating implementation of our Strategic Plan

LEADING PAN-EUROPEAN CORPORATE AND RETAIL BANK

EFFICIENT, EFFECTIVE AND INNOVATIVE

SIMPLER AND MORE INTEGRATED

INVESTING IN DIGITAL, HIGH GROWTH, CAPITAL LIGHT BUSINESSES

SUSTAINABLE PROFITABILITY AND ORGANIC CAPITAL GENERATION

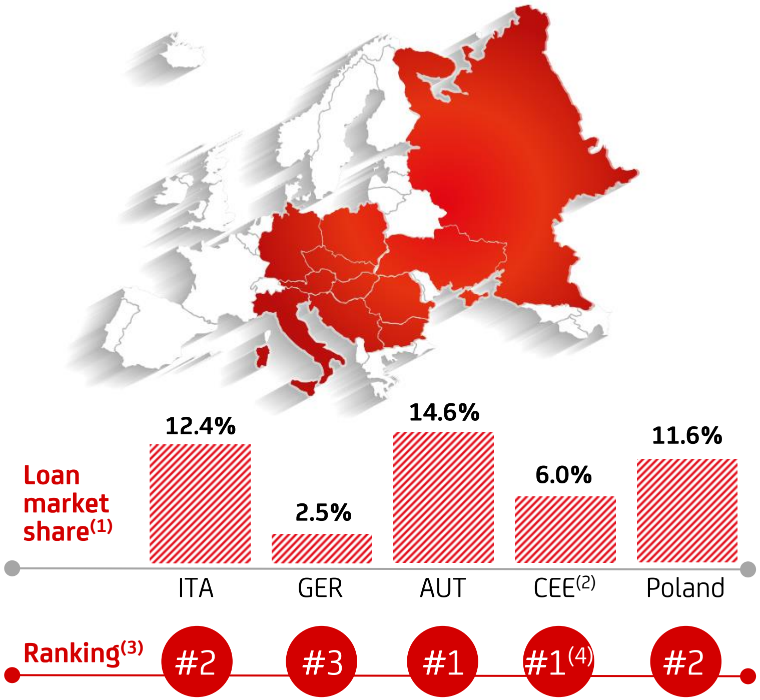
2018 TARGET

- **RoTE TARGET 11%**
- **CET1 RATIO AT 12.6% PRE DIVIDEND DISTRIBUTION**
- **POTENTIAL UPSIDE FROM DISCONTINUITY ACTIONS**

Leading Pan-European franchise with significant results achieved so far

Pan-European Commercial Bank

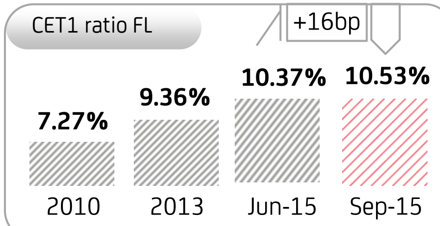
Leading Pan-European Commercial Bank



(1) Data as of Jun-15.
(2) Data as of Aug-15, CEE division excluding Ukraine.
(3) By total assets, data as of Dec-14.
(4) Considering only international peers (Raiffeisen Bank, Erste, Société Générale, KBC, Intesa Sanpaolo and OTP Bank).
(5) Annualised and adjusted for SRF in Italy, Germany, Austria and CEE (c.160m net for the Group, c.143 for the Core Bank), impairment related to Ukrsotsbank (100m net) and LLP for CHF conversion in Croatia (c.140m net).
(6) Cost of Risk 2013 adjusted for 7.2bn additional LLP to enhance coverage.

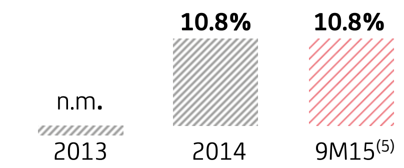
Capital

CET1 ratio FL



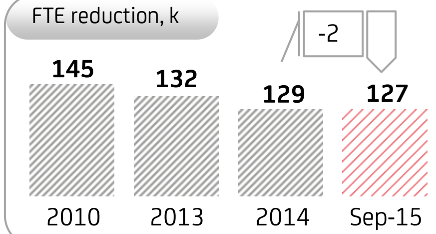
Profitability

Core Bank RoAC

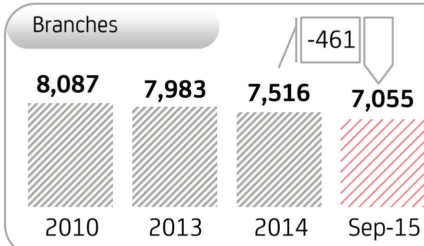


Efficiency

FTE reduction, k

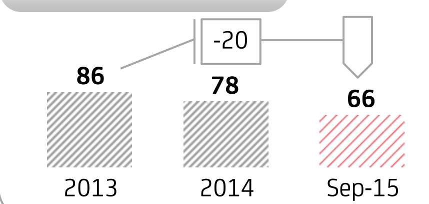


Branches

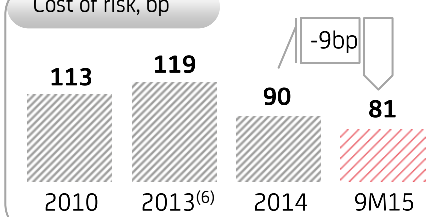


Asset quality

Non Core gross loans, bn



Cost of risk, bp

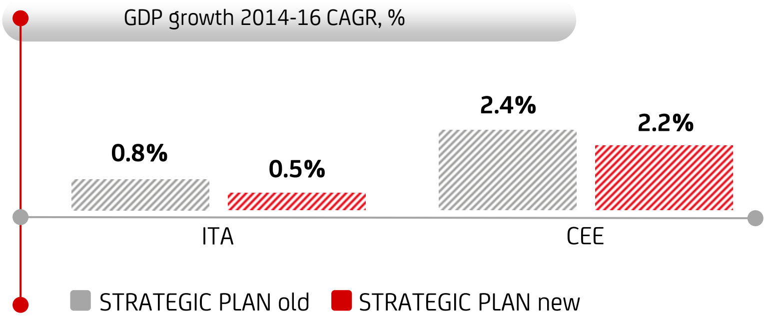


UniCredit

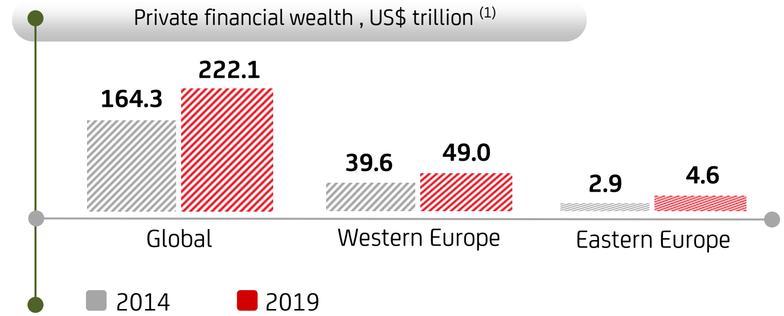
Recalibration of the business to adapt to the different macroeconomic scenarios with interest rates at all time lows

Pan-European Commercial Bank

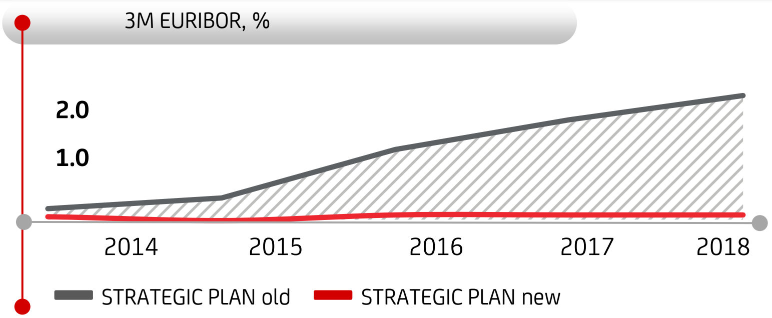
Slower GDP recovery to date, although positive outlook remains unchanged



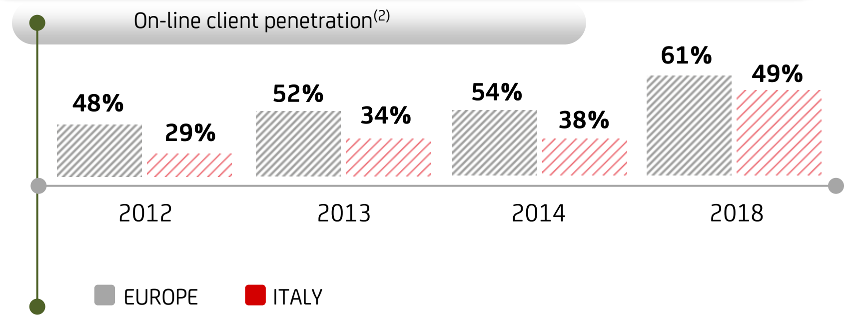
Higher growth in savings markets



Zero interest rate environment to stay



UniCredit operating in a "digitalized" Europe with further room for improvement in Italy



Evolving regulatory framework

Political stability with active reform agenda in Italy

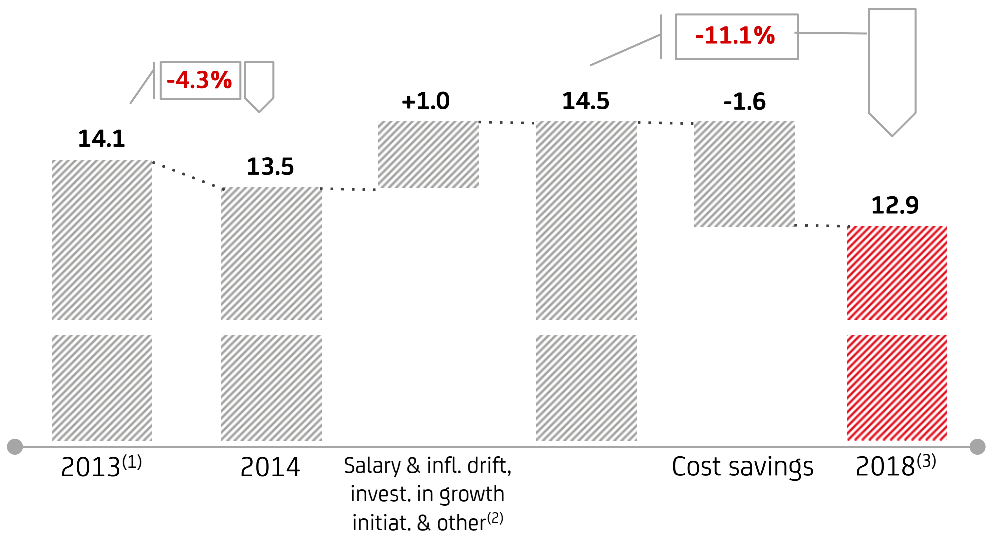
(1) Source BCG Global Wealth Market-sizing Database, 2015.
(2) Source Forrester Research - Digital banking forecast.

UniCredit

An increasingly efficient bank with further reduction of total costs to 12.9bn in 2018

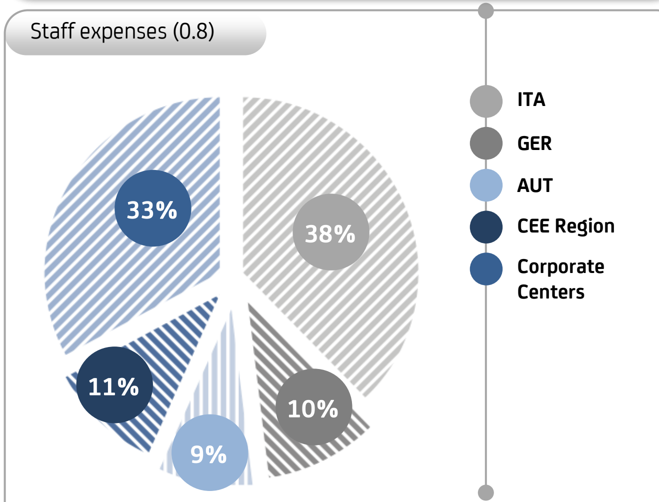
Efficient, effective & innovative

Total Group operating costs, bn



UCG Cost/income	61%	-11 p.p.	50%
UCG FTE EoP	129	-12k	117

Cost savings, bn



Other administrative expenses (0.8)

Major cost reductions in Commercial Bank Germany **(-46%)** and Commercial Bank Austria **(-13%)** between 2014 and 2018

Integration costs of approx. 1bn pre-tax to be booked mostly in 2015

Further c.800 branch reduction in addition to 928 already completed from the Jan-2014 to Sep-15 (20% reduction in Dec-18 vs. Dec-13)

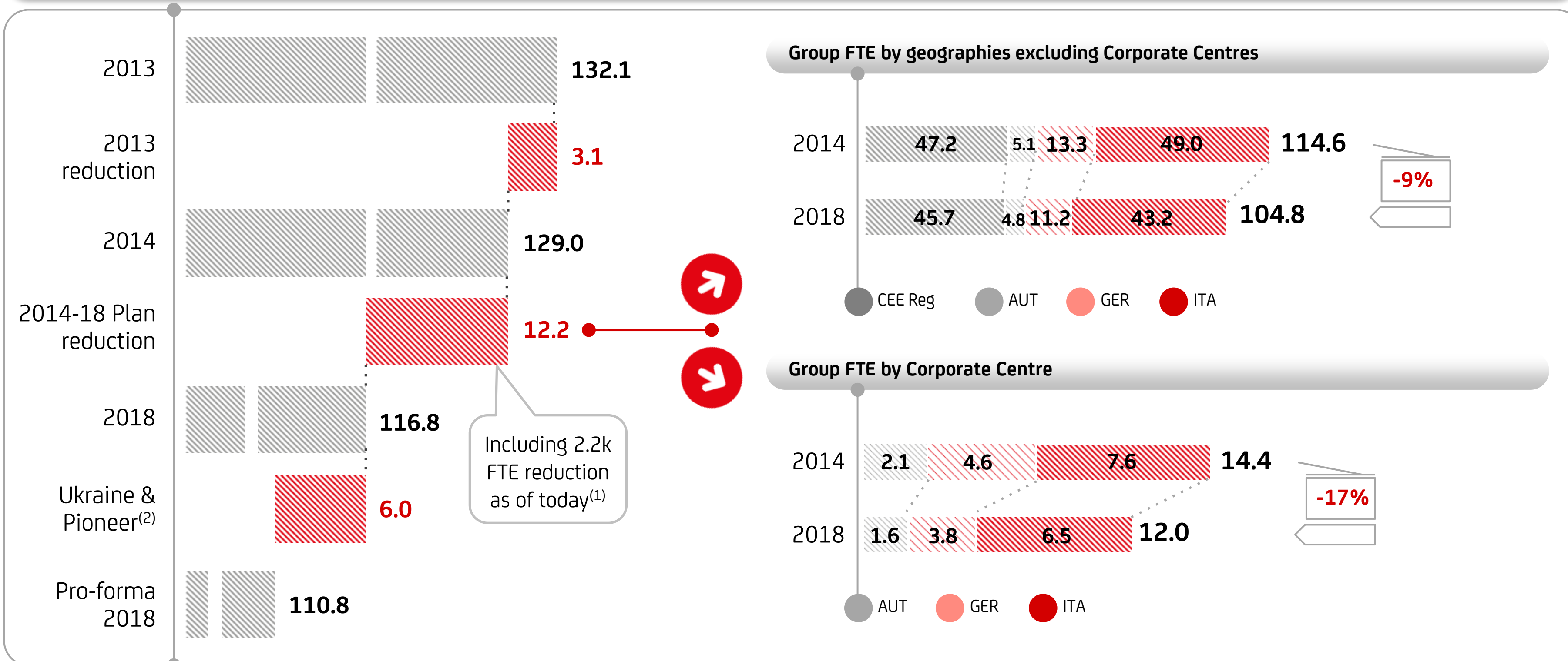
(1) Net of bank levies of c.140m in 2013 reclassified to systemic charges starting from 2014.
(2) Salary & inflation drift of 0.8bn, investments in growth initiatives & other of 0.2bn.
(3) Carry forward savings will contribute a further decrease of 100m from 2019 onwards.

UniCredit

FTE reduction mainly within Corporate Centres and Commercial Bank Italy, Germany and Austria

Efficient, effective & innovative

2013-2018 FTE reduction, k



-18k FTE reduction over the Strategic Plan horizon (-14%)

(1) 1.5k as of September 2015 and 0.7k for UCCMB disposal.
(2) 4.0k FTE for Ukraine disposal and 2.0k FTE for Pioneer JV.

UniCredit

Active portfolio management aimed at unlocking shareholder value, committed to exit or restructure poor performers whilst increasing capital allocation to high return businesses

Efficient, effective & innovative

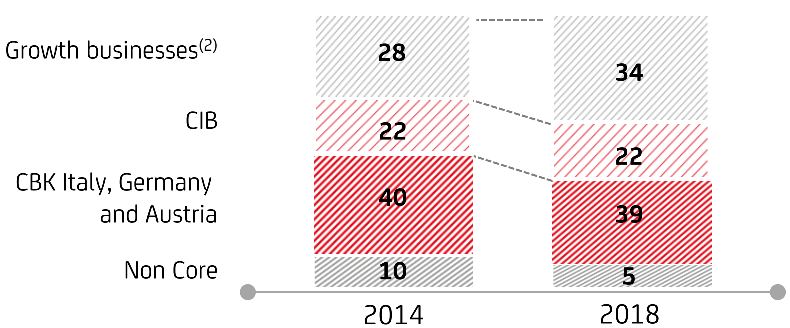
Group structure significantly simplified

Exits from Non Strategic Businesses
- UniCredit; DAB bank Direkt Anlage Bank
- Ukraine restructuring ongoing
- Kazakhstan & Baltics exit completed
- Sale completed

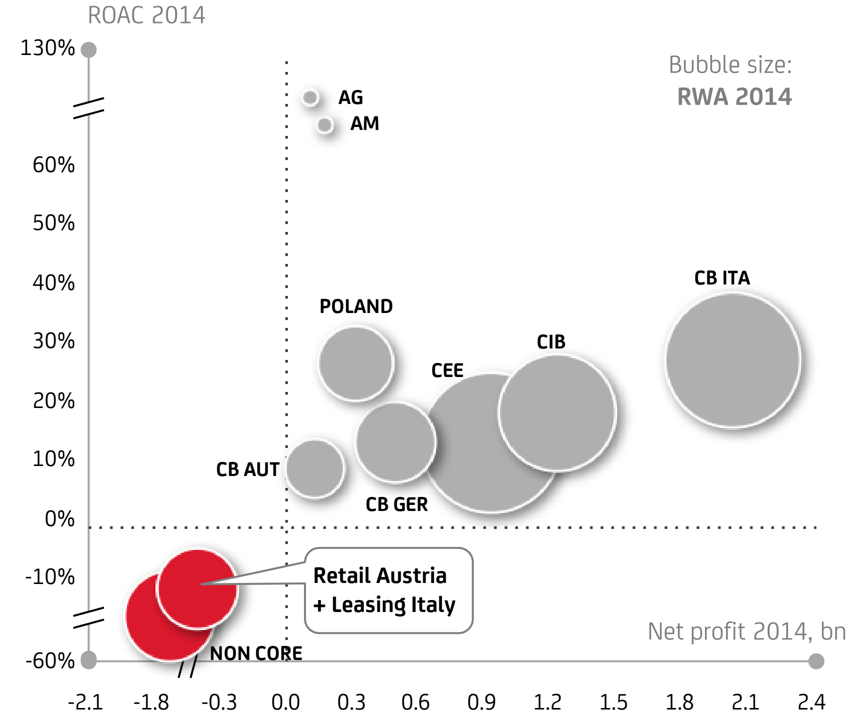
Partnerships to maximize full platform potential
- Pioneer Investments; UniCredit Credit Management Bank
- Partnership with SAM being finalized
- Partnership with Fortress executed

Organic value accelerator
- Fineco The New Bank; UniCredit
- IPO completed
- CZ/SK merger completed

Capital allocation by business division, %



Value generation by division[1]



- Exit / restructuring expected by end 2016…
- … with potential negative P&L impact but capital neutral at inception, with significant long term value creation
- Ongoing commitment to active portfolio monitoring

(1) Managerial data, financial impacts not included in UniCredit Strategic Plan.
(2) Includes CEE, Poland, Asset Management and Asset Gathering.

UniCredit

Digital strategy to accelerate retail multi-channel transformation supported by 1.2bn investments (2016-2018)

Efficient, effective & innovative

Accelerate the digital transformation[1]

Delivery model upgrade

- **Continue transaction migration** to remote channels **(from 85% to 90%)**[2]
- **Right-sizing footprint (c.-1.5k branches)**[3] with new and flexible formats

Simplification and process digitalization

- Digitalize and simplify **back-end processes** (c.**5.8k FTE**)[4]
- **Fully-digitalized document management** (sales vs. admin activities ratio in Italy: from 75% to 80%)
- **Credit Revolution** program aiding real time automatic credit decisions[5]

Increase Sales

- **Extend end-to-end sales** on all basic banking products with excellent customer experience (from 15% to 25%)[6]
- **Instant lending:** from up to 48h to <3minutes
- Leverage on new **technological** capabilities and **enablers** (e.g. **Big Data**)

Build a future digital business model

A new digital core banking system

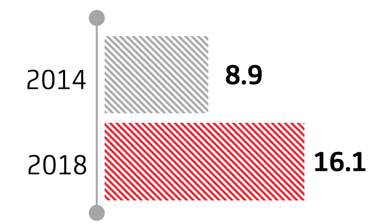
- New cheaper **IT infrastructure** to serve customers' basic purchase behaviors, **reducing cost-to-serve** (1st wave **26m savings**)

buddybank

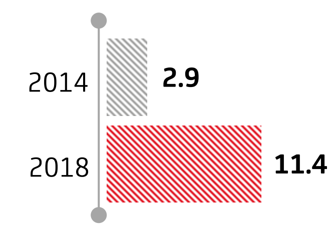
- **1st molecular bank** offering a **pure mobile customer experience with a 24/7 live-caring concierge**
- **Plug-and-play platform to facilitate new markets entrance**
- Implementation started, launch in early 2017

Main KPIs

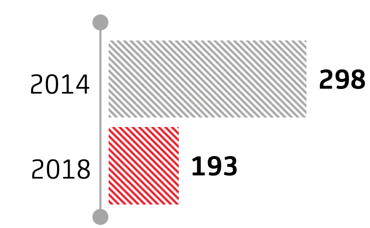
No. of online banking active users, m



No. of mobile banking active users, m



No. of branches per 1m customers[3]

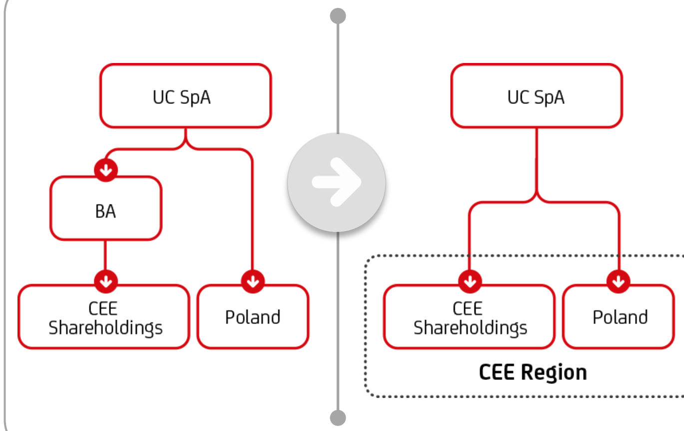


(1) 2014-18 targets.
(2) Transaction Migration Index Italy: number of transactions migrated to alternative channels over total number of transactions.
(3) Considered only retail branches; Ukraine not included, Turkey at 100%.
(4) Efficiencies enabled by digital initiatives (4k Italy, 1.3k Germany, 0.5k Austria).
(5) All products sold on direct channels; 90% automatic decisions (credit cards); from 6 to 1 number of underwriting platforms.
(6) Multichannel direct and indirect sales (excluding CEE Division),

UniCredit

A simpler, more integrated bank with strengthened holding steering functions and leaner managerial structure

Simpler & more integrated

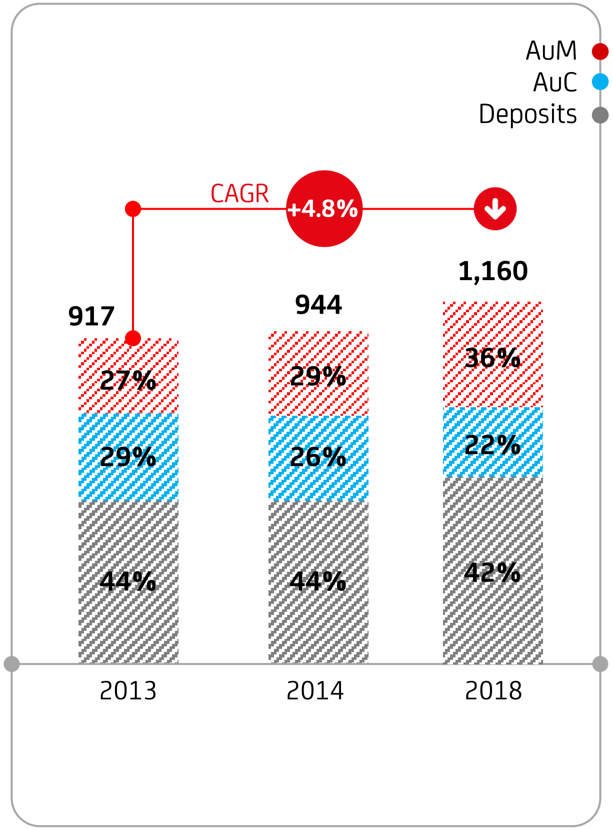
Strategic objectives	Key pillars	Target structure
A simpler bank	• **Elimination of sub-holding** with direct shareholding control of CEE subsidiaries by UC SpA (while preserving CEE Division know how) intended **by end 2016** • **Reduced governance layers** • **CIB and foreign banks under one managerial responsibility**	
A more integrated bank	• **Strengthening of central governing functions** • More effective **capital allocation** and **liquidity management** • **Strong focus on commercial synergies mainly CIB / Commercial banking networks**	**Relationship Manager** Coverage Single Point of Entry — **Think Together** — **Product Experts** (CTS, CFA, Capital Markets support for 360° approach to the client)

UniCredit

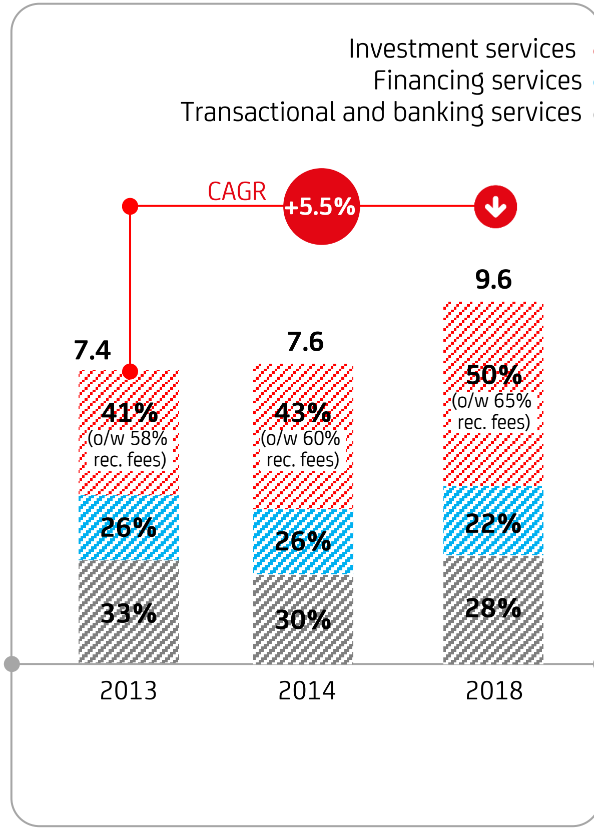
Continued focus on high growth potential of asset and wealth management contributing to 2bn additional fees by 2018

Growth & revenue mix

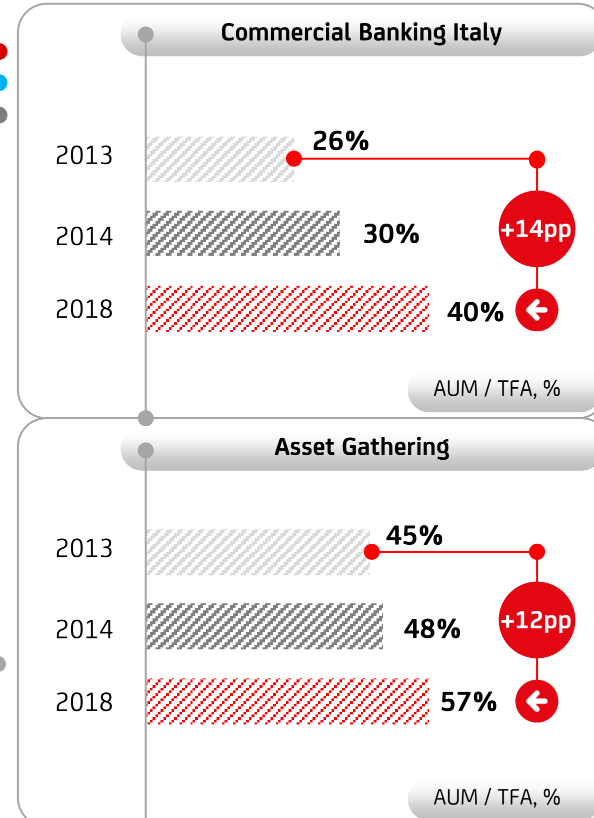
TFA growth, bn



Group fee composition, bn



Focus on Italy

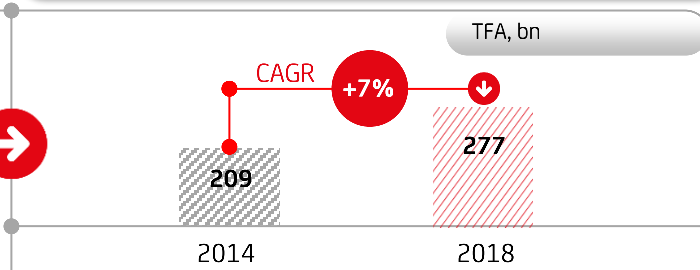
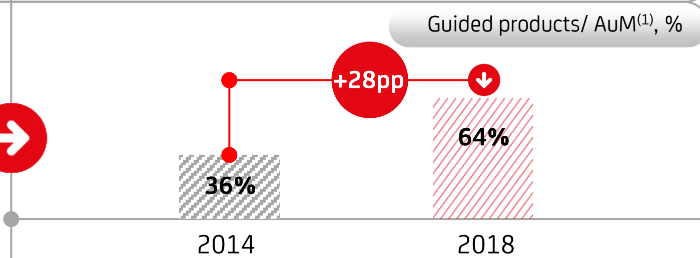
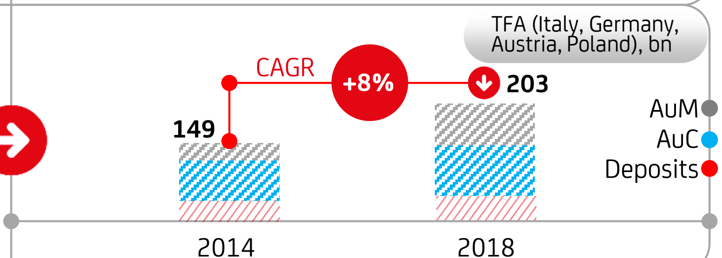


- Increase in AuM driven by more comprehensive advisory services along with an increased diversified investment approach in order to meet customer demand for higher added value products and returns

UniCredit

Increasing weight in asset and wealth management to further accelerate fee income growth

Growth & revenue mix

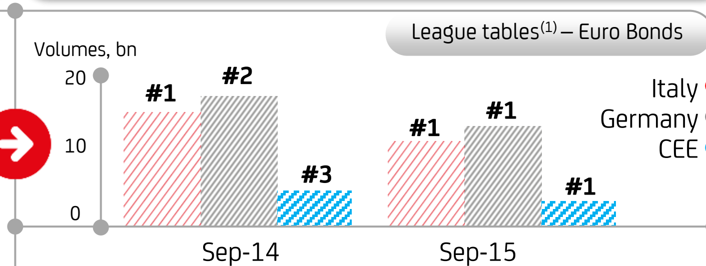
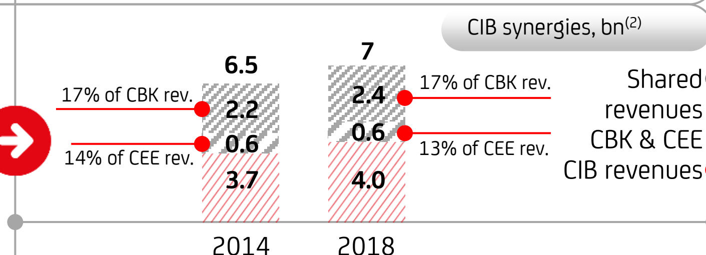
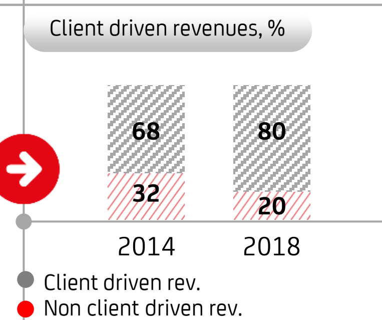
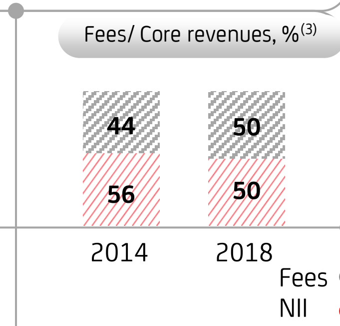
Business area	Key pillars	Main KPIs
Asset Management (Pioneer Investments)	• Growth in **non-captive** distribution from 93bn in 2014 to expected 126bn in 2018 • Further upside from **JV with Santander Asset Management** to boost growth	
Asset Gathering (Fineco – The New Bank)	• Focus on **client acquisition** • Increase in AuM, focus on **advisory products & services** • Efficient and scalable technological platform • European leader in brokerage activity (24.3m executed orders in 2014)	
Private Banking	• Higher focus on Wealth Management (**Cordusio SIM**) in Italy • Clients acquisition from 45k in 2014 to almost 50k exploiting **CBK Germany** • Leverage on **Schoellerbank**[2] in Austria	

(1) Asset allocation and product selection from Fineco Investment Platform based on customers' different risk profile (i.e. fund of funds and advisory service fee-only).
(2) Founded in 1833, Schoellerbank is a leading private banking operator with a presence throughout Austria. The bank is 100% owned by Bank Austria.

UniCredit

Continue to leverage on CIB leadership to improve revenue mix and boost cross selling

Growth & revenue mix

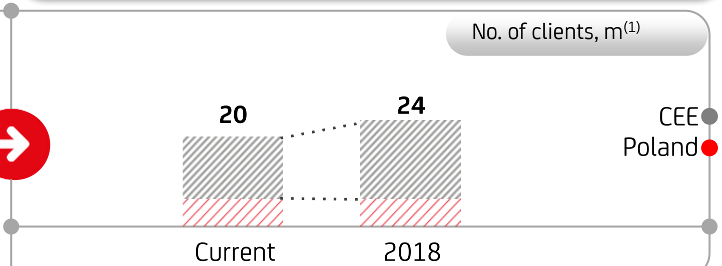
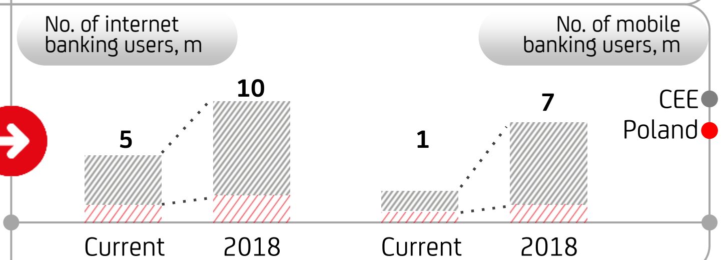
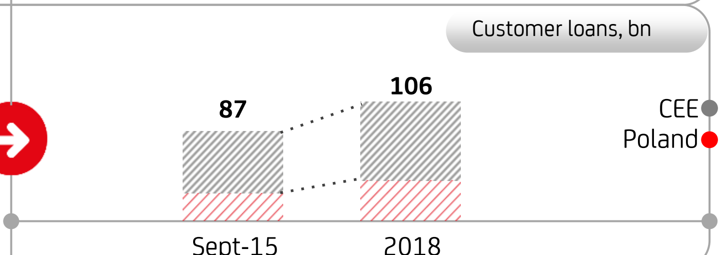
Business area	Key pillars	Main KPIs
Leadership in Capital Markets and Advisory	• Capitalize on **leadership in Capital Markets** in Europe • Intensify **cross-selling business** (Advisory, Markets)	
Increase cross-divisional synergies	• Focus on **mid-tier corporates, increasing business diversification** • Intensify leverage on **international network**	
Rebalance revenues stream towards fee income	• Boost penetration of **capital-light businesses** (ECA financing etc. and transactional fees) • Exploit geographic footprint to become **trade finance powerhouse**	 

(1) Source Dealogic.
(2) Shared includes Commercial Banking and CEE revenues generated with the contribution of PL specialist, which is compensated via cost reimbursement.
(3) Data includes only commercial fees (managerial data).

UniCredit

CEE & Poland remain key growth engines leveraging their leadership position as the preferred partners for local and multi-country clients

Growth & revenue mix

Business area	Key pillars	Main KPIs
Acquisition of new customers/ higher penetration on existing ones	• Over 1.2m new customers acquired in 2015 • **Focus on selective customer acquisition** via hook products and innovations in partnerships with international brands • **Country by country strategy** and leveraging on best practices	
Digitalisation to support revenue growth and cost reduction	• Increase **share of remote sales in CEE** • **Improve customer experience** through **leaner and faster processes** tailored for **digital sales** • **CRM run on Big Data** proprietary IT enabler for retail and corporate sales / business development to deeper understand clients' needs	
Business volumes growth	• Increase **capital allocation** to CEE Region • Focus on products / segments with **higher return** • **Grow business volumes and market share leveraging local funding sources**	

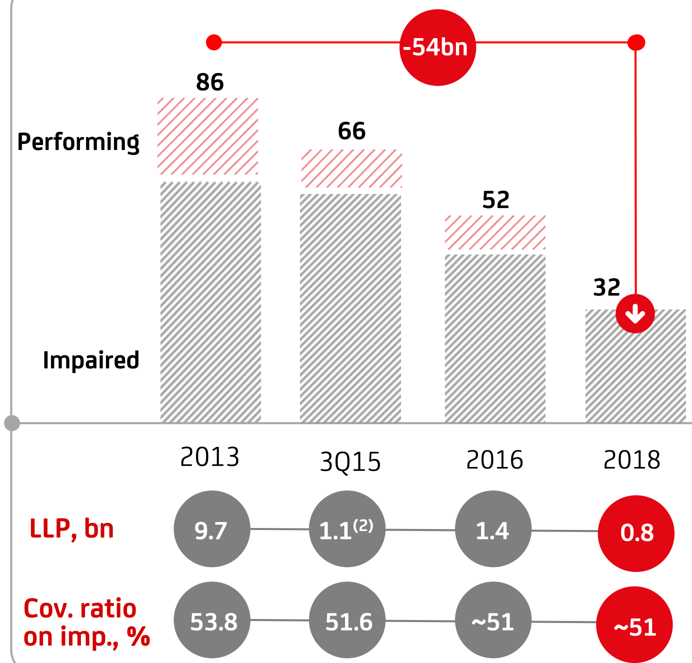
- In 2007-14, CEE Division's net profit grew by 5.3% vs. banking system's contraction of 25%[(2)]
- Return on assets in CEE banking system is expected to be 2x Western Europe in 2015-18

(1) Gross number of new clients acquired in CEE and Poland from the beginning of the year to 30 September 2015.
(2) For Russia and Serbia profit before tax at sector level.

UniCredit

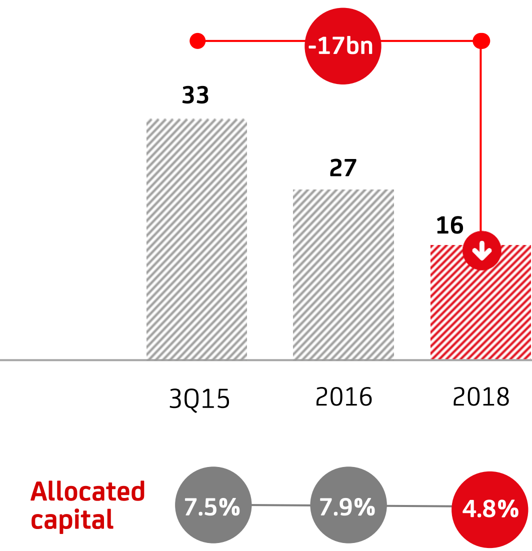
Ongoing Non Core deleverage resulting in lower capital absorption at Group level

Non Core gross loans, bn



Main drivers of run down 2016-18:
- sales c.6bn
- back to Core[1]
- recoveries
- maturities

Non Core RWA, bn



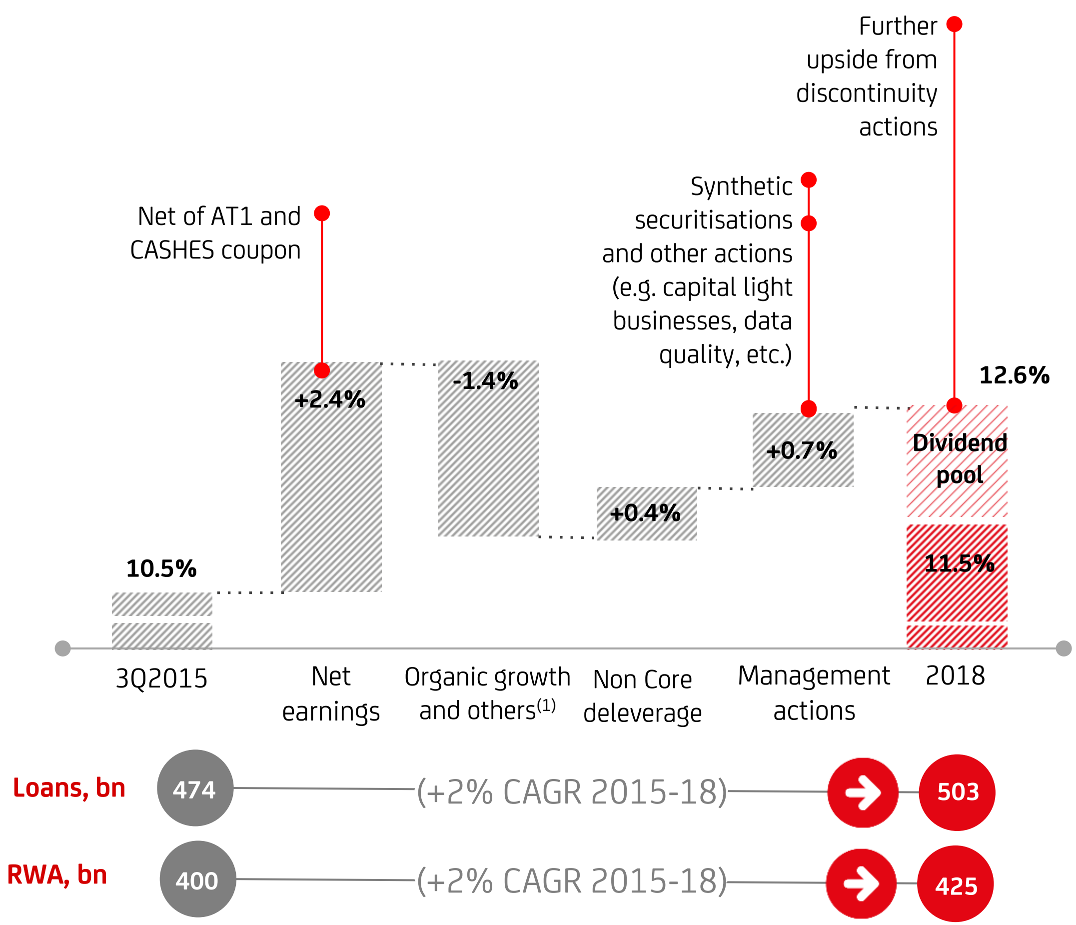
- **Around 7bn NPL sales successfully executed**, further disposals to come also on the expectation of Bankruptcy Law in Italy. All sales to be value accretive or neutral
- **Cash recoveries expected to further improve** over the next 3 years also thanks to the new set-up of workout activities in Italy and to the improvement in the Italian economy. Cash recoveries in Italy up by 31% in 9M15/9M14
- Operating costs of the Non Core to decrease from 0.6bn in 2013 to 0.1bn in 2018, in line with volume run-down

(1) The transfer back to the Core Bank follows a strict assessment of the risk profile of underlying positions (e.g. the absence of impaired/restructuring for corporates, no irregular payments for 14 months for individuals).
(2) Italy, 9M15 vs. 9M14.

UniCredit

Organic capital generation leading to CET1 ratio of 12.6% in 2018, higher than 11.5% target, allowing for substantial buffer for dividend distribution

CET 1 ratio FL

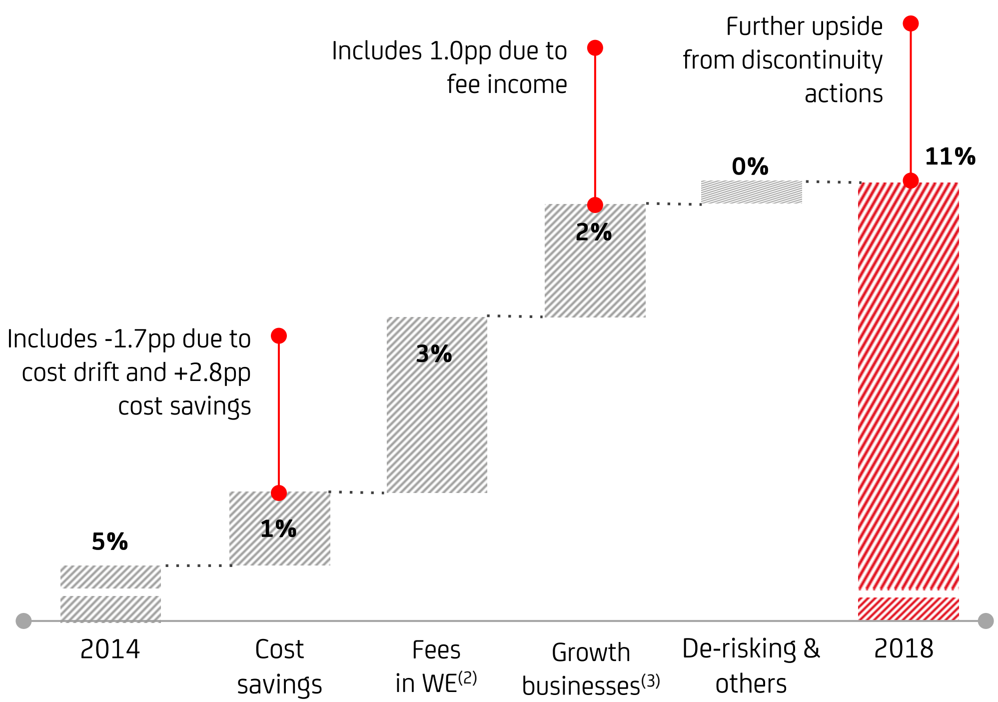


- CET1 ratio FL target 2018 increased to 12.6% pre-dividend distribution
- Net earnings include integration costs amounting to 1bn pre-tax
- Organic growth mainly driven by increase in business volumes in CEE Region and Commercial Banks
- Strong focus on RWA containment achieved on the back of Non Core deleverage and RWA management actions
- Cumulated cash dividend of 4.8bn, corresponding to an average payout ratio of ~40%
- Scrip dividend option would allow a higher dividend pool of over 9bn

(1) Includes the impact of Pioneer JV.

Sustainable long term profitability and shareholder value generation with 2018 RoTE of 11%

Group RoTE[1]



DIGITALISATION

- Full management commitment to deliver sustainable profitability of 11% by 2018
- Cost cutting and streamlining of group organization producing cost savings for 1.6bn
- Accelerating growth of asset and wealth management contributing to 2bn additional fees in 2018 vs. 2014
- Leverage CEE Region, AM and AG to enhance business growth
- Improving asset quality resulting in a lower cost of risk at group level
- Lower capital absorption thanks to effective Non Core run-down and proactive capital management

(1) Managerial data including full consolidation of Pioneer. Deltas are calculated on the basis of allocated capital by division.
(2) Fee income in CBK Italy, CBK Germany and CBK Austria.
(3) Includes CEE Region, AM and AG divisions.

UniCredit

Final remarks

- Management discipline and focus to ensure sustainable profitability with RoTE of at least 11% in 2018
- Discontinuity through exit / restructuring poorly performing assets
- Reshaping governance and organization to be simpler and more integrated
- Exploitation of digital agenda to boost commercial effectiveness and support cost savings
- Internal capital generation, CET1 ratio at 12.6% in 2018 allowing UniCredit to reposition itself among the strongest European banks
- Shareholder value generation with substantial dividend pool consistent with 11.5% CET 1 target

Financial targets - Core Bank

CORE

GROUP	2014	2018	CAGR 14-18
COSTS (bn)	-12.9	-12.8	-0%
GROSS OPERATING PROFIT (bn)	9.3	12.8	+8%
COST OF RISK (bp)	50	53	+3 bp[1]
NET PROFIT (bn)	3.7	6.3	+14%
RoAC	11%	14%	+3p.p.[1]
COST INCOME	58%	50%	-8 p.p.[1]

(1) Delta instead of CAGR.

UniCredit

Financial targets - Group

	2014	2018	CAGR 14-18
GROSS OPERATING PROFIT (bn)	**9.0**	**12.2**	**+8%**
COST INCOME	**60%**	**50%**	**-10 p.p.[1]**
NET PROFIT (bn)	**2.0**	**5.3**	**+27%**
COST OF RISK (bp)	**90**	**67**	**-23 bp[1]**
RoTE	**5%**	**11%**	**+6 p.p.[1]**
FULLY LOADED CET1 RATIO[2]	**10.0%**	**12.6%**	**+2.6 p.p.[1]**

- CET1 ratio fully loaded at 12.6% in 2018, higher than 11.5% target, allowing for substantial buffer for dividend distribution

(1) Delta instead of CAGR.
(2) Pre dividend distribution.