

**MERGER PLAN OF**

**BUDDY SERVIZI MOLECOLARI S.P.A.**

**INTO**

**UNICREDIT S.P.A.**

# **MERGER PLAN OF BUDDY SERVIZI MOLECOLARI S.P.A. INTO UNICREDIT S.P.A., PURSUANT TO THE ARTICLES 2501 ET SUBS. OF ITALIAN CIVIL CODE**

## **1. Companies involved in the merger**

### **Incorporating company**

#### ***UNICREDIT S.P.A.***

- Registered office in Rome – Via Alessandro Specchi, 16
- Share Capital of Euro 20.880,549.801.81, fully subscribed and paid up and is divided into no. 6.180.343.073 shares without nominal value, in turn made up of 6.177.818.177 ordinary shares and 2.524.896 savings shares.
- Fiscal Code, Vat number and registration number with the Company Register of Rome: 00348170101.
- Registered in the Register of Banking Groups and Parent Company of the UniCredit Group, with. code 02008.1; ABI code 02008.1
- Member of the National Interbank Deposit Guarantee Fund and the National Compensation Fund

### **Incorporated company**

#### ***buddy servizi molecolari S.p.A***

- Registered Office in Milan - Piazza Gae Aulenti n.3
- Share Capital of Euros 15.000.000, fully paid in, divided into 15.000.000 ordinary shares, with a nominal value of Euro 1 each
- Fiscal code, VAT number and registration number with the Company Register of Milan: 09446450968
- Company subject to management and co-ordination of UniCredit S.p.A.

## **2. Type of merger**

The merger referred to in this plan will be carried out – pursuant to article 2501 and subs. of Italian Civil Code – through the incorporation into UniCredit S.p.A. (hereinafter “UniCredit” or “**Incorporating Company**”) of buddy servizi molecolari S.p.A. (hereinafter “BSM” or “**Incorporated Company**”).

### **3. By-laws of the Incorporating Company**

The By-laws of the Incorporating Company will not be amended following to this merger transaction

### **4. Exchange ratio, criteria and methods of allocation of shares to shareholders of the Incorporating company**

UniCredit holds the whole share capital of the Incorporated Company.

This circumstance allows to give execution to the merger according to the path set by art. 2505 of Italian Civil Code, applying the envisaged procedural simplifications.

The provisions set by art. 2501-ter, first item, n. 3 (Exchange ratio), n. 4 (Assignment of the Incorporating Company shares) and n. 5 (Date from which shares of the Incorporating Company issued in exchange shall participate in the distribution of profits) of the Italian Civil Code, as well as those set by articles 2501-quinquies and sexies of the Italian Civil Code, will not be enforced.

Following the merger the shares of the Incorporated Company held by UniCredit will be cancelled, without defining any exchange ratio and without issuing and assigning new shares of the Incorporating Company, in accordance with art. 2504-ter, item 2, of the Italian Civil Code.

### **5. Legal effects of the Merger**

The merger shall have legal effects vis-à-vis third parties, pursuant to article 2504-*bis* of Italian Civil Code, as from the date of the last filing made pursuant to article 2504 of the Italian Civil Code, or as from a subsequent date that could be indicated in the deed of merger.

### **6. Starting date of the attribution of the effects of the Incorporated Company's operations to the financial statements of the Incorporating Company and of the tax effects of the merger**

The operations of the Incorporated Company will be attributed to the financial statements of the Incorporating Company as from the first day of the financial year in which the effective date of merger has occurred.

From the same date the merger will take tax effects too.

### **7. Treatment which may be reserved to special categories of shareholders and holders of securities different from shares/quotas**

There are no special categories of shareholders or holders of securities different from shares/quotas, in relation to which special treatments are envisaged.

**8. Special advantages in favour of members of the boards of directors of the companies involved in the merger**

The members of the boards of directors of the Incorporated Company or of the Incorporating Company shall have no special advantages.

**9. Authorization of European Central Bank**

The present merger plan was approved by European Central Bank with letter n. ECB/SSM/2017 – 549300TRUWO2CD2G5692/94 dated 10 May 2017.

***Any modification in the merger plan which may be requested upon registration of this merger plan in the Company Register is hereby expressly reserved.***

Milan, \_\_\_\_\_ 2017

**UniCredit S.p.A.**

**buddy servizi molecolari S.p.A**

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# One Bank One UniCredit

Joint stock company - Registered Office:  
Via Alessandro Specchi, 16, 00186 Rome -  
Head Office: Piazza Gae Aulenti, 3 Tower A,  
20154 Milan; Registered in the Register  
of Banking Groups and Parent Company  
of the UniCredit Group, with. code  
02008.1; ABI code 02008.1 - Fiscal Code,  
VAT number and Registration number with  
the Company Register of Rome:  
00348170101- Member of the National  
Interbank Deposit Guarantee Fund and the  
National Compensation Fund - Stamp duty  
paid virtually, if due - Auth. Agenzia delle  
Entrate, Ufficio di Roma 1, no. 143106/07 of  
21.12.2007.

## Articles of Association

Welcome to  
 UniCredit

*Translation in English of the document originally issued in Italian.  
In the event of any discrepancy, the Italian language version prevails.*

*Amendments to clause 6, following the resolution passed by the Extraordinary Shareholders' Meeting on April 20th, 2017*

*(Updated as of May 12<sup>th</sup> 2017)*

## **SECTION I**

### **Establishment, registered office and duration of the Bank**

#### Clause 1

1. UniCredit, a limited company, formerly known as UniCredito Italiano, Credito Italiano and Banca di Genova prior to that, and established in Genoa by way of a private deed dated April 28, 1870, is a bank pursuant to the provisions of Legislative Decree no. 385 dated September 1, 1993, also named in abbreviated form UniCredit S.p.A..

2. The Bank may use, as brands or distinguishing marks, the names and/or distinguishing marks used at various times by the Bank and/or the Companies incorporated into the Bank.

#### Clause 2

1. The registered office of the Bank is located in Rome while its Head Office is located in Milan. It may establish and close down, both in Italy and abroad, secondary offices, branches, however named, and representative offices.

#### Clause 3

1. The duration of the Bank runs until December 31, 2100.

## **SECTION II**

### **Regarding the transactions of the Bank**

#### Clause 4

1. The purpose of the Bank is to engage in deposit-taking and lending in its various forms, in Italy and abroad, operating wherever in accordance with prevailing norms and practice. It may execute, while complying with prevailing legal requirements, all permitted transactions and services of a banking and financial nature. In order to achieve its corporate purpose as efficiently as possible, the Bank may engage in any activity that is instrumental or in any case related to the above.

2. The Bank, in compliance with current legal provisions, may issue bonds and acquire shareholdings in Italy and abroad.

3. The Bank, in its role of parent to the Banking Group UniCredit, pursuant to the provisions of Clause 61 of Legislative Decree no. 385 dated September 1, 1993, issues – in undertaking its management and co-ordination activities – instructions to other members of the Group in respect of the fulfilment of requirements laid down by the Bank of Italy in the interest of the Group's stability.

## **SECTION III**

### **Regarding share capital and shares**

#### Clause 5

1. The Bank's share capital, fully subscribed and paid-up, amounts to Euro 20,880,549,801.81 and is divided into 2,225,945,295 shares without nominal value, in turn made up of 2,225,692,806 ordinary shares and 252,489 savings shares.

2. Ordinary shares are registered shares.

3. No one entitled to vote may vote, for any reason whatsoever, for a number of Bank shares exceeding five per cent of share capital bearing voting rights, to this end, the global stake held by the controlling party, (be it a private individual, legal entity or company), all direct and indirect subsidiaries and affiliates has been taken into consideration; those shareholdings included in the portfolios of mutual funds managed by subsidiaries or affiliates have not, on the other hand, been taken into consideration. Control, including with regard to parties other than companies, emerges in the situations provided for by Article 2359, first and second paragraph, of the Italian Civil Code. Control whereby significant influence is exercised is regarded to be present in the situations provided for by Clause 23, second paragraph, of Legislative Decree no. 385 dated September 1, 1993 (Consolidation Act for

Laws Relating to Banking and Lending Activities). An affiliation emerges in the situations referred to in Article 2359, third paragraph, of the Italian Civil Code, for the purposes of computing the stake held, those shares held through custodian companies and/or intermediaries and/or those shares whose voting rights are assigned for any purpose or reason to a party other than their owner, are also taken into consideration. In the event of the above provisions being breached, any shareholders resolution carried may be impugned pursuant to the provisions of Article 2377 of the Italian Civil Code, where the majority required would not have been reached without this breach. Those shares whose voting rights may not be exercised are in any event computed in order for the Meeting to be properly formed.

4. Share capital may be increased by way of a shareholders' resolution, also according to Article 2441, fourth paragraph, second period, of the Italian Civil Code, through the issuance of shares bearing various rights, in conformity to legal requirements. Specifically, the Meeting may resolve upon the issuance of savings shares bearing the features and rights provided for by prevailing laws and by these Articles of Association.

5. Resolutions carried for the issuance of new savings and/or ordinary shares at the time of a capital increase or the conversion of shares of another class that have already been issued, do not require the approval of a Special Meeting of Savings Shareholders.

6. The Special Meeting of Shareholders may resolve upon the allocation of earnings to the employees of the Bank or subsidiaries, in conformity to prevailing laws.

#### Clause 6

1. In partial exercise of powers conferred by the Extraordinary Shareholders' Meeting held on May 4, 2004 pursuant to Article 2443 of the Italian Civil Code, the Board of Directors passed a resolution on July 22, 2004 to increase capital by a maximum amount of Euro 7,284,350 corresponding to a maximum number of 14,568,700 ordinary shares of Euro 0.50 each and passing another resolution on November 18, 2005 to increase capital by a maximum amount of Euro 20,815,000 corresponding to a maximum number of 41,630,000 ordinary shares of Euro 0.50 each, to be used to exercise a corresponding number of subscription rights reserved for the Executive Personnel of UniCredit S.p.A. and the other Group Banks and Companies who hold positions which are significant in terms of achieving the overall objectives of the Group. The aforementioned rights can be exercised from 2008 until 2017 according to the criteria and in the periods identified by the Board of Directors.

2. The Board of Directors, in partial exercise of the powers received as per Article 2443 of the Italian Civil Code from the Extraordinary Shareholders' Meeting of May 12, 2006, has resolved, on June 13, 2006 to increase the share capital of a maximum nominal amount of Euro 14,602,350 corresponding to a maximum number of 29,204,700 ordinary shares having a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be exercised from 2010 until 2019 according to the criteria and in the periods identified by the Board of Directors.

3. The Board of Directors, in partial exercise of the powers received, as per Article 2443 of the Italian Civil Code, from the Extraordinary Shareholders' Meeting of May 10, 2007, has resolved on June 12, 2007 to increase the share capital of a maximum nominal amount of Euro 14,904,711.50 corresponding to a maximum number of 29,809,423 ordinary shares with a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be exercised from 2011 until 2017 according to the criteria and in the periods identified by the Board of Directors.



4. The Board of Directors, in partial exercise of the powers received, as per Article 2443 of the Italian Civil Code, from the Extraordinary Shareholders' Meeting of May 8, 2008, resolved on June 25, 2008 to increase the share capital of a maximum nominal amount of Euro 39,097,923 corresponding to a maximum number of 78,195,846 ordinary shares with a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be exercised from 2012 until 2018 according to the criteria and within the periods identified by the Board of Directors.

5. Capital increases resolved under the compensation policy, as provided for by the paragraphs above, are increased by an additional amount of no more than i) Euro 29,522,571 corresponding to no more than 5,904,514 ordinary share following the application of the AIAF adjustment factors as a consequence of the capital transaction resolved on by the Extraordinary Shareholders' Meeting on November 16, 2009 and, taken into account the conversion into stock resolved by the Extraordinary Shareholders' Meeting on December 15, 2011 and executed on December 27, 2011, of the operation on capital resolved by the Extraordinary Shareholders' Meeting on December 15, 2011 and ii) Euro 47,019,850.00 corresponding to no more than 940.397 ordinary share following the application of the AIAF adjustment factors, taken into account the reverse split approved by the Extraordinary Shareholders' on January 12, 2017 and executed on January 23, 2017, as a consequence of the capital transaction resolved by the Extraordinary Shareholders' Meeting on January 12, 2017.

6. Once the time periods for the capital increases resolved on through incentive/compensation plans have expired, the share capital shall be deemed to have increased by the amount subscribed as of the respective dates indicated therein.

7. The reverse split approved by the Extraordinary Shareholders' Meeting on December 15, 2011 and executed on December 27, 2011 and the reverse split approved by the Extraordinary Shareholders' on January 12, 2017 and executed on January 23, 2017 should be taken into account when determining the maximum amount of shares to be issued in any capital increases carried out pursuant to the preceding paragraphs and for the purpose of the execution of the incentive plans from time to time approved by the Company, without prejudice to the maximum aggregate amount set for those increases.

8. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated May 11, 2012, to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 202,603,978.15 corresponding to up to 59,700,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives.

9. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated May 11, 2013, to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 143,214,140.73 corresponding to up to 42,200,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2013 Group Incentive System.

10. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, on one or more occasions for a maximum period of five years (i) starting from the shareholders' resolution dated May 13, 2014, for a maximum amount of Euro 98,294,742.05, corresponding to a maximum number of 28,964,197 ordinary shares and (ii) starting from the shareholder's resolution of May 13, 2015, for a maximum amount of Euro 32,239,804.21 corresponding to up to 9,500,000 ordinary shares, to be granted to

employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2014 Group Incentive System.

11. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, (i) to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated May 13, 2015, for a maximum amount of Euro 100,075,594.87, corresponding to a maximum number of 29,490,000 ordinary shares and (ii) to carry out a free capital increase in 2021 for a maximum amount of Euro 6,821,022.23 corresponding to up to 2,010,000 ordinary shares, to be granted to employees of UniCredit and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2015 Group Incentive System. The maximum number of free ordinary shares to be issued pursuant to the aforementioned authorities given to the Board of Directors equal overall to 31,500,000 is increased, taken into account the reverse split approved by the Extraordinary Shareholders' on January 12, 2017 and executed on January 23, 2017, by an additional amount of no more than 1,212,056 ordinary shares equal to Euro 41,131,646.39 following the application of the AIAF adjustment factors 2017 as a consequence of the capital transaction resolved by the Extraordinary Shareholders' Meeting on January 12, 2017.

12. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to carry out a free capital increase, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated April 14, 2016, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 77,370,044.40 corresponding to up to 22,800,000 ordinary shares, to be granted to employees of UniCredit and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2016 Group Incentive System; the maximum number of free ordinary shares to be issued pursuant the aforementioned authorities given to the Board of Directors is increased, taken into account the reverse split approved by the Extraordinary Shareholders' on January 12, 2017 and executed on January 23, 2017, by an additional amount of no more than 2,269,758 ordinary shares equal to Euro 77,022,490.42 following the application of the AIAF adjustment factors 2017 as a consequence of the capital transaction resolved by the Extraordinary Shareholders' Meeting on January 12, 2017.

13. The reverse split approved by the Extraordinary Shareholders' Meeting on January 12, 2017 and executed on January 23, 2017 should be taken into account when determining the maximum amount of shares to be issued in any capital increases carried out pursuant to the preceding paragraphs and for the purpose of the execution of the incentive plans from time to time approved by the Company, without prejudice to the maximum aggregate amount set for those increases.

14. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve to carry out a free capital increase in 2022, exercising the delegation granted by the Shareholders' resolution dated April 20, 2017, for a maximum amount of Euro 3,181,011.56 corresponding to a maximum number of 339,236 ordinary shares, to be granted to the employees of UniCredit S.p.A. and of the Group banks and companies who hold positions of particular importance for the purposes of achieving the overall Group targets in completing the 2016 Group Incentive System.

15. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated April 20, 2017, to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 187,539,740.00 corresponding to up to 20,000,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2017 Group Incentive System and of 2017-2019 LTI Plan.

## Clause 7

1. Savings shares do not bear any voting rights. Any reduction of share capital due to losses does not have any effect on savings shares, other than for the portion of any loss that eventually exceed the overall amount of the capital represented by other shares; in the event of the Bank being wound up, savings shares enjoy the right of pre-emption in respect of the redemption of capital, up to Euro 63 per share. In case of capital transactions which modify the ratio between the amount of share capital and the number of shares outstanding, the above fixed numerical reference could be amended consequently. In the event of reserves being distributed, savings shares bear the same rights as other shares.
2. A resolution of the Special Meeting of Shareholders may vest the holders of savings shares with the ability to convert said shares into ordinary shares in accordance with the procedures and by the deadlines determined.
3. Whenever the Bank's ordinary shares or savings shares are barred from trading, the holder of savings shares may ask for its shares to be converted into ordinary shares, in accordance with the procedures resolved upon by the Special Meeting of Shareholders, convened as and when the need arises within two months from shares being barred from trading.
4. Savings shares, when fully paid-up, are bearer shares, unless provided for otherwise by law. At the request and expense of the Shareholder, they may be transformed into registered savings shares and vice versa.
5. Pursuant to the current law provisions a Common Representative of the saving shares bearers is appointed. The Common Representative shall remain in office for a period of no more than three financial years and may be re-elected. The Common Representative is entitled to join and take the floor in the Shareholders' Meetings.
6. In order to ensure that adequate information on transactions that may influence the price of the saving shares are received by the Common Representative, the latter shall be duly informed in this regard in compliance with the time limits and procedures for disclosing information to the market.

## **SECTION IV Regarding Meetings of Shareholders**

### Clause 8

1. A General Meeting of Shareholders is convened at least one a year within 180 days of the end of the financial year, in order to resolve upon the issues that the prevailing laws and the Articles of Association make it responsible for.
2. In particular, the Meeting of Shareholders, besides establishing the remuneration of members of the bodies it has appointed, approves: (i) the remuneration and incentive policies for the members of the supervisory, management and control bodies as well as for the rest of employees; (ii) equity-based compensation schemes; (iii) the criteria to determine the compensation to be granted in the event of early termination of employment or early retirement from office including the limits set for said compensation in terms of number of years of fixed remuneration as well as the maximum amount deriving from their application. An adequate information shall be provided to the Shareholders about the enforcement of the remuneration policies.
3. Furthermore, the Ordinary Shareholders' Meeting can exercise, on the occasion of the remuneration policies' approval, the faculty to determine a ratio of variable to fixed

remuneration of employees higher than 1:1, but in any case not exceeding the ratio of 2:1 being understood that the proposal shall be recognized as validly approved:

- with favorable vote of at least 2/3 of the company share capital represented in the Shareholders' Meeting, in case the Meeting itself is constituted with at least a half of the company share capital;

- with favorable vote of at least 3/4 of the company share capital represented in the Shareholders' Meeting, whatever is the company share capital constituting the Meeting.

4. A Special Meeting of Shareholders is convened whenever it is necessary to resolve upon any of the matters that are exclusively attributed to it by the prevailing laws.

#### Clause 9

1. The Meeting takes place at the Bank's Registered Office, at its Head Office or in another location within Italy, as indicated in the notice of Meeting.

2. If the notice of Meeting so states, then holders of voting rights can participate in the Meeting of Shareholders remotely and exercise their voting rights using electronic means, in accordance with the conditions established in the notice.

#### Clause 10

1. The Meeting is convened in accordance with legal and regulatory requirements via a notice published on the Company's web site and through other channels provided for under prevailing laws and regulatory provisions.

#### Clause 11

1. The Agenda of the Meeting is established in accordance with legal requirements and these Articles of Association by whoever exercises the power to call a meeting.

2. The right to amend the Agenda and to submit resolution proposals upon the items already on the Agenda may be exercised, in the situations, methods and time limits indicated in current regulations, by shareholders who individually or collectively represent at least 0.50% of share capital.

#### Clause 12

1. Meetings of Shareholders are held in a single call. The Board of Directors can establish that the Meeting of Shareholders be held in more than one call. The majorities established by the prevailing laws shall be adopted.

#### Clause 13

1. The Meeting may be attended by those who hold voting rights for whom notification has been received by the Company from the broker holding the relevant shareholder accounts within the time period established under prevailing laws.

#### Clause 14

1. Those who hold voting rights may arrange to be represented in the Meeting, in accordance with the provisions of prevailing legislation.

2. The delegation of voting rights may be granted also by means of a document in electronic format with a digital signature in accordance with the provisions of prevailing legislation and notified to a specific email address of the Company as pointed out in the notice of the Meeting or alternately through other methods as provided for under legal and regulatory provisions in force.

#### Clause 15

1. Every ordinary share entitles its holder to one vote, the provisions of Clause 5 excepted.

#### Clause 16

1. The Meeting is chaired by the Chairman of the Board of Directors or, where he is absent or impeded, by the Deputy Chairman or, where more than one Deputy Chairman has been appointed, by the Stand-in Chairman or, where the latter is absent or impeded, by the older Deputy Chairman. Where both the Chairman and all the Deputy Chairmen are absent or impeded, the Meeting is chaired by a Director or by a Shareholder designated by those in attendance. The person chairing the Meeting is assisted by a Secretary designated by the majority of those holding voting rights. The assistance of a Secretary is not required when the minutes of the Meeting is drawn up by a notary assigned by the Chairman.

2. The Chairman of the Meeting has full powers to regulate activities and discussions, in conformity to the criteria and procedures established by prevailing laws and foreseen in the Regulations for Shareholders' Meetings.

#### Clause 17

1. In order for a Meeting along with the resolutions carried therein to be valid, the relevant legal provisions are to be duly observed, except for what is provided for in Clause 5.

#### Clause 18

1. The minutes of Meetings are prepared and signed by the Chairman of the Meeting and the Secretary, when not prepared by a notary.

#### Clause 19

1. The copies and extracts of minutes of Meetings of Shareholders, signed and certified as valid and in conformity to requirements by the Chairman of the Board or by whoever deputizes for him, pursuant to Clause 21 of the Articles of Association, or where the latter is/are absent or impeded by two Directors, constitute full evidence.

## **SECTION V Regarding the Board of Directors**

#### Clause 20

1. The Board of Directors is composed of between a minimum of nine and a maximum of twenty-four members. The composition of the Board of Directors must ensure the balance between the genders.

2. The members of the Board of Directors must meet the experience and integrity requirements laid down by prevailing regulations and other laws.

3. A number of Directors equal to at least the one provided for by the Code on Corporate Governance for Listed Companies must possess the following independence requirements. In particular, a Director may not be considered independent in the following circumstances:

a) if he/she controls, directly or indirectly, the issuer also through subsidiaries, trustees or third parties, or is able to exercise a dominant influence over the issuer, or participates in a shareholders' agreement through which one or more persons can exercise a control or dominant influence over the issuer;

b) if he/she is, or has been in the preceding three fiscal years, a significant representative of the issuer, of a subsidiary having strategic relevance or of a company under common control with the issuer, or of a company or entity controlling the issuer or able to exercise over the same a considerable influence, also jointly with others through a shareholders' agreement;

c) if he/she has, or had in the preceding fiscal year, directly or indirectly (e.g. through subsidiaries or companies of which he is a significant representative, or in the capacity as partner of a professional firm or of a consulting company) a significant commercial, financial or professional relationship:

- with the issuer, one of its subsidiaries, or any of its significant representatives;
- with a subject who, also jointly with others through a shareholders' agreement, controls the issuer, or – in case of a company or an entity – with the relevant significant representatives;

or is, or has been in the preceding three fiscal years, an employee of the above-mentioned subjects;

d) if he/she receives, or has received in the preceding three fiscal years, from the issuer or a subsidiary or holding company of the issuer, a significant additional remuneration (compared to the "fixed" remuneration of nonexecutive director of the issuer and to remuneration of the membership in the committees that are recommended by the Code on Corporate Governance also in the form of participation in incentive plans linked to the company's performance, including stock option plans;

e) if he/she was a director of the issuer for more than nine years in the last twelve years;

f) if he/she is vested with the executive director office in another company in which an executive director of the issuer holds the office of director;

g) if he/she is shareholder or quotaholder or director of a legal entity belonging to the same network as the company appointed for the auditing of the issuer;

h) if he/she is a close relative of a person who is in any of the positions listed in the above paragraphs.

For the purposes of the above-mentioned cases, the definitions contained in the Code on Corporate Governance shall apply.

4. The Directors' term in office spans three operating years, except where a shorter term is established at the time they are appointed, and ends on the date of the Shareholders' Meeting convened for the approval of the accounts relating to the last operating year in which they were in office.

5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by legitimate parties in which candidates must be listed using a progressive number. Each list must introduce a number of candidates belonging to the least represented gender such as to ensure abidance by the balance between genders at least in the minimum quantity required by the provisions, also of a regulatory nature, in being.

6. In order to be valid, the lists must be filed at the Registered Office or the Head Office, also through long distance communication means and in accordance with the manner indicated in the notice of the Meeting which allows the identification of the parties that are doing the filing, no later than the twenty-fifth day prior to the date of the Shareholders' Meeting and must be made available to the public at the Registered Office, on the Company's web site and through other channels provided for under prevailing laws at least twenty-one days prior to the date of the Shareholders' Meeting. Each legitimate party may submit or contribute to the submission of only one list and, similarly, each candidate may only be included on one list, on penalty of ineligibility. Those legitimate parties who individually or collectively with others represent at least 0.5% of share capital in the form of ordinary shares with voting rights at ordinary Shareholders' Meetings are entitled to submit lists.

7. The ownership of the minimum number of shares required for filing lists is calculated with regard to the shares registered to each individual shareholder, or to multiple shareholders combined, on the day on which the lists are submitted to the Company. Ownership of the number of shares necessary for filing lists must be proven pursuant to the prevailing laws; such proof can even be submitted to the Company during or after the time

when the lists are filed provided that this occurs prior to the deadline for when the Company must make the lists public.

8. By the deadline indicated in paragraph 6 above, parties having the right thereto who filed lists must, together with each list, also file any such further document and declaration required by the provisions, also of a regulatory nature, in being at the time as well as:

- the information on those who filed lists with information on the total percentage of equity investment held;
- information on the personal and professional characteristics of the candidates indicated on the list;
- a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no reasons for their ineligibility or incompatibility respect to candidacy, and that they meet the experience and integrity requirements provided for by current regulatory and other provisions;
- a statement that the independence requirements dictated by these Articles of Association have been met.

Any list that does not meet the above requirements shall be deemed to have not been filed.

9. All those entitled to vote may only vote for one list.

10. The election of Members of the Board of Directors shall proceed as follows:

- a) from the list obtaining the majority of votes cast shall be taken - in the consecutive order in which they are shown on the list - as much Directors as to be appointed, decreased of one Director - if the Board of Directors consists in a number lower or equal to 20 members - or decreased of two Directors - if the Board of Directors consists in a number higher than 20 members. The remaining Directors shall be taken - in the consecutive order in which they are shown on the list - from the minority list receiving the highest votes;
- b) if the majority list doesn't reach a sufficient number of candidates for the election of the number of Directors to be appointed - following the mechanism pointed out under the previous lett. a) - all the candidates from the majority list shall be appointed and the remaining Directors shall be taken from the minority list receiving the highest votes, in the consecutive order in which they are shown on the such list;
- c) if the minority list receiving the highest votes doesn't reach a sufficient number of candidates for the election of the number of Directors to be appointed the remaining Directors shall be taken in succession from the further minorities lists receiving the highest votes, always in the order in which they are shown on the lists;
- d) if the number of candidates included on the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected by a resolution passed by the Shareholders' Meeting by a relative majority ensuring the abidance by the independence and balance between genders principles established by the provisions, also of a regulatory nature, in being. If there is a tie vote between several candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;
- e) if only one list or no list is filed, the Shareholders' Meeting shall deliberate in accordance with the procedures set forth in item d) above;
- f) if the minimum necessary number of independent Directors and/or of Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the subsequent candidates, who meet the necessary requirement or requirements, taken from the same list. Should it prove impossible, even applying said criterion, to single out Directors possessing said requirements, the above substitution criterion will apply to the minorities lists receiving the highest votes from which the candidates elected have been taken;

g) if, even applying the substitution criteria given in the previous lett. f), suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority. In such circumstances the substitutions shall be effected beginning from the progressively most voted lists and from the candidates bearing the highest progressive number.

11. In the event of a Director dying, leaving office or failing to hold it for any other reason or where his term in office is lapsed or losing for any other reason the experience or integrity requirements, the Board of Directors can take steps to co-opt a Director, taking into proper account the right of minority interests to be represented. In the above cases, should the minimum number of independent Directors fall below the level established by the Articles of Association and/or should the number of Directors belonging to the least represented gender fall below the level established by law, the Board of Directors shall provide for their replacement.

12. For the appointment of Directors that need to be added to the Board of Directors, resolutions of the Meeting of Shareholders shall be by relative majority, ensuring abidance by the criteria of independence and balance between genders established by the provisions, also of a regulatory nature, in being.

#### Clause 21

1. The Board of Directors elects from amongst its members, for three operating years, unless a different duration is established by the Meeting pursuant to the provisions of Clause 20 above, one Chairman, one or more Deputy Chairmen (including one who acts as a stand-in) and a Secretary, who need not be one of its members. Where absent or impeded, the Chairman is replaced by the Stand-in Chairman. Where both the Chairman and Stand-in Chairman are absent or impeded, the Meeting is chaired by the oldest Deputy Chairman of those in attendance or, where all Deputy Chairmen are absent or impeded, by the oldest Director. Where the Secretary is absent or impeded, the Board of Directors designates a person to replace him.

2. The Board of Directors may appoint one Managing Director, while also determining his/her duties and powers, and may bestow special duties and powers upon other Board members.

3. The Managing Director is responsible for following the execution of resolutions carried by the Board of Directors, availing themselves of the Head Office.

4. The powers granted by the Board of Directors to the Managing Director can be further delegated to members of the Head Office, once again with the power to delegate further.

5. The Board of Directors can appoint one or more General Managers and/or one or more Deputy General Managers, establishing their roles and areas of competence. Should a Managing Director not have been appointed, the Board of Directors shall appoint a sole General Manager, and can appoint one or more Deputy General Managers, establishing their roles and areas of competence.

6. The General Managers report to the Managing Director, where appointed, in the exercise of the duties, executing the management directives from the Managing Director and, if so requested by the Managing Director, overseeing the execution of resolutions taken by the Board of Directors, with the assistance of the members of Head Office.

7. General Managers and Deputy General Managers can delegate the powers granted to them, with the power to delegate further.

8. The General Managers participate in the meetings of the Board of Directors, without being granted voting rights.

9. The empowered parties shall report to the Board of Directors on the conduct of their activities, with the modalities and terms set by the Board, in accordance with law.



## Clause 22

1. The Board of Directors meets at the Bank's Registered Office or elsewhere in Italy or abroad at intervals of usually no more than three months and every time the Chairman feels it necessary or a Board meeting is requested by the Managing Director or by least three Directors. A Board meeting may also be convened on the initiative of one Statutory Auditor.

2. Whenever the Chairman of the Board of Directors deems it opportune, meetings of the Board of Directors may be held by using means of telecommunication, providing that each of the attendees may be identified by all the others and that each of the attendees is in a position to intervene real time during the discussion of the topics being examined, as well as receive, transmit and view documents. Once the fulfilment of these prerequisites has been verified, the meeting of the Board of Directors is considered held in the place where it was convened.

3. The Board is convened by the Chairman or by whoever replaces him and may also be convened using electronic means.

4. The Chairman and Managing Director, where appointed, may invite staff from UniCredit S.p.A. and/or Companies in the UniCredit Group to attend Board meetings.

## Clause 23

1. The Board of Directors is vested with all powers necessary for the running of the Bank, except for those powers reserved for Meetings of Shareholders by law and by the Articles of Association.

2. In compliance with applicable laws and the Company's Articles of Association, the Board of Directors adopt rules concerning its functioning and attributions.

3. In addition to those duties and powers that may not be delegated according to the law, the Board of Directors is exclusively responsible for adopting resolutions regarding the following:

- the general guiding of, as well as the adoption and amendment of, the Bank's industrial, strategic and financial plans;
- assessing the general trend of business;
- adjustments made to the Articles of Association to comply with legal requirements;
- the merger by incorporation of companies in the situations foreseen by Article 2505 and 2505 (ii) of the Italian Civil Code;
- the demerger of companies in the situations foreseen by Article 2506 (iii) of the Italian Civil Code;
- the reduction of capital in the event of a shareholder withdrawing;
- decisions as to which Directors, in addition to those indicated in these Articles of Association, may represent the Bank;
- the determination of criteria for the coordination and management of Group companies and the determination of criteria for compliance with Bank of Italy requirements;
- risk management policies, as well as the evaluation of the functionality, efficiency and effectiveness of the internal audit system and the adequacy of the organisational, administrative and accounting set-up;
- the acquisition and sale of shareholdings, companies and/or businesses involving investments or divestments that exceed 5% of equity, as recorded in the last set of accounts approved by the Bank, and in any event the acquisition and sale of shareholdings that modify the composition of the Banking Group not included in the industrial, strategic and financial plans already approved by the Board of Directors, whilst the provisions of Article 2361, second paragraph, of the Italian Civil Code continue to be duly observed;

- the resolutions concerning organization structures of the company and the related internal rules and regulations that shall be considered relevant, following the criteria established by the Board of Directors;
- the establishment of board committees;
- the creation and closing down, of secondary offices, branches, however named, and representative offices;
- the appointment and revocation of General Managers, Deputy General Managers and other Directors holding strategic responsibilities for the Bank;
- the appointment and revocation of the head of the internal audit function, the head of the risk management function and the head of the compliance function.

4. The Directors report to the Statutory Board of Auditors on the activities undertaken by the Bank and its subsidiaries, as well as on those transactions effected by them that are of significant importance from an economic, financial and balance-sheet perspective, with specific attention being paid to those transactions that could potentially give rise to a conflict of interest. To this end, they provide the Statutory Board of Auditors, at least once every quarter, with reports received from the Bank's relevant bodies and from subsidiaries that concern the activities and transactions in question, said reports being prepared in accordance with the guidelines issued by the Directors themselves.

#### Clause 24

1. In order for Board resolutions to be valid, the presence of the majority of Directors in office at the time is required.
2. The resolutions of the Board are adopted with the majority of the votes of those who have expressed their votes, with the exclusion of those who abstained; in case of equality of votes the Chairman will have a casting vote.

#### Clause 25

1. Resolutions carried by the Board of Directors are verified by way of minutes recorded in the register provided for this specific purpose, which are signed by the Chairman of the meeting and the Secretary.
2. Copies of the minutes, signed and certified as valid and in conformity to requirements by the Chairman of the Board or by whoever deputizes for him, or by the Secretary, constitute full evidence.

#### Clause 26

1. The Directors are entitled to a reimbursement of those expenses incurred when performing their duties. The Board is also entitled to an annual fee, which shall be resolved upon by the Meeting and shall remain unchanged until the Meeting subsequently decides otherwise.
2. The way in which the emoluments payable to the Board of Directors (as resolved upon by the Meeting) are distributed is established by way of a Board resolution. The Board of Directors may also, after hearing the opinions of the Statutory Board of Auditors, establish the remuneration of the directors holding the specific roles provided for by Article 2389, third paragraph, of the Italian Civil Code.

## **SECTION VI Regarding Head Office**

## Clause 27

1. The Head Office is composed by General Managers, Deputy General Managers, other Directors holding strategic responsibilities for the Bank, employees assigned to the Head Office and seconded subjects.

2. The Head Office guarantees, in accordance with the guidelines established by the Managing Director or – where not appointed – by the General Manager, the smooth running of the business and the correct execution of resolutions carried by the Board of Directors.

3. The Managing Directors, the General Managers, the Deputy General Managers and the other Directors holding strategic responsibilities for the Bank are directly vested, without any further specific powers needing to be delegated, with the abilities, that can be exercised separately, to resolve the following decisions:

a) to promote and support legal and administrative actions, arbitration, appeasement and mediation proceedings, at any level of the law, including, for example, the exercising, remission and waiver of the right to proceed with a lawsuit, as well as the institution and the revocation of a civil action and to represent the Bank within every place of judicial, administrative, arbitration and appeasement proceedings, before any authority and in any state, and at any level of the law, including therefore in cassation and revocation proceedings and before the State Council, with the ability to do the interrogation due pursuant to the law, to appease, to reach agreements and to settle by compromise in arbitration proceedings, which may include friendly settlement arrangements as well as to waive acts and actions;

b) to enable, possibly through the use of special agents, mortgages and liens to be registered, subrogated, reduced, postponed and cancelled, as well as to effect and cancel registrations and records of any kind, regardless of whether or not the loans to which these registrations, records and entries refer have been paid;

c) to effect any transaction whatsoever, including the collection and withdrawal of securities and other instruments, with any company or body, with the Bank of Italy, Bank for Deposits and Loans, the Public Debt Agency, and, in any event, any office of the Public Administration, with no exclusion, State-owned organisations, enterprises and companies or public bodies, and, furthermore, to carry out every measure pertaining to these transactions;

d) to issue special mandates for the execution of single actions and operations or specific types of actions and operations and powers of attorney for litigation proceedings, as well as to appoint technical consultants and arbiters, assigning to them the appropriate powers and authorities;

e) to vest employees or third parties, including individually, with the ability to represent the Bank, as shareholder or as the delegate of minority interests, at the General or Special Meetings of Shareholders of Italian or foreign companies, in conformity to prevailing laws.

The empowered parties mentioned in this paragraph may delegate the above mentioned powers to the employees assigned to the Head Office or to the seconded subjects.

4. The Board of Directors has the ability to establish organisational structures and/or decision-making units of the Head Office, such as regional management offices, situated locally, to which the Managing Director or – where not appointed – the General Manager may delegate (availing itself of the Head Office if necessary) duties, powers and authorities, in addition to those indicated in Clause 28, for the management of branches, however named, determining the procedures by which they are to be exercised.

5. The Managing Director or – where not appointed – the General Manager may delegate to the Management Teams of branches, however named, (availing themselves of the Head Office and the structures referred to in the previous paragraph if necessary) duties, powers and authorities, in addition to those indicated in Clause 28, for the management of branches, determining the procedures by which they are to be exercised.

#### Clause 28

1. The Management Team entrusted with the management of a branch, however named, solely for such management, is vested with the all the powers needed in order for ordinary transactions to be effected, said powers including the abilities referred to in points a) b) c) and d) of Clause 27 above and to be exercised, without the need for the specific granting of powers, by adopting the procedures set out in Clause 29 below.

### **SECTION VII Regarding representation and signing powers**

#### Clause 29

1. Representation of the Bank (including procedural representation) and signing on behalf of the Bank are responsibilities assumed by the Chairman of the Board of Directors and, should he be absent or prevented, the Deputy Vice-Chairman, as well as – separately – by the Managing Director, the General Managers, and the Deputy General Managers, with said individuals vested with the ability to designate, be it a continuous basis or otherwise, employees of the Bank and persons on secondment to the Bank, as well as outside third parties, as representatives and special agents for the undertaking of single actions and operations or specific types of actions and operations and to appoint lawyers, technical consultants and arbiters, assigning to them the appropriate powers and authorities.

2. Procedural representation comprises, for example, the ability to initiate and support any action and measure to protect the Bank's rights and interests, which may involve applying for warnings, precautionary measures and emergency actions, and exercising enforceable actions, the exercising, remission and waiver of the right to proceed with a lawsuit, as well as the institution and the revocation of a civil action, within every place of judicial, administrative, arbitration and appeasement proceedings, before any authority and in any state, and at any level of the law, with all the powers needed for such purposes, including the power to confer the necessary relative powers of attorney for litigation proceedings, including general ones, to do the interrogation due pursuant to the law, and with every ability foreseen by law to appease, to reach agreements and to settle by compromise in arbitration proceedings, which may include friendly settlement arrangements as well as to waive acts and actions.

3. The following persons also have the ability to sign, pursuant to the preceding paragraphs, including for procedural representation, in the name of UniCredit S.p.A.:

a) for the Head Office and for all secondary offices, branches, however named, and representative offices: the Directors with strategic responsibilities for the Bank if different from those representatives indicated in the paragraph 1 and the other parties, included seconded persons, to whom this power has been granted;

b) for the Head Office Unit only: Managers and grade 2, 3 and 4 Assistant Managers assigned to the Head Office, as well as seconded subjects vested with this ability;

c) for individual secondary offices, branches, however named, and representative offices: Managers and grade 2, 3 and 4 Assistant Managers assigned to them, as well as seconded subjects vested with this ability.

In order to be binding, documents issued for the Bank by representatives who have been authorised pursuant to the provisions of this paragraph must be signed jointly by two of the persons indicated, with the restriction however that grade 2 and 3 Assistant Managers may only sign with a grade 4 Assistant Manager or a Manager.

4. In order to facilitate the smooth running of operations, the Board of Directors may however authorize the signature of Company staff and persons on secondment to the Company itself, including for procedural representation, jointly, but potentially singularly, for the types of documents that shall be determined by the Board itself.

## **SECTION VIII**

### **Regarding the Statutory Board of Auditors**

#### Clause 30

1. The General Meeting of Shareholders appoints five permanent Statutory Auditors, from whom the Chairman. Moreover it appoints four stand-in Statutory Auditors. The membership of the Board of Statutory Auditors must ensure the balance between genders.
2. Permanent and stand-in Statutory Auditors may be re-elected.
3. Pursuant to the provisions of prevailing legislation, at least two permanent Auditors and one stand-in Auditor must be listed in the Rolls of Auditors and have undertaken the legal auditing of accounts for a period of no less than three years. Any Auditors who are not listed in the Rolls of Auditors must have gained at least three years' total experience:
  - a) undertaking professional activities as a business accountant or lawyer, undertaken primarily in the banking, insurance and financial sectors;
  - b) teaching, at University level, subjects concerning - in the field of law - banking, commercial and/or fiscal law, as well as the running of financial markets and - in the field of business/finance - banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;
  - c) performing managerial/executive duties within public organisations or offices of the Public Administration, as well as in the credit, financial or insurance sector, and the investment services sector and collective investment-management sector, both of which are defined in Legislative Decree no. 58 of February 24, 1998.
4. Permanent and stand-in members of the Statutory Board of Auditors are appointed in keeping with lists submitted by legitimate parties in which candidates must be listed by a progressive number. Lists must be divided in two directories, containing respectively up to five candidates for the seat as permanent Auditor and up to four candidates for the seat as stand-in Auditor. At least the first two candidates for the seat as permanent Auditor and at least the first candidate for the seat as stand-in Auditor given in the respective directories must be listed in the Rolls of Auditors and must have carried out the activity as Statutory accounting Auditor as envisaged by paragraph 3. Each directory for the appointment as permanent Auditor and stand-in Auditor must present a number of candidates belonging to the least represented gender such as to ensure, within the directory itself, the abidance by the balance of genders at least in the minimum quantity established by the provisions, also of a regulatory nature, in being. No candidate may appear in more than one list, or shall otherwise be disqualified.
5. The lists must, under penalty of forfeiture, be submitted to the Registered Office or the Head Office, also through long distance communication means and in accordance with the manner indicated in the notice of the Meeting which allows the identification of the parties that are doing the filing, no later than on the twenty-fifth day prior to the date of the Shareholders' Meeting, and are made available to the public at the Registered Office, on the Company's web site and through other channels provided for under prevailing laws, at least twenty-one days prior to the date of the Shareholders' Meeting. The right to deposit the lists lies with legitimate parties that, by themselves or together with others, represent at least 0.5% of ordinary share capital bearing voting rights for the General Meeting of Shareholders. Minority shareholders who have no connecting relationship with the shareholders concerned shall continue to have the option to take advantage of an extension in the deadline to present lists in those instances and using those procedures specified by current regulatory and other provisions.
6. The ownership of the minimum number of shares required for filing lists is calculated with regard to the shares registered to each individual shareholder, or to multiple shareholders combined, on the day on which the lists are submitted to the Company. Ownership of the number of shares necessary for filing lists must be proven in accordance

with the prevailing laws; such proof can even be submitted to the Company during or after the time when the lists are filed provided that this occurs prior to the deadline for when the Company must make the lists public.

7. Along with the lists filed by the parties having the right thereto, the latter must also , within the deadline indicated in paragraph 5 above, file any further document or declaration required by the provisions, also of a regulatory nature, from time to time in being. Any list that does not meet the above requirements shall be deemed to have not been filed.

8. Every person entitled to vote may vote in respect of one list only.

9. With regard to the appointment of permanent auditors, the votes obtained by each list are subsequently divided by one, two, three, four and five. The ratios thus obtained are allocated progressively to the candidates in the first sub-list of each list in the order foreseen by the list concerned, and are arranged in just the one schedule in descending order. Except where provided for otherwise in the next paragraph, those obtaining the highest ratios are elected as permanent Auditors.

10. Given the above, the first three candidates of the list obtaining the majority of the votes are in any case elected. Should four or more candidates from one list obtain the highest ratios, only the first three however shall be elected. In any case the fourth and fifth elected persons shall be those who obtain the highest ratios out of those belonging to the lists of minority.

11. The candidate who has obtained the highest share of votes among the candidates belonging to the list that obtained the highest number of votes among the minority lists, as defined by the current provisions (also regulatory) in force, shall be elected by the Shareholders' Meeting as Chairman of the Board of Statutory Auditors. In case of a tie between lists, the candidate from the list presented by the legitimate parties with a larger stake or, subordinately, by the higher number of parties, shall be elected Chairman of the Board of Statutory Auditors. In case of a further tie, the more senior candidate in terms of age shall be appointed Chairman. If the Chairman has not been elected on the basis of the above mentioned criteria, the Shareholders' Meeting shall appoint directly with relative majority.

12. With regard to the appointment of stand-in Auditors, the votes obtained by each list are subsequently divided by one, two, three and four. The ratios thus obtained are allocated progressively to the candidates in the second sub-list of each list in the order foreseen by the list concerned, and are arranged in just the one schedule in descending order. Except where provided for otherwise in the next paragraph, those obtaining the highest ratios are elected as stand-in Auditors.

13. The above remaining firm, the first two candidates of the list that has obtained the majority of the votes are in any case elected. Should three or more candidates of one list obtain the highest ratios, the first two of them shall in any case be elected. In whatever case the third and fourth elected persons shall be those who, amongst the persons belonging to the minority lists, have obtained the highest ratios.

14. In the event of two or more ratios amongst candidates as permanent Auditor and/or stand-in Auditor being level, the candidate from the list that has obtained the highest number of votes shall take priority – and if the number votes is equal, the oldest candidate shall then take priority.

15. Should the minimum number of permanent Auditors or of stand-in Auditors necessary, belonging to the least represented gender, not be elected, the Auditor of the most voted list with the highest progressive number and belonging to the most represented gender is substituted by the following candidate belonging to the least represented gender coming from the same list. Notwithstanding the above, should the minimum number of Auditors belonging to the least represented gender continue to lack, the substitution criterion will apply, if possible, to the minority lists progressively most voted from which elected candidates have been drawn, or will again apply to the most voted list. If, notwithstanding everything, the minimum number of Auditors belonging to the less represented gender

continues to be missing, the Shareholders' Meeting will resolve by a relative majority. In such case the substitutions will be effected beginning from the progressively most voted lists and from the candidates having the lowest ratio.

16. If in accordance with the deadlines and procedures set forth in the previous paragraphs only one list, or no list, has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for appointment or addition by relative majority. If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting must in any case ensure the balance between the genders envisaged by the provisions - also of a regulatory nature - in being.

17. In the event of a permanent Auditor dying or leaving office or where his term in office is lapsed or he is not available for any other reason, he shall be replaced by the stand-in Auditor on the same list indicated by the outgoing Auditor according to the progressive order of the list, in abidance by the requirement concerning the minimum number of members registered in the Rolls of Auditors having undertaken the legal auditing of accounts according to paragraph 3 and by the principle of balance between the genders. If this is not possible, the departing Auditor shall be replaced by the stand-in Auditor having the required characteristics coming progressively from the most voted of the minority lists, according to the progressive order of listing. Where Auditors are not appointed by the list-based system, the stand-in Auditor provided for by legal provisions shall take over.

Whenever the Chairman is substituted, the stand-in Auditor taking his place also takes on the Chairman's seat. The Shareholders' Meeting envisaged by art. 2401, sub-sec. 1, of the Italian Civil Code, nominates or provides for the substitution of the Statutory Auditors abiding by the principle regarding the compulsory presence of the minorities and the balance between the genders. Where the appointment of the stand-in Auditor *in lieu* of the Auditor is not confirmed by the Shareholders' Meeting, he shall return to his position as stand-in Auditor.

18. For issues relating to the duties, powers and authorities assigned to Statutory Auditors, the determination of their remuneration and the length of their term in office, the prevailing laws shall apply.

19. In order to properly perform its tasks, and in particular to fulfill its obligation to promptly inform the Bank of Italy, and where provided, other supervisory authorities of irregularities in the management of the bank or violations of the law, the Statutory Board of Auditors is vested with all the powers provided for by prevailing laws and regulations.

20. The Statutory Board of Auditors performs the roles and functions required of it by the prevailing laws. In particular, it oversees compliance with laws, regulations and Articles of Association, the proper management and the adequacy of the organisational and accounting set-up of the Bank and of the risk management and control, as well as the functionality of the total internal audit system, of the external auditing of the accounts and the consolidated accounts, of the independence of the external audit firm and on the information process regarding to financial data.

21. Statutory Auditors may assume administration and control positions within other Companies within the limits established by regulatory and other provisions.

22. The Statutory Board of Auditors is properly formed when the majority of Statutory Auditors are present, with resolutions being carried as per the outright majority of votes cast by those present. In the event of a tie, the vote of the Chairman shall prevail.

23. Whenever the Chairman of Statutory Board of Auditors deems it opportune, meetings of the Statutory Board of Auditors may be held by using means of telecommunication, providing that each of the attendees may be identified by all the others and that each of the attendees is in a position to intervene real time during the discussion of the topics being examined, as well as receive, transmit and view documents. Once the fulfilment of these prerequisites has been verified, the meeting of the Statutory Board of Auditors is considered held in the place where the Chairman is located.

## **SECTION IX**

### **Regarding the accounts, dividend and reserve fund**

#### Clause 31

1. The Bank's operating year ends on 31 December of every year.
2. At the end of every operating year, the Board of Directors sees to the formation of the Bank's accounts.

#### Clause 32

1. The net profit reported in the accounts is allocated as follows:
  - a) no less than 10% to the reserve; when the reserve is at the maximum level foreseen by legal provisions, said profit is allocated with priority to the savings shares, at the level set out in point b) below;
  - b) the savings shares are allocated up to five per cent of Euro 63 per share; when, in any given operating year, the savings shares are allocated a dividend of less than five per cent of Euro 63 per share, the difference is added to the preferential dividend for the next two years; any earnings that remain after allocating the above dividend to the savings shares are distributed among all shares, in such a way that the savings shares are assigned a higher global dividend than due to ordinary shares, at a level equal to three per cent of Euro 63 per share;
  - c) whilst the above provisions regarding the higher overall dividend due to savings shares shall continue to be observed, the ordinary shares are allocated up to five per cent of Euro 63 per share.

In case of capital transactions which modify the ratio between the amount of share capital and the number of shares outstanding, the fixed numerical reference referred to in points b) and c) of this paragraph 1, could be amended consequently;
  - d) any earnings that remain, and in respect of whose distribution the Meeting of Shareholders carries a resolution, are distributed among shares in addition to the allocations referred to in points b) and c) above;
  - e) the Meeting of Shareholders resolves upon the distribution of any undistributed earnings, further to a proposal from the Board of Directors.

2. The Meeting of Shareholders, further to a proposal from the Board of Directors, may assign to the ordinary and savings shareholders the right to require that the dividends referred to in points b), c) and d) above are settled, in whole or in part, in cash or by delivery of ordinary and/or savings shares, having the same entitlements of the shares outstanding at their time of assignment.

In case of assignment of such right, the Meeting of Shareholders, further to a proposal from the Board of the Directors, shall determine the criteria for the calculation and assignment of the shares, establishing the form of settlement of the dividend payment in case of non-exercise of such right by the shareholders.

Provided that the privilege on the dividend pertaining to the saving shares in accordance with the preceding letter b) will be paid in cash, except that the shareholder elects otherwise.

3. The Meeting of Shareholders, further to a proposal from the Board of Directors, may also resolve upon the formation and increase of reserves of an extraordinary and special nature, which are to be sourced from net profit before or after the allocations referred to in points c), d) and e) above.
4. The Meeting of Shareholders, further to a proposal from the Board of Directors, may allocate a portion of the annual net profit to projects of a social, welfare and/or cultural nature, with any such donations to be made as per the judgment of the Board of Directors.



5. The Bank may resolve upon the distribution of advance dividend payments in those situations, by those procedures and within those limits permitted by prevailing laws.

## **SECTION X Regarding withdrawal**

### Clause 33

1. The right of withdrawal is regulated by the law, on the understanding that shareholders that have not been involved in the approval of resolutions regarding the extension of the Bank's duration or the introduction or removal of restrictions imposed upon the circulation of shares may not exercise the right of withdrawal.

## **SECTION XI Regarding Manager charged with preparing a company's financial reports**

### Clause 34

1. The Board of Directors shall, subject to the mandatory opinion of the Board of Statutory Auditors, appoint a manager, for a period of up to three years, in charge of preparing company's financial reports for the performance of the duties assigned to such manager under current laws, and shall establish his powers, qualifications and compensation.

2. The manager in charge of preparing the company's financial reports shall be selected by the Board of Directors from the Bank's managers who meet all the following qualifications:

- a) a degree (or equivalent) in business or finance obtained in Italy or abroad;
- b) at least three years experience as a manager of an in-house area dedicated to the preparation of accounts or as a Chief Financial Officer in an Italian or foreign listed limited company (or equivalent) including UniCredit and its subsidiaries;
- c) assignment at the time of the appointment in a management or more senior position.

3. The Board of Directors shall ensure that the manager in charge of the preparation of company's financial reports has the appropriate powers and means to carry out the duties assigned to him under current laws and to properly comply with administrative and accounting procedures.

4. In the performance of his duties, the manager in charge of preparing company's financial reports may avail himself of collaboration provided by all areas of the UniCredit Group.

5. The manager in charge shall make all attestations and declarations that he is required to make in accordance with current laws including in conjunction with delegated bodies as required.

**Financial Statement of UniCredit S.p.A.**

The balance sheet as of 31 December 2016, considered as financial statement of UniCredit S.p.A., has been published on UniCredit SpA website at the following address: [www.unicreditgroup.eu](http://www.unicreditgroup.eu)