One Bank, One UniCredit *Transform 2019*

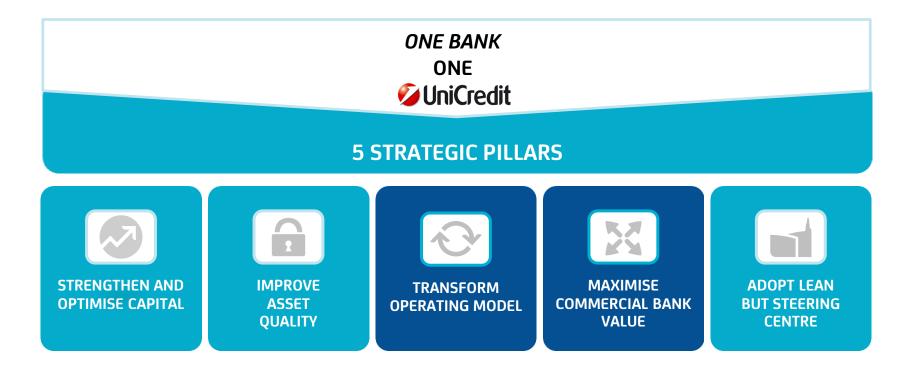
Transform Operating Model and Maximise Commercial Bank Value

G.F. Papa

London, 12 December 2017



The five pillars





A simple successful Pan European Commercial Bank with a fully plugged-in CIB

Transform 2019 fully on track yielding tangible results underpinned by group-wide business momentum

"One Bank, One UniCredit" approach to maximise synergies

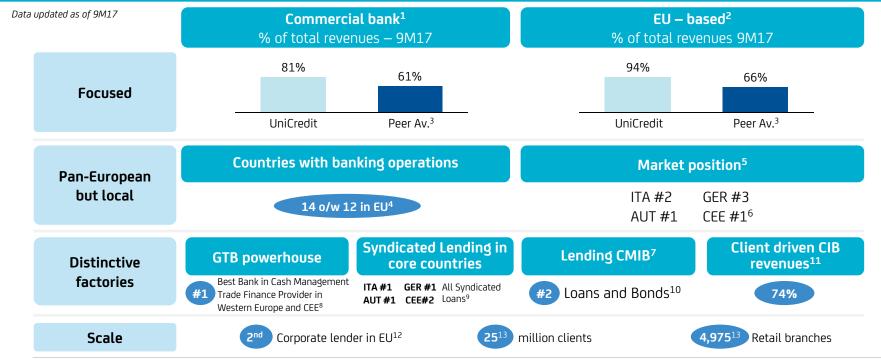
Strong commercial dynamics thanks to network revamp

Pragmatic approach to digital to support Transform 2019

Positioning UniCredit as a Pan European winner



Snapshot of our successful business

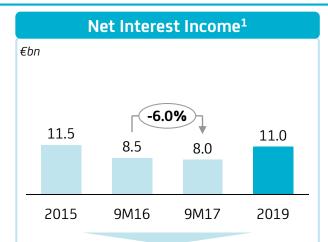


- 1. CBK Italy, CBK Germany, CBK Austria, CEE as percentage of Group Revenues; 9M17
- 2. UniCredit excludes Turkey and Russia with a pro-quota approach; BNP Paribas data at FY16 and Société Générale data calculated as of proxy of loans at geographical level; 9M17
- 3. Peers include: BNP Paribas, Intesa Sanpaolo, Santander and BBVA (only for geographical breakdown), Société Générale
- 4. Italy, Germany, Austria, Czech Republic, Slovakia, Hungary, Slovenia, Croatia, Bosnia and Herz., Serbia, Russia, Romania, Bulgaria, Turkey

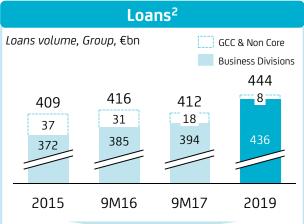
- 5. Based on Total Assets 9M17. For Austria domestic assets as of end of 2015 on local GAAP (source OeNB). For Germany considering private banks
- 6. Based on total assets. Compared to Erste, Intesa Sanpaolo, KBC, OTP, RBI, Société Générale, ranking as of 1H17
- 7. Capital Markets and Investment Banking, 9M17
- 8. Euromoney Cash management Survey, 2017 and Euromoney Cash Management Survey 2017
- 9. All Syndicated Loans, Home Countries League Tables (all curr.) 9M17
- 10. Combined Loans and Bonds EMEA All borrowers (EUR denominated) 9M17
- 11. CIB revenues excluding Treasury 9M17
- 12. Peers include: BNP Paribas, Intesa Sanpaolo, Santander, Société Générale, Deutsche Bank
- 13. Including 100% clients and branches in Turkey; 9M17, excluding Fineco



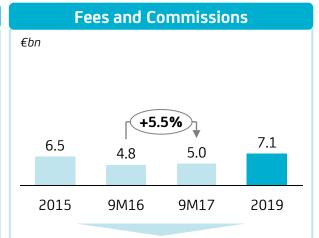
Business momentum and dynamic commercial performance



- NII commercial dynamics supported by lower cost of funding
- Compression of customer spread mainly due to persistently low interest rates



- Loan volumes of Business Divisions increased by 8.5bn in last twelve months
- Continuous improvement of the portfolio quality



- Investment fees up 12.4%
 9M16/9M17 thanks to higher AuM and TFAs
- Increased transactional fees (+7.4% 9M16/9M17) supported by strong GTB performance



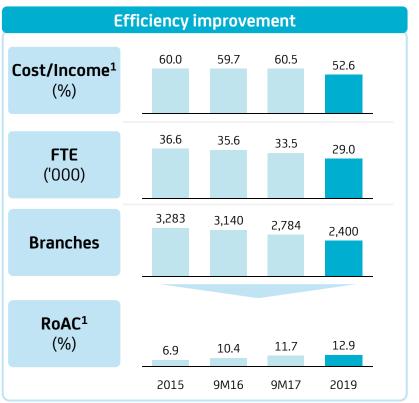
^{1.} Including line adjustments due to accounting changes (see Annex, slides 32-35 for additional details). Stated NII: 10.9bn in 2015, 7.9bn in 9M16, 7.7bn in 9M17

^{2.} Excluding Repos; including line adjustments due to accounting changes (see Annex, slides 32-35 for additional details). Stated Loans: 418bn in 2015, 426bn in 9M16, 421bn in 9M17

Commercial Banking Italy

Transformation of operating model fully on track

Business achievements New segmentation of Corporate clients New service models for **Improved** Affluent and Small Business customer New branch formats being focus with a rolled-out lower End-to-End product processes cost structure redesign Focus on multichannel client approach Strong focus on AuM sales Increasing Increasing Consumer Finance risk adjusted Strict risk discipline profitability



^{1.} Figures were recasted on a like-to-like basis to consider changes in scope of business segment and line adjustment; Allocated Capital based on RWA equivalent figures calculated as 12.5% of divisional RWA – See Annex, slides 32-35 for additional details



Commercial Banking Germany

Good results supported by strong growth in all segments

Business achievements

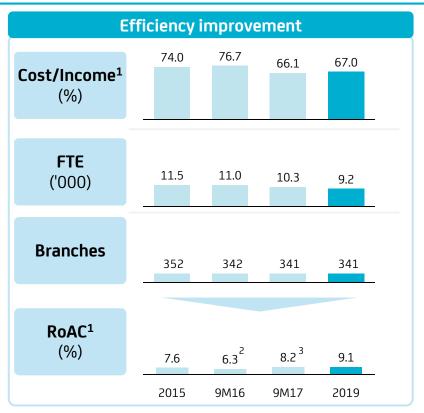
Improved
customer
focus with a
lower
cost structure

- New SME service model
- Enhanced Retail focus
- Increased CIB- Commercial Banking cooperation and crossselling revenues
- New Bankassurance partnership with Allianz

Increasing risk adjusted profitability

- Growing Trade Finance business
- Successful conversion of Deposits towards AuM
- Continuous growth in Retail lending
- Low CoR given high quality of portfolio

^{1.} Figures were recasted on a like-to-like basis to consider changes in scope of business segment and line adjustment – See Annex, slides 32-35 for additional details; allocated Capital based on RWA equivalent figures calculated as 12.5% of divisional RWA



^{2.} Normalised RoAC for Visa sale (10m)



^{3.} Normalised RoAC for a net capital gain on disposal in 3Q17 and in 2Q17 related to the release of a tax provision (for a total of 207m)

Commercial Banking Austria

Organisation streamlined, renewed focus on premium advisory

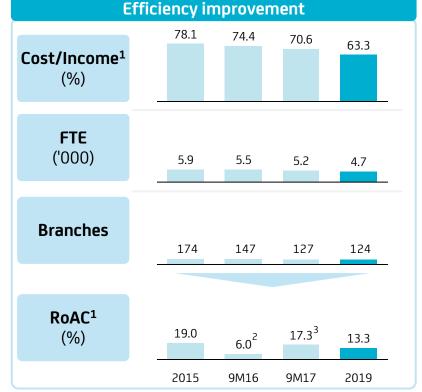
Business achievements

Improved customer focus with a lower cost structure

- Growing volumes in household lending
- Improved client satisfaction from new Retail service model
- Progress in digital transformation

Increasing risk adjusted profitability

- Increasing new loans production maintaining portfolio asset quality
- Stronger focus on cross-selling
- Retail AuM growth driving fees increase



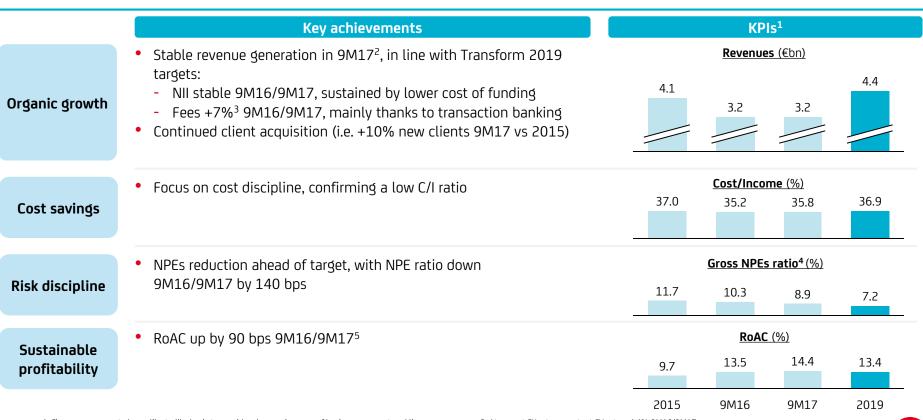
^{1.} Figures were recasted on a like-to-like basis to consider changes in scope of business segment and line adjustment – See Annex, slides 32-35 for additional details; allocated Capital based on RWA equivalent figures calculated as 12.5% of divisional RWA



^{2.} Normalised RoAC for Visa sale (+34m) and Integration costs (-208m)

^{3.} Normalised for non recurring items in 3Q17: real estate disposals (+65m) and tax effects (+17m) for a total of +82m

Tangible results in CEE thanks to transformation actions



Figures were recasted on a like-to-like basis to consider changes in scope of business segment and line adjustment – See Annex, slides 32-35 for additional details; allocated Capital based on RWA equivalent figures calculated as 12.5% of divisional RWA



^{2.} Current FX rates at +0.1% y/y and +3.8% y/y normalized for Visa sale; constant FX rate at -1.3% and +2.4% normalized for Visa sale

^{3.} At current FX rates; constant FX rate: +4.4% 9M16/9M17

Excluding Turkey, Ukraine

^{5. +201}bps normalized for Visa sale

Further strengthened leadership position in CEE

Key achievements

Solid growth in digital, in particular mobile +15p.p.
 vs. 2015

Innovation and digitalisation

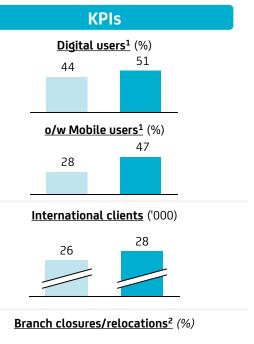
- Agile methodology in key projects
- Further progress in data management and analytics: new online tools successfully implemented

Synergies with the Group

- Enhanced international client coverage
- Effective best practice sharing throughout CEE and Group

Footprint evolution

Ongoing network optimisation delivering good results







^{1.} Including Turkey at 100%. Ratio defined as number of Retail digital/mobile users on active retail customers

^{2.} Calculated as number of closures/relocations of branches on total number of branches vs. 2015

Confirmed CIB market leadership

Confirmed market leadership

Solid commercial performance

Continuous cost discipline and simplification

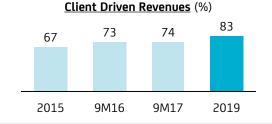
Key achievements

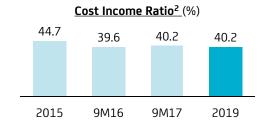
- Leading EMEA European Debt Finance House
- Consistently "Top 3" book-runner in Loans and Bonds in core markets
- Client driven revenues boosted by strong commercial activity
- CIB-Commercial Banking cross-selling driven by effective initiatives in cross-division and cross-border business
- Ongoing streamlining of businesses and operating platform resulting in reduced costs
- Continuous cost discipline to reach 2019 C/I target

KPIs

<u>League Tables</u> <u>Combined Loans and Bonds – EMEA¹</u>









^{1.} All borrowers (EUR denominated)

GTB, a strong backbone of the Group as well as a technology innovator

GTB Powerhouse

- Strategic Pan-European presence in 14 European core markets
- International network spanning a further 16 countries worldwide
- Access to a network of 4,000 correspondent banks, covering ~175 countries

Client offer

- Proven set of core competencies in a wide range of products:
 - Cash Management & E-Banking
 - Trade Services
 - Working Capital Management
 - Cash & Clearing Products for FIs
 - Global Security Services¹

Technology innovator

- Digital innovations covering the whole value chain:
 - Client access
 - Product Offering
 - Back-end processes
 - Data analytics

GTB strong contributor to Group results

• €1.7bn GTB revenues² in 9M17, representing about 11% of Group total Revenues

2017 Awards



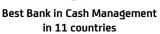


Western Europe and CEE











Five-Star Cash Manager in Western Europe and CEE





^{1.} In Austria and CEE

^{2.} In Western Europe Commercial banking, CEE Division and CIB Division

Maximise synergies across the Group

Key achievements

CIB – Commercial Banking cooperation

- Stronger managerial commitment
- Dedicated cross-selling committees to drive business and identify opportunities

International client support

 Improved focus on CIB and International Corporate clients cross-border business

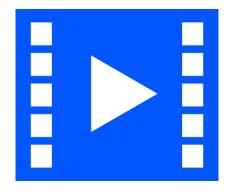
Corporate – HNWI/ Private/ Retail synergies

- Dedicated initiatives in Italy, Germany, Austria and CEE to maximise synergies
- Optimised Product and Investment Platform

Group-wide best practice sharing process in place



Video: interview with Delivery Hero





Key indicators proving tangible progress of transformation

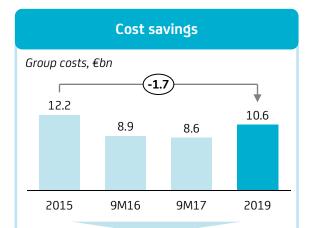


2019 Group RoTE target is confirmed **>9%**

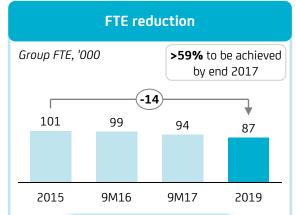


^{1.} Figures were recasted on a like-to-like basis to consider changes in scope of business segment and line adjustment — See Annex, slides 32-35 for additional details; allocated Capital based on RWA equivalent figures calculated as 12.5% of divisional RWA

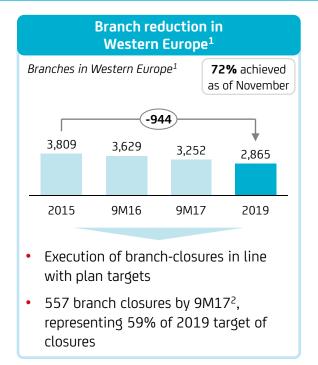
Productivity increase, while significantly reducing costs, branches and FTE



- Decrease in costs on track with Transform 2019
- Sound 9M16/9M17 cost reduction of both HR (i.e. -4.7%) and Non-HR costs (i.e. -2.5%)



- FTE reductions ahead of Transform 2019 schedule
- 2017 target already achieved, as of 9M17 reached about 51% of 2019 target²



IT simplification, end-to-end process redesign and new digital solutions as key enablers of productivity increase



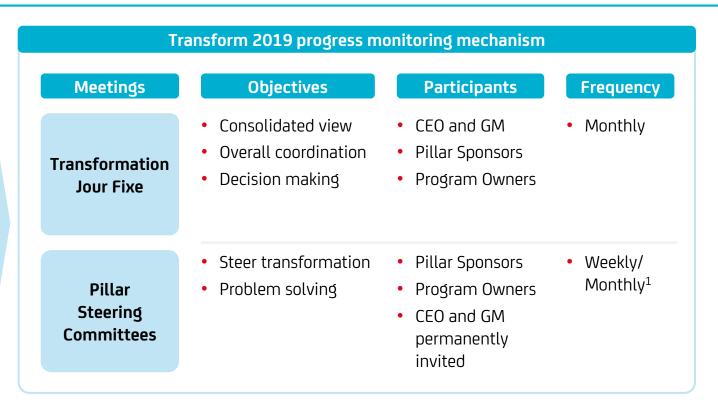
^{1.} Retail branches, Italy, Germany and Austria

² vs 2015 haseline

Transform 2019 progress monitoring mechanism

Actions

- Structured monitoring of initiatives
- Dedicated Transformation Office
- Group-wide managerial KPIs
- Periodical performance review with CEO and GM





^{1.} Depending on Pillar and Programs

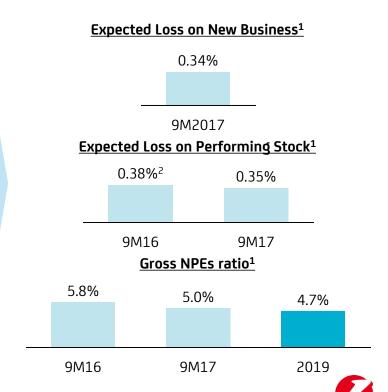
Improved risk profile thanks to a strong risk discipline

Underwriting

- Disciplined and sustainable new origination, supported by centralization and automation of credit processes
- Expected Loss on New Business KPI to ensure sound origination

Monitoring

- Business as first line of defense for tight portfolio monitoring
- Advanced automated early warning signals
- Expected Loss on Performing Stock KPI to observe risk dynamics



^{1.} Perimeter: Group Core

^{2.} Pro-forma including models recalibration occurred end of 2016

Digital initiatives to support Transform 2019 implementation

Areas of Digital development

Ongoing initiatives

Digital & multichannel experience

- New multi-country online and mobile banking platforms
- Retail payments innovation
- Digital sales enablement and transaction migration

Advisory services

- New advanced digital and analytical tools in support of Advisors
- Increasing use of advanced data analytics

Processes optimisation

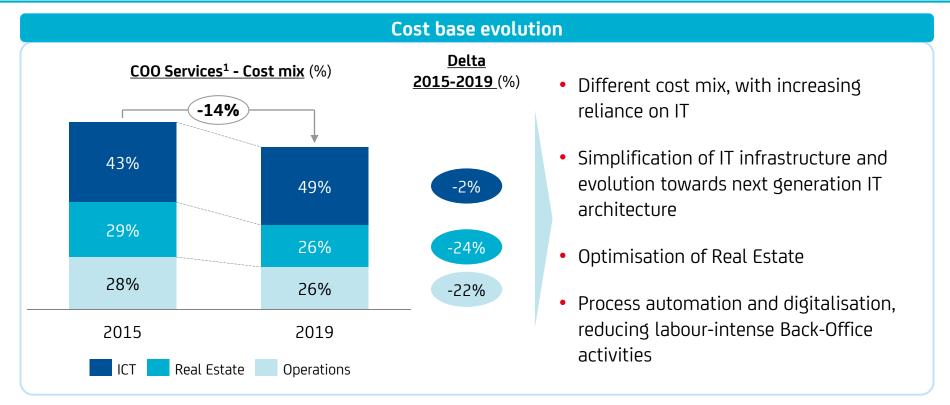
End-to-End processes redesign and digitalisation

Risk Management

- Pre-scored credit lines
- Focus on cyber-security



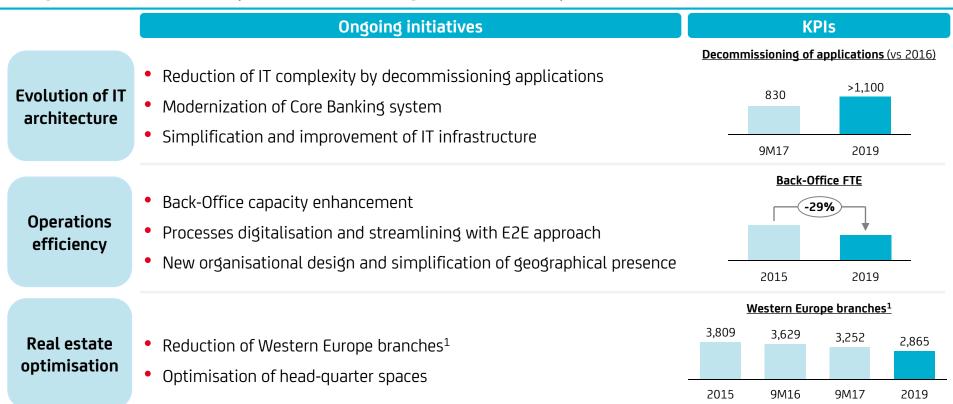
Structural change of cost base driven by evolving customers behaviour and increasing digitalisation



^{1.} COO Services P&L included in Group Corporate Center perimeter. TCO: Total cost of ownership by Service lines: IT, RE and OPs (Back office, Procurement, Workout, Governance, Security) including related HR and NHR costs



IT simplification, back-office streamlining and real estate optimisation key enablers of productivity increase



1.Retail branches, Italy, Germany and Austria



Our Human Capital as fundamental enabler of Transform 2019

Nurture our talents

Evolve the way of working

Create opportunities

Full engagement and commitment to Transform 2019



A simple successful Pan European Commercial Bank with a fully plugged-in CIB

Transform 2019 fully on track yielding tangible results underpinned by group-wide business momentum

"One Bank, One UniCredit" approach to maximise synergies

Strong commercial dynamics thanks to network revamp

Pragmatic approach to digital to support Transform 2019

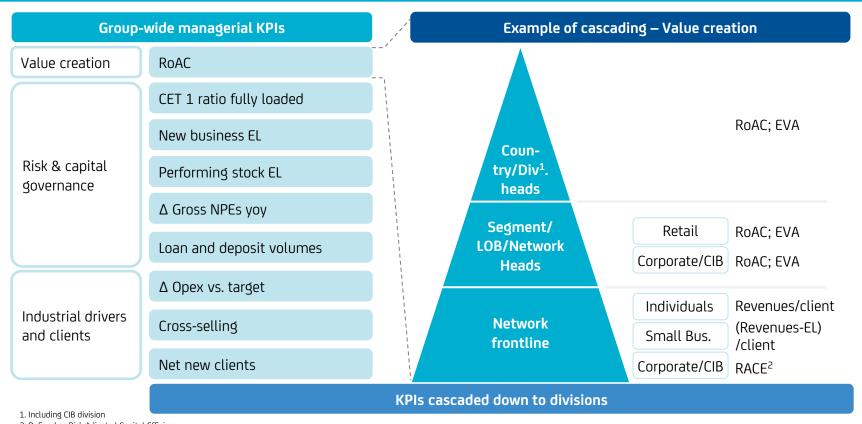
Positioning UniCredit as a Pan European winner



Annex



Managerial KPIs to steer Transform 2019



^{2.} Defined as Risk Adjusted Capital Efficiency



Targets CBK Italy

	2015	9M16	9M17	2019	CAGR 15-19
Revenues	7,676	5,797	5,541	7,521	-0.5%
Costs	-4,602	-3,459	-3,351	-3,956	-3.7%
Cost/income	60.0%	59.7%	60.5%	52.6%	
Cost of Risk	94 bps	74 bps	66 bps	58 bps	
RWA	77,008	78,826	81,496	105,190	8.1%
RoAC	6.9%	10.4%	11.7%	12.9%	



Targets CBK Germany

	2015	9M16	9M17	2019	CAGR 15-19
Revenues	2,694	1,870	2,103	2,516	-1.7%
Costs	-1,995	-1,435	-1,391	-1,685	-4.1%
Cost/income	74.0%	76.7%	66.1%	67.0%	
Cost of Risk	9 bps	1 bps	11 bps	15 bps	
RWA	33,303	34,603	34,974	36,188	2.1%
RoAC	7.6%	6.3%1	8.2%2	9.1%	



^{1.} Normalised Roac for Visa sale (+10m)

^{2.} Normalised RoAC for a net capital gain on disposal in 3Q17 and in 2Q17 related to the release of a tax provision (for a total of 207m)

Note: figures were recasted on a like-to-like basis to consider changes in scope of business segment and line adjustment — See slides 34-35 for additional details; allocated Capital based on RWA equivalent figures calculated as 12.5% of divisional RWA

Targets CBK Austria

	2015	9M16	9M17	2019	CAGR 15-19
Revenues	1,711	1,246	1,157	1,583	-1.9%
Costs	-1,336	-927	-816	-1,002	-6.9%
Cost/income	78.1%	74.4%	70.6%	63.3%	
Cost of Risk	7 bps	-5 bps	-18 bps	16 bps	
RWA	24,969	23,536	21,581	22,549	-2.5%
RoAC	19.0%	6.0%1	17.3%²	13.3%	



^{1.} Normalised RoAC for Visa sale (+34m) and Integration costs (-208m)

^{2.} Normalised for non recurring items in 3Q17: real estate disposals (+65m) and tax effects (+17m) for a total of +82m

Note: figures were recasted on a like-to-like basis to consider changes in scope of business segment and line adjustment — See slides 34-35 for additional details; Allocated Capital based on RWA equivalent figures calculated as 12.5% of divisional RWA

Targets CEE Division

€ m, current FX rate

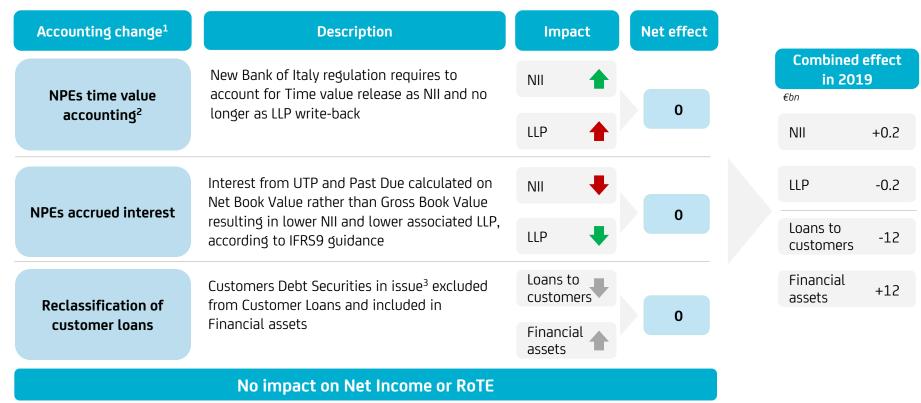
	2015	9M16	9M17	2019	CAGR 15-19
Revenues	4,051	3,195	3,198	4,372	1.9%
Costs	-1,497	-1,125	-1,146	-1,615	1.9%
Cost/income	37.0%	35.2%	35.8%	36.9%	
Cost of Risk	185 bps	115 bps	97 bps	102 bps	
RWA	90,603	93,421	86,700	99,071	2.3%
RoAC	9.7%	13,5%	14.4%	13.4%	



Targets CIB Division

	2015	9M16	9M17	2019	CAGR 15-19
Revenues	3,997	3,283	3,082	3,922	-0.5%
Costs	-1,785	-1,300	-1,240	-1,575	-3.1%
Cost/income	44.7%	39.6%	40.2%	40.2%	
Cost of Risk	7 bps	24 bps	18 bps	21 bps	
RWA	71,645	74,626	71,470	87,485	5.1%
RoAC	14.8%	14.5%	15.1%	11.7%	





^{1.} All effects from 2018



^{2.} Difference between (i) the sum of expected recoverable cash flows of NPEs and (ii) its Net Present Value (i.e. Net Book Value)

Total Group – 2015

		2015		Initia	l Transform 2019 ta	ırgets
	Previous	Delta	Restated	Previous	Delta	Restated
P&L. €bn						
Revenues	19.9	0.5	20.4	20.4	0.2	20.6
of which NII	10.9	0.51	11.5	10.9	0.21	11.1
LLP	-4.0	-0.5 ¹	-4.5	-2.4	-0.2 ¹	-2.6
Net income	1.5	0	1.5	4.7	0	4.7
Other				Combine	ed effect equal to zero	
Loans². €bn	418	-93	409	467	-12 ³	455
CoR ⁴ . bps	89	14 ⁵	103	49	65	55
Cost/Income ⁶	61.6%	-1.6p.p. ¹	60.0%	<52%	-0.6p.p. ¹	<52%

^{5.} Delta given by effect of: NPEs time value accounting. NPEs accrued interest. reclassification of customers loans





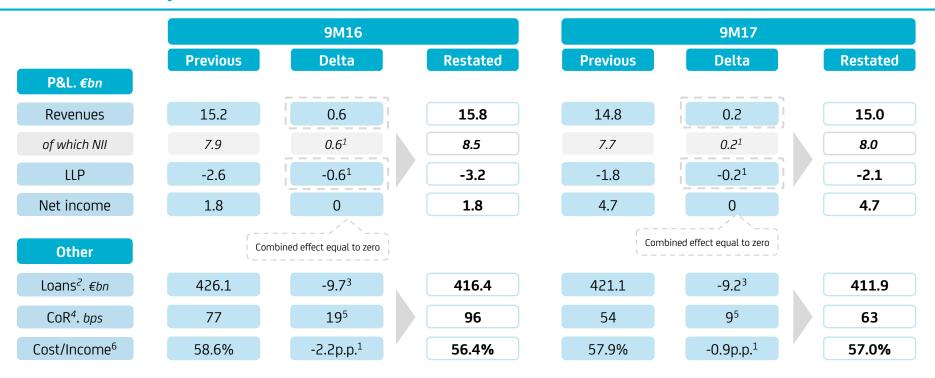
^{1.} Delta given by effect of: NPEs time value accounting. NPEs accrued interest

^{2.} Loans net of repos

^{32 3.} Delta given by effect of: reclassification of customers loans

^{4.} Cost of Risk computed as LLP over average loans

Total Group – 9M16/9M17



Delta given by effect of: NPEs time value accounting. NPEs accrued interest. reclassification of customers loans





^{1.} Delta given by effect of: NPEs time value accounting. NPEs accrued interest ${\bf P}$

^{2.} Loans net of repos

^{33 3.} Delta given by effect of: reclassification of customers loans

^{4.} Cost of Risk computed as LLP over average loans

Business Divisions - 9M16

		Revenues ¹			of which NII			LLP	
	Previous	Delta	Restated	Previous	Delta	Restated	Previous	Delta	Restated
P&L. €bn									
CBK Italy	5.8	+0.0	5.8	3.0	+0.0	3.0	-0.7	-0.0	-0.8
CBK Germany	1.9	+0.0	1.9	1.1	+0.0	1.2	-0.0	-0.0	-0.0
CBK Austria	1.2	+0.0	1.2	0.6	+0.0	0.6	-0.0	-0.0	-0.0
CEE	3.2	+0.0	3.2	1.9	+0.0	1.9	-0.5	-0.0	-0.5
CIB	3.3	+0.0	3.3	1.8	+0.0	1.8	-0.2	-0.0	-0.2
		Loans². €bi	1		CoR ³ . bps			Cost/Incom	e ⁴
	Previous	Loans². <i>€bi</i>	Restated	Previous	CoR ³ . bps	Restated	Previous	Cost/Income	e ⁴ Restated
Other	Previous			Previous		Restated			
Other CBK Italy	Previous 137.0			Previous 70		Restated 74			
		Delta	Restated		Delta		Previous	Delta	Restated
CBK Italy	137.0	Delta -0.3	Restated 136.7	70	Delta 4	74	Previous 60.1%	Delta -0.4p.p.	Restated 59.7%
CBK Italy CBK Germany	137.0 80.1	-0.3	136.7 80.1	70 -1	Delta 4 2	74	Previous 60.1% 77.3%	-0.4p.p. -0.6p.p.	59.7% 76.7%

^{1.} Delta given by effect of: NPEs time value accounting. NPEs accrued interest



^{2.} Loans net of repos: delta given by effect of: reclassification of customers loans

Cost of Risk computed as LLP over average loans: delta given by effect of: NPEs time value accounting.NPEs accrued interest. reclassification of customers loans

^{4.} Cost/Income computed as total operating cost over revenues: delta given by effect of: NPEs time value accounting. NPEs accrued interest

Business Divisions - 9M17

		Revenues ²	l e		of which NII			LLP	
	Previous	Delta	Restated	Previous	Delta	Restated	Previous	Delta	Restated
P&L. €bn									
CBK Italy	5.5	+0.0	5.5	2.8	+0.0	2.8	-0.7	-0.0	-0.7
CBK Germany	2.1	+0.0	2.1	1.3	+0.0	1.3	-0.1	-0.0	-0.1
CBK Austria	1.2	+0.0	1.2	0.5	+0.0	0.5	0.1	-0.0	0.1
CEE	3.2	+0.0	3.2	1.9	+0.0	1.9	-0.4	-0.0	-0.4
CIB	3.1	+0.0	3.1	1.6	+0.0	1.6	-0.1	-0.0	-0.1
		Loans². €b	n		CoR ³ . bps			Cost/Incom	e ⁴
	Previous	Loans². €b	Restated	Previous	CoR ³ . bps	Restated	Previous	Cost/Incom	e ⁴ Restated
Other	Previous			Previous		Restated	Previous		
Other CBK Italy	Previous 137.1			Previous 66		Restated 66	Previous 60.4%		
		Delta	Restated		Delta			Delta	Restated
CBK Italy	137.1	Delta -0.2	Restated 136.9	66	Delta 0	66	60.4%	Delta +0.1p.p.	Restated 60.5%
CBK Italy CBK Germany	137.1 81.5	-0.2	136.9 81.5	66	Delta 0 2	66	60.4%	+0.1p.p0.4p.p.	Restated 60.5% 66.1%

^{1.} Delta given by effect of: NPEs time value accounting. NPEs accrued interest



^{3.} Cost of Risk computed as LLP over average loans: delta given by effect of: NPEs time value accounting. 2. Loans net of repos: delta given by effect of: reclassification of customers loans NPEs accrued interest, reclassification of customers loans

^{4.} Cost/Income computed as total operating cost over revenues: delta given by effect of: NPEs time value accounting. NPEs accrued interest. Italy affected by Buddy Bank cost shift from CC

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) Francesco Giordano, in his 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.

