

## **List submitted by the Board of Directors of UniCredit S.p.A.**

Proposal to set in 15 the number of members of the Board of Directors for the next three years

Publication of the documents concerning the list

**Ordinary and Extraordinary Shareholders' Meeting**

**Milan, April 12, 2018**

# PROPOSAL TO SET IN 15 THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS FOR THE NEXT THREE YEARS - PUBLICATION OF DOCUMENTS CONCERNING THE LIST

With reference to point no. 3 on the Agenda of the Ordinary Shareholders' Meeting of UniCredit S.p.A., convened on April 12, 2018, **the Board of Directors of UniCredit S.p.A.** - in execution of the decisions resolved on the Board's meeting of February 7, 2018 - **formulates the proposal to the abovementioned Meeting to determine in 15 the number of the members of the Board of Directors to elect**, in line with the recommendation made in the document "*Qualitative and quantitative composition of the UniCredit S.p.A. Board of Directors*" ("*Profile*") approved by the Board in its meeting of February 7 and published on the Company's web site.

Moreover, to complete the documentation concerning its own list of candidates, marked as **List no. 1**, and that has been already made public to the market on February 7, for each candidate **is published the following documentation** below reported:

- statement of candidacy and possession of the necessary requirements;
- *curriculum vitae* and list of the administrative, managerial and control offices held in other companies;
- a chart summarizing the knowledges/expertises gained by the candidates in the areas envisaged by the "*Profile*".

Milan, March 13, 2018

***The Board of Directors  
of UniCredit S.p.A.***



**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Fabrizio Saccomanni (fiscal code SCCFRZ42S22H501D) born in Rome on 22/11/1942, resident in Rome, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director / Chairman of the Board of Directors.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum five years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

*[indicate the activities carried out, the company where such activities took place and the time period]*

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

Bank of Italy (General Manager) – Minister of Economy and Finance

*[indicate the Firm and the time period]*

- c)  University teachings in the fields of Economy or Law:

Economics and monetary policy - LUISS – London School of Economics, Paris School of International Affairs (Sciences – PO)

*[indicate the subject taught, the University and the time period]*

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

Bank of Italy (General Manager 2006-2013) – Minister of Economy and Finance (2013-2014)

*[indicate the role, the public body and the time period]*

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance

Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (6 February 2018)

Signed (Fabrizio Saccomanni)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

*Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.*

*UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)*





## Fabrizio Saccomanni

DIRECTOR

### Main posts held

- Member of the Board of Directors
- Member of the Corporate Governance, Nomination and Sustainability Committee
- Member of the Internal Controls & Risks Committee

### Career history

Born In Rome (Italy) on November 22nd 1942

### EDUCATION

Degree in Economics and Business, Bocconi University, Italy

Postgraduate Studies in Monetary and International Economics at Princeton University, New Jersey (USA)

<b>January 2018 - present</b>	<b>IIF - Institute of International Finance</b>	
	Member of the Board of Directors	USA
<b>December 2017 - present</b>	<b>ABI - Italian Banking Association</b>	
	Member of the Board of Directors	Italy
<b>2014 - present</b>	<b>LUISS GUIDO CARLI UNIVERSITY</b>	
	Senior Fellow, School of European Political Economy	Italy
<b>2015 - 2016</b>	<b>SCIENCESPO</b>	
	Visiting Professor, Paris School of International Affairs	France
<b>2014 - 2015</b>	<b>LONDON SCHOOL OF ECONOMICS</b>	
	Visiting Professor in Practice, European Institute	UK
<b>2013 - 2014</b>	<b>MINISTRY OF ECONOMY &amp; FINANCE, ITALY</b>	
	Minister	Italy
<b>2006 - 2013</b>	<b>BANCA D'ITALIA</b>	
	Director General - Senior Deputy Governor and Co-Chair of the Bank's Directorate	Italy
<b>2003 - 2006</b>	<b>EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT</b>	
	Vice President, Risk Management Member, Executive Committee	UK
<b>1975 - 2002</b>	<b>BANCA D'ITALIA</b>	
	Central Manager for International Affairs	Italy
	Division Chief, Foreign Department	Italy
	Up to Division Chief, Research Department	Italy
<b>1970 - 1975</b>	<b>INTERNATIONAL MONETARY FUND</b>	
	Assistant to the Italian Executive Director	USA
	Economist, Exchange and Trade Relations	USA
<b>1966 - 1970</b>	<b>BANCA D'ITALIA</b>	
	Role In Banking Supervision Office	Italy

### Non Executive Directorships

<b>January 2018 - present</b>	<b>EUROPEAN COUNCIL ON FOREIGN RELATIONS</b>	
	Member	UK
<b>2015 - present</b>	<b>ISTITUTO AFFARI INTERNAZIONALI</b>	
	Deputy Chairman	Italy

<b>2000 - present</b>	<b>SOCIETA' ITALIANA DEGLI ECONOMISTI</b>	
	Member	Italy
<b>2013 - 2014</b>	<b>European Stability Mechanism</b>	
	Member of the Board of Governors	Luxembourg
<b>2013 - 2013</b>	<b>IVASS</b>	
	Chairman	Italy
<b>2009 - 2013</b>	<b>IIT - ISTITUTO ITALIANO TECNOLOGIA</b>	
	Board Member	Italy
<b>2006 - 2013</b>	<b>Bank for International Settlements BIS</b>	
	Member of the Board of Directors	Switzerland
<b>2006 - 2013</b>	<b>European Central Bank</b>	
<b>2012 - 2012</b>	Member, High Level Working Group on the establishment of the Single Supervisory Mechanism	Germany
<b>2006 - 2013</b>	Alternate to the Governor in the Governing Council	Germany
<b>1999 - 2003</b>	<b>European Union</b>	
	Chairman, working table for Economic Reconstruction, Cooperation and Development of the Stability Pact for South-eastern Europe	Europe
<b>1998 - 2002</b>	<b>Ministry of Economy &amp; Finance, Italy</b>	
	Member of the Committee to Manage the Changeover to the Single Currency	Italy
<b>1991 - 1997</b>	<b>European Monetary Institute</b>	
	Chairman, Foreign Exchange Policy Sub-Committee	Germany

- 6 FEB 2010



# Dr. Fabrizio Saccomanni

## List of Administrative, Managerial and Control Offices currently held

- No administrative, managerial and control Offices held in any Italian or foreign companies.

Date: 6/02/2018

Signature: 

**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned **Jean Pierre Mustier** (fiscal code MSTJPR61A18Z110N) born in Chamalères (France) on 18/01/1961, resident in London (UK), French nationality, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director / Chief Executive Officer.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161 and, in particular, that I possess specific expertise in the fields of

- a)  credit-
- b)  financial-
- c)  securities-
- d)  or insurance-

gained through work experience holding positions of appropriate responsibility over a period of no fewer than five years in companies comparable to the size of UniCredit S.p.A.:

"SEE CV"

[indicate the activities carried out, the company where such activities took place and the time period]

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance Code for listed companies"), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies

I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies



- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- UNDERTAKE to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, AUTHORIZE the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called "profile form" and in the list of the offices held in other companies herewith attached.

Date, 06 FEB. 2018

Signed 

**INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)**

UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as "Data controller", that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.

Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your *curriculum vitae*, in the profile form and in the list of the offices held in other companies attached to this statement.

UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)



HOME > Governance > Management > Jean Pierre Mustier



Born in Chamalières (France) on 18 January 1961

#### EDUCATION

Degree at the French École Polytechnique and École des Mines de Paris.

## Jean Pierre Mustier

CHIEF EXECUTIVE OFFICER

Jean Pierre Mustier began his career at Société Générale, where he remained from 1987 until 2009, working primarily within the Corporate & Investment Banking division. He held numerous positions in various markets and financing activities, in Europe, but also in Asia and the US.

Jean Pierre was appointed head of Société Générale's Corporate & Investment Banking Division in 2003, and was also a member of the bank's Executive Committee. In September 2008, he took over the responsibility for Asset Management, Private Banking and Securities Services.

After leaving Société Générale at the end of 2009 he has advised many financial institutions and completed large amounts of fundraising for various social enterprises and non-profit institutions, several of which he is a trustee.

In early 2011 he joined UniCredit as Deputy General Manager in charge of the Corporate & Investment Banking (CIB) Division. He was a member of the UniCredit Executive Management Committee. Upon stepping down from his executive role at UniCredit at the end of December 2014, he joined the bank's international advisory board.

In January 2015, Jean Pierre became a London based partner of Tikehau Capital, an investment management group, with specific focus and responsibility for Tikehau's international expansion.

On 30<sup>th</sup> June 2016 he has been co-opted as member of the Board of Directors of UniCredit SpA, being thereafter appointed as Chief Executive Officer and General Manager effective 12<sup>th</sup> July 2016.

06 FEB. 2018



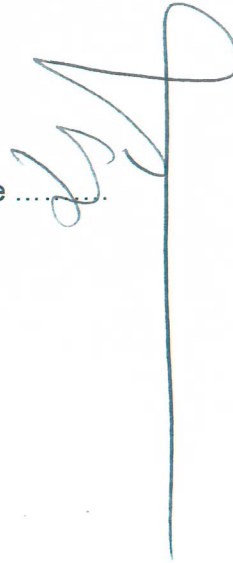
# Mr. Jean Pierre Mustier

## List of Administrative, Managerial and Control Offices currently held

- No administrative, managerial and control Offices held in any Italian or foreign companies.

Date ..... 06 FEB. 2018

signature .....

A handwritten signature in black ink, consisting of a vertical line with a large loop at the top and several smaller loops to the left.

**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned **Mohamed Hamad Ghanem Hamad Al Mehairi** (fiscal code LMHMMD75T06Z215F) born in Al Ain (UAE) on 6 December 1975, resident in Abu Dhabi (UAE) of United Arab Emirates nationality, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

*"SEE CV"*  
\_\_\_\_\_  
[indicate the activities carried out, the company where such activities took place and the time period]

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

\_\_\_\_\_  
[indicate the Firm and the time period]

- c)  University teachings in the fields of Economy or Law:

\_\_\_\_\_  
[indicate the subject taught, the University and the time period]

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

\_\_\_\_\_  
[indicate the role, the public body and the time period]

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance Code for listed companies"), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

STATE THAT

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called "profile form" and in the list of the offices held in other companies herewith attached.

Date, 6 February 2018

Signed 

**INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)**

UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as "Data controller", that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.

Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.

UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)





## Mohamed Hamad Al Mehairi

DIRECTOR

### Main posts held

- Member of the Board of Directors

### Other posts currently held

- Aabar Investments PJS (Aabar) - CEO & Board Member
- Arabtec Holding PJSC (Arabtec) - Board Member
- Al Hilal Bank - Board Member
- Qatar Abu Dhabi Investment Company (QADIC) - Board Member
- Palmassets S.A. - Board Member
- DEPA Limited - Board Member
- Emirates Investment Authority - Board Member


Born in Al Ain (UAE) on December 6th  
1975

### EDUCATION

Bachelors Degree in Science & Business  
Administration, Finance; Suffolk University,  
Boston, MA. (U.S.A.)

### Posts previously held

- |                     |  |
|---------------------|--|
| Until June 2017     | Pak-Arab Refinery Ltd. (PARCO) - Vice Chairman of the Board  |
| Until June 2016     | COSMO Oil (COSMO) - Board Member   |
| Until March 2016    | Etihad Airways - Board Member  |
| Until February 2016 | NOVA Chemicals Corporation (NOVA) - Member of Board of Directors<br>Borealis AG (BOREALIS) - Board Member of Supervisory Board |
| 2006 - 2015         | Director, Investment Department, International Petroleum<br>Investment Company (IPIIC), Abu Dhabi                              |
| 1999 - 2006         | Market Analyst & Sales coordinator, Marketing & Refining<br>Directorate, Abu Dhabi National Oil Company (ADNOC), Abu Dhabi     |

  
6 February 2018  
15

# Mr. Mohamed Hamad Al Mehairi

## List of Administrative, Managerial and Control Offices currently held

- Aabar Investments PJS (Aabar) - CEO & Board Member
- Arabtec Holding PJSC (Arabtec) - Board Member
- Al Hilal Bank - Board Member
- Qatar Abu Dhabi Investment Company (QADIC) - Board Member
- Palmassets S.A. - Board Member
- DEPA Limited - Board Member
- Emirates Investment Authority - Board Member

Date ..... *6 February 2018*

Signature ..... 

**UniCredit S.p.A.**  
FAO: The Chairman of the Board of Directors  
Piazza Gae Aulenti, 3  
Tower A – 30th floor  
20154 Milan, Italy

6<sup>th</sup> February 2018

Dear Sir,

Following the submission of the documents regarding my reappointment at UniCredit SpA Board, I wish to inform that I plan to resign in one of the two companies (Al Hilal Bank & Emirates Investments Authority) where I am currently holding the board seats.

Yours Sincerely,

  
Mohamed Al Mehairi

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**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Lamberto Andreotti (fiscal code NDRLBR50L06H501H) born in Rome on (date) 06/07/1950, resident in (city) New York, NY (USA), nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies: Bristol - Mayers Squibb, Pharmacia & Upjohn, Pharmacia AB and others. See attached CV.

\_\_\_\_\_  
[indicate the activities carried out, the company where such activities took place and the time period]

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

\_\_\_\_\_  
[indicate the Firm and the time period]

- c)  University teachings in the fields of Economy or Law:

\_\_\_\_\_  
[indicate the subject taught, the University and the time period]

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

\_\_\_\_\_  
[indicate the role, the public body and the time period]

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance Code for listed companies"), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,



**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (6/02/2018)      Signed (Lamberto Andreotti)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

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**LAMBERTO ANDREOTTI**  
*Former Chairman and Chief Executive Officer*  
*Bristol-Myers Squibb*

**BOARD AND ADVISORY POSITIONS**

- ◆ Bristol-Myers Squibb – Member of the Board of Directors from 2009 to 2017 and Chairman of the Board from 2015 to 2017
- ◆ DuPont – Member of the Board of Directors from 2012 to 2017
- ◆ DowDuPont - Member of the Board of Directors from 2017 to date
- ◆ EW Healthcare – Senior Advisor from 2017 to date

**BRISTOL-MYERS SQUIBB**  
(1998-2017)

- ◆ 2015-2017: **Chairman of the Board of Directors**
- ◆ 2010-2015: **Chief Executive Officer**
- ◆ 2008-2010: **Chief Operating Officer**
- ◆ 2005-2008: **President, Pharmaceuticals**
- ◆ 2002-2005: **President, International**
- ◆ 2000-2002: **President, Europe**
- ◆ 1998-2000: **Vice President and GM, European Oncology and Italy**



**PHARMACIA & UPJOHN**  
(previously FARMITALIA CARLO ERBA and PHARMACIA)

(1990- 1997)

- ◆ 1995-1997: **Senior Corporate Vice President, Pharmacia & Upjohn, Inc.**
- ◆ 1994-1995: **President, Market Area Americas, Pharmacia A.B.**

- ◆ 1993-1994: Group Vice President, Pharmacia A.B.
- ◆ 1992-1993: Chief Executive Officer, Farmitalia Carlo Erba
- ◆ 1990-1992: General Manager, Domestic Operations, Farmitalia Carlo Erba

**RECORDATI**  
(1982 - 1990)

- ◆ Vice President, Corporate Development

**FINMECCANICA NORTH AMERICA**  
(1980 - 1982)

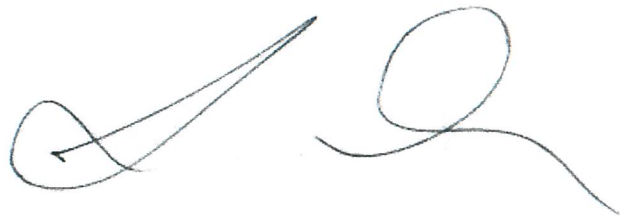
- ◆ Director, Corporate Development and subsequently North American Representative

**CTIP**  
(1977 - 1979)

- ◆ Junior Manager

**UNIVERSITY DEGREES**

- 1974: "Laurea" (BS) in Engineering from Università La Sapienza (Rome)
- 1977: Master of Science from MIT - Massachusetts Institute of Technology (Cambridge, MA)



06 FEB. 2018

**LAMBERTO ANDREOTTI**

**OTHER POSTS HELD**

- ◆ DowDuPont - Member of the Board of Directors from 2017 to date

Signature

A handwritten signature in black ink, consisting of a large, stylized 'L' followed by a large 'O' and a trailing flourish. The signature is written over a horizontal line.

Date \_\_\_\_ Feb. 6th, 2018 \_\_\_\_

**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Sergio Balbinot (fiscal code BLBSRG58P08L057Q) born in Tarvisio (UD) on (date) 08/09/1958, resident in (city) Trieste, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

See CV \_\_\_\_\_

[indicate the activities carried out, the company where such activities took place and the time period]

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

See CV \_\_\_\_\_

[indicate the Firm and the time period]

- c)  University teachings in the fields of Economy or Law:

\_\_\_\_\_

[indicate the subject taught, the University and the time period]

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

\_\_\_\_\_

[indicate the role, the public body and the time period]

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance



Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (6/02/2018)      Signed (Sergio Balbinot)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

*Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.*

*UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)*



## Sergio Balbinot

DIRECTOR

### Main posts held

- Member of the Board of Directors

### Other posts currently held

Member of the Board of Management of Allianz SE, responsible for the countries of Western and Southern Europe, India and Asia

### Professional Career

Born in Tarvisio (UD) on September 8th 1958

#### EDUCATION

Master Degree in Business Administration, University of Bologna

#### OTHER INFORMATION

#### MEMBERSHIP IN COMPARABLE SUPERVISORY BOARDS:

Allianz France S.A.  
Allianz Sigorta A.S.  
Allianz Yasam ve Emeklilik A.S.  
Bajaj Allianz Life Ins. Co. Ltd.  
Bajaj Allianz Gen. Ins. Co. Ltd.  
Borgo San Felice S.r.l.

MEMBERSHIP IN OTHER OFFICIAL BODIES:  
Insurance Europe (President)

Until July 21th 2016 Allianz S.p.A. (Vice Chairman)

Since 2015 Member of the Board of Management of Allianz SE

2012 - 2014 Group Chief Insurance Officer, Assicurazioni Generali SpA, Trieste

2002 - 2012 Managing Director, Assicurazioni Generali SpA, Trieste and Director of Commerzbank

2000 - 2002 General Manager, Assicurazioni Generali SpA, Trieste

1998 - 2000 Deputy General Manager, Assicurazioni Generali SpA, Trieste

1995 - 1998 Various management positions, Assicurazioni Generali SpA, Trieste

1992 - 1995 Member of the Executive Committee, Europ Assistance S.A., Paris (subsidiary of Assicurazioni Generali), responsible for international business

1989 - 1992 Head of branch office, Assicurazioni Generali, Zurich

1983 - 1989 Various positions, Assicurazioni Generali SpA, Trieste and Deutscher Lloyd, Munich (subsidiary of Assicurazioni Generali)

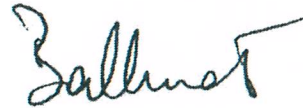
06 FEB. 2018

Balbinot

# **Dr. Sergio Balbinot**

## **List of Administrative, Managerial and Control Offices currently held**

- Member of the Board of Management of Allianz SE
- Member of the Board of Allianz France S.A.
- Member of the Board of Allianz Sigorta A.S.
- Member of the Board of di Allianz Yasam ve Emeklilik A.S.
- Member of the Board of Bajaj Allianz Life Insurance Co. Ltd
- Member of the Board of Bajaj Allianz General Insurance Co. Ltd
- Member of the Board of Borgo San Felice S.r.l.



Date 06/02/2018.



**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Cesare Bisoni (fiscal code BSNCSR44R01B974Y) born in Caslino d'Erba (CO) on (date) 01/10/1944, resident in (city) Modena, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

See CV

---

*[indicate the activities carried out, the company where such activities took place and the time period]*

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

See CV

---

*[indicate the Firm and the time period]*

- c)  University teachings in the fields of Economy or Law:  
(Economics of Financial Intermediaries ("Economia degli Intermediari Finanziari")),

---

*[indicate the subject taught, the University and the time period]*

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

---

*[indicate the role, the public body and the time period]*



With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (6/02/2018)      Signed (Cesare Bisoni)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

*Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.*

*UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)*

# CURRICULUM VITAE

## Cesare Bioni

- Born in Caslino d'Erba (Como, Italy) on October 1st 1944
- Degree in Business and Economics, Bocconi University
- ITP (Program in Business Administration), Harvard Business School
- Certified Public Auditor

### Academic Responsibilities

- 1971-1973: Research Assistant, Bocconi University
- 1973-2015: Teacher at SDA Bocconi School of Management, Bocconi University
- 1977-2014: Professor of Banking, University of Modena and Reggio Emilia
- 1984-1992: Deputy Director, Department of Business, University of Modena and Reggio Emilia
- 1986-1996: Member of the Scientific Committee, Profingest Management School
- 1986-2006: Chairman, Department of Finance, Profingest Management School
- 1991-2006: Director, CEFIN (Research Center on Financial Institutions)
- 1994-1999/2004-2014: Chairman, Degree Programme in Business, University of Modena and Reggio Emilia
- 2011-2016: President, ADEIMF (Italian Association of Scholars of Economics and Management of Financial Institutions and Markets)

### Editorial Responsibilities

- 1988-1995: Member of the Scientific Committee, "Il Diritto dell'Economia".
- 1991-1994: Member of the Scientific Committee, "Zenit".
- 1992-1993: Member of the Scientific Committee, "Banca Impresa Società".
- Since 1998: Member of the Scientific Committee, "Banca e Mercati"
- 2012-2016: Editor in Chief, "Journal of Financial Management, Markets and Institutions"

### Appointments

- 1975-1984: Director, AMFA
- Since 1982: Member of the Management Committee, European Association of University Teachers of Banking and Finance
- 1984-1994: Chairman of the Board of Statutory Auditors, AMIU
- 1986-1991: Member of the Board of Statutory Auditors, Cassa di Risparmio di Modena
- 1988-1994: Member of the Board of Directors, Promo
- 1991-1994: Member of the Board of Statutory Auditors, Fondazione Cassa di Risparmio di Modena
- 1991-1995: Member of the Board of Statutory Auditors, Carimonte Banca
- 1994-2008: Member of the Board of Directors, Profingest Management School
- 1995-1998: Member of the Board of Statutory Auditors, Banca Popolare di Rieti
- 1995-1996: Member of the Board of Statutory Auditors, Cierre Vita
- 1996-2009: Member of the Board of Statutory Auditors, CreditRas Vita
- 1996-2006: Alternate Auditor, Bank of Italy
- 1997-2013: Alternate Auditor, Modena Formazione
- 1997-1999: Chairman of the Board of Statutory Auditors, Credit Rolo Gestioni
- 1998-2000: Member of the Board of Directors, Cassa di Risparmio di Modena



- 1999-2003: Chairman, Meta-Modena Energia Territorio Ambiente
- 1999-2003: Chairman, Metasviluppo
- 2001-2002: Chairman, Blumet
- 2001-2005: Member of the Board of Statutory Auditors, Fondazione Cassa di Risparmio di Modena
- 2003-2014: Member of the Board of Statutory Auditors, Fondazione Marco Biagi
- Since 2003: Chairman, Co.Vi.So.C. (Supervisory Commission on Professional Football Clubs), Italian Football Association
- Since 2003: Chairman, UEFA Club Licensing, Italian Football Association
- 2006-2009: Deputy Chairman, UniCredit Private Banking
- 2007-2010: Chairman, BAC Fiduciaria
- 2009-2010: Deputy Chairman, UniCredit Corporate Banking
- 2010-2015: Member of the Board of Statutory Auditors, UniCredit
- 2012-2015: Member of the Board of Directors, DemoCenter Foundation
- Since 2015: Member of the Board of Directors, Member of the Internal Controls & Risks Committee, Chairman of the Related-Parties and Equity Investments Committee, UniCredit

### **Main Publications**

- *Aspetti delle operazioni di mercato aperto negli Stati Uniti d'America*, Giuffrè, Milano, 1974.
- *La politica della Riserva Federale nell'ultimo decennio*, in "Scritti in onore di Ugo Caprara", Vallardi, Milano, 1975.
- *Decisioni finanziarie d'impresa e riforma tributaria*, in "Rivista dei Dottori Commercialisti", n. 3, 1975.
- *Il ruolo del credito agevolato all'industria, oggi*, in "Il Risparmio", n. 11, 1978.
- *Gli istituti di credito industriale*, Franco Angeli, Milano, 1978.
- *Il mercato monetario italiano*, Giuffrè, Milano, 1983.
- *Quali prospettive per i consorzi bancari internazionali?*, in "Banca, Impresa, Società", n. 1, 1984.
- *Gli strumenti per la gestione della tesoreria*, in AA.VV., "La tesoreria nelle aziende di credito", Giuffrè, Milano, 1984.
- *"Merchant banking" e consulenza aziendale*, in "Atti del Convegno Nazionale dei Dottori Commercialisti, Modena, 8 - 9 novembre 1985, IPSOA, Milano, 1986.
- *Efficienza, valutazione della "performance" e indicatori di gestione nelle banche*, in "Il Risparmio", n. 6, 1986.
- *Il bilancio delle banche*, Il Mulino, Bologna, 1988.
- *Capital Adequacy: the Italian Experience*, in "The Future of Financial Systems and Services", MacMillan, London, 1990.
- *Growth policies in Italian Credit Institutions: Size and Diversification*, Institute of European Finance, University College of North Wales, Bangor, 1990.
- *L'evoluzione del rapporto banca-impresa*, in C. Bioni - B. Rossignoli (eds), "Lecture di finanza aziendale", Giuffrè, Milano, 1991.
- *The Amato Act and the Recapitalisation of Italian Banks* (with R. Ferretti), Institute of European Finance, University College of North Wales, Bangor, 1993.
- *Banca e impresa nei mercati finanziari locali* (with L. Canovi, E. Fornaciari, A. Landi), Il Mulino, Bologna, 1994.
- *Il bilancio: principi fondamentali e significato economico*, in M. Onado (ed), "La banca come impresa", Il Mulino, Bologna, 1996.
- *Le fondazioni bancarie verso un nuovo ruolo*, CEFIN, Università degli Studi di Modena, Modena, 1996.
- *Verso un nuovo rapporto fra banca e impresa*, in "Il diritto dell'economia", n. 3, 1997.
- *Le grandezze finanziarie* (with A. Landi), in "Rapporto sulla situazione economica e sociale della provincia di Modena, Associazione Mario del Monte-Università degli Studi di Modena, 1997.
- *Il ruolo dei confidi nel sistema finanziario modenese* (with A. Landi), in "Rapporto sulla situazione economica e sociale della provincia di Modena, Associazione Mario del Monte-Università degli Studi di Modena, 1998.
- *Il finanziamento dello sviluppo delle piccole e medie imprese. Il caso della provincia di Modena* (with A. Landi), Bancaria Editrice, Roma, 1999.

- *Le fondazioni bancarie della provincia di Modena* (with A. Landi), in "Rapporto sulla situazione economica e sociale della provincia di Modena, Associazione Mario del Monte-Università degli Studi di Modena, 2000.
- *La riforma del sistema italiano de Cajas de Ahorros* (with S. Cosma), in "Tres análisis sobre Cajas de Ahorros y sistema financiero", Fundación de las Cajas de Ahorros Confederadas, Madrid, 2001.
- *Un análisis económico de las Cajas de ahorros italianas* (with S. Cosma), in "Perspectivas del sistema financiero", n. 73, 2001.
- *Le fondazioni di origine bancaria in provincia di Modena* (with A. Landi), Quaderni Associazione Mario del Monte, n. 3, Modena, 2002.
- *Il bilancio: principi fondamentali e significato economico*, in M. Onado (ed), "La banca come impresa", Il Mulino, Bologna, 2004.
- *Il rapporto tra banca e impresa con particolare riguardo alle piccole e medie imprese*, in "Banche e sistema finanziario. Saggi in onore di Francesco Cesarini", Il Mulino, Bologna, 2009.
- *Finanza e credito per le imprese del territorio*, (ed), Il Mulino, Bologna, 2010
- *Il bilancio della banca e la valutazione della performance*, (with S. Olivetti, B. Rossignoli, P. Vezzani), Bancaria Editrice, Roma, 2012.
- *Il rapporto banca-impresa: superare antichi problemi e affrontare nuove sfide* (with A. Ferrari), in "Bancaria", n. 5, 2012.
- *Corporate and Investment Banking in Italy*, in S. Cosma e E. Gualandri (eds), "The Italian Banking System", Palgrave MacMillan, Houndmills, Basingstoke, 2012.
- *Il rapporto tra banca e impresa. Criticità e profili organizzativi* (with B. Rossignoli), in C. Bioni, E. Gualandri, A. Landi e G. Lusignani (eds), "Lo stato della finanza. Saggi in onore di Marco Onado", Il Mulino, Bologna, 2014.

Feb. 6, 2018

Cesari Bion

# Prof. Cesare Bioni

## List of Administrative, Managerial and Control Offices currently held

- No administrative, managerial and control Offices held in any Italian or foreign companies.

Date *6.2.2018* .....

Signature *Cesare Bioni* .....



**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned **Martha Dagmar Boeckefeld** (fiscal code BCKMTH65P42Z112W) born in Lünen (Germany) on 2<sup>nd</sup> September 1965, resident in Walchwil, ZG (Switzerland), German nationality, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

*"SEE CV"*  
[indicate the activities carried out, the company where such activities took place and the time period]

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

[indicate the Firm and the time period]

- c)  University teachings in the fields of Economy or Law:

[indicate the subject taught, the University and the time period]

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

[indicate the role, the public body and the time period]

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance

Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

STATE THAT

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called “profile form” and in the list of the offices held in other companies herewith attached.

Date, 7/2/2018 Signed Adriano Bodecyfled

Annexes:

- Curriculum vitae
- List of offices held in other companies
- Profile form

**INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)**

UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.

Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.

UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)





## Martha Dagmar Boeckenfeld

DIRECTOR

### Main posts held

- ♦ Member of the Board of Directors

### Other posts currently held

Born in Lünen (Germany) on September 2nd 1965

#### EDUCATION

First State Examination, University Muenster, Germany and Lausanne, Switzerland

Doctorate (Dr. Jur.), PhD, Muenster, Germany

Second State Examination (Assessor), Muenster, Germany

Chief Executive Officer of DFG - Deutsche Fondsgesellschaft Invest S.E.

Since 22nd December 2016 **MEMBER OF THE BOARD OF DIRECTORS** of the following Generali (Switzerland) Holding Ltd. companies: Generali Personenversicherungen AG, Generali General Insurance Ltd., Fortuna Rechtsschutz-Versicherungs-Gesellschaft AG, Fortuna Investment AG

Since June 2016 **CHAIRMAN OF THE SUPERVISORY BOARD** of Scope Corporation AG, Germany; Scope Ratings AG, Germany

### Posts previously held

06/2007 — 06/2016 **CHIEF FINANCIAL OFFICER (CFO)** (10/2010 — 06/2016)

**MANAGING DIRECTOR** (06/2007-09/2010);

**Member of the Executive Board of BHF Kleinwort Benson Group**

BHF Kleinwort Benson Group, Financial Services, Brussels, Belgium and Zurich, Switzerland. Chairman of the Risk and Audit Committee BHF-Bank, Board Member of the Supervisory Board of BHF-Bank, Germany and Board member of Kleinwort Benson

04/2014 — 06/2016 **CHIEF EXECUTIVE OFFICER (CEO), Member of the Executive Board of Kleinwort Benson**

09/1997 — 03/2007 **Various Executive Roles at Winterthur Group, AXA**

01/2004 — 12/2006 **HEAD** of Group Reinsurance Non-Life (05/2005 to 12/2006) and Closed Portfolio Management (01/2004 to 12/2006), Member of the Executive Board of Winterthur Group (since 05/2006)

**HEAD INTEGRATION** (06/2006 — 03/2007) Winterthur Group/AXA AXA/WINTERTHUR (in addition to the positions held in the period stated below); WINTERTHUR Group (WGR), Insurance, Hong Kong, China and Winterthur, Switzerland

03/2002 — 12/2003 **HEAD OF CFO SERVICES/Transaction Management** Winterthur, Switzerland

09/2000 — 02/2002 **REGIONAL CFO, Member of the Regional Executive Board** Winterthur Asia Pacific Division, Hong Kong

09/1997 — 08/2000 **REGIONAL LEGAL COUNSEL AND CORPORATE SECRETARY, Member of the Regional Executive Board** Winterthur Asia Pacific Division, Hong Kong

*Martha Boeckenfeld*

*7/12/2018*



# Mrs. Martha Dagmar Böckenfeld

## List of Administrative, Managerial and Control Offices currently held

- Chairman of the Supervisory Board of:
  - Scope Corporation AG, Germany;
  - Scope Ratings AG, Germany.
- Non-Executive Member of the Board of Directors of the following Generali (Switzerland) Holding Ltd. companies:
  - Generali Personenversicherungen AG
  - Generali General Insurance Ltd.
  - Fortuna Rechtsschutz-Versicherungs-Gesellschaft AG
  - Fortuna Investment AG
- Chief Executive Officer of DFG – Deutsche Fondsgesellschaft Invest S.E. \*  
*\* Within 1<sup>st</sup> April 2018, I will resign from the executive position in “DFG – Deutsche Fondsgesellschaft Invest S.E” and become NE*

Date ..... 7/2/2018

signature *Martha Böckenfeld*

**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Isabelle de Wismes (fiscal code **5443891848**) born in **Alençon - France** (date) **14/02/1958**, resident in (city) **London**, nationality **French**, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

**Partner at Capital Group – since 2014**

[indicate the activities carried out, the company where such activities took place and the time period]

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

**Asset management – since 1993**

[indicate the Firm and the time period]

- c)  University teachings in the fields of Economy or Law:

[indicate the subject taught, the University and the time period]

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

[indicate the role, the public body and the time period]



With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance Code for listed companies"), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

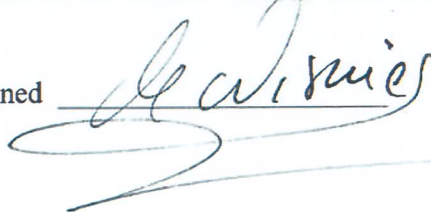
- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called "profile form" and in the list of the offices held in other companies herewith attached.

Date, 6/02/2018

Signed



**INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)**

UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as "Data controller", that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.

Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu website](http://www.unicreditgroup.eu), as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.

UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)



# ISABELLE DE WISMES

## NON-EXECUTIVE DIRECTOR

**Delivered First-Quartile Long-Term Investment Performance on a +Multibillion-Dollar Base  
Helped Foster Company Growth from Less Than \$500B to >\$1T in Assets under Management**

**Career Overview:** Achieved best-in-company investment returns for 8 straight years while orchestrating 4 global investment portfolios and driving superior results in down markets. Instrumental in realizing minimal to zero exposure to European and Emerging Market financial companies prior to the Great Recession and signaling counterparty risks for capital operations.

Helpful Experience in investments within banking, technology, pharmaceutical, and consumer discretionary industries within industry knowledge spanning Europe, the US, Latin America, and Asia. Engaged with Chairman & board members of major corporations while designing portfolio strategies, positioning, and corporate governance to ensure financial performance and shareholder value.

**Leadership Profile:** Strategic independent thinker and calm decision-maker who contributes solid analytical perspective during times of crisis. Decisive and multicultural executive who leads through collaborative, constructive, and challenge-driven discussions. Excel at engaging & presenting fund performance to board/committee members, monitoring fund exposure, and showcasing investment outlook.

**Board Experience/ Committees Experience:** Oxfam EDP | New Perspective Fund Board as a Vice President and Officer | Capital Group Shareholders Meetings | PCG Committee | London Executive Committee | CIGGI Investment Committee

**Key Skills:** Corporate Governance | Board Leadership | Capital Allocation | Portfolio Positioning | Fund Marketing | Shareholder Relationship Management | Remuneration/Incentive Frameworks | Strategy-Setting | Macro-Economic & Investment Analysis | Asset Management | Client, Investor, Board & Stakeholder Relationship Management.

**Contributed to New Perspective Fund Total Return of 774% over a Period of 20+ Years  
Mentored & Partnered with Investment Group that Generated Early Exposure to Technology  
Companies Whose Value Quadrupled**

## **FINANCE & CORPORATE GOVERNANCE EXPERIENCE**

### **Capital Group Companies | London, UK | 1993—Present Partner | 2014—Present**

Generated solid and consistent returns in long-term investments for shareholders for this firm with billions in assets under management. Lead over-financial performance and governance of portfolios in key funds and contribute to organizational, channel, and investment product offering discussions. Direct 4 global, multi-industry growth and income-oriented multibillion-dollar investment portfolios with a team of 65.

- ◆ Enhanced external research processes aligned with MIFID II regulatory requirements as working group member.
- ◆ Structured capital/asset allocation and portfolio exposure to produce long-term value. Foster interactive and collaborative investments in technology, health/pharmaceutical, and consumer goods industrial sectors.

### **Principal Investment Officer – Global Growth & Income Fund | 2016—Present**

Maximize growth and income while minimizing volatility, leading \$300M in investments. Engage and guide investment team of 3 direct and 65 indirect staff to deliver long-term results and contain expenses. Liaise with Governing Committees on fund asset allocation and investment management, including Portfolio Coordinating, Investment Policy Group, Implementation/Investment Control, and Compliance teams.

- ◆ Ensured retention of a major fund client and averted redemption of 10% of asset base through face-to-face client and stakeholder relationship management and collaboration on fund marketing.
- ◆ Showcased investment philosophy, portfolio strategy, fund monitoring process, governance, risk profile, volatility, and distribution policy with clients.



# ISABELLE DE WISMES

isabelle@dewismes.fr | Page 2 of 2

- ◆ Increased net inflows by +15% and propelled fund performance from below to above benchmark by 100 BPTs. Retained existing fund shareholders and elevated Portfolio Manager engagement.
- ◆ Improved dividend distribution framework to avoid yield overreach, recalibrating in alignment with lower equity market yields. Revamped framework based on dividends, current yield targets, fund benchmarking, and current interest rates.
- ◆ Propelled a double-digit gain in a non-US investor base through targeted marketing and commercial initiatives such as the Target Date Programme.

## Vice President & Officer – New Perspective Fund | 2015–Present

- ◆ Delivered top quartile, annual return above benchmark in investments with a team of 65.
- ◆ Monitored portfolio asset allocation in tandem with Principal Investment Officer, analyzed potential correlation risk, and contributed to marketing outside the US.
- ◆ Presented to NED board on key topics, including risk in Brazilian markets, European markets, and Italy's turnaround.
- ◆ Showcased investment philosophy, portfolio strategy, fund monitoring process, governance, risk profile, volatility, and distribution policy with clients.

## Senior Vice President & Senior Investment Analyst | 1993–2008

Achieved solid consistent results, investing up to \$8B throughout European, Latin American, and Eastern European Emerging Markets banks, European publishers, and small market capitalization companies in Spain and France. Led the Banking Cluster team of 8 Financial Investment Analysts. Engaged with senior management on executive pay recommendations and with financial regulators on market structure insights.

- ◆ Reduced exposure and guided investment group to major underweight position in European & Emerging Markets banks prior to MSCI weight of European financials falling from 30% to 15% over a 3-year period during banking liquidity crisis.
  - ◆ Realized underweighting of financial sector based on balance sheet analysis, leverage, and US mortgage market.
  - ◆ Assessed financing structure of fixed income markets in concert with capital fixed income peers.

**Additional Experience:** Investment Analyst – SG Warburg | Investment Analyst – Compagnie Financiere Paribas

## EXECUTIVE PROFILE

### Education:

Master's Degree in International Economics & Market Integrations | Reading University | UK  
BA in Economics & Finance | University of Colorado | US  
Baccalaureat C in Maths & Science | Sainte Marie des Invalides | FR

### Certifications:

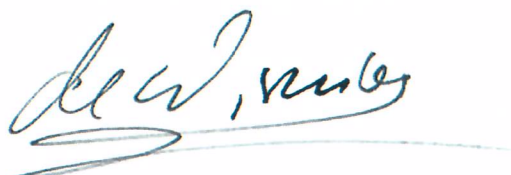
International Director Programme | INSEAD

### Languages:

Fluent in English & French

### Leadership:

Non-Executive Director | UK OXFAM Enterprise Development Programme (Chaired by Deputy Mayor of London Rajesh Agrawal)  
Member ~ London Committee & Executive Committee | Human Rights Watch



06 FEB. 2018

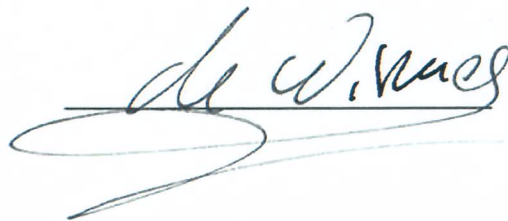
**ISABELLE de WISMES**

**LIST OF ADMINISTRATIVE, MANAGERIAL AND CONTROL OFFICES  
CURRENTLY HELD**

No administrative, managerial and control Offices held in any Italian or foreign companies.

Signature

Date Feb. 6th, 2018

A handwritten signature in black ink, appearing to read 'de Wismes', written over a horizontal line. The signature is stylized and includes a large, sweeping flourish underneath.



**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Stefano Micossi (fiscal code MCSSFN46R27A944W) born in Bologna on 27/10/1946, resident in Montalto di Castro, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

Board of Directors BNL – BNP Paribas, Cassa Deposito e Prestiti

*[indicate the activities carried out, the company where such activities took place and the time period]*

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

Bank of Italy, Assonime

*[indicate the Firm and the time period]*

- c)  University teachings in the fields of Economy or Law:

Currency – Internal Market (College of Europe, Bruges)

*[indicate the subject taught, the University and the time period]*

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

Industry General Manager - European Commission (1994 -1999)

*[indicate the role, the public body and the time period]*

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (02/02/2018)

Signed (Stefano Micossi)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

*Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.*

*UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)*



**Curriculum Vitae**  
**STEFANO MICOSSI**

e-mail: [stefano\\_micossi@assonime.it](mailto:stefano_micossi@assonime.it)



**Principal current position**

Director General, Assonime (since April 1999) [Assonime is a business association and private think tank active in corporate law, capital markets, company taxation, competition and regulatory policies, IPR], both in Italy vis-à-vis all public institutions and in Brussels vis-à-vis European institutions

**Other positions**

Member of the Board of Directors of Cassa Depositi e Prestiti (since 2015; to resign by 12 April 2018)

Member of the Board of Directors of the Centre for European Policy Studies (CEPS) in Brussels (since 2005)

Member of the Board of Directors and Executive committee of European Issuers, the European association of listed companies (since 2009)

Member of the Corporate Governance Committee of the Milan Stock Exchange (since 2011)

Member and Coordinator of the scientific committee of Confindustria, the Confederation of Italian Industry (since 2008)

Chairman of the LUISS School of European Political Economy (since 2013)

Member of the Board of Directors and Treasurer of the International Yehudi Menuhin Foundation in Brussels (since 2003);

Founding member and coordinator of EuropEos, an association of leading jurists, economists and political scientists created in 2003 to foster the European construction

Honorary Professor at the College of Europe (since 2016)

**Former positions**

Member of the Board of Directors of CIR Group (2009-2016); in 2009-13 **Chairman** of the Board

Member of the Board of BNL and later of BNL-BNP Paribas, and member of the Board Committee for audit and risk control (2005-2015)

Director General for Industry at the European Commission (1995-1998)

Director of the Economic Research Centre of Confindustria (1988-1994)

Economist (1972-78), Head of Office (1980-85), Assistant Director and then Director (1987-88) of the International Division of the **Bank of Italy's Research Department**

Chairman of the Alternates of the Monetary Committee of the European Community (1985-88)

Assistant to the executive director for Italy, IMF (1978-80)

Professor at the College of Europe, Department of Economics – courses on European monetary policy (1991-94) and Integration in the Internal Market (1999-2016)

*Stefano Micossi*



### **Publications**

Has published extensively in national and international economic journals on macro-economics, international economics and European economic and policy affairs

Has written influential Policy Briefs for CEPS and Vox-Eu, and editorial comments for Il Sole 24 Ore, La Stampa, the Financial Times, the Wall Street Journal, La Voce, Project Syndicate, and La Repubblica – Affari e Finanza

Co-author of three widely read pamphlets on the financial crisis, “Keep it simple: Policy responses to the financial crisis” (with Carmine Di Noia, Assonime and CEPS, March 2009), “Overcoming too big to fail – A regulatory framework to limit moral hazard and free riding in the financial sector” (with Jacopo Carmassi and Elisabetta Luchetti, Assonime and CEPS, March 2010), “Time to set banking regulation right” (with Jacopo Carmassi), CEPS, March 2012

### **Education**

Degree in Law, Università degli Studi di Milano (1971), with Honours

MA (1973) and MPhil (1974), Yale University Graduate School of Economics

**Born in Bologna**, October 27th, 1946

Rome, February 2018

*Stefano Micone*

# Dott. Stefano Micossi

## List of Administrative, Managerial and Control Offices currently held

- Member of the Board of Directors of Cassa Depositi e Prestiti S.p.A (\*)

*(\*) until 12<sup>th</sup> April 2018*

Data: 2<sup>nd</sup> February 2018

Firma: S. Micossi

**Stefano Micossi**

**00161 Roma**

Rome, February 6<sup>th</sup> 2018

In consideration of my candidacy to the position of Director of UniCredit SpA, I hereby declare my irrevocable commitment to immediately hand in my resignation as director of CDP in the case that, in the upcoming Shareholders Meeting of UniCredit, I should be elected as a member of the Board of Directors of the company.

Faithfully

(Stefano Micossi)



**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Maria Pierdicchi (fiscal code PRDMRA57P58I531O) born in Schio (VI) on 18/09/1957, resident in Milan, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

Chief Executive Officer S&P CMSI and Responsible for Southern Europe Standard & Poor's, 2003 – 2015;  
Senior Director of Borsa Italiana SpA – Head of Nuovo Mercato, 1998 - 2003

*[indicate the activities carried out, the company where such activities took place and the time period]*

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

*[indicate the Firm and the time period]*

- c)  University teachings in the fields of Economy or Law:

*[indicate the subject taught, the University and the time period]*

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

*[indicate the role, the public body and the time period]*

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (02/02/2018)

Signed (Maria Pierdicchi)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

*Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.*

*UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)*



## MARIA PIERDICCHI

### EDUCATION

**New York University, Stern Graduate School of Business Administration**, New York . M.B.A. Finance. With Honors, 1988.  
Visiting Scholar, PhD Program in Finance, 1986.

**Università Commerciale “L. Bocconi”, Milano**  
Economics (Laurea in Economia Politica), Summa cum Laude, 1982. Awarded 2 graduate assistantships in Banking

**In the Boardroom**, Special Program for NED offered by Linklaters and Egon Zehnder Intl. in collaboration with Valore D, 2015. Several professional courses in financial markets and leadership (INSEAD, Columbia University, S&P Global)

### PROFESSIONAL EXPERIENCE

**AUTOGRILL SPA**, global leader in catering and food & beverage, non executive Board Member, Chair of Human Resources Committee, since May 2017

**LUXOTTICA GROUP**, Independent Board Member, since April 2015.

**BANCA TEATINA**, former Nuova Cassa di Risparmio di Chieti, Controlled by UBI bank, Independent Board Member, from May 2017 to February 26 2018 following the planned merger of the bank into the parent.

**NUOVE BANCHE: MARCHE, POPOLARE DELL’ETRURIA E DEL LAZIO, CASSA DI RISPARMIO DI CHIETI, CASSA DI RISPARMIO DI FERRARA:**  
Independent Board Member, November 2015 - May 2017. Appointed by the Resolution Unit of Bank of Italy to implement the resolution and sale plan of the four ‘bridge banks’, as per Decree 180 November 22, 2015 and in line with BRRD EU Directive. In May 2017 confirmed Independent Board member by UBI following the acquisition of Nuova Banca Marche, Etruria e Lazio (and subsidiaries Banca F. del Vecchio and Cassa Risparmio di Loreto) and Carichieti until the merger in UBI completed in 2017.

**S&P GLOBAL S.r.l.**, Non executive Board Member, since April 2015/April 2018

**STANDARD & POOR’S, McGraw Hill Financial Group.** Managing Director, S&P Rating Services Italy, Head of Southern Europe, 2003 /2015.

Responsible for managing and developing S&P activities and franchise in Italy and Iberia. CEO of S&P Credit Market Services Italy Srl (ESMA recognized rating agency).

- Managed consistent growth of the rating and non rating business in the region, achieving double digit growth and building leadership positions among rating agencies. Coordinated and managed two teams of approximately 70 professionals based in Milan and Madrid, supporting the expansion of the rating business in all practices and the introduction and development of other activities in the area of investment services (indexes, fixed income data and solutions, risk solutions, equity research etc). Responsible for strategic plans for the



- region in coordination with all the business units and their execution through team work combining regional capabilities with product expertise and local client knowledge.
- Responsible for the overall S&P franchise, establishing senior relationships with market participants and leading communication plans and outreach programs with investors, regulators, policy makers and key stakeholders, domestically and at European level. Achieved consistent recognition for S&P as the leader rating agency through surveys conducted with issuers, investors and annual media mapping. Key spoke person for the region.
  - Conducted specific outreach programs and task forces following the financial markets crisis to protect the reputation and engage in leadership actions to improve the integrity and transparency of S&P activity. Led public affairs programs to monitor implementation of specific regulations affecting S&P role in the financial markets and established long term dialogue with all major stakeholders, networks and business associations.

**BORSA ITALIANA SPA, Milano 1998 - 2003**

Senior Director, Head of Nuovo Mercato

Designed, launched and developed the equity markets for high growth companies in coordination with other major European exchanges. Nuovo Mercato became in few months the second high growth European market for capitalization and market volumes, with 45 listings of mostly IT companies in two years and a strong domestic and international recognition among issuers, investors and intermediaries. Designed and managed research effort and marketing campaigns to identify candidates for listings and to promote the market to institutional investors. Managed the introduction of the road show concept in Borsa Italiana, a model which became a standard for the promotion of Italian equity markets, together with other innovative ways to aggregate interests around Italian financial markets. Managed outreach programs in the Us, Israel, UK also in association with Italian diplomatic delegations, local investors and analyst associations. Managed all communications activities on the market and other SMEs related projects for Borsa Italiana. Advised international development banks on how to set up and develop equity markets for SMEs. Participated to international programs with stock exchanges and market participants to develop new platforms and common initiatives to improve the primary and secondary markets.

**PREMAFIN SPA, Milano 1991-1998**

Director of strategy, planning and control. Managed investments in industrial companies controlled by the holding in the area of construction, motorways and insurance. Monitored financial performance and implemented plans for recommendations to shareholders. Member of the Board of Autostrade Torino-Milano. Conducted restructuring, M&A, debt renegotiations and other activities to streamline the business and ensure execution of strategic plans of the subs. Set up and managed the Investor relation function for the Group and some of its listed subs, including all relationships with international investors.

**CITIBANK N.A., Milano, 1988-1991**

Resident Vice President, Senior Financial Analyst.

Conducted M&A activity and financial strategic analysis for the corporate clients of the bank, including origination and execution in corporate finance products and services. Developed strategic target market for Citibank in Italy and related segmentation of products and services offered.

**THE WORLD BANK, Washington D.C., 1985-1986**

Consultant on debt rescheduling packages for Latin America countries.

**UNIVERSITA' COMMERCIALE L. BOCCONI, Milano 1981-1985**

Research Assistant in banking and international Financial intermediaries. Assistant Professor of international banking for the University and SDA Business School.

Published several articles and essays on financial innovation and international banking topics.

#### AWARDS & RECOGNITIONS

Marisa Bellisario Award for Women in Finance, 2001

International Leadership Award by The McGraw Hill Companies /Standard & Poor's, 2004

Career Award. Sponsored by Italian Minister for Equal Opportunities, 2001.

International Corporate Finance Award for best global transactions, Citibank, New York, 1991

#### OTHER

- Member of the Board, NED Community, since 2017
- Member of the Board and Vice Chairman of the Italian American Chamber of Commerce, 2009 - 2015
- Founding member and member of the Executive Board of Valore D, association for the promotion of women leadership in Italian corporations comprising 150 major corporations (2009 - 2015)
- Member of the Board of Collegio San Carlo, since 2011
- Member of the Bocconi Alumni Association Advisory Board 2011 - 2015
- Member of the Scientific Committee of Collegio Internazionale Ca' Foscari, since 2014
- Member of the Advisory Board, Accenture Foundation (2007/2012)

Published several articles on financial topics in Italian and English.

Teaching activity conducted for several Italian universities. Runner with significant track record in half and full marathons.

Married, one child. Italian citizen. Fluent in English, working knowledge of French and Spanish

*Mario Perduci*

02 FEB. 2018



**PRESENT APPOINTMENTS**

As on February 2, 2018

**AUTOGRILL SPA.** Non Executive Board Member ; Chair of Human Resource Committee, since May 2017

**LUXOTTICA GROUP,** Non Executive Board Member, since April 2015

**BANCA TEATINA** (former Nuova Cassa di Risparmio di Chieti, subsidiary of UBI Bank), Non executive Board member, from May 2017 till February 26, 2018, when the Bank will be effectively merged into its Parent.

**S&P Global srl,** Non executive Board Member, from April 2015 till April 2018

*Massimo Rendell*



**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Andrea Sironi (fiscal code SRNNDR64E13F205P) born in Milan on (date) 13/05/1964, resident in (city) Milan, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

Independent Director, Chairman Internal Control & Risk Committee, Banco Popolare scarl, 2008-2013; Vice Chairman, Banca Aletti, 2009-2012; Chairman, Borsa Italiana, 2015-2018; Independent Director, London Stock Exchange Group, 2016-2018; Independent Director, Cassa Depositi e Prestiti, 2017-2018.

\_\_\_\_\_  
*[indicate the activities carried out, the company where such activities took place and the time period]*

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

\_\_\_\_\_  
*[indicate the Firm and the time period]*

- c)  University teachings in the fields of Economy or Law:

Economics of Financial Intermediaries ("Economia degli intermediari finanziari"), Bocconi University, 1990- 2017

\_\_\_\_\_  
*[indicate the subject taught, the University and the time period]*

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

\_\_\_\_\_  
*[indicate the role, the public body and the time period]*



With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (6/02/2018)      Signed (Andrea Sironi)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

*Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.*

*UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)*

## **ANDREA SIRONI**

Andrea Sironi is Professor of Banking and Finance at Bocconi University in Milan, where he has been Rector from 2012 to 2016. Since January 2016, he is Chairman of Borsa Italiana SpA and, since October 2016, a member of the Board of Directors of the London Stock Exchange Group. He is currently also a member of the Board of Directors of Cassa Depositi e Prestiti SpA.



Professor Sironi has been Chairman of CEMS – The Global Alliance in Management Education - from 2014 to 2016. He has held visiting positions at the Research and Statistics Division of the Federal Reserve Board of Governors in Washington, at the Salomon Brothers Center, Stern School of Business (NYU), New York, and at Sciences Po, Paris. At the beginning of his career, he has been a financial analyst at The Chase Manhattan Bank in London.

Professor Sironi research interests include Financial Risk Management and International Banking Supervision. He has published and edited many books and papers in international refereed journals on these subjects. Professor Sironi has also served as a consultant and board member for a number of major national and international financial institutions.

Professor Sironi is currently a member of the Board of Directors of Foundation Javotte Bocconi, of ISPI (Italian Institute for International Politics), and of EASL International Liver Foundation (Geneva). He is also a member of the International Advisory Council of Stockholm School of Economics, of the International Advisory Board of Nova School of Business and Economics (Lisbon), and of the Advisory Board of Cometa, a non profit organization assisting children in need.

A handwritten signature in blue ink that reads "Andrea Sironi". The signature is fluid and cursive, with a large initial 'A'.

06 FEB. 2018



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# Prof. Andrea Sironi

## List of offices currently held

- Chairman of Borsa Italiana S.p.A.
- Member of the Board of Directors of the London Stock Exchange group – UK
- Member of the Board of Directors of Cassa Depositi e Prestiti (\*)
- Independent Director of Cogentech SCaRL

*(\*) Until April 12<sup>th</sup> 2018*

Date: February 6<sup>th</sup> 2018

Signature (Andrea Sironi)

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Dr. Claudio Costamagna  
Chairman  
Cassa Depositi e Prestiti SpA

Dear Chairman,

as consequence of my candidacy to the post of Director of UniCredit SpA, with this letter I hand in my resignation as director of Cassa Depositi e Prestiti effective from April 12<sup>th</sup> 2018, however subordinating its effectiveness to my nomination as member of the Board of Directors of UniCredit which will be submitted to the next Shareholders Meeting of UniCredit of April 12<sup>th</sup> 2018.

Milan, February 7<sup>th</sup> 2018

Faithfully,

(Andrea Sironi)

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**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Alexander Wolfgring (fiscal code WLFLND62P17Z102S) born in Vienna (Austria) on 17/09/1962, resident in Vienna (Austria), , Austrian nationality, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

BANK AUSTRIA 1987-2005 (+see CV)

[indicate the activities carried out, the company where such activities took place and the time period]

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

BANK AUSTRIA 1987-2005, e.g. 1984-2005 Head of Risk Management (+see CV)

[indicate the Firm and the time period]

- c)  University teachings in the fields of Economy or Law:

[indicate the subject taught, the University and the time period]

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

[indicate the role, the public body and the time period]

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance



Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

STATE THAT

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called “profile form” and in the list of the offices held in other companies herewith attached.

Date, 5<sup>th</sup> Feb 2018

Signed 

**INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)**

UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.

Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.

UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)



## Alexander Wolfgring

DIRECTOR

### Main posts held

- Member of the Board of Directors
- Member of the Remuneration Committee
- Chairman of the Internal Controls & Risks Committee

### Other posts currently held

- Member of the Board of Directors (Executive Director), Privatstiftung zur Verwaltung von Anteilsrechten, Vienna
- Member of the Board of Directors, AVZ GmbH, Vienna
- Member of the Supervisory Board, Österreichisches Verkehrsbüro AG, Vienna
- Chairman of the Supervisory Board, Verkehrsbüro Touristik GmbH, Vienna
- Member of the Board of Directors, AVB Holding GmbH, Vienna
- Member of the Board of Directors, API Besitz GmbH, Vienna
- Member of the Board of Directors, Mischek Privatstiftung, Vienna

Born in Vienna (Austria) on September 17th 1962

### EDUCATION

Degree in Economics and Business Administration - Vienna University of Economic and Business

### OTHER INFORMATION

Various publications, e.g. "Risikomanagement für Finanz- und Kapitalmärkte", Wien 2008  
Consultant  
Various lectures in the field of risk management

### Posts previously held

- |             |   |
|-------------|---|
| 2011 - 2013 | SBV Social Business GmbH, Vienna, Member of the Board of Directors  |
| 2005 - 2011 | AV-Z Kapitalgesellschaft GmbH, Grünwald, Member of the Board of Directors   |
| 2006 - 2009 | AV-Z Holding S.p.A., Milan, CEO (Presidente del Consiglio di Gestione)  |
| 2005 - 2006 | HVB Bank Slovakia a.s., Bratislava, Member of the Board of Directors  |
| 1994 - 2005 | Bank Austria, Vienna, Head of Risk Management<br>Member of Risk Committee<br>Member of Asset Liability Committee                  |
| 1987 - 1994 | Zentralsparkasse, Vienna (Savings bank of the City of Vienna)<br>Various Management positions<br>Planning Department, deputy head |

05 FEB. 2018



# Mr. Alexander Wolfgring

## List of Administrative, Managerial and Control Offices currently held

- Member of the Board of Directors (Executive Director) of Privatstiftung zur Verwaltung von Anteilsrechten
- Member of the Board of Directors of AVZ GmbH
- Member of the Supervisory Board of Österreichisches Verkehrsbüro AG
- Chairman of the Supervisory Board of Verkehrsbüro Touristik GmbH

Date: 5<sup>th</sup> Feb. 2018

Signature: .....





**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Elena Emilia Teresa Zambon (fiscal code ZMBLML64R55L840Z) born in Vicenza, on 15/10/1964, resident in Milan, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

long-time experience as an entrepreneur, Director and Chairman of the Board of Directors of multinational pharmaceutical company Zambon S.p.A., as well as Director and Deputy Chairman of the chemical company Zach System S.p.A.

*[indicate the activities carried out, the company where such activities took place and the time period]*

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

*[indicate the Firm and the time period]*

- c)  University teachings in the fields of Economy or Law:

*[indicate the subject taught, the University and the time period]*

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

*[indicate the role, the public body and the time period]*

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,

**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (06/02/2018)

Signed (Elena Zambon)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

*Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.*

*UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)*





Born in Vicenza (Italy) on October 15th 1964

**EDUCATION**

Bachelor Degree in Business Administration at the University Bocconi in Milan

**OTHER INFORMATION**

"Cavaliere del Lavoro" (Italian decoration awarded for service to industry)  
Award "Imprenditore Olivettiano 2010"  
Award "Marisa Bellisario 2010"

## Elena Zambon

DIRECTOR

### Main posts held

- Member of the Board of Directors
- Member of the Corporate Governance, Nomination and Sustainability Committee

### Other posts currently held

#### Zambon Group

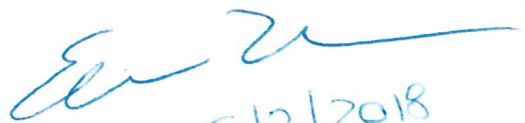
- GEFIM S.p.A. - Vice President
- ENAZ S.r.l. - President
- IAVA S.r.l. - Board of Directors Member
- ITAZ S.r.l. - Board of Directors Member
- TANO S.r.l. - Board of Directors Member
- CLEOPS S.r.l. - Board of Directors Member
- Zambon Company S.p.A. - Board of Directors Member
- Zambon S.p.A. - President
- Zach Systems S.p.A. - Vice President
- Zeta Cube S.r.l. - Board of Directors Member
- ANGAMA S.r.l. - Board of Directors Member
- Fondazione Zoè (Zambon Open Education) - President

#### Offices extra Zambon Group

- Aidaf - President
- FRN - Family Business Network - Board of Directors Member
- Istituto Italiano di Tecnologia (IIT) - Board of Directors Member
- Aspen Institute Italia - Vice President
- Ferrari N.V. - Board of Directors Member
- ASSOLOMBARDA - Board of Directors Member

### Posts previously held

- Zambon Italia S.r.l. - Board of Directors Member
- Zambon Immobiliare S.p.A. - Board of Directors Member
- Fondo Strategico Italiano - Board of Directors Member
- Italcementi S.p.A. - Board of Directors Member
- Fondazione Golinelli - Board of Directors Member
- Fondazione Invernizzi - Board of Directors Member
- Secofind SIM S.p.A. - President
- ZETA4 S.r.l. - Vice President
- Akros Finanziaria - Board of Directors Member
- Salvagnini S.p.A. - Board of Directors Member
- From 1989 to 1994 worked in Citibank

  
6/2/2018



# Mrs. Elena Emilia Teresa Zambon

## List of Administrative, Managerial and Control Offices currently held

- Zambon Group
  - GEFIM S.p.A. - Vice President
  - ENAZ S.r.l. - President
  - IAVA S.r.l. - Board of Directors Member
  - ITAZ S.r.l. - Board of Directors Member
  - TANO S.r.l. - Board of Directors Member
  - CLEOPS S.r.l. - Board of Directors Member
  - Zambon Company S.p.A. - Board of Directors Member
  - Zambon S.p.A. - President
  - Zach Systems S.p.A. - Vice President
  - Zeta Cube S.r.l. - Board of Directors Member
  - ANGAMA S.r.l. - Board of Directors Member
  
- Offices extra Zambon Group
  - Ferrari N.V. - Board of Directors Member

Date... 6/2/2018

Signature..... 

**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Elisabetta Pizzini (fiscal code PZZLBT59A62L219X) born in Torino on (date) 22/01/1959, resident in (city) Milano, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-quinquies of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies: GE Capital  
"SEE CV"

[indicate the activities carried out, the company where such activities took place and the time period]

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

[indicate the Firm and the time period]

- c)  University teachings in the fields of Economy or Law:

[indicate the subject taught, the University and the time period]

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

[indicate the role, the public body and the time period]

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance Code for listed companies"), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,



STATE THAT

XX I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies

I DO NOT meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies

XX I meet the independence requirements envisaged by Sec. 148(3), of the TUF

I DO NOT meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;

- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the so-called "profile form" and in the list of the offices held in other companies herewith attached.

Date, 06/02/2018

Signed 

**INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)**

UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as "Data controller", that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.

Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.

UniCredit S.p.A. also informs you that you may exercise your rights, such as to obtain the erasure, updating, rectification or integration of your data as well as to object, on legitimate grounds, to their processing. For any explanation or support, please contact: [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu)



Name: **Elisabetta Pizzini**

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## PROFILE

Senior executive with over twenty-five years of experience in growing income by in a complex cross countries environment in the insurance industry. Energetic, keen and inclusive leader with proven ability in execution, working in matrix organisations and building strong relationships at senior level. Passionate about developing innovative approaches in servicing internal and external customers.

## CAREER DEVELOPMENT

**The Floop – Technology/Telematics - Business Development Director**

**November 2013 – present**

Responsible for income generation across 4 countries in EMEA. Leading the effort of business development as well managing the established clients in the selected geography – Italy, Ireland, Spain & Portugal.

**GE Capital: Global Insurance and Analytics COE – EMEA Regional Director**

**February 2005 – April 2013**

Responsible for insurance income generation across 17 countries in EMEA, Thailand and India. Leading the broad relationship management with country business at Senior Leadership Team level. Designed and implemented a global strategy. Managed relationships with primary insurance counterpart across all EMEA countries, using RFP, some of which involving a 5 years deal with more than a \$ 1 bio premium. Managed overall insurance P&L across all countries with cross functional oversight over all aspects (sales & marketing, operation( full SLA in place with all main provider with monthly dashboard and scorecard (penalty linked) , finance ( local reporting and US GAAP reporting, including commission, profit share, reserve both for external provider as well as the 2 captives companies based in Gibraltar , compliance (including GE product code, product value & distribution channel versus local and GE requirements ) reporting to VP Global Insurance & Analytics.

### Key accomplishments:

- Grew insurance income by 30% year over year, partnering with local senior leadership team to identify key insurance growth initiatives, agree action plans, ensure execution and maintain compliance standards. Led countries to implement multichannel/multi product approach and closely manage SFE. Total income generated over \$580 million per year in the area of responsibility.
- Developed and implemented new strategy to service clients that will result in additional 20% increase in regional insurance income. Launched an average of 25 new product per year in the last 5 years, including Bill Protector, Living expenses, medex, cash hospital expenses, PA, across all countries. In the last year K-man product in Italy and designed process for France, Germany, Poland and Czech secondary product in SME. Developed vertical broker model proposition for Italy and referral broker model for Germany: All supported by local market research and lean start up approach.
- Maximised income for equipment leasing businesses across the four big platform of EMEA (Italy, France, UK and Germany), increasing business ROI by 15-20bps: introduced an all risk asset damage protection program in Italy and Germany;.
- Ensured full compliance of existing insurance programs with a fast changing regulatory environment, working with legal advisors and insurance partners to develop appropriate specific structures to support agreed growth strategies (from insurance captive branch set up to agency agreement or mediation positioning).
- Restructured and renegotiated deals with primary insurers and/or brokers across several countries driving significant financial and service improvements
- Created and led insurance specific talent development programs increasing insurance role appeals driving a 50% increase in “top talents” moving to insurance role and in retention of key talents.

**GE Frankona AG – Global Life & Health Reinsurer (now Swiss Re)**

**April 1995 – Jan 2005**

Roles held: Country Leader for Italy (Jan 02–Jan 05), Sales & Marketing Leader for Italy (Jan 97–Dec 01), Team member of the PRO project with McKinsey (Jan 96–Dec 96), Account Manager (April 95–Dec 99)

Sales and profit growth accountability in a \$200MM Reinsurance Premium business. Key accomplishment:

- Successfully develop profitable business in the Italian market creating a team of strong international professionals
- Launched set of completely new product for Italian market (MME, LTC), using innovative channel
- Develop X-sell opportunities with other GE business
- Created unique company positioning in the Italian market via marketing events (One day MBA, Smorgasbord, GE day)

**PASCON SPA – Insurance & Reinsurance Broker**

**September 1983 – March 1995**

Roles held: Sales & Marketing leader for Italy (Jan 90–March 95), Key Account Director (Sept 87–Dec89), Branch Manager (Sept 85 – Aug 87), Account Manager (Sept 83 – Sept 85)

## BOARD POSITIONS

Junior Achievement – Board Member part of Strategic Committee

2003 – present

International School of Turing – Board Member

1994 - 2000

## EDUCATION

1983

**Columbia University** – Risk management program.

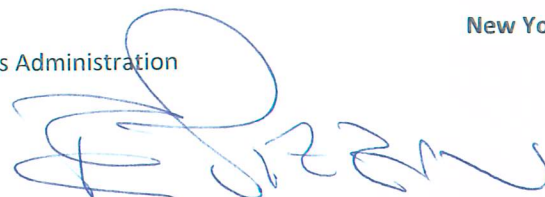
**New York**

1977-1983

**Università degli Studi di Torino** - Degree in Business Administration

## LANGUAGES

**Italian** – Native; **English and French** – Fluent.



06/02/2018

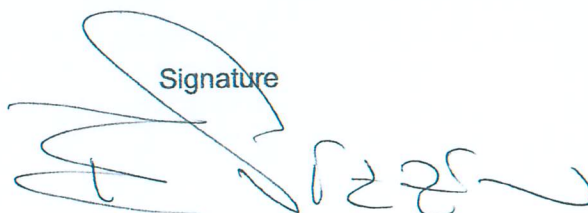
**LIST OF ADMINISTRATIVE, MANAGERIAL AND CONTROL OFFICES CURRENTLY HELD**

No administrative, managerial and control Offices held in any Italian or foreign companies.

Date

06/02/2018

Signature

A handwritten signature in black ink, consisting of several stylized, overlapping loops and lines.



**STATEMENT OF CANDIDACY AND DECLARATION ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS MEETING THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO OF A REGULATORY NATURE**

I, the undersigned Giuseppe Cannizzaro (fiscal code CNNGPP57A21H501B) born in Rome on (date) 21/01/1957, resident in (city) Rome, nationality Italian, in relation to the appointment to the office of Director of UniCredit S.p.A., under my own responsibility:

**STATE THAT**

I stand for election / I irrevocably accept my candidacy as member of the Board of Directors of UniCredit S.p.A. and I accept my possible appointment as Director.

In view of the provisions, *inter alia*, contained in: Sections 2382 and 2387 of the Italian Civil Code, Section 26 of the Legislative Decree no. 385 dated September 1, 1993, Section 147-*quinquies* of the Legislative Decree no. 58 dated February 24, 1998 (the "TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000,

**CERTIFY THAT**

there are no reasons for my ineligibility, forfeiture or incompatibility and that I meet the requirements provided for by current regulations and other provisions, as well as by the Articles of Association of UniCredit S.p.A., for the appointment as Director.

**DECLARE**

that I possess the experience requirements referred to in Section 1 of the Ministerial Decree 161, in particular having matured a total experience of minimum three years in one or more of the following activities:

- a)  administrative or control activities, or management duties in other companies:

\_\_\_\_\_ [indicate the activities carried out, the company where such activities took place and the time period]

- b)  professional activities in in fields of credit, finance, securities, insurance or anyway functional to the activities of the bank:

See CV \_\_\_\_\_

[indicate the Firm and the time period]

- c)  University teachings in the fields of Economy or Law:

See CV \_\_\_\_\_

[indicate the subject taught, the University and the time period]

- d)  administrative or managerial functions in public bodies related with the credit, finance, securities or insurance sectors, otherwise in public bodies that do not have relevance with the aforementioned sectors provided that the tasks pertained the management of economic-financial resources.

See CV \_\_\_\_\_

[indicate the role, the public body and the time period]

With reference to Clause 20 of the UniCredit Articles of Association, to Sec. 3 of the Corporate Governance Code approved by the Corporate Governance Committee ("Corporate Governance Code for listed companies"), as well as to Sec.s 147-ter, sub-sec. 4, and 148, sub-sec. 3, of the TUF,



**STATE THAT**

- I meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I **DO NOT** meet the independence requirements envisaged by Clause 20 of the UniCredit Articles of Association and Sec. 3 of the Corporate Governance Code for listed companies
- I meet the independence requirements envisaged by Sec. 148(3), of the TUF
- I **DO NOT** meet the independence requirements envisaged by Sec. 148(3), of the TUF

I, the undersigned, also:

- **UNDERTAKE** to promptly inform UniCredit S.p.A. of any changes in the above mentioned circumstances and, on request by the Company, to produce any documentation suitable to confirm the truthfulness of the facts declared;
- having taken notice of the advice given according to Section 13 of the Legislative Decree no. 196 dated June 30, 2003 reported below, **AUTHORIZE** the publication of the aforesaid information and of that concerning the personal and professional characteristics mentioned in my *curriculum vitae*, in the list of the offices held in other companies and in the so-called “profile form” herewith attached.

Date, (6/02/2018)      Signed (Giuseppe Cannizzaro)

***INFORMATION (pursuant to Section 13 of Legislative Decree no. 196/2003)***

*UniCredit S.p.A., with Registered Office and Head Office in Milan, Piazza Gae Aulenti, 3 (Tower A) informs you, as “Data controller”, that the personal data provided will be handled in accordance with the provisions of the Legislative Decree no. 196/2003 for the assessment of the meeting of the requirements necessary for the appointment to the office of Director of UniCredit S.p.A. both by means of IT tools and, in case of need, with the competent Offices in order to verify their truthfulness. Such processing does not require your consent.*

*Moreover, with your consent, UniCredit S.p.A. will publish your data on the [www.unicreditgroup.eu](http://www.unicreditgroup.eu) website, as well as the information on your personal and professional characteristics contained in your curriculum vitae, in the profile form and in the list of the offices held in other companies attached to this statement.*

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## Giuseppe Cannizzaro – Profile



Of Counsel

Corporate/M&A

Rome

+39 06 478751

gcannizzaro@gop.it

Giuseppe Cannizzaro holds a Law degree from the University La Sapienza of Rome and He participated in the postgraduate course in Company Law and Titles held by Northwestern University, School of Law, Chicago.

Between 1983 and 2001 Giuseppe worked for CONSOB as Head of the Legal Department and afterwards as Head of the Issuer's Division. From 2004 to 2007 he was Vice Managing Director, General Counsel and Head of the Legal and Corporate Affairs Department of Capitalia Group. He was Head of the Technical Financial Committee of the ABI and a member of the Coordination Committee of the MiFID Project promoted by the ABI. He has been Chairman of the Organismo di Vigilanza ex D. Lgs. 231 of Cassa Depositi e Prestiti. He has been General Counsel and Head of Legal and Corporate Department of Poste Italiane Group. He is Chairman of the Organismo di Vigilanza ex D. Lgs.231 of Open Fiber S.p.A.

He has sat on several Boards of Directors, among which: Mediocredito Centrale S.p.A. (of which he was also a member of the Executive Committee), Associazione Conciliatore Bancario, SNAI S.p.A., Sator S.p.A. (financial group that he founded in 2007 with other managers), Sator Immobiliare SGR S.p.A., Extrabanca S.p.A.. He was a member of the Commission in charge of preparing the delegation law for the reform of Corporate Law established by the Ministry of Justice. He was a member of the Borsa Italiana S.p.A. working group in charge of reviewing Corporate Governance Code of listed companies.

Giuseppe participated in the drafting of the "Testo Unico della Finanza e dei relativi Regolamenti attuati" as well as in the general principles of the corporate law reform.

He is Professor of Commercial Law at the International Telematic University UNINETTUNO; he has also taught corporate and financial matters at La Sapienza University, LUISS Guido Carli University, Borsa Italiana Stock Exchange, Guardia di Finanza e dei Carabinieri. He has participated as a speaker at various conferences. He is the author of several articles on financial market matter published in legal journals. He also commented, on the T.U.F. Commentary, the legislative provisions concerning investment solicitation and the public tender offer matter published in the Commentary at the T.U.F..

He is a member of the Italian Bar.

He speaks Italian and English.


6.2.2018

# **Avv. Giuseppe Cannizzaro**

## **List of Administrative, Managerial and Control Offices currently held**

- No administrative, managerial and control Offices held in any Italian or foreign companies.

Date : 6<sup>th</sup> February 2018

Signature:  




# Lista 1 - Competenze dei candidati

## List 1 - Candidates competencies

	Int.exp	Banking Governance	Banking Business	Legal & Regulatory	Strategic Planning	Risk & Control	Accounting & Audit	Financial Intl. Markets	Sustainab.
Fabrizio Saccomanni	1	1	1	0	0	1	0	1	0
Jean Pierre Mustier	1	1	1	1	1	1	1	1	1
Mohamed Al Mehairi	1	0	1	0	1	0	0	1	0
Lamberto Andreotti	1	0	0	0	1	0	0	1	1
Sergio Balbinot	1	0	0	1	1	1	1	1	0
Cesare Bioni	0	1	1	1	0	1	1	1	0
Marta Boeckenfeld	1	1	1	1	1	1	1	1	0
Isabelle de Wismes	1	0	1	0	1	1	1	1	0
Stefano Micossi	1	1	1	1	0	1	1	0	0
Maria Pierdicchi	1	1	0	1	1	1	1	1	1
Andrea Sironi	1	1	1	1	0	1	1	1	0
Alexander Wolfgring	1	1	1	1	0	1	1	1	0
Elena Zambon	1	0	0	0	1	0	0	1	1
Elisabetta Pizzini	1	0	1	0	0	0	0	1	0
Giuseppe Cannizzaro	0	1	1	1	0	0	0	1	0
	13	9	11	9	8	10	9	14	4