

One Bank, One UniCredit.

List no. 1

Publication of the documents concerning the list

2019

Ordinary and Extraordinary Shareholders' Meeting

List 1

The list is filed by:

Allianz Finance II Luxembourg S.à.r.l.

The share capital percentage of the shareholder, for the purpose of filing the list, amounts to around 0.997% of the share capital corresponding to no. 22,240,131 ordinary shares with voting rights at the Ordinary Shareholders' Meeting

Candidates as permanent Statutory Auditor of UniCredit S.p.A.	
Number/ Surname and Name	
1	BONISSONI Angelo Rocco
2	NAVARRA Benedetta
3	PAOLUCCI Guido
Candidates as substitute Statutory Auditor of UniCredit S.p.A.	
Number/ Surname and Name	
1	PAGANI Raffaella
2	MANES Paola

NOTES FOR FILING

Munich, 18th March 2019

To
UniCredit S.p.A.
Piazza Gae Aulenti, 3 (Tower A)
20154 MILANO
Via certified e-mail: corporate.law@pec.unicredit.eu

To the attention of the Group Corporate Affairs

FILING OF THE LIST OF CANDIDATES TO THE POST OF STATUTORY AUDITORS OF UNICREDIT S.P.A.

With reference to the UniCredit Shareholders' Meeting convened on 11th April 2019, in a single call, to decide, *inter alia*, on the following item on the Agenda:

3. *Appointment of the Board of Statutory Auditors and of the substitute Statutory Auditors*

the undersigned Allianz SE, in the name and on behalf of the shareholder Allianz Finance II Luxembourg S.à.r.l., with registered office in 14, Boulevard F.D. Roosevelt - L 2450 Luxembourg, registered with the *Registre de Commerce et des Sociétés* of the Granduchy of Luxembourg under n. B128975, holder of no. 22,240,131 UniCredit S.p.A. ordinary shares equivalent to an ownership equal to 0.997% of the share capital, pursuant to Clause 30 of the UniCredit S.p.A. Articles of Association files the following list divided into two directories, containing respectively three candidates for the seat as permanent Auditor and two candidates for the seat as stand-in Auditor, listed by a progressive number:

CANDIDATES TO THE POST OF PERMANENT STATUTORY AUDITOR OF UNICREDIT S.P.A.	
Progressive number	Surname and Name
1	Bonissoni Angelo Rocco
2	Navarra Benedetta
3	Paolucci Guido

CANDIDATES TO THE POST OF STAND-IN STATUTORY AUDITOR OF UNICREDIT S.P.A.	
Progressive number	Surname and Name
1	Pagani Raffaella
2	Manes Paola

In compliance with the UniCredit Articles of Association and the current provisions, we send, together with the list, the following documentation:

1. a copy of the communication attesting the ownership of the shareholding necessary to submit the list;
2. the statement whereby each candidate irrevocably accepts the position and attests, under his/her own responsibility, that there are no reasons for his/her ineligibility or incompatibility and that he/she possesses the requirements provided for by current provisions, also of a regulatory nature, in particular those regarding experience, integrity and independence, accompanying:
 - the *curriculum vitae* of each candidate containing his/her personal and professional characteristics;
 - a list of the management and control offices held in other companies.

It should be noted that the list takes also into account the recommendations drawn up by the Company within the document "Profile of the Board of Statutory Auditors"; on this regard, we attach the statements whereby each candidate declares the knowledge and expertise accrued in the areas of competency envisaged by the Profile itself.

- According to the current provisions and in particular to the Consob communication no. DEM/9017893 dated 26 February 2009, we states the inexistence of any connection, also indirect, or of significant relationships relevant for the existence of the above connections, with shareholders who hold, also jointly, a control or relative majority shareholding in UniCredit S.p.A..

Furthermore, with reference to the following item on the Agenda of the above-mentioned Shareholders' Meeting:

5. *Determination of the remuneration due to the Board of Statutory Auditors*

we submit the following proposal concerning the annual remuneration due to the Board of Statutory Auditors' members:

- Euro 170,000 for the Chairman of the Board of Statutory Auditors
- Euro 125,000 for each permanent Statutory Auditor,

as well as an attendance fee of Euro 400 for each Board of Statutory Auditors meeting and of Euro 400 as attendance fee for taking part in any meeting of the other corporate bodies.

Such proposal takes into account that, starting from this renewal, the Board of Statutory Auditors shall carry out also the functions of the Supervisory Body pursuant to the Legislative Decree no. 231/2001.

Best regards.

Annexes



DOCUMENTATION CONCERNING CANDIDATES

STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS REGARDING THE MEETING OF THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO BY REGULATORY ONES.

I, the undersigned **Angelo Rocco Bonissoni** (fiscal code BNSNLR59D13A940S), born in Bollate (Milan) on 13/04/1959, Italian nationality, in relation to the appointment of the UniCredit S.p.A. Board of Statutory Auditors on the Agenda of the Ordinary Shareholders' Meeting convened on April 11th, 2019, under my own responsibility:

STATE THAT

I accept my candidacy / I stand for election as permanent Statutory Auditor / stand-in Statutory Auditor and I irrevocably accept my possible appointment as Statutory Auditor.

In view of the provisions, *inter alia*, contained in: Sec. 26 of the Legislative Decree no. 385 dated September 1, 1993, Sec. 148 of the Legislative Decree no. 58 dated February 24, 1998 ("TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000 ("DM 162"), Supervisory Regulations on banks' corporate governance (Bank of Italy Circular no. 285/2013, Part I, Title IV, Chapter 1, Section III, Subsection 3.2) and Clause 30 of UniCredit S.p.A. Articles of Association

CERTIFY THAT

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

STATE THAT

1) I am enrolled with the Register of Chartered Accounting Auditors **AND** have practised the legal auditing of accounts for a period of no less than three years

Enrollment with the Register of Chartered Accounting Auditors: no. 7084; period of the activity: from 04/1995 to 03/2019.

2) in the absence of the conditions indicated under previous point 1, I possess the experience requirements envisaged by Clause 30 of the Articles of Association and Sec.1 DM 162, having in particular gained at least three years' total experience through one or more of the following activities:

- a) undertaking professional activities as a business accountant or lawyer, undertaken primarily in the banking, insurance and financial sectors:

- b) teaching, at University level, subjects concerning - in the field of law – banking, commercial and/or fiscal law, as well as the running of financial markets and – in the field of business/finance – banking

operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance:

[please specify the teaching field, the relevant University and period]

- c) performing managerial/executive duties within public organizations or offices of the Public Administration, as well as in the credit, financial or insurance sector, and the investment services sector and collective investment-management sector, both of which are defined in the TUF:

[please specify the duties performed, the relevant organizations and period]

With reference to Sec. 148, Sub-sec. 3, of the TUF and Sections 3 and 8 of the Italian Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”)

STATE THAT

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

and

I meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies /

I **DO NOT** meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies

I, the undersigned, also:

- **UNDERTAKE**, if appointed:


- to dedicate the time necessary to carry out effectively the office, also taking into account the indications on the activity carried out by the Statutory Auditors of UniCredit S.p.A. during 2018 contained in the Report “*Appointment of the Board of the Statutory Auditors and of the substitute Statutory Auditors*” and published on the Company’s website;
- not to take on administration and control positions within other companies beyond the limits established by the current provisions;

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

- **DECLARES** to have read the information notice reported below concerning the use of personal data from UniCredit S.p.A. and the rights pursuant to the articles 13 and 14 General Data Protection Regulation - GDPR (EU) 2016/679.

Date, 12/03/2019

Signed

Angelo Rocco Bonissoni


Annexes:

- *Curriculum vitae* containing the personal and professional characteristics of the candidate
- List of the supervisory and controlling offices held in other companies
- Information notice concerning the use and the protection of personal data



PERSONAL INFORMATION

DR. ANGELO ROCCO BONISSONI

Tax Advisor

Born in Bollate, april 13 1959

Address: CBA Studio Legale

Galleria San Carlo, 6

20121 Milan

Phone. +39.02.778061

E-mail: angelo.bonissoni@cbalex.com



PRACTICE AREAS

Tax, Corporate M&A and Private Equity, Restructuring

PROFESSIONAL REGISTER

Register of Certified Public Accountants since 19 February 1986.

Register of Auditors - Ministerial Decree 12/04/1995 Official Gazette no. 31- bis of 21/04/1995.

EDUCATION

Degree in Business and Economics, "Cattolica del Sacro Cuore" University, Milan

Admitted to practice as a tax advisor and certified auditor in 1986

PROFESSIONAL EXPERIENCES

During his university carrier, he has gained five years of work experience at the Peat Marwick Mitchell Auditing Company (now KPMG), carrying out his activity in the audit and consultancy sector.

After the graduation, he worked as an applied researcher in the banking technique course of Prof. E. Ballerini.

He worked for two years in a leading Chartered Accountants firm in Milan, gaining his experience in the fields of tax and corporate consultancy for medium-large companies.

In 1985, he founded the Firm Camozzi & Bonissoni (now CBA Studio Legale) and since 2007 he is the Managing Partner.

CBA Studio Legale, is an independent law firm endowed with more than 120 professionals operating across five offices between Italy and Germany, including lawyers and chartered accountants who cover the various areas of law and tax advice.

A handwritten signature in black ink, appearing to be 'AB' or similar initials.

Angelo Bonisconi is currently holding the following positions:

- Technical member of AIFI for tax and corporate matters
- Member of technical and ethical committees of private equity funds
- Statutory Auditor of listed company
- Expert witness in procedures pursuant to art. 67 of the Italian Bankruptcy Law and art. 182 of the Italian Bankruptcy Law

In connection with corporate finance transactions, he has provided tax and structuring-deals advising to national and international private equity funds, both during their start-up and investment/divestment phases, financing and refinancing, and to banks and companies in financial restructuring transactions, also carrying out legal auditing.

MAIN OPERATIONS

- Allison Spa (*acquisition*)
- Carlo Tassara Spa (*restructuring*)
- CFP Flexible Packaging Spa (*acquisition*)
- Finalba Store Srl (*acquisition*)
- Gruppo Ferretti (*acquisition*)
- HBG Group (*acquisition*)
- La Gardenia Beauty (*acquisition*)
- Limoni (*acquisition*)
- Maire Tecnimont (*Group and debt's restructuring*)
- Moleskine (*acquisition*)
- Pininfarina (*restructuring*)
- Red Graniti (*Intergenerational transfer and acquisition*)
- TAS Group (*restructuring*)
- Tecnogym Spa (*acquisition*)
- WWS – WorldWideShow (*acquisition*)
- CCR Fund (DeA) *for debt restructuring*
- ITALTEL (*acquisition and restructuring*)
- Other operations made in relation with the institution and constitution of Private Equity Funds.

PUBLICATIONS

Author of several publications and articles on tax and private equity:

- Diritto e Pratica delle Società - Avviamento e azienda
- MF - Per colpire i furbetti della stock option ...
- Plus-Il Sole 24 Ore - Da Ferretti a Ggp
- Diritto e Pratica delle Società - Ristrutturazione del debito
- L'Impresa - Avvocati in aiuto alle imprese



- Diritto e Pratica delle Società - LBO: riflessioni e prospettive future
- Finanza & Mercati - Nei salvataggi aziendali anche il fisco è stakeholder
- Top Legal - CBA cresce seguendo il business tra Italia e Germania
- Top Legal - Tax e Legal sì, ma con un dg filosofo
- Finanza & Mercati - Banking e private equity provano a rialzare la testa
- ItaliaOggi7 - Più strumenti per rendere convenienti le operazioni
- Legalknowledge portal - Restructuring/turnaround
- ItaliaOggi7 - Avvocati, pratica a 1.200 €
- ItaliaOggi7 - Restructuring, anche nel 2012 sarà il settore traino per gli Studi
- TopLegal - Legal & Tax, superata la prova fusion
- Finanza & Mercati - I Legali? Un ottimo investimento
- IFLR - The only way is up
- Diritto e pratica delle società - Il recupero di crediti bancari
- Capital - Bonus, quali scegliere
- Milano Finanza - Disposizioni fiscali
- Italia Oggi 7 - Il venture capital in Italia è pronto a decollare
- Rassegna - Forum Italo-Tedesco: il Veneto in primo piano
- Diritto24 - Italia-Germania: le imprese devono cogliere tutte le occasioni
- ItaliaOggi7 - La crisi di liquidità rilancia il private equity
- Invice - Family Office, l'opportunità dei non-performing loan
- ItaliaOggi7 - L'autunno caldo degli Studi
- Invice - 2013: Boom delle amministrazioni straordinarie per gli istituti di credito
- MF - Le operazioni di Lbo sono del tutto lecite anche se l'Erario la pensa diversamente
- La Repubblica - Così eliminiamo i crediti deteriorati dai bilanci delle aziende bancarie
- ItaliaOggi - Finanziamenti, sostitutiva opzionale
- ItaliaOggi7 - Così gli studi sfidano la crisi
- Corporate INTL - Changes in Private Equity Legislation in Italy
- Diritto24 - La fiscalità "indiretta" e il sostegno alle imprese, anche quelle in crisi: eppur (qualcosa) si muove
- Materiale scientifico del Corso di perfezionamento "Il nuovo diritto fallimentare" (Università degli Studi di Firenze, 2014)
- Global Legal Chronicle - Italy's vital M&A scene is an expression of the country's entrepreneurial class, which is still capable of success stories
- Diritto24 - Fondo istituito con DL. 133/2014 per il rilancio delle imprese: prime osservazioni
- Milano Finanza - I progetti dei fondi per i crediti dubbi
- Milano Finanza - Start-up, governo ancora al lavoro

TECHNICAL CONTRIBUTIONS AND TEXTS PUBLISHED

- **Transaction costs:** Author: Angelo R. Bonisconi – Editor: Il Sole 24 Ore – Year: 2009
- **Private Equity:** Authors: Angelo R. Bonisconi – Editor: The European Lawyer – Year: 2010

CURRENTLY HELD POSITIONS

<i>Society</i>	<i>Position</i>
UNICREDIT, SOCIETA' PER AZIONI IN FORMA ABBREVIATA UNICREDIT S.P.A. C.F. 00348170101	Statutory auditor
NUOVA CPS SERVIZI SRL C.F. 10268100152	Attorney

NON-LONGER HELD POSITION – HISTORICAL REGISTER

<i>Society</i>	<i>Position</i>
MOTION S.R.L. - IN LIQUIDAZIONE C.F. 04209080151	Alternate auditor
LIMONI PROJECT S.P.A. C.F. 05274900967	Councillor
IDRA PARTECIPAZIONI S.P.A. IN LIQUIDAZIONE C.F. 03785970587	Liquidator
TERMINUS S.P.A. C.F. 07601990018	Chairman of the Board of auditors
LIBCO LABORATORIO ITALIANO BATTERIOLOGICO CHIMICO S.R.L. C.F. 00815720156	Statutory auditor
SPORTIVISSIMO S.R.L. C.F. 07448570155	Special attorney
CO.SE.FI. S.R.L. C.F. 08227700153	Liquidator
PACKAGING SRL C.F. 00512350174	Statutory auditor
SOCIETA' PER I SERVIZI AMBIENTALI SRL ED IN FORMA ABBREVIATA SO.S E.A SRL C.F. 08805820159	Alternate auditor
OFFICINE MECCANICHE DI LESMO SPA C.F. 10128230157	Chairman of the Board of auditors
SERVIZI S.R.L.	Attorney

C.F. 10121590151	
COSTRUZIONI LAMARO S.R.L. C.F. 10343690151	Statutory auditor
GENDEX DENTAL SYSTEMS S.R.L. C.F. 10449820157	Statutory auditor
ALFAGOMMA ITALIA SRL C.F. 02260430968	Statutory auditor
ALFA TECHNOLOGY SRL C.F. 02273640967	Alternate auditor
GAYSER 2050 S.P.A. C.F. 11716130155	Liquidator
EMME COMPANY S.P.A. C.F. 12352970151	Alternate auditor
LAND S.P.A. C.F. 12534050153	Chairman of the Board of auditors
MEP S.P.A. C.F. 12873850155	Sole Director
ZETESIS. COM S.P.A C.F. 12941280153	Chairman of the Board of auditors
MARKETPLUG NETSOURCING COMPANY S.P.A. C.F. 12964110154	Statutory auditor
SCATOLA S.R.L. C.F. 13067720154	Chairman of the Board of auditors
MIAECONOMIA.COM S.R.L. C.F. 13080510152	Statutory auditor
CHAN S.R.L. IN LIQUIDAZIONE C.F. 13473240151	Liquidator
S.T.C. GROUP - S.P.A. C.F. 03274120967	Chairman of the Board of auditors
SEA INDUSTRIES S.P.A. C.F. 03336810969	Chairman of the Board of auditors
S.E.A. SOCIETA' EUROPEA AUTOCARAVAN S.P.A. C.F. 03345730968	Chairman of the Board of auditors
JVK S.R.L. C.F. 04032450969	Councillor
DINA SOCIETA' A RESPONSABILITA' LIMITATA IN BREVE " DINA S.R.L." C.F. 04376750966	Sole Director

LIMONI HOLDING SPA C.F. 04791980966	Councillor
LIMONI DUE HOLDING S.R.L. C.F. 04903820969	Councillor
DUNLOP HIFLEX HOLDING S.R.L. C.F. 04952760967	Alternate auditor
ALFAGOMMA REAL ESTATE S.P.A. C.F. 05070880967	Alternate auditor
SAN CARLO S.P.A. C.F. 05274900967	Councillor
SEA INDUSTRIES S.P.A. C.F. 03336810969	Chairman of the Board of auditors
MABEL P.T. S.P.A. IN LIQUIDAZIONE C.F. 01192170528	Chairman of the Board of auditors
SCOTT SRL C.F. 06250230965	Councillor
LASMO ITALIA SUD S.P.A. C.F. 00550780779	Alternate auditor
IMMOBILIARE BOSTO S.R.L. C.F. 01448380186	Chairman of the Board of auditors
DREAM MOTORCARAVANS S.P.A. C.F. 00984120527	Statutory auditor
SEA INDUSTRIES S.P.A. C.F. 03336810969	Chairman of the Board of auditors
AAF-ITALIA SOCIETA' A RESPONSABILITA' LIMITATA C.F. 00437560584	Alternate auditor
LASMO MINERARIA S.P.A. C.F. 01113880155	Alternate auditor
3I - INDUSTRIA ITALIANA INFORMATICA S.P.A. C.F. 05196530587	Chairman of the Board of auditors
ARS INFORMATICA - ARCHITETTURA E REALIZZAZIONE SISTEMI S.R.L. C.F. 07766660588	Chairman of the Board of auditors
LASMO ITALIA SUD S.P.A. C.F. 00550780779	Alternate auditor
C & B S.R.L. IN LIQUIDAZIONE C.F. 10418490156	Liquidator

GEYSER3 S.P.A. C.F. 06087671001	Chairman of the Board of auditors
GEYSER3 S.P.A. C.F. 06087751001	Chairman of the Board of auditors
GAYSER CINQUE S.R.L. C.F. 06087701006	Sole Director
SESTANTE 3 S.P.A. C.F. 03624640409	Chairman of the Board of auditors
DREAM MOTOCARAVANS - S.P.A. C.F. 00984120527	Statutory auditor
CAMPANILE S.R.L. C.F. 00516800018	Statutory auditor
C.A.P.A. COSTRUZIONI ACCESSORI PER AUTO S.R.L. IN LIQUIDAZIONE C.F. 00462560012	Statutory auditor
UNICAR S.R.L. C.F. 00499050011	Statutory auditor
UNICAR S.R.L. IN LIQUIDAZIONE C.F. 06019170015	Statutory auditor
PARAUTO S.P.A. C.F. 07819540019	Statutory auditor
FL SELENIA S.P.A. C.F. 07877240015	Statutory auditor
"ELLAMP INTERIORS - S.P.A." C.F. 02579300126	Chairman of the Board of auditors
VEGA FINANCE ITALIA - SOCIETA' DI GESTIONE DEL RISPARMIO - SOCIETA' PER AZIONI C.F. 01653630564	Statutory auditor

Milano 13 marzo 2018

Luigi Francesco Bianchi

THIS IS AN ENGLISH COURTESY TRANSLATION OF THE ORIGINAL DOCUMENTATION PREPARED IN ITALIAN LANGUAGE

STATEMENT CONCERNING THE KNOWLEDGE / EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT "PROFILE OF THE BOARD OF STATUTORY AUDITORS" ("PROFILE")

I, the undersigned **Angelo Rocco Bonissoni** (fiscal code BNSNLR59D13A940S) born in Bollate (MI) on 13/04/1959, resident in Milan, Italian nationality, in relation to the appointment to the office of **permanent Statutory Auditor** of UniCredit S.p.A. and in light of the information enclosed into the curriculum vitae, hereby state – without prejudice to the professional requirements set out by the current provisions - to possess adequate knowledge of and experience in among two of the areas of competency drawn up by the Profile, as is explained below:

- Banking Business**
- Banking Governance**
- Risk and Control**
- Legal / Regulatory**
- Accounting & Audit**

as well as

- to possess a **specific experience in the legal field and a proper knowledge of corporate organization and processes.**

I undertake to promptly inform UniCredit S.p.A. of any subsequent changes of the above stated.

Date, 12 March 2019

(Angelo Rocco Bonissoni)

STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS REGARDING THE MEETING OF THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO BY REGULATORY ONES.

I, the undersigned **BENEDETTA NAVARRA** (fiscal code **NVRBDT67C64H501I**), born in **ROME** on **24TH MARCH 1967**, **ITALIAN** nationality, in relation to the appointment of the **UniCredit S.p.A. Board of Statutory Auditors** on the **Agenda of the Ordinary Shareholders' Meeting** convened on **April 11th, 2019**, under my own responsibility:

STATE THAT

I accept my candidacy / I stand for election as permanent Statutory Auditor / stand-in Statutory Auditor and I irrevocably accept my possible appointment as Statutory Auditor.

In view of the provisions, *inter alia*, contained in: Sec. 26 of the Legislative Decree no. 385 dated September 1, 1993, Sec. 148 of the Legislative Decree no. 58 dated February 24, 1998 ("TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000 ("DM 162"), Supervisory Regulations on banks' corporate governance (Bank of Italy Circular no. 285/2013, Part I, Title IV, Chapter 1, Section III, Subsection 3.2) and Clause 30 of UniCredit S.p.A. Articles of Association

CERTIFY THAT

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

STATE THAT

1) I am enrolled with the Register of Chartered Accounting Auditors **AND** have practised the legal auditing of accounts for a period of no less than three years

enrollment with the Register of Chartered Accounting Auditors: no. 40806; period of the activity: from May 1993 to June 1996

2) in the absence of the conditions indicated under previous point 1, I possess the experience requirements envisaged by Clause 30 of the Articles of Association and Sec.1 DM 162, having in particular gained at least three years' total experience through one or more of the following activities:

- a) undertaking professional activities as a business accountant or lawyer, undertaken primarily in the banking, insurance and financial sectors :

[please specify the relevant Firm and period]



- b) teaching, at University level, subjects concerning - in the field of law – banking, commercial and/or fiscal law, as well as the running of financial markets and – in the field of business/finance – banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance:

[please specify the teaching field, the relevant University and period]

- c) performing managerial/executive duties within public organizations or offices of the Public Administration, as well as in the credit, financial or insurance sector, and the investment services sector and collective investment-management sector, both of which are defined in the TUF:

[please specify the duties performed, the relevant organizations and period]

With reference to Sec. 148, Sub-sec. 3, of the TUF and Sections 3 and 8 of the Italian Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”)

STATE THAT

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

and

I meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies /

I **DO NOT** meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies

I, the undersigned, also:

- **UNDERTAKE**, if appointed:

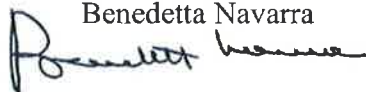
to dedicate the time necessary to carry out effectively the office, also taking into account the indications on the activity carried out by the Statutory Auditors of UniCredit S.p.A. during 2018 contained in the Report “Appointment of the Board of the Statutory Auditors and of the substitute Statutory Auditors” and published on the Company’s website;

not to take on administration and control positions within other companies beyond the limits established by the current provisions;

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

- **DECLARES** to have read the information notice reported below concerning the use of personal data from UniCredit S.p.A. and the rights pursuant to the articles 13 and 14 General Data Protection Regulation - GDPR (EU) 2016/679.

Date, March 13th 2019

Benedetta Navarra


Annexes:

Curriculum vitae containing the personal and professional characteristics of the candidate

List of the supervisory and controlling offices held in other companies

Information notice concerning the use and the protection of personal data

MS. BENEDETTA NAVARRA, ESQ.

Lawyer – Certified Public Accountant – Certified Public Auditor

Practice areas

Commercial Law

Banking and capital markets law

Ms. Navarra deals mainly with matters concerning corporate law and regulations dealing with stock exchange, banking, finance and capital markets.

She has an extensive experience in cross-border transactions, international contracts, bankruptcy procedures and enterprise management crisis, project financing, securitisation of bank loans. She is an expert in the liability of intermediaries in connection with investment services, and has represented clients in the context of disciplinary proceedings before the relevant supervisory authorities.

She has assisted Italian Ministry of Economy in the privatisation of Banca Nazionale del Lavoro, Mediocredito Centrale - Banco di Sicilia, Cassa Depositi e Prestiti and Credito Industriale Sardo.

Fluently speaking and working in English

Main appointments on going

Chairman of the Board of Statutory Auditors of Guala Closures S.p.A.

Member of the Board of Statutory Auditors of Unicredit S.p.A.

Member of the Board of Statutory Auditors of CDP Reti S.p.A.

Member of the Board of Statutory Auditors of Italo S.p.A.

Statutory Auditor and Member of the Supervisory Body of LVenture Group S.p.A.*

Member of the Board of Directors of A.S. Roma S.p.A.

Member of the Supervisory Board and of the Audit Committee of UniCredit Bank Czech Republic and Slovakia, a.s.

Member of the Audit Committee of UniCredit Bulbank

Chairman of the Supervisory Body of Equitalia Giustizia S.p.A.

*Submitted resignation, with the effect on 11th April 2019.



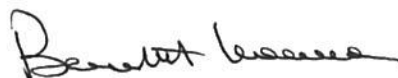
Former appointments

Member of the Board of Directors of Yapi Kredi Bankasi¹
Member of the Board of Directors of Koc Financial Service
Member of the Supervisory Board of Ukrsofsbank PJSC²
Chairman of the Board of Statutory Auditors of Poste Italiane S.p.A.
Member of the Board of Statutory Auditors of Equitalia S.p.A.
Member of the Board of Statutory Auditors of buddy bank S.p.A.
Member of the Board of Statutory Auditors of SHQT S.r.l.
Member of the Board of Statutory Auditors of Albanosider S.r.l.³
Member of the Board of Statutory Auditors of SAC – Società Appalti e Costruzioni S.p.A.⁴

Education, Teaching and Publications

Ms. Navarra graduated *cum laude* in economics from Luiss Guido Carli University in Rome and subsequently obtained a degree in law *cum laude* from La Sapienza University in Rome. She lectures until 2010 on banking and stock exchange law at Luiss Guido Carli University. She is a member of the directive committee of the Business Law postgraduate course run by Luiss Guido Carli Law School. Scientific coordinator of banking and financial law sector. She has published several works on banking and financial law.

Milzu March 13th 2019



¹ Member of the Audit Committee

² Member of the Audit Committee

³ As Certified Public Accountant

⁴ As Certified Public Accountant

STATEMENT CONCERNING THE KNOWLEDGE / EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT “PROFILE OF THE BOARD OF STATUTORY AUDITORS” (“PROFILE”)

I, the undersigned **Benedetta Navarra** (fiscal code NVRBDT67C64H501I) born in Rome, on 24/03/1967, resident in Rome, Italian nationality, in relation to the appointment to the office of **permanent Statutory Auditor** of UniCredit S.p.A. and in light of the information enclosed into the curriculum vitae, hereby state – without prejudice to the professional requirements set out by the current provisions - to possess adequate knowledge of and experience in among two of the areas of competency drawn up by the Profile, as is explained below:

- Banking Business**
- Banking Governance**
- Risk and Control**
- Legal / Regulatory**
- Accounting & Audit**

as well as

- to possess a **specific experience in the legal field and a proper knowledge of corporate organization and processes.**

I undertake to promptly inform UniCredit S.p.A. of any subsequent changes of the above stated.

Date, 13 March 2019

(Benedetta Navarra)

STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS REGARDING THE MEETING OF THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO BY REGULATORY ONES.

I, the undersigned **Guido Paolucci** (fiscal code **PLCGDU69A06H294S**), born in **Rimini** on **January 6th, 1969**, **Italian** nationality, in relation to the appointment of the UniCredit S.p.A. Board of Statutory Auditors on the Agenda of the Ordinary Shareholders' Meeting convened on April 11th, 2019, under my own responsibility:

STATE THAT

I accept my candidacy / I stand for election as permanent Statutory Auditor / stand-in Statutory Auditor and I irrevocably accept my possible appointment as Statutory Auditor.

In view of the provisions, *inter alia*, contained in: Sec. 26 of the Legislative Decree no. 385 dated September 1, 1993, Sec. 148 of the Legislative Decree no. 58 dated February 24, 1998 ("TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000 ("DM 162"), Supervisory Regulations on banks' corporate governance (Bank of Italy Circular no. 285/2013, Part I, Title IV, Chapter 1, Section III, Subsection 3.2) and Clause 30 of UniCredit S.p.A. Articles of Association

CERTIFY THAT

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

STATE THAT

1) I am enrolled with the Register of Chartered Accounting Auditors **AND** have practised the legal auditing of accounts for a period of no less than three years

[enrollment with the Register of Chartered Accounting Auditors: no. **43115**; period of the activity: from **04/1995** (month/year) to **03/2019** (month/year)] /

2) in the absence of the conditions indicated under previous point 1, I possess the experience requirements envisaged by Clause 30 of the Articles of Association and Sec.1 DM 162, having in particular gained at least three years' total experience through one or more of the following activities:

- a) undertaking professional activities as a business accountant or lawyer, undertaken primarily in the banking, insurance and financial sectors :

_____ /
[please specify the relevant Firm and period]



- b) teaching, at University level, subjects concerning - in the field of law – banking, commercial and/or fiscal law, as well as the running of financial markets and – in the field of business/finance – banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance:

[please specify the teaching field, the relevant University and period]

- c) performing managerial/executive duties within public organizations or offices of the Public Administration, as well as in the credit, financial or insurance sector, and the investment services sector and collective investment-management sector, both of which are defined in the TUF:

[please specify the duties performed, the relevant organizations and period]

With reference to Sec. 148, Sub-sec. 3, of the TUF and Sections 3 and 8 of the Italian Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”)

STATE THAT

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

and

I meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies /

I **DO NOT** meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies

I, the undersigned, also:


- **UNDERTAKE**, if appointed:

- to dedicate the time necessary to carry out effectively the office, also taking into account the indications on the activity carried out by the Statutory Auditors of UniCredit S.p.A. during 2018 contained in the Report “*Appointment of the Board of the Statutory Auditors and of the substitute Statutory Auditors*” and published on the Company’s website;
- not to take on administration and control positions within other companies beyond the limits established by the current provisions;

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

- **DECLARES** to have read the information notice reported below concerning the use of personal data from UniCredit S.p.A. and the rights pursuant to the articles 13 and 14 General Data Protection Regulation - GDPR (EU) 2016/679.

Date, March 12th 2019

Signed 

Annexes:

- *Curriculum vitae* containing the personal and professional characteristics of the candidate
- List of the supervisory and controlling offices held in other companies
- Information notice concerning the use and the protection of personal data

PROF. DOTT. GUIDO PAOLUCCI

*Professore Universitario Ordinario in Economia Aziendale
Consulente Aziendale e Analista Finanziario d'Impresa*

00186 Roma – Via della Colonna Antonina, 52

Tel. 066797814 r.a.

E-mail: paolucci@studio-paolucci.it

Pec: guido.paolucci@pec.it

GUIDO PAOLUCCI

Born in Rimini (RN) on 6 January 1969

EDUCATION AND PROFESSIONAL PROFILE

- Full University Professor in Business Management (Lecturer of the following courses: 1. Financial Analysis and Business Plans and 2. Industrial Assessment in the "Politecnica delle Marche" University (Italy) from 2008.
- Lecturer of the following courses: 1. Consolidated financial statements; 2. Analysis and Cost Accounting and 3. Risk and Accounting, alternatively, from 2009 to 2016, at the Roma Tre University.
- Extraordinary University Professor in Business Management from 2004 to 2008.
- Associate University Professor in Business Management from 1998 to 2004.
- Ordinary Member of the Italian Academy of Business Administration and Management (AIDEA) and Ordinary Member of the Italian Association of Business Administration and Accounting Professors (SIDREA).
- PHD in Business Management in 1998.
- Chartered Accountant registered in the Rome Roll since 1993, under number AA_004228.
- Registered in the Roll of Auditors (D.M. 12/04/1995, Official Gazette no. 31bis of 21/04/1995 - under number 43115).
- Registered in the C.T.U. Roll (Technical Consultant of the Rome Civil Court) since 1996.
- Graduated cum laude - "La Sapienza" University in Rome (Italy) in 1992.

PROFESSIONAL ACTIVITIES

- Activity carried out mainly in the areas concerning the corporate consultancy and industrial finance for Top Class Italian and foreign Groups and Companies, the industrial assessment, the accounting auditing and due diligence.
- Particular professional experience has been gained in drawing up reports on the application of accounting standards, both national (OIC Regulation) and international (IAS/IFRS Regulation), as well as in the arrangement of business plans.
- Activity carried out for over twenty years in drafting appraisals of industrial undertakings and fairness opinions (appointed by the concerned Company or the Judicial Authority), also within banking groups and financial companies.

PREVIOUSLY HELD AND CURRENT POSTS

Main posts previously held (from 1998)

- Member of Board of Directors and Board of Statutory Auditors of financial holding companies, of financial companies registered with the Bank of Italy National Register ex sect. 106 and ex sect. 107 TULB, of SGR (FONDI IMMOBILIARI ITALIANI – FIMIT S.p.A.), of SIM (COFIRI SIM S.p.A.), of listed companies (2003-2004 – SS LAZIO S.p.A. on appointment by CAPITALIA S.p.A. – now UNICREDIT S.p.A.), of subsidiaries of listed companies (VIVACITY S.p.A., COFIRI S.p.A. – UNICREDIT GROUP – ENI CORPORATE UNIVERSITY S.p.A., ENIPOWER TRASMISSIONE S.p.A., NAPOLETANAGAS CLIENTI S.p.A., SEAPAD S.p.A., ENI RETE OIL&NONOIL S.P.A., PETROLIG s.r.l. – GRUPPO ENI –



SOCIETÀ GESTIONE SERVIZI BP S.C.p.A. – GRUPPO BANCO BPM – TELECOM ITALIA MEDIA BROADCASTING S.P.A., OLIVETTI MULTISERVICES S.P.A., TIM VENTURES S.r.l., ADVANCED CARING CENTER S.r.l. – GRUPPO TELECOM ITALIA) as well as publicly owned companies (Società per lo Sviluppo del Mercato dei Fondi Pensione per Azioni - MEFOP S.p.A.). He has held posts as Liquidator of companies and as member or Chairman of the Supervisory Body pursuant to Italian Legislative Decree No. 231/2001.

Current posts (as at March 2019)

Company	Post
Unicredit S.p.A.	Statutory Auditor
Olivetti S.p.A.	Statutory Auditor
Nuova Compagnia di Partecipazioni S.p.A.	Statutory Auditor
Telecom Italia San Marino S.p.A.	Chairman of the Board of Statutory Auditors
Telefonia Mobile Sammarinese S.p.A.	Chairman of the Board of Statutory Auditors
Telecontact Center S.p.A.	Chairman of the Board of Statutory Auditors
Ecofuel S.p.A.	Chairman of the Board of Statutory Auditors
Raffineria di Gela S.p.A.	Chairman of the Board of Statutory Auditors
Publispei S.r.l.	Sole Auditor
Edile Leonina S.p.A.	Statutory Auditor
Officine NPL S.p.A.	Statutory Auditor (*)
Fondazione Santi Francesco d'Assisi e Caterina da Siena	Chairman of the Board of Statutory Auditors
Fondazione Giovanni Paolo II	Statutory Auditor
CONOU - Consorzio Nazionale per la Gestione, Raccolta e Trattamento degli Oli Minerali Usati	Statutory Auditor
Fondazione Casa Sollievo della Sofferenza	Member of the Board of Directors

(*) Submitted resignation, with the effect on 11th April 2019.

Activities carried out in Supervisory Bodies (SB) according to the Italian Legislative Decree No. 231/2001.

- Chairman of the SB of CONSORZIO TEMA.MOBILITY (TELECOM ITALIA Group and FIAT Group) from 2008 to 2011 and of TELECOM ITALIA SAN MARINO S.p.A. from 2011 to 2014. Currently, Chairman or member of the Board of Statutory Auditors, acting also as SB, in companies belonging to the TELECOM ITALIA Group (OLIVETTI S.p.A., TELECOM ITALIA SAN MARINO S.p.A., TELECONTACT CENTER S.p.A. and TELEFONIA MOBILE SAMMARINESE S.p.A.) as well as in companies belonging to the UNICREDIT Group (NUOVA COMPAGNIA DI PARTECIPAZIONI S.p.A.).

MAIN PUBLICATIONS ON ECONOMIC / BUSINESS TOPICS

Main books

- Il bilancio di esercizio degli enti finanziari. Fondamenti concettuali e modalità applicative, Giappichelli, Torino, 1995.
- Il Collegio sindacale. Analisi e peculiarità del nuovo controllo legale dei conti nel contesto economico-aziendale, Cedam, Padova, 1996 (Co-authors: Mauro Paoloni – Francesca M. Cesaroni).
- Il sistema informativo contabile della piccola impresa nel Regno Unito, Giappichelli, Torino, 1996.
- I contributi in conto capitale nell'economia dell'impresa. Peculiarità contabili, prassi internazionale ed indagini empiriche, Giappichelli, Torino, 2001.
- La valutazione delle Società finanziarie, Giappichelli, Torino, 2003.

- Bilancio delle Banche e Principi IAS/IFRS. Riflessioni e prospettive, Giappichelli, Torino, 2008 (Co-author: Elisa Menicucci).
- L'impatto di Basilea 2 sulle PMI: nuovi approcci all'analisi di bilancio, Clua, Ancona, 2008.
- La valutazione d'azienda. Fondamenti concettuali e prassi applicativa, FrancoAngeli, Milano, 2011.
- Analisi di bilancio. Logica, finalità e modalità applicative, FrancoAngeli, Milano, 2013.
- Analisi di bilancio. Logica, finalità e modalità applicative, FrancoAngeli, Milano, 2014, Second edition.
- Analisi di bilancio. Logica, finalità e modalità applicative, FrancoAngeli, Milano, 2015, Third edition.
- Analisi di bilancio. Logica, finalità e modalità applicative, FrancoAngeli, Milano, 2016, Fourth edition.
- The Financial Statements in the Italian Banking System, in: A. Carretta - M. Sargiacomo, "Doing Banking in Italy: Governance, Risk, Accounting and Auditing issues", McGraw-Hill Education, London, 2016, pp.197-228.

Mail articles published in international reviews

- Critical Insights Back Into the Role of Fair Value Accounting within the Financial Crisis, in International Journal of Business and Social Science, Vol. 5, pp. 80-97, 2014.
- Fair value accounting and the financial crisis: a literature-based analysis, in Journal of Financial Reporting and Accounting, Vol. 14, pp. 49-71, 2016.
- The determinants of bank profitability: empirical evidence from European banking sector, in Journal of Financial Reporting and Accounting, Vol. 14, pp. 86-115, 2016.
- Factors affecting bank profitability in Europe: An empirical investigation, in African Journal of Business Management, Vol. 10 (17), pp. 410-420, 2016.
- Fair Value Accounting within a Financial Crisis: An Examination of Implications and Perspectives, in International Journal of Business and Social Science, Vol. 8, pp. 41-56, 2017.
- Integrated Reporting and Italian Companies: An Empirical Investigation, in International Journal of Business and Management, Vol. 12, pp. 221-230, 2017.
- Fair value accounting and earnings quality (EQ) in banking sector: Evidence from Europe, in African Journal of Business Management, Vol. 11 (20), pp. 597-607, 2017.
- Integrated reporting: benefits and implications for Italian companies, in Integrated Reporting and Non-financial Information Assurance. SMEs vs Large Firms PROCEEDINGS, SIDREA International Workshop, 11 Aprile 2017, Roma, A.S.P.I. Editore.
- The Determinants of Forward-Looking Information in Integrated Reporting: An Empirical Investigation in Europe, in Proceedings of 12th Annual London Business Research Conference, 10-11 July 2017, Imperial College, London, UK.
- Forward-looking information in integrated reporting: A theoretical framework, in African Journal of Business Management, Vol. 12 (18), pp. 555-567, 2018.

FOREIGN LANGUAGES

- English (level: excellent) and French (level: very good)

DATE, MARCH 12TH 2019



[Guido Paolucci]

PROF. DOTT. GUIDO PAOLUCCI

Professore Universitario Ordinario in Economia Aziendale

Consulente Aziendale e Analista Finanziario d'Impresa

00186 Roma – Via della Colonna Antonina, 52

Tel. 066797814 r.a.

E-mail: paolucci@studio-paolucci.it

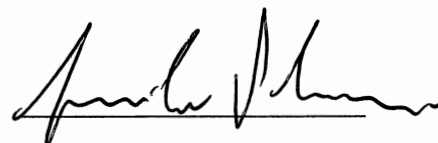
Pec: guido.paolucci@pec.it

**Current posts held by Prof. Guido Paolucci in Companies
According to art. 2400, last paragraph, of Codice Civile (March 2019)
ARE NOT INCLUDED FOUNDATIONS, ASSOCIATIONS AND OTHER NO PROFIT
ORGANIZATIONS**

Company	Post
Unicredit S.p.A.	Statutory Auditor
Olivetti S.p.A.	Statutory Auditor
Nuova Compagnia di Partecipazioni S.p.A.	Statutory Auditor
Telecom Italia San Marino S.p.A.	Chairman of the Board of Statutory Auditors
Telefonia Mobile Sammarinese S.p.A.	Chairman of the Board of Statutory Auditors
Telecontact Center S.p.A.	Chairman of the Board of Statutory Auditors
Ecofuel S.p.A.	Chairman of the Board of Statutory Auditors
Raffineria di Gela S.p.A.	Chairman of the Board of Statutory Auditors
Publispei S.r.l.	Sole Auditor
Edile Leonina S.p.A.	Statutory Auditor
Officine NPL S.p.A.	Statutory Auditor (*)

(*) Submitted resignation, with the effect on 11th April 2019.

DATE, MARCH 12TH 2019



[Guido Paolucci]

STATEMENT CONCERNING THE KNOWLEDGE / EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT "PROFILE OF THE BOARD OF STATUTORY AUDITORS" ("PROFILE")

I, the undersigned **Guido Paolucci** (fiscal code PLCGDU69A06H294S) born in Rimini (RN) on 06/01/1969, resident in Rome, Italian nationality, in relation to the appointment to the office of **permanent Statutory Auditor** of UniCredit S.p.A. and in light of the information enclosed into the curriculum vitae, hereby state – without prejudice to the professional requirements set out by the current provisions - to possess adequate knowledge of and experience in among two of the areas of competency drawn up by the Profile, as is explained below:

- Banking Business**
- Banking Governance**
- Risk and Control**
- Legal / Regulatory**
- Accounting & Audit**

as well as

- to possess a **specific experience in the legal field and a proper knowledge of corporate organization and processes.**

I undertake to promptly inform UniCredit S.p.A. of any subsequent changes of the above stated.

Date, 12 March 2019

(Guido Paolucci)

STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS REGARDING THE MEETING OF THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO BY REGULATORY ONES.

I, the undersigned RAFFAELLA PAGANI (fiscal code PGNRFL71H61F205E), born in MILAN on JUNE 21, 1971, ITALIAN nationality, in relation to the appointment of the UniCredit S.p.A. Board of Statutory Auditors on the Agenda of the Ordinary Shareholders' Meeting convened on April 11th, 2019, under my own responsibility:

STATE THAT

I accept my candidacy / I stand for election as permanent Statutory Auditor / stand-in Statutory Auditor and I irrevocably accept my possible appointment as Statutory Auditor.

In view of the provisions, *inter alia*, contained in: Sec. 26 of the Legislative Decree no. 385 dated September 1, 1993, Sec. 148 of the Legislative Decree no. 58 dated February 24, 1998 ("TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000 ("DM 162"), Supervisory Regulations on banks' corporate governance (Bank of Italy Circular no. 285/2013, Part I, Title IV, Chapter 1, Section III, Subsection 3.2) and Clause 30 of UniCredit S.p.A. Articles of Association

CERTIFY THAT

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

STATE THAT

1) I am enrolled with the Register of Chartered Accounting Auditors **AND** have practised the legal auditing of accounts for a period of no less than three years

[enrollment with the Register of Chartered Accounting Auditors: no. 93047; period of the activity: from OCT 1999 (*month/year*) to MARCH 2019 (*month/year*)] /

2) in the absence of the conditions indicated under previous point 1, I possess the experience requirements envisaged by Clause 30 of the Articles of Association and Sec.1 DM 162, having in particular gained at least three years' total experience through one or more of the following activities:

- a) undertaking professional activities as a business accountant or lawyer, undertaken primarily in the banking, insurance and financial sectors :

[please specify the relevant Firm and period]

- b) teaching, at University level, subjects concerning - in the field of law – banking, commercial and/or fiscal law, as well as the running of financial markets and – in the field of business/finance – banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance:

[please specify the teaching field, the relevant University and period]

- c) performing managerial/executive duties within public organizations or offices of the Public Administration, as well as in the credit, financial or insurance sector, and the investment services sector and collective investment-management sector, both of which are defined in the TUF:

[please specify the duties performed, the relevant organizations and period]

With reference to Sec. 148, Sub-sec. 3, of the TUF and Sections 3 and 8 of the Italian Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”)

STATE THAT

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

and

I meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies /

I **DO NOT** meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies

I, the undersigned, also:

- **UNDERTAKE**, if appointed:

- to dedicate the time necessary to carry out effectively the office, also taking into account the indications on the activity carried out by the Statutory Auditors of UniCredit S.p.A. during 2018 contained in the Report “Appointment of the Board of the Statutory Auditors and of the substitute Statutory Auditors” and published on the Company’s website;
- not to take on administration and control positions within other companies beyond the limits established by the current provisions;

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

- **DECLARES** to have read the information notice reported below concerning the use of personal data from UniCredit S.p.A. and the rights pursuant to the articles 13 and 14 General Data Protection Regulation - GDPR (EU) 2016/679.

Date, MARCH 12, 2019

Signed



Annexes:

- *Curriculum vitae* containing the personal and professional characteristics of the candidate
- List of the supervisory and controlling offices held in other companies
- Information notice concerning the use and the protection of personal data

CURRICULUM VITAE
IN EUROPEAN
FORMAT



PERSONAL INFORMATION

Name **RAFFAELLA PAGANI**
Address **Via G. Frua, 24 – 20146 Milano**
Telephone **02/460722**
Fax **02/4981537**
E-mail raffaellapagani@studiopagani.net
Website www.studiopagani.net

Nationality Italian
Date of birth Milan, June 21, 1971

WORK EXPERIENCE

Professional experience

CHARTERED ACCOUNTANT – STATUTORY AUDITOR

Partner to Studio Associato Pagani – Chartered Accountants www.studiopagani.net

Specialized in international affairs. Gained in-depth insight and experience in Financial Statements, Consolidated Financial Statements, international contracts and tax litigations. Member of several Boards of Statutory Auditors, Auditor for Municipalities and Member of Supervisory Boards - Organismi di vigilanza - (Legislative Decree 231/01).

- Administrative, tax and business Consultant to commercial, industrial and services organizations.
- Technical Consultant for civil and criminal cases, mainly in the distribution, production of oil products, gas and other energy industries as well as in the cinematic, television, audiovisual businesses and engineering industry.
- Assistant in Tax Litigation Cases.
- Administrative, Accounting and Tax Assistant to Municipal Special Companies.
- Administrative and Tax Consultant to commercial and non-commercial entities with public participation.
- From April 2001 to April 2002 Administration Manageress consulting to a medium-large Italian company active in the cinematic and television industries.

Current positions

- BREMBO S.p.A. – **Chairman of Board of Auditors** since April 2014 (listed);
- AMPLIFON S.P.A. – **Chairman of Board of Auditors** since April 2015 (listed)

RAFFAELLA PAGANI

DOTTORE COMMERCIALISTA – REVISORE CONTABILE

Studio: Via Frua, 24, – 20146 Milano – Tel.: 02 460722 / Fax.: 02 4981537

Email: raffaellapagani@studiopagani.net

Cod. Fisc.: PGNRFL71H61F205E

- AZIMUT HOLDING SPA – **Independent Director** since April 2016 (listed)
- AZIMUT LIBERA IMPRESA SGR S.p.A. – **Independent Director** since September 2018
- UNICREDIT SPA – Deputy Auditor since December 2017
- SANOFI S.p.A. – **Chairman of Board of Auditors** since April 2014;
- NORD-COM S.p.A. – **Chairman of Board of Auditors** since July 2014;
- e- DISTRIBUZIONE S.p.A. – Standing Auditor since April 2012;
- ENEL ITALIA S.R.L. – Standing Auditor since April 2013;
- VANGUARD LOGISTICS SERVICES S.p.A. – Standing Auditor since 2001;
- TATA CONSULTANCY SERVICES Italia s.r.l. – Standing Auditor since 2009; **Chairman of Board of Auditors** since June 2017;
- Dufry Shop Finance Limited Srl – **Chairman of Board of Auditors** since June 2015;
- CAL Spa Concessioni Autostradali Lombarde – Standing Auditor since June 8, 2016;
- Luigi Salvadori S.p.A. – Standing Auditor since April 2015;
- La Linea S.p.A. - **Chairman of Board of Auditors** since January 2018 ;
- Caronte & Tourist S.p.A. – Standing Auditor since Dec 2018 ;

Single Auditor:

- Single Auditor of ALPA S.p.A. since 2005

Municipality Auditor:

- Curtatone since March 2016 – **single Auditor**

Ended positions

- ABERTIS ITALIA SRL – **Chairman of Board of Auditors** since September 2016 to December 2016
- RECONSULT INFRASTRUTTURE SRL – **Chairman of Board of Auditors** since September 2016 to December 2016
- CESTEC S.p.A. Centro per lo Sviluppo Tecnologico, l'Energia e la Competitività – **Chairman of Board of Auditors** since 2000 to 2010;
- S.E.A. HANDLING S.p.A. – **Chairman of Board of Auditors** since 2004 to April 2014;
- SEA Aeroporti milanesi S.P.A. – Standing Auditor since 2003 to 2013;
- DISMA S.p.A. – Standing Auditor since June 2012 to April 2015;
- Cargo Clay Logistics S.r.l. – **Single Auditor** since April 2012 to April 2014;
- Cargo Clay S.r.l. – Standing Auditor since April 2009 to March 2012;
- LUMIT S.p.A. – Standing Auditor since 2009 to April 2018;
- SEA Energia S. P.A.- Standing Auditor since 2004 – since May 2012 to May 2015
Chairman of Board of Auditors;
- EURO AIRPORTS S.p.A. – **Chairman of Board of Auditors** since May 2012 to Dec. 2018;
- ENOI S.p.A. – **Chairman of Board of Auditors** since July 2011 to July 2014;
- AXOGAS S.p.A. – **Chairman of Board of Auditors** since January 2012 to July 2013;
- HYDRO DOLOMITI ENEL SRL – Standing Auditor since March 2014 to February 29, 2016

RAFFAELLA PAGANI

DOTTORE COMMERCIALISTA – REVISORE CONTABILE

Studio: Via Frua, 24, – 20146 Milano – Tel.: 02 460722 / Fax.: 02 4981537

Email: raffaellapagani@studiopagani.net

Cod. Fisc.: PGNRFL71H61F205E

(resignation);

- MALPENSA LOGISTICA EUROPA S.p.A. – **Chairman of Board of Auditors** since December 2010 to April 2014;
- CBS S.r.l. – Standing Auditor since November 2011 to June 2016;
- AVID Technology s.r.l. – Standing Auditor since 2007 to June 2016;
- BINARI SONORI s.r.l. – Standing Auditor since 2009 to 30/12/2011;
- REITEK S.p.A. – Standing Auditor since 2005 to March 2016;
- MIOTTO ESTE S.p.A. – Standing Auditor since 2004 to April 2011;
- CID Italia S.p.A. – Standing Auditor since 2003 to 31/12/2011;
- Dufrital S.p.A. – Standing Auditor since 2004 to June 2016;
- B&B HOTELS Italia S.p.A. – **Chairman of Board of Auditors** since April 2013 to April 2016;
- AREXPO SpA – Standing auditor since June 2015 to March 3, 2016;

Ended position as Auditor in the municipalities of:

- Cremona since 01/05/2015 to 01/05/2018 – **Chairman of Board of Auditors**
- Zelo Buon Persico (LO) 2002-2004
- Sovico 2003-2005 2006-2008 as Chairman
- Buccinasco 2003-2005
- Pantigliate 2003-2005 2006-2008 as Chairman
- Tremezzina (CO) since March 2014 (resignation) – Single Auditor
- Calusco D'adda (BG) 2015-2017 – Single Auditor

Over the years, gained a more extensive experience in auditing of local authorities, being versed in new and different procedures for auditors' compliance with the Court of Auditors.

Experience in D. Lgs. 231/01

- Assistance for the development, preparation and management of organisational models, ethical codes and related procedures, with assistance to Supervisory Boards (Organismi di Vigilanza).
- Chairman of Organismo di Vigilanza - Supervisory Board of BREMBO S.p.a. since April 2014 to April 2017
- Member of Supervisory Board - Organismo di Vigilanza of Azimut Holding S.p.a

EDUCATION AND TRAINING

- Date
• Name and type of education and training
Licence to practice the profession in March 1996
Exam to practice the profession of *Dottore Commercialista* at Bocconi University in Milan.
- Date
• Name and type of education and training
Bachelor Degree in year 1993/1994
Bachelor Degree in Business&Economics at Università Bocconi in Milano – specialization in Freelancing
- Level in national classification (if

Grade 110/110

RAFFAELLA PAGANI

DOTTORE COMMERCIALISTA – REVISORE CONTABILE

Studio: Via Frua, 24, – 20146 Milano – Tel.: 02 460722 / Fax.: 02 4981537

Email: raffaellapagani@studiopagani.net

Cod. Fisc.: PGNRFL71H61F205E



appropriate)

- Date
- Name and type of education and training
- Level in national classification (if appropriate)

High School Degree in year 1990
High School Degree in Milan - Istituto tecnico Mercantile N. Moreschi.

Grade 56/60

PERSONAL SKILLS AND COMPETENCE

Acquired in life and career but not necessarily recognized by official certificates and diplomas.

MOTHERTONGUE

ITALIAN

OTHER LANGUAGES

ENGLISH/FRENCH

- Reading ability
- Writing ability
- Oral expression capacity

EXCELLENT

EXCELLENT

EXCELLENT

TECHNICAL SKILLS
computer, devices, ect..

GOOD KNOWLEDGE IN THE USE OF PERSONAL COMPUTER, WINDOWS AND OFFICE PACKAGE, OUTLOOK

DRIVING LICENCE

Driving licence B

OTHER INFORMATION

- Roll of Chartered Accountants (Ordine Dottori Commercialisti) of Milan on 15.05.1996 at no. 4659;
- Registered in the Register of Auditors - Decree-General Director of Civil Affairs and Free Trade 15.10.1999, G.U. n. 87 of 02.11.1999 - 4th Special Series No. 93047;
- Partner to Studio Associato Pagani since 1996 - www.studiopagani.net;
- Registered in the Register of Bankruptcy Officers of the Milan Court since September 1996;
- Registered at the CTU Register at the Milano Court since January 2003;
- Registered at the Chartered Accountants Foundation of Milan as Arbitrator at no. 160.

I authorize the processing of personal data pursuant to Regulation (EU) 2016/679.

Milan, March 12, 2019



RAFFAELLA PAGANI

DOTTORE COMMERCIALISTA – REVISORE CONTABILE

Studio: Via Frua, 24, – 20146 Milano – Tel.: 02 460722 / Fax.: 02 4981537

Email: raffaellapagani@studiopagani.net

Cod. Fisc.: PGNRFL71H61F205E

RAFFAELLA PAGANI

LIST OF APPOINTMENTS IN BOARD OF AUDITORS / BOARD OF DIRECTORS

updated on March 12, 2019

- BREMBO S.p.A. – **Chairman of Board of Auditors** since April 2014 (listed);
- AMPLIFON S.p.A. – **Chairman of Board of Auditors** since April 2015 (listed)
- AZIMUT HOLDING S.p.A. – **Independent Director** since April 2016 (listed)
- AZIMUT LIBERA IMPRESA SGR S.p.A. – **Independent Director** since September 2018
- UNICREDIT S.p.A – Deputy Auditor since December 2017
- SANOFI S.p.A. – **Chairman of Board of Auditors** since April 2014;
- NORD-COM S.p.A. – **Chairman of Board of Auditors** since July 2014;
- e- DISTRIBUZIONE S.p.A. – Standing Auditor since April 2012;
- ENEL ITALIA S.r.l. – Standing Auditor since April 2013;
- VANGUARD LOGISTICS SERVICES S.p.A. – Standing Auditor since 2001;
- TATA CONSULTANCY SERVICES Italia S.r.l. – Standing Auditor since 2009; **Chairman of Board of Auditors** since June 2017;
- Dufry Shop Finance Limited S.r.l. – **Chairman of Board of Auditors** since June 2015;
- CAL S.p.A. Concessioni Autostradali Lombarde – Standing Auditor since June 8, 2016;
- Luigi Salvadori S.p.A. – Standing Auditor since April 2015;
- La Linea S.p.A. - **Chairman of Board of Auditors** since January 2018 ;
- Caronte & Tourist S.p.A. – Standing Auditor since Dec 2018 ;

Single Auditor:

- Single Auditor of ALPA S.p.A. since 2005

Municipality Auditor:

- Curtatone since March 2016 – **single Auditor**

Milan, March 12, 2019



STATEMENT CONCERNING THE KNOWLEDGE / EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT "PROFILE OF THE BOARD OF STATUTORY AUDITORS" ("PROFILE")

I, the undersigned **Raffaella Pagani** (fiscal code PGNRFL71H61F205E) born in Milan (MI) on 21.06.1971, resident in Milan, Italian nationality, in relation to the appointment to the office of **stand-in Statutory Auditor** of UniCredit S.p.A. and in light of the information enclosed into the curriculum vitae, hereby state – without prejudice to the professional requirements set out by the current provisions - to possess adequate knowledge of and experience in among two of the areas of competency drawn up by the Profile, as is explained below:

- Banking Business**
- Banking Governance**
- Risk and Control**
- Legal / Regulatory**
- Accounting & Audit**

as well as

- to possess a **specific experience in the legal field and a proper knowledge of corporate organization and processes.**

I undertake to promptly inform UniCredit S.p.A. of any subsequent changes of the above stated.

Date, 12 March 2019

(Raffaella Pagani)

STATEMENT CONCERNING CANDIDACY AND ATTESTING THE INEXISTENCE OF REASONS FOR INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY, AS WELL AS REGARDING THE MEETING OF THE REQUIREMENTS PROVIDED FOR BY CURRENT PROVISIONS, ALSO BY REGULATORY ONES.

I, the undersigned PAOLA TIANES (fiscal code MNS PLATZ L69 H501 A), born in ROME on JULY 5th 1972, ITALIAN nationality, in relation to the appointment of the UniCredit S.p.A. Board of Statutory Auditors on the Agenda of the Ordinary Shareholders' Meeting convened on April 11th, 2019, under my own responsibility:

STATE THAT

I accept my candidacy / I stand for election as permanent Statutory Auditor / stand-in Statutory Auditor and I irrevocably accept my possible appointment as Statutory Auditor.

In view of the provisions, *inter alia*, contained in: Sec. 26 of the Legislative Decree no. 385 dated September 1, 1993, Sec. 148 of the Legislative Decree no. 58 dated February 24, 1998 ("TUF"), the Treasury Decree no. 161 dated 18 March 1998 and the Ministry of Justice Decree no. 162 dated March 30, 2000 ("DM 162"), Supervisory Regulations on banks' corporate governance (Bank of Italy Circular no. 285/2013, Part I, Title IV, Chapter 1, Section III, Subsection 3.2) and Clause 30 of UniCredit S.p.A. Articles of Association

CERTIFY THAT

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

STATE THAT

1) I am enrolled with the Register of Chartered Accounting Auditors **AND** have practised the legal auditing of accounts for a period of no less than three years

[enrollment with the Register of Chartered Accounting Auditors: no. _____; period of the activity: from _____ (month/year) to _____ (month/year)] /

2) in the absence of the conditions indicated under previous point 1, I possess the experience requirements envisaged by Clause 30 of the Articles of Association and Sec.1 DM 162, having in particular gained at least three years' total experience through one or more of the following activities:

- a) undertaking professional activities as a business accountant or lawyer, undertaken primarily in the banking, insurance and financial sectors :

LAWYER
STUDIO UBAE ARCHITECTURE ESCAPE 2012-2019
[please specify the relevant Firm and period]

- b) teaching, at University level, subjects concerning - in the field of law – banking, commercial and/or fiscal law, as well as the running of financial markets and – in the field of business/finance – banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance:

PRIVATE LAW UNIVERSITY OF BOLOGNA, 2002-2019

[please specify the teaching field, the relevant University and period]

- c) performing managerial/executive duties within public organizations or offices of the Public Administration, as well as in the credit, financial or insurance sector, and the investment services sector and collective investment-management sector, both of which are defined in the TUF:

[please specify the duties performed, the relevant organizations and period]

With reference to Sec. 148, Sub-sec. 3, of the TUF and Sections 3 and 8 of the Italian Corporate Governance Code approved by the Corporate Governance Committee (“Corporate Governance Code for listed companies”)

STATE THAT

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

and

I meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies /

I DO NOT meet the independence requirements envisaged by Sec. 3 of the Corporate Governance Code for listed companies

I, the undersigned, also:

- **UNDERTAKE**, if appointed:

- to dedicate the time necessary to carry out effectively the office, also taking into account the indications on the activity carried out by the Statutory Auditors of UniCredit S.p.A. during 2018 contained in the Report “Appointment of the Board of the Statutory Auditors and of the substitute Statutory Auditors” and published on the Company’s website;
- not to take on administration and control positions within other companies beyond the limits established by the current provisions;

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

- **DECLARES** to have read the information notice reported below concerning the use of personal data from UniCredit S.p.A. and the rights pursuant to the articles 13 and 14 General Data Protection Regulation - GDPR (EU) 2016/679.

Date, 13.3.20

Signed Roberto

Annexes:

- *Curriculum vitae* containing the personal and professional characteristics of the candidate
- List of the supervisory and controlling offices held in other companies
- Information notice concerning the use and the protection of personal data

PERSONAL INFORMATION

Prof. Avv. Paola Manes

📍 Via Zamboni 7, 40126 Bologna, Italy

☎ +39 - 051 - 656.97.88

✉ paola.manes@becp.eu

Sex Female | Date of birth 09/07/1972 | Nationality Italian

WORK EXPERIENCE

-
- 2016-ongoing **Director**
Unipol Banca S.p.A.

 - 2019-ongoing **Administrator**
Bologna Business School

 - 2018-ongoing **Member of Supervisory Body**
Philips Innovation S.p.A.

 - 2018-ongoing *Visiting Professor at Brunel University, London*

 - 2016-ongoing **Substitute Auditor**
Unicredit S.p.A.

 - 2013-2016 **Independent Director**
Unipol Gruppo Finanziario S.p.A.(Financial Group)
Bologna, Italy
Part of Risk Management Committee, Supervisory Board, Remuneration Committee

 - 2018-ongoing **Of counsel**
Studio Legale Cartwright-Pescatore, International Law Office
Bologna, Italy

 - 2016- ongoing *Nominated as Full Professor in Private Law*

 - 2012-2018 **Of counsel**
Studio Legale Bovesi-Cartwright-Pescatore, International Law Office
Bologna, Italy

 - 2012-ongoing **Professor of Comparative Private Law**
Alma Mater Studiorum - University of Bologna, School of Law
Bologna, Italy

 - 2011-ongoing **Associate Professor of Private Law**
Alma Mater Studiorum - University of Bologna, Department of Legal Sciences
Bologna, Italy

 - 2013 **Arbitrator**



Autorità per la vigilanza sui contratti pubblici di lavori servizi e forniture (AVCP)
(Authority for the Supervision of Public Contracts for Work)
Italy

2012 Expert in ICC arbitration proceedings
London, UK

2010 Arbitrator
Camera Arbitrale e di Conciliazione della Cooperazione (Conciliation and Arbitration Chamber) of
Emilia Romagna, Italy

2005-2011 Legal professional
Studio Legale Galgano,
Bologna, Italy

2004 Of counsel
Studio Legale e Tributario Carnozzi e Bonisconi
Milan, Italy

2004-2005 External consultant
Sviluppo Italia S.p.A.

2002 Legal professional
Withers LLP
London, UK

2002 Legal professional
Studio Legale Galgano,
Milan, Italy

ACADEMIC ACTIVITY

2017-2018 Course of Private Comparative Law
Course of “*Diritto civile della sicurezza dei prodotti e delle attività*” (Private Law
and product security)
Alma Mater Studiorum - University of Bologna, School of Law

2016-2017 Lecturer at Global MBA, Course of International Business Law
Bologna Business School – Bologna, Italy

2015-2016 and 2016-2017 Course of Private Comparative Law
Alma Mater Studiorum - University of Bologna, School of Law
Course of Principles of Private law in business
Alma Mater Studiorum - University of Bologna, School of Economics (Rimini
Campus)



- 2014-2015 Course of Private Comparative Law
Alma Mater Studiorum - University of Bologna, School of Law
Course of Private Law
Alma Mater Studiorum - University of Bologna, School of Economics (Rimini Campus)
- 2014-2015 Lecturer at LLM in Banking and Finance
Queen Mary University London – Institute for Commercial Studies, London
- 2013, 2016 Lecturer at LLM
IE University, Madrid, Segovia, Spain
- 2012-2013 and 2013-2014 Course of Private Comparative Law
Alma Mater Studiorum - University of Bologna, School of Law
Course of Private Law
Alma Mater Studiorum - University of Bologna, School of Economics (Rimini Campus)
Course of Commercial Law
Alma Mater Studiorum - University of Bologna, School of Economics (Rimini Campus)
- 2013-2014 Lecturer at “Get on board – O.D. Commercialisti”
Bologna Business School – Bologna
- from 2004-2005 to 2011-2012 Course of Private Law
Alma Mater Studiorum - University of Bologna, School of Economics (Rimini Campus)
- 2012- ongoing Lecturer at LLM in Trust Law
Consorzio Uniforma
- 2009 Lecturer at LLM in Consumer Affairs
Alma Mater Studiorum - University of Bologna, School of Economics (Rimini Campus)
- 2005-2006 Lecturer at LLM
King's College London – London



2004-2005 Lecturer in Business Law
Alma Mater Studiorum - University of Bologna, School of Economics (Rimini Campus)

EDUCATION AND TRAINING

- 2009 Research Fellow in Private Law
Alma Mater Studiorum - University of Bologna, School of Law (Campus of Bologna)

- 2005 Research Associate in Private Law
Alma Mater Studiorum - University of Bologna, School of Economy (Campus of Rimini)

- 2001 PhD in Civil Law
Alma Mater Studiorum - University of Bologna

- 1998 LLM (Master of Laws)
 University of London, King's College London

- 1998 Professional Law Qualification

- 1994 Law Degree 110/110 with honours
Alma Mater Studiorum - University of Bologna

PERSONAL SKILLS

Mother tongue(s) Italian

Other language(s)

	UNDERSTANDING		SPEAKING		WRITING
	Listening	Reading	Spoken interaction	Spoken production	
English	C2	C2	C2	C2	C2
French	B2	B2	B2	B2	B1

Levels: A1/A2: Basic user - B1/B2: Independent user - C1/C2 Proficient user
Common European Framework of Reference for Languages

PUBLICATIONS

- Monographs
- "Il superamento della personalità giuridica. L'esperienza inglese", Padua, 1999.
 - "Il consenso al trattamento dei dati personali", Padua, 2001.
 - "Fondazione fiduciaria e patrimoni allo scopo", Padua, 2005.



- Commentaries
- Co-direction of the Commentary of the Italian Civil Code, ed. Giappichelli, Turin, 2018.
 - Comments to Articles 768-*bis* to 768-*octies*, 1703 to 1730, 1987 to 1991, and 2447-*bis* to 2447-*decies* of the Italian Civil Code, ed. Giappichelli, Turin, 2018.
 - Commentary to artt. 28 c.c., 768 *bis*- *octies* c.c., *Codice della famiglia*, directed by Michele Sesta, III ed., Milan, 2015.
 - "Patrimoni destinati a uno specifico affare", *Commentario Scialoja-Branca-Galgano*, directed by De Nova, artt. 2447-*bis*, *ter*, *quater*, *quinquies*, *octies*, *decies*, Bologna, 2013, pp. 1-393.
 - Commentary to artt. 32; 1703-1730; 1987-1991; 2740-2744; 2447 *bis*-*decies* ICC, *Codice commentato La Tribuna*, directed by Francesco Galgano, II ed., Piacenza, 2008, 2009, 2010, 2012.
 - Commentary to artt.: 14, 15, 24, 28 c.c., art. 1 d.p.r. 361/2000 , artt. 1, 2, 11, 15 1 16 Hague Convention July 1st, 1985 on the law applicable to trusts and on their recognition, *Codice delle successioni*, directed by Michele Sesta, Milan, 2011.
 - Commentary to art. 4 Consumer Code, *Commentario al Codice del Consumo*, directed by Rita Rolli, Piacenza, 2010, pp. 119-125.
 - Commentary to artt. 28 e 768 *bis*-*octies* ICC., "Del patto di famiglia", *Codice della famiglia*, directed by Michele Sesta, II ed., Milan, 2009.
- Articles
- "Il diritto di pentimento nei contratti dei consumatori dalla legislazione francese alla normativa italiana in attuazione della direttiva 85/577", *Contratto e Impresa Europa*, 1996, pp. 674-704;
 - "La teoria del *lifting the veil* in Inghilterra", in *Contratto e Impresa*, 1999, pp. 718-829;
 - "Diritto di recesso dal contratto di apertura di credito a tempo indeterminato e violazione della buona fede", *Contratto e Impresa*, 1999, pp. 920-938;
 - "La segregazione patrimoniale nelle operazioni finanziarie", *Contratto e Impresa*, 2001; pp. 1362-1393;
 - "Abuso di direzione unitaria e responsabilità degli amministratori della controllante: verso l'affermazione di un principio generale", *Contratto e Impresa*, 2002, pp.1-43;
 - "Il consenso al trattamento dei dati personali tra contratto ed atto", in "Le obbligazioni", directed by Massimo Franzoni, series " I grandi Temi", Torino, 2004, pp. 1025-1073;
 - "L'atto unilaterale di trust", in "Le obbligazioni", directed by Massimo Franzoni, series " I grandi Temi", Torino, 2004, pp. 699-710;
 - "Il trustee esecutore testamentario", *Trusts e attività fiduciarie*, 2002, pp. 540-548.
 - Trust e art. 2740 c.c.: un problema finalmente risolto", *Contratto e impresa*, 2002, pp. 570-583;
 - "Il trust del modello inglese, la convenzione de l'Aja, Società, contratti, metodo, Quaderni del notariato, n. 11, Milano, 2002, pp. 333-351;
 - "Sui patrimoni destinati ad uno specifico affare" nella riforma del diritto societario", *Contr. Impr.*, 2003, pp. 181-210
 - "Resulting trust: basta la prova della volontà di trasferire il solo *legal interest*", *Trusts e attività fiduciarie*, 2004, pp. 240-244;
 - "Le nuove prospettive in materia di fondazioni", *Contratto e Impresa*, 2004, p. 265-274;
 - "Credito fondiario, revocatoria fallimentare e "istituti di credito fondiario": un'interpretazione evolutiva", *Contratto e Impresa*, 2004, pp. 980-987;
 - "Fondazioni e *venture philanthropy*: come coniugare logica del profitto ed etica del dono", *Contratto e impresa*, 2006, pp. 1479-1484;
 - "La norma sulla trascrizione di atti di destinazione è, dunque, norma sugli effetti"; *Contratto e impresa*, 2006, p. 626-633;
 - "Prime considerazioni sul patto di famiglia nella gestione del passaggio generazionale della ricchezza familiare", *Contratto e impresa*, 2006, pp. 539-578;



- "I trust di scopo nel modello internazionale", VV.AA., *Trust: opinioni a confronto*, directed by Barla De Guglielmi, Milan, 2006, pp. 350-360;
- "Trust e passaggio generazionale dell'impresa di famiglia, Il nuovo diritto di famiglia", directed by Gilda Ferrando, Turin, 2007, pp. 811-856;
- "I rimedi a tutela dei beneficiari, I trust interni e la legge della Repubblica di San Marino sui trust", directed by Manes and Soldati, Rimini, 2007, pp. 67-72;
- Chapter "Patto di famiglia", in *Il diritto*, Legal Dictionary by Il Sole 24 ore, Milan, 2007, pp. 46-59;
- "La legge della Repubblica di San Marino sui trust: i beneficiari e la loro tutela", *Contratto e Impresa*, 2007, pp. 257-263;
- "Prime considerazioni sulla responsabilità del dirigente preposto alla redazione dei documenti contabili societari", in *Le nuove regole del mercato finanziario*, directed by Galgano-Roversi Monaco, Tr. dir. comm. e pubbl. dell'economia, directed by Galgano, vol. LII, Padua, 2009;
- "Destinazione patrimoniale e trust in funzione di garanzia per finanziamenti all'impresa", *il finanziamento delle PMI*, directed by Cafaggi and Vella, Padua, 2008, pp. 75-89
- "I trust per il passaggio generazionale dell'azienda di famiglia", in *Donazioni, patti di famiglia e trust familiari*, directed by Costanza, Del Prato, Manes, Turin, 2010;
- "Curatela" in *Donazioni, patti di famiglia e trust familiari*, directed by Costanza, Del Prato, Manes, Turin, 2010;
- "I patrimoni destinati ad uno specifico affare" in *La protezione dei patrimoni*, directed by Montefameglio, Rimini, 2010, pp. 373-419;
- "Il trust in Italia" in *Atlante di diritto privato comparato*, Zanichelli, Bologna, 2010, p. 212;
- "Il trust abitativo, l'art. 2645-ter come norma sugli effetti e prove di un trust giudiziale", *Contr. impr.*, 2013, pp. 605-616.
- "Bank guarantees between civil and common law features and the issue of termination", *Contratto e Impresa Europa*, 2013;
- "Il trust abitativo, l'art. 2645-ter come norma sugli effetti e prove di un trust giudiziale", *Contratto e Impresa*, 2013, pp. 605-616;
- Chapter "Trust interno", *Digesto discipline privatistiche, sezione civile*, Turin, 2013, pp. 769-814;
- "La responsabilità patrimoniale del creditore", in *L'esame di diritto privato*, directed by Patti, Turin, 2015;
- "I patrimoni destinati ad uno specifico affare", in VV.AA., *La protezione dei patrimoni*, directed by Montefameglio, IV ed., Rimini, 2015;
- "I finanziamenti destinati ad uno specifico affare", *Le operazioni di finanziamento*, directed by Francesco Galgano, directed by Elisabetta Panzarini, Angelo Dolmetta, Sergio Patriarca, Bologna 2016.
- VV. AA., *Solvency II: A Dynamic Challenge for the Insurance Market*, edited by Mads Andenas, Renzo Giovanni Avesani, Paola Manes, Francesco Vella, Philip R. Wood, Bologna, 2017.

CONFERENCES, COURSES
AND SEMINARS

-
- | | |
|---------------|--|
| March 2018 | Scientific direction of the International Seminar " <i>The international contract: old and new issues for judge, arbitrator, undertakings and professionals</i> "
<i>University of Bologna</i> |
| December 2017 | Speaker at the Seminar " <i>Contemporary issues in Financial Markets Law and Company Law – National, International, European and Comparative perspectives</i> "
<i>Institute of Advanced Legal Studies – London, UK</i> |
| 22 May 2017 | Scientific direction in launch event of the handbook " <i>Solvency II: a dynamic challenge for the insurance sector</i> "
<i>MIB – Trieste School of Management - Trieste, Italy</i> |



- March 2017 Speaker at the Seminar "*Regulating and supervising European Financial Markets: challenges, opportunities and risks*"
King's College London
- February 2017 Seminar and book launch: Contemporary changes in Regulating and Supervising European Financial Markets – Quo Vadis European Union?
University of Applied Sciences, Berlin
- November 2016 Seminar and book launch (Mads Andenas): Contemporary changes in Regulating and Supervising European Financial Markets
University of Oslo, Institute of Private Law and Private Comparative Law, Faculty of Law
- 22 November 2016 Scientific direction of international seminar "*The role of comparative law in judicial decisions*"
University of Bologna
- 2014-2015 LLM Banking and Finance Lecturer
Queen Mary University London, Institute for Commercial Studies – London, UK
- 2014 Scientific direction of the international seminar "*Sovereign debt: management and sustainability*"
Alma mater studiorum - University of Bologna – Bologna, Italy
- 2013, 2016 LLM Lecturer
IE University - Madrid, Segovia, Spain
- 2013-2014 Lecturer at Alma Graduate School
Alma mater studiorum - University of Bologna – Bologna, Italy
- 2013 Tutor, scholarship on fiduciary duty and third parties' rights ("*Il segreto fiduciario e i diritti dei terzi*")
Alma mater studiorum - University of Bologna, Department of Legal Sciences - Bologna, Italy
- 2012-2018 Lecturer at Master in Trust Law
Consorzio Uniforma - Roma, Italy
- 2005-2006 LLM Lecturer
King's College London - London, UK
- Lecturer at more than 50 conferences on topics related to Civil Law, Business Law and Comparative Law

OTHER PROJECTS

- Research project directed by Prof. Fabio Alberto Roversi-Monaco on protection of savings to PRIN - COFIN (from 2005 to 2008).
- Drafting Committee to the "Commentario compatto al codice civile" ed. F. Galgano, La tribuna, Piacenza (2008-2012).



- *Referee* CINECA (2012).
- World Universities Comparative Law Project - *Allen & Overy, Global Law Intelligence Unit* – Prof. Philip Wood (2014-2015).
- *Referee* della rivista “Famiglia e diritto” (2012-in corso).
- Project by *Alma idea* “*Destinazione patrimoniale e causa fiduciaria: un approccio interdisciplinare per un prospettiva ricostruttiva unitaria*” (2017-subject to change).
- Drafting Committee to the journals “*Contratto e impresa*” and “*Contratto e impresa Europa*” (2009-ongoing).

Bologna, 13 March 2019



List of appointments:

Director


Unipol Banca S.p.A.

Member of Supervisory Body

Philips Innovation S.p.A.

Director

Bologna Business School

A handwritten signature in cursive script, appearing to read "Pasolini".

12 MAR. 2019

STATEMENT CONCERNING THE PROFESSIONAL REQUIREMENTS AND KNOWLEDGE/ EXPERTISE ACCRUED IN THE AREAS OF COMPETENCY ENVISAGED BY THE DOCUMENT "PROFILE OF THE BOARD OF STATUTORY AUDITORS" ("PROFILE")

I, the undersigned **Paola Manes** (fiscal code MNSPLA72L49H501A) born in Rome, on 09/07/1972, resident in Bologna, Italian nationality, in relation to the appointment to the office of **stand-in Statutory Auditor** of UniCredit S.p.A. and in light of the information enclosed into the curriculum vitae, hereby state – without prejudice to the professional requirements set out by the current provisions - to possess adequate knowledge of and experience in among two of the areas of competency drawn up by the Profile, as is explained below:

- Banking Business**
- Banking Governance**
- Risk and Control**
- Legal / Regulatory**
- Accounting & Audit**

as well as

- to possess a **specific experience in the legal field and a proper knowledge of corporate organization and processes.**

Furthermore, with specific reference to the **professional experience requirements** set by section 1.2.1 of the "**Profile**", I declare

for at least three years, even alternatively:

to have practiced the activity of legal auditing of accounts,

Or

to have performed management or control activities or held managerial positions in the banking, financial, securities or insurance sectors;

to have performed management or control activities or held managerial positions in listed companies or in companies whose size or complexity is greater than, or equal to, the UniCredit ones (in terms of revenue, nature and complexity of the organization or activities performed);

Or

to have practiced professional activities in the fields relating to the banking, financial, securities or insurance sectors or other activities of relevance for UniCredit; the professional activity has to respond to proper complexity levels also with regard to the beneficiaries of the services provided and it has to be performed continuously and predominantly in the abovementioned sectors;

to have taught, at University level (as first or second level) on subjects concerning - in the field of law - banking, commercial and/or fiscal law, as well as the running of financial markets and - in the field of business/finance - banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance, or other subjects relating to the banking, financial, real estate or insurance activities;

to have performed managerial/executive functions in public organizations or offices of the public administration relating to the banking, financial, securities or insurance sectors under the condition that the entity in which the corporate officers had performed such activities has a size or complexity similar to, or greater than, UniCredit ones.

I undertake to promptly inform UniCredit S.p.A. of any subsequent changes of the above stated.

Date, 12 March 2019

(Paola Manes)