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Testo del comunicato

Vedi allegato



PRESS RELEASE

UniCredit: Board of Directors' resolutions

In today's meeting the UniCredit Board of Directors passed the following resolutions:

1. Approval of UniCredit S.p.A. Board of Directors qualitative and quantitative profile.
2. Approval of the Board of Directors' own list of candidates for the positions of member of the Board of Directors and member of the Audit Committee.

The Board has carried out these activities with the support of external advisors in line with market best practices and consistently with legal and regulatory requirements.

APPROVAL OF THE UNICREDIT S.P.A. BOARD OF DIRECTORS QUALITATIVE AND QUANTITATIVE PROFILE

In today's meeting the UniCredit Board of Directors identified the qualitative and quantitative composition considered appropriate for the proper performance of its functions as well as for ensuring the presence of an adequate number of independent Directors in the composition of both the Board and the Committees. The Audit Committee, which performs controlling functions, will be entirely composed of independent members in accordance with the current legal and regulatory provisions.

The relevant document entitled "Qualitative and quantitative composition of UniCredit S.p.A. Board of Directors", published today, on the Company's website (<https://www.unicreditgroup.eu/en/governance/governance-bodies/selection-and-composition.html>), was approved also on the basis of the advisory activities carried out by the Corporate Governance & Nomination Committee. It is disclosed to the market so that all Shareholders can form their own view on the criteria proposed and approved to compose the new Board. Shareholders may carry out their own assessment on the best composition of the Board and the Audit Committee and may submit lists of candidates in line with their assessments, justifying any differences from the analysis conducted by the Board and detailed in the profile.

APPROVAL OF THE BOARD OF DIRECTORS' OWN LIST OF CANDIDATES FOR THE POSITIONS OF MEMBER OF THE BOARD OF DIRECTORS AND MEMBER OF THE AUDIT COMMITTEE

The Board of Directors, based on the above-mentioned document entitled "Qualitative and Quantitative Composition of UniCredit S.p.A. Board of Directors", unanimously approved a list of candidates for the appointment of the members of the Board of Directors and the Audit Committee, which takes into account the optimal total number of Board members, determined at 15 members, including 4 members of the Audit Committee, and the duration of office set at three financial years.

The candidates determined by the Board have been selected according to the process for the identification of Board member candidates, already approved by the Board and published on the Company's website.

The Corporate Governance & Nomination Committee, supported by the Task Force appointed by the Board in accordance with the process above, examined a significant number of candidate profiles proposed by the advisors. Subsequently, based on the selection criteria for Board members and Audit Committee's members as well as the ideal Board composition, interviewed candidates and submitted a shortlist to the Board. Finally, the Board of Directors today unanimously approved the list of candidates to be submitted to the next Shareholders' Meeting.

The above-mentioned process has led to the following list of candidates, which also contains the indication of those designed to the roles of Chair and CEO and for the Audit Committee:

**Section 1**

Pietro Carlo Padoan, Chair
Andrea Orcel, Chief Executive Officer
Paola Bergamaschi Broyd
Elena Carletti
Marcus Chromik
António Domingues
Jeffrey Alan Hedberg
Beatriz Lara Bartolomé
Maria Pierdicchi

Section 2

Paola Camagni
Julie Galbo
Gabriele Villa

The list consists of 12 candidates, including 3 members of the Audit Committee, in line with the requirements of the Articles of Association which provides for the appointment of other 3 directors, taken from the minority list that will obtain the highest number of votes, one of which will serve as Chair of the Audit committee.

The candidates were selected in adherence to international best practice, relevant legislation, and the guidelines set forth by the European Central Bank. This year's selection process highlights:

- A list with a collective suitability that ensures a blend of experiences and skills, offering a comprehensive understanding of UniCredit's key business domains and primary markets. This aligns with the strategic directions the Bank aims to pursue in the forthcoming years.
- An enhanced international outlook of the Board, facilitated by the inclusion of members from a diverse set of different nationalities, which enriches the Board's understanding of various markets and emphasizes a broad spectrum of diversity, including gender balance (50%), cultural backgrounds, and age. This diversity is complemented by substantial top management experience across leading industry sectors and corporate governance expertise.
- A renewed emphasis on banking knowledge and experience combined with in-depth risk and control expertise.
- A proven track record at executive and non-executive level on Boards of Directors of relevant listed financial institutions across different continents.
- Recognition of the importance of leadership and people management, with reference to diversity and inclusion.
- Compliance with international best practice in terms of the independence of directors, with all non-executive directors on the list who are independent (i.e. 92%). This ensures an ideal composition of the Board Committees.

The proposed candidates possess personal traits instrumental to play an effective role at Board level. This includes the capability to navigate complex situations, build relationships across various levels, maintain independent thought, respect the diversity of Board and Management roles, uphold integrity, and commit the necessary time and effort to their roles.

Comprehensive information on the personal and professional characteristics of the candidates and the relevant documentation concerning the list will be made available to the public on the UniCredit website.

Milan, 16 February 2024

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