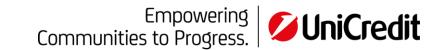


Renewal of the Board of Directors

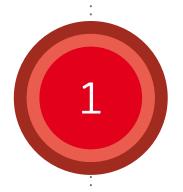
February 16th, 2024



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Board Slate

Selection Process



Board Slate - Selection Process

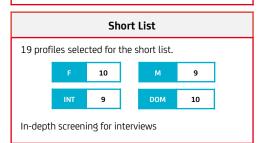
New Candidates Identification

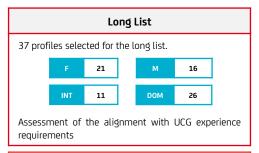
A **selection process** has been conducted in order to:

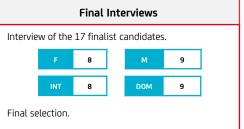
- Assure outstanding professional qualifications and experience
- Set up a list of and identify a pool of candidates to ensure a sound board composition



Initial Research 105 initial profiles identified. F 58 M 47 INT 52 DOM 53 Key focus areas: banking background and other profiles (IT / ESG)







NEW SELECTED CANDIDATES

Bergamaschi Broyd, Paola

- Senior banker with relevant experience in capital markets and investments
- 7 years of board membership experience in large international financial institutions across continents



Chromik, Marcus

- Extensive experience in risk and credit management as well as cyber risk and big data, in the banking industry
- Deep understanding of German financial services sector characteristics and dynamics



Domingues, António

- Broad knowledge of commercial banking business with a vertical expertise on strategic financial management and cross border M&A
- NED experience in listed and private companies with positions often in Governance and Audit Committee



Camagni, Paola

- Certified Accountant and Registered Auditor with solid board experience in boards of large Italian and foreign companies
- Extensive experience in financial services Board
- Expertise in managing significant complexities at Board level



Galbo, Julie

- Extensive executive experience in banking with vertical on risk
- Strong regulatory background
- Strong Board experience in banking institutions also as member of Audit Committee



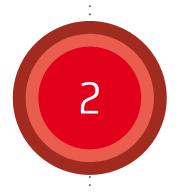
Villa, Gabriele

- Highly reputed Certified Accountant and Registered Auditor
- Compelling Board experience in Italian listed companies
 - Expertise on M&A transactions



// Legenda:

F: Female; M: Male; INT: International profiles; DOM: Domestic profiles



Board Slate

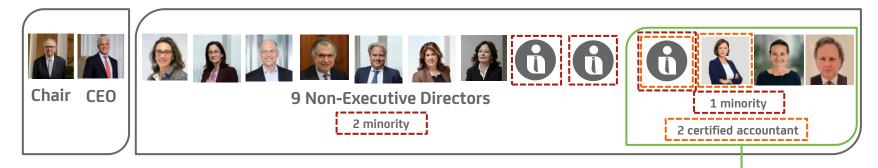
Composition



Board Slate - Selection Process

Overview of Board composition

15 Directors



- Pier Carlo Padoan
- Andrea Orcel
- Paola Bergamaschi Broyd
- Elena Carletti
- Marcus Chromik
- António Domingues
- Jeffrey Alan Hedberg
- Beatriz Lara Bartolomé
- Maria Pierdicchi

- Paola Camagni
- Julie Galbo
- Gabriele Villa



Board Slate - Selection Process

Proposal of possible Board composition to 2024 AGM

2024 Board slate

candidates: 12/15

women on Board: 50%

independence: 92%

international directors: 50%

2021 Board slate

candidates: 11/13

women on Board: 45%

independence: 82%

international directors: 45%

international peers – Board overall

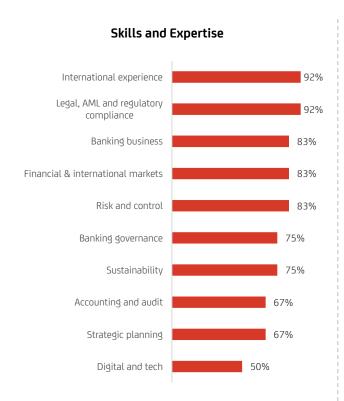
women on Board: 42%

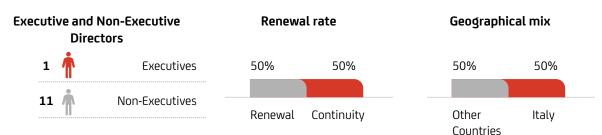
independence: 81%

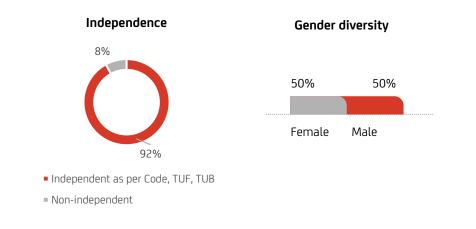
international directors: 33%



Board Slate - Composition **Snapshot**









Board Slate - Composition Market Comparison



Board size

Board size in line with market

Independence

Higher level of Independence

Tenure

Lower average tenure

Age

Age in line with market

Internationality

Highest share of international Directors

Gender Diversity

 Female members above the minimum level set by the applicable regulation

*Selected European Banks: Banco Santander; Barclays; BBVA; BNP Paribas; Commerzbank; Crédit Agricole; Deutsche Bank; Erste Bank; HSBC; ING; Intesa Sanpaolo; Lloyds Bank; Nordea Bank; Natwest; Société Générale; Standard Chartered: UBS: UniCredit.

Annex Empowering UniCredit

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Pietro Carlo Padoan



Italian Chair UniCredit Italy

Education

Università La Sapienza di Roma, Degree, Economics

Languages

Italian – Native Language English – Fluent

Professional Experience

2019 Istituto Affari Internazionali

Vice President

2019 Luiss University

Senior Fellow SEP School of European Political Economy

2018 Italian Parliament

Member of the Chamber of Deputies and member of the Budget Commission

2014-2018 Government of Italy

Minister of Economy and Finance

2007-2014 OECD

2009-2014 Deputy Secretary General and Chief Economist, G20 Finance Deputy

2007-2009 Deputy Secretary General

2006 Fondazione Italianieuropei

Director

2001-2005 International Monetary Fund

Executive Director

1998-2001 Government of Italy

Economic adviser to the Prime Minister

Università La Sapienza di Roma

Professor of Economics

Current Board Affiliations

- UniCredit (2020-Pres.), Chair of the Board of Directors, Member of the Internal Controls & Risks Committee
- ABI Italian Banking Association, Member of the Board of Directors, Member of the Executive Committee,
 Chairman of the Capital Markets Union technical Committee
- High Level Group on Financing Sustainability Transition, Chair
- European Financial Roundtable (EFR), Vice Chair
- FeBAF (Italian Banking, Insurance and Finance Federation), Member of the Executive Committee
- Assonime, Member of the Executive Committee
- Consob, Chair of Committee of Market Operators and Investors (COMI)
- School for Economic and Social Politics (AISES), Member of the Governing Council
- Istituto Luigi Einaudi per gli Studi bancari, finanziari e assicurativi, Non-Executive Director
- Borsa Italiana, Member of Corporate Governance Committee
- Institute of International Finance (IIF), Non-Executive Director
- AIFI (Associazione Italiana del Private Equity, Venture Capital e Private Debt), Member of the General Council
- IAI Istituto Affari Internazionali, Vice Chair
- Scope Foundation, Honorary Board Member

Former Board Affiliations

International Monetary Conference, Member of the Board of Directors



Andrea Orcel



Italian Group Chief Executive Officer UniCredit Italy Education

Università La Sapienza di Roma, Degree, Economics and

Commerce, 1986

INSEAD, Master in Business Administration, 1990

Languages

Italian – Native Language

English – Fluent French – Fluent Spanish – Fluent

Portuguese – Intermediate

Professional Experience

2021-Pres. UniCredit

Group Chief Executive Officer

2012-2021 UBS

President of UBS Bank, Chief Executive Officer of UBS UK, member of UBS Executive Board

2009-2012 Bank of America

Head of International Corporate and Investment Banking, President of Global Banking, Securities and Wealth

Management, President of Emerging Markets ex Asia

1992-2009 Merril Lynch

2007-2009 Head of Global Origination

2004-2007 President of EMEA Global Markets and Investment Banking, Member of Merril Lynch Management Committee Co-President of Global Markets and Investment Banking for Europe, Middle East and Africa, Head of Origination

1999-2003 Head of Global Financial Institutions Group

1992-1999 Co-Head of Financial Institutions Group for Europe, Middle East and Africa

1991-1998 Premafin Finanziaria SpA

Director of Strategic Planning and Control

1990- 1992 Boston Consulting Group (BCG)

Consultant

1988-1989 Goldman Sachs

Associate Fixed Income

Associate Fixed Income

1987-1988 Midland Montagu

Current Board Affiliations

• UniCredit Foundation (2022-Pres.), Chair

Former Board Affiliations

 Bank of America (2009-2012), Executive Chair of Investment Bank



Paola Bergamaschi Broyd



Italian
Former Head of Asset Owners Solutions, Senior Managing
Director , EMEA
Street Corp

Education

Università Commerciale Luigi Bocconi, Degree, Economics, 1985

Languages

Italian – Native Language English – Native Language French – Intermediate

Professional Experience

2003-2014 Street Corp (UK)

Head of Asset Owners Solutions, Senior Managing Director , EMEA Global Head of Client Relationship Management , Global Markets Senior Managing Director

Global Head of Equity Distribution. Senior Managing Director

1998-2003 Credit Suisse First Boston (UK)

Director Equity Sales, London

1995-1998 IMI San Paolo (UK)

Deputy Head of Equities

1989-1995 Goldman Sachs (UK)

Executive Director – Equity Research

1985-1989 Montedison Group (Italy)

Head, Investors Relations

Current Board Affiliations

- AIG Group Inc (2022-Pres.), Non-Executive Director, Member of the Risk Committee, Member of the Audit Committee
- BNY Mellon International (2017-Pres.), Non-Executive Director, Member of the Audit Committee, Member of the Nomination Committee. Chair of the Risk Committee, Chair of the Advisory Board of the Depositary and Trust business of BNY Mellon International
- ARCA Fondi SGR (2015-Pres.), Non-Executive Director, Chair of the Risk Committee, Member of the Remuneration Committee

Former Board Affiliations

- Well Fargo Securities International (2017-2022), Non-Executive Director, Chair of the Remuneration Committee, Member of the Nomination Committee, Member of the Risk Committee
- Arrow Global Plc (FTSE 250) (2020-2021), Non-Executive Director, Member of the Audit Committee and Chair of the Risk Committee. Company taken private in 2021
- Millenium and Copthorne (FTSE 250) (2019-2019), Non-Executive Director, Member of Audit and Remuneration Committee. Company delisted in 2019 following a tender offer
- Big Society Capital (2018-2020), Board Member, Member of the Risk Comm



Elena Carletti

for Advanced Studies

Full Professor of Economics



Italian Full Professor of Finance and Dean for Research Università Commerciale Luigi Bocconi Italy

Johann Wolfgang Goethe-Universität Frankfurt am Main

Education

London School of Economics, Economics, Ph.D., 2000
University of Bologna, Economics, Doctorate, 1998
Università Commerciale Luigi Bocconi, Economics, Master's Degree, 1994
Università Commerciale Luigi Bocconi, Economics, Degree, 1993

Languages

Italian – Native Language English – Fluent German – Fluent

	Office	i sita committerciat	te told boccom, technolines, begiee, 1999
Professional Experience		2009-2010	OECD Consultant
2013-Pres. 2015-Pres.	Università Commerciale Luigi Bocconi Director of Unit "Banking, Finance and Regulation", Baffi Carefin Center for Applied Research	2008	The World Bank Consultant
2013-Pres.	Full Professor of Finance	2004-2008	Center for Financial Studies
2017-Pres.	Bruegel Member of the Scientific Committee	2000-2004	Senior Researcher Universität Mannheim
2016-Pres.	Florence School of Banking & Finance Founding Director, Scientific Advisor	2000-2004	Assistant Professor of Economics
2016-Pres.	European Parliament Member of the Expert Panel on banking supervision		d Affiliations (2019-Pres.), Non-Executive Director, Chair of the Internal Controls & Risks e, Member of the Related Parties Committee
2015-Pres.	Banca D'Italia Member of the Scientific Committee "Paolo Baffi Lecture"	 Former Board Affiliations Fondazione Cassa di Risparmio di La Spezia (2016-2019), Non-Executive Director European Finance Association (EFA), Chair 	
2013-2015	Bangor University Research Professor	 Confindustria (2014-2016), Scientific Committee Member Riksbank - Swedish Central Bank (2014), Review Panel Member Central Bank of Ireland (2011), Review Panel Member 	
2008-2013	European University Institute Joint Chair Economics Department and Robert Schuman Centre		ncial Intermediation Research Society (2010-2013), Board Member



Marcus Chromik



German Former Chief Risk Officer Commerzbank AG Frankfurt, Germany

Education

Ludwig-Maximilians Universität München, Doctorate/Ph.D., Physics, 2001

Masters, Physics, 1998

Georg-August-Universität Göttingen, Pre-Diploma, Physics, 1995

Languages

German – Native Language English – Fluent

Professional Experience

2009-2023	Commerzbank AG
2016-2023	Chief Risk Officer, Member of the Board of Managing Directors
2012-2015	Chief Credit Risk Officer - Core Bank
2009-2012	Chief Market Risk Officer
2007-2009	Deutsche Postbank AG
2008-2009	Head of Liquidity Management and Credit Treasury
2007-2008	Head of Primary Capital Markets
2004-2007	Deutsche Bank AG
2006-2007	Director Risk Control, Deutsche Postbank AG
2004-2005	Head of Credit Risk Controlling, Deutsche Postbank AG
2001-2004	McKinsey & Company (Germany) Senior Associate

Current Board Affiliations

- Commerzreal AG (Commerzbank Group) (2021-Pres.), Non-Executive Director (Supervisor Board)
- WM Gruppe (2021-Pres.), Member of Advisory Board
- mBank SA (Warsaw) (Commerzbank Group) (2016-Pres.), Non-Executive Director, Chair of Risk Committee (Supervisory Board)
- German Eastern Business Association (2016-Pres.), Member of Steering Committee
- International Chamber of Commerce Germany (2016-Pres.), Member of the Board
- German Banking Association, Chair of Committee of SSM1 bank

Former Board Affiliations

- Valovis Bank AG (2012-2015), Non-Executive Director (Supervisory Board)
- Düsseldorfer Hypothekenbank AG (2016), Non-Executive Director (Supervisory Board)
- Argor Heraeus SA (2013-2015), Non-Executive Director (Supervisory Board)
- Allianz Global Investors Europe GmbH 82011-2012), Member of investment advisory committee for three fonds belonging to Commerzbank's pension scheme

Also suited for Audit Committee



António Domingues



Portuguese former Chief Executive Officer Caixa Geral de Depositos Lisbon, Portugal

Education

ISEG- Universidade Técnica de Lisboa, Degree, Economics, 1979

Languages

Portuguese – Native Language English, French and Spanish – Fluent

Professional Experience				
2016-2016	Caixa Geral de Depositos			
	Chief Executive Officer			
1989-2016	Banco BPI Group			
2003-2016	Deputy CEO and Chief Financial Office			
1995-2003	Chief Financial Officer			
1989-1995	Treasurer			
1989-1989	Banco Portugues do Investmento (BPA)			
	Deputy General Manager of France branch network			
1985-1988	Banco de Portugal			
	Foreign Department, Fx Reserves Management			
1982-1985	Monetary Authority of Macao			
	Research & Statistics Department, Treasury Division			
1980-1982	Ministério da Industria e Energia			
	Portugal Research and Planning Department			

Current Board Affiliations

- Banco CTT (2022-Pres.). Non-Executive Director
- Haitong Investment Bank S.A. (Private) (2018-Pres.), Non-Executive Director, Chair of Audit Committee, Chair of Governance Committee, member of Risk Committee, member of Remuneration Committee

Former Board Affiliations

- NOS S.A. (2004-2022), Non-Executive Director, Chair of Audit & Risk Committee, Member of Governance Committee
- Allianz (Portugal) (2003-2016), Non-Executive Director
- BFA-Banco de Fomento de Angola (2002-2020), Vice Chair
- BCI (Moçambique) (2002-2012), Non-Executive Director
- SIBS (1999-2012), Non-Executive Director
- Unicre (1999-2008), Non-Executive Director
- BPI Investment Bank (1995-2016), Vice Chair
- Banco de Fomento & Exterior (1996-1999), Non-Executive Director
- Banco Borges & Irmão (1996-1999), Non-Executive Director

Also suited for Audit Committee



Jeffrey Alan Hedberg



American Former Chief Executive Officer WindTre S.p.A. Italy

Education

University of Denver, International Management, Master's Degree, 1992

Northeastern University, Business Administration, Bachelor's Degree, 1988

Lanquages

English - Native Language German – Fluent

French - Intermediate Italian – Intermediate

Professional Experience 2017-2023 WindTre S.p.A. Chief Executive Officer 2017-2022 Asstel - Assotelecomunicazioni Vice President

PMCL - Mobilink 2014-2016 President and Chief Executive Officer

2013-2014 **Boston Consulting Group** Senior Advisor

2012-2014 Private Equity Advisor

2011-2012 Altech

Chief Operating Officer

Telkom South Africa 2009-2011 Chief Executive Officer

2006-2009 Cell-C

Chief Executive Officer

1999-2004 Deutsche Telekom AG 2002-2004 Chief Executive Officer, Chairman of Deutsche Telecom USA 1999-2002 **Executive Vice President**

1994-1998 Swisscom

1997-1998 Executive Vice President 1996-1997 Deputy Director, Vice President for Strategy and Acquisitions

1994-1996 Director for Unisource Alliance

1992-1994 Coopers & Lybrand Consulting

Senior Associate Telecommunication Industries

1990-1992 US West Inc.

Corporate Strategy, Strategic Marketing Manager International

TVM 1985-1989

Venture Capital Analyst

Current Board Affiliations

UniCredit (2021-Pres.), Non-Executive Director, (2023-Pres.) Chair of the Remuneration Committee, Member of ESG Committee

Former Board Affiliations



Beatriz Lara Bartolomé



Argentinian Senior Advisor and Investor

Education

IESE Business School, Master in Business Administration for Senior Executives, 2003

Universidad Complutense de Madrid, Master's Degree, Physics Science, 1986

Universidad Autonoma de Madrid, Bachelor's Degree, Physics, 1984

Languages

Spanish – Native Language English – Fluent

Professional Experience

2014-Pres. Senior Advisor and Investor

2006-2015 BBVA

2012-2015 Director of Corporate Transformation

2010-2012 Chief Innovation Officer

2006-2010 Director of Technological Innovation

2003-2006 Alcatel-Lucent

Director of Mobile Networks & Applications

1997-2003 Ericsson

Business Development Director, Global Services, Market Unit Iberia

1990- 1997 AT&T Mobile Tel

Account Director New Operators

1989-1990 Electronics & Telecommunications Ltd.

Technical Sales Engineer

1987-1989

Nokia Technologies

IT&T-NOKIA Supervisor of product development & quality

Current Board Affiliations

- UniCredit (2020-Pres.), Non-Executive Director, (2021-Pres.) Member of the ESG Committee
- AHAOW Moment S.L., Sole Administrator

Former Board Affiliations

- BBVA (2007-2015), Non-Executive Director
- IMDEA Networks (2008-2011), Non-Executive Director



Maria Pierdicchi



Italian
Former Chief Executive Director
Standard & Poor's Ratings Services, South Europe
Italy

Education

New York University-Leonard N. Stern School of Business, Master in Business Administration, 1988

Università Commerciale Luigi Bocconi, Degree, Economics, 1982

Languages

Italian – Native Language English – Native Language French – Intermediate Spanish – Intermediate

Professional Experience

2003-2015 Standard & Poor's Ratings Services 2009-2015 Chief Executive Director and Managing Director, Head of Southern Europe Chief Executive Director, Southern Europe 2003-2008 Borsa Italiana 1998-2003 Senior Director, Head of "Nuovo Mercato" 1991-1998 Premafin Finanziaria SpA Director of Strategic Planning and Control 1988-1991 Citibank Resident Vice President, Senior Financial Analyst The World Bank 1985-1988 Consultant, Latin America

Università Commerciale Luigi Bocconi

intermediaries

Research Assistant in banking and international financial

Current Board Affiliations

- Aidexa Holding (former PBI) (2023-Pres.), Non-Executive Director
- UniCredit (2018-Pres.), Non-Executive Director, Chair of the Related-Parties Committee, Member of the Corporate Governance & Nomination Committee, former Member of the Internal Controls & Risks Committee
- NedCommunity (2019-Pres.), Chair

Former Board Affiliations

- Autogrill (2017-2023), Non-Executive Director, Chair of Human Resources Committee
- Luxottica Group (2015-2019), Non-Executive Director
- AURORA AS (2018-2019), Non-Executive Director
- Banca Teatina (2015-2018), Non-Executive Director
- Standard & Poor's Global Italy (2015-2018), Non-Executive Director
- Nuove Banche Marche, Etruria e Lazio, Cassa di Risparmio di Chieti e Cassa di Risparmio di Ferrara (2015-2018), Non-Executive Director
- American Chamber of Commerce in Italy (2006-2017), Vice Chair



1981-1985

Paola Camagni



Italian Founder and Tax Partner Camagni e Associati **Education**

Università Commerciale Luigi Bocconi, Bachelors, Economics, 1994

Università Commerciale Luigi Bocconi, Master, Tax law, 1995

Languages

Italian – Native Language English – Fluent French – Somewhat

Professional Experience

2013-Pres. Camagni e Associati

Founder and Tax Partner

2016 Presidenza del Consiglio dei Ministri della Repubblica

Italiana

Member of the Tax and Economic Experts Committee

2000-2013 Studio Tributario e Societario Deloitte

Head of Real Estate Tax Practice

1996-2000 Studio Tributario Deiure

Chartered Accountant

1994-1996 Ernst & Young (Italy)

Chartered Accountant

Current Board Affiliations

- FSI (2022-Pres.). Non-Executive Director
- TIM (2021-Pres.), Non-Executive Director, Member of Nomination and Remuneration Committee, Member of Sustainability Committee
- CNP Vita (2017-Pres.), Member of Board of Statutory Auditors
- Agenzia Giornalistica Italia (AGI) (2016-Pres.), Chair of Board of Statutory Auditors
- Mozambique Rovuma Venture (Eni Group) (2015-Pres.), Chair of Board of Statutory Auditors

Former Board Affiliations

- Azule Energy (2016-Pres.), Member of Board of Statutory Auditors
- Cellularline (2019-2020), Non-Executive Director, Chair of Related parties Committee, Member of Control Risk Committee. Member of Nomination and Remuneration Committee
- Eni (2014-2020), Member of Board of Statutory Auditors
- Eni Rewind (2015-2023), Member of Board of Statutory Auditors
- Oracle (2004-2021), Member of Board of Statutory Auditors
- Zara italia (1999-2002), Member of Board of Statutory Auditors
- Cantieri di Sarnico (1998-2000), Non-Executive Director

Professional Qualifications

- Registered Auditor, 1999
- Certified Accountant, 1995



Julie Galbo



Danish; Spanish former Head of Group Business Risk Management Nordea Netherlands

Education

University of Copenhagen, MA, Law, 1998

Languages

Danish — Native Language English — Fluent

German – Basic

French – Basic

Swedish - Basic

Professional Experience

2014-2019 Nordea 2019 Head of Group Business Risk Management 2017-2018 Group Executive Management, Group Chief Risk Officer, Head of Group Risk Management and Control 2015-2016 Chair of Legal Structure Program, Head of Regulatory Change Mgmt 2014-2015 Head of Alternatives and Manager Selection, Nordea Asset Management

2010-2014 Danish Financial Supervisory Authority

Deputy Director General

2009-2010 Ministry of Economic and Business Affairs, Denmark

Head of Division, State Capital Injections

2005-2009 Nordea

4000 2005	
2005-2006	Chief Compliance Officer, Markets Denmark
2006-2008	Project Manager, MiFID Implementation, Markets
2008-2009	Executive Advisor & Head of Management Support, Private Banking

1998-2005 Danish Financial Supervisory Authority

2003-2005 Deputy Director, Markets Denmark1998-2003 Deputy Financial Inspector, Markets, Banking & Mortgage Credit

Current Board Affiliations

- Trifork Holding (2021-Pres.), Chair, Member of Nomination & Remuneration Committee, Member of Strategy Committee
- Commonwealth Bank of Australia (2021-Pres.), Non-Executive Director, Member of Audit Committee, Member of Risk & Compliance Committee
- DNB Bank (2020-Pres.), Non-Executive Director, Member of Risk Management Committee, Member of Audit Committee

Former Board Affiliations

 ESMA European Securities and Markets Authority (2012-2014), Chair, Member of Nomination Committee

Also suited for Audit Committee



Gabriele Villa



Italian Founder and Partner Studio Corbella - Villa - Crostarosa - Guicciardi Milan, Italy

Education

Università Cattolica di Milano, Degree, Economics, 1988

Languages

Italian — Native Language English — Fluent

Professional Experience

Present Studio Corbella – Villa - Crostarosa - Guicciardi

Founder and Partner

Present Università Cattolica del Sacro Cuore

Associate Professor

Current Board Affiliations

- Edison (2017-Pres.), Member of Board of Statutory Auditors
- Italmobiliare (2020-Pres.), Member of Board of Statutory Auditors

Former Board Affiliations

- Mediobanca (2008-2017), Member of Board of Statutory Auditors; (2017-2023), Non-Executive Director
- Webuild (2014-2018), Member of Board of Statutory Auditors

Professional Qualifications

- Chartered Accountant
- Registered Auditor



DISCLAIMER

- This Presentation may contain written and oral "forward-looking statements", which includes all statements that do not relate solely to historical or current facts and which are therefore inherently uncertain. All forward-looking statements rely on a number of assumptions, expectations, projections and provisional data concerning future events and are subject to a number of uncertainties and other factors, many of which are outside the control of UniCredit S.p.A. (the "Company"). There are a variety of factors that may cause actual results and performance to be materially different from the explicit or implicit contents of any forward-looking statements and thus, such forward-looking statements are not a reliable indicator of future performance. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law. The information and opinions contained in this Presentation are provided as at the date hereof and are subject to change without notice. Neither this Presentation nor any part of it nor the fact of its distribution may form the basis of, or be relied on or in connection with, any contract or investment decision
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