

Press release

Today the UniCredit board of directors approved a reorganisation project which aims to continue the streamlining process initiated with Transform 2019. This project involves an evolution of the management structure of the Group, to ensure that the management team who will deliver the next 2020-23 plan will have full ownership of the new strategy from the very outset. As part of this process, in agreement with the Bank, Dr. Gianni Franco Papa has decided to step down from UniCredit Group effective 1 June 2019.

The board of directors extends its thanks and appreciation to Dr. Papa for his longstanding contribution to the development of the Group. Dr. Papa has been integral to the first two years of the implementation of Transform 2019 and, from 7 February 2019, after stepping down from the General Manager role, will remain as an advisor to the CEO on the ongoing execution of the plan till his separation from the bank.

Dr. Papa's contractual exit package has been approved by the Board in compliance with the governance process envisaged and in accordance with (i) the Bank's internal regulations (including the Remuneration Policy and the Policy relating to Severance Payments, approved by the Shareholders' Meeting), (ii) the applicable external regulations (including the National Collective Labour Agreement for Banking Executives) and (iii) the individual employment contract.

The exit conditions are as follows:

- leaving the company on 31 May 2019
- granting of a total package for the termination of the employment relationship of ca. € 3.658 million, equivalent to circa 21 months of total remuneration, composed as follows:
 - an indemnity equal to the cost of the notice for the part not worked of ca. € 1.826 million (approx. 9 months), paid in monetary form upon termination of employment
 - a severance payment of ca. € 1.811 million, equivalent to 12 months' total remuneration (paid at 20% upon termination of the employment relationship and the remaining 80% deferred over a further 5 years, in cash and shares)
 - a consideration for the waivers expressed of € 20,000.

The above will be provided under the conditions and according to the rules defined in the above mentioned regulatory framework (including the provision on so-called "*malus*" and "*clawback*" clauses applicable to severance).

The agreement also provides for the maintenance, as "good leaver", of the rights to bonuses and incentives under the terms and conditions provided for in the existing plans.

In particular, with regard to the long-term incentive plan LTI 2017 / 2019, the participation is provided *pro-rata temporis* in relation to the period worked (29 months out of 36), subject to the assessment of the level of achievement of the KPIs of the plan scorecard (to be carried out on the basis of the results of 2019) and the normal vesting conditions provided for in the relevant Regulation.

The company will also grant the maintenance of the company's home and car for a transitional period of four months after termination of the contract.

Milan, 6 February 2019

Enquiries

Investor Relations Tel +39 02 88621028 e-mail: investorrelations@unicredit.eu

Media Relations Tel +39 02 88623569 e-mail: mediarelations@unicredit.eu