



ANTI-CORRUPTION POLICY

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1. INTRODUCTION

1.1 PURPOSE AND CONTENT SUMMARY

The Policy aims to:

- clearly articulate UniCredit Bank’s (“Bank”) and UniCredit Group’s commitment to prohibiting bribery and corruption and to be in compliance with applicable anti-bribery laws;
- define principles for identifying and preventing potential bribery and corruption in order to protect the integrity and reputation of the Bank and of UniCredit Group;
- clearly communicate anti-bribery and anti-corruption principles both to internal and external stakeholders;
- provide a framework for a Group-wide Anti-Bribery and Anti-Corruption Programme.

1.2 SCOPE OF APPLICATION

This Policy is addressed to all UniCredit Group Legal Entities and applies to all members of strategic, control and executive bodies, employees, tied agents (e.g. financial advisors) and temporary employees of UniCredit (hereinafter, jointly “Employees”) and across all Group business activities, and shall be applied in compliance with legal requirements and regulations locally in force. In case local legal requirements are more restrictive than the principles of this Policy, the more restrictive requirements of local laws in force are to be adopted by the respective UniCredit Group Legal Entities.

For the purpose of internal processes and procedures, the Bank will apply this Policy in conjunction with the related Rules in force.

This Policy and its related Rules are to be applied in conjunction with the relevant Bank's and UniCredit Group Policy on Whistleblowing and corresponding local internal regulations.

When seeking guidance on ethics and Employees behaviours this Policy should be applied in conjunction with the Bank's Code of Conduct.

This Policy is also to be made available to various external stakeholders to inform them about the anti-bribery and anti-corruption principles followed by the Bank and UniCredit Group.

This Policy does not address the issues of prevention of money laundering, fraud, competition offences or other offences that may be related to Bribery and Corruption. Those are covered by specific Group and local Rules.

1.3. ROLES AND RESPONSIBILITIES

1.3.1. UniCredit Group and Group Legal entities

The Board of Directors of UniCredit, the Chief Executive Officer, the General Manager, as well as the rest of the Top Management of UniCredit and of the Bank are responsible for creating a general risk culture in the organization and ensuring the oversight of the desired conduct. In this regard, they play an active role to enforce the standards described in this policy.

The Holding Company and the Bank must appoint a person responsible for its Anti-Bribery and Anti-Corruption Programme - the Local Anti-Corruption Officer; Group Legal Entities which do not have a Compliance function - due to their size - may appoint a joint Anti-Corruption Officer shared among all such entities or the role may be performed by the parent entity's Anti-Corruption Officer.

1.3.2. Group Head of Anti-Corruption

The Group Head of Anti-Corruption, appointed within the Group Anti Financial Crime function of the Holding Company is responsible for:

- the design and implementation of the Group Anti-Bribery and Anti-Corruption Programme;
- supporting and monitoring on the implementation of Group Rules setting minimum Group standards on this matter;
- advice on, co-ordination and oversight of the Anti-Bribery and Corruption Programmes of the Group Legal Entities;
- providing advice on and opinions related to major Anti-Corruption and Bribery matters.

1.3.3. Local Anti-Corruption Officer

The Local Anti-Corruption Officer is responsible for:

- defining and implementing, the execution and the oversight of the Anti-Bribery and Anti-Corruption Programme in line with the Holding programme;
- coordinating the activities directed to the correct application of the Group Rules related to Anti-Bribery and Anti-Corruption, and, in accordance with all relevant local legal and regulatory requirements, proposing of any supplements as required, as well as;
- guidance regarding advice on the local Anti-Bribery and Anti-Corruption Programme;
- guidance to assist Employees with the performance of due diligence on anti-corruption issues including assessment of material gained during the due diligence exercise and advice on Red Flags;
- oversight regarding the investigation of any reported acts of Bribery and Corruption, involving the Group Head of Anti-Corruption Officer whenever deemed appropriate. For this purpose, the Local Anti-Corruption Officer shall have the power to investigate any suspected or actual cases of acts of Bribery and Corruption, to ask for and review all documents and to escalate any such cases to the local Chief Executive Officer or other relevant Board member and, if necessary, to the relevant Authorities.
- translate into local language (when needed) and make publicly available/publish/communicate this policy through their official communication channels.

The Anti-Corruption Officer will liaise with and report to Head of AML any suspicion of money laundering and to the Group Head of Anti-Corruption in case of severe actual or attempted acts of Bribery and Corruption, subject to and in compliance with any applicable data protection and banking secrecy rules or law.

1.3.4. All employees of the Bank

All Employees are responsible for complying with the hereby Policy, any corresponding local internal rules and procedures and all applicable anti-corruption laws in the performance of their duties, and must have a conduct aligned to the Bank's values. All Bank Employees are responsible for complying with the relevant legal provisions from the perspective of anti-corruption, applicable in the conduct of daily activities.

In addition to complying with legal and regulatory requirements and this policy, Employees will conduct themselves honestly and with integrity and perform their duties competently, carefully and with due diligence.

All Employees shall report to the Anti-Corruption Officer or the Coordinator of Compliance Division any instances of actual or attempted acts of Bribery and Corruption they become aware of, whether the act of Bribery and Corruption is offered, given or received.

Employees should be aware of Red Flags and, where they are seen, should be alert to the potentially increased risks and contact the Anti-Corruption Officer or the AML Officer for advice. Any issues or concerns regarding an act of Bribery and Corruption should be brought to the immediate attention of the Anti-Corruption Officer according to the established internal process.

Any report must be made according to the established internal process but in case in the first instance to the Anti-Corruption Officer and, where actual or suspected money laundering is involved, also to the AML Officer. Failure to make such a report may give rise to individual criminal liability on the part of the relevant Employee in certain jurisdictions, as well as exposing the Bank and the Group to potential legal or regulatory action. Potential acts of Bribery and Corruptions may be reported also under the *Regulation regarding reporting of Unacceptable Conduct – Whistle-blowing*.

All Employees must have the capacity to perform their duties, being held responsible for the actions performed in connection with the Bank's conduct in assuming the risks. Failure to comply with the provisions of this policy and any other internal regulations relevant to the issue of anti-corruption may lead to disciplinary action, including the termination of the employment contract or other relations with the Bank, according to internal regulations.

2. PRINCIPLES OF ANTI-BRIBERY AND ANTI-CORRUPTION

2.1 GENERAL PRINCIPLES

The principles described in this policy are emanating from UniCredit commitment to integrity and sustainable way of doing business.

Through this Policy and its principles, UniCredit Board of Directors, the Chief Executive Officer, the General Manager, as well as the rest of the Top Management of UniCredit and Group Legal Entities (hereafter “Top Management”) explicitly demand the Group to adhere to the fundamental values of integrity, transparency and accountability, consistently throughout the Group and in all jurisdictions where business is conducted, and to foster the culture of compliance in which bribery and corruption is never acceptable.

2.1.1 Zero tolerance to corruption

UniCredit Group and the Bank have zero tolerance towards acts of bribery and corruption and prohibit them in any form, both direct and indirect. UniCredit Group and the Bank will not tolerate their employees or third parties in any kind of relationship with the Group being involved in acts of bribery and corruption.

By committing to zero tolerance to bribery and corruption, UniCredit Group and the Bank commit that every behavior in breach of the principles of this Policy and every concern raised as for possible act of bribery and corruption will be assessed and where appropriate investigated and disciplinary action will be taken in addition to the sanctions contained in the applicable regulations.

No Employee will suffer demotion, penalty, or other adverse consequences for refusing to pay acts of corruption or reporting actual or attempted acts of corruption even if such refusal may result in the Bank or Group losing business.

The above principle is enforced by an adequate risk management processes and implementing a group-wide Anti-Bribery and Anti-Corruption Programme.

2.1.2 Commitment to combat bribery and corruption

The Bank commits to proactively combat bribery and corruption in the environment we operate. The Bank shall do this by promoting integrity and bribery and corruption-free way of doing business among the wide range of its stakeholders.

The Bank is striving to be an industry role model by implementing best anti-bribery and anti-corruption standards and practices, investing into training and awareness of its Employees.

The Bank is making best efforts to prevent bribery and corruption by its Third parties including deeper up or down the supply chain of our Third parties. UniCredit Group reserves the right to refrain from relationship with a Third party when doubts of possible corruption or bribery committed exist.

2.1.3 Commitment to global compliance

UniCredit has a large geographical presence and commit to comply with local law and regulation where we operate.

2.2 ANTI-BRIBERY AND ANTI-CORRUPTION STANDARDS

2.2.1 Dealing with Public Officials

Any activity of the Bank in connection with Public Officials or persons associated with Public Officials may have both additional reputation risks and increased risk of compliance with applicable laws and regulations. As a general rule an escalation to Compliance Division is needed for the following activities.

For any transfer of value including gifts, business hospitality or any other items of value that may be provided by the Bank directly or indirectly to a Public Official, an involvement of the Compliance Division is necessary. The opinion of the Compliance Division must be obtained prior to offering, promising or giving a gift or business hospitality.

Compliance opinion can be provided specifically for single gift/business hospitality or generically for gifts/business hospitality below the particular threshold or particular event type (e.g. conference, seminar, presentation, etc.).

Connection to Public Official is also an increased risk factor for Third party relations. When it is known that a Third party is owned, controlled or managed by a Public Official, requirements for enhanced due diligence might apply where appropriate.

In order to avoid corruption risks related with possible political patronage or nepotism all employment or internship relationship with persons associated with Public Officials, where known, these are to be based on a consistent recruitment process to ensure that candidates are qualified/eligible and do not receive special treatment. Those relations include offers of employment or internship, promotion, management of compensation and benefits, etc.

2.2.2 Facilitation payments

Facilitation payments, even small in size, but corrupt in nature are prohibited.

The Bank does not make and it will not tolerate its employees or third parties in their relationship with the Bank, offering, promising, soliciting, demanding, giving or accepting any kind of facilitation payments to or from any third party.

2.2.3 Charity, Sponsorship, Donations

The Bank is committed to being a responsible member of communities where it operates, to supporting those in need which may include sponsoring various events, initiatives and organisations.

In no case charitable contribution, sponsorship or donation can be used as a subterfuge for bribery.

All Charity and donation activities are done in good faith and are not aimed to gain any business or other advantage quid pro quo that may be considered improper. Sponsorship transactions, by their nature, may be done with the aim to gain business advantage in a transparent and legitimate way.

In case a charity, donation or sponsorship raises an increased bribery or corruption risk concern, prior to such charitable contribution, donation or sponsorship, an anti-corruption due diligence is conducted to ascertain the appropriateness of such.

Political donations in any tangible or intangible form are forbidden.

2.2.4 Employment Related Risks

Human Resources (HR) activities, such as offering employment or internship, promotions and trainings are often deemed to be something of value and therefore giving, offering, promising such in order to obtain or retain an undue business advantage is considered bribery and corruption.

UniCredit Group and the Bank condemn all kinds of unethical HR activities (as described above) which violate the principles of objectivity, competence, professionalism, and equal opportunities, irrespective if they fall under the formal definition of bribery and corruption.

Whenever an HR action in relation to a particular individual is solicited directly or indirectly by any customer, business partner, or any other Third party known to have any formal or informal relationship with the Group, or by any Public Official or a person associated with a Public Official, it shall be performed through a merit based and, when applicable, the usual competitive process, shall be subject to objective assessment and it shall be documented that any decision on this particular action wasn't based on the request of such Third party.

In order to avoid the risk of being perceived as bribery or corruption all HR practices, including but not limited to, offers of employment, both full time and part time, offers of internship, both paid and unpaid, providing training or development opportunities, promotions or transfers to another position, compensation review shall be made only through merit-based and, when applicable, competitive process.

For the purpose of the current regulation, the list of relevant activities by the HR department includes:

- offers of employment, including permanent and temporary positions, part-time and full time employment;
- offers of internship, both paid and unpaid;
- promotions according to HR processes to current employees;
- transfers to different positions for current employees;
- providing specific trainings (i.e. exclusive, high value or special location) and development programmes etc., excluding routine and mandatory trainings;
- compensation reviews;
- any other actions that may be considered as something of higher value for a candidate/employee.

2.2.5 Mergers, Acquisitions and Significant Investments

When UniCredit Group or the Bank is involved in proprietary mergers, acquisitions, or significant strategic investments resulting in some degree of control over the target, the following risks arise:

- the other entity being part of the merger and as a result a part of the merged entity has been, or continues to be involved in bribery or corruption;
- that a target of an acquisition or significant investment has been, or continues to be involved in bribery or corruption.

In many jurisdictions, successor company resulting from merger, acquisition, strategic investment or reorganization assumes liabilities of predecessors, including all kinds of civil and criminal liability for possible bribery and corruption crimes. Other risks include reputational risks and risks of direct damages from losing business previously obtained through corruption, etc.

In order to manage those risks UniCredit Group and the Bank take three main mitigation activities:

- pre-transaction due diligence to ensure that all risks of possible previous bribery or corruption have been identified;
- decision making to include all necessary anti-bribery and anti-corruption considerations;
- post-transaction integration of the target, including, if necessary, remediation and implementation of robust Anti-Bribery and Anti-Corruption Programme to ensure that bribery and corruption have little chance to happen in future.

These rules apply to all transactions when a UniCredit Group Company is involved in merger, acquires or invests in another company (“target”) or any other reorganisation activity, including credit restructuring process, resulting in gaining control or considerable degree of influence over another company, e.g. through the power of appointing members of control and executive bodies, through exercising veto rights, etc.

For the avoidance of doubts this chapter of the Policy does not apply to:

- intra-group transactions;
- M&A transactions where UniCredit has an advisory role only or only provides services to its customers;
- transactions performed by UniCredit Group or the Bank in the course of proprietary trading for its own profit book or for hedging purposes.

Bribery and corruption risk related to engagement of a Third party in the course of a merger, acquisition or investment are covered by chapters related to Third party relationship management.

The purpose of anti-bribery and anti-corruption due diligence process is to discover or determine the likelihood of both current and historical bribery and corruption in relation to the target or other parties involved in the transaction.

Detailed guidance on anti-bribery and anti-corruption due diligence methodology is provided by the relevant connected Rules.

The final decision as to whether to proceed with the transaction shall include the detailed consideration of the due diligence findings related to bribery and corruption.

In case serious bribery or corruption risks are identified by due diligence, the decision shall also be taken as for whether remediation actions are needed post-transaction. Those remediation actions may include: seeking specific legal advice, renegotiating or re-tendering any contracts that have signs of bribery or corruption, removing employees or associates that might have been involved in corruption from the target company, reporting concerns to the relevant authority, etc.

After the closing of transaction, in case the acquired control over target allows the full integration, post transaction target integration shall, where possible, include implementation of all essential components of Anti-Bribery and Anti-Corruption Programme as per chapter 3 of this Policy.

2.2.6 Gifts and Business Hospitality

UniCredit Group acknowledges that giving gifts and providing business hospitality in order to express esteem, appreciation or gratitude is normal, legitimate part of doing business.

However, in cases when the value or nature of the gift or business hospitality could be considered disproportionate or unreasonable to the circumstances, a gift or business hospitality may be seen as placing undue influence on its recipient and such practice risks being perceived as bribery and corruption.

Therefore, in order to avoid the risk of being perceived as bribing or being bribed the following principles are followed by the Group:

- gifts or business hospitality should be exclusively aimed at promoting, maintaining and strengthening the overall business relationship or expressing appreciation;
- gifts or business hospitality may not be given or received where they could be considered as placing an obligation or undue influence on the recipient or as a quid pro quo for pending or anticipated business;
- gifts in cash or a cash equivalent are prohibited;
- all gifts or business hospitality above certain threshold need pre-approval by relevant manager;
- all gifts or business hospitality to public officials or persons associated with public official are subject to the prior opinion of the Compliance function; more senior approval may be required by Compliance function in some cases;
- every gift or business hospitality shall be in compliance with laws and regulations of countries local to both giver (host, inviter) and recipient (guest, invitee);
- Employees are strictly prohibited from asking for gifts or business hospitality from any Third party and from accepting them if it is likely to conflict with any duties that employees owe.

All expenditure relating to gifts or business hospitality must be accurately and completely recorded and disclosed in the books and records by the relevant competent functions. Any undisclosed or unrecorded accounts, funds, assets or transactions are strictly prohibited in UniCredit Group.

The Bank runs a register of all gifts and business hospitality which require approval in order to keep basic information of every approval and to enable controls to be performed.

2.2.7 Third party' compliance expectation

In the course of its business activity the Group and the Bank engage in large number of relationships with Third parties.

As under many laws and regulations UniCredit Group may be called liable for bribery and corruption committed by a Third party, those relationships can present high risk of being involved or perceived to be involved in bribery and corruption.

Therefore, in order to effectively mitigate the risk of third party corruption the Group and the Bank request all Third parties, dealing with UniCredit, to comply with the relevant laws and regulations applicable, including local laws and laws that have extraterritorial applicability.

UniCredit Group and the Bank request every Third party to read and understand this Policy that is made available to them by publishing electronically on the web-site of UniCredit and its Companies (or in any case communicated through official communication channels).

The Group and the Bank request related to Third party' anti-bribery and anti-corruption compliance are expressed in the form of anti-bribery and anti-corruption clause that is to be included in written agreements with Third parties. This includes UniCredit Group right to suspend or terminate the relationship whenever any Third party is known or may reasonably be suspected to be involved in bribery or corruption.

The compensation paid by UniCredit to any Third party can only be a fair remuneration for legitimate goods/services. Funds paid shall under no condition be paid as bribes or channelled, including through any other party, for any corrupt purposes.

UniCredit Group and the Bank encourage all Third parties they are doing business with to implement Anti-Bribery and Anti-Corruption Programme as the one of UniCredit where local laws and regulations may permit so.

2.2.8 Management of Third party risk

Payments to any Third party, knowing that all or part of the money paid will be used for corrupt purposes may lead to civil and criminal liability. Therefore, UniCredit Group and the Bank manage relationship with Third parties based on the Third party' corruption risk.

The Third parties in scope of this Policy include but are not limited to the following:

- Intermediaries;

- Joint venture or consortium partners;
- Agents;
- Advisers;
- Contractors and direct sub-contractors;
- Suppliers and vendors;
- Service providers;
- Other Third parties, performing similar tasks or functions.

For the purpose of this Policy, relations with ultimate customers, who do not engage into relationships with UniCredit Group or the Bank other than being the end users of its products are not in scope of Third party risk management procedures.

UniCredit Group and the Bank set the significance threshold to determine the annual value of the relationship below which the risk of Third party bribery and corruption is not significant enough and no application of due diligence and controls is required.

Prior to establishing a relationship, the bribery and corruption risk of the Third party should be assessed, and a risk rating should be assigned. All Third party relationships above the set significance threshold should be assigned one of the three risk ratings – low medium or high.

Assigning a risk rating to the relationship is the responsibility of a business sponsor – an Employee, who is initiating the relationship.

Prior to establishing a relationship with Third party the anti-bribery and anti-corruption due diligence has to be performed.

The purpose of Third party due diligence is to gain reasonable confidence that a Third party does not make corrupt payments, and that business relationship is a normal, legitimate one. Due diligence should be documented so that the business sponsor or Compliance Department performing it could clearly demonstrate to others that his/her confidence is justified.

Due diligence procedure is usually performed by a business sponsor, approved by a business sponsoring unit/department manager or by Compliance Department when requested and reported to Compliance function.

When entering into a relationship, a written agreement with a Third party must include an anti-bribery and anti-corruption clause. When due to any legal constraints signing of written contract with a Third party is not possible, a representation letter should be obtained from a Third party before engaging into a relationship.

For all long term relationships, risk rating assigned should be periodically reconfirmed or changed by re-applying the checklists to the relationship after some time and re-evaluation can trigger a need for additional due diligence.

Detailed instructions on how to perform bribery and corruption risk rating assignment, due diligence, relevant checklists and questionnaires as well as specific agreement clauses are provided by the relevant connected Rules.

3. ANTI-BRIBERY AND ANTI-CORRUPTION PROGRAMME

In order to adhere to commitments and principles of this Policy UniCredit runs a group-wide Anti-Bribery and Anti-Corruption Programme.

The Bank runs a local Anti-Bribery and Anti-Corruption Programme that is mirroring the group-wide program taking into account local legal requirements.

The Bank has appointed a person responsible for its Anti-Bribery and Anti-Corruption Programme - the Local Anti-Corruption Officer. Group Legal Entities which do not have Compliance function - due to their limited dimensions - may appoint a joint Anti-Corruption Officer shared among all such entities or the role may be performed by the parent entity's Anti-Corruption Officer.

The group Anti-Bribery and Anti-Corruption Programme consists of the following essential components, which altogether set a minimum standard for Anti-Bribery and Anti-Corruption Programmes of the Group Legal Entity:

- Group Anti-Bribery and Corruption Risk Assessment;
- Policies and written procedures;
- Tone from the Top;
- Controls;
- Raising concerns;
- Management information and periodic reporting;
- Records' keeping.

3.1 GROUP ANTI-BRIBERY AND CORRUPTION RISK ASSESSMENT

The purpose of the bribery and corruption risk assessment is to enable the Bank and the Group to identify the bribery and corruption risks to which its Legal Entities are exposed in their activities, to determine the extent to which Legal Entities' control frameworks manage those risks and to measure the residual risk level.

A periodically updated risk assessment of business activities conducted by the Bank is giving a comprehensive picture of which parts of the business or other activities might be most vulnerable to corrupt practices and whether the controls in place mitigate the existing inherent risks.

Bribery and Corruption Risk Assessment is regulated by the underlying methodology which is defined by Group Compliance Risk Assessment and Controls. The assessment is performed via a dedicated tool. Each Risk Assessment process is performed in three phases:

- Determination of the Inherent Risk;
- Assessment of the Controls strength;
- Derivation of the Residual Risk.

The risk assessment in ABC area will ensure the differentiation between Public Officials and Non-Public Officials.

3.2 POLICIES AND WRITTEN PROCEDURES

The Anti-Bribery and Anti-Corruption Programme requires the design and maintenance of dedicated written internal rules, policies and procedures. These have to be in line with the applied legislation and the Group standards.

The minimum standard of compliance for any local policies or operational regulations is in any case set by the current Policy and corresponding Rules. Should some of the requirements contained in this Rule be less restrictive than the local law, the Bank will comply with the more restrictive local regulations in force.

The Bank has implemented specific processes and relevant internal Regulations consistent with the Group Rules and as appropriate and necessary under local law, concerning: Gifts and Business Hospitality; Management of Third Party risk; Charitable Contributions, Sponsorships, Donations and Membership Fees; Employment; M&A and Significant Investments.

3.3. TRAINING, AWARENESS, CULTURE

One of the key tasks of UniCredit's Anti-Bribery and Anti-Corruption Programme is to establish and maintain a culture where bribery or corruption is never acceptable. For this purpose, the Group and the Bank are investing in their Employees' knowledge and awareness.

In order to ensure a minimum Employees' knowledge of anti-bribery and anti-corruption, UniCredit and the Bank put in place a mandatory training. All employees are required to undertake an anti-bribery and anti-corruption training at least every two years, and new joiners for the Group within three months of joining. Both types of training should incorporate information on the Company's anti-bribery and anti-corruption internal rules, including details of relevant contacts for anti-bribery and anti-corruption reporting and escalation. In most case the training is to be provided online. Whenever not possible to deliver it online, face-to-face trainings are to be provided.

Each Group Legal Entity should also ensure a tailored training to different business areas or key senior management, front office and/or support staff, identified as having greatest exposure to anti-bribery and anti-corruption issues or who are involved in the operation of key anti-bribery and anti-corruption controls.

Each Group Legal Entity should ensure it promptly communicates significant changes to anti-bribery and anti-corruption regimes, changes to local policies and operational regulation or internal systems and controls, to all relevant staff.

3.4. TONE FROM THE TOP

To ensure the right level of attention and importance of the anti-bribery and anti-corruption topic to employees, and thus maintain the culture of compliance where bribery or corruption is never acceptable, the Top Management of UniCredit and the Group Legal Entities are periodically vocal and act as supervisors for the activities aimed at emphasizing the importance of anti-corruption compliance. Those may be part of larger internal communication initiatives.

3.5. CONTROLS

In order to mitigate the risks related to bribery and corruption UniCredit Group Legal Entities perform regular controls. Those include first-level and second level controls.

The minimum set of first level controls to be performed by UniCredit Group Legal Entities to cover major bribery and corruption risks are:

- Ex-ante controls for gifts and business hospitality provided and received;

- Ex-ante controls on mergers, acquisitions, significant investments;
- Ex-ante controls on engagement of Third parties;
- Ex-ante controls on charity, sponsorships and donations;
- Ex-ante controls on employment related activities, i.e. hiring, internships, promotions, etc.;

First level controls may be performed by both business sponsor and relevant manager to business sponsor or relevant competence line (e.g. Procurement, HR, etc.).

Each UniCredit Group Legal Entity performs second level controls per country control catalogue approved by Group Anti Financial Crime and other Group Compliance functions as may be required. Second level controls are performed by local Compliance function.

Whenever due to the size or quantity of transactions it is not possible to perform the second level control on the full scope of transactions performed, a representative sample is determined for such second level control.

Any Group Legal Entity, based on the local anti-bribery and anti-corruption risk assessment, and local legal requirements in force, may introduce controls additional to the minimum requirements of this group Policy. This is relevant for both first and second level controls.

For the avoidance of doubts, controls performed by internal Audit or external audit functions are not subject to this Policy.

3.6. RAISING CONCERNS. Whistleblowing – Unacceptable Conduct report

In order to detect any possible act of bribery or corruption, any behavior in breach of anti-corruption laws and regulations, breach of principles of this policy or any anti-bribery and anti-corruption local internal regulations, the Group and the Bank rely on their Employees, customers, partners and other third parties they do business with, and encourage them to raise concerns and report suspicions, related to possible bribery, as early as possible.

For these purposes UniCredit provides several safe and secure channels, as regulated by the relevant Group and local Policies on Whistleblowing.

Those channels usually include:

- telephone line for a whistleblower to leave a voice message;
- website for whistleblower to leave a written message;

- e-mail address for whistleblower to send an electronic message;
- physical address for whistleblower to report in paper form.

UniCredit Group legal entities may decide to use different channels. However, those should always provide an option of anonymous whistleblowing, where allowed by local law.

UniCredit Group guarantees full confidentiality of whistleblower's identity, where allowed by local law as well as full protection against any discrimination or retaliation of its employees when raising concerns. Equal attention is given to anonymous reports.

Any action aimed to illegally uncover the identity of a whistleblower, or retaliate on a whistleblower is considered a breach of this policy and is subject to relevant disciplinary proceedings.

Information on the whistleblowing channels in place is made available by each UniCredit Group Legal Entity, usually by publishing electronically at corporate web-site.

UniCredit investigates all bribery and corruption whistleblowing reports unless there is a lack of important information to start an investigation or when the received signals are clearly false.

3.7. MANAGEMENT INFORMATION AND PERIODIC REPORTING

The Bank periodically reports to the Group Head of Anti-Corruption on the status of implementation of the local Anti-Bribery and Anti-Corruption Programme and on all events relevant to anti-bribery and anti-corruption (to the extend allowed by the local law). The reporting period is at least quarterly.

The Bank has to report the status of the local Anti-Bribery and Anti-Corruption Programme to the relevant local governing body at least annually.

At the Group level the report on status of implementation and the effectiveness of Group Anti-Bribery and Anti-Corruption Programme is reported to relevant Committee annually.

3.8. RECORD KEEPING

All Group Legal Entities recipients of the current rules maintain accurate and fair recordings of all transactions in official books and records and no undisclosed or unrecorded accounts, funds, assets or transactions for any purpose.

APPENDIX I – GLOSSARY AND ACRONYMS

ABC: Anti-Bribery and Corruption

AML: Anti-Money Laundering

Advisers: Individuals or organizations providing service and advice by representing an organization towards another person, business and/or government official

Agents: Individuals or organizations authorized to act for or on behalf of, or to otherwise represent UniCredit in furtherance of its business interests

Anti-Bribery and Anti-Corruption Officer (at the Group level): Anti-Bribery and Anti-Corruption Officer is the appointed person responsible for the implementation of the Anti-Corruption Programme at Group level and who has the right to veto

Anti-Bribery and Anti-Corruption Programme: A set of Rules and measures to detect and mitigate the risk of potential bribery and corruption within the Group

Associated Person: An Associated Person is every person acting for or on behalf of the Group Legal Entity, e.g. lawyers, agents, intermediaries, consultants when acting for or on behalf of the Group Legal Entity

Bribery and Corruption: Giving, offering, promising, receiving, accepting, demanding or soliciting directly or indirectly of monetary or non-monetary, tangible or intangible benefits in order to obtain or retain an undue advantage in the course of business activities, irrespective of whether the recipient of Bribery and Corruption is a domestic or a foreign, public official or an individual who acts for a company or in a function of trust; irrespective of place where Bribery and Corruption is committed, and irrespective of whether the result of such Bribery and Corruption entails an actual undue advantage or the improper performance of a function or activity

Brokers: Individual and legal persons who arrange transactions via voice between buyer and seller ("Agency Broker") or take the other side of the trade for their own account ("Principal Broker") and are charging UniCredit a commission for their agency. ABC definition also includes Execution Brokers who route orders to exchanges and trading venues for charge.

Business Hospitality: Relation between a host and a guest whereby a host is providing for a guest's needs without charging costs (full or partials) to the guest. Providing accommodation, transportation, meals, trainings, invitations to events and conferences are examples of hospitality. Business Hospitality can include

entertainment, e.g. organised activity that aims to provide interest, enjoyment or amusement to somebody as attendance to social or sport event, theatre etc

Charity, charitable contribution and donations: A voluntary giving of help to support those in need.

The donation, according to the Civil Code, is a contract “whereby a person, donor, transmits, usually free and irrevocably, the right of ownership over a good to another person, donor, who accepts it and does not imply the existence of benefits

In the context of the current Policy and of the related internal regulations, Charitable Contributions/Donations are cash or in-kind contributions in most cases given without exchange (regardless of the naming used: donations, oblations, generically contributions, etc.) in favour of entities whose scope of activity is mainly assistance, charity, social projects, education and – in specific situations – culture, restoration of the artistic assets, study or scientific research

Contractors and Sub-contractors: Non-controlled individuals or organizations that provides goods or services to UniCredit under a contract. Sub-contractors are individuals or organizations that are directly hired by Contractors to perform a specific task as part of the overall project/service

Control: A process designed to provide reasonable assurance regarding compliance with legislation in force and UniCredit’s internal regulations, and mitigating bribery and corruption risk

Corruption (Offence): Corruption offence include not only committing Bribery and Corruption, but also attempting, inciting, aiding and abetting. These may lead to: criminal prosecution of persons involved in it as participants, regulatory or criminal prosecution against their supervisors if they violated their supervisory duties, against Top Management of a company or a company itself

Distributors: Investment firms that offer, market and/or recommend investment products and services manufactured by UniCredit to its clients

Due diligence: Documented reasonable steps taken to determine that a third party is honest and can be reasonably expected to refrain from bribery and corruption

Facilitation Payments: Also referred to as “grease payment”, a payment to secure or expedite routine governmental actions to which the payer of the facilitation payment is already entitled to. For the purpose of this Policy Facilitation Payments are considered Bribery and Corruption and are prohibited

Favouritism: A practice of giving unfair preferential treatment to a person or group of persons (e.g. giving them employment). Nepotism is a form of favouritism towards relatives or friends. Favouritism or nepotism

toward individuals connected to public officials, clients or individuals who act for a company or in a function of trust are a form of bribery and corruption

Gift: Everything of value (e.g. money, services, loans or other benefits) which is not business hospitality given willingly to somebody without payment for it

Group Legal Entity: Legal Entity directly or indirectly controlled by UniCredit S.p.A. (hereafter also “Group Company”, “Legal Entity”, “Entity”, “Company” or “Subsidiary”)

Group: UniCredit Group, composed of UniCredit S.p.A. and of the Group Legal Entities (hereafter also “UniCredit Group”)

Holding Company: UniCredit S.p.A. (hereafter also “UniCredit”)

Intermediaries: Individuals or organizations, other than an employees, that perform activities of introducing or developing new business, retaining or building existing business or obtaining licenses, permits or any other regulatory documents for the benefit of UniCredit

Investee: the recipient of an investment or the legal entity in which an investment is to be made

Joint venture or consortium partners: Individuals or organizations which are to enter into an agreement with UniCredit to combine resources in order to achieve common goal; excluded are consortium partners and loan agents for syndicate purposes

Journalist: In the context of the current Policy and of the related internal regulations, Who, by profession, writes for newspapers or social media, and who collaborates, as editor, in the compilation of a newspaper or social media, unless the benefit is not intended to and cannot be perceived to be intended to influence the receiver with regard to the function/role of the Journalist. Journalist includes TVs, radios, web and social media journalists such as independent bloggers, media influencers, creative directors and editors

LACO: Local Anti-Corruption Officer is the appointed person responsible for the Anti-Corruption Programme implementation at local level and who has the right to veto. Veto decisions are binding for the Business Roles and responsibilities of LACO can be delegated due to the local organizational requirements

Proprietary M&A Transaction: In the context of the current Policy and of the related internal regulations,, Proprietary M&A Transaction means any Group Company’s acquisition aimed at a medium and long term investment and where the Group Company would hold a controlling interest post investment, i.e. over 50%

of the shares or controlling voting rights (in the ordinary General Meetings). It does not include activity where the Group Company is advising its customers on a M&A activity or when the Group Company is undertaking proprietary trading for its own profit book (e.g. Principal Investment), for hedging purposes or for Debt to Equity swap transactions. This Rule does not apply to intercompany transactions.

Membership Fees: Membership Fees are association fees paid to a legal entity (e.g. foundations, associations, clubs)

Persons associated with public official (indirect benefits to public officials): Persons which are known to be closely linked to public officials in a way that influencing this person has actually to be seen as influencing the public official him/herself, so that the public official is influenced indirectly. Those may include close family members (e.g. spouses, children, parents or siblings) or close associates (e.g. personal advisors, or owned/controlled legal entities)

Political Contribution, Political Donation, Political Entity, Political Sponsorship, Political Membership, Trade Union

In the context of the current Policy and of the related internal regulations, Political Contributions include a Donation, a Sponsorship, a Membership Fee or any other benefits to support a political cause or a Political Entity (according to the criteria detailed below).

Donations in kind can include gifts of property or services, advertising or promotional activities endorsing a political party or individual, the purchase of tickets to fundraising events, donations to research organizations with close associations with a Political Party and the release of employees to undertake political campaigning or to stand for office.

Political Entities are:

- Political Parties or Political Groups;
- Foundations and Associations whose purpose is to support specific political ideology;
- Foundations and Associations whose governing or management bodies are appointed/elected/nominated in a whole or partly (at least to 1/3) by decisions of Political Parties or Political Groups. In the threshold of 1/3 are included the members of the management bodies who have been in the previous 6 years elected to EU, National, Regional Assembly or hold / held governmental positions in the same assemblies

- In the last 24 months, the Foundations, Associations have received and/or have disbursed sums in the form of donations equal to or greater than 5.000 Euros per year to finance Political Parties, Political Groups or Politicians and/or persons with governmental responsibilities (e.g. Ministry).

In the context of this GOR, Trade Unions are considered as Political Entities.

Additional requirements may be applicable due to local laws

Public Official: Is an individual who is employed, appointed or elected to perform any legislative, administrative, judicial function or other public function for:

- a) any country or territory. This also includes any subdivision of such country or territory as well as organisations integrating more than one country or territory as well as organisations integrating more than one country or territory;
- b) any public agency, department or instrumentality of that country or including any subdivision of such country or territory as well as organisations integrating more than one country or territory as well as organisations integrating more than one country or territory;
- c) any enterprise, organisation or entity owned or controlled by any of the foregoing. This includes state-owned or state-controlled companies. Generally, an entity would be deemed state-controlled where a government body has at least one of the following attributes:
 - More than 50% ownership
 - voting control
 - board control or
 - other indicia of control (e.g. golden share, government demonstration of control).

This includes also central banks, sovereign wealth funds and any business venture that is in turn owned or controlled by a government entity.

No all employees of this kind of entities should be treated as public officials, as it is necessary to actually determine whether the person in question performs a legislative, administrative, judicial function or other public function. An indication for that may be power of decision/authorization and legal representation with regard to these functions (e.g. Top Management, CEO, CFO of public companies to be treated different compared to an employee of the same company without these kind of powers);

- d) any Public International Organization, e.g. United Nations, European Union, World Bank, International Monetary Fund, etc

This definition includes where known and when acting in an official capacity: members of any Royal Family, officials of political parties and candidates for public office

Officers or employees of organizations that perform regulatory oversight, investigative or disciplinary authority over any of UniCredit Group Legal Entities irrespective of ownership or control over such organizations shall be treated as Public Officials

A public official who obviously acts in a strictly private role vis-à-vis the bank does not have to be treated as public official unless the benefit is intended to or could be perceived to be intended to influence the receiver in his/her public function

However, an individual does not cease to be a Public Official by simply purporting to act in a private capacity

Significant Investment: In the context of the current Policy and of the related internal regulations, a Significant Investment is an acquisition where:

- (i) the target company will not become a subsidiary of the Group; and
- (ii) the Group will retain a relevant stake with significant influence: e.g. shareholding between 10%, if the investee is listed, or 20% if the investee is not listed and 50% or significant influence (for example through the power of appointing executive bodies or through the presence of veto rights on relevant topics such to influence its governance, etc.).

This Rule does not apply to intercompany transactions.

Red Flag: A circumstance or fact that acts as a warning signal and suggests an increased risk of bribery and corruption

Risk assessment: Documented systematic process to evaluate the anticipated likelihood and possible impact of bribery and corruption, analyse and prioritise identified risks and evaluate the controls in place for their suitability and effectiveness to mitigate the risks

Service providers: Individuals or organizations that provide UniCredit with functional or any other support (e.g. communications, logistics, storage, processing services, etc.)

Sponsorship: According to the provisions of the law 32/1994 - Art. 1 - (1), Sponsorship is the legal act by which two persons agree on the transfer of ownership of certain tangible assets or financial means to support non-profit activities carried out by one of the parties, named the sponsor beneficiary.

In the context of the current Policy and of the related internal regulations, Sponsorships are transactions that involve paying a financial contribution / fee in exchange for receiving exploitable commercial opportunities

or benefits (e.g. promotion of brand, image, identity or increase of reputation and possibly promotion of products or services) associated with the agreed consideration, and by which the sponsor supports an institutional, cultural, social or entertainment project/event.. Sponsorship fee can be in monetary form or in kind. Sponsorship, unlike charitable contribution is a commercial transaction and is done with the expectation of return for a sponsor following the agreed consideration

Suppliers and vendors: Individuals or organizations that supply goods and services to UniCredit. Regarding suppliers/contractors the Risks include when a supplier/contractor makes payments and when they provide personal benefits to an employee of the Group in return for business mandates

Third party: Is a joint venture/consortium partner, agent, advisor, contractor, supplier and vendor, intermediary, service providers and other third party, performing similar tasks or functions

- For the purpose of this Policy the scope of third parties' relationships relevant to third party corruption risk are those when:
- a third party is paid a fee and;

As a result of the relationship, UniCredit gains or retains business, any other advantage or opportunity.

The Risks include when a third party providers make corrupt payments and when they provide personal benefits to an employee of the Group in return for business mandates.

For the purpose of this policy, relations with employees as well as with ultimate customers, who do not engage into relationships with UniCredit Group other than being the end users of its products are not in scope of third party risk management procedures.

Third party risk rating: The level of bribery and corruption risk associated with or originating from relations with a particular third party.

Whistleblowing: In the context of the current Policy and of the related internal regulations, its a process of reporting on the basis of reasonable belief on attempted, suspected or actual bribery and corruption.