Die deutsche Übersetzung folgt

Disclosure pursuant Article 450 CRR (Remuneration and incentive systems and practices)

QUALITATIVE DISCLOSURE

1. REMUNERATION COMMITTEE

Remuneration Committee performs an integral role in supporting the Supervisory Board oversight of Group Compensation Policy and plan design. The Remuneration Committee consists of 5 members. These are: the Chairman of the Supervisory Board – who covers the office of Chairman of the Remuneration Committee - the Stand-in Chairman, as well as one voted member of the Supervisory Board, furthermore two employee representatives. The Financial Market Authority delegates state commissioners to the meetings of the Committee.

The Committee assumes the following remuneration-related tasks**:**

(a) Passing of resolutions regarding remuneration, including resolutions that have an effect on the risk and the risk management of the Company and the approval of general principles of the remuneration policy,

(b) Monitoring the remuneration policy, remuneration practices and remuneration-related incentive schemes,

(c) Controlling the general principles of the remuneration policy and controlling the remuneration of the senior management in the risk management department and with Compliance positions on a regular basis.

In doing so, the Committee shall take into consideration the long-term interests of shareholders, investors and employees of the Company and the economic interests in an efficient banking industry and financial market stability.
In 2014 the Remuneration Committee met once and passed one decision as circular vote.

During 2014 the key activities of the Remuneration Committee included:

- final evaluation of Group sustainable performance parameters and risk-reward alignment, as required by law under BWG provisions
- monitoring and analyzing the remuneration system evolution in relation to the change of the reference scenario and to the recommendations and provisions as set out by Supervisory Authorities and main international institutions, in particular regarding the European Directive “Capital Requirement Directive IV” and its implementation in member States
- evaluation of the 2014 Group Compensation Policy, supported by the Human Resources, Compliance, Risk Management and Planning, Finance and Administration Group functions
- updating the Group Incentive System for the Identified Staff in line with regulatory requirements
- monitoring the coherent implementation of the policies and systems as well as the execution of the delegated powers

2. GROUP COMPENSATION SYSTEMS

2.1 TARGET POPULATION

Starting as early as 2010, UniCredit Bank Austria AG conducted every year, in alignment with specific regulation, the self-evaluation process to define Group's Identified Staff population to whom, according to regulators, specific remuneration rules apply.
For 2014, the assessment process performed pursuant to the European Banking Authority Regulatory Technical Standard (RTS).

2.2 2014 INCENTIVE SYSTEM IMPLEMENTATION AND OUTCOMES

The 2014 System, approved by UniCredit Board of Directors on January 21, 2014 and consequently by the UniCredit Bank Austria AGs Remuneration Committee, provides for a 'bonus pool' approach directly linking bonuses with company results at Group and Country/Division level, and further ensuring the connection between profitability, risk and reward.
The System, implemented within the framework of our policy and governance, provides for the allocation of a performance related bonus in cash and/or free ordinary shares over 6 years.

Bonus pools sizing

The bonus pool dimension for each of the relevant clusters is related to the actual profitability measures multiplied with the bonus pool funding rate defined in the budegeting phase.
This calculation determines the so called "theoretical bonus pool" for each cluster that is adjusted accordingly to the actual trend of performance of the respective segment.

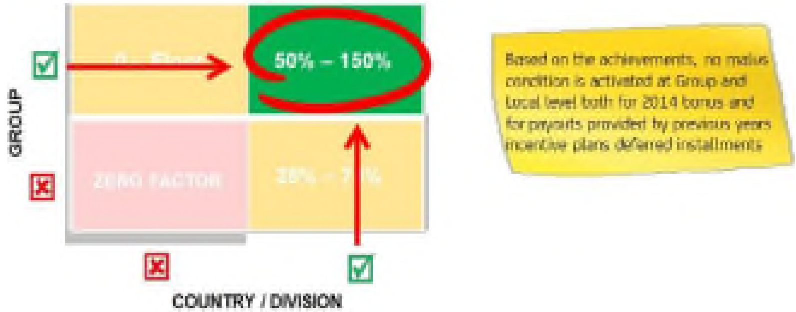
2014 Entry conditions at Group and local level

In order to align to regulatory requirements, specific indicators measuring annual profitability, solidity and liquidity results had been set at both local and Group level as Entry Conditions. In particular, risk metrics and thresholds for 2014 Group Incentive System as defined within the Entry Conditions that confirms, reduces or cancels upfront and deferred payouts include:

GROUP	LOCAL
- NOP adjusted ≥ 0 and - Net Profit ≥ 0 and - Core Tier 1 ≥ 9% and - Cash Horizon ≥ 90d	- NOP adjusted ≥ 0 and - Net Profit ≥ 0

- **Net Operating Profit adjusted** (NOP excluding income from buy-back of own debt and from the fair value accounting of own liabilities) to measure profitability. In case of loss the Zero Factor is triggered
- **Net Profit** to measure profitability considering the results stated in the balance sheet excluding any extraordinary item as considered appropriate by the Board of Directors upon Remuneration Committee proposal. In case of loss the Zero Factor is triggered
- **Core Tier 1 Ratio** to measure the bank's solidity in terms of highest quality common equity, consistent with regulatory limits and conservation buffers. As per regulatoy requirements, this parameter threshold was set at EBA Limit 9%
- **Cash Horizon** to measure the bank's capacity to face up to its liquidity obligations consistent with Basel 3 Horizon Liquidity Coverage. The threshold is set at 90 days.

According to the actual results for 2014 all Countries/Divisions and the Group achieved the relevant entry conditions. As a consequence, all the 12 bonus pools fall in a range between 50% and 150% of the theoretical bonus pool value, calculated applying the funding rate percentage to the actual profitability results:



Economic and Risk sustainability

After the verification of the Entry Conditions achievement, the actual bonus pool of each Country/Division had been adjusted within respective ranges, based on the assessment of the overall economic and risk sustainability evaluated by Group CRO and CFO through dashboards, including respectively:

- risk indicators linked to Group Risk Appetite Framework, to evaluate the risk sustainability at Group and Country/Division level
- performance indicators connected with the Strategic Plan, to evaluate the economic sustainability over the time.

2.3 COMPREHENSIVE PERFORMANCE MANAGEMENT

Individual performance appraisal was based on 4-8 goals, of which at least half sustainability, and was assessed within the Executive Development Plan processes. Additional targets may have been defined on top of the 4-8 core goals, to be taken into consideration within the overall performance assessment.

Competencies and behaviors considered as relevant were taken into account by the manager for the overall performance appraisal.

The goals appraisal system was based on a 1-5 rating scale with a descriptive outcome.

Below	Almost meets	Meets	Exceeds	Greatly Exceeds

The managerial bonus allocation was done on the basis of available bonus pool, individual performance appraisal and internal benchmarks for specific roles and markets.

2.4. 2014 BONUS PAYOUT ILLUSTRATION

CASHFLOW VIEW

2014 BONUS STRUCTURE

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6
	CASH	CASH	CASH	SHARES	SHARES	SHARES
EVP & above & other identified staff with bonus >500k	20%	15%	15%	20%	15%	15%
SVP & other identified staff with bonus <500k	30%	10%	10%	30%	10%	10%

For a selected number of functions the AGM of UniCredit Bank Austria AG approved the increased bonus cap of 2:1 (bonus vs fixed pay).

Bank Austria Member of UniCredit

QUANTATIVE DISCLOSURE

Information on remuneration for all staff 2014

Description	Members of the Supervisory Board	Members of the Executive Board	Investment Banking	Retail Banking	Asset Management	Corporate Functions	Independent Control Functions	All other	Total
Number of members (Headcount)	163	106							269
Total number of staff (in FTE)			1.807	16.127	575	4.213	2.623	10.796	36.139
Total net profit (in EUR)									1.383.024.000
Total remuneration (in EUR)	1.221.234	36.378.906	120.858.279	567.021.045	49.728.544	231.127.137	145.299.837	468.763.019	1.620.398.000
of which: variable remuneration	223.933	16.900.794	15.780.637	28.494.336	4.019.998	12.189.845	7.320.451	24.596.005	109.526.000

Information on remuneration of staff identified under § 39 BWG

Description	Members of the Supervisory Board	Members of the Executive Board	Investment Banking	Retail Banking	Asset Management	Corporate Functions	Independent Control Functions	All other	Total
Number of identified staff under § 39 BWG (Headcount)	30	90							120
Number of identified staff (in FTE)			19	24	3	54	65	32	197
Number of identified staff in senior management positions (FTE)			8	20	2	42	26	20	118
Total amount of fixed remuneration	449.281	19.478.111	3.779.976	3.396.552	416.253	7.008.293	8.014.509	5.623.979	48.166.954
of which: fixed in cash	449.281	19.478.111	3.779.976	3.396.552	416.253	7.008.293	8.014.509	5.623.979	48.166.954
of which: fixed in shares and share-linked instruments	0	0	0	0	0	0	0	0	0
of which: fixed in other types instruments	0	0	0	0	0	0	0	0	0
Total variable remuneration	17.000	16.900.794	2.114.000	1.731.730	176.300	2.827.594	1.792.029	3.225.558	28.785.005
of which: variable in cash	17.000	8.740.892	1.076.500	996.730	94.300	1.630.352	1.218.475	1.764.808	15.539.057
of which: variable in shares and share-linked instruments	0	8.159.902	1.037.500	735.000	82.000	1.197.242	573.554	1.460.750	13.245.948
of which: variable in other types instruments	0	0	0	0	0	0	0	0	0
Total amount of variable remuneration which has been deferred	0	13.566.383	1.505.000	1.096.011	114.800	1.676.139	825.975	2.234.150	21.018.458
of which: deferred variable in cash	0	4.691.231	467.500	361.011	32.800	478.897	252.421	773.400	7.057.260
of which: deferred variable in shares and share-linked instruments	0	8.875.152	1.037.500	735.000	82.000	1.197.242	573.554	1.460.750	13.961.198
of which: deferred variable in other types of instruments	0	0	0	0	0	0	0	0	0

Additional information regarding the amount of total variable remuneration

Description	Members of the Supervisory Board	Members of the Executive Board	Investment Banking	Retail Banking	Asset Management	Corporate Functions	Independent Control Functions	All other	Total
Article 450 h(iii)CRR - total amount of outstanding deferred variable remuneration awarded in previous periods	0	20.169.274	2.877.859	1.311.886	175.595	1.973.578	1.197.457	2.952.300	30.657.949
Total amount of explicit ex post performance adjustment for previously awarded remuneration	0	0	0	0	0	0	0	0	0
Number of beneficiaries of guaranteed variable remuneration (new sign-on payments)	0	0	0	0	0	0	0	0	0
Total amount of guaranteed variable remuneration (new sign-on payments)	0	0	0	0	0	0	0	0	0
Number of beneficiaries of severance payments	0	1	1	16	1	15	5	12	51
Total amount of severance payments	0	295.000	12.670	126.588	70.452	284.965	186.717	39.886	1.016.278
Article 450 h(v) - highest severance payment to a single person	0	295.000	12.670	20.452	70.452	127.392	25.000	3.167	554.133
Number of beneficiaries of contributions to discretionary pension benefits	0	4	0	0	0	1	0	0	5
Total amount of contributions to discretionary pension benefits	0	31.781	0	0	0	27.931	0	0	59.712
Total amount of variable remuneration awarded for multi-year periods under programmes which are not revolved annually	0	0	0	0	0	0	0	0	0

During 2014, a total remuneration equal to or greater than 1 million Euros was awarded to 6 beneficiaries. In particular:

TOTAL COMPENSATION (TC)	IDENTIFIED STAFF NR.
1 ≤ TC < 1,5 M[n	4
1,5 ≤ TC < 2 M[n	2