

## Summary of guidelines for managing conflicts of interest and for disclosure of benefits

### Preamble

Conflicts of interest cannot always be prevented, especially in a investment bank providing a variety of investment services for its customers as well as financing and advising companies.

#### Conflicts of interest may arise

- between customers' interests and the interests of UniCredit CAIB AG (hereinafter referred to as »the Bank«), its employees, members of its Management Board, tied and non-tied agents and other members of UniCredit Group, or
- between the interests of one customer and another.

#### Conflicts of interest may arise

- in the areas of investment advice and asset management, from the Bank's own interest in sales of financial instruments, the Group's own products in particular;
- from payments (e.g. selling commissions/portfolio-based commissions) received from or made to third parties in connection with investment services provided to them;
- from performance-related remuneration of employees and agents;
- from other business activities of the Bank, especially the Bank's interest in profits from trading on its own account and in sales of financial instruments issued by itself;
- from the Bank's business relations with issuers of financial instruments, e.g. in the case of a creditor/debtor relationship, participation in offerings, or cooperation arrangements;
- from the preparation of financial analyses of financial instruments offered for sale to customers;
- from the Bank obtaining information which has not been published;
- from personal relations of employees or members of the Bank's Management Board or parties related to such persons;
- from such persons acting as members of supervisory boards and advisory boards.

The objective of the Bank and of UniCredit Group is to identify conflicts of interest in the Bank and in the Group as a whole and to prevent such conflicts of interest as far as possible. If a conflict of interest cannot be prevented through organisational and administrative arrangements made by UniCredit CAIB AG, the Bank's top priority is to resolve such conflict of interest in the interests of the Bank's customers. If the organisational and administrative arrangements made by the Bank are not sufficient to ensure that risks of damage to customers' interests are prevented, the Bank will disclose to the customer the general nature and source of the conflicts of interest before undertaking business on the customer's behalf. The extent of such disclosure will be guided by the assessment of the customer so that the customer can take his/her decision in respect of the service on an informed basis. The disclosure is to be made in a general manner maintaining banking secrecy vis-à-vis other customers.

### Measures to identify and manage conflicts of interest in UniCredit CAIB AG:

#### 1) Compliance management

To comply with the legal requirement, compliance management has been established in the Bank pursuant to the Austrian Securities Supervision Act (Wertpapieraufsichtsgesetz – WAG) and a Compliance Officer has been appointed. Apart from preventing misuse of insider information and market manipulation, one of the core tasks of compliance management is to identify and manage conflicts of interest and to monitor measures implemented within the Bank and adapt them where required.

#### 2) Chinese walls

The establishment of Chinese walls between the Bank's various areas of confidentiality ensures that the forwarding of confidential information is limited to the extent necessary in the ordinary course of business (exceptions require special approval). The areas that have been defined as areas of confidentiality include proprietary trading, trading on behalf of customers, financial analysis, new issue business, mergers & acquisitions, investment business, controlling and lending business.

### 3) Refraining from transactions

If a conflict of interest cannot be prevented despite the organisational and administrative arrangements made by the Bank, the Bank must resolve such conflict of interest in the interests of customers. Possible ways of resolving such a conflict of interest include the disclosure of the conflict of interest to the customer(s) or refraining from a possible transaction.

### 4) Disclosure

The Bank will only disclose a conflict of interest if there is no other way to resolve it. Disclosure will take place in accordance with the criteria defined above.

### 5) Priority

Customer interests take precedence over the interests of the Bank and its employee.

### 6) Market abuse

The Bank has issued internal guidelines and rules of conduct which serve to comply with the legal requirement of preventing market abuse (insider trading and market manipulation) by the Bank and its employees.

### 7) Guidelines for employees' own transactions (agents' own transactions) and reporting requirement for specific functions

The Bank has issued guidelines regulating its employees' own transactions and aimed at preventing conflicts of interest between the Bank's customers and the Bank's employees or resolving them in the customers' interests.

This includes reporting, and obtaining approval of, the conclusion of employment contracts, the assumption of advisory or management functions or of positions as a member of a board of trustees, the holding of equity investments or interests in joint ventures or similar relationships within and outside the UniCredit CAIB as well as the UniCredit Bank Austria AG Group.

### 8) Remuneration

The Bank's remuneration arrangements are to be designed so as to ensure that the remuneration of employees is not directly connected with payments made to, or income generated by, other employees whose activities are in a conflict of interest with activities of the former.

### 9) Acceptance of gifts

The Bank's employees are not permitted to demand or accept, for themselves or for their relatives, payments or other benefits which might affect their independence.

### 10) Financial analysis

For the business area of financial analysis, the Bank has issued a »Statement of principles for the preparation of analyses in UniCredit Bank Austria AG and for employees preparing such analyses«, which is also valid for the analysts of UniCredit CAIB AG and in which it has defined requirements for disclosure of conflicts of interest of the Bank and of the responsible analyst. Moreover, the Bank has defined additional rules of conduct with a view to ensuring that analyses are prepared in an unbiased and independent manner.

### 11) Execution policy and allotment in connection with offerings

An execution policy has been defined and implemented in the Bank. The Bank's Execution Policy contains the rules applied by the Bank in executing customer orders and for allotment in connection with offerings.

### 12) Prospectuses

Special requirements for disclosure in the prospectus apply to potential conflicts of interest in connection with public offerings and listings of securities.

### 13) Benefits

When providing investment services and ancillary services, the Bank grants to its sales partners and group entities, and providers of products, issuers and group entities grant to the Bank, the following benefits in the form of a percentage of the volume sold or held in safe custody:

Sales charge: 0% to 10%

(unless directly paid by the customer to the Bank)

Portfolio-based commissions: 0% to 3%

Selling commission in connection with offerings: 0% to 3%

The Bank will provide additional information on request.

Such commissions are paid for advice and also for further improvement and quality assurance of services provided to customers.

### 14) Monitoring

Compliance with the guidelines will be monitored by the Bank's Compliance Officer and reviewed by the Bank's Internal Audit department.

### Final provision

This summary of the guidelines implements the provisions of the Austrian Securities Supervision Act concerning information to be provided to customers on the management of conflicts of interest and concerning the disclosure of benefits.