

Milan, 14th April 2023

Dear B4 Ukraine Coalition,

Thank you for your email. I know that this is a difficult subject and I appreciate both your challenge, and the opportunity to explain the decision that we at UniCredit have taken.

There is no doubt that the war in the Ukraine is both unjustified and devastating. You are right when you say the prolonging of the conflict is having an unimaginable impact on those affected. On this we are in complete agreement.

As a bank with a presence throughout Europe we have, with the help of our employees, sought to find ways to support those afflicted. We have tried to provide real, tangible aid (both practical and financial) and we will continue to do so, putting our resources to use as they should be.

In terms of our business in Russia, I have been very clear from the outset on two points. Firstly, that we are looking to execute an orderly disengagement of our Russian business without giving away value to Russian counterparts (who would then be able to reinvest it in the very war we are trying to end), coherently with both the letter and spirit of the sanction framework. We have been exploring all possibilities to make this happen since the outbreak of war looking for options that protect our employees and the 1250 European corporate clients (out of a total of 1500) who are also trying to navigate this challenging environment.

UniCredit S.p.A.

Registered Office and
Head Office

Piazza Gae Aulenti 3
Tower A
20154 Milan

Share capital € 21,220,169,840.48 fully paid in -
Registered in the Register of Banking Groups and
Parent Company of the UniCredit Banking Group, with
cod. 02008.1 - Cod. ABI 02008.1 - Fiscal Code, VAT
number and Registration number with the Company
Register of Milan-Monza-Brianza-Lodi: 00348170101 -
Member of the National Interbank Deposit Guarantee
Fund and of the National Compensation Fund - Stamp
duty paid virtually, if due - Auth. Agenzia delle Entrate,
Ufficio di Roma 1, no. 143106/07 of 21.12.2007

During this time UniCredit has actively reduced its exposure to Russia - more than any other peer - without giving away value to Russian counterparts that would allow them to contribute to the Russian war effort, again, also coherently with both the letter and spirit of the sanction framework.

Our local bank has been resized and refocused with local loans decreased by one-third (equivalent to more than €2bn) - mostly on Russian clients, while keeping the support to international clients. Guarantees have decreased by 39%, letters of credit by 49%. Such conservative strategy is also pursued in the payment business where we are actively committed to not seeking business opportunities, and finally, our exposure towards Russian counterparts from other Legal Entities has decreased by two-thirds (equivalent to €4.1bn).

We have explored numerous options for exit, including “gifting” our local bank to a Russian counterpart but felt that a “gift” of ca €3bn - such is the equity of our local subsidiary - to a Russian counterpart that could use it to support the war was not acceptable. Other options have been hampered by the sanctions that prevent us from selling to a number of willing buyers.

Our alternatives are therefore limited, but we continue to execute on our disengagement decisively, explore all sale opportunities, most recently UC signed the disposal of the minority stake in a Russian company, RN Bank, which operates in commercial vehicle financing in Russia; as a further testimony of the willingness to disengage from its activities in the country, taking seriously all interested buyers. However, what we will not

UniCredit S.p.A.

Registered Office and
Head Office

Piazza Gae Aulenti 3
Tower A
20154 Milan

Share capital € 21,220,169,840.48 fully paid in -
Registered in the Register of Banking Groups and
Parent Company of the UniCredit Banking Group, with
cod. 02008.1 - Cod. ABI 02008.1 - Fiscal Code, VAT
number and Registration number with the Company
Register of Milan-Monza-Brianza-Lodi: 00348170101 -
Member of the National Interbank Deposit Guarantee
Fund and of the National Compensation Fund - Stamp
duty paid virtually, if due - Auth. Agenzia delle Entrate,
Ufficio di Roma 1, no. 143106/07 of 21.12.2007

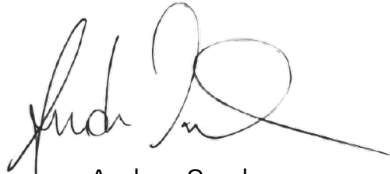
do, is to put in place a nominal fire sale. For us and for me, this goes against the spirit of the sanctions. I cannot gift €3.6bln to the very state that we are fighting. Through this action we would not only be providing overall financial support but actively funding the very human rights atrocities that you refer to.

I understand that optically to simply disengage from Russia at any cost feels like the right approach and would be the easy way out for us as well. But the reality of what that would mean is far more complex and this action does not sit comfortably morally or ethically.

As such, we will continue to actively reduce our exposure. We will continue our discussions with interested buyers, and we will manage our business in a way that supports our principles and values towards continued disengagement.

I am sure that some of this you will not agree with, but I also hope that this goes some way to explaining our position.

Kind regards,



Andrea Orcel

Andrea Orcel
Chief Executive Officer
UniCredit Group
Piazza Gae Aulenti 3 - Tower A
20154 Milan
Italy

CC: UniCredit Group's Executive Team and Board of Directors

March 31, 2023

RE: UniCredit Group's business operations in Russia

Dear Mr. Orcel,

We write to you as [B4Ukraine](#), a coalition of Ukrainian and international civil society organizations working to curtail the financial resources enabling the Russian invasion of Ukraine. In the spirit of respect for the fundamental rights of all people, the rules-based international order, and a prosperous global economy, we expect companies to demonstrate public support for the people, democracy, and territorial integrity of Ukraine, opposition to Russia's war of aggression, and alignment with the UN Guiding Principles on Business and Human Rights (UNGPs).

We request an urgent dialogue regarding potential inconsistencies between UniCredit Group's (UniCredit's) obligations under international humanitarian and human rights law and the company's ongoing business operations and relationships in Russia that may contribute to, or be linked with, human rights harms.

It has been over one year since Russia invaded Ukraine, and the devastating impacts continue to shock the global conscience and shake the global economy. Russia is violating international humanitarian law (IHL), including war crimes and crimes against humanity, through attacks on civilians and civilian infrastructure (e.g., mass executions, sexual violence, torture, forcible transfer of civilians). More than 22,000 Ukrainian civilians have been killed and injured and millions more have been forced to flee their homes, creating one of the largest humanitarian and refugee crises of modern times. In recognition of the severity of abuses, in March 2023 the International Criminal Court issued an arrest warrant for Vladimir Putin to answer war crimes charges for an alleged scheme to deport Ukrainian children to Russia.¹

Moreover, as outlined below, recent developments in Russia point to an expanding universe of financial, legal, and reputational risks facing remaining companies.

On September 21, President Vladimir Putin escalated the war by announcing a "partial mobilisation" of the Russian population. The accompanying legislation ([Article 9 of Federal Law No. 31-FZ](#))

¹ International Criminal Court, "Situation in Ukraine: ICC judges issue arrest warrants against Vladimir Vladimirovich Putin and Maria Alekseyevna Lvova-Belova," March 17, 2023, <https://www.icc-cpi.int/news/situation-ukraine-icc-judges-issue-arrest-warrants-against-vladimir-vladimirovich-putin-and> (accessed March 22, 2023).

mandates all organisations, including the more than 1,500 international companies that are currently operating on a full or limited scale in Russia, to conduct military registration of the staff if at least one of the employees is eligible for military service.² They must also assist with delivering the military summons to their employees, ensure the delivery of equipment to assembly points or military units, and provide information, buildings, communications, land plots, transport, and other material means of support to the war effort.

A new decree issued by President Putin on March 3, 2023, enables the Russian government to suspend shareholders' rights and implement external management in companies that don't fulfil state defence contracts under conditions of martial law.³ By specifying the process of appointing Russian government representatives to manage businesses that fail to meet state orders, the latest Decree effectively creates a scenario of "partial nationalization."

With new legislation introducing partial mobilisation, nationalisation, and potentially martial law in Russia, it is highly likely that corporations will be unable to prevent or mitigate negative human rights impacts; an obligation imposed on companies by the United Nations Guiding Principles on Business and Human Rights. As such, continuing to conduct business in Russia entails significant legal risks for companies, including potential civil and criminal liability under comprehensive sanctions regimes and recent international jurisprudence holding corporations and their officers responsible for human rights abuses abroad.⁴ By remaining in Russia, companies face the rising risk of criminal liability for complicity in international crimes, which can be prosecuted by domestic courts outside

² Federal Law No. 31-FZ of February 26, 1997 "On mobilization training and mobilization in the Russian Federation" (as amended), <https://base.garant.ru/136945/> (accessed November 14, 2022).

³ Decree of the President of the Russian Federation No. 139 dated March 3, 2023 "On Certain Issues of Carrying Out the Activities of Business Companies Participating in the Fulfilment of the State Defense Order", <http://publication.pravo.gov.ru/Document/View/0001202303030004> (accessed March 22, 2023).

⁴ International companies remaining in Russia are now at a greater risk of violating sanctions regimes as implementation of the legislation will likely involve transacting with sanctioned individuals or entities. Furthermore, new domestic civil and criminal cases against companies involved in violations of international law demonstrate the risk of significant liability for facilitating state-sponsored human rights abuses abroad (e.g., Lafarge case, Lundin case, Castel Group indictment, Nevsun holding, and Dassault Aviation, Thales, and MBDA France criminal complaint.) Victoria Riello and Larissa Furtwengler, "Corporate Criminal Liability for International Crimes: France and Sweden Are Poised To Take Historic Steps Forward," *Just Security*, September 6, 2021, <https://www.justsecurity.org/78097/corporate-criminal-liability-for-human-rights-violations-france-and-sweden-are-poised-to-take-historic-steps-forward/> (accessed November 14, 2022); The Sentry, "Breaking: France Opens War Crimes Inquiry Focused on Iconic Food and Beverage Conglomerate," July 1, 2022, <https://thesentry.org/2022/07/01/7216/breaking-france-opens-war-crimes-inquiry-focused-iconic-food-beverage-conglomerate/> (accessed November 14, 2022); Rfi, "French technology firm charged over Libya cyber-spying," July 2, 2022, <https://www.rfi.fr/en/business-and-tech/20210701-french-tech-firm-charged-over-libya-cyber-spying> (accessed November 14, 2022); Preston Lim, "Canadian Supreme Court Allows Corporate Liability for International Law Violations," *Lawfare*, March 12, 2022, <https://www.lawfareblog.com/canadian-supreme-court-allows-corporate-liability-international-law-violations> (accessed November 14, 2022); Sherpa, "Aiding and abetting war crimes in Yemen: Criminal complaint submitted against French arms companies," June 2, 2022, <https://www.asso-sherpa.org/aiding-and-abetting-war-crimes-in-yemen-criminal-complaint-submitted-against-french-arms-companies> (accessed November 14, 2022).

Russia under the doctrine of "universal jurisdiction."⁵ Companies may also be exposed to financially material risks through operational restrictions, such as limitations of future government contracts.⁶

Firms which continue to trade with Russia also face high levels of risk attached to financial transactions. On 24 February 2023, the Financial Action Task Force (FATF) suspended Russia's membership as a result of the war, calling on all actors in the international financial system to exercise extreme caution in all dealings with Russia.⁷ In practice, the decision means that all international banks will scrutinise all Russian payments, making financial transactions more expensive, lengthy, with no guarantee that the transaction will occur at all.⁸ Although FATF has not yet blacklisted Russia, it highlighted the consensus among its 36 member countries that "the Russian Federation's actions represent a gross violation of the commitment to international cooperation upon which FATF Members have agreed to implement and support the FATF Standards."⁹ Previous practice shows that noncooperative behaviour is one of the reasons for FATF blacklisting. As a result, companies should examine and mitigate the high levels of risk attached to financial transactions with Russia and based on that risk, they should reconsider all ongoing business operations related to Russia.

Additionally, the Ukrainian government's [National Agency on Corruption Prevention](#) (NACP) has created a list of "foreign companies that, despite the international recognition of Russia as the aggressor state and the introduced sanctions restrictions, continue to cooperate with it."¹⁰ These companies are recognised as "international sponsors of war" by the Ukrainian state. The listed entities will be included into the World-Check database to protect the global financial sector from Russian sponsors of war. Since banks and insurance companies use World-check to assess risks, companies on the list will be limited in freely accessing personal and corporate finances. So far there are 19 companies on the list, but the NACP notes that it will be expanded with "international companies that provide the public and private sector with goods and services of critical purpose, as well as [those that] contribute to the Russian budget."¹¹ Raiffeisen Bank, which still has a large

⁵ For example, ongoing proceedings in the US and France against the French multinational Lafarge for complicity in human rights violations in Syria. The Paris Court of Appeal, "La Cour d'appel de Paris confirme la mise en état de la multinationale française Lafarge pour complicité de crimes contre l'humanité commis par l'Etat islamique," May 18, 2022, <https://www.doughtystreet.co.uk/sites/default/files/media/document/Press%20release%20french%20version.pdf> (accessed March 22, 2023); United States Attorney's Office, Eastern District of New York, "Lafarge Pleads Guilty to Conspiring to Provide Material Support to Foreign Terrorist Organizations," October 18, 2022, <https://www.justice.gov/usao-edny/pr/lafarge-pleads-guilty-conspiring-provide-material-support-foreign-terrorism> (accessed March 22, 2023).

⁶ Venable LLP, "Do You Contract with State Governments? If So, Beware of Emerging State Sanctions' Obligations Related to Russia and Belarus," *JD Supra*, June 3, 2022, <https://www.jdsupra.com/legalnews/do-you-contract-with-state-governments-6537229/> (accessed January 2, 2022).

⁷ FATF, "FATF Statement on the Russian Federation," February 24, 2023, <https://www.fatf-gafi.org/en/publications/Fatfgeneral/fatf-statement-russian-federation.html> (accessed March 14, 2023).

⁸ Liudmyla Sliptsova, "Russia's membership in the FATF suspended. What does this mean and how ruinous is this for the aggressor's economy?," *Mind*, February 27, 2023, <https://mind.ua/en/publications/20253993-russias-membership-in-the-fatf-suspended-what-does-this-mean-and-how-ruinous-is-this-for-the-aggre> (accessed March 14, 2023).

⁹ FATF (n 8).

¹⁰ NACP, "International Sponsors of War," <https://sanctions.nazk.gov.ua/en/boycott/> (accessed February 6, 2023).

¹¹ NACP, "Companies from the NACP list of "International Sponsors of War" are now in the World-check database, used worldwide for reviewing counterparties," September 7, 2022, <https://nazk.gov.ua/en/news/companies-from-the-nacp-list-of-international-sponsors-of-war-are-now-in-the-world-check-database-used-worldwide-for-reviewing-counterparties/?hilit=sponsor+of+war> (accessed February 6, 2023).

exposure to Russia, and like UniCredit is classed as a systemically important bank in the country, was placed on the NACP list last week¹².

In response to this unprovoked and unjustified war¹³ many companies have already left Russia. This includes others in the banking sector like French bank Société Générale, which exited the country back in April 2022.

According to the Kyiv School of Economics Institute's #LeaveRussia [company tracker](#), UniCredit is continuing its business operations in Russia,¹⁴ its subsidiary being one of the largest banks in the country with over 4,000 employees. UniCredit remains one of the European banks with the largest exposure to Russia and maintains significant investments in the country's oil and gas sector,¹⁵ indirectly boosting Russia's ability to finance its war efforts.

In May and June 2022, some reports indicated that UniCredit had plans to sell its Russian business, firstly to local investors, and then to investors from China, India, or Turkey.¹⁶

Neither of these options materialised to date. In October 2022, the CEO of UniCredit, Mr. Andrea Orcel stated that the bank is "trying to make sure there is an orderly containment of what [UniCredit has], and eventually an exit, but in a way that is not a gift," however some claim that it "is clear that Orcel does not think UniCredit should abandon its Russian bank."¹⁷

The bank's continued presence in the country also created tensions with the European Central Bank (ECB).¹⁸ Last year, the ECB increased UniCredit's minimum capital requirement, partly because of the bank's remaining operations in Russia.¹⁹

In February 2023, UniCredit, as well as other European banks still operating in Russia, faced further criticism after the introduction of a law which obliges banks to grant loan payment holidays to Russian soldiers fighting in Ukraine, and for banks to write off the entire debt if they are killed or

¹² NACP, "International Sponsors of War – Raiffeisen Bank International," <https://sanctions.nazk.gov.ua/en/boycott/21/> (accessed March 28, 2023).

¹³ The UN General Assembly condemned Russia's "aggression against Ukraine" and demanded that Moscow "unconditionally withdraw all of its military forces from the territory of Ukraine within its internationally recognized borders."

¹⁴ KSE – Leave Russia, "UniCredit Group," <https://leave-russia.org/unicredit-group> (accessed March 28, 2023).

¹⁵ Defuel Russia's War, <https://defuel-russias-war.org/stop-financing/#banks-oil-gas> (accessed March 30, 2023).

¹⁶ Sonia Sirletti and Nicholas Comfort, "UniCredit in Talks to Sell Russia Unit After Buyers Approach," *Bloomberg*, May 11, 2022, <https://www.bloomberg.com/news/articles/2022-05-11/unicredit-is-in-talks-to-sell-russian-unit-after-buyers-approach?leadSource=verify%20wall> (accessed March 28, 2023); Giselda Vagnoni and Valentina Za, "Exclusive: UniCredit widens search for buyers to sell out of Russia," *Reuters*, June 6, 2022, <https://www.reuters.com/markets/europe/exclusive-unicredit-widens-search-buyers-sell-out-russia-sources-2022-06-03/> (accessed March 28, 2023).

¹⁷ Dominic O'Neill, "Why are Raiffeisen and UniCredit still in Russia?" *Euromoney*, October 4, 2022, <https://www.euromoney.com/article/2apjhvvp09usrh8ynti4g/opinion/why-are-raiffeisen-and-unicredit-still-in-russia> (accessed March 28, 2023).

¹⁸ Reuters, "ECB, UniCredit clash over capital plans, Russia presence, FT says," November 6, 2022, <https://www.reuters.com/markets/europe/ecb-unicredit-clash-over-capital-plans-russia-presence-ft-says-2022-11-06/> (accessed March 28, 2023).

¹⁹ Vanya Damyanova and Mohammad Taqi, "Russia-Ukraine war splinters Europe's banking industry," *S&P Global Market Intelligence*, February 22, 2023, <https://www.spglobal.com/marketintelligence/en/news-insights/latest-news-headlines/russia-ukraine-war-splinters-europe-s-banking-industry-74075106> (accessed March 28, 2023).

maimed.²⁰ To this, UniCredit stated that the loans are "mandatory under the federal law ... for all banks", and declined to specify how many of its loans had been forgiven.²¹ Despite these issues, the increasingly complicated bureaucratic and legal framework, regulatory scrutiny and criticism, and the serious financial, legal, and reputational risks outlined above, UniCredit is still continuing its operations in Russia.

These activities in Russia risk enabling and financing Russia's violations of IHL and human rights law during the ongoing invasion and occupation of Ukraine.

We seek to understand the status of UniCredit's exposure to Russia and how UniCredit has conducted and continues to conduct heightened human rights due diligence, and how the findings of this process have informed its approach to address identified impacts, including considering options for an exit. As noted by the UNGPs:

...the more severe the abuse, the more quickly the enterprise will need to see change before it takes a decision on whether it should end the relationship. In any case, for as long as the abuse continues and the enterprise remains in the relationship, it should be able to demonstrate its own ongoing efforts to mitigate the impact and be prepared to accept any consequences – reputational, financial or legal – of the continuing connection.

In consideration of the above points and considering B4Ukraine's [Declaration](#), we request an urgent dialogue with UniCredit's relevant senior management and staff to discuss the company's ongoing activities and relationships in Russia, associated risks to the people of Ukraine and the company, and next steps to prevent or mitigate these risks. Please contact the B4Ukraine Coalition at contact@b4ukraine.org to schedule a call. We kindly ask for your response by 5:00pm CET, April 14th 2023.

Sincerely,

The B4Ukraine Coalition

²⁰ John O'Donnell and Simon Jessop, "Analysis: Loans to Russian soldiers fuel calls for European banks to quit," *Reuters*, February 14, 2023, <https://www.reuters.com/world/europe/loans-russian-soldiers-fuel-calls-european-banks-quit-2023-02-13/> (accessed March 28, 2023).

²¹ *Ibid.*