



**UniCredit S.p.A.** - Registered Office and Head Office: Piazza Gae Aulenti no. 3 - Tower A - 20154 Milan - Share Capital € 20,880,549,801.81 fully paid-up – Bank registered with the National Register of Banks and with the Register of Banking Groups and Parent Company of the UniCredit Banking Group, code 02008.1 - ABI (Italian Banking Association) Code 02008.1 – registration no. in the Milan-Monza-Brianza-Lodi Companies' Register, fiscal code and VAT no. 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.

## NOTICE OF CALL

The shareholders of UniCredit S.p.A. are hereby convened in an Ordinary and Extraordinary Shareholders' Meeting to be held on **April 12<sup>th</sup>, 2018, at 10:00 am, at Pavilion, Piazza Gae Aulenti, 10, in Milan, in single call**, to discuss and decide on the following

### AGENDA

#### Ordinary part

1. Approval of the 2017 financial statements;
2. Allocation of the net profit of the year 2017;
3. Appointment of Directors, once the number of Board members has been set;
4. Determination of the remuneration of Directors;
5. 2018 Group Incentive System;
6. 2018 Group Compensation Policy;
7. Amendments to the Regulations governing general meetings.

#### Extraordinary part

1. Delegation to the Board of Directors of the authority to resolve to carry out a free capital increase for a maximum amount of € 28,130,961 in order to complete the execution of the 2017 Group Incentive System and of the 2017-2019 LTI Plan and consequent amendments to the Articles of Association;
2. Delegation to the Board of Directors of the authority to resolve to carry out a free capital increase for a maximum amount of € 76,597,177 in execution of the 2018 Group Incentive System and consequent amendments to the Articles of Association;
3. Amendments to clauses n° 9, 20, 21, 23, 27, 29, 30 and 34 of the Articles of Association.

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The dividend eventually resolved upon by the Shareholders' Meeting, will be paid out, in accordance with all applicable laws and regulations, on **April 25<sup>th</sup>, 2018**, having **April 23<sup>rd</sup>, 2018**, as ex-dividend date.

Under section 83-terdecies of Legislative Decree no. 58/1998 (here below "TUF"), those who - based on the relevant records - are Shareholders at the end of the **April 24<sup>th</sup>, 2018**, accounting day are the persons that will be entitled to receive dividend.

#### Right to attend, and vote at, the Shareholders' Meeting

On the basis of sec. 83-sexies of the TUF, those who are legitimated to attend, and vote at the Shareholders' Meeting are the persons for whom, at their own request and within the terms provided for by current law provisions, the qualified brokers

concerned (those who hold the accounts on which the UniCredit shares are recorded) have sent to the Company the communications attesting the title to the right according to the records referred to the end of the accounting day of **April 3<sup>rd</sup>, 2018**, (the so-called *record date*). The credit and debt recordings carried out on the accounts after such a term are not significant as far as concerning the right to vote in the Shareholders' Meeting. Therefore, those who will prove to be shareholders only after such a date will not have the right to attend, and vote at, the Meeting.

No provisions have been made for voting by correspondence or by using electronic means.

## **Voting proxies and the Company's designated representative**

Those having the right to vote may be represented through execution of a written proxy pursuant to current laws and regulations. To that end, it is possible to use either the proxy form issued by the authorized intermediaries at the request of the voting rights holder or the proxy form available on the Company's website. The representative may, deliver or send to the Company a copy or a digital copy of the proxy, in place of the original, confirming, under his/her own responsibility, the identity of the delegating shareholder and that the document is a true copy of the original. The Company may be given notice of the voting proxy granted by means of a document in electronic format with a digital signature pursuant to sec. 21, sub-sec. 2, of the Legislative Decree no. 82/05 by sending an e-mail to [ShareholdersDelegation@unicredit.eu](mailto:ShareholdersDelegation@unicredit.eu).

The proxy may also be given to Computershare S.p.A., whose offices are in via Nizza, 262/73, Turin, in its role as Representative designated by the Company for this purpose pursuant to sec. 135-undecies of the TUF, according to the ways envisaged by current rules and regulations. To such purpose, Computershare S.p.A. has put forward a specific proxy form, which is accessible through the section of the Company's website specifically dedicated to this Shareholders' Meeting. The proxy for the designated Representative, to be sent to the addresses and in the manners specified in the mentioned form, must contain the voting instructions for all, or some of, the proposals on the Agenda and must reach the aforesaid representative no later than **April 10<sup>th</sup>, 2018**. Within the same deadline, the proxy and the voting instructions may also be revoked according to the manners indicated above. The proxy is only valid for the proposals for which voting instructions have been provided.

## **Additions of items to the Agenda, submission of new resolution proposals on items already on the Agenda and right to ask questions on the items on the Agenda before the Shareholders' Meeting**

The right to add new items to the Shareholders' Meeting Agenda and/or to submit new resolution proposals on items already on the Agenda may be exercised by shareholders that, even jointly, hold at least 0.50% of the share capital in the cases and according to the methods established by sec. 126-bis of the TUF, within **February 19<sup>th</sup>, 2018**. Shareholder additions to the Agenda are not admissible for topics which Shareholders' Meetings are called upon to resolve, according to law, following the submission of proposals by the Directors, or on the basis of plans or reports drafted by the Directors, other than those indicated in sec. 125-ter, sub-sec. 1, of the TUF.

The requests - together with the documentation certifying the ownership of the shareholding - must be sent to the attention of the *Group Corporate Affairs Department* and submitted in writing, or sent via registered mail with receipt notice, to UniCredit S.p.A.'s Registered Office ; the requests may also be sent via certified e-mail to [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu). Within the same deadline, and by using the same ways, a report giving the reason for the request or the proposal must be sent to the Board of Directors by the requiring or applying Shareholders. The legitimization of the applicants shall be ascertained on the basis of the notice given by the broker according to sec. 23 of the Regulation concerning central depositories' and settlement services, guarantee systems and related management companies (Bank of Italy and CONSOB Resolution dated 22 February 2008 and following changes).

Additions to the Agenda and further resolution proposals on items already on the Agenda will be subject to public notice, in the same ways established for the publication of the notice of call, according to the terms outlined in the applicable provisions of law. At the same time, the submitted reports drawn up by those requiring additions and/or further resolution proposals will be made available to the public, together with any consideration of the Board of Directors in the same ways provided for the documents concerning the Meeting.

Any person entitled to vote may individually submit resolution proposals at the Shareholders' Meeting.

Pursuant to the provisions of sec. 127-ter of the TUF, the persons who are entitled to vote may submit questions pertaining to items on the Agenda even prior to the Shareholders' Meeting by sending them through postal service to the Company's Registered Office (with the express indication: "*To the attention of the Group Corporate Affairs Department*") or via e-mail to [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu). The questions received as above **no later than 5 p.m., April 9<sup>th</sup>, 2018**, and that will result to be pertinent to the matters on the Agenda, will be given an answer, at the latest, during the Shareholders' Meeting as established by

the rules of law. The legitimacy of the applicant shall be ascertained on the basis of the notice given by the broker according to sec. 23 of the Regulation concerning central depositories' and settlement services, guarantee systems and related management companies, or by means of the communication pursuant to sec. 83-sexies of the TUF, issued by the broker to allow attendance of the Shareholders' Meeting.

The Company will not answer questions that do not abide by the above modalities, due dates and conditions.

Further information on the methods to be used and conditions which must be observed for adding items to the Agenda, or for asking questions prior to the Shareholders' Meeting, can be found on the UniCredit website.

## Documents for the Shareholders' Meeting

The full text of the resolution proposals, together with the related explanatory Reports, and the other documents concerning the items on the Agenda will be available to the public, according to the terms provided for by rules of law and regulations, at the Company's Registered Office, on the website of the market management company Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), on the website of the authorized storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as on the UniCredit website.

The Shareholders may obtain copies of such documents.

## Appointment of Directors

The procedure for appointing Directors is governed by the Italian Civil Code, the TUF, the Legislative Decree no. 385/93 and the connected regulations as well as by Clause 20 of UniCredit's Articles of Association, to all of which reference may be made.

In this regard it is reminded that the members of the Board of Directors are appointed on the basis of lists on which the candidates must be numbered in progressive order. Each list must contain a number of candidates belonging to the least represented gender such as to ensure abidance by the balance between genders at least in the minimum quantity required by the provisions, also of a regulatory nature, in being.

The legitimate parties who are entitled to submit lists are the Board of Directors and the shareholders, who individually or collectively with others represent at least 0.5% of the share capital in the form of ordinary shares having voting rights at ordinary Shareholders' Meetings. Ownership of the minimum number of shares required for filing lists is calculated taking into consideration the shares registered for each individual person, or for more persons jointly, having such right on the day on which the lists are submitted to the Company and must be proven pursuant to the current laws; such proof may also be submitted to the Company after the filing of the lists, provided it is prior to the deadline within which the Company must make the lists public. Each party having the right thereto may file, or contribute to the filing of, only one list and, similarly, each candidate may only be included on one list, under penalty of ineligibility.

The lists must, under penalty of cancellation, be filed, also by proxy, at the Company's Registered Office, to the attention of the Group Corporate Affairs Department, with one of the following ways: (i) in original at the Registered Office during office hours (8:30-13:00/14:00-17:30), (ii) in copy reproduced digitally and sent also via e-mail to [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu), provided that the depositor, even if a legal entity, uses his own certified email address or, otherwise failing that, signs the electronic document pursuant to sec. 21, sub-sec. 2, of Legislative Decree no. 82/05 and sends it to the email address [ucicorporateaffairs@unicredit.eu](mailto:ucicorporateaffairs@unicredit.eu), by **March 19<sup>th</sup>, 2018**.

By the deadline established for the filing of the lists, the parties having the right thereto must also file the following together with each list:

- if shareholders, information regarding those who presented the list, indicating the total percentage of equity investment held;
- exhaustive information on the personal and professional characteristics of the candidates indicated on the list (such as : curriculum vitae and list of the supervisory, managerial and controlling offices held in other companies both signed and dated);
- a statement whereby each candidate irrevocably accepts the position (subject to his/her appointment) and attests, under his/her own responsibility, that there are no reasons for his/her ineligibility or incompatibility as candidate and that he/she meets the experience and integrity requirements provided for by current provisions, also of a regulatory nature;
- a statement by each candidate that the independence requirements called for by the Articles of Association and by the sec. 148 of the TUF are, or are not, met.

Any list that does not meet the above requirements shall be deemed not to have been filed.

Shareholders, in filing lists, are requested to take into account the "*Qualitative and quantitative composition of the UniCredit S.p.A. Board of Directors*", which contains the results of the ex-ante analysis carried out by the UniCredit Board of Directors on its qualitative and quantitative composition deemed optimal in order to ensure the proper performance of the functions assigned to it, in accordance, in particular, with the provisions on bank's corporate governance of the Bank of Italy Circular no. 285 dated December 17<sup>th</sup>, 2013. Said document, approved by the UniCredit Board of Directors on February 7<sup>th</sup>, 2018, is published on the UniCredit website.

Moreover, all parties who intend to file lists are asked to comply with the recommendations outlined by CONSOB in its Communication no. DEM/9017893 dated 26/2/2009 on the links between lists - pursuant to sec. 147-ter, point 3, of the TUF and to sec. 144-quinquies of CONSOB's Issuers' Regulation - which should be referred to for more details.

Further information on the Directors' appointment process is published on the website of the Company.

The lists shall be made available to the public at the Company's Registered Office, on the website of the market management company Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), on the website of the authorized storage mechanism eMarket STORAGE managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as on the Company's website, by **March 22<sup>th</sup>, 2018**.

The Board of Directors resolved with absolute majority, as required by sec. 20 of the Articles of Association, to present a list of candidates, published on the UniCredit website together with the necessary documentation.

## **Information concerning the share capital and the shares with voting rights**

On the day this notice is published, UniCredit's share capital, fully paid-up, amounts to Euro 20,880,549,801.81 and is divided into 2,225,945,295 shares with no nominal value, in turn made up of 2,225,692,806 ordinary shares and 252,489 savings shares, for which the mandatory conversion process into ordinary shares is underway at a conversion ratio of no. 3.82 ordinary shares for each savings share. Each ordinary share gives the right to one vote, except for the 4,760 own shares and the 9,675,640 shares for which UniCredit S.p.A. has a right of usufruct created by Mediobanca – Banca di Credito Finanziario S.p.A., for which voting rights have been suspended.

## **Website and Company addresses**

Any reference made in this document to the Company's or to UniCredit's website is to be understood as a reference, also pursuant to the provisions of sec. 125-quater of Legislative Decree no. 58/98, to the following address:

[www.unicreditgroup.eu/aq4m12april2018](http://www.unicreditgroup.eu/aq4m12april2018).

The address of UniCredit S.p.A.'s Registered Office is Piazza Gae Aulenti no. 3, Tower A - 20154 Milan.

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An excerpt of this notice is published on February 8<sup>th</sup>, 2018, in the newspapers "Il Sole 24 Ore", "MF" and in the "Financial Times" (European edition) and on February 9<sup>th</sup> 2018 in the "Handelsblatt".

Milan, February 8<sup>th</sup>, 2018

THE CHAIRMAN OF THE BOARD OF DIRECTORS

*Signed by Giuseppe Vita*

*Shareholders having the right to attend the Shareholders' Meeting and to exercise their right to vote are kindly requested to arrive before the time scheduled for the beginning of the Meeting, bringing with them a copy of the statement requested to the relevant intermediary pursuant to sec. 83-sexies of the TUF as well as a personal identification document, so as to facilitate the admission procedures and ensure the Meeting starts on time.*

*Shareholders who entertain an equity deposit agreement with the Bank and who can effect transactions by means of the UniCredit S.p.A. Internet Banking system may ask for the admittance tickets for the Meeting also through such means.*

*Information regarding how to take part in the Meeting can be obtained telephonically from the **TOLL-FREE NUMBER 800.307.307**, available on weekdays from 8.30am to 1pm and from 2pm to 5pm.*