



**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

**EXCERPT FROM THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**  
**(pursuant to Sec. 125-bis, paragraph 1, of Legislative Decree no. 58/1998)**

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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Information concerning the share capital and shares with voting rights as well as information concerning the manners, terms and procedures regarding:

- the right to attend, and vote at, the Shareholders' Meeting (please note that the record date falls on **April 3<sup>rd</sup>, 2018**);
- the right to attend, and vote at, the Shareholders' Meeting by proxy, also by means of the Company's designated representative (please note that the Company's designated representative is Computershare S.p.A.);
- the exercise of the right to add items to the agenda and to submit further resolution proposals on items already on the agenda;
- the exercise of the right to ask questions pertaining to items on the agenda prior to the Shareholders' Meeting (please note that questions must be received by the Company no later than **5 p.m. April 9<sup>th</sup>, 2018**);

- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the filing of the lists for the appointment of the Directors (please note that the lists must be filed within **March 19<sup>th</sup>, 2018**);
- the payment of the dividend eventually resolved upon by the Shareholders' Meeting (envisaged on **April 25<sup>th</sup>, 2018**, with the ex-dividend date being **April 23<sup>rd</sup>, 2018**, and the record date **April 24<sup>th</sup>, 2018**)

is given in the notice of call available on the Company's website [www.unicreditgroup.eu/agm12april2018](http://www.unicreditgroup.eu/agm12april2018)

This excerpt is published in the newspapers "Il Sole 24 Ore" and "MF", as well as in the "Financial Times" (European edition) and 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 Article 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.*