



## PRESS RELEASE

### UniCredit: Board of Directors Resolutions

The UniCredit Board of Directors has passed the following resolutions:

- **Call of an extraordinary and ordinary Shareholders' Meeting and connected proposals**

#### **CALL OF THE SHAREHOLDERS' EXTRAORDINARY AND ORDINARY MEETING**

The UniCredit Board of Directors **resolved to call an Extraordinary and Ordinary Shareholders' Meeting to be held on January 12<sup>th</sup>, 2017 in single call** to resolve on the following matters:

##### Extraordinary Part

1. Share capital increase for cash consideration up to an aggregate amount of Euro 13 billion, including any share premium, to be carried out no later than 30 June 2017, also in one or more tranches and in a divisible form, through the issue of ordinary shares, with regular entitlement, to be pre-emptively offered to the Company's ordinary shareholders and holders of saving shares pursuant to Article 2441, first, second and third paragraphs of the Italian Civil Code. Subsequent amendments to Company's articles of association and resolutions related thereto.
2. Reverse stock split of UniCredit's ordinary and savings shares, at a ratio of 1 new ordinary share, with regular entitlement, per 10 existing ordinary shares and 1 new savings share, with regular entitlement, per 10 existing savings shares, after cancellation of ordinary and savings shares in the minimum number necessary to allow the balancing of the entire transaction, without reduction of the share capital. Subsequent amendments to the Company's articles of association and resolutions related thereto.

##### Ordinary Part

1. Appointment of Directors for integration of the Board of Directors.

The notice of call and the relevant documentation, to be submitted to the Shareholders' Meeting, will be published in the manner and within the deadlines provided by law and will be available on the Company's website [www.unicreditgroup.eu/shareholdersmeeting2017](http://www.unicreditgroup.eu/shareholdersmeeting2017).

#### **PROPOSALS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

Rights issue by way of cash contribution as provided for by Article 2441, paragraphs 1, 2 and 3, of the Italian Civil Code

The rights issue is one of the initiatives envisaged by the 2016-2019 Strategic Plan approved by the Company Board of Directors on December 12th, 2016, and that will be presented to the financial community on Dec. 13th, 2016, aimed at strengthening the Group assets, increasing their financial ratios.

#### UniCredit ordinary and savings shares reverse stock split

The carrying out of a reverse stock split, with the consequent reduction in the number of the shares outstanding, allows a simplification of the paper-work implied by the shares, bound to increase owing to the Optional Capital increase, also to the benefit of the present and future shareholders.

## **PROPOSALS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING**

Apart from the matters concerning the capital increase, the reverse split of UniCredit's ordinary and savings shares and the resolutions related thereto, the Shareholders' Meeting will be put the following proposals:

#### Appointment of Directors for the integration of the Board of Directors

On the date of the Shareholders' Meeting, according to the provisions of sec. 2386 of the Italian Civil Code, the term of office of the Directors Mr. Jean Pierre Mustier (current Chief Executive Officer of UniCredit S.p.A.), Mr. Sergio Balbinot e Mrs. Martha Dagmar Böckenfeld, coopted by the Board of Directors in place of Directors Mrs. Helga Jung, Mr. Manfred Bischoff and Mr. Federico Ghizzoni which posts expired during 2016, will expire.

To the above regard, the Board, in view of its integration, proposes that the Shareholders' Meeting confirms the current Directors Mr. Mustier, Mr. Balbinot and Mrs. Böckenfeld in their posts.

Milan, 13<sup>th</sup> December 2016

#### **Enquiries:**

**Media Relations:** Tel.+39-02-88623569; e-mail: [mediarelations@unicredit.eu](mailto:mediarelations@unicredit.eu)

**Investor Relations:** Tel.+39-02-88624324; e-mail: [investorrelations@unicredit.eu](mailto:investorrelations@unicredit.eu)

La presente comunicazione non costituisce un'offerta o un invito a sottoscrivere o acquistare titoli. I titoli non sono stati e non saranno registrati negli Stati Uniti ai sensi del United States Securities Act of 1933 (come successivamente modificato) (the "Securities Act"), o in Australia, Canada o Giappone nonché in qualsiasi altro Paese in cui tale offerta o sollecitazione sia soggetta all'autorizzazione da parte di autorità locali o comunque vietata ai sensi di legge. I titoli ivi indicati non possono essere offerti o venduti negli Stati Uniti o a U.S. persons salvo che siano registrati ai sensi del Securities Act o in presenza di un'esenzione alla registrazione applicabile ai sensi del Securities Act

This communication does not constitute an offer or an invitation to subscribe for or purchase any securities. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or in Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful. The securities may not be offered or sold in the United States or to U.S. persons unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available.