



UniCredit S.p.A. - Registered Office: Via Alessandro Specchi 16 - 00186 Rome - Head Office: Piazza Cordusio - 20123 Milan - Share Capital € 19,654,856,199.43, fully paid up - Registered in 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 Rome Companies Register, fiscal code and VAT no. 00348170101 - Member of the Interbank Deposit Guarantee Fund and National Compensation Fund

**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 **11th May 2013 at 10:30 am at 180 Viale Umberto Tupini in Rome in single call**, to discuss and decide on the following

AGENDA

Ordinary part

1. Approval of UniCredit S.p.A. 2012 individual financial statement, reclassification of the net assets reserves and re-statement of the so-called "negative reserves"; presentation of the consolidated financial statement; completion of the legal reserve; cancellation of the so-called "negative reserves" for the components not subject to variations through final coverage of same; reallocation of the 2011 loss;
2. Allocation of the UniCredit S.p.A. 2012 operating result of the year; distribution of dividend drawn up from Company reserves from profit;
3. Appointment of the Board of Statutory Auditors and of the Substitute Statutory Auditors. Appointment of the Chairman of the Board of Statutory Auditors;
4. Determination of the remuneration due to the Board of Statutory Auditors, for each year in office;
5. Appointment of the Directors necessary to complete the Board of Directors and authorization of competing activities according to Sec. 2390 of the Italian Civil Code;
6. Restatement of the remuneration expected to the Directors for their activities carried out within the Board Committees and other Company bodies, per each year of office;
7. 2013 Group Compensation Policy;
8. 2013 Group Incentive System;
9. 2013 UniCredit Group Employee Share Ownership Plan;

Extraordinary part

1. Amendments to Clauses 5, 6, 10, 11, 12, 14, 20, 30 and 32 of the Articles of Association;
2. Delegation to the Board of Directors, under the provisions of Sec. 2443 of the Italian Civil Code, of the authority to resolve, on one or more occasions for a maximum period of five years starting from the date of the shareholders' resolution, to carry out a free capital increase, as allowed by Sec. 2349 of the Italian Civil Code, for a maximum amount of € 143,214,140.73 corresponding to up to 42,200,000 UniCredit ordinary shares, to be granted to the personnel of the Holding Company and of the Group banks and companies who hold positions of particular importance for the purpose of achieving the Group's overall objectives; consequent amendments to the Articles of Association.

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

- the right to attend, and vote at, the Shareholders' Meeting (please note that the **record date** falls on **2nd May 2013**);
- the right to attend, and vote at, the Shareholders' Meeting by proxy, also by means of the Company's designated representative (to that end, please note that the Company's designated representative is Servizio Titoli S.p.A.);
- the exercise of the right to add to the agenda, of the right to submit resolution proposals on items already on the agenda and of the right to ask questions pertaining to items on the agenda prior to the Shareholders' Meeting;
- the appointment of the Board of Statutory Auditors members on the basis of lists of candidates;
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the payment of any dividend resolved upon by the Shareholders' Meeting (on **23rd May 2013** with the ex-dividend date being **20th May 2013** and the **record date** on **22nd May 2013**),

is given in the notice of call available on the Company's internet website www.unicreditgroup.eu/shareholdersmeeting2013.

This extract is published on 29th March 2013 in the newspapers "Il Sole 24 Ore" and "Milano Finanza" and, on 30th March 2013 in the "Financial Times" (European edition) and in the "Frankfurter Allgemeine Zeitung".

Milan, 29 March 2013

THE CHAIRMAN OF THE BOARD OF DIRECTORS
Signed by Giuseppe VITA