



UniCredit S.p.A. - Registered Office: Via Alessandro Specchi no. 16 - 00186 Rome - Head Office: Piazza Gae Aulenti no. 3 - Tower A - 20154 Milan - Share Capital € 19,682,999,698.27, fully paid up - 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 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 **13th May 2014 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 the UniCredit S.p.A. individual financial statements as at December 31, 2013, accompanied by the Reports of the Directors and of the Auditing Company; Board of Statutory Auditors Report. Presentation of the consolidated financial statements;
2. Allocation of the UniCredit S.p.A. 2013 operating result of the year; distribution of a dividend from Company profits reserves in the form of a scrip dividend; increase of the legal reserve by using the share premium reserve;
3. Appointment of a Substitute Statutory Auditor;
4. UniCredit taking on of the cost of the remuneration due to the Common Representative of the savings shareholders;
5. Approval of the ratio between the variable and fixed components of the personnel compensation;
6. 2014 Group Compensation Policy;
7. 2014 Group Incentive System;
8. UniCredit Group Employee Share Ownership Plan 2014 (Plan "Let's Share for 2015");

Extraordinary part

1. Capital increase for no consideration pursuant to Article 2442 of the Italian Civil Code to service the payment of a dividend from profit reserves, with value of Euro 570,332,795.10, in the form of a scrip dividend, to be implemented through

- the issue of ordinary shares and savings shares; consequent amendments to the Articles of Association;
2. Amendments to Clause 8 of the Articles of Association regarding the competence of the Shareholders' Meeting on remuneration and incentive policies and practices;
 3. Delegation to the Board of Directors, under the provisions of Article 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 Article 2349 of the Italian Civil Code, for a maximum amount of Euro 98,294,742.05 corresponding to up to 28,964,197 UniCredit ordinary shares, to be granted to the Personnel of the Holding Company and of Group banks and companies in carrying out the 2014 Group Incentive System; consequent amendments to the Articles of Association.

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

- the right to attend, and vote at, the Shareholders' Meeting (please note that the record date falls on 2nd May 2014);
- 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 Computershare S.p.A.);
- the exercise of the right to add to the agenda and of the right to submit 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 10th May 2014);
- 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 (envisaged on 6th June 2014, with the ex-dividend date being 19th May 2014 and the record date 21st May 2014),

is given in the notice of call available on the Company's internet website www.unicreditgroup.eu/shareholdersmeeting2014.

This extract is published on 11th April 2014 in the newspapers "Il Sole 24 Ore" and "MF" as well as in the "Financial Times" (European edition) and in the "Frankfurter Allgemeine Zeitung".

Milan, 11 April 2014

THE CHAIRMAN OF THE BOARD OF DIRECTORS
Signed by Giuseppe VITA