



UniCredit S.p.A. - Sede Sociale: Via Alessandro Specchi n. 16 - 00186 Roma - Direzione Generale: Piazza Gae Aulenti n. 3 - Tower A - 20154 Milano - Capitale Sociale € 19.682.999.698,27, interamente versato - Banca iscritta all'Albo delle Banche e Capogruppo del Gruppo UniCredit, iscritto all'Albo dei Gruppi Bancari cod. 02008.1 - Cod. ABI 02008.1 - iscrizione al Registro delle Imprese di Roma, Codice Fiscale e P. IVA n. 00348170101 - Aderente al Fondo Interbancario di Tutela dei Depositi ed al Fondo Nazionale di Garanzia

## **NOTICE OF CALL**

The Special Meeting of UniCredit S.p.A. Saving Shareholders is hereby convened on **6<sup>th</sup> June 2014** at 10:30 am in Milan - at Via Fratelli Castiglioni corner Via Don Luigi Sturzo - in **single call**, to discuss and decide on the following

### **AGENDA**

1. Approval of the statement of accounts envisaged by sec. 146, par. 1, no. c) of the Leg. Decree no. 58/1998;
2. Appointment of the saving shareholders' Representative for the 2014-2016 period, with term in office expiring at the date of the Annual General Meeting called for the approval of the Company's 2016 Financial Report;
3. Determination of the yearly remuneration of the Representative of the saving shareholders in the 2014-2016 period.

### **Right to attend and vote at the Special Meeting**

The right to attend and vote at the Special Meeting shall be proven by the broker authorized to hold the accounts sending UniCredit, at the entitled person's request, as per the terms established by current legislation, notice of the number of saving shares possessed at the close of trading on **28<sup>th</sup> May 2014** (i.e. the **record date**, 7 market trading days before the Special single call Meeting) by the party that is entitled to vote. Any purchase or sale of saving shares recorded after that date shall not be admissible as far as concerns the right to vote at the Special Meeting. Therefore, persons who prove to be holders of saving shares only after such date will not be entitled to attend, and vote at, the Special Meeting.

In order to streamline the admittance process to the Special Meeting, all participants are asked to show proof of the notice from the broker. No provisions have been made for voting by correspondence or using electronic means.

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

Persons having the right to attend the Special Meeting 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, in place of the original, deliver to or send the Company a copy of the proxy, potentially in electronic format, confirming, under his/her own responsibility, the identity of the delegating saving shares holder 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., with registered office in Milan, 19 Via Mascheroni, in its role as representative designated by the Company for this purpose pursuant to Sec. 135-undecies of the Legislative Decree no. 58/98, according to the ways envisaged by current rules and regulations, explained on the Company's website. In that regard, it is possible to use the specific proxy form provided by Computershare S.p.A., which is accessible through the section of the Company website specifically dedicated to this Special Meeting. The proxy for the designated representative must contain voting instructions for all, or some of, the matters on the agenda and its original must reach the aforementioned representative **no later than 4<sup>th</sup> June 2014** (two trading days before the day of the Special Meeting) at the following address: Computershare S.p.A. (Ref. "Proxy for UniCredit S.p.A.'s Special Meeting of Saving Shareholders"), Via Mascheroni n. 19, 20145 Milano. A copy of the proxy, along with a statement confirming it conforms to the original, may also be sent to the designated representative by fax (at 02/46776850) or email ([unicredit@pecserviziotitoli.it](mailto:unicredit@pecserviziotitoli.it)). Within the same deadline, the proxy and the voting instructions may also be revoked, using the above methods. The proxy is only valid for the proposals for which voting instructions have been provided.

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

The right to add to the Special Meeting agenda and/or to submit new resolution proposals on items already on the agenda may be exercised by saving shareholders that, even jointly, hold at least 0.50% of the share capital formed by saving shares, within 10 days of this notice being published, in the cases and according to the methods established by Sec. 126-bis of the Legislative Decree no. 58/98, i.e. **within the 19<sup>th</sup> May 2014**.

Integration of the agenda by Saving Shareholders is not admissible for topics which Special 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 Legislative Decree no. 58/98.

The requests – together with the documentation certifying the ownership of the shareholding – must be sent to the attention of the Corporate Law Department and submitted in writing to the Company's Registered Office in Rome or sent via registered mail with receipt notice; 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 with the same ways, the Board of Directors must be sent, by the requiring or applying Saving Shareholders, a report giving the reason for the request or the proposal.

The legitimation 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 (Bank of Italy and CONSOB Resolution dated 22 February 2008 and following changes).

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

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

Pursuant to the provisions of Sec. 127-ter of the Legislative Decree no. 58/98, the persons who are entitled to vote may submit questions pertaining to items on the agenda even prior to the Special Meeting, sending them via the UniCredit website or, by post, to the Company's Registered Office in Rome (with the express indication: "*To the attention of the Corporate Law Department*"). The questions received as above **no later than 3<sup>rd</sup> June 2014**, and that will prove to be pertinent to the matters on the agenda, will be given an answer, at the latest, during the Special Meeting as established by the rules of law. The legitimation 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 (Bank of Italy and CONSOB Resolution dated 22 February 2008 and following changes), or by means of the communication pursuant to Article 83-sexies of Legislative Decree no. 58/98, issued by the broker to allow Special Meeting attendance.

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

The UniCredit website contains further information about the methods to be used and conditions to be complied with for adding to the agenda or for asking questions prior to the Special Meeting.

### **Documents for the Special Meeting**

As of today, along with the publication of the notice of call, the full text of the resolution proposals, together with the related explanatory Report and the other documents concerning the items on the agenda, will be available to the public at the Company's Registered Office and its Head Office, as well as at the Company for the market management Borsa Italiana S.p.A. and on UniCredit's internet website.

The Saving Shareholders may obtain copies of such documents.

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

UniCredit's share capital, fully paid-up, amounts to Euro 19,682,999,698.27 and is divided into 5,800,131,957 shares with no nominal value, in turn made up of 5,797,708,059 ordinary shares and 2,423,898 saving shares. Each saving share issued gives the right to one vote.

## **Internet website**

Any reference in this document to the Company's or 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/specialshareholdersmeeting2014](http://www.unicreditgroup.eu/specialshareholdersmeeting2014).

An extract of this notice is published on 7<sup>th</sup> May 2014 in the newspapers "Il Sole 24 Ore" and "MF".

Milan, 7<sup>th</sup> May 2014

THE CHAIRMAN OF THE BOARD OF DIRECTORS

*Signed by Giuseppe VITA*

*Saving Shareholders having the right to attend the Special Meeting and exercise voting rights are kindly requested to arrive before the starting time scheduled for the Meeting, bringing a personal identification document, so as to facilitate the admission procedures and ensure the Meeting starts on time.*

*Information regarding how to take part in the Special 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.*