



*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 € 20,862,962,205.11, 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 - 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 20<sup>th</sup>, 2017, at 10:00 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 2016 individual financial statements of UniCredit S.p.A.; elimination of the so-called "negative reserves" for components not subject to change by means of their definitive coverage. Presentation of the consolidated financial statements of the UniCredit Group.
2. Allocation of the UniCredit S.p.A 2016 result of the year.
3. 2017 Group Incentive System.
4. 2017-2019 Long-term Incentive Plan (2017-2019 LTI Plan).
5. Group Termination Payments Policy.
6. 2017 Group Compensation Policy.

**Extraordinary part**

1. Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve in 2022 to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of € 3,181,011.56 corresponding to up to 339,236 UniCredit ordinary shares to be granted to the Personnel of the Holding Company and of Group banks and companies, in order to complete the execution of the 2016 Group Incentive System; consequent amendments to the Articles of Association.

2. Delegation to the Board of Directors, under the provisions of section 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 section 2349 of the Italian Civil Code, for a maximum amount of € 187,539,740.00 corresponding to up to 20,000,000 UniCredit ordinary shares to be granted to the Personnel of the Holding Company and of Group banks and companies in execution of the 2017 Group Incentive System and of the 2017-2019 LTI Plan; consequent amendments to the Articles of Association.

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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 **April 7<sup>th</sup>, 2017**);
- 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 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 17<sup>th</sup>, 2017**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;

is given in the notice of call available on the Company's website [www.unicreditgroup.eu/agm2017](http://www.unicreditgroup.eu/agm2017).

This excerpt is published on March 21<sup>st</sup>, 2017, in the newspapers "Il Sole 24 Ore" and "MF", as well as in the "Financial Times" (European edition) and in the "Handelsblatt".

Milan, 21<sup>st</sup> March, 2017

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.*