



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 € 20,846,893,436.94, 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 EXTRAORDINARY AND ORDINARY 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 Extraordinary and Ordinary Shareholders' Meeting to be held on **January 12th, 2017**, at **11:00 am**, at **180 Viale Umberto Tupini in Rome**, in **single call**, to discuss and decide on the following

AGENDA

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

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 **January 3rd, 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 **January 9th, 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/shareholdersmeeting2017.

This excerpt is published on December 13th, 2016, in the newspapers "Il Sole 24 Ore" and "MF", as well as in the "Financial Times" (European edition) and in the "Handelsblatt".

Milan, December 13th, 2016

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.*