



*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 € 20,880,549,801.81, 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*

## **NOTICE OF CALL**

The shareholders of UniCredit S.p.A. are hereby convened in an Ordinary and Extraordinary Shareholders' Meeting to be held on **December 4<sup>th</sup>, 2017, at 10:00 am, at Pavilion, Piazza Gae Aulenti, 10, in Milan , in single call**, to discuss and decide on the following

### **AGENDA**

#### **Ordinary part**

1. Completion of the Board of Statutory Auditors.

#### **Extraordinary part**

1. To grant the Board of Directors with the power to submit its own list of candidates for the Director's office and the increase to two Directors selected from the minority list. Amendment of articles 20 and 24 of the Company's Articles of Association. Pertinent and consequent resolutions;
2. Elimination of the 5% limit for the exercise of the voting right. Amendment of articles 5, 15, 17 of the Company's Articles of Association. Pertinent and consequent resolutions;
3. Mandatory conversion of the savings shares into ordinary shares. Amendment of articles 5, 7 and 32 of the Company's Articles of Association. Pertinent and consequent resolutions;
4. Transfer of the registered office from Rome to Milan. Amendment of article 2 of the Company's Articles of Association. Pertinent and consequent resolutions.

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**Right to attend, and vote at, the Shareholders' Meeting**

On the basis of sec. 83-sexies of the TUF, there are legitimated to attend, and vote at, the Shareholders' Meeting those persons regarding whom, at their request and within the terms provided for by current provisions, the qualified brokers concerned (the ones who hold the accounts on which the UniCredit shares are recorded) have sent the Company the communications attesting the title to the right according to the records referred to the end of **November 23<sup>rd</sup>, 2017**, the accounting day (the so-called *record date*). The credit and debt recordings carried out on the accounts after such a term are not significant as far as concerns the right to vote and, therefore, those who will prove to be shareholders only after such a date will not have the right to attend, and vote at, the Meeting.

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 vote 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 shareholder 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, in its role as representative designated by the Company for this purpose pursuant to sec. 135-undecies of the TUF, according to the ways envisaged by current rules and regulations as explained on the Company website. In that regard, Computershare S.p.A. has put forward a specific proxy form, which is accessible through the section of the Company website specifically dedicated to this Shareholders' Meeting. The proxy for the designated representative, to be sent to the addresses and in the manner specified in the mentioned form, must contain voting instructions for all, or some of, the proposals on the Agenda and must reach the aforesaid representative no later than **November 30<sup>th</sup>, 2017**. Within the same deadline, the proxy and the voting instructions may also be revoked according to the manner indicated in the proxy form. 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 Shareholders' Meeting**

The right to add to the Shareholders' Meeting Agenda and/or to submit new resolution proposals on items already on the Agenda may be exercised by shareholders that, even jointly, hold at least 0.50% of the share capital in the cases and according to the methods established by sec. 126-bis of the TUF, within **October 6<sup>th</sup>, 2017**. Shareholder additions to the Agenda are not admissible for topics which

Shareholders' 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 TUF. The requests - together with the documentation certifying the ownership of the shareholding - must be sent to the attention of the *Group Corporate Affairs Department* and submitted in writing, or sent via registered mail with receipt notice, to UniCredit S.p.A.'s Registered Office or its Head Office; 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 Shareholders, a report giving the reason for the request or the proposal. The legitimation of the applicants 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).

Additions to the Agenda and further resolution proposals on items already on the Agenda will be made public, in the same ways established for the publication of the notice of call, according to the terms outlined in the applicable provisions of law. At the same time, 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 the documents concerning the Meeting.

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

Pursuant to the provisions of sec. 127-ter of the TUF, the persons who are entitled to vote may submit questions pertaining to items on the Agenda even prior to the Shareholders' Meeting, sending them by post to the Company's Registered Office (with the express indication: "*To the attention of the Group Corporate Affairs Department*") or via e-mail to [corporate.law@pec.unicredit.eu](mailto:corporate.law@pec.unicredit.eu). The questions received as above **no later than 5 p.m., December 1<sup>st</sup>, 2017**, and that prove to be pertinent to the matters on the Agenda, will be given an answer, at the latest, during the Shareholders' 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, or by means of the communication pursuant to sec. 83-sexies of the TUF, issued by the broker to allow attendance of the Shareholders' Meeting.

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

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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 Shareholders' Meeting.

## **Right of withdrawal**

The resolution proposal under point 2 of the Agenda concerns the elimination of the 5% limit for the exercise of the voting right. Such elimination, if approved, will affect the participation and the voting rights of the shareholders and therefore will entitle those shareholders who did not take part in the approval of the related resolution to exercise the withdrawal right.

Therefore, such shareholders could exercise the right of withdrawal within 15 days starting from the registration of the resolution of the Shareholders' Meeting with the company register office; this date will be made public on the website of the market management company Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), on the website of the authorized storage mechanism eMarket STORAGE managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as on the UniCredit website and on newspapers "Il Sole 24 Ore", and "MF", as well as in the "Financial Times" (European edition) and in the "Handelsblatt".

With this regard, the liquidation value to be paid for the UniCredit's shares for which the right of withdrawal has been exercised will be disclosed through an *ad hoc* communication published on the website of the market management company Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), on the website of the authorized storage mechanism eMarket STORAGE managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as on the UniCredit website and on newspapers "Il Sole 24 Ore" and "MF" as well as in the "Financial Times" (European edition) and in the "Handelsblatt".

The liquidation value will be determined in accordance with Article 2437-ter, paragraph 3, of the Italian Civil Code, by making exclusive reference to the arithmetic average of the closing prices on the stock exchange during the six months preceding the date of the publication of this call of notice.

It should be noted that the removal of the 5% limitation to the exercise of the voting rights is subject to the condition that the number of shares for which withdrawal rights are actually exercised does not exceed no. 5,564,220 ordinary shares representing 0.25% of the ordinary share capital of the Company. Such condition, being set in the exclusive interest of the Company, may be waived by the same.

## **Documents for the Shareholders' Meeting**

The full text of the resolution proposals, together with the related explanatory Reports, and the other documents concerning the items on the Agenda will be available to the public, according to the terms provided for by rules of law and regulations, at the Company's Registered Office and its Head Office, on the website of the market management company Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), on the website of the authorized storage mechanism eMarket STORAGE managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as on the UniCredit website.

The Shareholders may obtain copies of such documents.

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

On the day this notice is published, UniCredit's share capital, fully paid-up, amounts to Euro 20,880,549,801.81 and is divided into 2,225,945,295 shares with no nominal value, in turn made up of 2,225,692,806 ordinary shares and 252,489 savings shares. Each ordinary share gives the right to one vote, except for the 4,760 own shares and the 9,675,640 shares for which UniCredit S.p.A. has a right of usufruct created by Mediobanca – Banca di Credito Finanziario S.p.A., for which voting rights have been suspended. Finally, pursuant to Clause 5, para. 3, of the Articles of Association, no one entitled to vote may, for any reason whatsoever, vote for a number of shares exceeding 5% of the share capital bearing voting rights.

### **Website and Company addresses**

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/shareholdersmeetingdecember2017](http://www.unicreditgroup.eu/shareholdersmeetingdecember2017).

The address of UniCredit S.p.A.'s Registered Office is Via Alessandro Specchi no. 16 - 00186 Rome.

The address of UniCredit S.p.A.'s Head Office is Piazza Gae Aulenti no. 3, Tower A - 20154 Milan.

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An excerpt of this notice is published on September 26<sup>th</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, September 26<sup>th</sup>, 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 sec. 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.*