

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 for the Ordinary and Extraordinary Shareholders' Meeting to be held on **April 11th, 2019, at 10 a.m., at Palazzo Mezzanotte, Piazza Affari, 6, in Milan, in a single call**, to discuss and decide on the following

AGENDA

Ordinary part

1. Approval of the 2018 financial statements; elimination of so-called "negative reserves" for components not subject to change by means of their definitive coverage
2. Allocation of the net profit of the year 2018
3. Appointment of the Board of Statutory Auditors and of the substitute Statutory Auditors
4. Determination of the remuneration due to the Board of Statutory Auditors
5. Integration of the Board of Directors
6. 2019 Group Incentive System
7. 2019 Group Compensation Policy
8. Group Termination Payments Policy
9. Authorisation to purchase and dispose of treasury shares. Consequent and inherent resolutions

Extraordinary part

1. Delegation to the Board of Directors to carry out a free capital increase for a maximum amount of EUR 7,344,935 in order to complete the execution of the 2018 Group Incentive System and consequent amendments to the Articles of Association

2. Delegation to the Board of Directors to carry out a free capital increase for a maximum amount of EUR 131,453,966 in order to execute the 2019 Group Incentive System and consequent amendments to the Articles of Association
3. Amendments to clause no. 6 of the Articles of Association

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

- the right to attend, and vote at, the Shareholders' Meeting (please note that the record date falls on **April 2nd, 2019**);
- 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 items 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 8th, 2019**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the filing of the lists for the appointment of the Statutory Auditors (please note that the lists must be filed 25 days prior to the day set for the Shareholders' Meeting, i.e. by March 17th, 2019, extended to **March 18th, 2019** as the first following working day);
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (envisaged on **April 25th, 2019**, with the ex-dividend date being **April 23rd, 2019**, and the record date **April 24th, 2019**);

is given in the notice of call, available on the Company's website www.unicreditgroup.eu/agm11april2019, to the full content of which you are invited to refer for any other information concerning the Shareholders' Meeting and the exercise of the rights of the Shareholders.

Milan, February 19th, 2019

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Fabrizio Saccomanni