

NOTICE OF CALL

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

The dividend eventually resolved upon at the Shareholders' Meeting, will be paid out, in accordance with all applicable laws and regulations, on **April 25th, 2019**, having **April 23rd, 2019**, as the ex-dividend date.

Under section 83-terdecies of Legislative Decree no. 58/1998 (here below "TUF"), those who - based on the relevant records - are Shareholders at the end of the accounting day on **April 24th, 2019**, are the persons that will be entitled to receive the dividend.

Right to attend and vote at the Shareholders' Meeting

On the basis of sec. 83-sexies of the TUF, those who can legitimately attend and vote at the Shareholders' Meeting are the persons for whom, at their own request and within the terms provided by current provisions of the law, the qualified brokers concerned (those who hold the accounts on which the UniCredit shares are recorded) have sent to the Company the communications confirming the entitlement to this right according to the records referred to at the end of the accounting day on **April 2nd, 2019**, (the so-called *record date*). The credit and debt recordings carried out on the accounts after this date are not counted as significant, concerning the right to vote at the Shareholder' Meeting. 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 by using electronic means.

Voting proxies and the Company's designated representative

Those 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 authorised intermediaries at the request of the voting rights holder or the proxy form available on the Company's website. The representative may deliver or send to the Company a copy or a digital copy of the proxy in place of the original 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 qualified electronic signature or digital signature by sending an e-mail to ShareholdersDelegation@unicredit.eu.

The proxy may also be given to Computershare S.p.A., whose offices are in via Nizza, 262/73, Turin, 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. To such purpose, Computershare S.p.A. has put forward a specific proxy form, which is accessible through the section of the Company's website specifically dedicated to this Shareholders' Meeting. The proxy for the designated Representative, to be sent to the addresses and in the manners specified in the mentioned form, must contain the voting instructions for all, or some of, the proposals on the Agenda and must reach the aforesaid representative **no later than April 9th, 2019**. Within the same deadline, the proxy and the voting instructions may also be revoked according to the manners indicated above. The proxy is only valid for the proposals for which voting instructions have been provided.

Addition of items to the Agenda, submission of new resolution proposals on items already on the Agenda and of questions on the items on the Agenda before the Shareholders' Meeting

The right to add new items 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 10 days from the publication of this notice of call**. Shareholder additions to the Agenda are not admissible on topics for which the Shareholders' Meeting has been 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 the notice of receipt, to UniCredit S.p.A.'s Registered Office; the requests may also be sent via certified e-mail to corporate.law@pec.unicredit.eu. Within the same deadline, and by using the same ways, a report giving the reason for the request or the proposal must be sent to the Board of Directors by the requiring or applying Shareholders. The legitimization of the applicants shall be ascertained on the basis of the notice given by the broker according to sec. 43 of the Bank of Italy-Consob Resolution dated August 13, 2018 (*Regulation of central counterparties, central securities depositories and centralised management*).

Additions to the Agenda and further resolution proposals on items already on the Agenda will be subject to public notice, 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 submitted reports drawn up by those requiring additions and/or further resolution proposals will be made available to the public, together with any consideration of the Board of Directors, 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 by sending these through postal service 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. The questions received as above **no later than 5 p.m., April 8th, 2019**, and that will result 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 the law. The legitimacy of the applicant shall be ascertained on the basis of the notice given by the broker according to sec. 43 of the Bank of Italy-Consob Resolution dated August 13, 2018, or by means of the communication pursuant to sec. 83-sexies of the TUF, issued by the broker to allow attendance at the Shareholders' Meeting.

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

Information on the methods to be used and conditions which must be observed for adding items to the Agenda, or for asking questions prior to the Shareholders' Meeting, can be found on the UniCredit website.

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 the rules of law and regulations, at the Company's Registered Office, on the website of the authorised storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com), as well as on the UniCredit website.

The Shareholders may obtain copies of such documents.

Appointment of the Statutory Auditors

The procedure for appointing the Statutory Auditors is governed by the Italian Civil Code, the TUF, the Legislative Decree no. 385/93 and the connected regulations as well as by Clause 30 of UniCredit's Articles of Association, to all of which reference may be made.

In relation to this, you are reminded that permanent and stand-in members of the Statutory Board are appointed on the basis of lists on which the candidates must be listed by a progressive number. Lists must be divided into two directories, containing respectively up to five candidates for the seat as permanent Auditor and up to four candidates for the seat as stand-in Auditor. At least the first two candidates for the seat as permanent Auditor and at least the first candidate for the seat as stand-in Auditor given in the respective directories must be listed in the Rolls of Auditors and must have acquired at least three years' experience regarding statutory auditing of accounts.

Each directory for the appointment as permanent Auditor and stand-in Auditor must present a number of candidates belonging to the least represented gender such as to ensure, within the directory itself, the abidance by the balance of genders at least in the minimum quantity established by the provisions, also of a regulatory nature, in being.

Only those parties having a right thereto, who individually or together with others represent at least 0.5% of the share capital in the form of ordinary shares having voting rights at ordinary Shareholders' Meetings, are entitled to submit lists.

Ownership of the minimum number of shares required for filing lists is calculated taking into consideration the shares registered for each individual person, or for more persons jointly, having the right thereto on the day on which the lists are submitted to the Company and must be proven pursuant to the then current laws; such proof may also be submitted to the Company after the filing of the lists, provided it is prior to the deadline within which the Company must make the lists public. Each party having the right thereto may file, or contribute to the filing of, only one list and, similarly, each candidate may appear only on one list under penalty of ineligibility.

The lists must, under penalty of cancellation, be filed - also by proxy - 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) at the Company's Registered Office, to the attention of the Group Corporate Affairs Department, in one of the following ways:

- (i) in original at the Registered Office during office hours (8:30-13:00/14:00-17:00);
- (ii) in copy reproduced digitally and sent via e-mail to corporate.law@pec.unicredit.eu, provided that the depositor, even if a legal entity, uses his own certified email address or, otherwise failing that, signs the electronic document with qualified electronic signature or digital signature and sends it to the email address ucicorporateaffairs@unicredit.eu.

Minority shareholders who have no connecting relationship with the reference shareholders shall continue to have the option to take advantage of an extension in the deadline to present lists in those instances established by the current provisions, also of a regulatory nature, and in compliance with them.

By the deadline established for the filing of the lists, the parties having the right thereto who filed them must also file the following documents dated and signed, together with each list:

- information relating to the identity of those who filed the list, indicating the total percentage of equity investment held;
- a statement of the Shareholders, other than those who hold, also jointly, a control or relative majority shareholding, certifying the absence of connecting relationships with the latter pursuant to Sec. 144-quinquies of the CONSOB Issuers Regulation no. 11971/99, after having become acquainted with the recommendations given by CONSOB with its Communication no. DEM/9017893 dated 26 February 2009;
- exhaustive information on the personal and professional characteristics of the candidates indicated on the list (i.e. detailed *curriculum vitae*) and a list of the management and control offices held in other companies according to the current provisions;
- a statement whereby each candidate irrevocably accepts the position (subject to his/her appointment) and attests, under his/her own responsibility, that there are no reasons for his/her ineligibility or incompatibility and that he/she possesses the requirements provided for by current provisions, also of a regulatory nature, in particular those regarding experience, integrity and independence.

Any list that does not meet the above requirements shall be deemed not to have been filed.

Shareholders, in filing lists, are invited to take into account the indications contained in the document "*Profile of UniCredit S.p.A. Board of Statutory Auditors*", concerning the composition of the control Body deemed optimal in order to ensure the proper performance of the functions assigned to it, published on the UniCredit website.

Further information on the Statutory Auditors' appointment process is published on the Company website.

The lists shall be made available to the public at the Company's Registered Office, on the website of the authorised storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com), as well as on the Company's website, **by March 21st, 2019**.

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 EUR 20,940,398,466.81 and is divided into 2,230,176,665 ordinary shares with no nominal value. Each 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.

Website and Company addresses

Any reference made in this document to the Company's or to 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/agm11april2019.

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

An excerpt of this notice is published on February 20th, 2019, in the newspapers "Il Sole 24 Ore", "MF" and in the "Financial Times" (European edition) and in the "Handelsblatt".

Milan, February 19th, 2019

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Fabrizio Saccomanni

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 by 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 that 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 8.30 a.m. to 1 p.m. and from 2 p.m. to 5 p.m.*

With reference to the exercise of their rights concerning the Shareholders' Meeting, Shareholders are invited to read the information notice concerning the processing of personal data pursuant EU Reg. no. 679/2016 published on the Company's website.