

One Bank, One Team, One UniCredit.

Excerpt from the notice of call

April 9, 2020

Ordinary and Extraordinary Shareholders' Meeting

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 9th, 2020, 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 2019 financial statements;
2. Allocation of the result of the year 2019;
3. Distribution of a dividend from profit reserves;
4. Elimination of so-called "negative reserves" for components not subject to change by means of their definitive coverage;
5. Integration of the Board of Directors, once the number of Board members has been set;
6. Appointment of the external auditor for the years 2022-2030 and determination of fees;
7. 2020 Group Incentive System;
8. 2020 Group Remuneration Policy;
9. Remuneration Report;
10. 2020-2023 Long-Term Incentive Plan (2020-2023 LTI Plan);
11. Authorisation to purchase 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 18,779,138 in order to complete the execution of the 2019 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 123,146,209 in order to execute the 2020 Group Incentive System and consequent amendments to the Articles of Association;
3. Amendments to clause 6 of the Articles of Association;
4. Cancellation of treasury shares with no reduction of share capital; consequent amendment to clause 5 of the Articles of Association. Consequent and inherent resolutions.

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 **March 31st, 2020**);
- 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 Thursday April 2nd, 2020**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (envisaged on **April 22nd, 2020**, with the ex-dividend date being **April 20th, 2020**, and the record date **April 21st, 2020**);

is given in the notice of call, available on the Company's website www.unicreditgroup.eu/agm9april2020, 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, March 9th, 2020

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Cesare Bioni