

One Bank, One Team, One UniCredit.

Notice of call

April 9, 2020

Ordinary and Extraordinary Shareholders' Meeting

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 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.

The dividend eventually resolved upon at the Shareholders' Meeting, will be paid out, in accordance with all applicable laws and regulations, on **April 22nd, 2020**, having **April 20th, 2020**, as the ex-dividend date.

Under Article 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 21st, 2020**, will be entitled to receive the dividend.

Right to attend and vote at the Shareholders' Meeting

Pursuant to Article 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 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 **March 31st, 2020**, (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 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 Article 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 7th, 2020**. 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

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 Article 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 Article 125-ter, 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 means, 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 Article

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.

Questions on the items on the Agenda before the Shareholders' Meeting

Pursuant to the provisions of Article 127-ter of the TUF, those who are entitled to vote may submit questions pertaining to items on the Agenda even prior to the Shareholders' Meeting by sending these by the 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 Thursday April 2nd, 2020**, and 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 Article 43 of the Bank of Italy-Consob Resolution dated August 13, 2018, or by means of the communication pursuant to Article 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 respect the above modalities, due dates and conditions.

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.

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 20,994,799,961.81 and is divided into 2,233,376,842 ordinary shares with no nominal value. Each share gives the right to one vote, except for the 4,760 treasury 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 Article 125-quarter of Legislative Decree no. 58/98, to the following address:

www.unicreditgroup.eu/agm9april2020.

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 March, 10th, 2020, in the daily newspapers “Il Sole 24 Ore”, “MF” and in the “Financial Times” (European edition) and in the “Handelsblatt”.

Milan, March 9^h, 2020

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Cesare Bioni

*Further Information on the terms and conditions to attend the Shareholders' Meeting, which must be observed for adding items to the Agenda and for asking questions prior to the Shareholders' Meeting, - can be obtained by the Shareholders by calling 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., in addition to reference to the current laws and indications available on the UniCredit website*

Shareholders having the right to attend the Shareholders' Meeting and to exercise their right to vote are kindly requested to arrive starting from 9.00 a.m. at the premises 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 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.