



PRESS RELEASE

## UniCredit: Board of Directors Resolutions

The UniCredit Board of Directors has passed the following resolutions:

- Call of an ordinary and extraordinary Shareholders' Meeting and connected proposals
- Yearly UniCredit Report on corporate governance and ownership structure

### CALL OF THE SHAREHOLDERS' ORDINARY AND EXTRAORDINARY MEETING

The UniCredit Board of Directors **resolved to call an Ordinary and Extraordinary Shareholders' Meeting to be held on April 14<sup>th</sup>, 2016 in single call** to resolve on the following matters:

#### Ordinary Part

- Approval of the UniCredit S.p.A. individual financial statements as at December 31, 2015, accompanied by the Reports of the Directors and of the Auditing Company; Board of Statutory Auditors Report. Presentation of the consolidated financial statements;
- Allocation of the UniCredit S.p.A. 2015 operating result of the year;
- Distribution of a dividend from Company profit reserves in the form of a *scrip dividend*;
- Increase of the legal reserve;
- Appointment of the Board of Statutory Auditors, including the Chairman, and of the Substitute Statutory Auditors;
- Determination of the compensation due to the Board of Statutory Auditors;
- Appointment of a Director for integration of the Board of Directors;
- 2016 Group Compensation Policy;
- 2016 Group Incentive System;
- UniCredit Group Employee Share Ownership Plan 2016 (Plan "Let's Share for 2017").

#### Extraordinary Part

- Capital increase for no consideration pursuant to article 2442 of the Italian Civil Code to service of the payment of a dividend from profit reserves, in the form of a *scrip dividend*, to be implemented through the issue of ordinary shares and savings shares to be assigned, respectively, to the holders of ordinary shares and the holders of savings shares of the Company, without prejudice to any request for payment in cash; ensuing amendments to the Company By-laws;
- Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve in 2021 to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of € 6,821,022.23 corresponding to up to 2,010,000 UniCredit ordinary shares

to be granted to the Personnel of the Holding Company and of Group banks and companies, in order to complete the execution of the 2015 Group Incentive System; consequent amendments to the Articles of Association;

- Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code, of the authority to resolve, on one or more occasions for a maximum period of five years starting from the date of the shareholders' resolution, to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of € 77,370,044.40 corresponding to up to 22,800,000 UniCredit ordinary shares to be granted to the Personnel of the Holding Company and of Group banks and companies in execution of the 2016 Group Incentive System; consequent amendments to the Articles of Association.

The notice of call and the relevant documentation, to be submitted to the Shareholders' Meeting, will be published within the deadlines provided by law and will be available on the Company's website [www.unicreditgroup.eu](http://www.unicreditgroup.eu).

## **PROPOSALS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING**

Apart from the matters concerning the approval of the UniCredit SpA financial statements as at Dec. 31<sup>st</sup>, 2015, and the resolutions related thereto, the Shareholders' Meeting will be put the following proposals:

### Appointment of the Board of Statutory Auditors, including the Chairman, and of the Substitute Statutory Auditors

Taking into account that the current term of office for the UniCredit Board of Statutory Auditors shall expire with the approval of the 2015 financial statements, it is proposed to the Ordinary Shareholders' Meeting to appoint the Board of Statutory Auditors, including the Chairman, and the Substitute Statutory Auditors, for the period 2016/2018.

Pursuant to Clause 30 of the Articles of Associations and in compliance with current laws and regulations, the Board of Statutory Auditors shall be appointed on the basis of lists filed by Shareholders having the right thereto who represent, either individually or collectively, at least 0.5% of the share capital in the form of ordinary shares with voting rights at the Ordinary Shareholders' Meetings.

### Determination of the compensation due to the Board of Statutory Auditors

In connection with the appointment of the Board of Statutory Auditors, it is proposed to determine the remuneration due to the members of the Board of Statutory Auditors for the entire term of office. Such remuneration shall be comprehensive of the premium share of the Group Directors and Officers Liability Insurance allocated to the Company.

### Appointment of a Director for integration of the Board of Directors

On the date of the Shareholders' Meeting, the term of office of Director Mr. Mohamed Hamad Ghanem Hamad Al Mehairi, coopted by the Board of Directors during its October 15<sup>th</sup> 2015 meeting in place of the resigning Director Mr. Mohamed Badawy Al Hussein, will expire, according to the provisions of sec. 2386 of the Italian Civil Code. To the above regard, in order to integrate the Board, it is proposed to the Shareholders' Meeting to confirm Mr. Al Mehairi in his post.

### 2016 Group Compensation Policy

In order to fulfill the regulatory requirements, the Shareholders' Meeting is proposed to approve the 2016 Group Compensation Policy, which defines the principles and standards that UniCredit applies in designing, implementing and monitoring the compensation practices, plans and systems of the Group. The 2016 Group Compensation Policy, inclusive of the Annual Compensation Report, will be available to the market 30 days before the day established for the Shareholders' Meeting.

### 2016 Group Incentive System

The Shareholders' Meeting is also proposed the adoption of the 2016 Group Incentive System, which, as required by national and international regulatory authorities, provides for the allocation of an incentive in cash and/or in free ordinary shares - to be granted, subject to the achievement of specific performance conditions - at Group, local and individual level - over a multi-year period to a select group of UniCredit Group employees.

To illustrate the mentioned 2016 incentive system, there will be prepared - pursuant to section 114-bis of the Legislative Decree no. 58 of 24 February 1998 - the disclosure document envisaged by Section 84-bis of Consob

Regulation no. 11971/99 to be made available to the public within thirty days prior to the date of the Shareholders' Meeting.

UniCredit Group Employee Share Ownership Plan 2016 (Plan "Let's Share for 2017").

The Shareholders' Meeting is proposed to approve a share ownership plan designed to offer Group employees the opportunity to invest in UniCredit shares at favorable conditions.

## **PROPOSALS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

Capital increase for no consideration to service the payment of a dividend to shareholders (*scrip dividend*)

In order to service the payment of a dividend from profit reserves in the form of a scrip dividend, the Shareholders' Meeting is proposed a capital increase for no consideration with value of Euro 0,12 per share pursuant to section 2442 of the Italian Civil Code, to be implemented through the issue of ordinary shares and savings shares to be assigned, respectively, to the holders of ordinary shares and the holders of savings shares of UniCredit, without prejudice to the faculty to renounce such shares' assignment and be paid the dividend in cash.

Delegation to the Board of Directors, under the provisions of section 2443 of the Italian Civil Code to carry out a capital increase in execution of the mentioned Group Incentive System

In line with the recommendations of national and international supervisory authorities and with the guidelines contained in the European Capital Requirements Directive (CRD IV), the method to complete the execution of the 2015 Group Incentive System has been identified as the deliberation by the Board of Directors, upon power of attorney delegated by the Shareholders' Meeting under section 2443 of the Italian Civil Code, for a free capital increase, as allowed by section 2349 of the Italian Civil Code - to be implemented in 2021 - of maximum of € 6,821,022.23 corresponding to up to 2,100,000 ordinary shares to be granted to employees of the Holding Company and of Group banks and companies.

Furthermore, in line with the recommendations of national and international supervisory authorities and with the guidelines contained in the European Capital Requirements Directive (CRD IV), the optimal method to service the 2015 Group Incentive System has been identified as the deliberation - on one or more occasions - by the Board of Directors, upon power of attorney delegated by the Shareholders' Meeting under section 2443 of the Italian Civil Code, for a free capital increase, as allowed by section 2349 of the Italian Civil Code - to be implemented within five years from the date of the Shareholders' Meeting resolution - of maximum of € 77,370,044.40 corresponding to up to 22,800,000 ordinary shares to be granted to employees of the Holding Company and of Group banks and companies.

## **ANNUAL UNICREDIT REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURES**

In view of the provisions contained in the Corporate Governance Code for listed companies dated July 2015, the Board of Directors approved the 2015 UniCredit Report on Corporate Governance and ownership structure drawn up pursuant to Sec. 123/bis of the Legislative Decree no. 58 dated 24 February 1998. Such report will be made available, at the same time as the Report on Operations, also on the UniCredit website.

Milan, February 9<sup>th</sup>, 2016

### **Enquiries**

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