



UniCredit S.p.A. - Registered Office: Via Alessandro Specchi no. 16 - 00186 Rome - Head Office: Piazza Gae Aulenti no. 3 - Tower A - 20154 Milan - Share Capital € 20,298,341,840.70, fully paid up - Registered with the National Register of Banks and with the Register of Banking Groups and Parent Company of the UniCredit Banking Group, code 02008.1 - ABI (Italian Banking Association) Code 02008.1 - Registration no. in the Rome Companies Register, fiscal code and VAT no. 00348170101 - Member of the Interbank Deposit Guarantee Fund and National Compensation Fund

NOTICE OF CALL

The shareholders of UniCredit S.p.A. are hereby convened in an Ordinary and Extraordinary Shareholders' Meeting to be held on **April 14th, 2016, at 10:30 am, at 180 Viale Umberto Tupini in Rome, in single call**, to discuss and decide on the following

AGENDA

Ordinary part

1. 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;
2. Allocation of the UniCredit S.p.A. 2015 operating result of the year;
3. Distribution of a dividend from Company profit reserves in the form of a scrip dividend;
4. Increase of the legal reserve;
5. Appointment of the Board of Statutory Auditors, including the Chairman, and of the Substitute Statutory Auditors;
6. Determination of the compensation due to the Board of Statutory Auditors;
7. Appointment of a Director for integration of the Board of Directors;
8. 2016 Group Compensation Policy;
9. 2016 Group Incentive System;
10. UniCredit Group Employee Share Ownership Plan 2016 (Plan "Let's Share for 2017").

Extraordinary part

1. 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;
2. 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;

3. 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 dividend resolved upon by the Shareholders' Meeting will be paid out, in accordance with all applicable laws and regulations, on **May 3rd, 2016**, having **April 18th, 2016**, as ex-dividend date.

Under section 83-terdecies of Legislative Decree no. 58/1998 (hereafter the "TUF"), those who - based on the relevant records - are Shareholders at the end of the **April 19th, 2016**, accounting day are the persons that will be entitled to receive dividend.

Right to attend, and vote at, the Shareholders' Meeting

On the basis of sec. 83-sexies of the TUF, there are legitimated to attend, and vote at, the Shareholders' Meeting those persons regarding whom, at their request and within the terms provided for by current provisions, the qualified brokers concerned (the ones who hold the accounts on which the UniCredit shares are recorded) have sent the Company the communications attesting the title to the right according to the records referred to the end of the **April 5th, 2016**, accounting day (the so-called record date). The credit and debt recordings carried out on the accounts after such a term are not significant as far as concerns the right to vote and, 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 using electronic means.

Voting proxies and the Company's designated representative

Persons 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 authorized intermediaries at the request of the voting rights holder or the proxy form available on the Company's website. The representative may, in place of the original, deliver to or send the Company a copy of the proxy, potentially in electronic format, 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 digital signature pursuant to sec. 21, Sub-sec. 2, of the Legislative Decree no. 82/05 by sending an e-mail to ShareholdersDelegation@unicredit.eu.

The proxy may also be given to Computershare S.p.A., with registered office in Milan, 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 as explained on the Company website. In that regard, Computershare S.p.A. has put forward a specific proxy form, which is accessible through the section of the Company website specifically dedicated to this Shareholders' Meeting. The proxy for the designated representative, to be sent to the addresses and in the manner specified in the mentioned form, must contain voting instructions for all, or some of, the proposals on the agenda and must reach the aforesaid representative no later than **April 12th, 2016**. Within the same deadline, the proxy and the voting instructions may also be revoked according to the manner indicated in the proxy form. The proxy is only valid for the proposals for which voting instructions have been provided.

Additions to the agenda, submission of new resolution proposals on items already on the agenda and right to ask questions before the Shareholders' Meeting

The right to add 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 **March 14th, 2016**. Shareholder additions to the agenda are not admissible for topics which Shareholders' Meetings are 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 Corporate Law Department and submitted in writing, or sent via registered mail with receipt notice, 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 with the same ways, the Board of Directors must be sent, by the requiring or applying Shareholders, a report giving the reason for the request or the proposal. The legitimation of the applicant shall be ascertained on the basis of the notice given by the broker according to sec. 23 of the Regulation concerning central depositories' and settlement services, guarantee systems and related management companies (Bank of Italy and CONSOB Resolution dated 22 February 2008 and following changes).

Additions to the agenda and further resolution proposals on items already on the agenda shall be made public, in the same ways established for the publication of the notice of call, according to the terms outlined in the applicable provisions of law or regulations. At the same time, the reports drawn up by the persons requiring the additions and/or the further resolution proposals submitted, together with any Board

of Directors' considerations, will be made available to the public, 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, sending them via the UniCredit website, by post to the Company's Registered Office (with the express indication: "*To the attention of the Corporate Law Department*") or via e-mail to corporate.law@pec.unicredit.eu. The questions received as above no later than **April 11th, 2016**, and that prove 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 law. The legitimization of the applicant shall be ascertained on the basis of the notice given by the broker according to sec. 23 of the Regulation concerning central depositories' and settlement services, guarantee systems and related management companies, or by means of the communication pursuant to Article 83-sexies of the TUF, issued by the broker to allow attendance of the Shareholders' Meeting.

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

The UniCredit website contains further information about the methods to be used and conditions to be complied with for adding to the agenda or for asking questions prior to the Shareholders' Meeting.

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 rules of law and regulations, at the Company's Registered Office and its Head Office, on the website of the market management company Borsa Italiana S.p.A. (www.borsaitaliana.it), on the website of the authorized storage mechanism managed by BIt Market Services S.p.A. (www.emarketstorage.com), as well as on the UniCredit website.

The Shareholders may obtain copies of such documents.

Appointment of 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 that connection, 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 in 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 as regards 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. 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 and using those procedures specified by current provisions, also of a regulatory nature.

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 at the Company's Registered Office or at its Head Office, to the attention of the Corporate Law Department, also via e-mail to corporate.law@pec.unicredit.eu (validated with electronic format signature pursuant to sec. 21, sub-sec. 2, of Legislative Decree no. 82/05), **by 5,00 p.m. on March 21st, 2016.**

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

- information regarding those who filed the list, indicating the total percentage of equity investment held;
- a statement by the Shareholders other than those who, also jointly, possess a controlling or relative majority shareholding, certifying the absence of the connecting relationships with the latter pursuant to Sec. 144-quinquies of the Consob Issuers Regulation no. 11971/99, having become acquainted with the recommendations given by Consob with its Communication no. DEM/9017893 dated 26/2/2009;

- exhaustive information on the personal and professional characteristics of the candidates indicated on the list (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 as candidate and that he/she meets the experience, integrity and independence requirements provided for by current provisions, also of a regulatory nature;

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

Detailed information on the Statutory Auditors' appointment process is given in the document called "*Information on the rules governing the appointment process of the UniCredit S.p.A. Statutory Auditors*" published on the Company website.

The lists shall be made available to the public at the Company's registered office and its Head Office, on the website of the market management company Borsa Italiana S.p.A. (www.borsaitaliana.it), on the website of the authorized storage mechanism managed by Blt Market Services S.p.A. (www.emarketstorage.com), as well as on the Company's website, by **March 24th, 2016**.

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 Euro 20,298,341,840.70 and is divided into 5,981,652,148 shares with no nominal value, in turn made up of 5,979,171,471 ordinary shares and 2,480,677 savings shares. Each ordinary share gives the right to one vote, except for the 47,600 own shares and the 96,756,406 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. Finally, pursuant to Clause 5, para. 3, of the Articles of Association, no one entitled to vote may, for any reason whatsoever, vote for a number of shares exceeding 5% of the share capital bearing voting rights.

Website and Company addresses

Any reference in this document to the Company's or 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/shareholdersmeeting2016.

The address of UniCredit S.p.A.'s Registered Office is Via Alessandro Specchi no. 16 - 00186 Rome.

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

An excerpt of this notice is published on March 4th, 2016, in the newspapers "Il Sole 24Ore" and "MF", as well as in the "Financial Times" (European edition) and in the "Frankfurter Allgemeine Zeitung".

Milan, 4th March, 2016

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Giuseppe VITA

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 to the relevant intermediary pursuant to Article 83-sexies of the TUF as well as a personal identification document, so as to facilitate the admission procedures and ensure 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 8.30am to 1pm and from 2pm to 5pm.