

## INTEGRATION AND AMENDMENT OF THE NOTICE OF CALL

To integrate and amend the notice of call published on 9 March 2020 to convene the ordinary and extraordinary shareholders' meeting of UniCredit S.p.A. for 9 April 2020 at 10:00 a.m. on single call, in Milan, at Palazzo Mezzanotte, Piazza Affari, 6 (the "Shareholders' Meeting"), following the entry into force of Law Decree no. 18/2020 ("Decree") - which introduced some exceptional provisions related to the COVID-19 emergency applicable to the shareholders' meetings of listed companies - UniCredit S.p.A. hereby integrate and amend the said notice of call as follows.

In order to minimize the risks associated with the ongoing health emergency, the Company has decided:

- to make use of the right - established by the Decree - to provide in the notice of call that the **shareholders' attendance at the Shareholders' Meeting shall be made exclusively through the Company-Designated Proxy Holder provided for by article 135-undecies of the Consolidated Finance Act ("TUF"), without physical participation by the shareholders**, and
- in view of the consequent reduced number of people physically attending the Meeting, **to provide for the Meeting to be held at UniCredit's registered office, in Milan, Piazza Gae Aulenti 3, Tower A**, being unchanged the starting at 10:00 am.

In order for the shareholders to express their vote taking into account the answers provided by the Company to any questions made before the Shareholders' Meeting, **UniCredit will publish on its website by April, 7th 2020 the answers to the shareholders' questions on the agenda items.**

Below is the text of the notice of call, as integrated and modified, with the integrated and modified parts of the text highlighted.

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The Shareholders of UniCredit S.p.A. are hereby convened for the Ordinary and Extraordinary Shareholders' Meeting to be held on **April 9<sup>th</sup>, 2020, at 10 a.m., at Tower A, Piazza Gae Aulenti, 3, 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.

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The dividend eventually resolved upon at the Shareholders' Meeting, will be paid out, in accordance with all applicable laws and regulations, on **April 22<sup>nd</sup>, 2020**, having **April 20<sup>th</sup>, 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 21<sup>st</sup>, 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 31<sup>st</sup>, 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 Proxy Holder**

Pursuant to the provisions of Decree Law no. 18 dated 17 March 2020 ("Cura Italia Decree"), in order to minimise risks associated with the COVID-19 health emergency, UniCredit has decided to resort to the option - introduced by Article 106 of the Decree - of arranging that **the participation of shareholders at the Shareholders' Meeting takes place exclusively through the Company-Designated Proxy Holder pursuant to Article 135-undecies of Legislative Decree no. 58/98 (TUF - Consolidated Law on Financial Intermediation)**. Specifically, those who have the right to vote will therefore necessarily have to grant a proxy and voting instructions to Computershare S.p.A., with offices at via Nizza, 262/73 in Turin, the Representative designed for this purpose by the Company pursuant to Article 135-undecies of the TUF, in accordance with the procedures provided for by the current legislation.

In this regard, in order to facilitate the submission of the proxy and voting instructions, from the section of the UniCredit website dedicated to this Shareholders' Meeting [www.unicreditgroup.eu/agm9april2020](http://www.unicreditgroup.eu/agm9april2020) it will be possible to fill in and submit - including online and in a guided manner **until 12.00 p.m. on 8 April 2020** - the special form provided by Computershare. Shareholders are advised to use the online procedure; alternatively, the form, which can be downloaded from the same website, can also be used, and must be submitted **by 7 April 2020** to the addresses provided and using the procedures specified in the form itself.

The proxy to the Company-Designated Proxy Holder must contain voting instructions on all or on some of the proposals on the agenda. The proxy and voting instructions can always be cancelled by the specified deadlines, using the procedures specified above. The proxy is effective only for proposals in relation to which voting instructions have been given.

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Notwithstanding the need for a proxy to be assigned to the Company-Designated Proxy Holder, sub-delegations may be conferred upon the latter, by any delegates, pursuant to Article 135-novies of the TUF, also as an exception to the provisions of Article 135-undecies, paragraph 4, of the TUF. For the purpose of any such intermediate proxies, the proxy form available on the Company's website can still be used.

Computershare S.p.A. 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 [unicredit@pecserviziitoli.it](mailto:unicredit@pecserviziitoli.it).

## **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](mailto: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 legitimation 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](mailto:corporate.law@pec.unicredit.eu). The questions received as above **no later than**

**Thursday April 2<sup>nd</sup>, 2020**, and pertinent to the matters on the Agenda, will be given an answer on UniCredit website ([www.unicreditgroup.eu/agm9april2020](http://www.unicreditgroup.eu/agm9april2020)) no later than April 7<sup>th</sup>, 2020. 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 have already been made 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](http://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-quater of Legislative Decree no. 58/98, to the following address:

[www.unicreditgroup.eu/agm9april2020](http://www.unicreditgroup.eu/agm9april2020).

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

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An excerpt of this notice, as integrated, is published on March, 21<sup>st</sup>, 2020, in the daily newspapers "Il Sole 24 Ore", "MF" and in the "Financial Times" (European edition) and on March, 23<sup>rd</sup>, 2020 in the "Handelsblatt".

Milan, March 20<sup>th</sup>, 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*

For specific information on granting proxies to the Company-Designated Proxy Holder, the Shareholders may also directly contact Computershare S.p.A. at the telephone number +390110923213 operating on the same days and at the same times.

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.