

Ordinary and Extraordinary Shareholders' Meeting

Directors' Reports published on March
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April 12, 2018

1. Approval of the 2017 financial statements

Directors' Report

Ordinary and Extraordinary Shareholders' Meeting
Milan, April 12, 2018

Approval of the 2017 financial statements

Dear Shareholders,

You have been called to the Ordinary Shareholders' Meeting of UniCredit S.p.A. (the "Company" or "UniCredit") to approve, *inter alia*, the individual financial statements of the Company as at December 31, 2017.

This Report is intended to illustrate the reasons behind such operation and the proposals on the issue on the Agenda, in accordance with Sec. 125 *ter* of Legislative Decree no. 58 of February 24, 1998.

With regard to the individual financial statements of the Company as at December 31, 2017, please refer to the draft financial statements approved by the Board of Directors on February 7, 2018, and made available to shareholders in the manner and with the deadlines prescribed by current legislative and regulatory provisions. Please note that the Legal Reserve to date amounts to €4,200,904,723.67, capacious compared to the limit set by Art. 2430 of the Italian Civil Code.

Resolutions submitted to the Ordinary Shareholders' Meeting

Dear Shareholders,

If you agree with the contents and the arguments set out in the Directors' Report illustrated above, we invite you to adopt the following resolutions:

"The Shareholders' Meeting of UniCredit, in ordinary session, agreeing with the contents and arguments set out in the Directors' Report,

resolves:

to approve the Financial Statements of UniCredit S.p.A. as at December 31, 2017, comprising the Balance Sheet, Income Statement, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity, Cash Flow Statement and Notes to the Accounts, as presented by the Board of Directors as a whole and with regard to the individual entries."

2. Allocation of the net profit of the year 2017

Directors' Report

Ordinary and Extraordinary Shareholders' Meeting

Milan, April 12, 2018

Allocation of the net profit of the year 2017

Dear Shareholders,

The Company, on an individual basis, recorded in 2017 a net Profit of €6,235,645,406.48 we propose to Shareholders to allocate the net profit as follow:

- to the holders of ordinary shares a dividend of €0.32 for each share outstanding and entitled to dividend at payment date, for a maximum amount of €725,725,600.00, considering the redistribution of treasury shares in portfolio;
- to social, charity and cultural initiatives in favor of UniCredit Foundation and UniCredit and Universities Foscolo Foundation, for an amount of €4,000,000.00;
- to reserves related to the medium-term incentive program for Group Staff for an amount of €40,000,000.00;
- to the statutory reserve for the remaining amount.

Resolutions proposed to Shareholders' Meeting

Dear Shareholders,

in reference to the above, we invite you to adopt the following resolutions:

"The Shareholders' Meeting of UniCredit, in ordinary session, in reference to the decisions taken upon approval of the 2017 Financial Statements, and on the basis of the result for the year 2017 of €6,235,645,406.48,

resolves:

(i) to distribute to Shareholders holders of ordinary shares a dividend of €0.32 for each share outstanding and entitled to dividend at payment date, for a maximum amount of €725,725,600.00, considering the redistribution of treasury shares in portfolio, from allocation of 2017 net profit;

(ii) to allocate to social, charity and cultural initiatives in favor of UniCredit Foundation and UniCredit and Universities Foscolo Foundation, pursuant to Clause 32, Paragraph 4 of the Articles of Association an amount of €4,000,000.00;

(iii) to allocate to the Reserves related to the medium-term incentive program for Group Staff an amount of €40,000,000.00;

(iv) to allocate to the statutory reserve the remaining amount."

4. Determination of the remuneration of Directors

Directors' Report

Ordinary and Extraordinary Shareholders' Meeting

Milan, April 12, 2018

Determination of the remuneration of Directors

Dear Shareholders,

in relation to the appointment of the new Board of Directors presented to today's Ordinary Shareholders' Meeting, you have been convened to the Ordinary Shareholders' Meeting of UniCredit S.p.A. (the "**Company**" or "**UniCredit**") to make a resolution regarding the definition of the remuneration due to the Directors, inclusive of the activities to be carried out in the Board Committees.

In such regard, with reference to the Directors whose term of office has just expired, it is recalled that the Ordinary Shareholders' Meeting of May 13, 2015, resolved to grant the Board of Directors a total amount of Euro 2,675,000 (in addition to an attendance fee of Euro 400 for each Board, Committee and company body meeting attended).

Moreover, we remind you that the Shareholders' Meeting held on May 11, 2012, resolved to renew the terms of the insurance policy covering the members of the Boards of Directors and Statutory Auditors of your Company for civil liability and that such insurance covering will extend also to the Directors today appointed¹.

In such regard, referring to the submission by the Board of Directors of its own list of candidates, we inform you that the outgoing Board has also consistently resolved to propose to today's Shareholders' Meeting to grant to the members of the new Board and its Committees an overall annual compensation of Euro 1,760,000 (one million seven hundred and sixty thousand), of which Euro 1,125,000 (one million one hundred and twenty five thousand) aimed at remunerating the members of the Board and Euro 635,000 (six hundred and thirty five thousand) at the remuneration of the members of the Board's Committees.

It is also proposed the granting of an attendance fee for the participation to each Board / Committee meeting, differentiated as below reported:

- Board of Directors and Internal Controls & Risks Committee: Euro 1,000 in case of physical presence of the Director, Euro 400 if the participation occurs through remote communication means;
- Other Board Committees: Euro 800 in case of physical presence of the Director, Euro 400 if the participation occurs through remote communication means.

The above proposal has been formulated taking into consideration, inter alia, the following elements:

- the proposal for the reduction of the number of the Directors to 15 members and the related foreseen decrease of the members of the Board Committees (from the present 5-9 members to 3-5 members);
- the market reference data (benchmark) - provided by Mercer, a primary independent consultant - related to the remuneration of the members of the administrative body and board committees of the major companies of FTSE MIB and UniCredit's peer group². Such data show, inter alia, that the positioning of the compensation proposed for the members of the Board falls under the median of UniCredit's peer group;
- the different commitment requested in relation to the activities of the single Committees³, in terms both of time commitment (average length of the meetings) and span of the activities falling within their area of competence;
- the incentive to a physical participation to the meetings to facilitate the Board discussions, in line also with the recommendations of the Regulators;
- an opportune alignment to the drivers - among which the moderation of the costs also with reference to compensation matters - of the Transform 2019 Strategic Plan.

¹ The actual annual total economic benefit of the insurance policy in favor of all the Directors and Statutory Auditors is currently around Euro 153,000.

² See the "2018 Annual Compensation Report", section 3, chapter 3 "Continuous Monitoring of Market Trends and Practices", published in relation to point 6 of today's Ordinary Shareholders Meeting Agenda.

³ For detailed information, reference is made to the document "Report on corporate governance and ownership structure", section 5 "Board of Directors internal Committees", published on the Company's website in the Governance section.

The above overall compensation will be split by the new Board, that – in compliance with Clause 26 of the Articles of Association – will also have the faculty to define the remuneration of Directors vested with particular offices pursuant Art. 2389, 3rd paragraph, of the Italian Civil Code (such as for example the Chairmen of the Board of Directors and Board Committees and the Chief Executive Officer).

In light of the above, the proposal defined by the Board of Directors envisages a reduction of 34% versus the annual compensation resolved by the 2015 Annual General Meeting. For a more complete information, it is pointed out that such proposal – even net of the effect of the reduction in the number of Directors (from 17 to 15) and Committee members (from 9-5 to 5-3) and considering the shift of the additional remuneration for the Committees' chairpersons from "amount defined by the Shareholders' Meeting" to "compensation pursuant Art. 2389 of the Italian Civil Code" – entails a contraction by approx. 11% in the annual compensation defined by the Annual General Meeting .

Resolutions submitted to the Ordinary Shareholders' Meeting

Dear Shareholders,

In the light of what above mentioned, without prejudice to the insurance policy covering the members of the Boards of Directors and Statutory Auditors of your Company for civil liability, we ask you to approve the following resolution:

- set the remuneration due, for each year in office, to the Directors for the activities they perform in relation to the Board of Directors and the Board Committees

and, if you agree with the contents and the argumentations of the proposal formulated by the Board of Directors illustrated in this Report, we ask you to approve the following resolution:

- set in Euro 1,760,000 (one million seven hundred and sixty thousand) the remuneration due for each year in office, to the Directors for the activities they perform in relation to the Board of Directors and the Board Committees
- set an attendance fee for each single Board and Committee meeting attended in the following measures:
 - Euro 1,000 for physical presence at the Board of Directors and Internal Control and Risks Committee
 - Euro 800 for physical presence at the other Committees
 - Euro 400 for attendance by remote participation means.

5. 2018 Group Incentive System Directors' Report

Ordinary and Extraordinary Shareholders' Meeting

Milan, April 12, 2018

2018 Group Incentive System

Dear Shareholders,

We have called this ordinary meeting to request your approval of 2018 Group Incentive System, providing for the grant of an incentive in cash and/or UniCredit free ordinary shares, to selected beneficiaries of Group employees, over a multi-year period according to the modalities described below subject to the achievement of specific performance conditions.

This proposal has been formulated in compliance with the provisions of section 114-bis of Decree 58 dated February 24 1998, and in accordance with the provisions set forth by Consob with reference to incentive plans based on financial instruments assigned to corporate officers, employees and collaborators; for this purpose, a document describing the details of the incentive systems has been prepared pursuant to Section 84-bis of the Consob Regulation no. 11971/99 and subsequent amendments, and has been made available to the public under the terms of law and reference is made to detailed description of the incentive system described in this report.

This proposal is in line with Group Compensation Policy and considering the indications issued by Bank of Italy on remuneration policies and practices, and the direction set by the European Directive 2013/36/UE (CRD IV) and by EBA (European Banking Authority) guidelines. With this regards, it should be highlighted that UniCredit, in compliance with applicable regulations, confirms - for the personnel belonging to the business functions - the adoption of a maximum ratio between variable and fixed remuneration of 2:1. For the rest of the staff it is usually adopted a maximum ratio between the components of remuneration equal to 1:1, except for the staff of the Company Control Functions¹, for which it is expected that the fixed remuneration is a predominant component of total remuneration and incentive mechanisms are consistent with the assigned tasks as well as independent of results from areas under their control. For these functions, in particular, the maximum weight of the variable component will take into account the differences between national rules and regulations in application of Directives 2013/36/EU in the various countries in which the Group operates, in order to ensure equal operating conditions in the market and the ability to attract and retain individuals with professionalism and capacity adapted to the needs of the Group.

2018 GROUP INCENTIVE SYSTEM

GOALS

The 2018 Group Incentive System (the “2018 System”) aims to incentive, motivate and retain Group beneficiaries, in compliance with national and international regulatory requirements with the aim to define – in the interest of all stakeholders – incentive systems aligned with long term company strategies and goals, linked to Group results, adjusted in order to consider all risks, in coherence with capital and liquidity levels needed to cover the activities in place and, in any case, able to avoid misleading incentives that could drive excessive risk taking for the bank and the system in its whole.

BENEFICIARIES

The potential beneficiaries of the 2018 System, as provided by the criteria issued by Commission Delegated Regulation (EU) No 604/2014 of March 4th, 2014 - are:

¹ Internal Audit, Risk Management, Compliance and Human Resources. Human Resources is considered a Control Function for what concern remuneration and compensation policies, upon Bank of Italy Circular 285-VII update

- UniCredit Chief Executive Officer (CEO) and General Manager (GM), Senior Executive Vice Presidents (SEVP), Executive Vice Presidents (EVP), Senior Vice Presidents (SVP), Board members of relevant and identified Group Legal Entities;
- Employees of the Group with total remuneration greater than 500,000 in 2017;
- Employees included within 0.3% of staff with the highest remuneration at Group level;
- Employees whose remuneration is within the remuneration bracket of senior management and other risk takers at Group level;
- Other selected roles of the Group (defined also during possible future hiring processes).

The total estimated number of beneficiaries is ca. 1,100 based on population identified in the last years.

ELEMENTS OF 2018 SYSTEM

(a) 2018 System provides for the same approach adopted in the previous years (based on the “bonus pool approach”) for determining variable remuneration to be paid in 2019. The link between profitability, risk and reward is assured by linking directly bonus pools with company results – at Group and local level – cost of capital and risk profiles relevant for the Group as stated in the Group Risk Appetite Framework.

(b) Bonus pools will be defined based on Country/Division and Group performance and assigned to employees according to individual performance.

(c) The 2018 System aims to incentive, retain and motivate beneficiaries in alignment with the national and international regulatory requirements providing for:

- allocation of a variable incentive based on defined bonus pool, individual performance evaluation, internal benchmark for specific roles/markets and bonus cap as set by the Ordinary Shareholder’s meeting;
- definition of a balanced structure of upfront (done at the moment of performance evaluation) and deferred payments, in cash and in shares;
- distributions of share payments with share retention periods (a retention period on upfront shares of 2 years and of 1 year for deferred shares);
- risk adjusted metrics in order to guarantee long-term sustainability with respect to company’s financial position and to ensure compliance with regulatory expectations.

(d) Malus condition (“Zero Factor”) applies in case specific thresholds (profitability, capital & liquidity) are not met at both local and Group levels. In particular, the Bonus Pool of 2018 will be zeroed, while previous systems deferrals could be reduced from 50% to 100% of their value, based on final effective results and dashboard assessments done by the Chief Risk Officer function. Individual performance appraisal is based on specific goals, linked to the UniCredit 5 Fundamentals of Competency Model: “Customers First”; “People Development”, “Cooperation and Synergies”, “Risk Management” and “Execution and Discipline”.

(e) Incentive payouts shall be made over a multi-year period subject to continuous employment at each date of payment and as follows:

- in 2019 the first installment of the overall incentive will be paid in cash and/or shares in absence of any individual values/compliance breach, considering also the gravity of any internal/external findings (i.e. Audit, Bank of Italy, Consob and/or analogous local authorities);
- the remainder of the overall incentive will be paid in several installments in cash and/or UniCredit free ordinary shares during the period
 - 2020-2024 for Executive Vice President and above and other identified staff with bonus equal or higher than Euro 500,000,
 - 2020-2023 for Senior Vice President and other identified staff with bonus lower than Euro 500,000.

Each further tranche will be subject to the application of the Zero Factor for the year of allocation and in absence of any individual/values compliance breach, considering also the gravity of any internal/external findings (i.e. Audit, Bank of Italy, Consob and/or analogous local authorities).

2018 Group Incentive System

(f) The final evaluation of Group sustainable performance parameters and risk-reward alignment will be reviewed by the Remuneration Committee and the Board of Directors of UniCredit.

(g) The percentages of payments in cash and shares² are defined considering beneficiary categories, as described in the following table:

	2019	2020	2021	2022	2023	2024
EVP & above & other identified staff with bonus $\geq 500k^3$	20% cash	10% cash	20% shares	10% shares	10% shares	20% cash + 10% shares
SVP & other identified staff with bonus <500k	30% cash	10% cash	30% shares	10% cash + 10% shares	10% shares	-

(h) In coherence with the previous years, it is provided the introduction of a specific minimum threshold below which deferral mechanism would not apply (75K Euro or a lower threshold could be defined at local level).

(i) The 2018 System can also be offered during the hiring process of outside employees, in the event that new hires are already beneficiaries of deferral incentive plans (Bonus "buy-out"). In this circumstance, the scheme of payment that would be offered will reflect the scheme defined by previous Employer, in accordance to local Regulators. The free capital increase that will be carried out for the 2018 System could be also used for other variable remuneration (e.g. sign-on / welcome bonus, special awards, retention bonus) and for severance payments to Group employees, for whom the regulatory foresee deferred payments in financial instruments.

(j) The number of shares to be allocated in the respective installments shall be defined in 2019, on the basis of the arithmetic mean of the official market price of UniCredit ordinary shares during the month preceding the Board resolution that evaluates 2018 performance achievements. The allocation of a maximum number of 9,000,000 UniCredit ordinary shares is estimated, representing about 0.40% of UniCredit share capital, of which maximum n° of 1,800,000 UniCredit ordinary shares devoted to the payment of so called "bonus buy-out", of other variable remuneration and to the severance payments.

(k) The Board of Directors could establish to assign free UniCredit ordinary shares that will be freely transferable at the end of the shares retention period, or in the year of the assignment, but subject to restrictions on the transfer for the foreseen shares retention period (a retention period on upfront shares of 2 years and of 1 year for deferred shares).

CHANGES TO THE 2018 SYSTEM

Considering regulatory and legal dispositions (also in fiscal area) in the countries where the Group is present, in line with the practice of previous years, it is considered to provide for the employees of Zagrebačka Banka (Croatia), UniCredit Bank Czech Republic & Slovakia and UniCredit Bank Srbija, several adaptations for the implementation of 2018 System (providing, for example, for the use of local company shares instead of UniCredit shares).

Moreover, as done also in the previous years, for the Executives in Finecobank (Italy) share-based incentive plan 2018 based on Finecobank shares will be offered.

² The table shows the share payments distribution after the shares retention periods (a retention period on upfront shares of 2 years and of 1 year for deferred shares)

³ Including direct reports to strategic supervisory, management and control bodies and other Identified staff as required by local regulation

In order to guarantee the compliance with regulatory and legal dispositions (also in fiscal area) in the countries where the Group is present, and to ensure that the implementation of 2018 system will not have any adverse effects (legal, tax or other) on Group Companies and/or beneficiaries residing in countries where the Group operates, the Chairman and the Chief Executive Officer will be granted every opportune power to implement, also separately, some adaptations to the 2018 System that do not change substantially the content of resolutions of today General Shareholders' Meeting, also via alternative solutions that fully comply with the principles of 2018 System and allow achievement of the same results (for example: a different percentage distribution of the various installments of payments; a different period of deferral; a retention period on granted shares; allocation of local company shares instead of Group ordinary shares; application of Entry Conditions that may incorporate profitability, solidity and liquidity results of local Group companies; extension of 2018 System application to other beneficiaries considered as equivalent to identified staff; using a trust company or the allocation of shares or other instruments of the UniCredit Group local companies where the beneficiary is employed; paying an equivalent amount in cash in lieu of granting shares, to be determined on the basis of the market value of UniCredit shares, considering the arithmetic mean of the official market price of ordinary shares during the month preceding each Board resolution to execute the actual grant).

It is understood that these amendments will be in any case adopted in accordance with the applicable provisions and in particular as provided by the "Regulations on remuneration and incentive policies and practices of banks and banking groups".

SHARES REQUESTED FOR THE 2018 SYSTEM

The issue of UniCredit free ordinary shares necessary for the execution of the 2018 System, as in the past, should be object of a delegation of power of attorney to the Board of Directors, in compliance with sect. 2443 of the Civil Code.

Accordingly, the extraordinary session of today's shareholders' meeting will be asked to approve the proposal to delegate to the Board of Directors the aforementioned power of attorney to resolve, on one or more occasions for a maximum period of five years, to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Euro 76,597,177 corresponding to up to 8,200,000 UniCredit ordinary shares, to be granted to employees of the Holding Company and of Group banks and companies for the 2018 System.

Related to section 2443 of Civil Code that provides that the Directors can exercise the right to carry out a free capital increase for a maximum period of five years starting from the date when the Shareholders' meeting resolution providing the delegation of power has been registered and therefore - regarding the date of the AGM resolution - until 2023, in order to assign last share installment provided for 2024, it will be necessary to submit to a future AGM approval a proposal aimed at integrating the delegation of power already provided to the Board of Directors in order to complete the implementation of 2018 System.

The allocation of free ordinary shares needed shall be done using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Personnel", which, if case, may be restored or increased via allocation of profits or a portion of available statutory reserves, formed from the distribution of company profits that shall be identified by the Board of Directors at the moment of share issuance. In case the amount of the "Provisions Linked to the Medium Term Incentive System for Group Personnel" does not allow the issuance (full or partial) of UniCredit ordinary shares to serve the 2018 System, an equivalent amount in cash will be allocated to the beneficiaries, determined in base of arithmetic mean of the official market price of UniCredit ordinary shares during the month preceding the Board resolution that evaluates performance achievements 2018.

2018 Group Incentive System

Resolution proposals to the Ordinary Shareholders' Meeting

Dear Shareholders,

If you agree with the above proposal, you are invited to approve it by adopting the following resolution:

“UniCredit’s ordinary shareholders’ meeting, having heard the Board of Directors proposal,

RESOLVES

- 1. to adopt the 2018 Group Incentive System which provides for the allocation of an incentive in cash and/or UniCredit free ordinary shares, over a multi-year period, to selected UniCredit Group employees, in the manner and terms described above;*
- 2. to confer to the Chairman and to the Chief Executive Officer, also separately and with the faculty to sub-delegate the Executive Staff of the Head Office, every opportune power of attorney to implement the present resolution and the documents which represent part of it, also rendering any amendments and/or integrations which should be necessary to enact the present deliberations of today’s Shareholders’ Meeting (not changing substantially the content of the resolutions) or to guarantee the compliance with regulatory and legal dispositions (also in fiscal area) in the Countries where the Group is present, and to ensure that the implementation of 2018 system will not have any adverse effects (legal, tax or other) on Group Companies and / or beneficiaries residing in countries where the Group operates.”*

6. 2018 Group Compensation Policy Directors' Report

Ordinary and Extraordinary Shareholders' Meeting

Milan, April 12, 2018

2018 Group Compensation Policy

Dear Shareholders,

We have called this Ordinary Meeting to request your approval of the Group Compensation Policy, set out in the attached document which forms an integral part of the present Report, in compliance with the provisions set by the “Disposizioni di vigilanza per le Banche” issued by Bank of Italy which prescribe that the Shareholders’ Meeting approves, amongst other items, the remuneration policy for Member of Administrative and Auditing bodies and employees.

The approval of remuneration policy and incentive systems shall evidence their conformity with prudent risk management and the company’s long-term objectives, as well as ensuring an appropriate balance between the fixed and variable components as required by regulators, including in the case of the latter, risk-weighting systems and mechanisms designed to ensure that compensation is linked to effective and lasting results.

Furthermore, and again in compliance with indications of the regulators, information is provided on the implementation of remuneration policy approved by the Shareholder’s Meeting of April 20, 2017 (Annual Compensation Report).

It is therefore proposed that this Shareholders’ Meeting approves the annual revision of the Group Compensation Policy which defines the principles and standards which UniCredit applies to and are reflected in the design, implementation and monitoring of compensation policy and systems across the entire UniCredit organization. This proposal was drawn up considering the contribution of Group Human Capital, Group Compliance, Group Risk Management and Finance functions on the topics under their scope. Shareholders are also invited to consult the information regarding the implementation of remuneration policies approved by the Shareholders’ Meeting on April 20, 2017.

The document is prepared to fulfil the obligation prescribed by Sect. 123-ter of Legislative Decree nr. 58/98 (TUF).

The general principles foreseen at Group level by the Compensation Policy may be the object of calibration, consistently with the rules and regulatory provisions locally applicable.

GROUP COMPENSATION POLICY AND ANNUAL COMPENSATION REPORT

The key principles of the Group Compensation Policy, which are confirmed with respect to those approved by the Ordinary Shareholders’ Meeting on April 20, 2017, are fully described in the Group Compensation Policy that has been made available to shareholders and the market – in the ways and in accordance with law - and that is summarized here below:

- (a) the UniCredit compensation approach is performance oriented, market aware and aligned with business strategy and stakeholder interests, ensuring remuneration competitiveness and effectiveness as well as internal and external equity and transparency, by driving sustainable behaviors and performance;
- (b) within UniCredit’s governance structure, rules and processes for delegation of authority and for compliance have been defined with the aim of assuring adequate control, coherence and compliance of remuneration framework across the Group;
- (c) the key pillars of the Group Compensation Policy are:
 - clear and transparent governance
 - compliance with regulatory requirements and principles of conduct
 - continuous monitoring of market trends and practices
 - sustainable pay for sustainable performance
 - motivation and retention of all employees, with particular focus on talents and mission-critical resources;

(d) on the basis of these principles, the Group Compensation Policy establishes the framework for a consistent approach and a homogeneous implementation of sustainable remuneration in UniCredit, with particular reference to the Executive population.

In compliance with applicable regulations, it is not changed the approach presented to the Annual General Meeting held on May 13, 2014, which approved - for the personnel belonging to the business functions - the adoption of a maximum ratio between variable and fixed remuneration of 2:1.

For the rest of the staff it is usually adopted a maximum ratio between the components of remuneration equal to 1:1, except for the staff of the Company Control Functions, for which it is expected that the fixed remuneration is predominant component of total remuneration and incentive mechanisms are consistent with the assigned tasks as well as independent of results from areas under their control.

For these functions, in particular, the maximum weight of the variable component will take into account the differences between national rules and regulations in application of Directives 2013/36/EU in the various countries in which the Group operates, in order to ensure equal operating conditions in the market and the ability to attract and retain individuals with professionalism and capacity adapted to needs of the Group.

The main rationales for supporting the proposal approved in 2014 to set a ratio higher than 1:1 aim to safeguard the Group presence in specific markets and, in particular: to ensure a stronger link between compensation and performance, maintain competitiveness in the market, being also the direction in which the main peers moved, limit the “un-level playing field” in the markets where the cap is not present, avoid the rigidity of the cost structure, guarantee the alignment with multi-year performance through deferring a relevant component of the variable compensation.

Maintaining of a ratio of 2:1 between variable and fixed compensation will not have implications on bank’s capacity to continue to respect all prudential rules, in particular capital requirements.

In line with national and international disclosure standards, the key implementation features and outcomes of Group Compensation Policy and Incentive Systems in 2017, as well as demonstration of the coherence of the underlying logic of Group incentive systems with our compensation policy and with specific regulatory requests, are described in the Annual Compensation Report that has been made available for information to shareholders and the market. The Annual Compensation Report provides a description of compensation practices adopted in UniCredit and the implementation of Group Incentive Systems, as well as Remuneration Tables with a focus on Non-Executive Directors, Senior Executives and other Identified Staff, in compliance in particular with the 7th update of Bank of Italy circular no. 285 of December 17, 2013.

In addition, in compliance with the latest regulatory requirements provided by European Banking Authority (EBA), UniCredit performed the yearly assessment of categories of staff whose professional activities have a material impact on an institution's risk profile. The self-assessment was performed at local and Group level, as requested by Bank of Italy, and is documented in the 2018 Group Compensation Policy. The number of Identified Staff in 2018 is ca. 1,000 resources.

Furthermore, in line with the indications of national and international regulators, it is deemed appropriate within the annual review of policy and remuneration systems to make some updates including in particular:

- I. full documentation of the new 2018 Group Incentive System, based on bonus pool approach
- II. full documentation of the Long Term Incentive Plan 2017-2019, linked to the Strategic Plan Transform 2019
- III. description of the structured process for the definition of Identified Staff population
- IV. adequate information about Remuneration Committee role and the its respective activities performed in 2017, as well as the role of Group Compliance, Internal Audit and Group Risk Management functions

2018 Group Compensation Policy

- V. illustration of the international and national regulatory framework as well as disclosure on the peer group for compensation and performance benchmarking
- VI. disclosure of all information requested by national and international regulations (e.g. Bank of Italy, Consob, Institutions of the European Union)

Finally, the Report and the respective annexes provide:

- the disclosure as per Sect. 84-quarter of the Italian National Commission for Listed Companies (Consob) Issuers Regulation no. 11971, referring to Directors, Statutory Auditors, General Managers and other Executive with Strategic Responsibilities,
- specific disclosure on equity plans approval and execution, as requested by Sect. 114-bis of TUF.

Resolution proposals to the Ordinary Shareholders' Meeting

Dear Shareholders,

If you agree with the above proposal, you are invited to adopt the following resolution:

"The Ordinary Shareholders' Meeting of UniCredit S.p.A., having heard the Directors' proposal,

RESOLVES

to approve the Group Compensation Policy, also pursuant to Sect. 123-ter of TUF as contained in the document which forms an integral part of the present Report, in order to define the principles and standards which UniCredit shall apply and reflect in its design, implementation and monitoring of compensation policy and practices across the entire organization."

7. Amendments to the Regulations governing general meetings

Directors' Report

Ordinary and Extraordinary Shareholders' Meeting

Milan, April 12, 2018

Amendments to the Regulations governing general meetings

Dear Shareholders,

We have convened you in Ordinary Meeting to resolve upon the approval of the new text of the Regulations governing general meetings (the “Regulations”) of your Company, following the proposals to modify some provisions.

The opportunity to introduce such amendments originated from the need to adequate the Regulations to the conversion of the savings shares in ordinary shares as resolved upon by the December 4, 2017 Shareholders’ Meeting. These amendments intend to align some provisions to the actual way in which the Meetings are held in light of the experience until now matured and to make further changes of formal kind, also in order to improve the systematic organization of the clauses.

That being said – and with reference to the following synoptic scheme which summarizes all the proposed amendments - these are, in detail, the main amendments that we propose for your approval:

- Clause 1: elimination of the reference to the special meetings held for the holders of specific classes of shares, following the conversion of the savings shares in ordinary shares;
- Clause 2: merger of paragraphs 2 and 3 and formal amendments;
- Clause 3: formal amendments to paragraph 1 and reference to the notice of call in paragraph 3 since the possibility of holding meetings by means of telecommunications is already contemplated in the Articles of Association, as well as the addition of a new paragraph that in substance reproduces the provisions contained in the current Clause 5, of which the repeal is proposed, adding the possibility to remove the persons who do not comply with the prohibition therein contained;
- Clause 4: formal amendment to paragraph 1;
- Clause 5: cancellation and reallocation of the contents in Clause 3 with consequent renumbering of the subsequent clauses;
- Clause 5 as renumbered: the provisions contained in the current Clause 6 are integrated, for systematic reasons, by those in the first paragraph of current Clause 7;
- Clause 6 as renumbered: elimination of paragraph 1 and transfer of the contents in Clause 5; introduction in the new paragraph 1 (former paragraph 2) of the possibility for the Chairman to invite also those belonging to the Management Staff and to the employees of the Company to illustrate the items on the Agenda; integration of paragraph 2 (former paragraph 3) in line with the Shareholders’ Meetings consolidated practice; formal amendments to paragraphs 2 and 3 (former paragraphs 3 and 4) and reallocation of the contents of current paragraph 5, which is reallocated under the new Clause 7, with some formal amendments.
- Clause 7 as renumbered: formal amendment to paragraph 1; introduction of a new paragraph 2 that essentially reproduces what is contained in paragraph 5 of Clause 6 as renumbered; formal amendments to paragraphs 3 and 4 (as renumbered) and elimination of the criteria of alphabetic order for granting the floor, which has never been used; merger of the following two last paragraphs with formal amendments;
- Clause 8 as renumbered: formal amendments to the terminology utilized and division of the provision, in two paragraphs, for reasons of systematic order;
- Clause 9 as renumbered: it is specified that the maximum time to intervene is set to 10 minutes (eliminating the expression “usually”), in line with the Shareholders’ Meetings consolidated practice and that those who have already taken the floor during discussions may ask to take the floor a second time only to express their voting declaration, and not in order to reply;
- Clause 11 as renumbered: it is specified that the Chairman, in line with the Shareholders’ Meetings consolidated practice, disposes of a security service, whose staff members are identified with dedicated identification marks; furthermore the clause summarizes, for systematic reasons, the paragraphs until now contained in the current Clause 13 as renumbered, with some formal amendments;
- Clause 12 as renumbered: formal amendments;

- Clause 13: cancellation of the clause with consequent renumbering of the subsequent clauses and inclusion of the contents, with some formal amendments, in the preceding Clause 11 as renumbered;
- Clause 13 as renumbered: amendments to the regulatory references to other provisions of the Regulations and elimination of paragraph 2 whose contents are moved to Clause 14 as renumbered, through the introduction of a new paragraph 3;
- Clause 16 as renumbered: formal amendments.

For a better comprehension of the proposed amendments the following framework of comparison is presented:

CURRENT WORDING	PROPOSED AMENDMENTS
Clause 1	Clause 1
1. These Regulations regulate the way in which the General and Special Meetings of the Shareholders of UniCredit (referred to hereinafter as the "Bank") and, where compatible, the special meetings held for the holders of specific classes of shares.	1. These Regulations regulate the way in which the General and Special Meetings of the Shareholders of UniCredit (referred to hereinafter as the "Bank") and, where compatible, the special meetings held for the holders of specific classes of shares.
Clause 2	Clause 2
1. The Meeting may be attended by persons who hold voting rights, including via proxies, pursuant to applicable law and the Articles of Association.	1. The Meeting may be attended by persons who hold voting rights, including via proxies, pursuant to applicable law and the Articles of Association.
2. Meetings are attended by the General Managers, where appointee.	2. Meetings are may be attended by the General Managers; where appointed, and the Deputy General Managers, when appointed, and also the corporate officers and the Staff of UniCredit Group companies involved in the Meetings' activities.
3. Deputy General Managers, where appointed, and the Bank's Staff, Corporate Officers and the Staff from UniCredit Group companies may also attend meetings.	3. Deputy General Managers, where appointed, and the Bank's Staff, Corporate Officers and the Staff from UniCredit Group companies may also attend meetings.
4. Meetings may also be attended, without their being able to take the floor, by experts and financial analysts accredited for specific individual Meetings by financial brokers of an institutional nature, the representatives of the auditing firm appointed as statutory external auditors, journalists accredited for specific individual Meetings by Italian and foreign newspapers and periodicals, and by Italian and foreign radio and television networks. The list of persons eligible to attend Meetings must be provided in the minutes to the meetings or in an annex of the minutes.	4. 3. Meetings may also be attended by admitted , without them being able to take the floor, by experts and financial analysts accredited for specific individual Meetings by financial brokers of an institutional nature, the representatives of the auditing firm appointed as statutory external auditors, journalists accredited for specific individual Meetings by Italian and foreign newspapers and periodicals, and by Italian and foreign radio and television networks. The list of persons eligible to attend Meetings must be provided in the minutes to the meetings or in an annex of the minutes.
Clause 3	Clause 3
1. Those entitled to speak at, or attend a Meeting pursuant to the provisions of Clause 2 must allow themselves to be identified by the Bank's officers, upon entering the premises where the Meeting is to be held, and collect a special token which will remain valid for as long as the Meeting continues, and which must also be shown upon request to Bank officers.	1. Those entitled to speak at, or attend a Meeting pursuant to the provisions of Clause 2 must allow themselves to be identified by the Bank's officers, upon entering the premises where the Meeting is to be held, and collect a special token which will remain valid for as long as the Meeting continues, and which must also be shown upon request to Bank officers to be worn during the progress of the Meeting and to be handed back at the end of the Meeting.
2. Unless otherwise indicated by the Chairman, Meetings shall be filmed/recorded for broadcast/projection in premises linked by closed-circuit systems, and to provide support during the preparation of answers during the Meeting; such recordings shall be used by the Notary or the Secretary to draft the minutes of the Meeting.	2. Unchanged
3. The Bank reserves the right to publicly circulate recordings of presentations by Company Directors on topics on the Agenda, and, where permissible under the Articles of Association, utilise audio/video recordings in order to allow people with voting rights to speak at the Meeting via telecommunications-enabled media.	3. The Bank reserves the right to publicly circulate recordings of presentations by Company Directors on topics on the Agenda, and, where permissible under the notice of call Articles of Association, to utilise audio/video recordings in order to allow people with voting rights to speak at the Meeting via

Amendments to the Regulations governing general meetings

	telecommunications-enabled media.
	4. No equipment that can be used for recording, photographing or broadcasting the Meeting may be used in areas where the Meeting is held, without specific authorisation from the Chairman who, in case of transgressions, adopts the necessary measures until providing for the removal from the Meeting, without prejudice to the provisions of the following clause 14.
Clause 4	Clause 4
1. The Chairman of the Meeting, who may avail himself of the Staff appointed by the Bank, ascertains that powers have been correctly delegated, that those in attendance are entitled to participate in the Meeting and that the Meeting itself is properly formed.	1. The Chairman of the Meeting, who may avail himself of the staff appointed fur such purpose by the Bank , ascertains that powers have been correctly delegated, that those in attendance are entitled to participate in the Meeting and that the Meeting itself is properly formed.
2. During the course of the Meeting, the Chairman - with regard to individual items appearing on the Agenda - also ascertains from time to time that those in attendance are entitled to participate in the discussions and voting pertaining to such items.	2. Unchanged
Clause 5	Clause 5
1. No equipment that can be used for recording, photographing or broadcasting the Meeting may be used in areas where the Meeting is held, without specific authorisation from the Chairman.	1. No equipment that can be used for recording, photographing or broadcasting the Meeting may be used in areas where the Meeting is held, without specific authorisation from the Chairman.
Clause 6	Clause 6
1. After ascertaining that the Meeting is properly formed, the Chairman reads out the items on the Agenda.	1. After ascertaining that the Meeting is properly formed, the Chairman reads out the items on the Agenda and when presenting them for discussion, unless the Meeting does not object, he can follow a different order than that of the notice of call and propose the united discussion of some or of all the items on the Agenda, when deemed to be appropriate for the good conduct of the Meeting, notwithstanding that each item on the Agenda will be voted separately.
Clause 7	Clause 7
1. In presenting the various items on the Agenda for discussion, the Chairman – providing that the Meeting raises no objection in this regard - may deal with said items in an order that is different from that set out in the Notice of Meeting or propose that multiple topics on the agenda be dealt with concurrently, in cases where such topics are closely related.	1. In presenting the various items on the Agenda for discussion, the Chairman – providing that the Meeting raises no objection in this regard – may deal with said items in an order that is different from that set out in the Notice of Meeting or propose that multiple topics on the agenda be dealt with concurrently, in cases where such topics are closely related.
2. The Chairman and, further to his invitation the Directors, outline the items on the Agenda.	2.1. 1. The Chairman and, further to his invitation the Directors and those belonging to the Management Staff and the employees of the Company , outline the items on the Agenda.
3. Shareholders are vested with the ability to table proposals for resolution, as an alternative to those foreseen by the Agenda, providing that they are relevant to same Agenda and do not involve an amendment or addition being made to the issues being discussed. The Chairman, once the compatibility of a proposal as an addition to the Agenda has been evaluated (in keeping with the above criteria), accepts this proposal.	3.2. 2. Shareholders are vested with the ability to table proposals for resolution, as an alternative to those foreseen by the Agenda, providing that they are relevant to same Agenda and do not involve an amendment or addition being made to the issues being discussed. The Chairman, once the compatibility of a proposal with the items on as an addition on the Agenda has been evaluated (in keeping with the above criteria), accepts this proposal. In any case, when the Board of Directors submits a proposal, the latter will be put to the vote before any further proposals, which will be put to the vote only if the Board of Directors proposal is not approved.
4. The Chairman has the ability to accept proposals for	4.3. 3. The Chairman has moreover the ability to accept

resolution, even where not in keeping with items on the Agenda, where they exclusively concern the mere procedures by which the activities and discussions of Meetings are conducted.	proposals for resolution, even where not in keeping with items on the Agenda, where they exclusively concern the mere procedures by which the activities and discussions of Meetings are conducted.
5. The Chairman regulates discussions, allowing all those who are entitled to participate in discussions to take the floor, pursuant to the provisions of Clause 8 below. He must intervene as necessary in order to avoid this ability being abused.	5. The Chairman regulates discussions, allowing all those who are entitled to participate in discussions to take the floor, pursuant to the provisions of Clause 8 below. He must intervene as necessary in order to avoid this ability being abused.
Clause 8	Clause 87
1. All those attending pursuant to the provisions of Clause 2, paragraph 1, above are entitled to take the floor in respect of each of the items presented for discussion.	1. All those attending the Meeting pursuant to the provisions of Clause 2, paragraph 1, above are entitled to take the floor in respect of each of the items presented for discussion.
	2. The Chairman governs the discussion and intervenes with the aim to avoid misconduct.
2. Those intending to take the floor must request permission to do so from the Chairman, via the Notary or the Secretary, by providing him with a written request containing details of the issue to which the request refers, after he has read out the items on the Agenda and up until he declares discussions regarding the issue to which the request to take the floor refers closed. The Chairman usually allows persons to take the floor as per the chronological order in which they have submitted their requests; where two or more requests are submitted at the same time, the Chairman allows said persons to take the floor in the alphabetical order of their surnames.	2.3. Those intending to take the floor must request permission to do so from the Chairman, via the Notary or the Secretary, by providing him with a written request containing details of the issue to which the request refers, after he has read out the items on the Agenda and up until he declares discussions regarding the issue to which the request to take the floor refers is closed. The Chairman usually allows persons to take the floor as per the chronological order in which they have submitted their requests; where two or more requests are submitted at the same time, the Chairman allows said persons to take the floor in the alphabetical order of their surnames.
3. The Chairman may authorise the submission of requests to take the floor by a raising of hands; in such instances, the Chairman allows the persons submitting such requests to take the floor in the alphabetical order of their surnames.	3.4. The Chairman may moreover authorize the submission of requests to take the floor by a raising of hands; in such instances, the Chairman allows the persons submitting such requests to take the floor in the alphabetical order of their surnames.
4. Members of the Board of Directors, the Statutory Auditors and the General Managers, where appointed, may ask to intervene during discussions.	4. Members of the Board of Directors, the Statutory Auditors and the General Managers, where appointed, may ask to intervene during discussions.
5. Deputy General Managers, where appointed, and the Bank's Staff, Corporate Officers and the Staff from UniCredit Group companies may take the floor, when the Chairman deems useful in relation to the various items on the Agenda for discussion.	5. The Directors, the Statutory Auditors, those belonging to the Management Staff and the employees of the Company and of the Group Deputy General Managers, where appointed, and the Bank's Staff, Corporate Officers and the Staff from UniCredit Group companies may take the floor, when the Chairman deems useful in relation to the various items on the Agenda for discussion.
Clause 9	Clause 98
1. The Chairman, or further to his invitation the Directors, Statutory Auditors, General Managers, Deputy General Managers, and other members of the Staff 5 of the Company, or Corporate Officers and members of Staff of UniCredit Group companies respond at the end of every intervention, or rather after all persons have taken the floor for each specific item on the Agenda. Prior to the start of the debate, or during the debate itself, answers shall be provided to any questions posed by shareholders prior to the Meeting to which the Bank had not previously responded.	1. The Chairman, or further to his invitation the Directors, Statutory Auditors, those belonging to the Management Staff and the employees of the Company Staff and of the Group General Managers, Deputy General Managers, and other members of the Staff 5 of the Company, or Corporate Officers and members of Staff of UniCredit Group companies respond at the end of every each intervention, or rather after all persons have taken the floor on one or more items for each specific item on the Agenda. Prior to the start of the debate, or during the debate itself, answers shall be provided to any questions posed by shareholders prior to the Meeting to which the Bank had not previously responded.
	2. To the possible questions raised by the Shareholders prior to the Meeting the Company provides an answer within the time limit and in the manners envisaged by the law and in the notice of call.

Amendments to the Regulations governing general meetings

<p style="text-align: center;">Clause 10</p> <p>1. The Chairman, after taking into account the nature and importance of individual items making up the Agenda, and the number of people who have requested to speak, determines the length of time – usually not more than ten minutes – to be made available to each speaker to enable him to take the floor.</p> <p>2. Those who have already taken the floor during discussions may ask to take the floor a second time in respect of the same matter, in order to reply, for a period of no more than five minutes.</p>	<p style="text-align: center;">Clause 109</p> <p>1. The Chairman, after taking into account the nature and importance of individual items making up the Agenda, and the number of people who have requested to speak, determines the length of time – usually not more than ten minutes – to be made available to each speaker to enable him to take the floor.</p> <p>2. Those who have already taken the floor during discussions may ask to take the floor a second time in respect of the same matter only for their voting declaration, in order to reply, for a period of no more than five minutes.</p>
<p style="text-align: center;">Clause 11</p> <p>1. The activities and discussions of the Meeting activities and discussions take place during just the one meeting. During the course of this meeting, the Chairman – where he feels it appropriate and the Meeting raises no objection in this regard – may interrupt these activities and discussions for a period of no longer than three hours in total.</p> <p>2. The Chairman may postpone the Meeting by no more than five days in the circumstances foreseen by Clause 2374 of the Italian Civil Code, and may also decide to do so in any other situation where he is required to do so or feels it appropriate to do so, providing that the Meeting raises no objection in this regard; if the meeting is so postponed, he will at the same time set the place, date and time of the new Meeting when activities and discussions may be continued.</p>	<p style="text-align: center;">Clause 1110</p> <p>1. Unchanged</p> <p>2. Unchanged</p>
<p style="text-align: center;">Clause 12</p> <p>1. The Chairman is responsible for maintaining order during the Meeting, in order to ensure that activities and discussions are properly conducted and any possible abuse of power is prevented.</p> <p>2. To this end and for these purposes, he may (unless the Meeting raises an objection in this regard) stop someone taking the floor in the following situations: - where the speaker talks without the ability to do so, or continues to talk after the time allocated to him has lapsed; - subject to a warning, where the speaker's intervention is clearly and evidently not pertinent to the matter being discussed; - where the speaker uses unsuitable or abusive language; - where violence or disorder is incited.</p>	<p style="text-align: center;">Clause 1211</p> <p>1. The Chairman is responsible for maintaining order during the Meeting, in order to ensure that activities and discussions are properly conducted and any possible abuse of power is prevented; to such end he disposes of a security service, whose staff members are identified with dedicated identification marks.</p> <p>2. To this end and for these purposes, He may (unless the Meeting raises an objection in this regard) stop someone taking the floor in the following situations: - where the speaker talks without the ability to do so, or continues to talk after the time allocated to him has lapsed; - subject to a warning, where the speaker's intervention is clearly and evidently not pertinent to the matter being discussed; - where the speaker uses unsuitable or abusive language; - where violence or disorder is incited.</p>
<p style="text-align: center;">Clause 13</p> <p>1. Whenever one or more of those in attendance prevents others from discussing an issue or through his conduct encourages a situation that does not enable the activities and discussions of the Meeting to proceed correctly, the Chairman warns said persons(s), asking him/them to refrain from behaving in this manner.</p> <p>2. Where any such warning proves to be ineffective, the Chairman (unless the Meeting raises an objection in this regard) arranges for those previously warned to leave the meeting room for the entire length of discussions.</p>	<p style="text-align: center;">Clause 13</p> <p>1.3. Whenever one or more of those in attendance prevents others from discussing an issue or through his conduct encourages a situation that does not enable the activities and discussions of the Meeting to proceed correctly, the Chairman warns said persons(s), asking him/them to refrain from behaving in this manner.</p> <p>2.4. Where any such warning proves to be ineffective, the Chairman (unless the Meeting raises an objection in this regard) arranges for those previously warned to leave the meeting room for the entire length of discussions.</p>

Clause 14	Clause 1412
1. Once all persons have intervended, the Chairman ends the session by declaring discussions for the specific item on the Agenda closed.	1. Once all persons have intervended, the Chairman ends the session by declaring the discussions for the specific item on the Agenda closed.
Clause 15	Clause 1513
1. Before initiating the voting process, the Chairman allows those who were excluded from discussions, in accordance with Clause 13 above, to re-enter the room.	1. Before initiating the voting process, the Chairman allows those who were excluded from discussions, in accordance with the preceding Clauses 3, paragraph 4 and Clause 11, previous Clause 13 to re-enter the room.
2. The measures referred to in Clauses 12 and 13 above may be adopted, where the relevant prerequisites are met, and including during the voting process, by following procedures that are such to enable a vote (where they are entitled to one) to be exercised by those against whom such measures have been taken.	2. The measures referred to in Clauses 12 and 13 above may be adopted, where the relevant prerequisites are met, and including during the voting process, by following procedures that are such to enable a vote (where they are entitled to one) to be exercised by those against whom such measures have been taken.
Clause 16	Clause 1614
1. The Chairman shall adopt all appropriate measures to ensure that voting takes place in an orderly fashion.	1. Unchanged
2. The Chairman may – depending on the circumstances – require votes in respect of each individual issue to be cast after the end of discussions for each one of them, or alternatively at the end of discussions for all or some items on the Agenda.	2. Unchanged
	3. The provisions contained in the previous Clause, 3 paragraph 4, and Clause 11, may be adopted, when the conditions should arise, also during the voting procedures, in a manner as to permit the exercise to vote, if accruing, of those in whose regard these are taken.
Clause 17	Clause 1715
1. The Chairman establishes voting procedures for each Meeting, which may involve allowing the use of computer-based vote registration and casting systems.	1. Unchanged
Clause 18	Clause 1816
1. Once the voting process is over and votes have been counted, the Chairman declares the proposals that obtained the favourable vote of the majority required by law or by the Articles of Association as approved. Where the Directors or the Statutory Auditors are being appointed, the Chairman declares elected those candidates who emerge the winners as per the mechanisms provided for by the Articles of Association.	1. Once the voting process is over and votes have been counted, the Chairman declares the proposals that have obtained the favourable vote of the majority required by law or by the Articles of Association as approved. Where the Directors or the Statutory Auditors are being appointed, the Chairman declares elected those candidates who emerge the winners as per the mechanisms provided for by the Articles of Association.
Clause 19	Clause 1917
1. As far as anything not expressly provided for by these Regulations is concerned, the Chairman may adopt the measures and resolutions deemed most appropriate to ensure that activities and discussions are conducted properly.	1. Unchanged
Clause 20	Clause 2018
1. Every amendment to these Regulations must be made, pursuant to the provisions of prevailing laws, by way of a resolution carried by the General Meeting of Shareholders on the basis of the quorums required to form a Meeting and to carry a resolution and the formal and procedural requirements laid down by the applicable law.	1. Unchanged

Resolutions proposed to the Ordinary Shareholders' Meeting

Dear Shareholders,

Amendments to the Regulations governing general meetings

If you agree with the contents and arguments presented in the Directors' Report above, then we ask you to approve the following resolution:

"The Ordinary Shareholders' Meeting, having heard the proposal of the Board of Directors

RESOLVES

to approve the following new text of the Regulations governing general meetings

Clause 1

1. *These Regulations regulate the way in which the General and Special Meetings of the Shareholders of UniCredit (referred to hereinafter as the "Bank").*

Clause 2

1. *The Meeting may be attended by persons who hold voting rights, including via proxies, pursuant to applicable law and the Articles of Association.*
2. *Meetings may be attended by the General Managers and the Deputy General Managers, when appointed, and also the corporate officers and the Staff of UniCredit Group companies involved in the Meetings' activities.*
3. *Meetings may also be attended by admitted, without them being able to take the floor, experts and financial analysts accredited for specific individual Meetings by financial brokers of an institutional nature, the representatives of the auditing firm appointed as statutory external auditors, journalists accredited for specific individual Meetings by Italian and foreign newspapers and periodicals, and by Italian and foreign radio and television networks. The list of persons eligible to attend Meetings must be provided in the minutes to the meetings or in an annex of the minutes.*

Clause 3

1. *Those entitled to speak at, or attend a Meeting pursuant to the provisions of Clause 2 must allow themselves to be identified by the Bank's officers, upon entering the premises where the Meeting is to be held, and collect a special token to be worn during the progress of the Meeting and to be handed back at the end of the Meeting.*
2. *Unless otherwise indicated by the Chairman, Meetings shall be filmed/recorded for broadcast/projection in premises linked by closed-circuit systems, and to provide support during the preparation of answers during the Meeting; such recordings shall be used by the Notary or the Secretary to draft the minutes of the Meeting.*
3. *The Bank reserves the right to publicly circulate recordings of presentations on topics on the Agenda, and, where permissible under the notice of call to utilise audio/video recordings in order to allow people with voting rights to speak at the Meeting via telecommunications-enabled media.*
4. *No equipment that can be used for recording, photographing or broadcasting the Meeting may be used in areas where the Meeting is held, without specific authorisation from the Chairman who, in case of transgressions, adopts the necessary measures until providing for the removal from the Meeting, without prejudice to the provisions of the following clause 14.*

Clause 4

1. *The Chairman of the Meeting, who may avail himself of the staff appointed for such purpose, ascertains that powers have been correctly delegated, that those in attendance are entitled to participate in the Meeting and that the Meeting itself is properly formed.*
2. *During the course of the Meeting, the Chairman - with regard to individual items appearing on the Agenda - also ascertains from time to time that those in attendance are entitled to participate in the discussions and voting pertaining to such items.*

Clause 5

1. *After ascertaining that the Meeting is properly formed, the Chairman reads out the items on the Agenda and when presenting them for discussion, unless the Meeting does not object, he can follow a different order than that of the notice of call and propose the united discussion of some or of all the items on the Agenda, when deemed to be*

appropriate for the good conduct of the Meeting, notwithstanding that each item on the Agenda will be voted separately.

Clause 6

1. The Chairman and, further to his invitation the Directors and those belonging to the Management Staff and the employees of the Company, outline the items on the Agenda.
2. Shareholders are vested with the ability to table proposals for resolution, as an alternative to those foreseen by the Agenda, providing that they are relevant to same Agenda and do not involve an amendment or addition being made to the issues being discussed. The Chairman, once the compatibility of a proposal with the items on the Agenda has been evaluated (in keeping with the above criteria), accepts this proposal. In any case, when the Board of Directors submits a proposal, the latter will be put to the vote before any further proposals, which will be put to the vote only if the Board of Directors proposal is not approved.
3. The Chairman has moreover the ability to accept proposals for resolution, where they concern the mere procedures by which the activities and discussions of Meetings are conducted.

Clause 7

1. All those attending the Meeting pursuant to the provisions of Clause 2, paragraph 1, above are entitled to take the floor in respect of each of the items presented for discussion.
2. The Chairman governs the discussion and intervenes with the aim to avoid misconduct.
3. Those intending to take the floor must request permission to do so from the Chairman, via the Notary or the Secretary, by providing him with a written request containing details of the issue or the issues to which the request refers, up until he declares discussions regarding the issue or the issues the request to take the floor refers is closed. The Chairman usually allows persons to take the floor as per the chronological order in which they have submitted their requests.
4. The Chairman may moreover authorize the submission of requests to take the floor by a raising of hands.
5. The Directors, the Statutory Auditors, those belonging to the Management Staff and the employees of the Company and of the Group may take the floor, when the Chairman deems useful in relation to the various items on the Agenda for discussion.

Clause 8

1. The Chairman, or further to his invitation the Directors, Statutory Auditors, those belonging to the Management Staff and the employees of the Company Staff and of the Group respond at the end of each intervention, or rather after all persons have taken the floor on one or more items on the Agenda.
2. To the possible questions raised by the Shareholders prior to the Meeting the Company provides an answer within the time limit and in the manners envisaged by the law and in the notice of call.

Clause 9

1. The Chairman, after taking into account the nature and importance of individual items making up the Agenda, and the number of people who have requested to speak, determines the length of time – not more than ten minutes – to be made available to each speaker to enable him to take the floor.
2. Those who have already taken the floor during discussions may ask to take the floor a second time only for their voting declaration.

Clause 10

1. The activities and discussions of the Meeting activities and discussions take place during just the one meeting. During the course of this meeting, the Chairman – where he feels it appropriate and the Meeting raises no objection in this regard – may interrupt these activities and discussions for a period of no longer than three hours in total.
2. The Chairman may postpone the Meeting by no more than five days in the circumstances foreseen by Clause 2374 of the Italian Civil Code, and may also decide to do so in any other situation where he is required to do so or feels it appropriate to do so, providing that the Meeting raises no objection in this regard; if the meeting is so postponed, he will at the same time set the place, date and time of the new Meeting when activities and discussions may be continued.

Amendments to the Regulations governing general meetings

Clause 11

1. *The Chairman is responsible for maintaining order during the Meeting, in order to ensure that activities and discussions are properly conducted and any possible abuse of power is prevented; to such end he disposes of a security service, whose staff members are identified with dedicated identification marks.*
2. *He may (unless the Meeting raises an objection in this regard) stop someone taking the floor in the following situations:*
 - *where the speaker talks without the ability to do so, or continues to talk after the time allocated to him has lapsed;*
 - *subject to a warning, where the speaker's intervention is clearly and evidently not pertinent to the matter being discussed;*
 - *where the speaker uses unsuitable or abusive language;*
 - *where violence or disorder is incited.*
3. *Whenever one or more of those in attendance prevents others from discussing an issue or through his conduct encourages a situation that does not enable the activities and discussions of the Meeting to proceed correctly, the Chairman warns said persons(s), asking him/them to refrain from behaving in this manner.*
4. *Where any such warning proves to be ineffective, the Chairman (unless the Meeting raises an objection in this regard) arranges for those previously warned to leave the meeting room for the entire length of discussions.*

Clause 12

1. *Once all persons have intervened, the Chairman ends the session by declaring the discussions closed.*

Clause 13

1. *Before initiating the voting process, the Chairman allows those who were excluded from discussions, in accordance with the preceding Clauses 3, paragraph 4 and Clause 11, to re-enter the room.*

Clause 14

1. *The Chairman shall adopt all appropriate measures to ensure that voting takes place in an orderly fashion.*
2. *The Chairman may – depending on the circumstances – require votes in respect of each individual issue to be cast after the end of discussions for each one of them, or alternatively at the end of discussions for all or some items on the Agenda.*
3. *The provisions contained in the previous Clause, 3 paragraph 4, and Clause 11, may be adopted, when the conditions should arise, also during the voting procedures, in a manner as to permit the exercise to vote, if accruing, of those in whose regard these are taken.*

Clause 15

1. *The Chairman establishes voting procedures for each Meeting, which may involve allowing the use of computer-based vote registration and casting systems.*

Clause 16

1. *Once the voting process is over and votes have been counted, the Chairman declares the proposals that have obtained the favourable vote of the majority required by law or by the Articles of Association as approved. Where the Directors or the Statutory Auditors are being appointed, the Chairman declares elected those candidates who emerge the winners as per the mechanisms provided for by the Articles of Association.*

Clause 17

1. *As far as anything not expressly provided for by these Regulations is concerned, the Chairman may adopt the measures and resolutions deemed most appropriate to ensure that activities and discussions are conducted properly.*

Clause 18

1. *Every amendment to these Regulations must be made, pursuant to the provisions of prevailing laws, by way of a resolution carried by the General Meeting of Shareholders on the basis of the quorum required to form a Meeting and to carry a resolution and the formal and procedural requirements laid down by the applicable law.”*

1. and 2. Delegations to the Board of Directors

Directors' Report

Ordinary and Extraordinary Shareholders' Meeting

Milan, April 12, 2018

Delegations to the Board of Directors

- 1. Delegation to the Board of Directors of the authority to resolve to carry out a free capital increase for a maximum amount of € 28,130,961 in order to complete the execution of the 2017 Group Incentive System and of the 2017-2019 LTI Plan and consequent amendments to the Articles of Association.**
- 2. Delegation to the Board of Directors of the authority to resolve to carry out a free capital increase for a maximum amount of € 76,597,177 in execution of the 2018 Group Incentive System and consequent amendments to the Articles of Association.**

Dear Shareholders,

we have called you in the Shareholders' Meeting in extraordinary session to submit for your approval the following proposals to delegate authority to the Board of Directors, pursuant to Article 2443 of the Civil Code, to increase the share capital under Article 2349 of the Civil Code (granting of free ordinary shares to employees of UniCredit Group), by subsequently amending the clause 6 of the Articles of Association:

1) DELEGATION FOR CAPITAL INCREASE TO SUPPORT THE 2017 GROUP INCENTIVE SYSTEM AND THE 2017-2019 LTI PLAN; CONSEQUENT AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As known, the ordinary session of the shareholders' meeting of April 20, 2017, approved the 2017 System and the LTI Plan, aimed at the allocation of incentives, in cash and/or in free ordinary shares, to be granted to the Personnel of UniCredit and of Group's companies, over a multi-year period and subject to the achievement of specific performance conditions.

In the same meeting the shareholders resolved, in the extraordinary session, the assignment of the power of attorney to the Board of Directors in order to issue the free ordinary shares needed for the execution of 2017 System and of LTI Plan.

Considering that, under the provision of Article 2443 of the Italian Civil Code, the power of attorney to the Board of Directors to increase the share capital can't be assigned for more than five years from the date of the registration of the related shareholders' resolution, during the aforementioned resolution it had been prospected to shareholders the need to present, in a following session, the proposal to assign a further power of attorney for the allocation of the last tranche of shares to be done in 2023, as provided by the 2017 System and the LTI Plan.

In consideration of the above, it is proposed to today shareholders' meeting to assign a power of attorney to the Board of Directors, to be exercised in 2023, in order to increase the share capital of up to 3,000,000 ordinary shares, corresponding to a maximum amount of Euro 28,130,961.00, calculated based on the implicit value of UniCredit share, determined at the moment of the assignment of the power of attorney to the Board in April 2017.

The aforementioned capital increase will be carried out using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Employees" set up for this purpose which, if case, may be restored or increased via allocation of a portion of profits or available statutory reserves, formed from the distribution of company profits that shall be identified by the Board of Directors at the moment of share issuance.

Under the provisions of Article 2349 of the Italian Civil Code, the consequent amendments to the Articles of Association are submitted to the Shareholders' meeting for approval and are detailed as follows:

<i>TEXT IN FORCE</i>	<i>DRAFT AMENDMENT</i>
SECTION III Regarding share capital and shares	SECTION III Regarding share capital and shares
<u>Clause 6</u> <i>omissis</i>	<u>Clause 6</u> <i>omissis</i>
15. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated April 20, 2017, to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 187,539,740.00 corresponding to up to 20,000,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2017 Group Incentive System and of 2017-2019 LTI Plan.	15. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve (i) to carry out a free capital increase , on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated April, 20 2017, as allowed by Article 2349 of the Italian Civil Code, a free capital increase for a maximum amount of Euro 187,539,740.00, corresponding to a maximum number of 20,000,000 ordinary shares and (ii) to carry out a free capital increase in 2023 for a maximum amount of Euro 28,130,961.00, corresponding to up to 3,000,000 ordinary shares , to be granted to employees of UniCredit and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2017 Group Incentive System and of 2017-2019 LTI Plan.

2) DELEGATION FOR CAPITAL INCREASE TO SUPPORT THE 2018 GROUP INCENTIVE SYSTEM; CONSEQUENT AMENDMENTS TO THE ARTICLES OF ASSOCIATION

It has been submitted to the approval of today's Ordinary meeting the 2018 System based on financial instruments, in order to align shareholders' and management interests, reward long term value creation, share price appreciation and motivate and retain key Group resources.

The 2018 System aims to incentive in a multi-year period the following Group employees: UniCredit Chief Executive Officer (CEO), UniCredit General Manager (GM), Senior Executive Vice Presidents (SEVP), Executive Vice Presidents (EVP), Senior Vice Presidents (SVP), Board members of relevant and identified Group Legal Entities, employees of the Group with total remuneration greater than Euro 500,000 in 2017, employees included within 0.3% of staff with the highest remuneration at Group level, employees whose remuneration is within the remuneration bracket of senior management or other risk takers at Group level, and other selected roles of the Group (including new hires). The total estimated number of beneficiaries is ca. 1,100 based on population identified in the last years.

Individual bonuses will be allocated to the Beneficiaries of 2018 System based on available bonus pool, individual performance evaluation, bonus reference for specific roles/markets and bonus cap as defined by the Ordinary Shareholder's meeting.

Overall incentive payout shall be done over a multi-year period in a balanced structure of "upfront" (following the moment of performance evaluation) and deferred payments, in cash and in shares¹, subject to continuous

¹ The table shows the share payments distribution after the shares retention periods (a retention period on upfront shares of 2 years and of 1 year for deferred shares)

Delegations to the Board of Directors

employment at each date of payment, as shown by the following table:

	2019	2020	2021	2022	2023	2024
EVP & above & other identified staff with bonus $\geq 500k^2$	20% cash	10% cash	20% shares	10% shares	10% shares	20% cash + 10% shares
SVP & other identified staff with bonus <500k	30% cash	10% cash	30% shares	10% cash + 10% shares	10% shares	-

The number of shares to be allocated in the respective installments shall be defined in 2019, on the basis of the arithmetic mean of the official market prices of UniCredit ordinary shares during the month preceding the Board resolution that evaluates 2018 performance achievements (the maximum number of shares to service the 2018 System is estimated at 9,000,000).

Considering the number of beneficiaries and the total number of financial instruments to be allocated, the optimal method identified to service the 2018 System is the deliberation – on one or more occasions – by the Board of Directors upon power of attorney delegated by this shareholders' meeting under Article 2443 of the Italian Civil Code, of a free capital increase, as allowed by Article 2349 of the Italian Civil Code, within five years of the date of the shareholders' resolution, for a maximum amount of Euro 76,597,177 corresponding to up to 8,200,000 UniCredit ordinary shares, to be granted to the aforementioned employees of the Holding Company and of Group banks and companies.

Being understood that, under the provision of Article 2443 of the Italian Civil Code, the power of attorney to the Board of Directors for capital increase can't have a duration higher than five years from the date of the registration of relevant shareholders' resolution, in order to complete the execution of 2018 System – having a 6-years duration – it will be submitted to one of the future Shareholders' meetings approval the proposed assignment of a further power of attorney to the Board of Directors for capital increase to service the aforementioned 2018 System through the allocation of a maximum overall number of 800,000, corresponding to a capital increase of a maximum Euro 7,344,935.

It is highlighted that a maximum number of UniCredit ordinary shares of the 2018 System equal to 1,800,000 will be destined to so called "bonus buy-out" to be paid to possible new hires who are entitled to receive previous Incentive Plans assigned by previous Employer. The payout scheme offered in such cases will mirror the one as defined by the previous Employer and in any case in compliance with actual regulations. The free capital increase that will be carried out for the 2018 System could be also used for other variable remuneration (e.g. sign-on / welcome bonus, special awards, retention bonus) and for severance payments to Group employees, for whom the regulatory foresee deferred payments in financial instruments.

The capital increases would be carried out using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Employees" set up for this purpose which, if case, may be restored or increased via allocation of profits or a portion of available statutory reserves, formed from the distribution of company profits that shall be identified by the Board of Directors at the moment of share issuance.

In case it would not be possible to proceed with the issuance (full or partial) of the UniCredit ordinary shares to service the 2018 System (including the case in which the amount of the "Provisions Linked to the Medium Term Incentive System for Group Personnel" would not be sufficient), an equivalent amount in cash will be allocated to the beneficiaries, determined on base of arithmetic mean of the official market prices of UniCredit ordinary shares during the month preceding the Board resolution that evaluates results achieved in 2018.

² Including direct reports to strategic supervisory, management and control bodies and other Identified staff as required by local regulation

Should the aforementioned delegation of power of attorney be exercised to its maximum amount, the newly issued shares would represent an overall 0.37% of existing share capital (0.40% considering the maximum number of shares equal to 9,000,000 which includes also the 800,000 shares for the allocation of the last installments in shares in 2024).

Under the provisions of Article 2349 of the Italian Civil Code, the consequent amendments to the Articles of Association are submitted to the Shareholders' meeting for approval, inserting a new paragraph in clause 6 with the following text:

“The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated April, 12 2018, to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 76,597,177 corresponding to up to 8,200,000 ordinary shares, to be granted to employees of UniCredit and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2018 Group Incentive System”.

3) OTHER AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Together with the changes of the Articles of Association directly linked to the proposals granting the power to the Board of Directors members under number 1 and 2, we propose, in this occasion, to approve the updates to clause 6 necessary to make it consistent with the actual state of implementation of previous incentive plans as well, through:

- the amendment of paragraph 1 (it is eliminated the reference to what the Board of Directors resolved on July 22, 2004 in relation to the 2004 Stock Option Plan, which ceased to have any effect in 2017, and adjusted to the exercise of subscription rights, by allying it with what resolved by the Board of Directors on November 18, 2005);
- the elimination of paragraph 3 (regarding to the 2007 Stock Option Plan, which ceased to have any effect in 2017);
- subsequent renumbering of the following paragraphs;

as set forth below:

TEXT IN FORCE	DRAFT AMENDMENT
SECTION III Regarding share capital and shares	SECTION III Regarding share capital and shares
<u>Clause 6</u>	<u>Clause 6</u>
1. In partial exercise of powers conferred by the Extraordinary Shareholders' Meeting held on May 4, 2004 pursuant to Article 2443 of the Italian Civil Code, the Board of Directors passed a resolution on July 22, 2004 to increase capital by a maximum amount of Euro 7,284,350 corresponding to a maximum number of 14,568,700 ordinary shares of Euro 0.50 each and passing another resolution on November 18, 2005 to increase capital by a maximum amount of Euro 20,815,000 corresponding to a maximum number of 41,630,000 ordinary shares of Euro 0.50 each, to be used to exercise a corresponding number of subscription rights reserved for the Executive	1. In partial exercise of powers conferred by the Extraordinary Shareholders' Meeting held on May 4, 2004 pursuant to Article 2443 of the Italian Civil Code, the Board of Directors passed a resolution on July 22, 2004 to increase capital by a maximum amount of Euro 7,284,350 corresponding to a maximum number of 14,568,700 ordinary shares of Euro 0.50 each and passing another resolution on November 18, 2005 to increase capital by a maximum amount of Euro 20,815,000 corresponding to a maximum number of 41,630,000 ordinary shares of Euro 0.50 each, to be used to exercise a corresponding number of subscription rights reserved for the Executive

Delegations to the Board of Directors

<p>Personnel of UniCredit S.p.A. and the other Group Banks and Companies who hold positions which are significant in terms of achieving the overall objectives of the Group. The aforementioned rights can be exercised from 2008 until 2017 according to the criteria and in the periods identified by the Board of Directors.</p> <p>2 unchanged</p> <p>3. The Board of Directors, in partial exercise of the powers received, as per Article 2443 of the Italian Civil Code, from the Extraordinary Shareholders' Meeting of May 10, 2007, has resolved on June 12, 2007 to increase the share capital of a maximum nominal amount of Euro 14,904,711.50 corresponding to a maximum number of 29,809,423 ordinary shares with a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be exercised from 2011 until 2017 according to the criteria and in the periods identified by the Board of Directors.</p>	<p>Personnel of UniCredit S.p.A. and the other Group Banks and Companies who hold positions which are significant in terms of achieving the overall objectives of the Group. The aforementioned rights can be exercised from 20098 until 20187 according to the criteria and in the periods identified by the Board of Directors.</p> <p>2. unchanged.</p> <p>3. The Board of Directors, in partial exercise of the powers received, as per Article 2443 of the Italian Civil Code, from the Extraordinary Shareholders' Meeting of May 10, 2007, has resolved on June 12, 2007 to increase the share capital of a maximum nominal amount of Euro 14,904,711.50 corresponding to a maximum number of 29,809,423 ordinary shares with a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be exercised from 2011 until 2017 according to the criteria and in the periods identified by the Board of Directors.</p>
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The amendments submitted to the approval of the today UniCredit Shareholders' Meeting – which do not trigger the right of withdrawal of the ordinary and savings shareholders pursuant to art. 2437 of the Italian Civil Code - are subject to the authorization of the Supervisory Authorities' pursuant to Sec. 56 of the Legislative Decree 385/93.

Resolution proposals to the Extraordinary Shareholders' Meeting

Dear Shareholders,

in relation to the above, considering as approved by today's ordinary shareholders' meeting the adoption of the 2018 Group Incentive System, you are invited to approve the following resolution:

"Having heard the directors' report, the extraordinary shareholders' meeting of UniCredit S.p.A.,

RESOLVES

1.a) to grant the Board of Directors, under the provisions of Article 2443 of the Italian Civil Code, the authority to resolve in 2023 to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 28,130,961.00 corresponding to up to 3,000,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies, who hold positions of particular importance for the purposes of achieving the Group's overall objectives in order to complete the execution of the 2017 System and of the LTI Plan approved by Ordinary Meeting on April, 20 2017. Such an increase in capital shall be carried out using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Employees" set up for this purpose which, if case, may be restored or increased via allocation of profits

or a portion of available statutory reserves, formed from the distribution of company profits that shall be identified by the Board of Directors at the moment of share issuance;

- 1.b) further to the resolution passed in point 1.a), to review the paragraph 15 in clause 6 of the Articles of Association with the following new text:

"The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, (i) to carry out a free capital increase, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated April, 20 2017, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 187,539,740.00, corresponding to a maximum number of 20,000,000 ordinary shares and (ii) to carry out a free capital increase in 2023 for a maximum amount of Euro 28,130,961.00, corresponding to up to 3,000,000 ordinary shares, to be granted to employees of UniCredit and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2017 Group Incentive System and of 2017-2019 LTI Plan";

- 2.a) to grant the Board of Directors, under the provisions of Article 2443 of the Italian Civil Code, the authority to resolve - on one or more occasions for a maximum period of five years from the date of shareholders' resolution - to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 76,597,177 corresponding to up to 8,200,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies, who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of the 2018 System approved by today's Ordinary Meeting. Such an increase in capital shall be carried out using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Employees" set up for this purpose which, if case, may be restored or increased via allocation of a portion of profits or available statutory reserves, formed from the distribution of company profits that shall be identified by the Board of Directors at the moment of share issuance;

- 2.b) further to the resolution passed in point 2.a), to insert a new last paragraph in clause 6 of the Articles of Association with the following text:

"The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated April, 12 2018, to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 76,597,177 corresponding to up to 8,200,000 ordinary shares, to be granted to employees of UniCredit and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2018 Group Incentive System";

- 3.a) to eliminate paragraph 3 of clause 6 with subsequent renumbering of the following paragraphs 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16 respectively in 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15;

- 3.b) to amend paragraph 1 of clause 6 as follows:

"1. In partial exercise of powers conferred by the Extraordinary Shareholders' Meeting held on May 4, 2004 pursuant to Article 2443 of the Italian Civil Code, the Board of Directors passed a resolution on November 18, 2005 to increase capital by a maximum amount of Euro 20,815,000 corresponding to a maximum number of 41,630,000 ordinary shares of Euro 0.50 each, to be used to exercise a corresponding number of subscription rights reserved for the Executive Personnel of UniCredit S.p.A. and the other Group Banks and Companies who hold positions which are significant in terms of achieving the overall objectives of the Group. The aforementioned rights can be exercised from 2009 until 2018 according to the criteria and in the periods identified by the Board of Directors."

- 4) to delegate to the Board of Directors all the necessary powers for issuing the new shares as well as consequently amend the Articles of Association;

- 5) to give to the Chairman and to the Chief Executive Officer, also separately, every opportune powers of attorney to:

Delegations to the Board of Directors

- (i) provide for implementing the above resolutions under terms of law;*
- (ii) accept or adopt all amendments and additions (not changing substantially the content of the resolutions) which should be necessary for registration at the Register of Companies;*
- (iii) proceed with the deposit and registration, under terms of law, with explicit and advanced approval and ratification, of the adopted resolution and of the text of the Article of Association updated as aforementioned.*

**3. Amendments to clauses no. 9, 20,
21, 23, 27, 29, 30 and 34 of the
Articles of Association**
Directors' Report

Ordinary and Extraordinary Shareholders' Meeting

Milan, April 12, 2018

Amendments to clauses no. 9, 20, 21, 23, 27, 29, 30 and 34 of the Articles of Association

Dear Shareholders,

We called this Extraordinary Shareholders' Meeting to decide on the proposal to amend some of the provisions in UniCredit's current Articles of Association (AoA).

These amendments are mainly aimed at granting the Company's procedural representation, also separately, to the Manager holding strategic responsibilities to whom the responsibility for the UniCredit's Legal function has been assigned, as well as to update some clauses to the current provisions and regulations and/or refine their wording.

Given the above, we would like to explain the amendments to clauses no. 9, 20, 21, 23, 27, 29, 30 and 34 of the Articles of Association that we are submitting to your approval.

1. Amendments to the Articles of Association

1.1 Amendments concerning the procedural representation (Clause no. 29)

The Manager holding strategic responsibilities to whom the responsibility for UniCredit's Legal function has been assigned to, currently has the powers of procedural representation of the Company only jointly with another person mentioned in clause 29, paragraph 3, of the AoA. The powers of procedural representation include - *inter alia* - the power to confer the powers of attorney for litigation proceedings, including general ones.

To that regard, the operational experience has highlighted the opportunity to attribute to the highest manager of the Legal area of the Bank, when he/she holds the position of Manager holding strategic responsibilities for the Bank, such powers also separately, as at the moment is envisaged for the Bank's top management referred to in paragraph 1 of the same clause.

The proposed change in **clause 29, paragraph 3** pursues consequently the above indicate aim.

1.2 Other amendments

It is also being suggested to make some additional changes to the Articles of Association which are, as anticipated, mainly of a formal nature.

Such amendments are hereafter illustrated.

- **Clause no. 9.** Considering that the Bank's Registered Office, following its transfer in Milan, as approved by the Shareholders' Meeting on December 4, 2017, corresponds with the Head Office, it is deemed appropriate to delete in paragraph 1 the latter as location where the Shareholders Meeting may be convened.
- **Clause no. 20.** In paragraphs 2 and 11 formal changes are proposed consequently to the circumstance that, according to the text of the "new" sec. 26 of the L.D. no. 385/93 (TUB) and the EU regulations, the suitability requirements requested for the Directors of banks are not limited to the experience and integrity requirements, but have a much broader scope.
- **Clause no. 21.** The amendment to paragraph 4 aims to make it explicit that the powers granted by the Board of Directors to the Chief Executive Officer and by him/her delegated to members of the Head Office can be

delegated by such members with power to delegate further. The same specification is inserted in paragraph 7, with reference to the delegations granted by General Managers and Deputy General Managers.

- **Clause no. 23.** The amendment concerns the mere alignment of the wording of paragraph 4 with the current text of Sec. 150 of the L.D. no. 58/98 (TUF).
- **Clause no. 27.** The amendments proposed in paragraph 3, lett. a) and d), intend to make it explicit that among the specific decision-making powers directly attributed by the AoA to the CEO, the General Managers, the **Deputy** General Managers and the other Managers holding strategic responsibilities for the Bank, it is included the power to submit complaints (“*esposti*”) and to confer also general powers of attorney for litigation proceedings (“*procurare generali alle liti*”).
- **Clause no. 29.** The proposed amendment in paragraph 1 only makes it explicit that the Bank's top management may transfer the powers of representation to single persons.
- **Clause no. 30.** The change proposed in paragraph 17 aims to making clear that, when the Shareholders Meeting is convened to appoint Statutory Auditors according to Art. 2401 of the Italian Civil Code, the voting is held by relative majority, as it is already expressly provided by the previous paragraph 16 in the cases where the system of voting lists is not applicable and in the case of the appointment of single Directors that need to be added to the Board of Directors (see clause 20, paragraph 12).
- **Clause no. 34.** Only a minimal formal change in paragraph 2, for the sake of making clearer the wording regarding the experience requirements requested for the Manager charged with preparing a company's financial reports.

1.3 Information about the right of withdrawal and other aspects

The current proposed amendments to the Articles of Association do not allow the shareholders to exercise the right to withdraw shares pursuant to Art. 2437 of the Italian Civil Code.

The changes are subject to authorization of the Supervisory Authority pursuant to Sec. 56 of Legislative Decree no. 385/93.

2. PROPOSALS FOR THE AMENDMENT OF UNICREDIT'S ARTICLES OF ASSOCIATION

The amendments to the Company's Articles of Association which are proposed to the Shareholders' Meeting according to the above, compared with the current text, are detailed in the table below.

CURRENT WORDING	DRAFT AMENDMENT
SECTION IV Regarding Meetings of Shareholders	SECTION IV Regarding Meetings of Shareholders
<u>Clause 9, paragraph 1</u> 1. The Meeting takes place at the Bank's Registered Office, at its Head Office or in another location within Italy, as indicated in the notice of Meeting.	<u>Clause 9, paragraph 1</u> 1. The Meeting takes place at the Bank's Registered Office, at its Head Office or in another location within Italy, as indicated in the notice of Meeting.
SECTION V Regarding the Board of Directors	SECTION V Regarding the Board of Directors
<u>Clause 20, paragraph 2</u> 2. The members of the Board of Directors must meet the experience and integrity requirements laid down	<u>Clause 20, paragraph 2</u> 2. The members of the Board of Directors must meet the experience and integrity requirements laid down

Amendments to clauses no. 9, 20, 21, 23, 27, 29, 30 and 34 of the Articles of Association

by current regulations and other laws.	by current regulations and other laws.
<p style="text-align: center;"><u>Clause 20, paragraph 11</u></p> <p>11. In the event of a Director dying or leaving office, in the event of forfeiture or lack of a Director for any other reason or losing for any other reason the experience or integrity requirements, the Board of Directors can take steps to co-opt a Director, taking into proper account the right of the minorities to be represented. In the above cases, should the minimum number of independent Directors fall below the level established by the Articles of Association and/or should the number of Directors belonging to the least represented gender fall below the level established by law, the Board of Directors shall provide for their replacement.</p>	<p style="text-align: center;"><u>Clause 20, paragraph 11</u></p> <p>11. In the event of a Director dying or leaving office, in the event of forfeiture or lack of a Director for any other reason or losing for any other reason the experience or integrity requirements, the Board of Directors can take steps to co-opt another Director in substitution, taking into proper account the right of the minorities to be represented. In the above cases, should the minimum number of independent Directors fall below the level established by the Articles of Association and/or should the number of Directors belonging to the least represented gender fall below the level established by law, the Board of Directors shall provide for their replacement.</p>
<p style="text-align: center;"><u>Clause 21, paragraph 4</u></p> <p>4. The powers granted by the Board of Directors to the Chief Executive Officer can be further delegated to members of the Head Office, once again with the power to delegate further.</p>	<p style="text-align: center;"><u>Clause 21, paragraph 4</u></p> <p>4. The powers granted by the Board of Directors to the Chief Executive Officer can be further delegated to members of the Head Office, who have the power to sub-delegate them to subjects who in turn are authorized to grant once again with the power to delegate further sub-delegations.</p>
<p style="text-align: center;"><u>Clause 21, paragraph 7</u></p> <p>7. General Managers and Deputy General Managers can delegate the powers granted to them, with the power to delegate further.</p>	<p style="text-align: center;"><u>Clause 21, paragraph 7</u></p> <p>7. General Managers and Deputy General Managers can delegate the powers granted to them to subjects who are in turn authorized to grant again, with the power to delegate further sub-delegations.</p>
<p style="text-align: center;"><u>Clause 23, paragraph 4</u></p> <p>4. The Directors report to the Board of Statutory Auditors on the activities undertaken by the Bank and its subsidiaries, as well as on those transactions effected by them that are of significant importance from an economic, financial and balance-sheet perspective, with specific attention being paid to those transactions that could potentially give rise to a conflict of interest. To this end, they provide the Board of Statutory Auditors, at least once every quarter, with reports received from the Bank's relevant bodies and from subsidiaries that concern the activities and transactions in question, said reports being prepared in accordance with the guidelines issued by the Directors themselves.</p>	<p style="text-align: center;"><u>Clause 23, paragraph 4</u></p> <p>4. The Directors report to the Board of Statutory Auditors on the activities undertaken by the Bank and its subsidiaries, as well as on those and the transactions carried out effected by them the Bank and its subsidiaries that are of significant importance from an economic, financial and balance-sheet perspective; in particular they refer with specific attention being paid to on those transactions in which that they hold could potentially give rise to a conflict of an interest on their own account or on behalf of third parties. To this end, they provide the Board of Statutory Auditors, at least once every quarter, with reports received from the Bank's relevant bodies departments and from the subsidiaries that concern the activities and transactions in question, said reports being prepared in accordance with the guidelines issued by the</p>

	Directors themselves.
SECTION VI Regarding Head Office	SECTION VI Regarding Head Office
<p style="text-align: center;"><u>Clause 27, paragraph 3</u></p> <p>3. The Chief Executive Officer, the General Managers, the Deputy General Managers and the other Directors holding strategic responsibilities for the Bank are directly vested, without any further specific powers needing to be delegated, with the abilities, that can be exercised separately, to resolve the following decisions:</p> <p>a) to promote and support legal and administrative actions, arbitration, appeasement and mediation proceedings, at any level of the law, including, for example, the exercising, remission and waiver of the right to proceed with a lawsuit, as well as the institution and the revocation of a civil action and to represent the Bank within every place of judicial, administrative, arbitration and appeasement proceedings, before any authority and in any state, and at any level of the law, including therefore in cassation and revocation proceedings and before the State Council, with the ability to do the interrogation due pursuant to the law, to appease, to reach agreements and to settle by compromise in arbitration proceedings, which may include friendly settlement arrangements as well as to waive acts and actions;</p> <p>b) to enable, possibly through the use of special agents, mortgages and liens to be registered, subrogated, reduced, postponed and cancelled, as well as to effect and cancel registrations and records of any kind, regardless of whether or not the loans to which these registrations, records and entries refer have been paid;</p> <p>c) to effect any transaction whatsoever, including the collection and withdrawal of securities and other instruments, with any company or body, with the Bank of Italy, Bank for Deposits and Loans, the Public Debt Agency, and, in any event, any office of the Public Administration, with no exclusion, State-owned organisations, enterprises and companies or public bodies, and, furthermore, to carry out every measure pertaining to these transactions;</p> <p>d) to issue special mandates for the execution of single actions and operations or specific types of actions and operations and powers of attorney for litigation proceedings, as well as to appoint technical consultants and arbiters, assigning to them the appropriate powers and authorities;</p> <p>e) to vest employees or third parties, including individually, with the ability to represent the Bank, as</p>	<p style="text-align: center;"><u>Clause 27, paragraph 3</u></p> <p>3. The Chief Executive Officer, the General Managers, the Deputy General Managers and the other Directors holding strategic responsibilities for the Bank are directly vested, without any further specific powers needing to be delegated, with the abilities, that can be exercised separately, to resolve the following decisions:</p> <p>a) to submit complaints, to promote and support legal and administrative actions, arbitration, appeasement and mediation proceedings, at any level of the law, including, for example, the exercising, remission and waiver of the right to proceed with a lawsuit, as well as the institution and the revocation of a civil action and to represent the Bank within every place of judicial, administrative, arbitration and appeasement proceedings, before any authority and in any state, and at any level of the law, including therefore in cassation and revocation proceedings and before the State Council, with the ability to do the interrogation due pursuant to the law, to appease, to reach agreements and to settle by compromise in arbitration proceedings, which may include friendly settlement arrangements as well as to waive acts and actions;</p> <p>b) to enable, possibly through the use of special agents, mortgages and liens to be registered, subrogated, reduced, postponed and cancelled, as well as to effect and cancel registrations and records of any kind, regardless of whether or not the loans to which these registrations, records and entries refer have been paid;</p> <p>c) to effect any transaction whatsoever, including the collection and withdrawal of securities and other instruments, with any company or body, with the Bank of Italy, Bank for Deposits and Loans, the Public Debt Agency, and, in any event, any office of the Public Administration, with no exclusion, State-owned organisations, enterprises and companies or public bodies, and, furthermore, to carry out every measure pertaining to these transactions;</p> <p>d) to issue special mandates for the execution of single actions and operations or specific types of actions and operations and powers of attorney for litigation proceedings, including general ones, as well as to appoint technical consultants and arbiters, assigning to them the appropriate powers and authorities;</p> <p>e) to vest employees or third parties, including individually, with the ability to represent the Bank, as</p>

Amendments to clauses no. 9, 20, 21, 23, 27, 29, 30 and 34 of the Articles of Association

<p>shareholder or as the delegate of shareholders, at the Ordinary or Extraordinary Shareholders' Meetings of Italian or foreign companies, in conformity to current laws.</p> <p>The empowered parties mentioned in this paragraph may delegate the above mentioned powers to the employees assigned to the Head Office or to the seconded subjects.</p>	<p>shareholder or as the delegate of shareholders, at the Ordinary or Extraordinary Shareholders' Meetings of Italian or foreign companies, in conformity to current laws.</p> <p>The empowered parties mentioned in this paragraph may delegate the above mentioned powers to the employees assigned to the Head Office or to the seconded subjects.</p>
<p style="text-align: center;">SECTION VII Regarding representation and signing powers</p>	<p style="text-align: center;">SECTION VII Regarding representation and signing powers</p>
<p style="text-align: center;"><u>Clause 29, paragraph 1</u></p> <p>1. Representation of the Bank (including procedural representation) and signing on behalf of the Bank are responsibilities assumed by the Chairman of the Board of Directors and, should he be absent or prevented, the Deputy Vice-Chairman, as well as - separately - by the Chief Executive Officer, the General Managers, and the Deputy General Managers, with said individuals vested with the ability to designate, be it a continuous basis or otherwise, employees of the Bank and persons on secondment to the Bank, as well as outside third parties, as representatives and special agents for the undertaking of single actions and operations or specific types of actions and operations and to appoint lawyers, technical consultants and arbiters, assigning to them the appropriate powers and authorities.</p>	<p style="text-align: center;"><u>Clause 29, paragraph 1</u></p> <p>1. Representation of the Bank (including procedural representation) and signing on behalf of the Bank are responsibilities assumed by the Chairman of the Board of Directors and, should he be absent or prevented, the Deputy Vice-Chairman, as well as - separately - by the Chief Executive Officer, the General Managers, and the Deputy General Managers, with said individuals vested with the ability to designate, be it a continuous basis or otherwise, single employees of the Bank and persons on secondment to the Bank, as well as outside third parties, as representatives and special agents for the undertaking of single actions and operations or specific types of actions and operations and to appoint lawyers, technical consultants and arbiters, assigning to them the appropriate powers and authorities.</p>
<p style="text-align: center;"><u>Clause 29, paragraph 3</u></p> <p>3. The following persons also have the ability to sign, pursuant to the preceding paragraphs, including for procedural representation, in the name of UniCredit S.p.A.:</p> <p>a) for the Head Office and for all secondary offices, branches, however named, and representative offices: the Directors with strategic responsibilities for the Bank if different from those representatives indicated in the paragraph 1 and the other parties, included seconded persons, to whom this power has been granted;</p> <p>b) for the Head Office Unit only: Managers and grade 2, 3 and 4 Assistant Managers assigned to the Head Office, as well as seconded subjects vested with this ability;</p> <p>c) for individual secondary offices, branches, however</p>	<p style="text-align: center;"><u>Clause 29, paragraph 3</u></p> <p>3. The following persons also have the ability to sign, pursuant to the preceding paragraphs, including for procedural representation, in the name of UniCredit S.p.A.:</p> <p>a) for the Head Office and for all secondary offices, branches, however named, and representative offices: the Directors with strategic responsibilities for the Bank if different from those representatives indicated in the paragraph 1 and the other parties, included seconded persons, to whom this power has been granted;</p> <p>b) for the Head Office Unit only: Managers and grade 2, 3 and 4 Assistant Managers assigned to the Head Office, as well as seconded subjects vested with this ability;</p> <p>c) for individual secondary offices, branches, however</p>

<p>named, and representative offices: Managers and grade 2, 3 and 4 Assistant Managers assigned to them, as well as seconded subjects vested with this ability.</p> <p>In order to be binding, documents issued for the Bank by representatives who have been authorised pursuant to the provisions of this paragraph must be signed jointly by two of the persons indicated, with the restriction however that grade 2 and 3 Assistant Managers may only sign with a grade 4 Assistant Manager or a Manager.</p>	<p>named, and representative offices: Managers and grade 2, 3 and 4 Assistant Managers assigned to them, as well as seconded subjects vested with this ability.</p> <p>In order to be binding, documents issued for the Bank by representatives who have been authorised pursuant to the provisions of this paragraph must be signed jointly by two of the persons indicated, with the restriction however that grade 2 and 3 Assistant Managers may only sign with a grade 4 Assistant Manager or a Manager, exception made - with reference to the previous letter a) - for the Director with strategic responsibilities for the Bank to whom the responsibility for UniCredit's Legal function has been assigned to, who will be able to sign separately and with the same powers conferred to the subjects indicated in paragraph 1, the acts falling within the faculties he/she is invested with also according to these Articles of Association.</p>
<p style="text-align: center;">SECTION VIII Regarding the Board of Statutory Auditors</p>	<p style="text-align: center;">SECTION VIII Regarding the Board of Statutory Auditors</p>
<p style="text-align: center;"><u>Clause 30, paragraph 17</u></p> <p>17. In the event of a permanent Auditor dying or leaving office or where his term in office is lapsed or he is not available for any other reason, he shall be replaced by the stand-in Auditor on the same list indicated by the outgoing Auditor according to the progressive order of the list, in abidance by the requirement concerning the minimum number of members registered in the Rolls of Auditors having undertaken the legal auditing of accounts according to paragraph 3 and by the principle of balance between the genders. If this is not possible, the departing Auditor shall be replaced by the stand-in Auditor having the required characteristics coming progressively from the most voted of the minority lists, according to the progressive order of listing. Where Auditors are not appointed by the list based system, the stand-in Auditor provided for by legal provisions shall take over. Whenever the Chairman is substituted, the stand-in Auditor taking his place also takes on the Chairman's seat. The Shareholders' Meeting envisaged by art. 2401, sub-sec. 1, of the Italian Civil Code, nominates or provides for the substitution of the Statutory Auditors abiding by the principle regarding the compulsory presence of the minorities and the balance between the genders. Where the appointment of the stand-in Auditor <i>in lieu</i> of the Auditor is not confirmed by the Shareholders' Meeting, he shall return to his position as stand-in Auditor.</p>	<p style="text-align: center;"><u>Clause 30, paragraph 17</u></p> <p>17. In the event of a permanent Auditor dying or leaving office or where his term in office is lapsed or he is not available for any other reason, he shall be replaced by the stand-in Auditor on the same list indicated by the outgoing Auditor according to the progressive order of the list, in abidance by the requirement concerning the minimum number of members registered in the Rolls of Auditors having undertaken the legal auditing of accounts according to paragraph 3 and by the principle of balance between the genders. If this is not possible, the departing Auditor shall be replaced by the stand-in Auditor having the required characteristics coming progressively from the most voted of the minority lists, according to the progressive order of listing. Where Auditors are not appointed by the list based system, the stand-in Auditor provided for by legal provisions shall take over. Whenever the Chairman is substituted, the stand-in Auditor taking his place also takes on the Chairman's seat. The Shareholders' Meeting envisaged by art. 2401, sub-sec. 1, of the Italian Civil Code, nominates or provides for the substitution of the Statutory Auditors adopting the resolution by relative majority, abiding by the principle regarding the compulsory presence of the minorities and the balance between the genders. Where the appointment of the stand-in Auditor <i>in lieu</i> of the Auditor is not confirmed by the Shareholders' Meeting, he shall return to his position as stand-in Auditor.</p>

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SECTION XI Regarding Manager charged with preparing a company's financial reports	SECTION XI Regarding Manager charged with preparing a company's financial reports
<p style="text-align: center;"><u>Clause 34, paragraph 2</u></p> <p>2. The manager in charge of preparing the company's financial reports shall be selected by the Board of Directors from the Bank's managers who meet all the following qualifications:</p> <p>a) a degree (or equivalent) in business or finance obtained in Italy or abroad;</p> <p>b) at least three years experience as a manager of an in-house area dedicated to the preparation of accounts or as a Chief Financial Officer in an Italian or foreign listed limited company (or equivalent) including UniCredit and its subsidiaries;</p> <p>c) assignment at the time of the appointment in a management or more senior position.</p>	<p style="text-align: center;"><u>Clause 34, paragraph 2</u></p> <p>2. The manager in charge of preparing the company's financial reports shall be selected by the Board of Directors from the Bank's managers who meet all the following qualifications:</p> <p>a) a degree (or equivalent) in business or finance obtained in Italy or abroad;</p> <p>b) at least three years experience as a manager of an in-house area dedicated to the preparation of accounts or as a Chief Financial Officer (or equivalent) in an Italian or foreign listed limited company (or equivalent) including UniCredit and its subsidiaries;</p> <p>c) assignment at the time of the appointment in a management or more senior position.</p>

3. Resolutions submitted to the Extraordinary Shareholders' meeting

Dear Shareholders,

If you agree with the contents and arguments presented in the Directors' Report above, then we ask you to approve the following resolutions:

"The Extraordinary Shareholders' Meeting, having heard the proposal of the Board of Directors

RESOLVES

1. to approve the following amendments to the Articles of Association:

- amendment of Clause 9, paragraph 1, according to the following new text:

"The Meeting takes place at the Bank's Registered Office or in another location within Italy, as indicated in the notice of Meeting."

- amendment of Clause 20, paragraph 2, according to the following new text:

"The members of the Board of Directors must meet the requirements laid down by current regulations and other laws."

- amendment of Clause 20, paragraph 11, according to the following new text:

“In the event of a Director dying or leaving office, in the event of forfeiture or lack of a Director for any other reason, the Board of Directors can take steps to co-opt another Director in substitution, taking into proper account the right of the minorities to be represented. In the above cases, should the minimum number of independent Directors fall below the level established by the Articles of Association and/or should the number of Directors belonging to the least represented gender fall below the level established by law, the Board of Directors shall provide for their replacement.”

- amendment of Clause 21, paragraph 4, according to the following new text:

“The powers granted by the Board of Directors to the Chief Executive Officer can be further delegated to members of the Head Office, who have the power to sub-delegate them to subjects who in turn are authorized to grant again further sub-delegations.”

- amendment of Clause 21, paragraph 7, according to the following new text:

“General Managers and Deputy General Managers can delegate the powers granted to them to subjects who are in turn authorized to grant again further sub-delegations.”

- amendment of Clause 23, paragraph 4, according to the following new text:

“The Directors report to the Board of Statutory Auditors on the activities and the transactions carried out by the Bank and its subsidiaries that are of significant importance from an economic, financial and balance-sheet perspective; in particular they refer on those transactions in which they hold an interest on their own account or on behalf of third parties. To this end, they provide the Board of Statutory Auditors, at least once every quarter, with reports received from the Bank’s relevant departments and from the subsidiaries that concern the activities and transactions in question, said reports being prepared in accordance with the guidelines issued by the Directors themselves.”

- amendment of Clause 27, paragraph 3, according to the following new text:

“The Chief Executive Officer, the General Managers, the Deputy General Managers and the other Directors holding strategic responsibilities for the Bank are directly vested, without any further specific powers needing to be delegated, with the abilities, that can be exercised separately, to resolve the following decisions:

a) to submit complaints, to promote and support legal and administrative actions, arbitration, appeasement and mediation proceedings, at any level of the law, including, for example, the exercising, remission and waiver of the right to proceed with a lawsuit, as well as the institution and the revocation of a civil action and to represent the Bank within every place of judicial, administrative, arbitration and appeasement proceedings, before any authority and in any state, and at any level of the law, including therefore in cassation and revocation proceedings and before the State Council, with the ability to do the interrogation due pursuant to the law, to appease, to reach agreements and to settle by compromise in arbitration proceedings, which may include friendly settlement arrangements as well as to waive acts and actions;

b) to enable, possibly through the use of special agents, mortgages and liens to be registered, subrogated, reduced, postponed and cancelled, as well as to effect and cancel registrations and records of any kind, regardless of whether or not the loans to which these registrations, records and entries refer have been paid;

c) to effect any transaction whatsoever, including the collection and withdrawal of securities and other instruments, with any company or body, with the Bank of Italy, Bank for Deposits and Loans, the Public Debt Agency, and, in any event, any office of the Public Administration, with no exclusion, State-owned organisations, enterprises and companies or public bodies, and, furthermore, to carry out every measure pertaining to these transactions;

d) to issue special mandates for the execution of single actions and operations or specific types of actions and operations and powers of attorney for litigation proceedings, including general ones, as well as to appoint technical consultants and arbiters, assigning to them the appropriate powers and authorities;

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e) to vest employees or third parties, including individually, with the ability to represent the Bank, as shareholder or as the delegate of shareholders, at the Ordinary or Extraordinary Shareholders' Meetings of Italian or foreign companies, in conformity to current laws.

The empowered parties mentioned in this paragraph may delegate the above mentioned powers to the employees assigned to the Head Office or to the seconded subjects.”

- amendment of Clause 29, paragraph 1, according to the following new text:

“Representation of the Bank (including procedural representation) and signing on behalf of the Bank are responsibilities assumed by the Chairman of the Board of Directors and, should he be absent or prevented, the Deputy Vice-Chairman, as well as - separately - by the Chief Executive Officer, the General Managers, and the Deputy General Managers, with said individuals vested with the ability to designate, be it a continuous basis or otherwise, single employees of the Bank and persons on secondment to the Bank, as well as outside third parties, as representatives and special agents for the undertaking of single actions and operations or specific types of actions and operations and to appoint lawyers, technical consultants and arbiters, assigning to them the appropriate powers and authorities.”

- amendment of Clause 29, paragraph 3, according to the following new text:

“The following persons also have the ability to sign, pursuant to the preceding paragraphs, including for procedural representation, in the name of UniCredit S.p.A.:

a) for the Head Office and for all secondary offices, branches, however named, and representative offices: the Directors with strategic responsibilities for the Bank if different from those representatives indicated in the paragraph 1 and the other parties, included seconded persons, to whom this power has been granted;

b) for the Head Office Unit only: Managers and grade 2, 3 and 4 Assistant Managers assigned to the Head Office, as well as seconded subjects vested with this ability;

c) for individual secondary offices, branches, however named, and representative offices: Managers and grade 2, 3 and 4 Assistant Managers assigned to them, as well as seconded subjects vested with this ability.

In order to be binding, documents issued for the Bank by representatives who have been authorised pursuant to the provisions of this paragraph must be signed jointly by two of the persons indicated, with the restriction however that grade 2 and 3 Assistant Managers may only sign with a grade 4 Assistant Manager or a Manager, exception made - with reference to the previous letter a) - for the Director with strategic responsibilities for the Bank to whom the responsibility for UniCredit's Legal function has been assigned to, who will be able to sign separately and with the same powers conferred to the subjects indicated in paragraph 1, the acts falling within the faculties he/she is invested with also according to these Articles of Association.”

- amendment of Clause 30, paragraph 17, according to the following new text:

“In the event of a permanent Auditor dying or leaving office or where his term in office is lapsed or he is not available for any other reason, he shall be replaced by the stand-in Auditor on the same list indicated by the outgoing Auditor according to the progressive order of the list, in abidance by the requirement concerning the minimum number of members registered in the Rolls of Auditors having undertaken the legal auditing of accounts according to paragraph 3 and by the principle of balance between the genders. If this is not possible, the departing Auditor shall be replaced by the stand-in Auditor having the required characteristics coming progressively from the most voted of the minority lists, according to the progressive order of listing. Where Auditors are not appointed by the list based system, the stand-in Auditor provided for by legal provisions shall take over. Whenever the Chairman is substituted, the stand-in Auditor taking his place also takes on the

Chairman's seat. The Shareholders' Meeting envisaged by art. 2401, sub-sec. 1, of the Italian Civil Code, nominates or provides for the substitution of the Statutory Auditors adopting the resolution by relative majority, abiding by the principle regarding the compulsory presence of the minorities and the balance between the genders. Where the appointment of the stand-in Auditor in lieu of the Auditor is not confirmed by the Shareholders' Meeting, he shall return to his position as stand-in Auditor."

- amendment of Clause 34, paragraph 2, according to the following new text:

"The manager in charge of preparing the company's financial reports shall be selected by the Board of Directors from the Bank's managers who meet all the following qualifications:

a) a degree (or equivalent) in business or finance obtained in Italy or abroad;

b) at least three years experience as a manager of an in-house area dedicated to the preparation of accounts or as a Chief Financial Officer (or equivalent) in an Italian or foreign listed limited company including UniCredit and its subsidiaries;

c) assignment at the time of the appointment in a management or more senior position."

2. to grant the Chairman and the Chief Executive Officer, also separately, all the necessary powers, to act within the law in order to implement the above resolutions, to file and register them pursuant to the requirements of law, and to do whatever else may be necessary for the implementation of the above resolutions, giving explicit approval and ratification in advance;
3. to authorize the Chairman and the Chief Executive Officer, also separately, to register the Articles of Association, as above updated, with the Register of Companies (Registro delle Imprese)."