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10. Amendment to Group incentive systems based on financial instruments

Directors' Report

8 April 2022

Ordinary part Shareholders' Meeting

Amendment to Group incentive systems based on financial instruments. Consequent and inherent resolutions

Dear Shareholders,

We have called this Shareholders' Meeting to request your approval of the following amendments to:

- 2017 Group Incentive System, as set out in the related Directors' report and approved by the Shareholders' Meeting held in ordinary session on 20 April 2017;
- 2017-2019 Long Term Incentive Plan (2017-2019 LTI Plan), as set out in the related Directors' report and approved by the Shareholders' Meeting held in ordinary session on 20 April 2017;
- 2018 Group Incentive System, as set out in the related Directors' report and approved by the Shareholders' Meeting held in ordinary session on 12 April 2018;
- 2019 Group Incentive System, as set out in the related Directors' report and approved by the Shareholders' Meeting held in ordinary session on 11 April 2019;
- 2020 Group Incentive System, as set out in the related Directors' report and approved by the Shareholders' Meeting held in ordinary session on 9 April 2020;
- 2020-2023 Long Term Incentive Plan (2020-2023 LTI Plan), as set out in the related Directors' report and approved by the Shareholders' Meeting held in ordinary session on 9 April 2020; and
- 2021 Group Incentive System, as set out in the related Directors' report and approved by the Shareholders' Meeting held in ordinary session on 15 April 2021,

(hereinafter also, collectively, the "**Compensation Plans**" and, each of them, the "**Compensation Plan**").

This proposal has been formulated pursuant to and to the effects of Article 114-*bis* of the Italian Consolidated Financial Act.

Together with this Directors' report, information documents relating to each Compensation Plan prepared pursuant to Article 84-*bis* of the Regulation adopted by CONSOB with Resolution No. 11971 dated 14 May 1999 (the "**Issuers' Regulation**") and Scheme No. 7 of the Annex 3A of the Issuers' Regulation, as amended to reflect the proposal set out in this Directors' report, will be made available to the public in accordance with the applicable law and to which reference is made for a detailed description of the Compensation Plans described in this report.

1. Reasons for the amendments to the Compensation Plans

As illustrated in the relevant information documents and Directors' reports, the method for executing the Compensation Plans was initially identified, on the respective dates of approval, in the granting to the Board of Directors, in compliance with art. 2443 of the Italian Civil Code, of the power to carry out a free capital increase of UniCredit S.p.A. ("**UniCredit**" or the "**Company**"), on one or more transactions, pursuant to art. 2349 of the Italian Civil Code.

These delegations of the power to carry out a free capital increase are registered, in compliance with applicable laws, in the UniCredit's Articles of Association available on the Company's website (HOME > Governance > Our governance system > Articles of Association and Code of Ethics).

Without prejudice to the possibility, envisaged by the respective regulations of the Compensation Plans, to assign the variable remuneration in cash (in lieu of the assignment of UniCredit ordinary shares), the Board of Directors proposes to amend the Compensation Plans in order to envisage that UniCredit ordinary shares to be assigned to the beneficiaries of the Compensation Plans may result, alternatively or in combination, from (i) the exercise by the Board of Directors of the above powers to carry out a free capital increase or (ii) the use of treasury shares from time to time held in the portfolio and intended for this purpose, including any UniCredit treasury shares purchased on the market in execution of any authorisation resolved by the Shareholders' Meeting.

The possibility of using treasury shares for the regulation of compensation plans is market practice. This amendment will allow the Company to continue to incentivise UniCredit Group Personnel, while limiting dilution for UniCredit Shareholders.

In conclusion, it should be noted that the means of settlement of the Compensation Plans will be determined by the Board of Directors from time to time on the basis of the best interests of the Company and in accordance with the provisions of the relevant Compensation Plans.

2. Description of the amendments to the Compensation Plans

In order to facilitate the identification of the proposed amendments to the Compensation Plans for each Compensation Plan subject to the proposed amendments, it is indicated below on the left-hand column the current text of the provision included in the relevant Directors' report and subject to change, whilst it is indicated on the right-hand column the new text proposed. In particular, with reference to the new text, the amendments are indicated as per the below:

- the words proposed for cancellation are marked in ~~strike through~~; and
- the words proposed for insertion are marked in **bold underlined**.

Any other provisions of the Compensation Plans not mentioned below shall not be changed. For further information on the provisions of the Compensation Plans, please refer to the relevant Directors' reports, as well as to the information documents prepared pursuant to art. 84-bis of the Issuers' Regulations, as amended to reflect these proposed changes.

In relation to the 2017 Group Incentive System and to the 2017-2019 Long Term Incentive Plan (2017-2019 LTI Plan), it is proposed to amend the paragraph "*Shares requested for the 2017 Compensation Systems*" as follows:

CURRENT TEXT	PROPOSED CHANGE
<p>The issue of UniCredit free ordinary shares necessary for the execution of the 2017 System and of the LTI Plan, as in the past, will be object of a delegation of power of attorney to the Board of Directors, in compliance with sect. 2443 of the Civil Code.</p> <p>Accordingly, the extraordinary session of today's Shareholders' meeting will be asked to approve the proposal to delegate to the Board of Directors the</p>	<p>The issue<u>allocation</u> of UniCredit free ordinary shares necessary for the execution of the 2017 System and of the LTI Plan <u>will be executed: (i)</u> as in the past, will be object of a through delegation of power of attorney to the Board of Directors, in compliance with sect. 2443 of the Civil Code; <u>and (ii) by means of treasury shares in UniCredit's portfolio purchased in execution of any</u></p>

<p> 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 € 187,539,740.00 corresponding to up to 20,000,000 UniCredit ordinary shares, to be granted to employees of the Holding Company and of Group banks and companies for the 2017 System and the LTI Plan. </p> <p> 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 2022, in order to assign last share installment provided for 2023 for both plans, 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 so that the implementation of 2017 System and LTI Plan can be completed. </p> <p> 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 service the 2017 System and the LTI Plan, 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 2017. </p>	<p> <u>authorisations that may be granted by the Shareholders' Meeting.</u> </p> <p> Accordingly, <u>In relation to the delegation to increase the share capital, it is hereby reminded that</u> the extraordinary session of today's <u>the</u> Shareholders' Meeting will be asked to approve the proposal <u>resolved</u> to delegate to the Board of Directors the aforementioned, <u>pursuant to article 2443 of the Italian Civil Code, the</u> power of attorney to <u>(i)</u> resolve, on one or more occasions for a maximum period of five years, to carry out a free capital increase, as allowed by <u>also in more transactions and</u> for a maximum period of five years <u>from the Shareholders' resolution of 20 April 2017,</u> pursuant to section 2349 of the Italian Civil Code, for a maximum amount of € 187,539,740.00 corresponding to up to no. <u>no. 20,000,000</u> UniCredit ordinary shares; <u>as well as (ii) resolve to carry out a free capital increase in 2023, for a maximum amount of € 28,130,961.00, corresponding to up to no. 3,000,000 ordinary shares,</u> to be granted to employees of the Holding Company and <u>the Personnel of UniCredit,</u> of Group banks and companies for the 2017 System and the LTI Plan <u>holding positions of particular importance for the purposes of achieving the Group's overall objectives in execution of the 2017 Group Incentive System and 2017-2019 LTI Plan.</u> </p> <p> <u>The Company will convene a Shareholders' meeting to request an authorisation to purchase ordinary shares, or a delegation to the Board of Directors to increase the share capital pursuant to art. 2443 of the Civil Code, in time for the assignment of the last tranche of the 2017-2019 LTI Plan in 2024.</u> </p> <p> 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 2022, in order to assign last share installment provided for 2023 for both plans, 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 so that the implementation of 2017 System and LTI Plan can be completed. The <u>Any</u> 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. </p>
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	<p>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 service the 2017 System and the LTI Plan, <u>pursuant to said delegations to increase the share capital, or the Company is not authorised to purchases shares for that purpose, or, in general, the Company does not have any ordinary shares available in its portfolio to be allocated to beneficiaries</u>, 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 2017.</p>
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In relation to the 2018 Group Incentive System, it is proposed to amend the paragraph “*Shares requested for the 2018 Compensation Systems*” as follows:

CURRENT TEXT	PROPOSED CHANGE
<p>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.</p> <p>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.</p> <p>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.</p> <p>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</p>	<p>The issue <u>allocation</u> of UniCredit free ordinary shares necessary for the execution of the 2018 System <u>will be executed: (i)</u> as in the past, should be object of a <u>through</u> delegation of power of attorney to the Board of Directors, in compliance with sect. 2443 of the Civil Code; <u>and (ii) by means of treasury shares in UniCredit’s portfolio purchased in execution of any authorisations that may be granted by the Shareholders’ meeting.</u></p> <p>Accordingly, <u>In relation to the delegation to increase the share capital, it is hereby reminded that</u> the extraordinary session of today’s the Shareholders’ meeting will be asked to approve the proposal <u>resolved</u> to delegate to the Board of Directors the aforementioned, <u>pursuant to article 2443 of the Italian Civil Code, the power of attorney to (i) resolve, on one or more occasions for a maximum period of five years, to carry out a free capital increase, as allowed by section</u> <u>also in more transactions and</u> for a maximum period of five years <u>from the Shareholders’ resolution of 12 April 2018, pursuant to article</u> 2349 of the Italian Civil Code, for a maximum amount of Euro 76,597,177 corresponding to up to no. 8,200,000 UniCredit ordinary shares; <u>as well as (ii) resolve to carry out a free capital increase in 2024, for a maximum amount of Euro 7,344,935, corresponding to up to no. 800,000 ordinary shares,</u> to be granted to employees of the Holding Company and of <u>the Personnel of UniCredit, of</u> Group banks and companies for the 2018 System. <u>holding positions of particular importance for the purposes of achieving the Group’s overall objectives in execution of the 2018 Group Incentive System.</u></p>

<p>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.</p>	<p>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 Any 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.</p> <p>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, <u>pursuant to said delegations to increase the share capital, or the Company is not authorised to purchases shares for that purpose, or, in general, the Company does not have any ordinary shares available in its portfolio to be allocated to beneficiaries</u>, 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.</p>
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In relation to the 2019 Group Incentive System, it is proposed to amend the paragraph “*Shares requested for the 2019 Compensation Systems*” as follows:

CURRENT TEXT	PROPOSED CHANGE
<p>The issue of UniCredit free ordinary shares necessary for the execution of the 2019 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.</p> <p>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, 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 131,453,966 corresponding to up to 14,000,000</p>	<p>The issue <u>allocation</u> of UniCredit free ordinary shares necessary for the execution of the 2019 System <u>will be executed: (i)</u> as in the past, should be object of a <u>through</u> delegation of power of attorney to the Board of Directors, in compliance with sect. 2443 of the Civil Code; <u>and (ii) by means of treasury shares in UniCredit’s portfolio purchased in execution of any authorisations that may be granted by the Shareholders’ meeting.</u></p> <p>Accordingly, <u>In relation to the delegation to increase the share capital, it is hereby reminded that</u> the extraordinary session of today’s <u>the</u> Shareholders’ meeting will be asked to approve the proposal <u>resolved</u></p>

<p>UniCredit ordinary shares, to be granted to beneficiaries for the 2019 System.</p> <p>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 2024, in order to assign last share installment provided for 2025, 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 2019 System.</p> <p>The allocation of needed free ordinary shares shall be done using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Personnel", which, if needed, may be restored, or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation from company profits that shall be identified by the Board of Directors at the moment of share issuance. In case it will not be feasible to proceed with the issuance (fully or partially) of UniCredit ordinary shares to serve the 2019 System (also due to the lack of reserves in the "Provisions Linked to the Medium Term Incentive System for Group Personnel"), an equivalent amount in cash will be allocated to the beneficiaries, 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 executing the payment of each shares installment after the end of the mandatory retention period.</p>	<p>to delegate to the Board of Directors the aforementioned, <u>pursuant to article 2443 of the Italian Civil Code, the power of attorney, on one or more occasions for a maximum period of five years to (i) resolve</u> to carry out a free capital increase, <u>also in more transactions and for a maximum period of five years from the Shareholders' resolution of 11 April 2019, pursuant to article</u> 2349 of the Italian Civil Code, for a maximum amount of Euro 131,453,966 corresponding to up to <u>no. 14,000,000 UniCredit ordinary shares, to be granted to beneficiaries for the 2019 System, as well as (ii) resolve to carry out a free capital increase in 2025, for a maximum amount of Euro 18,779,138, corresponding to up to no. 2,000,000 ordinary shares, to be granted to the Personnel of UniCredit, Group banks and companies holding positions of particular importance for the purposes of achieving the Group's overall objectives in execution of the 2019 Group Incentive System.</u></p> <p>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 2024, in order to assign last share installment provided for 2025, 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 2019 System. The <u>Any</u> allocation of needed free ordinary shares shall be done using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Personnel", which, if needed, may be restored, or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation from company profits that shall be identified by the Board of Directors at the moment of share issuance.</p> <p>In case it will not be feasible to proceed with the issuance (fully or partially) of UniCredit ordinary shares to serve the 2019 System (also due to the lack of reserves in the "Provisions Linked to the Medium Term Incentive System for Group Personnel"), <u>pursuant to said delegations to increase the share capital, or the Company is not authorised to purchases shares for that purpose, or, in general, the Company does not have any ordinary shares available in its portfolio to be allocated to beneficiaries,</u> an equivalent amount in cash will be allocated to the beneficiaries, determined on the basis of the market value of UniCredit shares, considering the arithmetic mean of the official market</p>
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	price of ordinary shares during the month preceding each Board resolution executing the payment of each shares installment after the end of the mandatory retention period.
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In relation to the 2020 Group Incentive System, it is proposed to amend the paragraph “*Shares requested for the 2020 Compensation Systems*” as follows:

CURRENT TEXT	PROPOSED CHANGE
<p>The issue of UniCredit free ordinary shares necessary for the execution of the 2020 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.</p> <p>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, in one or more instances 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 123,146,209 corresponding to up to 13,100,000 UniCredit ordinary shares, to be granted to the beneficiaries of the 2020 System.</p> <p>Such an amount does not include the last tranche of shares scheduled for 2026, since the power to increase the share capital pursuant to Article 2443 of the Italian Civil Code may be exercised for a maximum period of five years from the date of registration of the Shareholders' resolution granting the proxy and therefore, with respect to the date of today's Shareholders' resolution, until 2025. Therefore, for the allocation of the last tranche of shares scheduled for 2026 a proposal to supplement the proxy already granted to the Board of Directors in order to complete the execution of the 2020 System will have to be submitted to a future Shareholders' meeting.</p> <p>Such capital increase will be done using the special reserve known as “Provisions Linked to the Medium Term Incentive System for Group Personnel”, which, if needed, may be restored, or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation of company profits that shall be identified by the Board of Directors at the moment of shares issuance. In case it will not be feasible to proceed with the issuance (full or partial) of UniCredit ordinary shares to serve the 2020 System (also due to the lack of reserves in the “Provisions Linked to the Medium Term Incentive System for Group Personnel”), an equivalent amount in cash will be allocated to the beneficiaries, determined multiplying the number of shares to be assigned by the arithmetic mean of the official market price of ordinary shares during the month preceding</p>	<p>The issue allocation of UniCredit free ordinary shares necessary for the execution of the 2020 System will be executed: (i) as in the past, should be object of a through delegation of power of attorney to the Board of Directors, in compliance with sect. 2443 of the Civil Code; and (ii) by means of treasury shares in UniCredit's portfolio purchased in execution of any authorisations that may be granted by the Shareholders' meeting.</p> <p>Accordingly, In relation to the delegation to increase the share capital, it is hereby reminded that the extraordinary session of today's the Shareholders' Meeting will be asked to approve the proposal resolved to delegate to the Board of Directors the aforementioned, pursuant to section 2443 of the Italian Civil Code, the power of attorney to (i) resolve to carry out a free capital increase, also in one or more instances and for a maximum period of five years from the Shareholders' resolution of 9 April 2020, to carry out a free capital increase, as allowed by pursuant to section 2349 of the Italian Civil Code, for a maximum amount of Euro 123,146,209 corresponding to up to 13,100,000 UniCredit ordinary shares, to be granted to the beneficiaries of the 2020 Personnel of UniCredit, Group banks and companies holding positions of particular importance for the purposes of achieving the Group's overall objectives in execution of the 2020 Group Incentive System.</p> <p>Such an amount does not include the last tranche of shares scheduled for 2026, since the power to increase the share capital pursuant to Article 2443 of the Italian Civil Code may be exercised for a maximum period of five years from the date of registration of the Shareholders' resolution granting the proxy and therefore, with respect to the date of today's the Shareholders' resolution of 9 April 2020, until 2025. Therefore, for the allocation of the last tranche of shares scheduled for 2026 will be executed: (i) by means of treasury shares in UniCredit's portfolio in execution of any authorisation granted by the Shareholders' meeting, or through the a proposal to be submitted to a future Shareholders' meeting to supplement the proxy already granted to the Board of Directors by the</p>

<p>each Board resolution executing the payment of each shares installment after the end of the mandatory retention period.</p>	<p>Shareholders' meeting of 9 April 2020, in order to complete the execution of the 2020 System, will have to be submitted to a future Shareholders' meeting. Such Any capital increase will be done using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Personnel", which, if needed, may be restored, or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation of company profits that shall be identified by the Board of Directors at the moment of shares issuance.</p> <p>In case it will not be feasible to proceed with the issuance (full or partial) of UniCredit ordinary shares to serve the 2020 System (also due to the lack of reserves in the "Provisions Linked to the Medium Term Incentive System for Group Personnel"), <u>pursuant to said delegation to increase the share capital, or the Company is not authorised to purchases shares for that purpose, or, in general, the Company does not have any ordinary shares available in its portfolio to be allocated to beneficiaries,</u> an equivalent amount in cash will be allocated to the beneficiaries, determined multiplying the number of shares to be assigned by the arithmetic mean of the official market price of ordinary shares during the month preceding each Board resolution executing the payment of each shares installment after the end of the mandatory retention period.</p>
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In relation to the 2020-2023 Long-Term Incentive Plan (2020-2023 LTI Plan), it is proposed to amend the paragraph "Shares requested for the 2020-2023 LTI Plan" as follows:

CURRENT TEXT	PROPOSED CHANGE
<p>As in the past, the powers for the issue of the UniCredit free ordinary shares necessary for the execution of the 2020-2023 LTI Plan should be object of a delegation of powers of attorney by the Extraordinary Shareholder Meeting to the Board of Directors, in compliance with sect. 2443 of the Civil Code.</p> <p>Considering that the LTI Plan proposed today provides for an extension of its duration with respect to the previous plan (which covered the three-year period 2017-2019) and that the first issue and simultaneous grant of shares to the beneficiaries is scheduled to take place only during the first half of 2025 and, conversely, the right to increase the share capital in accordance with art. 2443 of the Italian Civil Code may be exercised for a maximum period of five years from the date of registration of the Shareholders' resolution to grant the proxy, differently from the past, it is not proposed to today's Shareholders'</p>	<p>As in the past, the powers for the issue of the UniCredit free ordinary shares necessary for the execution of the 2020-2023 LTI Plan should be object of a <u>will be executed: (i) as in the past, through</u> delegation of powers of attorney by the Extraordinary Shareholder Meeting to the Board of Directors, in compliance with sect. 2443 of the Civil Code; <u>and (ii) by means of treasury shares in UniCredit's portfolio purchased in execution of any authorisations that may be granted by the Shareholders' meeting.</u></p> <p>Considering that the The LTI Plan proposed today provides for an extension of its duration with respect to the previous plan (which covered the three-year period 2017-2019) and that the first issue and simultaneous grant of shares to the beneficiaries is scheduled to take place only during the first half of 2025 and, conversely, the right to increase the share capital in accordance with art. 2443 of the Italian Civil Code may be exercised for a</p>

<p>Meeting to grant the Board of Directors the relevant proxy to increase the share capital.</p> <p>A proposal for the conferment of the proxy to increase the share capital to service the LTI Plan, in one or more tranches, within a maximum period of five years, by a maximum of € 125,000,000 corresponding to a maximum of 9,400,000 ordinary UniCredit shares, to be assigned, pursuant to Article 2349 of the Italian Civil Code, to the beneficiaries of the LTI 2020-2023 Plan will be therefore submitted to a future Shareholders' Meeting.</p> <p>Such an increase in capital will be performed by using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Personnel", which, if needed, may be restored, or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation from company profits that shall be identified by the Board of Directors at the moment of share issuance. In case it will not be feasible to proceed with the issuance (fully or partially) of UniCredit ordinary shares to serve the LTI Plan (also due to the lack of reserves in the "Provisions Linked to the Medium Term Incentive System for Group Personnel"), an equivalent amount in cash will be allocated to the beneficiaries, determined multiplying the number of shares to be assigned by the arithmetic mean of the official market price of ordinary shares during the month preceding each Board resolution executing the payment of each shares installment after the end of the mandatory retention period.</p>	<p>maximum period of five years from the date of registration of the Shareholders' resolution to grant the proxy, differently from the past, it is not proposed to today's Shareholders' Meeting to grant the Board of Directors the relevant proxy to increase the share capital.</p> <p><u>The Company will convene a Shareholders' meeting to request an authorisation to purchase ordinary shares, or a delegation to the Board of Directors to increase the share capital pursuant to art. 2443 of the Civil Code, in time for the assignment of the first tranche of the LTI Plan in 2025.</u></p> <p>A proposal for the conferment of the proxy to increase the share capital to service the LTI Plan, in one or more tranches, within a maximum period of five years, by a maximum of € 125,000,000 corresponding to a maximum of 9,400,000 ordinary UniCredit shares, to be assigned, pursuant to Article 2349 of the Italian Civil Code, to the beneficiaries of the LTI 2020-2023 Plan will be therefore submitted to a future Shareholders' Meeting.</p> <p>Such an Any increase in capital will be performed by using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Personnel", which, if needed, may be restored, or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation from company profits that shall be identified by the Board of Directors at the moment of share issuance.</p> <p>In case it will not be feasible to proceed with the issuance (fully or partially) of UniCredit ordinary shares to serve the LTI Plan (also due to the lack of reserves in the "Provisions Linked to the Medium Term Incentive System for Group Personnel"), <u>or the Company is not authorised to purchases shares for that purpose, or, in general, the Company does not have any ordinary shares available in its portfolio to be allocated to beneficiaries,</u> an equivalent amount in cash will be allocated to the beneficiaries, determined multiplying the number of shares to be assigned by the arithmetic mean of the official market price of ordinary shares during the month preceding each Board resolution executing the payment of each shares installment after the end of the mandatory retention period.</p>
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In relation to the 2021 Group Incentive System, it is proposed to amend the paragraph "*Shares requested for the 2021 Compensation Systems*" as follows:

CURRENT TEXT	PROPOSED CHANGE
The issue of UniCredit free ordinary shares necessary for the execution of the 2021 System, as in the past, is	The issue allocation of UniCredit free ordinary shares necessary for the execution of the 2021 System will 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, in one or more instances 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 176,024,708 corresponding to up to 18,700,000 UniCredit ordinary shares, to be granted to the beneficiaries of the 2021 System.

Such an amount does not include the last tranche of shares scheduled for 2027 (completion of the 2021 System execution lasts 6 years and in some Group Entities even 7 years, until 2028), since the power to increase the share capital pursuant to Article 2443 of the Italian Civil Code may be exercised for a maximum period of five years from the date of registration of the Shareholders' resolution granting the proxy and therefore, with respect to the date of today's Shareholders' resolution, until 2026. Therefore, for the allocations of the last tranches of shares scheduled for 2027 and 2028 a proposal to supplement the proxy already granted to the Board of Directors in order to complete the execution of the 2021 System will have to be submitted to a future Shareholders' meeting.

Such capital increase will be done using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Personnel", which, if needed, may be restored or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation of company profits that shall be identified by the Board of Directors at the moment of shares issuance. In case it will not be feasible to proceed with the issuance (full or partial) of UniCredit ordinary shares to serve the 2021 System (also due to the lack of reserves in the "Provisions Linked to the Medium Term Incentive System for Group Personnel"), an equivalent amount in cash will be allocated to the beneficiaries, determined multiplying the number of shares to be assigned by the arithmetic mean of the official market price of ordinary shares during the month preceding each Board resolution executing the payment of each shares installment after the end of the mandatory retention period.

~~executed: (i)~~ as in the past, is object of a **through** delegation of power of attorney to the Board of Directors, in compliance with sect. 2443 of the Civil Code **and (ii)** **by means of treasury shares in UniCredit's portfolio, purchased in execution of any authorisations that may be granted by the Shareholders' meeting.**

Accordingly, **In relation to the delegation to increase the share capital, please note that** the extraordinary session of today's Shareholders' Meeting will be asked to approve the proposal **resolved** to delegate **the power of attorney** to the Board of Directors ~~the aforementioned power of attorney, in one or~~ **pursuant to section 2443 of the Italian Civil Code, to resolve to carry out a free capital increase, also in** more instances **and** for a maximum period of five years, ~~to carry out a free capital increase~~ **from the Shareholders' resolution of 15 April 2021, as allowed by** ~~pursuant to~~ section 2349 of the Italian Civil Code, for a maximum amount of Euro 176,024,708 corresponding to up to ~~no,~~ 18,700,000 UniCredit ordinary shares, to be granted to the beneficiaries of the 2021 System **Personnel of UniCredit, of Group banks and companies holding positions of particular importance for the purposes of achieving the Group's overall objectives.**

Such an amount does not include the last tranches of shares scheduled for 2027 **and for 2028** (completion of the 2021 System execution lasts 6 years and in some Group Entities even 7 years, until 2028), since the power to increase the share capital pursuant to Article 2443 of the Italian Civil Code may be exercised for a maximum period of five years from the date of registration of the Shareholders' resolution granting the proxy and therefore, with respect to the date of ~~today's~~ Shareholders' resolution **of 15 April 2021**, until 2026.

~~Therefore, for the allocations of the last tranches of shares scheduled for 2027 and 2028 a proposal to supplement the proxy already granted to the Board of Directors, in order to complete the execution of the 2021 System will have to be submitted to a future Shareholders' meeting.~~

The Company will convene a Shareholders' meeting to request an authorisation to purchase ordinary shares, or a delegation to the Board of Directors to increase the share capital pursuant to art. 2443 of the Civil Code, in time for the assignment of the last tranches of the 2021 System in 2027 and 2028.

~~Such~~ **Any** capital increase will be done using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Personnel", which, if needed, may be restored, or increased via allocation of profits or a portion of available statutory reserves, formed through

	<p>the allocation of company profits that shall be identified by the Board of Directors at the moment of shares issuance.</p> <p>In case it will not be feasible to proceed with the issuance (full or partial) of UniCredit ordinary shares to serve the 2021 System (also due to the lack of reserves in the “Provisions Linked to the Medium Term Incentive System for Group Personnel”), <u>pursuant to said delegation to increase the share capital, or the Company is not authorised to purchases shares for that purpose, or, in general, the Company does not have any ordinary shares available in its portfolio to be allocated to beneficiaries,</u> an equivalent amount in cash will be allocated to the beneficiaries, determined multiplying the number of shares to be assigned by the arithmetic mean of the official market price of ordinary shares during the month preceding each Board resolution executing the payment of each shares installment after the end of the mandatory retention period.]</p>
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Dear Shareholders,

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

“UniCredit S.p.A.’s Ordinary Shareholders’ Meeting, having heard the Board of Directors proposal,

RESOLVES

- 1. to adopt the changes to Compensation Plans, under the terms and conditions set out above;*
- 2. to confer to the Chief Executive Officer and to the Head of Group People & Culture, also separately and with the faculty to sub-delegate the Executive Personnel of the Head Office, all opportune power of attorney to execute the present resolution and the documents which represent part of it, also making any amendments and/or integrations which may be necessary to execute the present resolution of today’s Shareholders’ Meeting (without altering substantially the content of the resolution) or to ensure compliance with regulatory and legal provisions (including those relating to taxation matters) and remuneration and incentives policies from time to time in force in the Countries where the Group companies have their registered office, also taking into account any effects (legal, tax or of other nature) related to the execution of the Compensation Plans described above.”*