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Oggetto : UniCredit: Call for the Shareholders'
Meeting

Testo del comunicato

Vedi allegato.



PRESS RELEASE

UniCredit: Call for the Shareholders' Meeting

UniCredit Board of Directors met on 26 July 2022 and resolved, *inter alia*, on the following

CALL FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

Following the UniCredit submission of the request to the ECB for the approval of the “Second Tranche of Buy-Back Programme 2021” in an amount of euro 1 billion, the Board of Directors has decided, among other things, to call an Ordinary and Extraordinary Shareholders' Meeting in Milan, in a single call, to be held on 14 September 2022 to agree resolutions on the following agenda:

Ordinary part

Authorisation to purchase treasury shares aimed at remunerating the shareholders – update and integration of the resolution of 8 April 2022. Consequent and inherent resolutions

Extraordinary part

Cancellation of treasury shares with no reduction of share capital; consequent amendment to clause 5 of the Articles of Association. Consequent and inherent resolutions

PROPOSALS TO BE SUBMITTED AT THE ORDINARY SHAREHOLDERS' MEETING

Authorisation to purchase treasury shares aimed at remunerating the shareholders – update and integration of the resolution of 8 April 2022. Consequent and inherent resolutions

Pursuant to the Shareholders' Meeting resolution of 8 April 2022 and the authorisation received from the European Central Bank, the Company completed the “First Tranche of the Buy-Back Programme 2021”, in the context of which it purchased in aggregate no. 162,185,721 shares, cancelled on 19 July 2022, for a total consideration of Euro 1,579,999,994.85.

In order to enable the prosecution of the activities and objectives envisaged by the “UniCredit Unlocked” strategic plan in terms of shareholder remuneration, the Shareholders' Meeting will be requested to update and integrate the authorisation granted to the Board of Directors of UniCredit by the shareholders on 8 April 2022 concerning the power to purchase treasury shares, subject to having obtained the requested authorisation from the European Central Bank. The update and integration are necessary in order to increase the maximum number of UniCredit shares covered by the aforementioned authorisation, considering the evolution of price of UniCredit's share in recent months.

PROPOSALS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDER MEETING

Cancellation of treasury shares with no reduction of share capital; consequent amendment to clause 5 of the Articles of Association. Consequent and inherent resolutions

The Shareholders' Meeting will be requested to cancel the treasury shares that will be purchased under the shareholders' authorisation granted by the ordinary Shareholders' Meeting held on 8 April 2022, as it may be updated and integrated according to the resolution referred to in the sole item on the agenda of the ordinary Shareholders' Meeting above, for this purpose granting the Board of Directors with the power to carry out such cancellation.

Taking into account that UniCredit's ordinary shares have no nominal value, the cancellation will be carried out with no reduction of the nominal value of UniCredit's share capital and will be carried out solely by reducing the number of existing shares, with a consequent increase of their accounting par value. The

Shareholders' Meeting will be requested to approve the amendments to clause 5 of the Articles of Association which are necessary to implement the above resolution.

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The Notice of call will be published to date, also on the UniCredit website www.unicreditgroup.eu.

The Directors' Reports containing the reasons, the terms and conditions of the buy-back programme as well as the details of the proposal of cancellation of treasury shares and the consequent amendments to the Articles of Association will be available to the public, at the Company's Registered Office, on the website of the authorized storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com), as well as on the UniCredit website, to date.

Milan, 27 July 2022

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