

**INFORMAL TRANSLATION FROM ITALIAN TO ENGLISH OF THE**

**MERGER PLAN FOR INCORPORATION OF  
UNICREDIT SERVICES S.C.P.A. IN UNICREDIT S.P.A.**

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**MERGER PLAN FOR THE MERGER BY INCORPORATION OF UNICREDIT SERVICES S.C.P.A. INTO UNICREDIT S.P.A. PURSUANT TO ARTICLES 2501 ET SEQ. OF THE CIVIL CODE**

**1. Companies involved in the merger**

**Merging Company**

**UniCredit S.p.A.**

- Registered Office: Piazza Gae Aulenti 3 – Tower A – Milan
- Share Capital: Euro 21,220,169,840.49 fully paid in
- Fiscal Code, VAT number and Registration number with the Company Register of Milan-Monza-Brianza-Lodi: 00348170101
- Registered in the Register of Banking Groups and Parent Company of the UniCredit Banking Group, with. cod. 02008.1
- Member of the National Interbank Deposit Guarantee Fund
- Member of the National Compensation Fund

**Merged Company**

**UniCredit Services S.C.p.A.:**

- Registered Office: Via Livio Cambi, 1 – Milan
- Share Capital: Euro 194,159,415.00 fully paid in
- Fiscal Code, VAT number and Registration number with the Company Register of Milan-Monza-Brianza-Lodi: 12086630154
- Company subject to management and coordination by UniCredit S.p.A.

**2. Type of merger**

The merger referred to in this plan shall be carried out – pursuant to and for the purposes of Article 2501 et seq. of the Italian Civil Code – through the incorporation into UniCredit S.p.A. (hereinafter referred to as “**UniCredit**” or the “**Merging Company**”) of Unicredit Services S.C.p.A. (hereinafter the “**Merged Company**”).

**3. Articles of Association of the Merging Company**

The Articles of Association of the Merging Company will not be amended as a result of the merger.

**4. Exchange ratio**

On the execution date of the merger deed, the Merging Company will own the entire share capital of the Merged Company.

This circumstance allows the merger to be carried out by means of the procedure set out in Article 2505 of the Italian Civil Code, applying the procedural simplifications provided for therein.



Therefore, the provisions of Article 2501-*ter*, first paragraph, no. 3 (Exchange ratio), no. 4 (Procedures for the allotment of shares of the merging company) and no. 5 (Effective date of participation in profits of the shares allotted in the exchange) of the Italian Civil Code, as well as those of Articles 2501-*quinquies* and *sexies* of the Italian Civil Code, will not apply.

Furthermore, since UniCredit will hold one hundred per cent of the Merged Company on the date the merger deed is signed, the statement of assets and liabilities pursuant to Article 2501-*quater* of the Italian Civil Code will not be prepared.

Following the merger, UniCredit shall cancel the shares it holds representing the entire share capital of the Merged Company without determining any exchange and without any issue and assignment of new shares by the Merging Company, in accordance with the provisions of Article 2504-*ter*, paragraph 2, of the Italian Civil Code.

## **5. Legal effects of the merger**

The legal effects of the merger vis-à-vis third parties – pursuant to Article 2504-*bis* of the Italian Civil Code – will commence on the date of the last of the registrations provided for in Article 2504 of the Italian Civil Code, or on a later date that may be indicated in the merger deed.

From the same date, subject to the signing of the deeds and completion of the formalities required by the laws applicable in each country:

- all assets and liabilities (including existing contracts and employment relationships) of the Merged Company's foreign branches in Germany, the United Kingdom and the United States (New York) shall be transferred or deemed to have been transferred to the Merging Company's respective foreign banking branches already operating;
- all assets and liabilities (including existing contracts and employment relationships) of the Merged Company's foreign branches in Singapore, Romania, Slovakia, the Czech Republic and Hungary will be transferred or deemed to have been transferred to the Merging Company as a result of the merger and, following the registration of the change of ownership in the respective local commercial registers, such branches of the Merging Company will become the non-banking branches of the Merging Company;
- all assets and liabilities (including existing contracts and employment relationships) used or performed by the branch of the Merged Company in Poland will be used or performed by the branch that the Merging Company will establish in Poland prior to the effective date of the merger;

in any event, all non-banking assets and liabilities of the Merged Company will be seamlessly transferred under the sign and name of the Merged Company.

## **6. Effective date of charging the Merged Company's transactions to the Merging Company's financial statements and the tax effects of the merger**

The transactions of the Merged Company will be recorded in the Merging Company's financial statements from the first day of the financial year current on the date on which the merger becomes legally effective.

The tax effects of the merger for income tax purposes will also take effect on the same day, pursuant to Article 172 of Presidential Decree 917/1986.

**7. Treatment of special categories of shareholders and holders of securities other than shares/quotas**

There are no particular categories of shareholders or holders of securities other than shares for which special treatment is provided.

**8. Special advantages for the directors of the merging companies**

There are no special advantages for the directors of the merging companies.

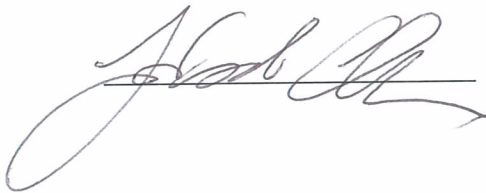
**9. Authorisation of the European Central Bank**

This merger will be authorised by the European Central Bank pursuant to Article 57 of the Consolidated Banking Act.

***This is without prejudice to any changes which may be required by the Supervisory Authority or at the time of registration of this project in the Companies Register.***

Milan, April 26<sup>th</sup> 2022

**UNICREDIT SERVICES S.C.P.A.**



Milan, April 27<sup>th</sup> 2022

**UNICREDIT S.P.A.**

