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Notice of call

31 March 2023

Ordinary and Extraordinary Shareholders' Meeting



UniCredit S.p.A. - Registered Office and Head Office: Piazza Gae Aulenti no. 3 - Tower A - 20154 Milan; Share Capital € 21.277.874.388,48 fully paid-up - Bank registered with the National Register of Banks and with the Register of Banking Groups and Parent Company of the UniCredit Banking Group, code 02008.1 - ABI (Italian Banking Association) Code 02008.1 – registration in the Milan-Monza-Brianza-Lodi Companies' Register, Fiscal Code and VAT no. 00348170101 - Member of the National Interbank Deposit Guarantee Fund and of the National Compensation Fund - Stamp duty paid virtually, if due - Auth. Agenzia delle Entrate, Ufficio di Roma 1, no. 143106/07 of 21.12.2007

NOTICE OF CALL

The Shareholders of UniCredit S.p.A. are hereby convened for the Ordinary and Extraordinary Shareholders' Meeting to be held on **31 March 2023, at 10 a.m., at Tower A, Piazza Gae Aulenti, 3, in Milan, in a single call.**

The Company - in accordance with the provisions of Article 106 of Law Decree no. 18/2020 converted into Law no. 27/2020 and subsequent amendments/integrations ("**Decree**") - has decided to make use of the right to provide that **the Shareholders' attendance at the Shareholders' Meeting shall be made exclusively through the Company-Designated Proxy Holder pursuant to Article 135-undecies of Legislative Decree no. 58/98, without physical participation by the shareholders.**

The procedures for holding the Shareholders' Meeting may be completed, amended and communicated with a reasonable period.

The Meeting is convened to decide on the following

AGENDA

Ordinary part

1. Approval of the 2022 Financial Statements
2. Allocation of the net profit of the year 2022
3. Elimination of negative reserves for the components not subject to change by means of their definitive coverage
4. Authorisation to purchase treasury shares aimed at remunerating the shareholders. Consequent and inherent resolutions
5. 2023 Group Remuneration Policy
6. Remuneration Report
7. 2023 Group Incentive System
8. Application of the ratio between variable and fixed remuneration of 2:1 across the organization
9. Determination of the number of Directors

Extraordinary part

1. Delegation to the Board of Directors to carry out a free capital increase to the service of the 2017-2019 LTI Plan and amendment and integration of the delegations of authority given to service to the Group incentive systems already approved; consequent amendments and integrations of clause 6 of the Articles of Association

2. Delegation to the Board of Directors to carry out a free capital increase to service the 2022 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association
3. 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 dividend eventually resolved upon at the Shareholders' Meeting, will be paid out, in accordance with all applicable laws and regulations, on **26 April 2023**, having **24 April 2023** as the ex-dividend date.

Under Article 83-terdecies of Legislative Decree no. 58/1998 (*Consolidated Law on Financial Intermediation*, here below "TUF"), those who - based on the relevant records - are Shareholders at the end of the accounting day on **25 April 2023** will be entitled to receive the dividend.

Right to attend and vote at the Shareholders' Meeting

Pursuant to Article 83-sexies of the TUF, those who can legitimately attend and vote at the Shareholders' Meeting - **exclusively through the Company-Designated Proxy Holder** - are the persons for whom, at their own request and within the terms provided by current provisions of the law, the brokers who hold the accounts on which the UniCredit shares are recorded have sent to the Company the communications confirming the entitlement to this right according to the records referred to at the end of the accounting day on **22 March 2023** (the so-called *record date*). The credit and debt recordings carried out on the accounts after this date are not counted as significant: therefore, those who will prove to be shareholders only after such date will not have the right to attend and vote at the Meeting.

No provisions have been made for voting by correspondence or by using electronic means.

Voting proxies and the Company-Designated Proxy Holder

Pursuant to the Decree, the attendance at the Meeting by those who have the right to vote is allowed exclusively through the Company-Designated Proxy Holder.

Those who have the right to vote will therefore necessarily have to grant a proxy and voting instructions to **Computershare S.p.A.**, with registered office in Milan and offices at via Nizza, 262/73 in Turin, the Representative designed for this purpose by the Company pursuant to Article 135-undecies of the TUF, in accordance with the procedures provided for by the current legislation.

The proxy to the Company-Designated Proxy Holder, with voting instructions on all or some of the proposals on the agenda, shall be conferred through the specific proxy form, also electronic, prepared by the Designated Proxy Holder itself in agreement with the Company, available on UniCredit website at www.unicreditgroup.eu/agm31march2023. The proxy form with voting instructions must be submitted, following the instructions therein, **by 29 March 2023**. Alternatively, the proxy may be transmitted, **by 12:00 noon on 30 March 2023**, using the specific web application prepared and managed directly by Computershare S.p.A., through which it will be possible to proceed with the guided filling in of the form.

The web application, which can be accessed via a specific link on UniCredit website at www.unicreditgroup.eu/agm31march2023, will be made available by Computershare S.p.A. from **1 March 2023**.

The proxy and voting instructions can always be cancelled by the specified deadlines, using the procedures specified above. The proxy is effective only for proposals in relation to which voting instructions have been given.

To the Company-Designated Proxy Holder, according to the Decree, also delegations or sub-delegations pursuant to Article 135-novies of the TUF may be conferred, with the possibility to use the delegation/sub-delegation form available on the Company website. The delegation or sub-delegation, together with the voting instructions, granted by

means of a document in electronic format with a qualified electronic signature or digital signature may be notified to Computershare S.p.A. by sending an e-mail to unicredit@pecserviziotitoli.it.

Addition of items to the agenda, submission of new resolution proposals on items already on the agenda

The right to add new items to the Shareholders' Meeting agenda and/or to submit new resolution proposals on items already on the agenda may be exercised by Shareholders that, even jointly, hold at least 0.50% of the share capital in the cases and according to the methods established by Article 126-bis of the TUF, **within 10 days from the publication of this notice of call**. Additions to the agenda are not admissible on topics for which the Shareholders' Meeting has been called upon to resolve, according to law, following the submission of proposals by the Directors, or based on plans or reports drafted by the Directors, other than those indicated in Article 125-ter, sec. 1 of the TUF.

The requests - together with the documentation certifying the ownership of the shareholding - must be sent to the attention of the "Group Corporate Affairs Department" and submitted in writing or sent via registered mail with the notice of receipt, to UniCredit S.p.A.'s Registered Office; the requests may also be sent via certified e-mail to corporate.law@pec.unicredit.eu. Within the same deadline, and by using the same means, a report giving the reason for the request or the proposal must be sent to the Board of Directors by the requiring or applying Shareholders. The legitimation of the Shareholders shall be ascertained based on the notice given by the broker according to Article 43 of the Bank of Italy-Consob Resolution dated 13 August 2018 (*Regulation of central counterparties, central securities depositories and centralized management*).

Additions to the agenda and further resolution proposals on items already on the agenda will be subject to public notice, in the same ways established for the publication of the notice of call, **by 16 March 2023**. At the same time the submitted reports drawn up by those requiring additions and/or further resolution proposals will be made available to the public, together with any consideration of the Board of Directors, in the same ways provided for the documents concerning the Meeting.

Individual resolution proposals

With reference to the provision of Article 126-bis, paragraph 1, of the TUF ("Any person who has the right to vote can individually submit resolution proposals at the shareholders' meeting") - with respect to which the Decree has not provided for specific derogating provisions - UniCredit specifies below how and within what time frame Shareholders can exercise this right:

- Shareholders who are entitled to attend the Shareholders' Meeting may submit any proposals on the items on the agenda, by sending them to the Company's Registered Office (expressly stating: "To the attention of the Group Corporate Affairs Department") or by email to corporate.law@pec.unicredit.eu; such proposals must contain the text of the resolution to be submitted to the Meeting;
- the proposals must be received by UniCredit **within 14 March 2023** to enable the Company to make them public and to integrate the proxy forms with the related voting instructions in time to allow those entitled to vote to make an informed decision on such proposals.

The entitlement to submit proposals must be certified by means of the communication pursuant to Article 83-sexies of the TUF issued by the intermediary for the purpose of attending and voting at the Shareholders' Meeting and must be received by UniCredit **within 22 March 2023**.

UniCredit will publish any proposals received on its website **within 16 March 2023**, subject to review of their relevance to the items on the agenda and to checks that they are correctly presented and exhaustive with reference to the applicable regulations. Proposals for which the entitlement of the person making the proposal is not certified shall be considered as not having been submitted and shall be removed from the Company website.

Questions on the items on the agenda before the Shareholders' Meeting

As provided for in Article 127-ter of the TUF, those who are entitled to vote may submit questions pertaining to items on the agenda prior to the Shareholders' Meeting by sending these:

- via e-mail to corporate.law@pec.unicredit.eu or
- via registered mail with the notice of receipt to the Company's Registered Office (with the express indication: "*To the attention of the Group Corporate Affairs Department*"), with their identification and contact details.

The entitlement of those asking questions shall be ascertained based on the notice given by the broker according to Article 43 of the Bank of Italy-Consob Resolution dated 13 August 2018, or by means of the communication pursuant to Article 83-sexies of the TUF to allow attendance at the Shareholders' Meeting. **Those interested are invited to send the Company, together with their questions, a copy of the documentation proving their entitlement.**

The questions must be received **no later than 22 March 2023**.

The questions received as above and that will result to be pertinent to the matters on the agenda, will be given an answer **by 28 March 2023** on Company website (www.unicreditgroup.eu/aqm31march2023).

The Company will not answer questions that do not respect the above modalities, due dates and conditions.

Documents for the Shareholders' Meeting

The text of the resolution proposals, together with the related explanatory Reports, and the other documents concerning the items on the agenda will be available to the public, according to the terms provided for by the rules of law and regulations, at the Company's Registered Office, on the website of the authorized storage mechanism "eMarket STORAGE" managed by Teleborsa (www.emarketstorage.com) as well as on the UniCredit website.

In accordance with the current provisions, the Shareholders may obtain a copy of the documents deposited at the Registered Office at their own expense.

Information concerning the share capital and the shares with voting rights

On the day this notice is published, UniCredit's share capital, fully paid-up, amounts to EUR 21,277,874,388.48 and is divided into no. 1,940,777,908 ordinary shares with no nominal value. Each share gives the right to one vote.

Website and Company addresses

Any reference made in this document to the Company or to UniCredit website is to be understood as a reference, also pursuant to the provisions of Article 125-quater of the TUF, to the following address:

www.unicreditgroup.eu/aqm31march2023.

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

An excerpt of this notice is published in the daily newspapers "Il Sole 24 Ore" and "MF".

Milan, 28 February 2023

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Pietro Carlo Padoan

*Further Information on the terms and conditions to attend Shareholders' Meeting, which must be observed for adding items to the agenda and for asking questions prior to the Shareholders' Meeting, - can be obtained by the Shareholders by calling the **TOLL-FREE NUMBER 800.307.307**, available on weekdays from 8:30 to 13:00 and from 14:00 to 17:00, in addition to the reference to the current laws and indications available on the UniCredit website.*

*For specific information on granting proxies to the Company-Designated Proxy Holder, the Shareholders may directly contact Computershare S.p.A. at the telephone number **+390110923200** operating on the same days and at the same times.*

Shareholders who entertain an equity deposit agreement with the Bank and who can carry out transactions by means of the UniCredit S.p.A. Internet Banking system may ask for the admittance tickets for the Meeting also through such means.