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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 19 September 2023 and resolved, *inter alia*, on the

### CALL FOR THE ORDINARY AND EXTRAORDINARY MEETING

Following disclosure to the market on 1 August related to the adoption of the one-tier corporate governance system and on 20 September 2023 related to the 2023 share buy-back programme, 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 27 October 2023** to agree resolutions on the following agenda:

#### Ordinary part

1. Authorisation to purchase treasury shares aimed at remunerating the shareholders. Consequent and inherent resolutions

#### Extraordinary part

1. Cancellation of treasury shares with no reduction of share capital; consequent amendment to clause 5 of the Articles of Association. Consequent and inherent resolutions
2. Amendments to the Articles of Association to adopt the one-tier corporate governance system

### PROPOSALS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

1. Authorisation to purchase treasury shares aimed at remunerating the shareholders. Consequent and inherent resolutions

In order to enable the execution of the objectives envisaged by the "UniCredit Unlocked" strategic plan in terms of shareholder remuneration, also considering the consolidated half-year results as of 30 June 2023, the Shareholders' Meeting will be requested to authorize the Board of Directors of UniCredit to purchase treasury shares, subject to having obtained the requested authorisation from the European Central Bank.

### PROPOSALS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDER MEETING

1. 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 possibly purchased pursuant to the shareholders' authorisation requested to the ordinary Shareholders' Meeting, 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.

## 2. Amendments to the Articles of Association to adopt the one-tier corporate governance system

The Shareholders' Meeting will be requested to adopt, subject to having obtained the requested authorisation from the European Central Bank, a new Articles of Association incorporating the necessary changes to adopt the one-tier corporate governance system instead of the traditional one.

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The Notice of call will be published, according to the terms provided for by laws, also on the UniCredit website [www.unicreditgroup.eu](http://www.unicreditgroup.eu).

The Directors' Reports containing: (i) the reasons, the terms and conditions of the buy-back programme; (ii) the details of the proposal of cancellation of treasury shares and the consequent amendments to the Articles of Association; and (iii) the outline of the statutory changes aimed at the adoption of the one-tier corporate governance system will be available to the public, according to the terms provided for by laws, at the Company's Registered Office, on the website of the authorized storage mechanism "eMarket STORAGE" managed by Teleborsa S.r.L. ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as on the UniCredit website.

*Milan, 20 September 2023*

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