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Identificativo : 182644

Informazione  
Regolamentata

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Oggetto : Shareholders' Meeting authorises share buyback and approves adoption of one-tier governance model

<i>Testo del comunicato</i>
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Vedi allegato.



## Shareholders' Meeting authorises share buyback and approves adoption of one-tier governance model

Today UniCredit S.p.A's Ordinary and Extraordinary Shareholders' Meeting was held in Milan and approved the following resolutions.

### Ordinary part

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

The Shareholders' Meeting, with 99.45 per cent of the share capital present and entitled to vote, authorised the Board of Directors, pursuant to Articles 2357 of the Italian Civil Code and 132 of the Italian Consolidated Financial Act, to carry out the purchases, in one or more transactions, for maximum shares of the Company equal to a total expenditure up to Euro 2,500,000,000 and, in any case, not exceeding no. 160,000,000 shares. The transaction was authorised by the European Central Bank on 26 October 2023.

The purchases of UniCredit's shares may be carried out and therefore completed within the earliest of the date of the shareholders' meeting which will be called to approve the financial statements for the year ending on 31 December 2023; and (b) 30 June 2024.

Company's shares purchases, if executed, must be carried out at a price that will be determined on a case-by-case basis, in compliance with any applicable regulatory requirements, in force from time to time, on the understanding that the purchase price cannot diverge downwards or upwards by more than 10 per cent from the official price registered by UniCredit's share in Euronext Milan's trading session, organised and managed by Borsa Italiana S.p.A., on the day prior to the execution of each individual purchase transaction.

### 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

The Shareholders' Meeting, with 99.78 per cent of the share capital present and entitled to vote, resolved to cancel any UniCredit treasury shares that will be acquired in accordance with the authorisation of the Shareholders Meeting in ordinary session, up to a maximum of UniCredit ordinary shares in total not exceeding no. 160,000,000 of the Company's shares. The above-

mentioned cancellation will not have any impact on the amount of the share capital, with a consequent automatic increase in their "accounting par value" of the shares issued by the Company.

The Shareholders' Meeting also approved the amendments to Article 5 of the Articles of Association necessary to implement this resolution. The amendments were authorised by the European Central Bank on 26 October 2023.

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

Shareholders' Meeting resolved, with 99.71 per cent of the share capital present and entitled to vote, to adopt the one-tier corporate governance system pursuant to Articles 2409-sexiesdecies and following of the Italian Civil Code. In particular, the consequent amendments to the Articles of Association shall become effective upon the first renewal of the Board of Directors in office, following today's Shareholders' Meeting, except for Clause 20, concerning the method of electing corporate bodies, which shall apply from the date of the notice convening the Shareholders' Meeting called to resolve on the appointment of the aforementioned renewal. The amendments to the Articles of Association were authorised by the ECB on 20 October 2023.

The one-tier governance system is characterized by the presence of a Board of Directors, which performs the strategic supervision and management function, and an Audit Committee - established within the Board - which performs control functions.

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For a complete view of the voting trend, please refer to the "Summary report of the votes" will be published within the terms of the law on the Company's website.

It should also be noted that the minutes of the meeting will be published on the Company's website as well as on the website of the authorised storage mechanism "eMarket STORAGE" managed by Teleborsa S.r.l. ([www.emarketstorage.com](http://www.emarketstorage.com)) and will be made available to shareholders at the Company's registered office in Milan in accordance with the terms provided for by current legislation.

Milan, 27 October 2023

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