



Directors' Report

Ordinary Shareholders' Meeting - 12 April 2024

3. Elimination of negative reserves for the components not subject to change by means of their definitive coverage

Dear Shareholders,

you have been called in Ordinary Meeting of UniCredit S.p.A. (the "Company" or "UniCredit") to approve, inter alia, the elimination of certain negative reserves by means of their definitive coverage as reported below.

The Board of Directors is proposing to you the elimination of certain negative reserves classified under the net equity of UniCredit, that - having definitive characteristics - cannot be subject to further changes.

These negative reserves - which amount in total to €444,979,273.02 - are subject to replenishment according to the following proposal:

- for the amount of €174,669,687.59 - related to the payments executed in 2023 related to the usufruct contract connected to the Cashes financial instruments¹ - by using the Statutory Reserve;
- for the amount of €262,943,040.50 - related to the payment of the coupons executed in 2023 related to the Additional Tier 1 instruments (AT1) - by using the Reserve from business combinations (IFRS3);
- for the amount of €7,366,544.93 - deriving from payments related to the "equity-settled share based payments" settled in cash - by using the Reserve from business combinations (IFRS3).

These negative reserves derive from payments related to net equity items and in particular:

- the payment connected to the usufruct contract on UniCredit ordinary shares for the issuance of the "Cashes" financial instruments;
- the coupons paid, net of the related taxes, on the AT1 instruments with perpetual duration and give the issuer full discretion in coupon payments and in the early redemptions of the principal outstanding;
- the payments connected to the Equity Settled Share Based Payments plans for which the Bank opted for cash settlement according to the provisions of the accounting standard IFRS 2 "Share-based Payments".

The proposal does not have any impact on the overall amount of the Shareholders' Net Equity, while it is considered appropriate by the Board of Directors for a more immediate and straightforward interpretation of such Equity.

RESOLUTIONS PROPOSED TO SHAREHOLDERS' MEETING

Dear Shareholders,

with reference to the above, we invite you to adopt the following resolutions:

*"The Shareholders' Meeting of UniCredit, in ordinary session, having acknowledged the proposal of the Board of Directors
RESOLVES*

to approve the coverage of the negative reserves totaling €444,979,273.02 through use of the:

- *Statutory Reserve for €174,669,687.59 related to the payments executed in 2023 related to the usufruct contract connected to the Cashes financial instruments;*
- *Reserve from business combinations (IFRS3) for €270,309,585.43, with reference to: i) the payment of the coupons executed in 2023 related to the Additional Tier 1 instruments (AT1) (€262,943,040.50); ii) the payments related to the "equity-settled share based payments" settled in cash (€7,366,544.93),*

thus, acknowledging that the Statutory Reserve - subject to the resolutions of today's Shareholders' Meeting referred to the items no. 2 and no. 4 on the Agenda - will result equal to €13,742,265,822.32 and the Reserve from business combinations (IFRS3) will amount to €671,002,540.88".

¹ Referred to the coupons deriving from the year 2022 results



UniCredit S.p.A. Joint stock company - Registered Office and Head Office: Piazza Gae Aulenti, 3 Tower A, 20154 Milan, Italy - Registered in the Register of Banking Groups and Parent Company of the UniCredit Group, with code 02008.1; ABI code 02008.1 - Fiscal Code, VAT number and Registration number with the Company Register of Milan-Monza-Brianza-Lodi: 00348170101 - Member of the National Interbank Deposit Guarantee Fund and 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.