

**MERGER PLAN OF  
CORDUSIO SIM S.P.A.  
INTO  
UNICREDIT S.P.A.**

## **MERGER PLAN OF CORDUSIO SIM S.P.A. INTO UNICREDIT S.P.A., PURSUANT TO ARTICLES 2501 ET SUBS. OF THE ITALIAN CIVIL CODE**

### **1. Companies involved in the merger**

#### **Incorporating company**

##### **UNICREDIT S.P.A.**

- Registered office in Milan– Piazza Gae Aulenti 3 - Tower A - 20154 Milano
- Share Capital of Euro 21.133.469.082,48 fully subscribed and 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 Group, with. code 02008.1; ABI code 02008.1
- Member of the National Interbank Deposit Guarantee Fund and the National Compensation Fund

#### **Incorporated company**

##### **CORDUSIO SIM S.P.A.**

- Registered Office in Milan - Via Borromei, 5
- Share Capital of Euro 76.282.051,00 fully paid
- Fiscal code, VAT number and registration number with the Company Register of Milan: 07546890968
- Company subject to management and co-ordination of UniCredit S.p.A.

### **2. Type of merger**

The merger referred to in this plan will be carried out – pursuant to article 2501 and subs. of Italian Civil Code – through the incorporation into UniCredit S.p.A. (hereinafter “**UniCredit**” or “**Incorporating Company**”) of CORDUSIO SIM S.p.A. (hereinafter “**SIM**” or “**Incorporated Company**”).

### **3. By-laws of the Incorporating Company**

The By-laws of the Incorporating Company will not be amended following to this merger.

### **4. Exchange ratio**

UniCredit holds the whole share capital of SIM.

This circumstance allows to give execution to the merger according to the path set by art. 2505 of the Italian Civil Code, applying the envisaged procedural simplifications.

The provisions set by art. 2501-ter, first item, n. 3 (Exchange ratio), n. 4 (Assignment of the Incorporating Company shares) and n. 5 (Date from which shares of the Incorporating Company issued in exchange shall participate in the distribution of profits) of the Italian Civil Code, as well as those set by articles 2501-quinquies and sexies of the Italian Civil Code, will not be enforced.

Furthermore, since the merger is by incorporation of a wholly-owned subsidiary, there is no need to prepare the balance sheet pursuant to art. 2501 quater of the Italian Civil Code.

Following the merger, the shares of the Incorporated Company held by UniCredit will be cancelled, without defining any exchange ratio and without issuing and assigning new shares of the Incorporating Company, in accordance with art. 2504-ter, item 2, of the Italian Civil Code.

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

The merger shall have legal effects vis-à-vis third parties - pursuant to article 2504-*bis* of the Italian Civil Code - as from the date of the last filing made pursuant to article 2504 of the Italian Civil Code, or as from a subsequent date that could be indicated in the merger deed.

#### **6. Starting date of the attribution of the effects of the Incorporated Company's operations to the financial statements of the Incorporating Company and of the tax effects of the merger**

The operations of the Incorporated Company will be attributed to the financial statements of the Incorporating Company as from the first day of the financial year in which the effective date of merger has occurred.

From the same date the merger will take tax effects too, pursuant to art. 172 of Presidential Decree 917/1986.

#### **7. Treatment which may be reserved to special categories of shareholders and holders of securities different from shares/quotas**

There are no special categories of shareholders or holders of securities different from shares/quotas, in relation to which special treatments are envisaged.

#### **8. Special advantages in favour of members of the boards of directors of the companies involved in the merger**

The members of the boards of directors of the Incorporated Company or of the Incorporating Company shall have no special advantages.

**9. Authorization of European Central Bank**

The present merger plan will be authorized by the European Central Bank pursuant to Article 57 of the Italian Banking Law (*Testo unico Bancario*).

***Any modification in the merger plan which may be requested upon registration of this merger plan in the Company Register is hereby expressly reserved.***

Milan, December 14<sup>th</sup> 2021

**CORDUSIO SIM S.p.A.**

**UniCredit S.p.A.**

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