

# One Bank, One Team, One UniCredit.

## 3. Distribution of a dividend from profit reserves

Directors' Report

April 9, 2020

Ordinary and Extraordinary Shareholders' Meeting

# Distribution of a dividend from profit reserves

Dear Shareholders,

the Board of Directors proposes to distribute to Shareholders holders of ordinary shares a dividend of €0.63 for each share outstanding and entitled to dividend at payment date, for an amount of €1,404,000,000.00 from available profit reserves. For the payment of the dividend the Board of Directors proposes you to use a portion of the “Statutory reserve”.

The amount of dividend corresponds approximately to 30% of the so called “consolidated underlying net profit” generated in the period, adjusted excluding non recurrent “one-off” items linked to sale of non-strategic assets, non-recurring charges and non-operating items on loan loss provisions.

For completeness it is noted that the distribution of a dividend for an amount equal to approximately 30% of the underlying consolidated net profit is part of the actions aimed to increase the remuneration in favour of the shareholders envisaged by the 2020-2023 strategic plan (“Team 23”) presented to the market on 3 December 2019. For information on the further actions planned by Team 23 for the year ended 31 December 2019, please refer to the reports of the Board of Directors referred to in item no. 11 on the Ordinary session Agenda and item no. 4 on the Extraordinary session Agenda.

Therefore the Dividend will be paid, in accordance with the applicable laws and regulations, with “ex-dividend date” on 20 April 2020 and payment on 22 April 2020. Pursuant to art. 83-terdecies of Legislative Decree 58/1998 (Testo Unico della Finanza), therefore, the shareholders entitled to receive dividend will be those resulting from accounting evidences at the end of day 21 April 2020.

## Resolutions proposed to Shareholders’ Meeting

Dear Shareholders,

in reference to the above, we invite you to adopt the following resolution:

*“The Shareholders’ Meeting of UniCredit, in ordinary session, in reference to the decisions taken upon approval of the 2019 Financial Statements, and on the basis of the composition of shareholders’ equity resulting from the decision taken on approval of the 2019 Financial Statements,*

*resolves:*

*to distribute a dividend of €0.63 for each share outstanding to Shareholders holders of ordinary shares and entitled to receive dividend at payment date, for an amount of €1,404,000,000.00 according to the terms of this resolution by the use of a portion of the profit reserve called “Statutory Reserve”.*