

Do the right
thing!



Excerpt from the notice of call

April 15, 2021

Ordinary and Extraordinary Shareholders' Meeting

EXCERPT FROM THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

(pursuant to Sec. 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

The Shareholders of UniCredit S.p.A. are hereby convened for the Ordinary and Extraordinary Shareholders' Meeting to be held on **April 15th, 2021, at 10 a.m., at Tower A, Piazza Gae Aulenti, 3, in Milan, in a single call.**

In order to minimize the risks for Shareholders associated with the **ongoing health emergency**, the Company - in accordance with the provisions of Article 106 of Legislative Decree no. 18/2020 converted into Law no. 27/2020 ("**Decree**"), which introduced some exceptional dispositions applicable to the meetings of listed companies - has decided to make use of the right to provide that **the Shareholders' attendance at the Shareholders' Meeting shall be made exclusively through the Company-Designated Proxy Holder pursuant to Article 135-undecies of Legislative Decree no. 58/98, without physical participation by the shareholders.**

The Meeting is convened to decide on the following

AGENDA

Ordinary part

1. Approval of the 2020 financial statements
2. Allocation of the result of the year 2020
3. Increase of the legal reserve
4. Elimination of so-called "negative reserves" for components not subject to change by means of their definitive coverage
5. Distribution of a dividend from profit reserves
6. Authorisations to purchase treasury shares aimed at Shareholders' remuneration. Consequent and inherent resolutions
7. Determination of the number of members of the Board of Directors
8. Appointment of the Directors
9. Determination of the remuneration of Directors
10. Integration of the Board of Statutory Auditors by the appointment of a substitute Statutory Auditor
11. 2021 Group Incentive System
12. 2021 Group Remuneration Policy
13. Group Termination Payments Policy
14. Remuneration Report
15. Authorisation to purchase and dispose of treasury shares for the purpose of delisting the UniCredit shares from the Warsaw Stock Exchange. Consequent and inherent resolutions

Extraordinary part

1. Delegation to the Board of Directors to carry out a free capital increase for a maximum amount of EUR 176,024,708 in order to execute the 2021 Group Incentive System and consequent amendments to the Articles of Association
2. Amendments to clause 6 of the Articles of Association
3. Cancellation of treasury shares with no reduction of share capital; consequent amendment to clause 5 of the Articles of Association. Consequent and inherent resolutions

Information concerning the share capital and shares with voting rights as well as information concerning the manners, terms and procedures regarding:

- the right to attend and vote at the Shareholders' Meeting by proxy, **exclusively by means of the Company's Designated Proxy Holder** (Computershare S.p.A.); please note that the *record date* falls on **April 6th, 2021** and the proxy form must be submitted **by April 13th, 2021** (alternatively, the proxy may be transmitted, **by 12:00 noon on April 14th, 2021**, using the specific web application prepared and managed directly by Computershare S.p.A.);
- the exercise of the right to add items to the agenda and to submit further resolution proposals on items already on the agenda as per Article 126-*bis* of the TUF;
- the right to submit individual resolution proposals;
- the exercise of the right to ask questions pertaining to items on the agenda prior to the Shareholders' Meeting (please note that questions must be received by the Company **no later than April 6th, 2021**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the filing of the lists for the appointment of the Directors (please note that the lists must be filed within **March 22nd, 2021**);
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (envisaged on **April 21st, 2021**, with the ex-dividend date being **April 19th, 2021**, and the *record date* **April 20th, 2021**);

is given in the notice of call, available on the Company's website www.unicreditgroup.eu/agm15april2021, to the full content of which you are invited to refer for any other information concerning the Shareholders' Meeting and the exercise of the rights of the Shareholders.

Milan, March 5th, 2021

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Cesare Bioni