

# Unlock your potential

Excerpt from the notice of call

8 April 2022

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 **8 April 2022, at 10 a.m., at Tower A, Piazza Gae Aulenti, 3, in Milan, in a single call.**

The Company - in accordance with the provisions of Article 106 of Law Decree no. 18/2020 converted into Law no. 27/2020 ("**Decree**") and amended by Law Decree no. 228/2021 - 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 2021 financial statements
2. Allocation of the net profit of the year 2021
3. Elimination of negative reserves for the components not subject to change by means of their definitive coverage
4. Authorisation to purchase treasury shares aimed at remunerating the shareholders. Consequent and inherent resolutions
5. Appointment of the Board of Statutory Auditors and of the substitute Statutory Auditors
6. Determination of the remuneration due to the Board of Statutory Auditors
7. 2022 Group Remuneration Policy
8. Remuneration Report
9. 2022 Group Incentive System
10. Amendment to Group incentive systems based on financial instruments. Consequent and inherent resolutions

## Extraordinary part

1. Amendments to clause 6 of the Articles of Association. Consequent and inherent resolutions
2. Amendments to clauses 20, 29 and 30 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

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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-Designated Proxy Holder**, Computershare S.p.A. (please note that the *record date* falls on **30 March 2022** and the proxy form must be submitted **by 6 April 2022**; alternatively, the proxy may be transmitted, **by 12:00 noon on 7 April 2022**, 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 30 March 2022**);
- 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 Statutory Auditors (please note that the lists must be filed within **14 March 2022**);
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (envisaged on **21 April 2022** with the ex-dividend date being **19 April 2022**, and the *record date* **20 April 2022**);

is given in the notice of call, available on the Company website [www.unicreditgroup.eu/agm8april2022](http://www.unicreditgroup.eu/agm8april2022), 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, 21 February 2022

THE CHAIRMAN OF THE BOARD OF DIRECTORS

*Signed by Pietro Carlo Padoan*