

Unlock your potential

Notice of call

8 April 2022

Ordinary and Extraordinary Shareholders' Meeting

NOTICE OF CALL

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

The dividend eventually resolved upon at the Shareholders' Meeting, will be paid out, in accordance with all applicable laws and regulations, on **21 April 2022**, having **19 April 2022** as the ex-dividend date.

Under Article 83-*terdecies* of Legislative Decree no. 58/1998 (*Consolidated Law on Financial Intermediation*, here below "TUF"), those who - based on the relevant records - are Shareholders at the end of the accounting day on **20 April 2022** will be entitled to receive the dividend.

Right to attend and vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the TUF, those who can legitimately attend and vote at the Shareholders' Meeting - **exclusively through the Company-Designated Proxy Holder** - are the persons for whom, at their own request and within the terms provided by current provisions of the law, the brokers who hold the accounts on which the UniCredit shares are recorded have sent to the Company the communications confirming the entitlement to this right according to the records referred to at the end of the accounting day on **30 March 2022** (the so-called *record date*). The credit and debt recordings carried out on the accounts after this date are not counted as significant: therefore, those who will prove to be shareholders only after such date will not have the right to attend and vote at the Meeting.

No provisions have been made for voting by correspondence or by using electronic means.

Voting proxies and the Company-Designated Proxy Holder

Pursuant to the Decree, the attendance at the Meeting by those who have the right to vote is allowed exclusively through the Company-Designated Proxy Holder.

Those who have the right to vote will therefore necessarily have to grant a proxy and voting instructions to **Computershare S.p.A.**, with registered office in Milan and offices at via Nizza, 262/73 in Turin, the Representative designed for this purpose by the Company pursuant to Article 135-*undecies* of the TUF, in accordance with the procedures provided for by the current legislation.

The proxy to the Company-Designated Proxy Holder, with voting instructions on all or some of the proposals on the agenda, shall be conferred through the specific proxy form, also electronic, prepared by the Designated Proxy Holder itself in agreement with the Company, available on UniCredit website at www.unicreditgroup.eu/agm8april2022.

The proxy form with voting instructions must be submitted, following the instructions therein, **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., through which it will be possible to proceed with the guided filling in of the form.

The web application, which can be accessed via a specific link on UniCredit website at www.unicreditgroup.eu/agm8april2022, will be made available by Computershare S.p.A. from **18 March 2022** (deadline for the publication by the Company of the lists for the renewal of the Board of Statutory Auditors as described below).

The proxy and voting instructions can always be cancelled by the specified deadlines, using the procedures specified above. The proxy is effective only for proposals in relation to which voting instructions have been given.

To the Company-Designated Proxy Holder, according to the Decree, also delegations or sub-delegations pursuant to Article 135-*novies* of the TUF may be conferred, with the possibility to use the delegation/sub-delegation form available on the Company website. The delegation or sub-delegation, together with the voting instructions, granted by means of a document in electronic format with a qualified electronic signature or digital signature may be notified to Computershare S.p.A. by sending an e-mail to unicredit@pecserviziitoli.it.

Addition of items to the agenda, submission of new resolution proposals on items already on the agenda

The right to add new items to the Shareholders' Meeting agenda and/or to submit new resolution proposals on items already on the agenda may be exercised by Shareholders that, even jointly, hold at least 0.50% of the share capital in the cases and according to the methods established by Article 126-bis of the TUF, **within 10 days from the publication of this notice of call**. Additions to the agenda are not admissible on topics for which the Shareholders' Meeting has been called upon to resolve, according to law, following the submission of proposals by the Directors, or based on plans or reports drafted by the Directors, other than those indicated in Article 125-ter, sec. 1 of the TUF.

The requests - together with the documentation certifying the ownership of the shareholding - must be sent to the attention of the "Group Corporate Affairs Department" and submitted in writing, or sent via registered mail with the notice of receipt, to UniCredit S.p.A.'s Registered Office; the requests may also be sent via certified e-mail to corporate.law@pec.unicredit.eu. Within the same deadline, and by using the same means, a report giving the reason for the request or the proposal must be sent to the Board of Directors by the requiring or applying Shareholders. The legitimation of the Shareholders shall be ascertained based on the notice given by the broker according to Article 43 of the Bank of Italy-Consob Resolution dated 13 August 2018 (*Regulation of central counterparties, central securities depositories and centralized management*).

Additions to the agenda and further resolution proposals on items already on the agenda will be subject to public notice, in the same ways established for the publication of the notice of call, **by 24 March 2022**. At the same time the submitted reports drawn up by those requiring additions and/or further resolution proposals will be made available to the public, together with any consideration of the Board of Directors, in the same ways provided for the documents concerning the Meeting.

Individual resolution proposals

With reference to the provision of Article 126-bis, paragraph 1, of the TUF ("Any person who has the right to vote can individually submit resolution proposals at the shareholders' meeting") - with respect to which the Decree has not provided for specific derogating provisions - UniCredit specifies below how and within what time frame Shareholders can exercise this right:

- Shareholders who are entitled to attend the Shareholders' Meeting may submit any proposals on the items on the agenda, by sending them by post to the Company's Registered Office (expressly stating: "To the attention of the Group Corporate Affairs Department") or by email to corporate.law@pec.unicredit.eu; such proposals must contain the text of the resolution to be submitted to the Meeting;
- the proposals must be received by UniCredit **within 22 March 2022** to enable the Company to make them public and to integrate the proxy forms with the related voting instructions in time to allow those entitled to vote to make an informed decision on such proposals.

The entitlement to submit proposals must be certified by means of the communication pursuant to Article 83-sexies of the TUF issued by the intermediary for the purpose of attending and voting at the Shareholders' Meeting and must be received by UniCredit **within 30 March 2022**.

UniCredit will publish any proposals received on its website **within 24 March 2022**, subject to review of their relevance to the items on the agenda and to checks that they are correctly presented and exhaustive with reference to the applicable regulations. Proposals for which the entitlement of the person making the proposal is not certified shall be considered as not having been submitted and shall be removed from the Company website.

Questions on the items on the agenda before the Shareholders' Meeting

As provided for in Article 127-ter of the TUF, those who are entitled to vote may submit questions pertaining to items on the agenda prior to the Shareholders' Meeting by sending these by mail to the Company's Registered Office (with the express indication: "To the attention of the Group Corporate Affairs Department") or via e-mail to corporate.law@pec.unicredit.eu.

The questions must be received **no later than 30 March 2022**.

The questions received as above and that will result to be pertinent to the matters on the agenda, will be given an answer **by 5 April 2022** on Company website (www.unicreditgroup.eu/agm8april2022). The legitimacy of the applicant shall be ascertained based on the notice given by the broker according to Article 43 of the Bank of Italy-Consob Resolution dated 13 August 2018, or by means of the communication pursuant to Article 83-sexies of the TUF to allow attendance at the Shareholders' Meeting.

The Company will not answer questions that do not respect the above modalities, due dates and conditions.

Documents for the Shareholders' Meeting

The text of the resolution proposals, together with the related explanatory Reports, and the other documents concerning the items on the agenda will be available to the public, according to the terms provided for by the rules of law and regulations, at the Company's Registered Office, on the website of the authorized storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com) as well as on the UniCredit website.

In accordance with the current provisions, the Shareholders may obtain a copy of the documents deposited at the Registered Office at their own expense.

Appointment of Statutory Auditors

The procedure for appointing the Statutory Auditors is governed by the Italian Civil Code, the TUF, the Legislative Decree no. 385/93 and the connected regulations as well as by Clause 30 of UniCredit's Articles of Association, to all of which reference may be made.

In this regard it is reminded that permanent and stand-in members of the Statutory Board are appointed based on lists on which the candidates must be numbered in progressive order. Each list must be divided into two sub-lists, containing respectively up to five candidates for the seat as permanent Auditor and up to four candidates for the seat as stand-in Auditor. At least the first two candidates for the seat as permanent Auditor and at least the first candidate for the seat as stand-in Auditor given in the respective sub-list must be enrolled with the Legal Auditors Register and have practiced the activity of legal auditing of accounts for a period of not less than three years.

Furthermore, in order to allow the composition of the Board of Statutory Auditors to comply with the provisions of current legislation, Shareholders are invited to submit lists in which the first candidate in the sub-list of permanent Auditors as well as at least one candidate in the sub-list of stand-in Auditors meet the professional requirements to hold the position of Chairman of the Board of Statutory Auditors required by Ministry of Economy and Finance Decree no. 169 of 23 November 2020.

Each sub-list for the appointment as permanent Auditor and stand-in Auditor must contain a number of candidates belonging to the least represented gender such as to ensure, within the sub-list itself, the abidance by the balance between genders at least in the minimum quantity required by the provisions, also of a regulatory nature, in being.

The legitimate parties who are entitled to submit lists are the shareholders, who individually or collectively with others represent at least 0.5% of the share capital in the form of shares having voting rights at ordinary Shareholders' Meeting.

Ownership of the minimum number of shares required for filing lists is calculated taking into consideration the shares registered for each individual person, or for more persons jointly, having such right on the day on which the lists are submitted to the Company and must be proven pursuant to the current laws; such proof may also be submitted to the Company after the filing of the lists, provided it is prior to the deadline within which the Company must make the lists public. Each party having the right thereto may file, or contribute to the filing of, only one list and, similarly, each candidate may only be included on one list, under penalty of ineligibility.

The lists must, under penalty of cancellation, be filed, also by proxy, **by 14 March 2022** at the Company, to the attention of the "Group Corporate Affairs Department", with one of the following ways:

(i) in original at the Company's Registered Office from Monday to Friday during office hours (8:30-13:00 / 14:00-17:00) and on Saturday 12 March and Sunday 13 March 2022 from 8:30 to 13:00 and from 14:00 to 17:00;

(ii) in copy reproduced digitally and sent also via e-mail to corporate.law@pec.unicredit.eu, provided that the depositor, even if a legal entity, uses his own certified email address;

(iii) or, in the absence of a certified mail address, with electronic document signed with qualified electronic signature or digital signature and sent to the email address ucicorporateaffairs@unicredit.eu.

Minority shareholders who have no connecting relationship with the reference shareholders shall continue to have the option to take advantage of an extension in the deadline to present lists in those instances established by the current provisions, also of a regulatory nature, and in compliance with them.

By the deadline established for the filing of the lists, the parties having the right thereto must also file the following documents dated and signed, together with each list:

- information regarding those who presented the list, indicating the total percentage of equity investment held;
- a statement of the Shareholders, other than those who hold, also jointly, a control or relative majority shareholding, certifying the absence of connecting relationships with the latter pursuant to Sec. 144-*quinquies* of the CONSOB Issuers Regulation no. 11971/99, after having become acquainted with the recommendations given by CONSOB with its Communication no. DEM/9017893 dated 26 February 2009;
- exhaustive information on the personal and professional characteristics of the candidates indicated on the list (such as: curriculum vitae and list of the supervisory and controlling offices held in other companies);
- a statement whereby each candidate irrevocably accepts the position (subject to his/her appointment) and attests, under his/her own responsibility, that there are no reasons for his/her ineligibility, forfeiture or incompatibility and that he/she meets the requirements provided for by current provisions, also of a regulatory nature.

Any list that does not meet the above requirements shall be deemed not to have been filed.

Shareholders, in filing lists, are invited to consider the indications contained in the document "*Qualitative and quantitative composition of the Board of Statutory Auditors of UniCredit*" of January 2022, published on the UniCredit website; this document reports the results of the prior analysis carried out by the UniCredit Board of Statutory Auditors on the qualitative and quantitative composition of the control body considered optimal for the correct performance of the duties attributed to it.

Further information on the Statutory Auditors' appointment process is published on the Company website.

The lists shall be made available to the public at the Company's Registered Office, on the website of the authorized storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com) as well as on the UniCredit website, **by 18 March 2022**.

Information concerning the share capital and the shares with voting rights

On the day this notice is published, UniCredit's share capital, fully paid-up, amounts to EUR 21,133,469,082.48 and is divided into 2,226,129,520 ordinary shares with no nominal value. Each share gives the right to one vote.

Website and Company addresses

Any reference made in this document to the Company or to UniCredit website is to be understood as a reference, also pursuant to the provisions of Article 125-*quater* of the TUF, to the following address:

www.unicreditgroup.eu/agm8april2022.

The address of UniCredit S.p.A.'s Registered Office is Piazza Gae Aulenti no. 3, Tower A - 20154 Milan.

An excerpt of this notice is published in the daily newspapers "Il Sole 24 Ore", "MF" and in the "Financial Times" (European edition) and in the "Handelsblatt".

Milan, 21 February 2022

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Pietro Carlo Padoan

*Further Information on the terms and conditions to attend Shareholders' Meeting, which must be observed for adding items to the agenda and for asking questions prior to the Shareholders' Meeting, - can be obtained by the Shareholders by calling the **TOLL-FREE NUMBER 800.307.307**, available on weekdays from 8:30 to 13:00 and from 14:00 to 17:00, in addition to the reference to the current laws and indications available on the UniCredit website.*

*For specific information on granting proxies to the Company-Designated Proxy Holder, the Shareholders may directly contact Computershare S.p.A. at the telephone number **+390110923200** operating on the same days and at the same times.*

Shareholders who entertain an equity deposit agreement with the Bank and who can carry out transactions by means of the UniCredit S.p.A. Internet Banking system may ask for the admittance tickets for the Meeting also through such means.