



Unlocking...

A better bank

A better world

A better future

2. Delegation to the Board of Directors to carry out a free capital increase to service the 2022 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association

Directors' Report

31 March 2023

Extraordinary part Shareholders' Meeting

Delegation to the Board of Directors to carry out a free capital increase to service the 2022 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association

Dear Shareholders,

we have called you in the Shareholders' Meeting in extraordinary session to submit to you the following proposal to grant the power of attorney to the Board of Directors, pursuant to article 2443 of the Civil Code, to increase the share capital pursuant to article 2349 of the Civil Code (granting of free ordinary shares to UniCredit Group employees) and the consequent amendment to the Articles of Association.

As known, with a view to greater flexibility in the market context, the Ordinary Shareholders' Meeting of April 08th, 2022, in approving the 2022 Group Incentive System envisaged that the plan's funding would be implemented through dedicated proposals for the purchase of treasury shares (SBB) or free share capital increase (FCI) to be submitted to the Shareholders' Meeting depending on the opportunity assessment that, in light of the broader economic context, will be carried out by Management and the Board of Directors, and subject to the need to obtain the necessary Supervisory approvals.

The current structure of the plans makes it necessary to evaluate year by year how it is intended to provide the shares to be delivered in the following year and to submit for approval the relevant proposal to the Shareholders' Meeting.

For the shares to be delivered in 2024, it was evaluated to proceed with the free capital increase and consequently it is needed to acquire the power of attorney to service the first tranche of the 2022 Incentive System.

All above considered, it is proposed to today's Shareholders' Meeting to grant the Board of Directors the power to resolve a free capital increase, in one or more instances in 2023 and in 2024, by a maximum of 4,200,000 UniCredit ordinary shares to service the 2022 Incentive system and other forms of variable remuneration (e.g. Severance e Non Standard Compensation), resulting in an increase in the share capital by a value equal to the the implied nominal value of the shares when the power of attorney is executed.

The aforementioned capital increase must be carried out through the use of the special reserve set up for this purpose, called "Provisions Linked to the Medium Term Incentive System for Group Employees" which, where appropriate, may be restored or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation of Company profits, that shall be identified by the Board of Directors at the moment of shares issuance. In this regard, it should be noted that for the purposes of reconstituting and/or modifying the reserve, the implied nominal value of the shares shall be taken into account.

Under the provisions of article 2349 of the Italian Civil Code, the consequent amendments to the Articles of Association are submitted to today's Shareholders' meeting for approval, inserting a new last paragraph in clause 6 with the following text.

"The Board of Directors has the power, under the provisions of article 2443 of the Italian Civil Code, to resolve, on one or more occasions in 2023 and in 2024, to carry out a free capital increase, as allowed by article 2349 of the Italian Civil Code, for a maximum 4,200,000 ordinary shares, to be granted to employees of UniCredit and of Group

Banks and Companies who hold positions of particular importance in execution of the 2022 Group Incentive System and for other forms of variable remuneration.”

The amendments to the Articles of Association of UniCredit submitted to the approval of today's Shareholders' Meeting – which do not trigger the right of withdrawal of the shareholders pursuant to art. 2437 of the Civil Code – are subject to the authorization of the Supervisory Authorities' pursuant to Art. 56 of the Legislative Decree 385/93.

Dear Shareholders,

In connection with the foregoing, you are invited to approve the following resolution:

“Having heard the directors' report, the Extraordinary Shareholders' Meeting of UniCredit S.p.A,

RESOLVES

- to grant the Board of Directors, under the provisions of article 2443 of the Italian Civil Code, the authority to resolve in one or more instances in 2023 and in 2024 to carry out a free capital increase, as allowed by article 2349 of the Italian Civil Code, for a maximum amount of 4,200,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group Banks and Companies, who hold positions of particular importance in execution of the 2022 Incentive System, Severance and Non Standard Compensation. Such capital increase would be carried out using the special reserve known as "Provisions Linked to the Medium Term Incentive System for Group Employees" which, where appropriate, may be restored or increased via allocation of profits or a portion of available statutory reserves, formed through the allocation of company profits, that shall be identified by the Board of Directors at the moment of shares issuance.

- to grant the Board of Directors the authority to determine, when executing the delegated capital increase pursuant to Article 2443 of the Italian Civil Code referred to in the previous point, the actual amount of the value of the capital increase on the basis of the implied nominal value of the shares issued at the time each capital increase is executed;

- to insert, further to the resolution passed in the previous point, a new last paragraph to clause 6 of the Articles of Association with the following text: “The Board of Directors has the power, under the provisions of article 2443 of the Italian Civil Code, to resolve, in one or more occasions in 2023 and in 2024, to carry out a free capital increase, as allowed by article 2349 of the Italian Civil Code, for a maximum 4,200,000 ordinary shares, to be granted to employees of UniCredit and of Group Banks and Companies who hold positions of particular importance in execution of the 2022 Group Incentive System and for other forms of variable remuneration.”

- to delegate to the Board of Directors all the necessary powers for issuing the new shares as well as consequently amend the Articles of Association;

- to confer to the Chairman, to the Secretary of the Board of Directors and to the Head of People & Culture, also separately and with the faculty to sub-delegate the Executive Staff of the Head Office, every opportune power of attorney to:

(i) provide for implementing the above resolutions under the terms of law;

(ii) accept or adopt all amendments and additions (not changing substantially the content of the resolutions) which should be necessary for registration at the Register of Companies;

(iii) proceed with the deposit and registration, under terms of law, with explicit and advanced approval and ratification, of the adopted resolution and of the text of the Articles of Association updated as aforementioned.”