



Unlocking...

A better bank

A better world

A better future

Excerpt from the notice of call

31 March 2023

Ordinary and Extraordinary Shareholders' Meeting



UniCredit S.p.A. - Registered Office and Head Office: Piazza Gae Aulenti no. 3 - Tower A - 20154 Milan; Share Capital € 21.277.874.388,48 fully paid-up - Bank registered with the National Register of Banks and with the Register of Banking Groups and Parent Company of the UniCredit Banking Group, code 02008.1 - ABI (Italian Banking Association) Code 02008.1 - registration in the Milan-Monza-Brianza-Lodi Companies' Register, Fiscal Code and VAT no. 00348170101 - Member of the National Interbank Deposit Guarantee Fund and of the National Compensation Fund - Stamp duty paid virtually, if due - Auth. Agenzia delle Entrate, Ufficio di Roma 1, no. 143106/07 of 21.12.2007

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 **31 March 2023, 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 and subsequent amendments/integrations ("**Decree**") - 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 2022 Financial Statements
2. Allocation of the net profit of the year 2022
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. 2023 Group Remuneration Policy
6. Remuneration Report
7. 2023 Group Incentive System
8. Application of the ratio between variable and fixed remuneration of 2:1 across the organization
9. Determination of the number of Directors

Extraordinary part

1. Delegation to the Board of Directors to carry out a free capital increase to the service of the 2017-2019 LTI Plan and amendment and integration of the delegations of authority given to service to the Group Incentive Systems already approved; consequent amendments and integrations of clause 6 of the Articles of Association
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

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-Designated Proxy Holder**, Computershare S.p.A. (please note that the *record date* falls on **22 March 2023** and the proxy form must be submitted **by 29 March 2023**; alternatively, the proxy may be transmitted, **by 12:00 noon on 30 March 2023**, 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 22 March 2023**);
- the availability of the explanatory Reports concerning the items on the agenda;
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (envisaged on **26 April 2023** with the ex-dividend date being **24 April 2023**, and the *record date* **25 April 2023**);

is given in the notice of call, available on the Company website www.unicreditgroup.eu/agm31march2023, 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, 28 February 2023

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Pietro Carlo Padoan