



# Excerpt from the notice of call

Ordinary and Extraordinary Shareholders' Meeting  
12 April 2024



**UniCredit S.p.A.** - Registered Office and Head Office: Piazza Gae Aulenti no. 3 - Tower A - 20154 Milan; Share Capital € 21.367.680.521,48 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 **April 12, 2024, 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 Decree Law no. 18/2020 converted by Law no. 27/2020 and subsequent amendments and additions - has decided to make use of the right to provide that **the Shareholders' attendance in 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 2023 Financial Statements
2. Allocation of the net profit of the year 2023
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. Determination of the number of Directors and of the number of Audit Committee members
6. Appointment of Directors and of Audit Committee members
7. Determination of the remuneration of Directors and Audit Committee members
8. 2024 Group Remuneration Policy
9. Remuneration Report
10. 2024 Group Incentive System
11. Employee Share Ownership Plan

## Extraordinary part

1. Delegation to the Board of Directors of the power to resolve a free capital increase to the service of the 2022 Group Incentive System and for other forms of variable remuneration and consequent integration of Article 6 of the Articles of Association
2. Delegation to the Board of Directors of the power to resolve a free capital increase to the service of the 2023 Group Incentive System and for other forms of variable remuneration and consequent integration of Article 6 of the Articles of Association
3. Delegation to the Board of Directors of the power to approve a free capital increase to the service of the 2020-2023 LTI Plan and consequent integration of Article 6 of the Articles of Association
4. Cancellation of treasury shares with no reduction of share capital; consequent amendment of Article 5 of the Articles of Association. Related and consequent 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 Computer share S.p.A.** (please note that the *record date* falls on **3 April 2024** and the proxy form must be submitted **by 10 April 2024** alternatively, the proxy may be transmitted, **by 12:00 noon on 11 April 2024**, when 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 3 April 2024**);
- 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 and of the members of the Audit Committee (please note that the lists must be filed within **18 March 2024**);
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (envisaged on **24 April 2024**, with the ex-dividend date being **22 April 2024**, and the *record date* **23 April 2024**);

is given in the notice of call, available on the Company's website [www.unicreditgroup.eu/agm12april2024](http://www.unicreditgroup.eu/agm12april2024), 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, 1 March 2024

THE CHAIRMAN OF THE BOARD OF DIRECTORS

*Signed by Pietro Carlo Padoan*