



Excerpt from the notice of call

Ordinary and Extraordinary Shareholders' Meeting
31 March 2026

**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 2026, 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 2025 financial statements
2. Allocation of the net profit of the year 2025
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. 2026 Group Remuneration Policy
6. Remuneration Report
7. 2026 Group Incentive System

Extraordinary Part

1. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 247 UniCredit ordinary shares to service the 2020 Group Incentive System and consequent integration of clause 6 of the Articles of Association
2. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 650,000 UniCredit ordinary shares to service the 2021 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association
3. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 1,750,000 UniCredit ordinary shares to service the 2022 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association

4. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 750,000 UniCredit ordinary shares to service the 2023 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association
5. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 450,000 UniCredit ordinary shares to service the 2024 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association
6. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 1,650,000 UniCredit ordinary shares to service the 2025 Group Incentive System and any other forms of remuneration and consequent integration of clause 6 of the Articles of Association
7. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 550,000 UniCredit ordinary shares to service the 2020-2023 LTI Plan and consequent integration of clause 6 of the Articles of Association
8. Cancellation of treasury shares with no reduction of share capital; consequent amendment of clause 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 Computershare S.p.A.** (please note that the *record date* falls on **20 March 2026** and the proxy form must be submitted **by 12:00 noon on 28 March 2026**; alternatively, the proxy may be transmitted, **by 12:00 noon on 30 March 2026**, 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 20 March 2026**);
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (envisaged on **22 April 2026**, with the ex-dividend date being **20 April 2026**, and the *record date* **21 April 2026**);

is given in the notice of call, available on the Company's website www.unicreditgroup.eu/aqm31march2026, 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, 23 February 2026

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Pietro Carlo Padoan