

INTRODUCTION

UNICREDIT S.p.A. (the **Company**) has appointed **Computershare S.p.A. (Computershare)**, through its employee or duly entrusted staff member, to exclusively participate acting as Appointed Representative pursuant to article 135-*undecies* of Legislative Decree 58/1998 (**CLF**) and article 106 of Decree-Law No. 18/2020 (converted by Law No. 27/2020 as amended and supplemented, as last extended Decree-Law No. 200 of 31 December 2025, converted, with amendments, by Law No. 26 of 27 February 2026) to the Extraordinary Shareholders’ Meeting convened on **September 21, 2026** in single call, in accordance with the terms and conditions stated in the Notice of call of the Meeting published on the company’s website www.unicreditgroup.eu/egm21september2026

Computershare therefore, pursuant to article 135-*undecies* of CLF, collects the proxies as well as the sub-proxy granted pursuant to article 135-*novies* of CLF to the sub-delegating party, together with the voting instructions, to be received **by 12:00 a.m. on 18 September 2026**. The proxy and sub-proxy may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy or sub-proxy and voting instructions by signing and submitting this form is **free of charge**, except where transmission or postal charges apply.

Computershare, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article **135-*decies*** of CLF. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

It is not possible to grant this proxy form without the enclosed voting instructions form. The forms should be completed online and downloaded from the company’s website www.unicreditgroup.eu/egm21september2026. The proxy and voting instruction form can be requested by phone at +39 0110923200.

UNICREDIT S.p.A. – Extraordinary Shareholders’ Meeting September 21, 2026
 Proxy or sub-proxy form and Voting instructions to **Computershare S.p.A.** as **Appointed Representative**
 pursuant to article 135-*undecies* of Legislative Decree 58/1998 and article **106 D.L.18/2020**

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned <i>*(natural person)</i>				
birth place*		birth date *		Tax code *
resident in (town) *		at (address) *		
telephone. no.		e-mail		
(2) entitled to the voting right at the close of business of		09/10/2026 (Record Date)		as: ☐ registered holder
☐ legal representative - ☐ pledgee - ☐ taker-in - ☐ beneficial interest holder - ☐ official receiver - ☐ manager - ☐ sub-delegating party				
(3) for no. *		Shares UNICREDIT		
(4) as resulting from communication no.*		made by (Bank) *		
registered in the account no.	at	ABI	CAB	
(5) in the name of (natural person or legal entity if different from the signing person)				
birth place *		birth date *		Tax code/LEI *
resident in(town) *		at (addresss) *		

DELEGATES/SUB-DELEGATES

Computershare to attend and vote at the abovementioned shareholders’ general meeting, with reference to the shares above, in accordance with the following instructions and

DECLARES that no matter of incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred **(6)**
- the proxy will be validly accepted at the Meeting only on condition that the Company has received, before the start of the Meeting, a specific communication from the intermediary regarding the shares indicated in this proxy form;

STATES, in case of **sub-proxy**, under his/her own liability as proxy holder, pursuant article 135-*novies*, par. 4 and 5, CLF, the compliance of the list enclosed to the proxies received and the identity of the proxy grantors.

N.B.: *In the event that there are multiple proxy grantors, the voting instructions provided by each of them must be listed in an attachment to this Proxy Form.*

DATE	ID Form (7) (type)*	Issued by *	no. *	SIGNATURE
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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the Instructions for filling in)

The undersigned **(8)**

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow

RESOLUTIONS TO BE VOTED (9)	VOTING INSTRUCTIONS
	F (for), C (against), A (abstain)
NOTE <i>This voting instructions form could be amended to include any proposal of resolution and/or vote on the items on the agenda that were presented by shareholders until September 6, 2026, in line with the notice of call. In that case, the voting instruction form will be supplemented and republished on the website with the new proposals to be voted on.</i>	

(0010)	1 - Amendments to the Articles of Association: amendment to Article 20 and insertion of new Article 20-bis.			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
	Section A2 – vote for proposal published pursuant to article 126-bis of CFA (10)	F	C	A

(0020)	2. Proposal to grant the Board of Directors, pursuant to Article 2420-ter of the Italian Civil Code, the power, to be exercised within 5 (five) years from the shareholders’ resolution, to issue, pursuant to Article 2420-bis of the Italian Civil Code, in one or more occasions and with exclusion of pre-emption rights, bonds convertible into ordinary shares of UniCredit (Perpetual Contingent Convertible Additional Tier 1 Notes) denominated in USD for a maximum equivalent amount of Euro 5,000,000,000.00 calculated on the basis of the exchange rate in effect on the date of each issuance, addressed to institutional investors and, consequently, to increase the share capital with exclusion of pre-emption rights pursuant to Article 2441, fifth paragraph, of the Italian Civil Code, for an amount (including share premium) that may not exceed, for each convertible bond, the EUR equivalent of the Company’s relevant debt at the time of such conversion, through the issuance of ordinary shares with regular dividend rights and having the same characteristics as the ones outstanding as of the issue date, whose issue price will be determined by the Board of Directors in accordance with Article 2441, sixth paragraph, of the Italian Civil Code; consequent amendment of Clause 6 of the Articles of Association; related and consequent resolutions.			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
	Section A2 – vote for proposal published pursuant to article 126-bis of CFA (10)	F	C	A

UNICREDIT S.p.A. – Extraordinary Shareholders’ Meeting September 21, 2026

Proxy or sub-proxy form and Voting instructions to **Computershare S.p.A.** as **Appointed Representative**
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(0030)	3. Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, with the power, to be exercised within 31 December 2027, to increase the share capital, in one or more tranches and in a divisible form, without pre-emption right pursuant to Article 2441, paragraph 5, of the Italian Civil Code, by issuing maximum no. 10,603,000 ordinary shares, with ordinary rights and the same characteristics as the shares already outstanding on the issue date, whose issuance price shall be determined by the Board of Directors pursuant to applicable laws, to be paid up by way of set-off of the receivables arising from certain Total Return Swap agreements; subsequent amendment of Art. 6 of the Company’s Articles of Association; related and subsequent resolutions.			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
	Section A2 – vote for proposal published pursuant to article 126-bis of CFA (10)	F	C	A

DATE

SIGNATURE

UNICREDIT S.p.A. – Extraordinary Shareholders' Meeting September 21, 2026
Proxy or sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
pursuant to article 135-undecies of Legislative Decree 58/1998 and article 106 D.L.18/2020

Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (*together with a valid ID document and, in case, the documentation providing proof of the signatory power*) via the Appointed Representative together with the **Voting Instructions** reserved to him within the term indicated in the Introduction using one of the following methods:
 - 1) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to unicredit@pecserviziottoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to unicredit@pecserviziottoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders:** as an attachment document (PDF format) sent to unicredit@pecserviziottoli.it. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. Via Nizza 262/73, 10126 Turin, Italy.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. Ensure that the number and type of shares for which the proxy is granted coincides with that certified by the intermediary in his communication to the company whose references are to be indicated in the following point (4)
4. Enter the communication made by the intermediary and its name. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
6. Pursuant article 135-undecies, par. 3, TUF "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."
7. Provide details of a valid form of identification of the proxy signatory.
8. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.unicreditgroup.eu/egm21september2026
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
In case of approval of the proposal contained in Section A, the vote on the alternative proposal, as contained in section A2, could not take place.

UNICREDIT S.p.A. – Extraordinary Shareholders' Meeting September 21, 2026
Proxy or sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
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Regulatory References

Italian Legislative Decree no. 58/98 (CLF)

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135. (omissis par. 2, 3, 4 and 5).

Article 135-novies

(Representation at the shareholders' meeting)

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies paragraph 3 and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, paragraph 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.
7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second paragraph of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.

UNICREDIT S.p.A. – Extraordinary Shareholders' Meeting September 21, 2026
Proxy or sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
pursuant to article 135-undecies of Legislative Decree 58/1998 and article 106 D.L.18/2020

2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall have no interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-undecies may express a vote other than that indicated in the voting instructions.

Law-Decree nr. 18 on March 17th, 2020

Art. 106

(Rules relating to the conduct of Company Shareholders' meetings)

- [...] 2. With the notice of ordinary or extraordinary general meetings, companies limited by shares, limited partnerships with a limited partnership limited by shares, limited liability companies, and cooperative and mutual insurance companies may provide, also by way of derogation from the different provisions of the articles of association, for the expression of the vote by electronic means or by correspondence and participation in the shareholders' meeting by means of telecommunications; the aforesaid companies may also provide that the shareholders' meeting be conducted, also exclusively, by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of voting rights, pursuant to and for the purposes of Articles 2370, fourth paragraph, 2479-bis, fourth paragraph, and 2538, sixth paragraph, of the Italian Civil Code without, in any case, the need for the chairman, secretary or secretary to be in the same place, where provided for provided for, the chairman, the secretary or the notary.
4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or sub-proxies pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
 5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

UNICREDIT S.p.A. – Extraordinary Shareholders’ Meeting September 21, 2026
Proxy or sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
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INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 106 D.L. 18/2020, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned article 106 D.L. 18/2020.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy> .

Computershare S.p.A.