Regulation on the procedures for the holding of Shareholders' Meetings

Approved by the Board of Directors pursuant to Article 125-bis.1 of Legislative Decree No. 58/1998 - September 2026

UniCredit

REGULATION ON THE PROCEDURES FOR THE HOLDING OF SHAREHOLDERS' MEETINGS

APPROVED BY THE BOARD OF DIRECTORS OF UNICREDIT S.P.A.
pursuant to Article 125-bis.1 of Legislative Decree No. 58/1998

RECITAL

This regulation (the "**Regulation**") sets forth the rules of procedure for holding the shareholders' meetings of UniCredit S.p.A. (the "**Company**") as provided for by Article 125-bis.1 of Legislative Decree No. 58 of 24 February 1998 (the "**TUF**"). It therefore supplements the existing provisions, implementing the aforementioned provisions of the TUF.

This Regulation, in the matters governed by Article 125-bis.1 of the TUF, supplements the Company's current "*Regulations governing General Meetings*", approved by the Shareholders' Meeting on 12 April 2018, which continue to apply to any matter not governed, or not otherwise governed, by this Regulation.

This Regulation was approved on 17 September 2026 by the Board of Directors in accordance with the procedure laid down by the TUF.

ARTICLE 1 - MODALITIES FOR HOLDING THE SHAREHOLDERS' MEETING

1.1 The Board of Directors, having regard to criteria of efficiency and transparency, shall resolve on the modalities for holding each Shareholders' Meeting, implementing, if deemed appropriate, the provisions of Article 125-bis.1 of the TUF.

1.2 Without prejudice to the possibility of holding the Shareholders' Meeting in the manner already provided for by the Articles of Association, including the option under Article 9, paragraph 2, of the Articles of Association to allow, where so indicated in the notice of call, attendance by means of telecommunications and the exercise of voting rights by electronic means, and by the *Regulations governing General Meetings* approved on 12 April 2018, the Board of Directors may in particular provide, with the favorable vote of the majority of the independent directors, that the participation in the Shareholders' Meeting and the exercise of voting rights take place exclusively through the designated representative appointed by the Company pursuant to Article 135-undecies of the TUF, as provided for in Article 2 below (the "**Designated Representative**").

1.3 The modality selected by the Board of Directors shall be specified in the notice of call of the Shareholders' Meeting. The notice of call shall identify the relevant conditions, procedures and deadlines for participation and voting and shall contain a reference to the Regulation.

ARTICLE 2 - SHAREHOLDERS' MEETING HELD EXCLUSIVELY THROUGH THE DESIGNATED REPRESENTATIVE

2.1 Where participation in the Shareholders' Meeting and the exercise of voting rights take place exclusively through the Designated Representative, proxies or sub-proxies can be granted thereto also pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF, with voting instructions on all or some of the items on the agenda, within the deadline indicated in the notice of call and without prejudice to the mandatory time limits provided for by law. The proxy shall have effect solely with respect to the proposals for which voting instructions have been given.

In such cases, the right to ask questions on the items on the agenda pursuant to Article 127-ter of the TUF shall be exercised exclusively prior to the Shareholders' Meeting. The notice of call shall indicate the deadline, not earlier than the date referred to in Article 83-sexies, paragraph 2, of the TUF, by which questions must reach the Company; the Company shall provide replies to the questions received at least three days before the Shareholders' Meeting. The Company shall ensure that proxies (or sub-proxies) pursuant to Article 135-novies of the TUF may be granted to the Designated Representative also after the publication of the replies to the questions.

2.2 The notice of call shall contain any further information necessary for shareholders to exercise their rights of participation and voting through the Designated Representative.

2.3 Participation through the exclusive Designated Representative does not entitle the Company to any reimbursement of costs by the shareholders.

ARTICLE 3 - SHAREHOLDING THRESHOLD FOR PARTICIPATION IN THE DISCUSSION

3.1 Pursuant to Article 125-bis.1, paragraph 4, of the TUF, at each Shareholders' Meeting held with physical attendance or with participation by means of telecommunications under Article 9, paragraph 2, of the Articles of Association, participation in the discussion at the Shareholders' Meeting is subject to the holding of an individual shareholding equal to at least 0.05% of the Company's share capital, calculated on the basis of the shares held at the end of the day referred to in Article 83-sexies, paragraph 2, of the TUF.

3.2 The threshold referred to in paragraph 3.1 shall not apply to:
(a) the right to submit proposed resolutions pursuant to Article 126-bis of the TUF;
(b) the right to ask questions prior to the Shareholders' Meeting pursuant to Article 127-ter of the TUF.

3.3 The notice of call of the Shareholders' Meeting shall refer to the application of the threshold set out in paragraph 3.1.

3.4 The provisions of the Regulations governing General Meetings approved on 12 April 2018 granting all attendees the right to take the floor on the items under discussion shall apply within the limits set out in this Article. The Chairman of the Shareholders' Meeting shall ascertain the right of attendees to take part in the discussion pursuant to Article 4, paragraph 2, of the Regulations governing General Meetings.

ARTICLE 4 - RIGHT OF SHAREHOLDERS TO REQUEST AN IN-PERSON MEETING AT A PHYSICAL VENUE

4.1 Where it is provided that participation in the Shareholders' Meeting and the exercise of voting rights take place exclusively through the Designated Representative (as per Article 2), the shareholders representing, individually or jointly, at least one twentieth of the share capital carrying voting rights on the items on the agenda may request that the Shareholders' Meeting be held as an in-person meeting at a physical venue instead of through the aforementioned modality (the "**Request**"). In such case, the provisions of Article 3 of this Regulation shall apply anyway.

4.2 The Request must be received by the Company within five days from the publication of the notice of call of the Shareholders' Meeting, by means of a communication sent to the certified electronic mail address indicated in the notice of call or through any other alternative methods that may be provided for in the notice itself.

4.3 The Request shall indicate the shareholders submitting it and provide evidence of the shareholding represented by delivering the communication issued by the intermediaries pursuant to the Law.

4.4 Notice of the Request received shall be given within three days from its submission by supplementing the notice of call published on the Company's website and through the other means provided for by Law. The Notice of the Request will serve to provide the necessary information to attend the physical Shareholders' Meeting.

ARTICLE 5 - FINAL PROVISIONS

5.1 This Regulation shall be published on the Company's website, in the section dedicated to corporate governance.

5.2 This Regulation shall enter into force on the date of its approval by the Board of Directors and shall apply to all Shareholders' Meetings convened by a notice of call published after the date of its publication on the Company's website and held after 30 September 2026.