

– Convenience Translation –

UniCredit S.p.A.
Milan, Italy

**Announcement pursuant to Section 14 para. 3 sentence 1 no. 2 of the
German Securities Acquisitions and Takeover Act
(Wertpapiererwerbs- und Übernahmegesetz – “WpÜG”)**

THE INFORMATION CONTAINED IN THIS DOCUMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (IN WHOLE OR IN PART) IN, INTO OR FROM ANY JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD VIOLATE THE APPLICABLE LAWS OF SUCH JURISDICTION.

The offer document relating to the voluntary public takeover offer (exchange offer) (the “**Offer**”) of UniCredit S.p.A., Milan, Italy (“**UniCredit**” or the “**Bidder**”), to the shareholders of COMMERZBANK Aktiengesellschaft, Frankfurt am Main, Germany (“**Commerzbank**”), for the acquisition of all non-par value bearer shares in Commerzbank (ISIN DE000CBK1001), not held directly by the Bidder (the “**Commerzbank Shares**”), as well as a non-binding English translation of the offer document are available as of today on the internet at <https://www.unicreditgroup.eu/de/investors/unicredit-unlimited-next-phase.html>.

In addition, copies of the German version of the offer document will be available for distribution free of charge at UniCredit Bank GmbH, Arabellastraße 12, 81925 Munich (requests via email at hvtenderoffer@unicredit.de, indicating a complete mailing or email address to which a copy of this offer document can be sent).

Milan, 5 May 2026

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Important notice:

This announcement is neither an offer to sell or purchase nor a solicitation of an offer to sell or purchase Commerzbank Shares. The definite terms and conditions of the Offer, as well as further provisions concerning the Offer, are published in the offer document, the publication of which has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of Commerzbank Shares are strongly advised to read the offer document and all other documents regarding the Offer as they contain important information.

Subject to the exceptions described in the offer document and any exceptions granted by the relevant regulatory authorities, an Offer is not being made directly or indirectly, in or into

those jurisdictions where to do so would constitute a violation pursuant to the laws of such jurisdiction.

The Offer will exclusively be subject to the laws of the Federal Republic of Germany. Any agreement that is entered into as a result of accepting the Offer will be exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.

The Bidder and/or persons acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG may acquire, or make arrangements to acquire, Commerzbank Shares other than in the course of the Offer, on or outside the stock exchange during the period in which the Offer remains open for acceptance, provided that such acquisitions or arrangements to acquire do not occur in the United States of America (“**United States**”), comply with the applicable German statutory provisions, in particular the WpÜG, and the offer consideration must be increased, as necessary, to match any higher acquisition price paid outside the Offer. Information about such acquisitions or arrangements to acquire will be published pursuant to Section 23 para. 2 WpÜG. Such information will be published in German and by way of a non-binding English translation on the Bidder’s website at <https://www.unicreditgroup.eu/en/investors/unicredit-unlimited-next-phase.html>.

For Commerzbank Shareholders whose place of residence, incorporation or place of habitual abode is outside of the Federal Republic of Germany, it may be difficult to enforce rights and claims arising outside of the laws of their country of residency, incorporation or place of habitual abode, since Commerzbank is incorporated in the Federal Republic of Germany and some or all of its officers and directors may be residents of a country other than the country of residency, incorporation or place of habitual abode of the respective shareholders. It may not be possible for such Commerzbank Shareholders to sue a foreign company or its officers or directors for violations of the laws of your country of residency, incorporation or place of habitual abode in a court in their country of residency, incorporation or place of habitual abode. Further, it may be difficult to compel a foreign company and its affiliates to subject themselves to a judgment of a court of your country of residency, incorporation or place of habitual abode.

The Offer will exclusively be subject to the laws of the Federal Republic of Germany which differ from the disclosure, procedural, and filing requirements of the US tender offer rules under the US Securities Exchange Act of 1934, as amended (“**Exchange Act**”) for tender offers for the securities of domestic US companies. The Offer will be made in compliance with applicable US laws and regulations, including Section 14(e) and Regulation 14E under the Exchange Act.

The UniCredit shares offered in exchange for the tendered Commerzbank Shares (the “**UniCredit Offer Shares**”) will not be registered under the US Securities Act of 1933, as amended (“**Securities Act**”), and the UniCredit Offer Shares may not be offered, sold or delivered within or into the United States, except pursuant to an applicable exemption of, or in a transaction not subject to, the Securities Act.

Neither the Offer nor this announcement have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or

any other US regulatory authority, nor have such authorities approved or disapproved or passed judgement upon the fairness or the merits of the Offer, or determined if the information contained in this announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offense in the United States.

This publication is available
on the internet at: <https://www.unicreditgroup.eu/de/investors/unicredit-unlimited-next-phase.html>.
on the internet on: 5 May 2026

Milan, 5 May 2026

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