



# Excerpt from the notice of call

Ordinary and Extraordinary Shareholders' Meeting  
27 March 2025



**UniCredit S.p.A.** - Registered Office and Head Office: Piazza Gae Aulenti no. 3 - Tower A - 20154 Milan; Share Capital € 21,453,835,025.48 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

## INTEGRATION AND AMENDMENT OF THE EXCERPT FROM THE NOTICE OF CALL

This excerpt from the notice of call supplements and amends the one of the Extraordinary Shareholders' Meeting published on 25 November 2024 following the decisions of the Board of Directors of UniCredit S.p.A. on 20 February 2025.

The additions and changes made concern in particular

- the date and place of the Shareholders' Meeting, with the time set at 10:00 a.m. remaining unchanged;
- the convening of the Shareholders' Meeting also in ordinary session, with the related items on the agenda;
- the items on the agenda of the Shareholders' Meeting in extraordinary session.

Below is the text of the excerpt from the notice of call with the additions and amendments underlined.

### EXCERPT FROM THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

(pursuant to Article. 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

The Shareholders' Meeting of UniCredit S.p.A. (the "Company") is convened in ordinary session and in extraordinary session, in Milan, at "Allianz MiCo", viale Lodovico Scarampo, (reserved entrances "A" and "B" between Gate 6 and Gate 7), on 27 March 2025, at 10 a.m., in a single call.

The Meeting is convened to decide on the following

#### AGENDA

##### Ordinary part

1. Approval of the 2024 financial statements
2. Allocation of the net profit of the year 2024
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. Integration of the Board of Directors
6. 2025 Group Remuneration Policy
7. Remuneration Report
8. 2025 Group Incentive System

## Extraordinary part

1. Proposal to grant the Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, with the power, to be exercised within 31 December 2025, to increase the share capital, in one or more tranches and in a divisible form, without pre-emption right pursuant to Art. 2441, paragraph 4, first sentence, of the Italian Civil Code, and with issuance of maximum no. 278.000.000<sup>1</sup> 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 contribution in kind functional to a voluntary public exchange offer (*offerta pubblica di scambio volontaria*) on all the ordinary shares of Banco BPM S.p.A.; subsequent amendment of Art. 6 of the Company's by-laws; related and subsequent resolutions.
2. Cancellation of treasury shares with no reduction of share capital; consequent amendment of Article 5 of the Articles of Association. Related and consequent resolutions
3. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 1.540 UniCredit ordinary shares to service the 2019 Group Incentive System 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 250.000 UniCredit ordinary shares to service the 2020 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 850.000 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
6. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 600.000 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
7. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 3.300.000 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
8. 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 2020-2023 LTI Plan and consequent integration of clause 6 of the Articles of Association

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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, personally or by proxy, also by means of the Company's designated representative (please note that the *record date* falls on **18 March 2025** and that the Company's designated representative is 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 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 2025**);
- the availability of the explanatory Reports concerning the items on the agenda;
- the payment of the dividend eventually resolved upon at the Shareholders' Meeting (envisaged on **24 April 2025**, with the ex-dividend date being **22 April 2025**, and the record date **23 April 2025**);

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<sup>1</sup> Considering the dividend distribution proposals for the 2024 financial year recently approved by the Boards of Directors of UniCredit and BPM, and not yet approved by their respective shareholders' meetings, the maximum number of UniCredit shares to be issued in connection with the Offer has been increased from 266.000.000 to 278.000.000 only to ensure capacity in all theoretical scenarios of the adjustment of the Consideration (as indicated in the Offer Notice) that may arise as a result of a potential misalignment in the payment of dividends by UniCredit and/or BPM before the completion of the Offer.

is given in the notice of call, available on the Company website [www.unicreditgroup.eu/agm27march2025](http://www.unicreditgroup.eu/agm27march2025), 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, 20 February 2025

THE CHAIRMAN OF THE BOARD OF DIRECTORS

*Signed by Pietro Carlo Padoan*

*Financial instruments cannot be offered or sold in the United States unless they have been registered pursuant to the U.S. Securities Act of 1933, or are exempt from registration. Financial instruments referred to in this document, including those offered in the context of the transaction described herein, will not be registered pursuant to the U.S. Securities Act, and UniCredit does not intend to carry out a public offer of such financial instruments in the United States.*