



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 NOTICE OF CALL

This 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 notice of call with the additions and amendments underlined.

NOTICE OF CALL

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 **10:00 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. 278,000,000¹ 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

The dividend eventually resolved by the Shareholders' Meeting will be paid out, in accordance with applicable laws and regulations, on **24 April 2025**, having **22 April 2025** as the ex-dividend date. Under Article 83-*terdecies* of Legislative Decree no. 58/1998 (Consolidated Law on Financial Intermediation, here below "TUF"), those who - based on the relevant records - are Shareholders at the end of the accounting day on **23 April 2025** will be entitled to receive the dividend.

Right to attend and vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the TUF, those who can legitimately attend and vote at the Shareholders' Meeting are the persons for whom, at their own request and within the terms provided by current provisions of the law, the brokers who hold the accounts on which the UniCredit shares are recorded have sent to the Company the communications confirming the entitlement to this right according to the records referred to at the end of the accounting day on **18 March 2025** (the so-called *record date*). The credit and debt recordings carried out on the accounts after this date are not counted as significant: therefore, those who will prove to be shareholders only after such date will not have the right to attend and vote at the Meeting.

¹ 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.

No provisions have been made for voting by correspondence or by using electronic means.

Voting proxies and the Company-Designated Proxy Holder

Those who have the right to vote may be represented in the Meeting through execution of a written proxy pursuant to current regulatory provisions. To that end, it will be possible to use either the proxy form issued by the authorised intermediaries at the request of the voting rights holder or the proxy form which will be available on the Company's website. The representative may deliver or send to the Company a copy or a digital copy of the proxy in place of the original confirming, under his/her own responsibility, the identity of the delegating shareholder and that the document is a true copy of the original. The Company may be given notice of the voting proxy granted by means of a document in electronic format with a qualified electronic signature or digital signature by sending an e-mail to shareholdersdelegation@unicredit.eu.

The proxy may also be given to **Computershare S.p.A.**, with registered office in Milan and offices at via Nizza, 262/73 in Turin, the Representative designated for this purpose by the Company pursuant to Article 135-*undecies* of the TUF, in accordance with the procedures provided for by the current legislation. The proxy to the Company-Designated Proxy Holder, with voting instructions on all or some of the proposals on the agenda, shall be conferred through the specific proxy form prepared by the Designated Proxy Holder itself and which will be available on UniCredit website at www.unicreditgroup.eu/agm27march2025. The proxy form with voting instructions must be submitted, following the indications therein, **by 25 March 2025**. Alternatively, within the same deadline, it will be possible to proceed with the guided filling in of the proxy form and voting instructions and their transmission using the specific web application managed by Computershare S.p.A., accessible through a specific link on the UniCredit website.

The proxy and voting instructions can always be cancelled within the specified deadline, using the procedures specified above. The proxy is effective only for proposals in relation to which voting instructions have been given.

Addition of items to the agenda, submission of new resolution proposals on items already on the agenda

The right to add new items to the Shareholders' Meeting agenda and/or to submit new resolution proposals on items already on the agenda may be exercised by Shareholders that, even jointly, hold at least 0.50% of the share capital according to the Articles of Association in the cases and according to the methods established by Article 126-*bis* of the TUF, **within 10 days from the publication of this notice of call**. Additions to the agenda are not admissible on topics for which the Shareholders' Meeting has been called upon to resolve, according to law, following the submission of proposals by the Directors, or based on plans or reports drafted by the Directors, other than those indicated in Article 125-*ter*, sec. 1 of the TUF.

The requests - together with the documentation certifying the ownership of the shareholding - must be sent to the attention of "*Group Corporate Affairs*" and submitted in writing, or sent via registered mail with the notice of receipt, to UniCredit S.p.A.'s Registered Office; the requests may also be sent via certified e-mail to corporate.law@pec.unicredit.eu. Within the same deadline, and by using the same means, a report giving the reason for the request or the proposal must be sent to the Board of Directors by the requiring or applying Shareholders. The legitimization of the Shareholders shall be ascertained based on the notice given by the broker according to Article 43 of the Bank of Italy-Consob Resolution dated 13 August 2018 (*Regulation of central counterparties, central securities depositories and centralized management*).

Additions to the agenda or further resolution proposals on items already on the agenda will be subject to public notice, in the same ways established for the publication of the notice of call, **within 12 March 2025**. At the same time the submitted reports drawn up by those requiring additions and/or further resolution proposals will be made available to the public, together with any consideration of the Board of Directors, in the same ways provided for the documents concerning the Meeting.

Any person entitled to vote may individually submit resolution proposals at the Shareholders' Meeting.

Questions on the items on the agenda before the Shareholders' Meeting

As provided for in Article 127-ter of the TUF, those who are entitled to vote may submit questions pertaining to items on the agenda prior to the Shareholders' Meeting by sending these:

- via e-mail to corporate.law@pec.unicredit.eu or
- via registered mail with the notice of receipt to the Company's Registered Office (with the express indication: "*To the attention of Group Corporate Affairs*"), with their identification and contact details.

The entitlement of those asking questions shall be ascertained based on the notice given by the broker according to Article 43 of the Bank of Italy-Consob Resolution dated 13 August 2018, or by means of the communication pursuant to Article 83-sexies of the TUF to allow attendance at the Shareholders' Meeting. **Those interested are invited to send the Company, together with their questions, a copy of the documentation proving their entitlement.**

The questions must be received **no later than 20 March 2025**. The questions that will result to be pertinent to the matters on the agenda, will be answered, at the latest, during the Shareholders' Meeting as established by the rules of the law.

The Company will not answer questions that do not respect the above modalities, due dates and conditions.

Documents for the Shareholders' Meeting

The resolution proposals together with the Directors' Reports concerning the items on the agenda will be available to the public, according to the terms provided for by the rules of law and regulations, at the Company's Registered Office, on the website of the authorized storage mechanism "eMarket STORAGE" managed by Teleborsa S.r.l. (www.emarketstorage.it/en) as well as on the UniCredit website.

In accordance with the current law provisions, the Shareholders may obtain a copy of the documents deposited at the Registered Office at their own expense.

Information concerning the share capital and the shares with voting rights

On the day this notice is published, UniCredit's share capital, fully paid-up, amounts to EUR 21,453,835,025.48 and is divided into 1,557,675,176 shares with no nominal value. Each share gives the right to one vote.

Website and Company address

Any reference made in this document to the Company or to UniCredit website is to be understood as a reference, also pursuant to the provisions of Article 125-*quater* of the TUF, to the following address:

www.unicreditgroup.eu/agm27march2025.

The address of UniCredit S.p.A.'s Registered Office is Piazza Gae Aulenti no. 3, Tower A - 20154 Milan.

An excerpt of this notice, as integrated and amended, will be published in the newspapers "Il Sole 24 Ore", "Milano Finanza", "Handelsblatt" and "Financial Times" (European edition).

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.

Shareholders having the right to attend the Shareholders' Meeting and to exercise their right to vote are kindly requested to arrive before the time scheduled for the beginning of the Meeting, bringing with them a copy of the statement requested by the relevant intermediary pursuant to sec. 83-sexies of the TUF as well as a valid personal identification document, so as to facilitate the admission procedures and ensure that the Meeting starts on time.

*Further information on the terms and conditions to attend Shareholders' Meeting, which must be observed for adding items to the agenda and for asking questions prior to the Shareholders' Meeting, can be obtained by the Shareholders by calling the **TOLL-FREE NUMBER 800.307.307**, available on weekdays from 8:30 to 13:00 and from 14:00 to 17:00, in addition to the reference to the current laws and indications available on the UniCredit website.*

*For specific information on granting proxies to the Company-Designated Proxy Holder, the Shareholders may directly contact Computershare S.p.A. at the telephone number **+39 011 0923200** operating on the same days and at the same times.*

Shareholders who entertain an equity deposit agreement with the Bank and who can carry out transactions by means of the UniCredit S.p.A. Internet Banking system may ask for the admittance tickets for the Meeting also through such means.

Finally, it is recalled that, in order to provide information relating to the voluntary exchange Offer over all the ordinary shares of Banco BPM S.p.A. (see item no. 1 on the extraordinary part of the Agenda), Sodali, as Global Information Agent for the Offer, has made available telephone numbers for calls from Italian landlines (800 126 341), from mobiles and abroad (+39 06 85870096), and for WhatsApp (+39 340 4029760), all active from 9:00 to 18:00 CET on weekdays.