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Oggetto : UniCredit: Board of Directors' Resolutions

Testo del comunicato

Vedi allegato



PRESS RELEASE

UniCredit: Board of Directors' Resolutions

On 23 February 2026 the UniCredit Board of Directors passed, *inter alia*, the following resolution:

CALL FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The UniCredit Board of Directors has decided to call an Ordinary and Extraordinary Shareholders' Meeting in Milan, in a single call, to be held on 31 March 2026 (without an in-person format and with shareholders represented exclusively by the Company's designated representative, as permitted by applicable law) to agree resolutions on the following matters:

Ordinary part

1. Approval of the 2025 financial statements
2. Allocation of the net profit for the year 2025
3. Elimination of negative reserves for the components not subject to change by means of their definitive coverage
4. Authorization to purchase treasury shares aimed at remunerating the shareholders. Consequent and inherent resolutions
5. 2026 Group Remuneration Policy
6. Remuneration Report
7. 2026 Group Incentive System

Extraordinary part

1. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 247 UniCredit ordinary shares to service the 2020 Group Incentive System and consequent integration of clause 6 of the Articles of Association
2. 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 2021 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association
3. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 1,750,000 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
4. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 750,000 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
5. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 450,000 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
6. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 1,650,000 UniCredit ordinary shares to service the 2025 Group Incentive System and any other forms of remuneration 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 550,000 UniCredit ordinary shares to service the 2020-2023 LTI Plan and consequent integration of clause 6 of the Articles of Association
8. Cancellation of treasury shares with no reduction of share capital; consequent amendment of clause 5 of the Articles of Association. Related and consequent resolutions



PROPOSALS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the 2025 Financial Statements

The draft of the Company's financial statement of UniCredit S.p.A., as of December 31, 2025, will be submitted for approval. For further details please refer to the specific press release published on 23 February 2026 on the Company's website www.unicreditgroup.eu. The 2025 draft financial statement of UniCredit S.p.A., together with the reports required by law as well as the 2025 consolidated financial, will be published, within the time limits provided for by the current legislation, also on the Company's website www.unicreditgroup.eu.

2. Allocation of the net profit for the year 2025

During the Shareholders' Meeting, the distribution of a dividend from allocation of the 2025 net profit will be proposed. In this regard, please refer to the relevant Directors' Report which will be published within the time limits provided for by the current legislations also on the Company's website (www.unicreditgroup.eu). For further details please refer to the specific press release published on 23 February 2026 on the Company's website www.unicreditgroup.eu.

3. Elimination of negative reserves for the components not subject to change by means of their definitive coverage

During the Shareholders' Meeting, coverage of the negative reserves from available reserves will be proposed. In this regard, please refer to the relevant Directors' Report which will be published within the time limits provided for by the current legislations also on the Company's website www.unicreditgroup.eu.

4. Authorization to purchase treasury shares. Consequent and inherent resolutions

The Shareholders' Meeting will be requested to grant the Board of Directors of UniCredit with the power to purchase UniCredit shares, subject to the required authorization from the European Central Bank, to enable the Board of Directors to carry out the activities and purposes envisaged in terms of Shareholders' remuneration.

The reasons as well as the terms and conditions of the buy-back program will be specified in detail in the Directors' Report which will be published, within the terms set out in the applicable regulation, also on the Company's website www.unicreditgroup.eu. Please also refer to the press release on the approval of the Draft Financial Statements published on 23 February 2026.

5. 2026 Group Remuneration Policy

To fulfil the Law requirements currently in force, the 2026 Group Remuneration Policy, which sets out the principles and standards applied by UniCredit to define, implement and monitor the compensation praxis, plans and programs of the Group, will be submitted to the Shareholders' Meeting. The 2026 Group Remuneration Policy will be made available to the public, within the time limits provided by the current legislation, also on the Company's website www.unicreditgroup.eu.

6. Remuneration Report

To fulfil the Law requirements currently in force, the Remuneration Report, which provides all relevant Group compensation-related information on the remuneration policies, practices and outcomes, will be submitted to the Shareholders' Meeting. The Remuneration Report will be made available to the public, within the time limits provided by the current legislation, also on the Company's website www.unicreditgroup.eu.

7. 2026 Group Incentive System

The adoption of the 2026 Group Incentive System, which, as required by national and international Regulatory Authorities, provides for the allocation of an incentive - in cash and/or in equity instruments - will be submitted to the Shareholders' Meeting. This is subject to the achievement of specific performance conditions over a multi-year period, granted to a selected group of UniCredit Group employees.

To illustrate the above-mentioned 2026 incentive system, pursuant to Section 114-bis of the Legislative Decree no. 58 of 24 February 1998, the disclosure document as of Section 84-bis of Consob Regulation no.11971/99, will be made available to the public, together with the Directors' Report on the 2026 Group Incentive System, within the time limits provided by the current legislation also on the Company's website www.unicreditgroup.eu.



PROPOSALS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDER MEETING

1. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 247 UniCredit ordinary shares to service the 2020 Group Incentive System and consequent integration of clause 6 of the Articles of Association

In line with the indications of the national and international supervisory authorities and the guidelines contained in the European directive CRD (Capital Requirements Directive), the instrument for implementing the 2020 Group Incentive System has been identified in the resolution – in 2027 - by the Board of Directors, by power granted by the Shareholders' Meeting pursuant to Art. 2443 of the Italian Civil Code, of a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, through the issue of maximum 247 ordinary shares, corresponding to the sixth tranche of the deferral scheme, to be assigned to the beneficiaries of the System. The Shareholders' Meeting will be also called upon to resolve on the consequent amendment of the Articles of Association. In that regard, please refer to the relevant Directors' Report, which will be published within the time limits provided for by the current legislation also on the Company's website www.unicreditgroup.eu.

2. 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 2021 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association

In line with the indications of the national and international supervisory authorities and the guidelines contained in the European directive CRD (Capital Requirements Directive), the instrument for implementing the 2021 Group Incentive System has been identified in the resolution - in one or more instances in 2027 - by the Board of Directors, by power granted by the Shareholders' Meeting pursuant to Art. 2443 of the Italian Civil Code, of a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, through the issue of maximum 650,000 ordinary shares, corresponding to the fifth tranche of the deferral scheme, to be assigned to the beneficiaries of the System. The Shareholders' Meeting will be also called upon to resolve on the consequent amendment of the Articles of Association. In that regard, please refer to the relevant Directors' Report, which will be published within the time limits provided for by the current legislation also on the Company's website www.unicreditgroup.eu.

3. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 1,750,000 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

In line with the indications of the national and international supervisory authorities and the guidelines contained in the European directive CRD (Capital Requirements Directive), the instrument for implementing the 2022 Group Incentive System has been identified in the resolution - in one or more instances in 2027 - by the Board of Directors, by power granted by the Shareholders' Meeting pursuant to Art. 2443 of the Italian Civil Code, of a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, through the issue of maximum 1.750,000 ordinary shares, corresponding to the fourth tranche of the deferral scheme, to be assigned to the beneficiaries of the System. The Shareholders' Meeting will be also called upon to resolve on the consequent amendment of the Articles of Association. In that regard, please refer to the relevant Directors' Report, which will be published within the time limits provided for by the current legislation also on the Company's website www.unicreditgroup.eu.

4. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 750,000 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

In line with the indications of the national and international supervisory authorities and the guidelines contained in the European directive CRD (Capital Requirements Directive), the instrument for implementing the 2023 Group Incentive System has been identified in the resolution - in one or more instances in 2027 - by the Board of Directors, by power granted by the Shareholders' Meeting pursuant to Art. 2443 of the Italian Civil Code, of a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, through the issue of maximum 750,000 ordinary shares, corresponding to the third tranche of the deferral scheme, to be assigned to the beneficiaries of the System. The Shareholders' Meeting will be also called upon to resolve on the consequent amendment of the Articles of Association. In that regard, please refer to the relevant Directors' Report, which will be published within the time limits provided for by the current legislation also on the Company's website www.unicreditgroup.eu.



5. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 450,000 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

In line with the indications of the national and international supervisory authorities and the guidelines contained in the European directive CRD (Capital Requirements Directive), the instrument for implementing the 2024 Group Incentive System has been identified in the resolution - in one or more instances in 2027 - by the Board of Directors, by power granted by the Shareholders' Meeting pursuant to Art. 2443 of the Italian Civil Code, of a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, through the issue of maximum 450,000 ordinary shares, corresponding to the second tranche of the deferral scheme, to be assigned to the beneficiaries of the System. The Shareholders' Meeting will be also called upon to resolve on the consequent amendment of the Articles of Association. In that regard, please refer to the relevant Directors' Report, which will be published within the time limits provided for by the current legislation also on the Company's website www.unicreditgroup.eu.

6. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 1,650,000 UniCredit ordinary shares to service the 2025 Group Incentive System and any other forms of remuneration and consequent integration of clause 6 of the Articles of Association

In line with the indications of the national and international supervisory authorities and the guidelines contained in the European directive CRD (Capital Requirements Directive), the instrument for implementing the 2025 Group Incentive System has been identified in the resolution - in one or more instances in 2027 - by the Board of Directors, by power granted by the Shareholders' Meeting pursuant to Art. 2443 of the Italian Civil Code, of a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, through the issue of maximum 1,650,000 ordinary shares, corresponding to the first tranche of the deferral scheme, to be assigned to the beneficiaries of the System. The Shareholders' Meeting will be also called upon to resolve on the consequent amendment of the Articles of Association. In that regard, please refer to the relevant Directors' Report, which will be published within the time limits provided for by the current legislation also on the Company's website www.unicreditgroup.eu.

7. Delegation to the Board of Directors to carry out a free capital increase by a maximum of 550,000 UniCredit ordinary shares to service the 2020-2023 LTI Plan and consequent integration of clause 6 of the Articles of Association

In line with the indications of the national and international supervisory authorities and the guidelines contained in the European directive CRD (Capital Requirements Directive), the instrument for implementing the 2020-2023 LTI Plan has been identified in the resolution - in one or more instances in 2027 - by the Board of Directors, by power granted by the Shareholders' Meeting pursuant to Art. 2443 of the Italian Civil Code, of a free share capital increase, pursuant to Article 2349 of the Italian Civil Code, through the issue of maximum 550,000 ordinary shares, corresponding to the third tranche of the deferral scheme, to be assigned to the beneficiaries of the System. The Shareholders' Meeting will be also called upon to resolve on the consequent amendment of the Articles of Association. In that regard, please refer to the relevant Directors' Report, which will be published within the time limits provided for by the current legislation also on the Company's website www.unicreditgroup.eu.

8. Cancellation of treasury shares with no reduction of share capital; consequent amendment of clause 5 of the Articles of Association. Related and consequent resolutions

The Shareholders' Meeting will be requested to cancel the treasury shares that will be purchased under the above authorization referred to in item no. 4 of the agenda of the Ordinary Shareholders' Meeting, for this purpose granting the Board of Directors with the power to carry out such cancellation.

Taking into account that UniCredit's ordinary shares have no nominal value, the cancellation will be carried out with no reduction of the nominal value of UniCredit's share capital and will be carried out solely by reducing the number of existing shares, with a consequent increase in their accounting par value.

The Notice of call will be published within the terms and conditions provided for by current law provisions.

Milan, 24 February 2026



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