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Oggetto : Shareholders' Meeting

*Testo del comunicato*

Vedi allegato



## PRESS RELEASE

# Shareholders' Meeting

Today UniCredit S.p.A.'s Ordinary and Extraordinary Shareholders' Meeting was held in Milan and approved the following resolutions.

### ORDINARY PART

#### **Approval of the 2025 Financial Statements**

The Shareholders' Meeting has approved, with 98.65 per cent of the share capital present and entitled to vote, the Financial Statements of UniCredit S.p.A as at 31 December 2025, along with the Reports of the Board of Directors, the External Auditors and the Audit Committee.

#### **Allocation of the net profit of the year 2025**

The Shareholders' Meeting, in reference to the decisions taken upon approval of the 2025 Financial Statements of UniCredit S.p.A., and on the basis of the result for the year 2025 of €8,120,638,933.98, resolved, with 99.97 per cent of the share capital present and entitled to vote, to allocate the net profit as follows:

- to cover the interim dividend paid on 26 November 2025, for a total amount of €2,171,674,000.00;
- to the Shareholders' distribution a dividend equal to €1.7208 for each outstanding share and entitled to dividend at payment date, for a maximum amount of €2,578,326,000.00;
- to social, charity and cultural initiatives in favor of UniCredit Foundation an amount of €35,000,000.00;
- to the Reserve for social, charity and cultural initiatives aimed at the social and labor inclusion of young people, the promotion of education, the support for communities most impacted by the energy transition and fostering innovation as a driver of sustainable development and societal progress, an amount of €2,500,000.00
- to the Reserve related to the medium-term incentive program for Group Staff for an amount of €55,000,000.00;
- to the Statutory Reserve the remaining amount.

#### **Notice of dividend payment**

The Dividend will be paid, in accordance with the applicable laws and regulations, on 22 April 2026 with the "ex-dividend date" (coupon n° 12) on 20 April 2026, through the Intermediaries participating in the Monte Titoli centralized settlement service. Pursuant to art. 83-terdecies of Legislative Decree n. 58/1998, the shareholders entitled to receive the dividend will be those with evidenced ownership at the end of the accounting day of 21 April 2026 (*record date*).

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

The Shareholders' Meeting approved, with 99.98 per cent of the share capital present and entitled to vote, the coverage of the negative reserves for a total of €815,956,941.55 through use of the Statutory Reserve for i) €309,289,294.00 with reference to the tax step-up of the "extra profits" reserve pursuant to Law no. 136/2023, ii) €297,037,675.63 with reference to the coupon payments in 2025 related to Additional Tier 1 capital instruments and - the early repayment of the Additional Tier 1 instrument issued in 2017, iii) €205,688,008.37 with reference to the payments in 2024 related to the usufruct contract connected to the "Cashes" financial instruments and iv) €3,941,963.55 with reference to the payments under the Employee Stock Ownership Plan approved up to 2017.



### **Authorisation to purchase treasury shares aimed at remunerating the shareholders. Consequent and inherent resolutions**

The Shareholders' Meeting, with 99.63 per cent of the share capital present and entitled to vote, authorised the Board of Directors, pursuant to Article 2357 of the Italian Civil Code and Article 132 of Legislative Decree 58/1998 ("Italian Consolidated Financial Act") and the relevant implementing regulations, including the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999, as amended (the "Issuers' Regulations"), to make purchases, even in more transactions, for a maximum number of shares of the Company equal to 100,000,000, subject to authorisation by the European Central Bank ("ECB").

The purchases of UniCredit shares may be carried out and therefore completed within the earliest of: (a) the term of 18 (eighteen) months from the date of this shareholder's meeting resolution; and (b) the date of the shareholders' meeting which will be called to approve the financial statements for the year ending on 31 December 2026.

The purchases of UniCredit shares must be carried at a price that will be determined on a case-by-case basis, in compliance with Italian and European Union rules, also with regulatory requirements, in force from time to time, it being understood that the purchase price cannot diverge downwards or upwards by more than 10% from the official price registered by the UniCredit share in the trading session of Euronext Milan, organized and managed by Borsa Italiana S.p.A., on the day prior to the execution of each individual purchase transaction.

The authorisation of treasury shares is part of the initiatives outlined by the Company functional to implement its shareholders' remuneration policies.

### **2026 Group Remuneration Policy**

The Shareholders' Meeting approved, with 93.42 per cent of the share capital present and entitled to vote, the 2026 Group Remuneration Policy which defines the principles and standards which UniCredit applies in designing, implementing and monitoring the Group compensation practices, plans and systems.

### **Remuneration Report**

The Shareholders' Meeting approved, with 64.50 per cent of the share capital present and entitled to vote, the Remuneration Report which provides Group compensation-related detailed information on the remuneration policies, practices and outcomes.

### **2026 Group Incentive System**

The Shareholders' Meeting approved, with 96.38 per cent of the share capital present and entitled to vote, the adoption of the 2026 Group Incentive System which, as required by national and international Authorities, provides for the allocation of an incentive in cash and/or UniCredit ordinary shares to be granted, subject to the achievement of specific performance conditions over a multi-year period to a selected group of UniCredit Group employees.

## **EXTRAORDINARY PART**

### **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**

The Shareholders' Meeting, with 99.73 per cent of the share capital present and entitled to vote, gave the Board of Directors, according to Section 2443 of the Italian Civil Code, approving the consequent amendments to the UniCredit Articles of Association, the authority to resolve – in 2027 – to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, through the issuance of maximum of 247 ordinary shares, to be assigned to the beneficiaries of the 2020 Group Incentive System.

### **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**

The Shareholders' Meeting, with 99.73 per cent of the share capital present and entitled to vote, gave the Board of Directors, according to Section 2443 of the Italian Civil Code, approving the consequent amendments to the UniCredit Articles of Association, the authority to resolve – in one or more occasions in 2027 – to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, through the issuance of maximum of 650,000 ordinary shares, to be assigned to the beneficiaries of the 2021 Group Incentive System and for other forms of variable remuneration.



**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**

The Shareholders' Meeting, with 78.20 per cent of the share capital present and entitled to vote, gave the Board of Directors, according to Section 2443 of the Italian Civil Code, approving the consequent amendments to the UniCredit Articles of Association, the authority to resolve – in one or more occasions in 2027 – to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, through the issuance of maximum of 1,750,000 ordinary shares, to be assigned to the beneficiaries of the 2022 Group Incentive System and for other forms of variable remuneration.

**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**

The Shareholders' Meeting, with 99.73 per cent of the share capital present and entitled to vote, gave the Board of Directors, according to Section 2443 of the Italian Civil Code, approving the consequent amendments to the UniCredit Articles of Association, the authority to resolve – in one or more occasions in 2027 – to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, through the issuance of maximum of 750,000 ordinary shares, to be assigned to the beneficiaries of the 2023 Group Incentive System and for other forms of variable remuneration.

**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**

The Shareholders' Meeting, with 99.72 per cent of the share capital present and entitled to vote, gave the Board of Directors, according to Section 2443 of the Italian Civil Code, approving the consequent amendments to the UniCredit Articles of Association, the authority to resolve – in one or more occasions in 2027 – to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, through the issuance of maximum of 450,000 ordinary shares, to be assigned to the beneficiaries of the 2024 Group Incentive System and for other forms of variable remuneration.

**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**

The Shareholders' Meeting, with 99.56 per cent of the share capital present and entitled to vote, gave the Board of Directors, according to Section 2443 of the Italian Civil Code, approving the consequent amendments to the UniCredit Articles of Association, the authority to resolve – in one or more occasions in 2027 – to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, through the issuance of maximum of 1,650,000 ordinary shares, to be assigned to the beneficiaries of the 2025 Group Incentive System and for any other forms of remuneration.

**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**

The Shareholders' Meeting, with 99.73 per cent of the share capital present and entitled to vote, gave the Board of Directors, according to Section 2443 of the Italian Civil Code, approving the consequent amendments to the UniCredit Articles of Association, the authority to resolve – in one or more occasions in 2027 – to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, through the issuance of maximum of 550,000 ordinary shares, to be assigned to the beneficiaries of the 2020-2023 LTI Plan.

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

The Shareholders' Meeting approved, with 99.88 per cent of the share capital present and entitled to vote, the cancellation of all UniCredit shares that may be purchased on the basis of today's authorization granted by the Shareholders' Meeting in ordinary session referred to in item n. 4 of the agenda to the Board of Directors for the purchase of UniCredit shares, up to a maximum total of no more than 100,000,000 shares. The aforementioned cancellation will have no effect on the Company's shareholders' equity, without



prejudice to the amount of the share capital, with a consequent automatic increase in the "implicit accounting parity" of the shares issued by the Company. The Shareholders' Meeting also approved the amendments to Article 5 of the Articles of Association necessary for the implementation of this resolution.

For a complete view of the voting outcome, please refer to the "Summary report of the votes" which will be published within the terms of the law on the Company's website.

It should also be noted that the minutes of the meeting will be published on the Company's website as well as on the website of the authorised storage mechanism "eMarket STORAGE" managed by Teleborsa S.r.l. ([www.emarketstorage.it/en](http://www.emarketstorage.it/en)) and will be made available to shareholders at the Company's registered office in Milan in accordance with the terms provided for by current legislation.

*Milan, 31 March 2026*

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