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Oggetto : UniCredit Board of Directors convenes
Extraordinary General Meeting

Testo del comunicato

Vedi allegato



PRESS RELEASE

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UniCredit Board of Directors convenes Extraordinary General Meeting

Milan, 2 April 2026 - With reference to the voluntary public takeover offer announced on 16 March 2026 to acquire all shares in Commerzbank AG (the “**Offer**”), the Board of Directors of UniCredit S.p.A. has today resolved to convene, in a single call, the extraordinary shareholders’ meeting on 4 May 2026, to resolve upon the proposals:

- (i) to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, with the power, to be exercised within 31 December 2027, to increase the share capital, in one or more tranches and in a divisible form, without pre-emption right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, by issuing maximum no. 470,000,000 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 since it is functional to the Offer (the “**Share Capital Increase Reserved to the Offer**”);
- (ii) to amend consequently the By-laws to provide the powers of the Board of Directors to execute the Share Capital Increase Reserved to the Offer pursuant to Article 2443 of the Italian Civil Code, through the integration of art. 6 of the by-laws.

The notice of call and the relevant documentation for the extraordinary shareholders’ meeting will be published with the timing and modalities required by the applicable regulations.

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The content of this document has a merely informative and provisional nature and is not to be construed as providing investment advice. The statements contained herein have not been independently verified. No representation or warranty, either express or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness, correctness or reliability of the information contained herein. Neither UniCredit nor any of its representatives shall accept any liability whatsoever (whether in negligence or otherwise) arising in any way in relation to such information or in relation to any loss arising from its use or otherwise arising in connection with this document. By accessing these materials, you agree to be bound by the foregoing limitations.

This press release 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, will be published in the offer document once its publication 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 soon as they are published, as they will 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.

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 their 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 their country of residency, incorporation or place of habitual abode.

Notice to Commerzbank shareholders in the United States

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 (the **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 new ordinary shares in UniCredit offered as consideration for the tendered Commerzbank shares will not be registered under the US Securities Act of 1933, as amended (the **Securities Act**), and such shares in UniCredit 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 press release 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 press release is adequate, accurate or complete. Any representation to the contrary is a criminal offense in the United States.

Forward-looking Statements

This press release contains certain forward-looking statements. These statements do not represent facts and are characterized by words such as “expect”, “believe”, “estimate”, “intend”, “aim”, “assume” or similar words. Such statements express our intentions, opinions or current expectations, with respect to possible future events, e.g. regarding possible consequences of the offer for Commerzbank and the Commerzbank shareholders or for future financial results of Commerzbank.

Such forward looking statements are based on the current plans, estimates and forecasts, which we have made to the best of our knowledge, but do not purport to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and generally cannot be influenced by us. The forward-looking statements contained in this press release could turn out to be incorrect and future events and developments could considerably deviate from the forward-looking statements contained in this press release.

UniCredit is providing the information in this press release as of this date and does not undertake any obligation to update any forward-looking statements contained in this press release as a result of new information, future events or otherwise.

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