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Oggetto : Notice of call

Testo del comunicato

Vedi allegato



PRESS RELEASE

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Notice of call

The Extraordinary Shareholders' Meeting of UniCredit S.p.A. (the "**Company**" or "**UniCredit**") is convened in **Milan, at Tower A, Piazza Gae Aulenti, 3, in a single call, on 4 May 2026, at 10:00 a.m.**

The Company - in accordance with the provisions of Article 106 of Decree Law no. 18/2020 converted by Law no. 27/2020 and subsequent amendments and additions ("**Decree**") - has decided to make use of the right to provide that **the Shareholders' attendance in the Shareholders' Meeting shall be made exclusively through the Company-Designated Proxy Holder pursuant to Article 135-undecies of Legislative Decree no. 58/98, without physical participation by the shareholders.**

The Shareholders' Meeting is convened to decide on the following

AGENDA

Extraordinary Part

1. Proposal 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, for a maximum nominal amount of Euro 6,704,080,000, plus share premium, 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 reserved to a voluntary public takeover offer for all the ordinary shares of COMMERZBANK Aktiengesellschaft not directly held by UniCredit; subsequent amendment of Art. 6 of the Company's by-laws; related and subsequent resolutions.

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 - **exclusively through the Company-Designated Proxy Holder** - are the persons for whom, at their own request, the authorized intermediaries have sent to the Company the communications certifying ownership of the relevant right within the terms provided for by the current provisions of the law; the intermediaries make the communications on the basis of the evidence of the accounts on which the UniCredit shares are registered at the end of the accounting day of **22 April 2026** (the so-called *record date*). Credit and debt recordings carried out on the accounts after this date are not relevant for the purposes of legitimation: therefore, those who will be holders of the shares only after such date will not have the right to attend and vote at the Shareholders' Meeting.

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

Voting proxies and Company-Designated Proxy Holder

Pursuant to the Decree, **attendance in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the Company-Designated Proxy Holder.**

Those who have the right to vote will therefore necessarily have to grant a proxy and voting instructions to **Computershare S.p.A.**, with registered office in Milan and offices in Via Nizza, 262/73 in Turin, the Representative designed 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 proposed resolutions on the items on the agenda, shall be conferred using the specific proxy form, also electronic, prepared by the Designated Proxy Holder itself in agreement with the Company, available on UniCredit website at www.unicreditgroup.eu/egm4may2026.

The proxy form with the voting instructions must be submitted, following the instructions therein, **on 29 April 2026**. Alternatively, the proxy may be transmitted, **by 12:00 p.m. on 30 April 2026**, using the specific web application prepared and managed directly by Computershare S.p.A., through which it will be possible to proceed with the guided filling in of the proxy form and voting instructions.

The web application, which can be accessed via a specific link on UniCredit website at www.unicreditgroup.eu/egm4may2026, will be made available by Computershare S.p.A. from **21 April 2026**.

Within the aforementioned time limits, the proxy and the voting instructions can always be revoked using the procedures specified above. The proxy is effective only for proposals in relation to which voting instructions have been given.

To the Company-Designated Proxy Holder, according to the Decree, also delegations or sub-delegations pursuant to Article 135-*novies* of the TUF may be conferred, with the possibility to use the delegation/sub-delegation form available on the Company website. The delegation or sub-delegation, together with the voting instructions, granted by means of a document in electronic format with a qualified electronic signature or digital signature may be notified to Computershare S.p.A. by sending an e-mail to unicredit@pecserviziottitoli.it.

Integration of the agenda, submission of new resolutions proposals on items already on the agenda

The right to supplement the agenda of the Shareholders' Meeting and/or to submit new resolution proposals on items already on the agenda may be exercised, in the cases and according to the procedures indicated in Article 126-*bis* of the TUF, by Shareholders who, also jointly, represent at least 0.50% of the share capital, **within the term of 10 days from the publication of this notice of call**. Integration of the agenda is not admissible for topics on which the Shareholders' Meeting resolves, pursuant to law, upon the proposal of the Directors or based on plans or reports prepared by them, other than those indicated in Article 125-*ter*, paragraph 1 of the TUF.

The requests - together with the documentation certifying the ownership of the shareholding - must be submitted in writing or sent via registered mail with notice of receipt to UniCredit S.p.A.'s Registered Office (with the express indication: "*To the attention of Group Corporate Affairs*"); the requests may also be sent via certified e-mail to the address corporate.law@pec.unicredit.eu. Within the aforementioned 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 proposing Shareholders. The legitimation of the Shareholders shall be ascertained based on the notice given by the intermediary 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 and 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, **by 19 April 2026**. 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 view of the Board of Directors.

Individual resolution proposals

It should be noted that the right provided for in Article 126-*bis*, paragraph 1, of the TUF ("*Any person who has the right to vote can individually submit resolution proposals at the shareholders' meeting*") may be exercised in the following manner and timing:

- Shareholders entitled to attend the Shareholders' Meeting may submit proposals on the items on the agenda, by sending them by registered letter with return receipt to the Company's Registered Office (with the express indication: "*To the attention of Group Corporate Affairs*") or by email to corporate.law@pec.unicredit.eu, indicating their identification and contact details;
- the proposals must contain the text of the resolution to be submitted to the Shareholders' Meeting and must be received by UniCredit **by 19 April 2026**, to enable the Company to make them public and to integrate the proxy forms with the relevant voting instructions in time to allow those entitled to vote to make an informed decision on such proposals.

The entitlement to submit proposals must be certified by means of the communication pursuant to Article 83-*sexies* of the TUF issued by the intermediary for the purpose of attending and voting at the Shareholders' Meeting and must be received by UniCredit **by 22 April 2026**.

UniCredit will publish the proposals received on its website **by 21 April 2026**, after verifying their relevance to the items on the agenda, as well as their correctness and completeness with respect to the applicable regulations. Proposals for which the entitlement of the person making the proposal is not certified shall be considered as not submitted, with their consequent deletion from the Company's website.

Should the agenda be integrated or new proposed resolutions be submitted, the proxy forms referred to in the preceding paragraph will be updated as necessary.

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

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

- by e-mail to corporate.law@pec.unicredit.eu or
- by registered letter with 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 intermediary 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 **by 22 April 2026**.

Questions that will result to be pertinent to the items on the agenda, will be given an answer **by 28 April 2026** on the Company website (www.unicreditgroup.eu/egm4may2026).

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

Documents for the Shareholders' Meeting

The documentation relating to the item on the agenda - including the explanatory report of the Board of Directors and the related proposed resolution, as well as the information document prepared pursuant to Article 70 of the Issuers' Regulation regarding the delegation to the Board of Directors for the share capital increase – has been made available to the public concurrently with the publication of this notice of meeting, 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 (www.unicreditgroup.eu/egm4may2026).

In accordance with the current 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

As of the date of publication of this notice, the fully paid-up share capital of UniCredit S.p.A. is equal to Euro 21,509,089,303 and is divided into a total of 1,507,953,015 shares with no nominal value. Each share gives the right to one vote.

Website and Company addresses

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/eqm4may2026

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 is published in the daily newspapers "Il Sole 24 Ore", "Handelsblatt" and "Financial Times" (European edition).

Milan, 2 April 2026

THE CHAIRMAN OF THE BOARD OF DIRECTORS

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.

*For further information on the procedures and conditions for attending the Shareholders' Meeting, for supplementing the agenda and for submitting pre-meeting questions, Shareholders - in addition to referring to the laws in force and to the indications on UniCredit's website - may call the **TOLL-FREE NUMBER 800.307.307**, operating, on weekdays, from 8:30 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m.*

*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 **+390110923200** operating on the same days and at the same times.*

Please note that Shareholders holding an equity deposit and enabled to operate in the UniCredit S.p.A. Internet Banking can request tickets to attend the Shareholders' Meeting also through this application, it being understood that participation may take place exclusively through the Company-Designated Proxy Holder pursuant to Article 135-undecies of Legislative Decree No. 58/98.

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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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Contacts:

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