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Utenza - referente : UNICREDITN03 - Velo Michele

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Oggetto : Extraordinary Shareholders' Meeting

*Testo del comunicato*

Vedi allegato



## PRESS RELEASE

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### **Extraordinary Shareholders' Meeting**

The Extraordinary Shareholders' Meeting of UniCredit S.p.A. was held today in Milan and resolved on the single item on the agenda.

The Shareholders' Meeting – with 99.55% per cent of the share capital present and entitled to vote - has resolved to grant to the Board of Directors the power, pursuant to article 2443 of the Italian Civil Code, to resolve upon, also in more tranches within 31 December 2027, a separable share capital increase for payment for a maximum nominal amount of Euro 6,704,080,000, plus share premium, by issuing maximum 470,000,000 shares, with ordinary rights and the same characteristics as the shares already outstanding on the issue date, without pre-emptive rights pursuant to Article 2441, paragraph 4 of the Italian Civil Code, to be executed through the contribution in kind of the ordinary shares of Commerzbank Aktiengesellschaft tendered in the voluntary public takeover offer in the form of an exchange offer having as its object all of the ordinary shares of Commerzbank Aktiengesellschaft not directly held by UniCredit, and announced by UniCredit on March 16, 2026 by virtue of the announcement pursuant to Section 10 para. 1 sentence 1 of the German Securities Acquisition and Takeover Act.

The Board of Directors shall, among other things, have the power to establish, in compliance with the above mentioned limitations, the amount of the capital increase, the issue price of the newly issued ordinary shares (including any share premium), any other terms and conditions of the delegated capital increase, within the limitations set forth by the applicable regulations.

The Shareholders' Meeting also resolved to amend Article 6 of the Articles of Association accordingly.

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.

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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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*Milan, 4 May 2026*

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