Informazione Regolamentata n. 0263-138-2026	Data/Ora Inizio Diffusione 26 Novembre 2026 07:46:29	Euronext Milan

Societa'	:	UNICREDIT
Utenza - referente	:	UNICREDITN03 - Velo Michele
Tipologia	:	2.2
Data/Ora Ricezione	:	26 Novembre 2026 07:46:29
Data/Ora Inizio Diffusione	:	26 Novembre 2026 07:46:29
Oggetto	:	UniCredit receives KNF approvals regarding the Offer on Commerzbank, announces fulfilment of the Offer Conditions and calls for EGM

Testo del comunicato

Vedi allegato

Teleborsa: distribution and commercial use strictly prohibited

PRESS RELEASE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

UniCredit receives KNF approvals regarding the Offer on Commerzbank, announces fulfilment of the Offer Conditions and calls for EGM

With reference to the voluntary public takeover offer in the form of an exchange offer launched by UniCredit S.p.A. ("**UniCredit**") on 5 May 2026 for the acquisition of all no-par value bearer shares of COMMERZBANK Aktiengesellschaft ("**Commerzbank**") not directly held by UniCredit (the "**Offer**"), following the approval of the offer document (the "**Offer Document**") by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht – "**Bafin**"), UniCredit hereby announces that it has received the outstanding approvals for the consummation of the Offer from Komisja Nadzoru Finansowego ("**KNF**"), the Polish Financial Supervision Authority.

Accordingly, UniCredit hereby announces that all regulatory clearances required for the settlement of the Offer have been obtained and all offer conditions set forth in Section 11.1 of the Offer Document (the "**Offer Conditions**") have now been fulfilled.

As described in more detail in Section 12.6 of the Offer Document, the crediting of the new UniCredit shares for the tendered Commerzbank shares at the respective custodian banks will occur no later than on the tenth business day after today's announcement. It is currently expected that the crediting at the custodian banks will take place by 7 December 2026.

In parallel, UniCredit has requested Commerzbank to convene an Extraordinary General Meeting (EGM) to elect new shareholder representatives to the Supervisory Board. This step is consistent with the Federal Government's publicly stated support for a swift process and an orderly transition of control, ensuring stability and continuity for clients and employees.

These milestones represent significant progress in implementing a transition that UniCredit believes will strengthen Commerzbank, accelerate its growth and enhance its ability to support German households and businesses. Together, they mark an important step for Commerzbank, UniCredit and the future of European banking, creating a stronger group with the scale, expertise and reach to better serve clients, support the German economy and contribute to a more competitive Europe.

UniCredit remains committed to completing the transaction in a disciplined and orderly manner, building on Commerzbank's strengths and creating long-term value for clients, employees, shareholders and the wider economy.

For any further information regarding the Offer, reference is made to the Offer Document, which sets forth the terms and conditions of the Offer, and to the announcement of the final results of the Offer pursuant to Section 23 para. 1 sentence 1 no. 3 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz) which was published on 8 July 2026, both available on UniCredit's website at https://www.unicreditgroup.eu/en/investors/unicredit-unlimited-next-phase.html

Milan, 26 November 2026

* * *

The content of this document is of an informative and provisional nature only and does not constitute 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

Teleborsa: distribution and commercial use strictly prohibited

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 definitive terms and conditions of the Offer, as well as further provisions concerning the Offer, are set out in the Offer Document, which was published on 5 May 2026 following approval by Bafin. Investors and holders of Commerzbank shares are strongly advised to read the Offer Document and all other documents regarding the Offer, as they 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 is exclusively subject to the laws of the Federal Republic of Germany. Any agreement that is entered into as a result of accepting the Offer is 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 is exclusively 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 is being made in compliance with applicable US laws and regulations, including Section 14(e) of, and Regulation 14E under the Exchange Act.

The new ordinary shares in UniCredit offered as consideration for the tendered Commerzbank shares have not been and 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 offence in the United States.

Forward-looking Statements

This press release may contain certain forward-looking statements. These statements do not represent facts and are characterised 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.

* * *

Contacts:

Media Relations e-mail: MediaRelations@unicredit.eu

Investor Relations e-mail: InvestorRelations@unicredit.eu

Fine Comunicato n.0263-138-2026	Numero di Pagine: 4