



Directors' Report

Ordinary Shareholders' Meeting - 12 aprile 2024

11. Employee Share Ownership Plan

Dear Shareholders,

We have called this Ordinary Meeting to request, among others, your approval of the proposed share incentive plan which provides the opportunity to UniCredit Group employees to purchase UniCredit shares at favourable conditions (subsequently referred as “Employee Share Ownership Plan – U Share” or the “Plan”).

The proposal is drafted pursuant to the provisions set forth in Article 114-bis of legislative decree no. 58 of February 24, 1998 as subsequently amended and implemented (the “TUF”) as well as to the provisions for the issuers adopted by Consob under resolution no. 11971 of May 14, 1999 as subsequently modified and implemented (the “Issuers Regulations”) regarding the information to be disclosed to the market in relation to the granting of awarding plans based on financial instruments.

For this purpose, the informative document has been drafted in accordance with article 84-bis, paragraph 1, of the Issuers Regulation and it has been made available to the public under the terms of law.

The Plan is compliant with the provisions set by the “Disposizioni di vigilanza per le Banche” regarding remuneration and incentive policies and practices for the banks.

Below are the implementation methods and characteristics of the “Employee Share Ownership Plan – U Share”, which has been proposed for approval.

GOALS

The Company intends to use the Plan to stimulate the participation and active involvement of the employees in achieving company objectives, which is considered one of the pillars of the Group's remuneration strategy, in particular, affirming the value of share ownership as an effective tool to promote commitment, affiliation, and alignment between the interests of shareholders, management, and the entire employee population.

BENEFICIARIES

The beneficiaries of the Plan are all employees of the Group with the exception of the Material Risk Takers identified, pursuant to EU Delegated Regulation no. 923/2021, at the launch of the Plan.

ELEMENTS OF THE PLAN

- a. **Enrolment:** UniCredit will establish a period of enrolment within 12 months from plan approval and, during which, eligible beneficiaries would have the opportunity to join the Plan and indicate the amount they wish to invest based on the investment cuts defined in the Plan Rules;
- b. **Purchase:** at the end of the defined period, the Plan Administrator will purchase, on behalf of the relevant Participant, the shares available on the market (referred as the “Purchased Shares”) using the amount previously invested by the Participant. The Purchased Shares will be subject to a sale and transfer restriction of a duration of 18 months;
- c. **Discount:** the Company will simultaneously provide a discount up to 20% which will be given by way of granting the possibility to purchase on behalf of the relevant Participant Shares of the Company, considered as free shares which would be subject to a sale and transfer restriction of 18 months (the “Discount Shares”), subject to a prior acceptance of the participant. Alternatively, at the same time as the allocation of the Purchased Shares, the Company will grant each Participant the right to receive the Discount Shares which will be assigned at the end of a vesting period of 18 months;
- d. **Matching:** the Company will grant rights to each Participant to receive additional Shares, subject to the compliance of certain conditions as set out in the Plan Rules, which will be allocated at the end of a vesting period of 36 months in line with the procedures set above (the “Matching Shares”). The number of the Matching Shares that will be allocated to each Participant will be determined based on the terms set out in the Plan Rules; the value of the Matching Shares would not exceed 20% of the Investment.

The Shares which will be used for the purposes of the Employee Share Ownership Plan – U Share are (preferably) Shares purchased on the market and, therefore, it is not possible to expect dilutive effects on the share capital of UniCredit.

Where it would not be possible to proceed through purchases of shares on the market (preferred solution) - in line with the practices observed in the market and with the remuneration strategy for shareholders, it will be possible to resort to the use of own shares, possibly also through dedicated Share Buys -Back (“SBB”) or to the free share capital increase (“FCI”) to obtain the required shares.

Any relevant SBB or FCI proposals relating to the Plan will be submitted to the Shareholders Meeting in line with the required actions to satisfy the Plan. This will be based on the valuations made by the Board of Directors and subject to the need of obtaining the relevant approvals of Supervisory authority.

It should be noted that the tax regime applicable on employment income, in force from time to time, in the country of tax residence of each beneficiary will be taken into account.

During the implementation of the Plan, subject to the logic established by the Ordinary Shareholders’ Meeting, the structure of the Plan may be amended and restated with the aim of guaranteeing the compliance with the applicable local laws and regulations, ensuring its consistency with the applicable tax regimes, facilitating the implementation at local level, and/or ensuring a broader participation.

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

Dear Shareholders,

If you agree with the above proposal, you are invited to approve it by adopting the following resolutions:

The Ordinary Shareholders’ Meeting, having acknowledged the proposal of the Board of Directors,

RESOLVES

- 1. to approve the share incentive plan for the employees of the UniCredit Group referred as “Employee Share Ownership Plan – U Share”, which provides the opportunity to the employees of the UniCredit Group to purchase ordinary shares of UniCredit Shares at favourable conditions.*
- 2. to confer to the Chief Executive Officer and to the Head of Group People & Culture, also separately and with the faculty to sub-delegate the Executive Staff of the Head Office, every appropriate power of attorney to implement the present resolution referred to in point 1., and the documents which constitute it, also rendering any amendments and/or integrations that may be necessary to enact the present deliberations of today’s Shareholders’ Meeting.*



UniCredit S.p.A. Joint stock company - Registered Office and Head Office: Piazza Gae Aulenti, 3 Tower A, 20154 Milan, Italy - Registered in the Register of Banking Groups and Parent Company of the UniCredit Group, with code 02008.1; ABI code 02008.1 - Fiscal Code, VAT number and Registration number with the Company Register of Milan-Monza-Brianza-Lodi: 00348170101 - Member of the National Interbank Deposit Guarantee Fund and the National Compensation Fund - Stamp duty paid virtually, if due - Auth. Agenzia delle Entrate, Ufficio di Roma 1, no. 143106/07 of 21.12.2007.