PRESS RELEASE

The Board of Directors of UniCredit resolves the share capital increase reserved for the voluntary takeover offer launched by UniCredit S.p.A. on all the shares of Commerzbank Aktiengesellschaft

Milan, 10 September 2026 – The Board of Directors of UniCredit S.p.A. ("**UniCredit**") has today unanimously resolved to exercise the delegation granted by the Extraordinary Shareholders' Meeting of 4 May 2026 pursuant to Article 2443 of the Italian Civil Code for a share capital increase against payment, in a divisible manner, with the exclusion of the pre-emptive right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code. The share capital increase is reserved to the voluntary public takeover offer launched by UniCredit on all the ordinary shares of Commerzbank Aktiengesellschaft ("**Commerzbank**") not directly held by UniCredit (the "**Offer**"). The Offer was announced pursuant to Section 10(1), first sentence, launched by submission to BaFin of the offer document pursuant to Sections 34 and 14(1), first sentence, and published pursuant to Sections 14(2) and 14(3) of the WpÜG, on the terms set out in the offer document published on 5 May 2026.

The share capital increase reserved to the Offer will be executed on the payment date of the Offer consideration, subject to the fulfilment (or waiver, in whole or in part, if applicable) of the conditions to the Offer.

In connection with the resolution, the Board of Directors of UniCredit has also provided the information pursuant to article 2343-quater, paragraph 3, letters a), b), c) and e), of the Italian Civil Code.

UniCredit shareholders representing, as of the date of the resolution, at least one-twentieth of the share capital, in the amount before the increase, may exercise their right pursuant to article 2443, paragraph 4, of the Civil Code, within thirty days from the registration of the resolution.

In accordance with applicable laws, the following documents are available to the public at the Company's Registered Office, on the website of the authorized storage mechanism managed by Teleborsa S.r.l. (www.emarketstorage.it/en) as well as on UniCredit website (www.unicreditgroup.eu/egm4may2026): (i) the explanatory report of the Board of Directors; (ii) the fairness opinion of the audit firm, KPMG S.p.A., on the issue price; (iii) the valuation report by the independent expert PricewaterhouseCoopers Business Services S.r.l. on the Commerzbank shares to be contributed.

The minutes of the Board of Directors' meeting have been filed today for registration with the Milan Monza Brianza Lodi Company Register and will be made available to the public within the terms provided by applicable laws at the Registered Office, through the authorized storage mechanism (www.emarketstorage.it/en) and on the website www.unicreditgroup.eu/egm4may2026.

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