

## **Uni.C.A. regulations for voting**

In application of art. 12 of the Uni.C.A. Articles of Association, paragraph 2, point 7, the Board of Directors, at its meeting on 29.4.2022, defined the following Regulations, in relation to votes and referenda provided for in arts 10 and 12 of the said Articles of Association, which abrogate completely the previous regulations resolved on 23 April 2020 as amended.

### **Rules on elections of members of the Board of Directors and the Board of Auditors and on approval of the company's Financial Statements.**

#### **Art. 1 Voters**

All the members of Uni.C.A. (Employees/Early retirees and Pensioners/Survivors) are voters; these people are indicated in art.4, points 2) and 3) paragraph one, and in art. 5 paragraph four and Transitional Provisions of the Articles of Association, for whom membership is in being and operational under the terms of the Articles of Association and the Regulations.

Individual votes are secret and may be expressed:

- electronically (online), with the methods indicated in art. 7 below as regards members who access the specific procedure through the UniCredit Intranet portal (UniCredit Group Employees) or through the reserved area (Login) of the Uni.C.A. website <https://unica.unicredit.it/it.html> (for Early Retirees, Pensioners, Survivors, UniCredit Group Employees absent for a long time, Employees of member companies that do not belong to the UniCredit Group);
- as an alternative to online voting, by post, with the methods indicated in art. 9 below for Early Retirees, Pensioners, Survivors, UniCredit Group Employees absent for a long time, Employees of member companies that do not belong to the UniCredit Group.

#### **Art. 2 Electoral Committee**

In order to guarantee the correct functioning of voting, an Electoral Committee is set up. This is made up of:

- a) two representatives designated by UniCredit, of whom one in the capacity of Chairperson and one in the capacity of Secretary;
- b) representatives, designated in the number of one regular representative plus one alternate representative, the latter for the case of absence or impediment of the regular representative, by each Trade Union that is a signatory to the National Collective Labour Agreement of the banking industry in force at the time;
- c) a representative of the Pensioners and, for the case of his or her absence or impediment, an alternate representative.

The members of the Electoral Committee must be members of Uni.C.A. and are not eligible for the positions for which the vote is held.

The Electoral Committee - which must normally be appointed at least 30 days before the date of the vote - will carry out all the operations necessary for the voting, among which necessarily: certification of the voter database, acquisition and verification of the candidatures (in the case of renewal of the Corporate Bodies), opening of the booths, counting, closure of the booths, officialisation of the results of the vote.

The operations of the Electoral Committee are carried out, normally, in the rooms made available by UniCredit in Milan. The expenses and the leave for the functioning of the Electoral Committee, authorised by the Chairperson of the said Committee, are chargeable to the companies of the UniCredit Group.

In the case of uncertainties regarding the attribution of the votes or in the case of problems, the Electoral Committee decides with a majority of its members. In the case of parity the Chairperson has the deciding vote.

#### **Art. 3 Consultation period.**

The minimum consultation period is set at two weeks.

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The notice that the consultation will be carried out is distributed through a specific communication published and highlighted on the Uni.C.A. website, normally at least 30 days before the day set for the start of voting.

**Art. 4 Methods of defining candidatures (in the case of General Meeting for renewal of the Corporate Bodies)**

The candidatures presented by the single members, provided that they are supported by the signatures of 10 different members for each candidate, must reach the “Electoral Committee”, normally, at least 15 days before the day set for the start of voting.

The valid candidatures received in relation to Directors and Auditors will be published and highlighted on the Uni.C.A. website, normally at least 5 working days before the elections, possibly accompanied by programmatic declarations of single candidates or common to groups of candidates.

**Art. 5 Online voting**

To enable online voting, the following will be made available:

**A. In the case of voting for renewal of the Corporate Bodies:**

1. The general rules for the voting (Regulations);
2. The information for the specific vote;
3. The methods and the deadline for presentation of the candidatures;
4. The list of candidates and, possibly, the programmes of the candidates or common to groups of candidates;
5. The Ballot Papers (for Directors, for Regular Auditors, for the Alternate Auditor) and the voting methods.

**B. In the case of voting for approval of the annual financial statements:**

1. The general rules for the voting (Regulations);
2. The information for the specific vote;
3. The indications for consulting the financial reporting document;
4. The ballot paper and the voting methods.

All holders of the right to vote will have immediate visibility of points A1, A2, A3 (or B1, B2, B3) and, once the candidatures have been acquired and verified, of point A4. Subsequently, in the consultation period and until the booth is closed, they will have access to point A5 (or B4).

The notice of call is published and highlighted on the Uni.C.A. website, normally at least 30 days before that set for the vote. For blind personnel suitable solutions will be adopted, in order to make it possible for them to exercise their right to vote.

**Art. 6 Postal voting**

To enable members that do not access the UniCredit Intranet portal or the reserved area (Login) of the Uni.C.A. website <https://unica.unicredit.it/it.html> to vote by post the following will be made available.

**A. In the case of voting for renewal of the Corporate Bodies:**

1. The general rules for the election (Regulations);
2. The information for the specific vote;
3. The methods and the deadline for presentation of the candidatures;
4. The list of candidates and, possibly, the programmes of the candidates or common to groups of candidates;
5. The Ballot Papers (for Directors, for Regular Auditors, for the Alternate Auditor) and the voting methods.

All those with the right to vote will receive a first communication related to points from A1 to A3, at least 15 days before the deadline for presenting candidatures. Once the candidatures have been acquired and verified, they will receive the information related to points A4 and A5.

**B. In the case of voting for approval of the annual financial statements:**

1. The general rules for the voting (Regulations)

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2. The information for the specific vote;
3. The indications for consulting the financial reporting document;
4. The ballot paper and the voting methods.

**Art. 7 Methods for expressing votes online**

The voting must be done in the following way:

- a) in the set days it will be possible, for those who have the right, to vote through the specific section of the UniCredit Intranet portal or through the reserved area (Login) of the Uni.C.A. website <https://unica.unicredit.it/it.html>;
- b) the voting will be by secret ballot: members will access a specific space in which it will be possible to express their vote;
- c) to be able to express their preferences (or their vote), voters must confirm their choice entering their password in the procedure;
- d) in the case of renewal of the Corporate Bodies, voters may express their preferences choosing names equal, at most, to the number of candidates to be elected:
  - 8 eligible Directors from the Employees and Early Retirees
  - 1 eligible Director from the Pensioners and Survivors
  - 2 eligible Regular Auditors from Employees, Early Retirees, Pensioners, Survivors
  - 1 eligible Alternate Auditor from Employees, Early Retirees, Pensioners, Survivors
- e) the system will take note that the vote has been cast: once the vote has been regularly expressed it will no longer be available or correctable;
- f) it will be possible to cast a blank ballot.

**Art. 8 Methods of counting online votes and guarantees of secrecy**

The Electoral Committee shall count the votes electronically and check, in relations to the results provided by the system:

- the number of voters admitted to the voting operations;
- the number of effective voters;
- the number of preferences expressed;
- the number of blank ballots

and shall sign electronically the specific minutes that the procedure will make available.

In order to ensure the secrecy of the vote, two databases will be created, the first containing the list of those with a right to vote online and the second destined to collect the votes expressed. Once the status of voter has been ascertained, a specific flag will indicate in the first database the authorisation to vote. As soon as users have expressed their vote, the flag will change to "vote expressed", a situation which will no longer enable the ballot paper to be displayed. At the same time, the result of the vote will be recorded in the second database which will not be logically linked to the first one, but will serve exclusively as a ballot box. In no case will it be possible to link the information on the voter with the vote expressed.

**Art.9 Methods for expressing postal votes and guarantees of secrecy**

For the purposes of expressing a postal vote, as well as the documentation pursuant to art. 6, lett. A or B, each member will receive at the domicile present in the Uni.C.A. database:

- a pre-printed form for self-declaration of vote;
- two envelopes of which:
  - one anonymous, destined to contain the voted ballot paper(s);
  - one of a larger size, with pre-printed the address of the Electoral Committee, in which to insert the sealed envelope containing the voted ballot paper(s) and the self-declaration of vote filled in and signed.

The ballot papers must be sent to the Electoral Committee by ordinary mail or internal mail within the deadline indicated by the Electoral Committee itself. Only those received before the start of the count and in the conditions specified below will be considered valid. Envelopes received when the count is in progress or later will be cancelled by the Chairperson of the Electoral Committee.

The ballot papers may be sent to the Electoral Committee also through the offices of the UniCredit Group Companies or the member Companies. The vote will be considered expressed if the envelope with the pre-printed address of the

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Electorate Committee contains: the signed self-declaration of vote and the sealed anonymous envelope, containing the ballot paper(s).

Envelopes received before the opening of the polling station for the count will be collected by the Chairperson of the Committee who will act in person or through delegation.

For the methods of expressing preferences in the case of elections of the Corporate Bodies, please refer to what is laid down for online voting.

**Art. 10 Methods of counting votes expressed by post**

On the day set for the count, the envelopes will be opened, and a check will be made on the regularity of the declaration made by the voter and the integrity of the anonymous envelope, which must be without particular recognisable signs.

The self-declaration of vote will be recorded and the sealed anonymous envelope will be conserved, in conditions of security, together with the others, without being opened.

If the personal declaration is missing or not regular or the anonymous envelope containing the ballot papers is recognisable, the latter is not considered valid, and will be destroyed at the end of the count. The sum total of self-declarations will establish the number of voters.

All the sealed anonymous envelopes will then be opened and the voted ballot papers examined.

In the case of double manifestation of the vote exercised with both methods provided for (online and postal), the vote expressed online will prevail with respect to that received in the post which will therefore be cancelled.

**Art.11 Officialisation and publication of the voting results**

Once the booths have closed, the sum of the votes expressed online and by post will be calculated. After obtaining the results, the Electoral Committee will prepare a specific report on closure of the voting to make the results official, subsequently sending it to Uni.C.A. The communication of the results of the voting will be published on the Uni.C.A. website.

In the case of voting for renewal of the Corporate Bodies, the members who have received the highest number of votes, for each category of candidates, will be elected. In the case of parity the older candidate will be elected. The database, as also the paper documentation, must be conserved for at least 1 year at Uni.C.A.

**Art.12 Replacements**

In the case of interruption, for any reason, of the employment relationship with the member company, except for retirement/access to the Early Retirement Fund of the sector, the candidate elected to represent the members ceases to hold the position and is replaced by the candidate who has received the highest number of votes among those not elected. An analogous solution is adopted in the case of death or resignation from the position of the Director appointed by the Pensioners.

In the case of death or resignation of a regular Auditor, he or she is replaced by the related alternate auditor.

**Rules on voting at the Extraordinary General Meeting**

Analogous methods (online and postal votes), with the opportune adaptations made necessary by the specific nature of the vote, will be followed for voting at Extraordinary General Meetings.