

REGULATIONS ON 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 27.4.2023, defined the following Regulations, in relation to votes and referenda provided for in art. 10 of the said Articles of Association, which abrogate completely the previous Regulations resolved on 23 April 2020 as amended.

A. 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, 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 exclusively electronically (online), with the methods indicated in art. 6 below, both in the case of elections of members of the Board of Directors and the Board of Auditors and in the case of approval of the company's Financial Statements.

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, in the case of voting for the renewal of the corporate bodies, 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.

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.

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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 methods of sending candidatures will be communicated through specific communications published on the Uni.C.A. website.

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

Votes may be expressed through a specific IT procedure (online).

To enable the online voting, the following will be made available on the Uni.C.A. website:

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;

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;

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 up to closure of the voting, it will be possible to access the procedure to express one's vote.

The notice of call of the General Meeting is published with a specific communication 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 Methods for expressing votes online

The voting may be done in the following way:

1. **for current Employees**, access is available to the specific IT procedure via the UniCredit Intranet portal;
2. **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**, access is available to the specific IT procedure via the reserved area (Login) of the Uni.C.A. website <https://unica.unicredit.it/it.html>.

The voting, which must be done in the days set, will be by secret ballot: members will access a specific space in which it will be possible to express their vote;

To be able to express their vote (or their preferences), voters must confirm their choice entering their individual password in the procedure;

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- for current employees who accede from the corporate portal, the password is the same as for UNIDIR (used for access to the VPN via BIG-IP);
- for the remaining members who accede to the reserved area (Login) of the Uni.C.A. website, the password is the same used for access to the aforesaid reserved area.

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.

The IT system will record that the vote has been cast: once the vote has been expressed it will no longer be available or correctable.

It will be possible to cast a blank ballot.

Art. 7 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 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.11 Officialisation and publication of the voting results

Once the voting has been closed, the votes expressed online will be counted. Following this, 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 of votes, the older candidate will be elected.

The database related to the voting must be conserved for at least 1 year at Uni.C.A.

Art.9 Renewal of the Corporate Bodies - Replacements

In the case of interruption, for any reason, of the employment relationship with the member company, except for retirement or 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

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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.

B. Rules on voting at the Extraordinary General Meeting

What is governed by these Regulations, with the opportune adaptations made necessary by the specific nature of the vote, will be followed for voting at Extraordinary General Meetings.