

## PRESS RELEASE

# UniCredit S.p.A. Board of Directors approves draft Company's Financial Statements and Consolidated Financial Statements as of 31 December 2024

Based on the Board of Directors' approval of the financial results as of 31 December 2024, disclosed to the market on 11 February 2025, the Board of Directors of UniCredit S.p.A., in today's meeting, approved:

- **the Draft Company's Financial Statements and the Consolidated Financial Statements as of 31 December 2024**, recording a net profit for Euro 8,106 million for UniCredit S.p.A. and a net profit for Euro 9,719 million at Consolidated level;
- **the Board of Directors' Reports** to the Shareholders' Meeting - to be held on 27 March 2025 - related to the following proposals:
  - **approval of the 2024 Company Financial Statement** of UniCredit S.p.A.;
  - **allocation of the 2024 net profit of UniCredit S.p.A.** that envisages - among other items - the distribution of a **cash dividend for Euro 2,285,538,000, corresponding to Euro 1.4764[1]** per share;
  - **elimination of negative reserves** for the components not subject to change by means of their definitive coverage, by use of available reserves;
  - **purchase of a maximum no. 110,000,000 of UniCredit shares**, to allow the execution of a Share Buy Back Program regarding the completion of the 2024 distributions (i.e the second tranche of the "Share Buy-Back Programme 2024" - the "**2024 Residual SBB**") for a maximum amount of Euro 3,574,426,000 with the aim to pursue the actions and targets envisaged by the 2022-2024 strategic plan "UniCredit Unlocked" in terms of shareholder remuneration.

The authorization to purchase is requested until the earlier of (i) the term of 18 (eighteen) months from the authorizing resolution of the Shareholders' Meeting; and (ii) the date of the shareholders' meeting that will be called to approve the financial statements for the year ending December 31, 2025.

The share purchases must be carried out at a price that will be determined on a case-by-case basis, in compliance with applicable rules, including regulatory requirements, in force from time to time, it being understood that the purchase price cannot diverge downwards or upwards by more than 10% from the official price registered by the UniCredit share in the trading session of Euronext Milan, on the day prior to the execution of each individual purchase transaction.

The purchase transactions which are the subject of the authorization requested to the Shareholders' Meeting will be carried out (indicatively in more transactions) in accordance with the procedures regulated pursuant to Article 132 of the Italian Consolidated Financial Act, Article 144-bis of the Consob Issuers' Regulation no. 11971/99 and more generally by the applicable rules, in force from time to time and may be carried out in compliance with the conditions provided by Article 3 of Delegated Regulation (EU) No. 1052/2016 in order to benefit, where the conditions exist, from the exemption under Article 5 of Regulation (EU) no. 596/2014 and the related implementing provisions.

At the date of this report, UniCredit not holds treasury shares in the portfolio.

Subject to the approval of the abovementioned Shareholders' Meeting, the Company: (i) will proceed with the **cash dividend distribution** that envisages an **ex-dividend** date on **22 April 2025**, a record date on 23 April 2025 and a payment date on 24 April 2025; (ii) intends to launch the purchases of the 2024 Residual SBB with the prior approval of the Supervisory Authorities and after the completion of BPM offer.

For further information please see the Directors' Reports for the Shareholders' Meeting, which will be made available within the deadlines provided by law.



As already disclosed to the market on 11 February 2025, an interim FY25 cash dividend is expected to be paid in November 2025.

<sup>[1]</sup> The overall €3,726 million cash dividend (of these, €1,440 million already paid as interim dividend in November 2024) corresponds to a dividend per share (DPS) equal to €2.4025 calculated as €0.9261 interim DPS paid in November 2024, plus €1.4764 preliminary final DPS, calculated as of 20 February 2025 based on the best estimate of the expected number of shares eligible for dividend payment at payment date. The definitive final DPS will be communicated according to the ordinary procedure

*Milan, 20 February 2025*

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