

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF THE OBG HOLDERS. IF THE OBG HOLDERS ARE IN DOUBT AS TO THE ACTIONS THEY SHOULD TAKE OR TO THE IMPACT OF THE EXTRAORDINARY RESOLUTIONS RELATING TO A SERIES RESERVED MATTER, THEY SHOULD SEEK THEIR OWN FINANCIAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.

**NOTICE OF RESULTS
OF MEETING AND EXTRAORDINARY RESOLUTION RELATING TO A SERIES RESERVED
MATTER**

of the holders (the "**OBG Holders**") of the following outstanding Series of OBG (each identified by reference to the relevant ISIN Code)

- (i) IT0005090813 (for an aggregate nominal amount of € 1.000.000.000);
- (ii) IT0005188476 (for an aggregate nominal amount of € 1.000.000.000);
- (iii) IT0005188484 (for an aggregate nominal amount of € 1.000.000.000);
- (iv) IT0005188492 (for an aggregate nominal amount of € 1.000.000.000);
- (v) IT0005188500, (for an aggregate nominal amount of € 1.000.000.000);
- (vi) IT0005188526, (for an aggregate nominal amount of € 1.000.000.000);
- (vii) IT0005188534, (for an aggregate nominal amount of € 1.000.000.000);
- (viii) IT0005188542, (for an aggregate nominal amount of € 1.000.000.000);
- (ix) IT0005212987, (for an aggregate nominal amount of € 1.000.000.000);
- (x) IT0005337891, (for an aggregate nominal amount of € 750.000.000);
- (xi) IT0005337883, (for an aggregate nominal amount of € 1.000.000.000);
- (xii) IT0005337867, (for an aggregate nominal amount of € 1.000.000.000);
- (xiii) IT0005337834, (for an aggregate nominal amount of € 750.000.000);
- (xiv) IT0005340580, (for an aggregate nominal amount of € 1.000.000.000);
- (xv) IT0005340606, (for an aggregate nominal amount of € 1.000.000.000);
- (xvi) IT0005356628, (for an aggregate nominal amount of € 1.000.000.000);
- (xvii) IT0005391823, (for an aggregate nominal amount of € 50.000.000);
- (xviii) IT0005412165, (for an aggregate nominal amount of € 1.700.000.000);
- (xix) IT0005483646, (for an aggregate nominal amount of € 1.000.000.000); and
- (xx) IT0005483638, (for an aggregate nominal amount of € 1.000.000.000),

(together, the "**OBG**")

**issued in the context of
the Euro 35,000,000,000 *Obbligazioni Bancarie Garantite* Programme guaranteed by
UniCredit OBG S.r.l. established by**

UniCredit S.p.A.

(the "**Issuer**" or "**UniCredit**")

NOTICE IS HEREBY GIVEN that,

- (1) the meeting (the "**Meeting**") of the OBG Holders was convened in accordance with Article 4 (*Convening a Meeting*) of the Rules of the Organisation of the OBG Holders (the "**Rules**") attached to the terms and conditions of the OBG (the "**Conditions**"). The notice for convening the Meeting (the "**Notice**") has been given through the systems of Monte Titoli and published on the website of the Luxembourg Stock Exchange on 22 April 2022;
- (2) the Meeting was held exclusively by way of audio-conference and/or video-conference, on 16 May 2022 at 11:00 am (Central European Time);
- (3) at the Meeting, out of a total of 195,200,000 votes cast (i.e. one vote in respect of each Euro 1.00, in accordance with Article 16.1 (*Voting*) of the Rules and representing 1.12 per cent. of the Outstanding Principal Balance of the OBG present or represented at the Meeting), 195,200,000 votes (representing 100 per cent. of the Outstanding Principal Balance of the OBG casting their votes at the Meeting) were cast in favour of the Extraordinary Resolution relating to a Series Reserved Matter, whilst 0 votes (representing 0.00 per cent. of the Outstanding Principal Balance of the OBG casting their votes at the Meeting) were cast against the Extraordinary Resolution relating to a Series Reserved Matter;
- (4) furthermore, an aggregate amount of Euro 17,200,000,000 abstained from casting their vote in favour of or against the Extraordinary Resolution relating to a Series Reserved Matter and they were not included in the computation of the votes cast; and
- (5) as a consequence, the Extraordinary Resolution relating to a Series Reserved Matter was therefore duly passed as an "*Extraordinary Resolution*" relating to a "*Series Reserved Matter*" of all the relevant Series of OBG in accordance with Articles 15 (*Voting by pool*) and 24.1.2 of the Rules.

The terms of the Extraordinary Resolution are as follows:

"THAT this Meeting of the holders of the following outstanding Series of OBG (each identified by reference to the relevant ISIN Code):

- (i) *IT0005090813 (for an aggregate nominal amount of € 1.000.000.000);*
- (ii) *IT0005188476 (for an aggregate nominal amount of € 1.000.000.000);*
- (iii) *IT0005188484 (for an aggregate nominal amount of € 1.000.000.000);*
- (iv) *IT0005188492 (for an aggregate nominal amount of € 1.000.000.000);*
- (v) *IT0005188500, (for an aggregate nominal amount of € 1.000.000.000);*
- (vi) *IT0005188526, (for an aggregate nominal amount of € 1.000.000.000);*
- (vii) *IT0005188534, (for an aggregate nominal amount of € 1.000.000.000);*
- (viii) *IT0005188542, (for an aggregate nominal amount of € 1.000.000.000);*
- (xix) *IT0005212987, (for an aggregate nominal amount of € 1.000.000.000);*
- (x) *IT0005314536, (for an aggregate nominal amount of € 1.000.000.000);*
- (xi) *IT0005337891, (for an aggregate nominal amount of € 750.000.000);*
- (xii) *IT0005337883, (for an aggregate nominal amount of € 1.000.000.000);*
- (xiii) *IT0005337867, (for an aggregate nominal amount of € 1.000.000.000);*
- (xiv) *IT0005337834, (for an aggregate nominal amount of € 750.000.000);*

- (xv) IT0005340580, (for an aggregate nominal amount of € 1.000.000.000);
 - (xvi) IT0005340606, (for an aggregate nominal amount of € 1.000.000.000);
 - (xvii) IT0005356628, (for an aggregate nominal amount of € 1.000.000.000);
 - (xviii) IT0005391823, (for an aggregate nominal amount of € 50.000.000);
 - (xix) IT0005412165, (for an aggregate nominal amount of € 1.700.000.000);
 - (xx) IT0005483646, (for an aggregate nominal amount of € 1.000.000.000); and
 - (xxi) IT0005483638, (for an aggregate nominal amount of € 1.000.000.000),
- (together, the “**OBG**”)

issued in the context of the Euro 35,000,000,000 *Obbligazioni Bancarie Garantite* Programme guaranteed by UniCredit OBG S.r.l. established by UniCredit S.p.A. (the “**Issuer**” or “**UniCredit**”),

HEREBY, by this Extraordinary Resolution relating to a Series Reserved Matter (adopted pursuant to article 24.1.2 of the Rules of the Organisation of the OBG Holders), resolves as follows:

(1) *Instructions to the Representative of the OBG Holders to give its written consent to the OBG Guarantor*

to assent, authorise, direct and instruct the Representative of the OBG Holders to give its written consent to the OBG Guarantor pursuant to clause 8.2(vi) of the *Intercreditor Agreement* and article 31.4 of the *Rules of the Organisation of the OBG Holders* to: (i) amend the structure of the Programme so that, in case of default of the Issuer to pay the relevant Final Redemption Amount of a Series on the applicable Maturity Date, the obligations of the OBG Guarantor to pay all or (as applicable) part of the relevant Final Redemption Amount payable on the applicable Maturity Date of that Series will be deferred for a maximum period of 12 months following the applicable Maturity Date; (ii) amend the *Intercreditor Agreement*, the *Conditions*, the *Portfolio Administration Agreement*, the *Master Definition Agreement*, the *OBG Guarantee* and the *Dealer Agreement* substantially as set out in the master amendment agreement attached as schedule 1 to the request of consent letter from the OBG Guarantor dated 22 April 2022 (the “**Request of Consent Letter**”) (the “**Master Amendment Agreement**”); (iii) amend the *Final Terms* relating to the Series 2015-1, the Series 2016-2, the Series 2016-3, the Series 2016-4, the Series 2016-5, the Series 2016-6, the Series 2016-7, the Series 2016-8, the Series 2016-9, the Series 2017-5, the Series 2018-1, the Series 2018-2, the Series 2018-3, the Series 2018-4, the Series 2018-5, the Series 2018-6, the Series 2018-7, the Series 2019-1, the Series 2020-1, the Series 2022-1 and the Series 2022-2 substantially as set out in the final terms amendment agreement attached as schedule 2 to the Request of Consent (the “**Final Terms Amendment Agreement**”); and (iv) enter into the *Master Amendment Agreement*, the *Final Terms Amendment Agreement* and any other document, letter and/or agreement for the purpose to give effect to the *Master Amendment Agreement* and the *Final Terms Amendment Agreement*.

(2) *Instructions to the Representative of the OBG Holders to execute the Master Amendment Agreement and the Final Terms Amendment Agreement*

to assent, authorise, direct, instruct and grant all the powers to the Representative of the OBG Holders to enter into and execute in its own name and in the name and on behalf of

the OBG Holders the Master Amendment Agreement and the Final Terms Amendment Agreement.”.

Copy of the relevant Minutes of the Meeting is available upon request via e-mail at securitisation_services_ROM@finint.com, or at the offices of the Representative of the OBG Holders, in Via Vittorio Alfieri 1, 31015, Conegliano (TV), Italy, as well as via e-mail at antonella.galli@bnpparibas.com, or at the offices of the Paying Agent, in Piazza Lina Bo Bardi 3, 20124, Milan, Italy.

Unless the context otherwise requires, capitalised terms used in this Notice have the meanings given to them in the Prospectus of the OBG dated 7 June 2021 (the “**Prospectus**”).

This Notice is given in accordance with article 19 (*Notice of voting results*) of the Rules.

Dated: 17 May 2022

For further information the OBG Holders should contact the following:

ISSUER

UniCredit S.p.A.

Portfolio Actions & Securitization Italy
Piazza Gae Aulenti, 3, Tower A
20154 Milan
Italy

REPRESENTATIVE OF THE OBG HOLDERS

Banca Finanziaria Internazionale S.p.A.

Via Alfieri, 1
31015 Conegliano (Treviso)
Italy

PRINCIPAL PAYING AGENT

BNP PARIBAS SECURITIES SERVICES, Milan Branch

Piazza Lina Bo Bardi, 3
20124, Milan
Italy

GUARANTOR

UniCredit OBG S.r.l.

Viale dell'Agricoltura, 7
37135, Verona
Italy