Structured Products Information – Final Termsheet

UC SpA EUR Digital Coupon Capital Protection Certificate on the EURO STOXX Select Dividend 30 (Price) Index (EUR)

19 August 2026

GENERAL TERMS AND DEFINITIONS	
Version	1
Arranger	UniCredit Bank GmbH
ISIN Code	IT0005716425
WKN	A2J1ZU
Issuer	UniCredit S.p.A.
Rating of the Issuer[1]	Standard & Poor's: A- (LT Foreign Issuer Credit Rating) / Moody's: A3 (Senior Unsecured Debt Rating) / Fitch: A- (Senior Unsecured Debt Rating)
Instrument/Type	Form: Certificate in dematerialised registered form (the "**Securities**"). Status: The obligations under the Securities constitute direct, unconditional, and unsecured obligations of the Issuer and rank, unless provided otherwise by law, at least pari passu with all other unsecured and unsubordinated present and future obligations of the Issuer.
Specified Currency	Euro ("**EUR**")
Quanto	No
Settlement Method	Cash settlement.
Underlying/Index	Name: EURO STOXX Select Dividend 30 (Price) Index (EUR) WKN: A0C4HG ISIN: CH0020751589 Bloomberg: SD3E Index Reuters: .SD3E Index sponsor: STOXX Limited Index Calculation: STOXX Limited Underlying Currency: EUR
Banking Day	Each day (which is not a Saturday or Sunday) on which the Clearing System and the Real Time Gross Settlement System operated by the Eurosystem (T2) (or any successor system thereto) are open for business.
Calculation Date	Means each day on which the Reference Price is scheduled to be published by the Index Sponsor.
Reference Price	Means the official closing level of the Underlying as published by the Index Sponsor.

[1] As of 2 January 2026

ISSUANCE TERMS	
Method of Distribution	**Method:** Public offer (with subscription period) from 26 August 2026 to 25 September 2026 ("fuori sede"), unless closed in advance and without previous notice). **Potential Investors:** Private Investors, Qualified Investors, Institutional Investors **Public Offer Jurisdiction(s):** Czech Republic, Slovak Republic, Hungary, Republic of Croatia, Republic of Bulgaria, Romania. **Distributor(s):** Any in Public Offer Jurisdictions
Issue Volume	Up to 45,000 Certificates (Corresponding to 45,000,000.00 EUR)
Issued Volume	The Issued Volume will be determined by the Issuer at the end of the Subscription Period.
Calculation Amount (Denomination)	EUR 1,000.00
Issue Price	EUR 1,010.00 (including Agio) per Certificate
Agio (entry fee)	EUR 10.00 per Certificate
First Trade Date (parameter fixing)	19 August 2026
Subscription Period	26 August 2026 – 25 September 2026 (14.00 Munich local time)
Subscription Order Execution Date	28 September 2026
Initial Payment Date (Issue Date)	30 September 2026
Final Payment Date (Maturity Date)	30 September 2031
OBSERVATION DATES	
Initial Observation Date	28 September 2026
Observation Date (m) (with m = 1)	Means each of the dates specified in the column "Observation Date (m)" of the table under "Additional Conditional Amount" further below.
PAYOFF DEFINITIONS	
Minimum Amount	EUR 1,000.00 per Certificate, corresponding to 100% of the Calculation Amount.
R (initial)	Means the Reference Price on the Initial Observation Date.
R (m)	Means the Reference Price on the Observation Date (m).
ADDITIONAL AMOUNT	
Additional Conditional Amount Payment Event	Means, in respect of Observation Date (m), $\mathrm{R}\ (\mathrm{m})$ is **equal to or higher** than $\mathrm{R}\ (\mathrm{initial})$ multiplied by the respective Additional Conditional Amount Payment Level (m).
Additional Conditional Amount Payment Level	As specified in column "Additional Conditional Amount Payment Level (m)" of the table under "Additional Conditional Amount(s)" in relation to the respective Observation Date (m).
Additional Conditional Amount (m = 1)	If in relation to an Observation Date (m) an Additional Conditional Amount Payment Event occurs, the respective Additional Conditional Amount (m) (specified in the following table) shall be paid on the related Additional Conditional Amount Payment Date (m).
Additional Conditional Amount Payment Date (m = 1)	As specified in column "Additional Conditional Amount Payment Date (m)" of the table under "Additional Conditional Amount" in relation to the respective Observation Date (m).

m	Observation Date (m)	Additional Conditional Payment Level (m)	Additional Conditional Amount (m)	Additional Conditional Amount Payment Date (m)	Record Date (m)
1	23 September 2031	100 %	EUR 265.00	30 September 2031	29 September 2031

Record Date (m) (with m = 1)	As specified in column "Record Date (m)" of the table under "Additional Conditional Amount(s)" in relation to the respective Observation Date (m).
REDEMPTION TERMS	
Redemption	The Securities shall be redeemed by payment of the Redemption Amount (per Calculation Amount) on the Final Payment Date. The "**Redemption Amount**" corresponds to the Minimum Amount.
FURTHER TERMS	
Calculation Agent	UniCredit Bank GmbH
Clearing System/Settlement	Monte Titoli S.p.A. - Euroclear bridge
Documentation	Final terms in English language under the Issuer's base prospectus.
Applicable Law	Italian law.
Market Disruption, Adjustment and Fallback Provisions	Provisions and rights of the Issuer and Calculation Agent, respectively, (i) governing adjustments of the Documentation of the Securities, replacement specifications or the termination of the Securities in the event of certain tax, regulatory and legal events or in case of market disruptions or other extraordinary events and (ii) governing postponements of determination and payment dates in case of non-calculation or non-banking days are specified in the Documentation of the Securities.
MREL Provision	<u>Restrictions/Limitations of rights:</u> Restrictions in relation to the Securities and limitations of the rights of holders of the Securities apply for the purpose that the Securities qualify to be eligible liabilities for being available to meet any minimum requirements for own funds and eligible liabilities ("**MREL Requirements**") which are or, as the case may be, will be applicable to the Issuer and/or UniCredit: • The holders of the Securities unconditionally and irrevocably waive any right of set-off, netting, counterclaim, abatement or other similar remedy which they might otherwise have under the laws of any jurisdiction or otherwise in respect of such Securities. • Claims arising from Securities are neither secured, nor subject to a guarantee or any other arrangement that enhances the seniority of the claims. • The value of the claim arising from Securities in cases of the insolvency and of the resolution of the Issuer is fixed or increasing and does not exceed the initially paid-up amount of the Securities, under all relevant laws and regulations amended from time to time, which are and will be applicable to the Issuer. • The holders of the Securities are not entitled to accelerate the payments under the Securities, other than in the case of the insolvency or liquidation of the Issuer, under all relevant laws and regulations amended from time to time, which are and will be applicable to it. • Repurchase: The Issuer shall be entitled at any time to purchase Securities in the market or otherwise and at any price subject to compliance with the then applicable MREL Requirements (including, without limitation, having obtained the prior permission of the competent supervisory authority or the resolution authority, if required). Securities repurchased by the Issuer may, at the Issuer's discretion, be held, resold or forwarded to the principal paying agent for cancellation. <u>Issuer Call upon MREL Disqualification Event:</u> In case that as a result of the implementation or change of a relevant law or regulation giving effect to any MREL Requirement applicable to the Issuer and/or UniCredit Group, the Securities do not qualify as eligible liabilities to meet any MREL Requirements (except where such disqualification is solely due to the remaining maturity of the Securities being less than a prescribed time period applicable on the Issue Date or due to any applicable limit on the amount of eligible liabilities being exceeded) (a "**MREL Disqualification Event**"), then the Issuer has the right to redeem the Securities at any time subject to prior notice.

Selling Restrictions / Public Offer	**General:** The distribution, offer or sale of the Securities may be restricted by law in certain jurisdictions. No action has been or will be taken in any jurisdiction (unless explicitly stated otherwise) to permit a public offering of the Securities or possession or distribution of any offering material in relation thereto, where such action for that purpose is required, save where explicitly stated herein otherwise. Most important jurisdictions where the Securities may not be publicly distributed are: USA, UK, European Economic Area. **US Selling Restriction:** The Securities may not be offered or sold within the United States or to, or for the account or benefit of, US persons (as defined in Regulation S). **Potential Investors:** As specified above under Method of Distribution. **Public Offer Jurisdiction(s):** The Securities may be publicly offered in the country(ies) specified above under Method of Distribution.
TRADING INFORMATION	
Listing	The Issuer envisages to apply for a listing of the Securities on: • Freiverkehr Börse Stuttgart Listing start date: 30 September 2026 Listing end date: 23 September 2031
Quotation Type	Pieces.
(Smallest) Tradable Unit	1 Certificate minimum and integral multiples of 1 Certificate in excess thereof.
(Smallest) Transferable Unit	1 Certificate minimum and integral multiples of 1 Certificate in excess thereof.
Secondary Market	The Security could usually be sold on the exchange and off the exchange. Under normal market conditions, UniCredit Bank GmbH may provide bid and offer prices for the Securities upon request. The price is based on UniCredit Bank GmbH's own research on price determining factors and internal pricing models. The trading of the Securities may be limited or impossible during exceptional market situations or in case of technical problems. No guarantee is given that a secondary market for the Securities exists.
Indicative bid/ask spread on the Issue Date	1.00 %, under normal market conditions
PROCESS INFORMATION	
Contact	Client Solutions, UniCredit Bank GmbH, Arabellastrasse 12, 81925 Munich, Germany
Distribution fee	EUR 35.00 per Certificate, corresponding to 3.50% of the Calculation Amount.
Initial hedge date	19 August 2026
Initially hedged volume	15,000 Certificates (Corresponding to 15,000,000.00 EUR)
Bank of Italy "comparto"	441C
PRIIPS	Yes.
Unconditional capital protection	Yes.

DISCLAIMER

This indicative term sheet is a summary of the proposed product terms and is based on data believed to be reliable. No representation or warranty is made that it is accurate or complete. Opinions and views expressed are subject to change without notice, as are prices and availability, which are indicative only. There is no obligation for us to notify you of any changes to these data or to do so in the future. No responsibility is accepted for the use of or reliance on the information provided. We specifically disclaim any liability for any loss, claim or damage suffered by you or any third party resulting directly or indirectly from any use of or reliance on the information provided without limitation. We may have an existing position in instruments or currencies stated herein and may also provide banking or other advisory services to issuers.

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