



## PRESS RELEASE

### THE UNICREDIT SHAREHOLDER'S MEETING APPROVED THE FINANCIAL STATEMENTS 2009

Today the Ordinary and Extraordinary General Shareholders' Meeting of UniCredit S.p.A. was held in Rome.

During the Ordinary Shareholders' Meeting has been presented the Group 2009 consolidated year-end financial statements approved by the Board of Directors on 16 March 2010.

The year 2009 ended for the Group with a net profit of € 1.702 million vs € 4.012 million in 2008.

Consolidated earnings per share was equal to € 0,10 vs. € 0,26 from the previous year. The Ordinary Shareholders' Meeting approved 2009 year-end Parent Company financial statements, which showed a net profit of € 51 million.

Thanks to this result, UniCredit's shareholders passed a resolution approving distribution of a unitary dividend of € 0.03 per ordinary share and of € 0.045 per savings share, The dividend, as approved by the Shareholders' Meeting, will be available for payment on May 27th 2010, with the share going ex-dividend on May 24th 2010.

The Shareholders' Meeting, in its ordinary session, also appointed the new Board of Statutory Auditors, comprised of five standing Auditors, for the financial years 2010-2012 (with term in office expiring on the date of the Shareholders' Meeting called to approve the 2012 financial statements) as well as two substitute Auditors.

In accordance with the Clause 30 of the Company's Articles of Association and the current provisions of law:

- three standing Auditors and a substitute Auditor were appointed from the list, that has obtained the relative majority of the Shareholders' votes, presented by Fondazione Cassa di Risparmio di Verona, Vicenza, Belluno e Ancona;
- two standing Auditors and a substitute Auditor were appointed from the minority list jointly presented by the following Shareholders: Allianz Global Investors Italia SgrpA, Aletti Gestielle S.G.R. S.p.A., BNP PARIBAS Asset Management S.G.R. S.p.A., Eurizon Capital S.G.R. S.p.A., Eurizon Capital SA – Eurizon Easy Fund Equity Europe, Eurizon Easy Fund Equity Euro, Eurizon Easy Fund Equity Italy, Eurizon Easy Fund Equity Financial, Fideuram Investimenti S.G.R. S.p.A., Fideuram Gestions SA - Fonditalia Equity Europe, Fonditalia Euro Financials, Fonditalia Equity Italy, Fideuram Fund Equity Italy, Fideuram Fund Equity Europe, Fideuram Fund Equity Europe Value, Interfund Sicav, Arca S.G.R. S.p.A., PGGM Global Equity PF Fund, Anima S.G.R. S.p.A., Mediolanum International Funds - Challenge Funds, Mediolanum Gestione Fondi SGRpA, Kairos Partners S.G.R. S.p.A., Ersel Asset Management S.G.R. S.p.A., Stichting Pensioenfond ABP, Stichting Depositary APG Developed Markets Equity Pool.

The new Board of Statutory Auditors therefore comprises:

Chairman: Maurizio LAURI (from the list submitted by minority Shareholders)  
standing Auditors: Cesare BISONI, Vincenzo NICASTRO, Michele RUTIGLIANO  
(from the list submitted by majority Shareholders) and Marco  
VENTORUZZO (from the list submitted by minority Shareholders).

The substitute Auditors appointed are: Paolo Domenico SFAMENI  
(from the list submitted by majority Shareholders) and Massimo LIVATINO (from the list  
submitted by minority Shareholders).

The curricula of the new members of the Board of Statutory Auditors are available on the  
web-site of the Company ([www.unicreditgroup.eu](http://www.unicreditgroup.eu)).

Furthermore, the Shareholders' Meeting, in its ordinary session, determined in Euro  
95,000 the remuneration due to each standing Auditor and in Euro 130,000 the  
remuneration due to the Chairman of the Board of Statutory Auditors, as well as an  
attendance fee of Euro 400 for every meeting of the Board of Statutory Auditors. The  
Shareholders' Meeting also resolved to give an annual remuneration of Euro 40,000 to  
the Chairman of the Supervisory Body set up pursuant to Legislative Decree 231/01, as  
well as an attendance fee of Euro 400 for every meeting of the Supervisory Body.

In compliance with the provisions set out by the "Supervisory Provisions concerning  
Banks Organization and Corporate Governance" issued by Bank of Italy, the  
Shareholders' Meeting, in its ordinary session, approved the "Group Compensation  
Policy", which defines the principles and standards which UniCredit applies to and are  
reflected in the design, implementation and monitoring of compensation practices across  
the entire UniCredit organization. The "Annual Compensation Report" has been made  
available for information to the Shareholders, that highlights the key implementation  
features and outcomes of Group compensation policy and incentive plans.

The Ordinary Shareholder's Meeting resolved to adopt, for the year 2010, a UniCredit  
Group employee share ownership plan in order to reinforce employees sense of  
belonging and commitment to achieve corporate goals. The plan provides Group  
employees with the opportunity to invest in UniCredit shares at favorable conditions. No  
capital increase is envisaged to implement this plan.

Finally the Shareholder's Meeting, always in ordinary session, resolved on the adoption  
of a long-term incentive plan involving the allocation of performance stock options and  
the promise to grant performance shares, by May 2011 at the latest, to selected key  
talents and mission critical resources of the UniCredit Group, subject to the achievement  
of specific performance conditions.

In this last regard, the Shareholder's Meeting, in extraordinary session, granted the  
Board of Directors the necessary authorities to increase share capital to service the  
above-mentioned Plan; if these powers were exercised to their maximum, no.  
128,000,000 ordinary shares will be issued to serve the exercise of performance stock  
options and no. 59,000,000 ordinary shares as performance shares.

Milan, April 22 2010

**Enquiries:**

*Media Relations:* Tel. +39 02 88628236;  
e-mail: [MediaRelations@unicreditgroup.eu](mailto:MediaRelations@unicreditgroup.eu)

*Investor Relations:* Tel. +39 02 88628715;  
e-mail: [InvestorRelations@unicreditgroup.eu](mailto:InvestorRelations@unicreditgroup.eu)