

**Ordinary and Extraordinary
Shareholders' Meeting
11th May 2012**

- **Summary report of the votes**

UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
11TH OF MAY 2012

Attendance to the meeting: no. 1.837 Shareholders in person or by proxy
representing no. 2.606.826.422 ordinary shares corresponding to 45,045376% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

Approval of the UniCredit SpA financial statement

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.529	2.601.888.193	99,841428	99,845911	44,960045
Against	36	1.192.644	0,045765	0,045767	0,020609
Abstentions	213	421.718	0,016182	0,016183	0,007287
Not Voting	6	2.401.057	0,092135	0,092139	0,041490
Total	1.784	2.605.903.612	99,995511	100,000000	45,029430

Liability action

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	11	108.220	0,004153	0,004153	0,001870
Against	1.730	2.595.039.654	99,581920	99,586391	44,841703
Abstentions	11	9.531.437	0,365759	0,365775	0,164701
Not Voting	5	1.138.251	0,043679	0,043681	0,019669
Total	1.781	2.605.817.562	99,995510	100,000000	45,027943

Allocation of the UniCredit SpA operating result

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.524	2.599.078.294	99,736938	99,741416	44,911490
Against	5	78.308	0,003005	0,003005	0,001353
Abstentions	213	396.833	0,015228	0,015229	0,006857
Not Voting	13	6.263.077	0,240339	0,240350	0,108225
Total	1.779	2.605.816.512	99,995510	100,000000	45,027925

Approval UniCredit Real Estate financial statement

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.524	2.598.048.599	99,697445	99,701921	44,893697
Against	5	1.112.580	0,042694	0,042696	0,019225
Abstentions	211	416.465	0,015981	0,015982	0,007196
Not Voting	11	6.238.340	0,239390	0,239401	0,107797
Total	1.775	2.605.815.984	99,995510	100,000000	45,027916

Allotment UniCredit Real Estate active surplus

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.520	2.593.577.784	99,525998	99,530466	44,816443
Against	3	78.778	0,003023	0,003023	0,001361
Abstentions	214	5.916.583	0,227043	0,227053	0,102237
Not Voting	12	6.239.807	0,239446	0,239457	0,107822
Total	1.773	2.605.812.952	99,995510	100,000000	45,027864

Approval of the Medioinvest financial statement

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.519	2.592.544.100	99,486331	99,490798	44,798581
Against	4	1.112.462	0,042690	0,042692	0,019223
Abstentions	214	5.916.583	0,227043	0,227053	0,102237
Not Voting	11	6.239.806	0,239446	0,239457	0,107822
Total	1.772	2.605.812.951	99,995510	100,000000	45,027863

Deferment to a new fy of the Medioinvest loss

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.520	2.593.573.180	99,525879	99,530347	44,816363
Against	4	83.653	0,003210	0,003210	0,001446
Abstentions	213	5.916.312	0,227033	0,227043	0,102233
Not Voting	9	6.238.307	0,239389	0,239400	0,107797
Total	1.770	2.605.811.452	99,995510	100,000000	45,027838

Determination of Directors number

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.440	2.574.488.791	98,796573	98,801009	44,486589
Against	56	16.049.937	0,615920	0,615948	0,277339
Abstentions	245	14.056.891	0,539436	0,539461	0,242900
Not Voting	2	1.135.651	0,043581	0,043583	0,019624
Total	1.743	2.605.731.270	99,995510	100,000000	45,026452

Determination on the length the Board of Directors

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.438	2.574.488.172	98,796550	98,800985	44,486578
Against	55	16.023.302	0,614898	0,614925	0,276879
Abstentions	246	14.081.894	0,540396	0,540420	0,243332
Not Voting	4	1.137.902	0,043667	0,043669	0,019663
Total	1.743	2.605.731.270	99,995510	100,000000	45,026452

Appointment of the Directors

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
LIST 1	185	1.620.707.355	62,195001	62,197794	28,005460
LIST 2	1.257	954.938.847	36,645988	36,647634	16,501129
Against	54	16.021.049	0,614811	0,614839	0,276840
Abstentions	247	14.064.019	0,539710	0,539734	0,243023
Not Voting	0	0	0,000000	0,000000	0,000000
Total	1.743	2.605.731.270	99,995510	100,000000	45,026452

Authorization for competing activities

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.328	2.469.699.666	94,775268	94,779523	42,675856
Against	148	101.561.816	3,897457	3,897632	1,754965
Abstentions	257	28.231.420	1,083387	1,083436	0,487833
Not Voting	10	6.238.368	0,239399	0,239409	0,107798
Total	1.743	2.605.731.270	99,995510	100,000000	45,026452

Determination of the remuneration

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	378	1.779.645.288	68,294282	68,297349	30,751872
Against	956	739.926.819	28,394856	28,396131	12,785770
Abstentions	399	79.920.795	3,066978	3,067116	1,381013
Not Voting	9	6.238.250	0,239394	0,239405	0,107796
Total	1.742	2.605.731.152	99,995510	100,000000	45,026450

Insurance policy the liability Directors/Auditors

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.494	2.582.525.536	99,105550	99,110000	44,625462
Against	5	45.308	0,001739	0,001739	0,000783
Abstentions	232	16.907.322	0,648826	0,648855	0,292155
Not Voting	9	6.238.250	0,239396	0,239406	0,107796
Total	1.740	2.605.716.416	99,995510	100,000000	45,026195

Assignment of the audit services mandate

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.474	2.525.974.816	99,138191	99,142743	43,648278
Against	26	1.805.251	0,070852	0,070855	0,031194
Abstentions	224	13.797.828	0,541530	0,541555	0,238423
Not Voting	9	6.238.250	0,244836	0,244847	0,107796
Total	1.733	2.547.816.145	99,995408	100,000000	44,025692

2012 Group Compensation Policy

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.290	2.440.673.329	96,042593	96,047015	42,174288
Against	199	72.152.858	2,839277	2,839408	1,246785
Abstentions	235	22.060.882	0,868115	0,868155	0,381207
Not Voting	8	6.236.500	0,245412	0,245423	0,107765
Total	1.732	2.541.123.569	99,995396	100,000000	43,910045

2012 Group Incentive System

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.311	2.443.201.667	96,142085	96,146512	42,217977
Against	388	72.515.576	2,853550	2,853682	1,253053
Abstentions	23	19.143.073	0,753296	0,753331	0,330788
Not Voting	10	6.263.253	0,246464	0,246476	0,108228
Total	1.732	2.541.123.569	99,995396	100,000000	43,910045

2012 UniCredit Group Employee Share Ownership Plan

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.459	2.497.641.325	98,284333	98,288858	43,158682
Against	39	23.421.163	0,921643	0,921685	0,404712
Abstentions	225	13.799.578	0,543025	0,543050	0,238454
Not Voting	9	6.261.503	0,246396	0,246407	0,108197
Total	1.732	2.541.123.569	99,995396	100,000000	43,910045

Amendments to clauses 20, 29 and 30 of the Assoc.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.706	2.523.485.790	99,301525	99,306097	43,605269
Against	1	1.707.175	0,067179	0,067182	0,029500
Abstentions	14	9.662.476	0,380227	0,380245	0,166965
Not Voting	10	6.263.253	0,246465	0,246476	0,108228
Total	1.731	2.541.118.694	99,995396	100,000000	43,909961

Delegation to carry out a free capital increase

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.320	2.387.631.583	95,391183	95,395642	41,257738
Against	381	95.563.927	3,817991	3,818170	1,651323
Abstentions	18	13.440.801	0,536990	0,537015	0,232254
Not Voting	8	6.236.500	0,249162	0,249174	0,107765
Total	1.727	2.502.872.811	99,995326	100,000000	43,249081