



# **Ordinary and Extraordinary Shareholders' Meeting 11<sup>th</sup> May 2013**

- **Summary report of the votes**

UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
11<sup>TH</sup> OF MAY 2013

Attendance to the meeting: no. 1.930 Shareholders in person or by proxy  
representing no. 3.056.197.804 ordinary shares corresponding to 52,791278% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

Approval of UniCredit S.p.A. 2012 individual 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	1850	3.045.064.993	99,641865	99,641865	52,598975
Against	15	975.850	0,031932	0,031932	0,016856
Abstentions	8	2.614.203	0,085543	0,085543	0,045156
Not Voting	8	7.354.601	0,240660	0,240660	0,127040
<b>Total</b>	<b>1901</b>	<b>3.056.009.647</b>	<b>100,000000</b>	<b>100,000000</b>	<b>52,788028</b>

Allocation of the operating result, distribution of dividend

	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	1821	2.995.678.340	98,026194	98,026194	51,745894
Against	10	41.140	0,001346	0,001346	0,000711
Abstentions	34	47.691.778	1,560596	1,560596	0,823805
Not Voting	13	12.586.536	0,411863	0,411863	0,217414
<b>Total</b>	<b>1899</b>	<b>3.055.997.794</b>	<b>100,000000</b>	<b>100,000000</b>	<b>52,787823</b>

### Appointment of the Board of Statutory Auditors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
LISTA 1	99	1.712.668.559	56,043090	56,043090	29,583806
LISTA 2	1374	1.300.072.321	42,541839	42,541839	22,456819
Against	81	36.254.205	1,186334	1,186334	0,626238
Abstentions	308	6.990.130	0,228736	0,228736	0,120744
Not Voting	0	1	0,000000	0,000000	0,000000
<b>Total</b>	<b>1883</b>	<b>3.055.985.216</b>	<b>100,000000</b>	<b>100,000000</b>	<b>52,787606</b>

### Determination of the remuneration due to the Board of Statutory Auditors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1672	2.944.711.075	96,358729	96,358729	50,865510
Against	143	62.498.671	2,045122	2,045122	1,079572
Abstentions	60	36.193.120	1,184335	1,184335	0,625182
Not Voting	9	12.585.001	0,411814	0,411814	0,217387
<b>Total</b>	<b>1884</b>	<b>3.055.987.867</b>	<b>100,000000</b>	<b>100,000000</b>	<b>52,787652</b>

### Appointment of the Directors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1416	2.899.638.187	95,748600	95,748600	50,086943
Against	148	68.881.041	2,274512	2,274512	1,189818
Abstentions	311	47.282.806	1,561320	1,561320	0,816740
Not Voting	9	12.585.001	0,415568	0,415568	0,217387
<b>Total</b>	<b>1884</b>	<b>3.028.387.035</b>	<b>100,000000</b>	<b>100,000000</b>	<b>52,310888</b>

### Authorizaton of competing activities

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1413	2.899.635.644	95,748516	95,748516	50,086899
Against	149	68.881.042	2,274513	2,274513	1,189818
Abstentions	311	47.283.849	1,561354	1,561354	0,816758
Not Voting	11	12.586.500	0,415617	0,415617	0,217413
<b>Total</b>	<b>1884</b>	<b>3.028.387.035</b>	<b>100,000000</b>	<b>100,000000</b>	<b>52,310888</b>

### Restatement of the remuneration expected to the Directors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1782	2.840.780.874	93,805080	93,805080	49,070271
Against	62	150.262.691	4,961806	4,961806	2,595565
Abstentions	31	24.758.469	0,817546	0,817546	0,427666
Not Voting	9	12.585.001	0,415568	0,415568	0,217387
<b>Total</b>	<b>1884</b>	<b>3.028.387.035</b>	<b>100,000000</b>	<b>100,000000</b>	<b>52,310888</b>

### 2013 Group remuneration policy

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1451	2.735.871.390	91,854400	91,854400	47,258115
Against	379	46.209.785	1,551452	1,551452	0,798205
Abstentions	39	183.820.859	6,171619	6,171619	3,175232
Not Voting	9	12.585.001	0,422530	0,422530	0,217387
<b>Total</b>	<b>1878</b>	<b>2.978.487.035</b>	<b>100,000000</b>	<b>100,000000</b>	<b>51,448940</b>

### 2013 Group Incentive System

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1435	2.753.751.556	92,454710	92,454710	47,566968
Against	399	32.386.258	1,087339	1,087339	0,559425
Abstentions	35	179.764.220	6,035421	6,035421	3,105160
Not Voting	9	12.585.001	0,422530	0,422530	0,217387
<b>Total</b>	<b>1878</b>	<b>2.978.487.035</b>	<b>100,000000</b>	<b>100,000000</b>	<b>51,448940</b>

### 2013 UniCredit Group Employee Share Ownership Plan

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1779	2.874.821.084	97,349360	97,349360	49,658265
Against	49	37.695.468	1,276472	1,276472	0,651133
Abstentions	34	27.995.492	0,948004	0,948004	0,483581
Not Voting	10	12.585.002	0,426163	0,426163	0,217387
<b>Total</b>	<b>1872</b>	<b>2.953.097.046</b>	<b>100,000000</b>	<b>100,000000</b>	<b>51,010366</b>

### Amendments of the Articles of Association

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1779	2.779.900.556	94,135090	94,135090	48,018654
Against	51	132.617.041	4,490778	4,490778	2,290762
Abstentions	33	27.994.448	0,947969	0,947969	0,483563
Not Voting	9	12.585.001	0,426163	0,426163	0,217387
<b>Total</b>	<b>1872</b>	<b>2.953.097.046</b>	<b>100,000000</b>	<b>100,000000</b>	<b>51,010366</b>

Delegation to the Board of Directors to resolve a free capital increase

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1435	2.727.099.571	92,347103	92,347103	47,106595
Against	392	33.632.783	1,138899	1,138899	0,580956
Abstentions	36	179.779.691	6,087836	6,087836	3,105427
Not Voting	9	12.585.001	0,426163	0,426163	0,217387
<b>Total</b>	<b>1872</b>	<b>2.953.097.046</b>	<b>100,000000</b>	<b>100,000000</b>	<b>51,010366</b>