

Notary's Register no. 8839

Serial no. 6002

MINUTES OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS'

MEETING OF

"UniCredit, società per azioni"

REPUBLIC OF ITALY

On the eleventh day of May

in the year two thousand thirteen

at 10.30 AM

in Rome, Viale Umberto Tupini no. 180

This 11 May 2013

At the request of "UniCredit, società per azioni", the Holding Company of the UniCredit Banking Group, a member of the Register of Banking Groups code no. 02008.1, and of the Interbank Deposit Protection Fund, with Registered Office in Rome, at no. 16 Via Alessandro Specchi, and Head Office in Milan, on Piazza Cordusio, with share capital of Euros 19,654,856,199.43, fully paid-up, membership number in the Rome Trade and Companies Register, Tax Code, and VAT number 00348170101 (R.E.A. RM 1179152).

I, Mr SALVATORE MARICONDA, Notary Public resident in Genzano di Roma, a registered member of the Notary District Boards of Rome, Velletri and Civitavecchia, did on the aforesaid day and time go to Rome, no. 180 Viale Umberto Tupini, to assist and

draw up the minutes of the resolutions taken by the Shareholders' Meeting of the requesting Company as called at the aforesaid premises, at 10.30 AM in a single call for the ordinary and extraordinary session, in order to discuss and resolve the following

Agenda

Ordinary part

1. Approval of UniCredit S.p.A. 2012 individual Financial Statements, reclassification of the net asset reserves and re-statement of the so-called "negative reserves"; presentation of the consolidated Financial Statements; completion of the legal reserve; cancellation of the so-called "negative reserves" for the components not subject to variations through final coverage of same; reallocation of the 2011 loss;
2. Allocation of the UniCredit S.p.A. 2012 operating result of the year; distribution of dividend drawn up from Company reserves from profit;
3. Appointment of the Board of Statutory Auditors and of the Substitute Statutory Auditors. Appointment of the Chairman of the Board of Statutory Auditors;
4. Determination of the remuneration due to the Board of Statutory Auditors, for each year in office;
5. Appointment of the Directors necessary to complete the

Board of Directors and authorisation of competing activities according to Sec. 2390 of the Italian Civil Code;

6. Restatement of the remuneration expected to the Directors for their activities carried out within the Board Committees and other Company bodies, per each year of office;

7. 2013 Group Compensation Policy;

8. 2013 Group Incentive System;

9. 2013 UniCredit Group Employee Share Ownership Plan;

Extraordinary part

1. Amendments to Clauses 5, 6, 10, 11, 12, 14, 20, 30 and 32 of the Articles of Association;

2. Delegation to the Board of Directors, under the provisions of Sec. 2443 of the Italian Civil Code, of the authority to resolve, on one or more occasions for a maximum period of five years starting from the date of the shareholders' resolution, to carry out a free capital increase, as allowed by Sec. 2349 of the Italian Civil Code, for a maximum amount of Euros 143,214,140.73 corresponding to up to 42,200,000 UniCredit ordinary shares, to be granted to the personnel of the Holding Company and of the Group banks and companies who hold positions of particular importance for the purpose of achieving the Group's overall objectives; consequent amendments to the Articles of Association.

Upon entering the meeting hall I acknowledged the presence at the Chairman's table of Mr Giuseppe VITA, born in Favara (Agrigento) on 28 April 1935 and domiciled for the purposes of the office hereunder in Milan, on Piazza Cordusio, the Chairman of the requesting Company, who in such capacity, pursuant to Clause 16 of the Articles of Association, assumed the chair of the Meeting.

Mr Giuseppe Vita, whose personal identity was known to me, Notary Public, greeted all present as follows prior to officially commencing the Meeting:

"Ladies and Gentlemen, I would like to welcome you all on behalf of the Bank's Board, the Board of Statutory Auditors and the entire management team. I would also like to extend my warmest welcome to the Meeting itself, which I am privileged to chair for the first time following my appointment at the past general meeting of shareholders exactly twelve months ago.

I would also like to thank, both personally and on behalf of the Board, all the shareholders for the faith they have shown in us by appointing us as Directors of the Company during this period of crisis that, unfortunately, continues to hit both the economy and the financial system in Italy and many other leading countries abroad.

Despite - or perhaps precisely because of - the troubles that persist and inevitably involve UniCredit, I would also like to say that I am proud to be the Chairman of this Group that - as you will shortly see from the results the CEO will present - has taken significant strides that can be summarised by the return to profitability and to dividends, the evolution of the share trend - moved from Euros 2.84 a year ago to a closing price yesterday of Euros 4.16, meaning an increase of around 46% - and the Group's capitalisation, which grew from Euros 16 billion to Euros 24 billion in the same period. If this rate of recovery can be maintained in the coming years, both the Bank and its shareholders can be suitably happy.

As noted, the general situation remains trying, but the Group's presence in countries, in addition to Italy, like Germany, Austria, Turkey and the Central and Eastern European countries, along with the enormous sense of responsibility and commitment shown by the entire management team and all UniCredit employees means that the Company will be able to see out the current critical period together with its clients, shareholders and other stakeholders and be ready to swiftly take advantage of the signs of recovery that, finally, seem about to become more solid."

The shareholders then applauded the Chairman as a sign of its

thanks.

The Chairman then called me, Notary Public, to draft the minutes of the ordinary and extraordinary parts of the Meeting, in the form of a public deed.

Mr Elman ROSANIA asked for the floor to request that I, Notary, only draft the minutes for the extraordinary part of the agenda and that the minutes for the ordinary part be drafted by another secretary.

The Chairman then put Mr Elman ROSANIA's proposal to a vote by show of hands. It received support from shareholder Gianpaolo Cristian DI LUCCHIO, and Messrs Elman ROSANIA, Michel MARBOT, Vittorio BRIENZA, Michele DE BONIS, Alfredo Filippo SONNESSA and Roberto DITARANTO, for a total of 40,952 shares. All the other shareholders voted against the proposal, meaning it was rejected by the Meeting.

The Chairman then moved on to the official part of the proceedings, noting that, pursuant to Clause 10 of the Company's Articles of Association, the notice of call including the Meeting agenda had been published on 29 March 2013 on the Company's website as well as at Borsa Italiana S.p.A., the managers of the Italian stock market. A copy of this agenda was made available to all attending the Meeting.

He then indicated that an extract of the notice of call for

the Meeting had been published in the following dailies: on 29 March, "Il Sole 24 Ore" and "Milano Finanza"; on 30 March, the "Financial Times (European edition) and the "Frankfurter Allgemeine Zeitung".

He pointed out that as usual, simultaneous translation was being provided for Italian and English, to help everyone participate in the Meeting.

Consequently, all remarks would need to be made exclusively from the speaker's stand, since translation would otherwise not be possible and this would prevent all those with the right to participate from taking an informed part in the debate.

The Chairman stated that the following persons were in attendance:

from the Board of Directors, in addition to himself:

- Candido FOIS	Deputy Vice Chairman
- Vincenzo CALANDRA BUONAURA	Vice Chairman
- Fabrizio PALENZONA	Vice Chairman
- Federico GHIZZONI	Chief Executive Officer
- Mohamed Ali AL FAHIM	Director
- Manfred BISCHOFF	Director
- Henryka BOCHNIARZ	Director
- Alessandro CALTAGIRONE	Director

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|------------------------------|----------|
| - Francesco GIACOMIN | Director |
| - Helga JUNG | Director |
| - Friedrich KADRNOSKA | Director |
| - Marianna LI CALZI | Director |
| - Luigi MARAMOTTI | Director |
| - Giovanni QUAGLIA | Director |
| - Lucrezia REICHLIN | Director |
| - Lorenzo SASSOLI DE BIANCHI | Director |
| - Anthony WYAND | Director |

from the Board of Statutory Auditors:

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|---------------------|------------------|
| - Maurizio LAURI | Chairman |
| - Cesare BISONI | Standing Auditor |
| - Vincenzo NICASTRO | Standing Auditor |
| - Marco VENTORUZZO | Standing Auditor |

Apologies were received from the following Director:

- Luca CORDERO DI MONTEZEMOLO Vice Chairman

The following Auditor is justified absent:

- Michele RUTIGLIANO Standing Auditor

Mr Lorenzo LAMPIANO, the Board Secretary, was in attendance

along with:

- | | |
|-----------------------|------------------------|
| - Roberto NICASTRO | General Manager |
| - Paolo FIORENTINO | Deputy General Manager |
| - Jean-Pierre MUSTIER | Deputy General Manager |

Moreover, pursuant to Clause 2 of the Meeting Regulations, there were also Head Office Senior Managers and other bank personnel involved in organising the Meeting.

Also pursuant to Clause 2 of the same Meeting Regulations, experts, financial analysts and accredited trade journalists were allowed to access the Meeting in a separate room connected via a closed-circuit audio-visual system.

Also in attendance were:

- Messrs Domenico Fumagalli, Roberto Fabbri, Paolo Valsecchi, Giorgio Vergani and Gianluigi Di Benedetto representing the accounting firm KPMG S.p.A., which was engaged to audit the Company's Financial Statements;
- Mr Enrico Caruso representing Servizio Titoli S.p.A., with registered office in Milan at no. 19 Via Lorenzo Mascheroni, designated by UniCredit, pursuant to Article 135-*undecies* of Legislative Decree no. 58/98 (the "Appointed Representative");
- Mr Nicola Borgonovo, Common Representative of the holders of savings shares.

The Chairman advised that pursuant to and for the purposes stated in Clause 3, subsection 2, of the Meeting Regulations, the Meeting would be filmed and recorded.

The Chairman then stated that the Company's share capital currently amounted to Euros 19,654,856,199.43 of which:

- Euros 19,646,630,305.01 represented by 5,789,209,719 ordinary shares;

- Euros 8,225,894.42 represented by 2,423,898 savings shares, whose holders were not entitled to vote or attend the Meeting.

The aforesaid ordinary and savings shares had no par value.

The Chairman also announced that:

- the compliance of proxies with the provisions of Section 2372 of the Italian Civil Code and Articles 135-*novies* and 135-*undecies* of the "Consolidated Law on Finance (TUF)" had been verified;

- there were currently 3,049,436,256 ordinary shares represented at the Meeting, corresponding to 52.674482% of the ordinary share capital and represented by 67 persons entitled to vote in person or by proxy. Of those, 41 voting rights holders were in attendance on their own behalf, and 1,865 voting rights holders were represented by proxy.

It should be noted that among the holders of voting rights represented by proxy, 8 had given their proxy, pursuant to Article 135-*undecies* of Legislative Decree no. 58/98, to the Company's Appointed Representative.

The Chairman thus declared the Meeting to be duly established and able to pass valid resolutions on the items on the agenda in accordance with the law and the Articles of Association.

The Chairman also advised that:

- based on the contents of the Register of Shareholders, as updated for notices received pursuant to the law and for checks carried out for the purposes of admission to voting, the Register of Shareholders currently reported a total of approx. 467,000 shareholders;
- the following shareholders held over 2% of the voting share capital either directly or indirectly and had given the notifications required by existing laws and regulations:

Aabar Luxembourg sarl, holding 376,200,000 ordinary shares, corresponding to 6.498% of the ordinary share capital. The shareholder had filed, for the purposes of this Meeting, 290,000,000 ordinary shares, corresponding to 5.009% of the ordinary share capital; pursuant to subsection 3 of Clause 5 of the Articles of Association, the shares admitted to voting would amount to only 5% of the ordinary share capital;

PGFF Luxembourg S.a.r.l, holding 290,000,000 ordinary shares, corresponding to 5.009% of the ordinary share capital;

BlackRock Inc., holding 284,851,460 ordinary shares, corresponding to 4.922% of the ordinary share capital;

Fondazione Cassa di Risparmio di Verona Vicenza Belluno e Ancona, holding 204,508,472 ordinary shares, corresponding to 3.533% of the ordinary share capital;

Delfin s.a.r.l., holding 173,685,000 ordinary shares, corresponding to 3.000% of the ordinary share capital;

Central Bank of Libya, directly holding 152,234,918 shares, corresponding to 2.630% of the ordinary share capital and holding 16,294,837 shares, corresponding to 0.281% of the ordinary share capital, through the **Libyan Foreign Bank**, equating to a total of 168,529,755 ordinary shares, corresponding to 2.911% of the ordinary share capital;

Capital Research and Management Company, right of vote for discretionary asset management, holding 158,097,471 ordinary shares, corresponding to 2.731% of the ordinary share capital, of which 127,901,060 on behalf of the European Pacific Growth Fund, corresponding to 2.209% of the ordinary share capital;

Fondazione Cassa di Risparmio di Torino, holding 145,099,006 ordinary shares, corresponding to 2.506% of the ordinary share capital, for which it is a lender of 21,152,127 ordinary shares;

Carimonte Holding S.p.A., holding 131,213,277 ordinary shares, corresponding to 2.267% of the ordinary share capital;

Dodge & Cox International Stock Fund, holding 123,651,788 ordinary shares, corresponding to 2.136% of the ordinary share capital;

Various companies controlled by Allianz SE - directly and

indirectly - holding 121,280,348 ordinary shares, corresponding to 2.095% of the ordinary share capital.

The Chairman stated that pursuant to Clause 17 of the Meeting Regulations, voting would take place through a computerised system using the voting terminals (or "radiovoters") in possession of each shareholder. The folder received on admission contained instructions on how to use the voting terminal.

The Chairman asked the shareholders to make sure they had read those instructions.

He then stressed that voters should cast their votes for every ballot, only once they had been asked to do so, by pressing the corresponding button on the "voting terminal" and then confirming their choice by pressing the "OK" button. If the device failed to work as described, voters were invited to contact the personnel on hand in the hall to provide assistance with this and any other needs. Proxy holders and representatives of fiduciary companies needing to cast different votes at each ballot should inform me, Notary, of this requirement and cast their votes at the specific "assisted voting stations" set up for this purpose.

The electronic system used to record the number of persons present and votes cast produced the following documents, which

were signed by the Chairman and myself, Notary, and then annexed to the Meeting's minutes:

- lists of shareholders present in person and by proxy, lists specifying the names of person who arrived later or who left the meeting hall;
- separate lists for the different types of vote cast.

Having concluded these essential opening remarks and before turning to the Meeting agenda, the Chairman indicated that the "Report on corporate governance and ownership structures pursuant to Article 123-*bis* of the TUF" of the Company had been made available to shareholders and the market (including through publication on the Company's website). The aforementioned report was included in the folder handed out to all in attendance.

The Chairman then noted that shareholders had been provided with a document outlining the internal policies for the control of risk and conflicts of interest with associated parties, pursuant to the Bank of Italy's New Supervisory Provisions for Banks (Circular no. 263, Title V, Chapter 5, Section IV).

Before turning to the agenda and the topics included therein, the Chairman advised that some shareholders had exercised their right to raise questions about the matters on the

Meeting agenda, in accordance with Article 127-ter of the Consolidated Law on Finance.

The questions raised had been answered directly, before the Meeting.

The Chairman then turned to the agenda.

Given the closely related nature of items 1 and 2 on the agenda, the Chairman proposed dealing with them together, although separate proposed resolutions would be tabled:

- 1. Approval of UniCredit S.p.A. 2012 individual Financial Statements, reclassification of the net asset reserves and re-statement of the so-called "negative reserves"; presentation of the consolidated Financial Statements; completion of the legal reserve; cancellation of the so-called "negative reserves" for the components not subject to variations through final coverage of same; reallocation of the 2011 loss;**
- 2. Allocation of the UniCredit S.p.A. 2012 operating result of the year; distribution of dividend drawn up from Company reserves from profit.**

Mr Agostino CASSARA' took the floor in his capacity as representative of Associazione dei Piccoli Azionisti di UniCredit, "Azione UniCredit" (the Association of Minority UniCredit Shareholders) and noted how last year the then Chairman had proposed grouping together the items on the

agenda - a proposal that the Meeting had approved - and, to his surprise, after grouping topics together the maximum length of time allowed for each shareholder had remained 10 minutes pursuant to Regulations.

He went on to state that he was not against grouping items together on the agenda, but that for at least the first two points he proposed the speaking time allocated to shareholders be extended to fifteen minutes.

I, Notary Public, having reminded the Meeting that the Regulations give the Chairman the possibility to group together items on the agenda and to set the length of time for speeches in accordance with an assessment of Meeting management requirements.

Having taken the floor, the Chairman declared that he believed 10 minutes to be sufficient for shareholders to make their address, before reminding the Meeting that each shareholder also had the option of returning to the floor for a brief response after the answers provided to them by the Chairman and by the CEO.

Shareholder Riccardo PACIFICO took to the floor and asked for the Company's responses to questions received prior to the Meeting to be made public. He felt that such an approach would enhance efficiency at the Meeting as speakers could avoid

having to repeat questions to which answers had already been provided.

The Chairman answered that the proposal would be taken into consideration, and reminded the Meeting that the regulations do not require the publication of answers to questions presented prior to the Meeting.

Shareholder Luigi CHIURAZZI took to the floor in his capacity as the Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders). He stated that he was in agreement with the allocation of 10 minutes per speech, but nevertheless hoped that the Chairman would show a degree of flexibility.

Mr Elman ROSANIA took the floor and recalled that with regard to setting the length of time for shareholder contributions, the Chairman had broad powers following an amendment to the Meeting Regulations that had previously envisaged a standard length of time of no less than 10 minutes and no more than 20, whereas now it merely stated a length of time "customarily of no less than 10 minutes".

He cited the Meeting proceedings at BNP Paribas, which it was possible to follow via the internet from home, and hoped that one day this would be possible for UniCredit; he also hoped to see the introduction of postal voting which was envisaged

under both the Consolidated Law on Finance and CONSOB Regulations.

He concluded by stating that UniCredit is "condemned to be successful", as the Chairman declared on taking up his post last year.

Shareholder Giovanni ANTOLINI took the floor to say that he had recently attended a series of Meetings at which many shareholders - holders of one, two or three shares - had posed questions of no relevance to the corporate interests under consideration during the approval of the financial statements. He went on to propose that the Chairman ask speakers how many shares they represent, and request that everybody limit their speeches and seek to make a positive contribution to Meeting proceedings.

At this point the Chairman invited CEO Mr Federico GHIZZONI to briefly illustrate the key elements under discussion, using slides and, if no objections were forthcoming, without undertaking a full reading, in view of the fact that the booklets containing the Financial Statements and related Reports had been made available to all speakers at the Meeting and sent in good time to all shareholders who had requested them, as well as being published on the Company's website and made available at the Bank's Registered Office and Head Office

pursuant to statutory terms and conditions. Alongside the Holding Company's operating results, shareholders were also presented key data from the Group Consolidated Financial Statements.

No objections were forthcoming and the CEO took the floor. After welcoming those in attendance, the CEO illustrated the proposals put forward by the Board of Directors to the Meeting on the first two items on the agenda, with the auxiliary of a number of slides.

By way of introduction - after briefly outlining the macroeconomic scenario, one that remained greatly challenging throughout Western Europe and Italy in particular, with interest rates, first and foremost EURIBOR, at historical lows - the CEO highlighted that, bearing in mind such challenging conditions, the fact that 2012 results had substantially held up provided grounds for satisfaction. He noted that net profits reached Euros 865 million, compared with a Euros 9.2 billion loss recorded for FY 2011.

The contraction in revenues, which could be ascribed to the aforementioned macroeconomic conditions, and a prudent provisions policy on loans had impacted Group profitability, which was also shored up by strict cost controls. Specifically, revenues dropped slightly, predominantly as a

result of lower net interest and softened volumes in Western Europe; however, the Central and Eastern Europe Area and Poland continued to deliver growth.

Deteriorated loan coverage improved in the fourth quarter of 2012 to reach 44.8% in the wake of Euros 4.6 billion in provisions. In Italy in the fourth quarter alone, coverage increased (up 320 basis points) to a year-end figure of 43.4% - the highest in Italy. All of this would make it possible to tackle 2013 from a decidedly stronger position.

In 2012, UniCredit managed to increase tangible capital by more than Euros 11 billion and reduce the so-called funding gap by Euros 33 billion through growth of Euros 25 billion in direct funding. The commercial funding gap was brought down from Euros 117 billion to Euros 66 billion, down some Euros 51 billion (of which 36 billion in Italy).

The solidity of the balance sheet was borne out by a capital index (calculated under Basel 2.5) of 10.8% and Common Equity Tier 1 - calculated having fully brought forward the effects of Basel 3 - in excess of 9%. The CEO specified that the Core Tier 1 Ratio value did not include the positive repercussions of selling a 9.1% stake in Bank Pekao and divestment of ATF in Kazakhstan, which would have raised the index higher still.

As noted earlier, performance in Central-Eastern Europe and

Poland was particularly positive; a variety of measures undertaken to foster rationalisation, increase efficiency and reduce costs in the area included the divestment of ATF as mentioned above, a review of Group activities in the Baltic States, and the setting up of a joint-venture in Russia with Renault-Nissan.

Internal transformation of the corporate investment banking division was proceeding with excellent results. In particular, risk-weighted assets were reduced sharply by some Euros 32 billion in 2012 alone.

Having concluded this overview, the CEO went on to provide details from the presentation document on the consolidated results for FY 2012 ("Consolidated Results FY 2012") and the consolidated results for the first quarter of the current year ("Consolidated Results Q1 '13").

In conclusion of his presentation, the CEO proceeded to provide information on the reorganisation of UniCredit S.p.A shareholders' equity reserves, reading out in full the relevant section from the presentation document.

The full content of the CEO's presentation may be consulted in the slides attached to these minutes.

Having completed this illustration, the CEO moved on to read out the proposals put forward by the Board of Directors

concerning the first two items on the agenda:

"Dear Shareholders,

Should you agree with the content, and reasoning, set forth in the Directors' Report illustrated herein, with regard to item 1 on the agenda we invite you to approve the following resolutions:

"The Shareholders' Meeting of UniCredit, in ordinary session, in concurring with the content and reasoning set forth in the Directors' Report, hereby

Resolves as follows:

to approve the Financial Statements of UniCredit as at and for the year ended 31 December 2012, comprising the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Shareholders' Equity, the Cash Flow Statement, and the Notes to the Financial Statements, as presented by the Board of Directors, both as a whole and with respect to the individual component entries (including the reclassification of the positive reserves and the restatement of the negative reserves of the shareholders' equity, as illustrated in the Statement of Changes in the Shareholders' Equity), and thereby to approve:

(i) The allocation to the Legal Reserve of an amount of Euros 2,413,456,828, out of a corresponding amount from the "Share

Premium" reserve;

(ii) The making-up of the "negative reserves" through the use of the "Share Premium" reserve, by an aggregate amount of Euros 3,962,124,412; and

(iii) The reallocation of the loss of the financial year shown in the Financial Statements as at and for the year ended 31 December 2011 - in substitution of the decision resolved upon by the Shareholders' Meeting of 11 May 2012 - by using exclusively the "Share Premium" reserve by an amount of Euros 6,348,648,535 and the consequent reinstatement of the Statutory Reserve in the amount of Euros 1,195,844,979; the "Reserve for allocating profits to Shareholders through the issuance of new free shares" in the amount of Euros 1,193,962,434, and other reserves in the amount of Euros 13,563,701;

acknowledging, consequently, that following the determinations made hereunder:

- The "Legal Reserve" will amount to Euros 3,930,971,240;
- The "Share Premium" reserve will amount to Euros 24,098,985,323."

Moving on to item 2 on the agenda, we invite you to take the following resolutions:

"The Shareholders' Meeting of UniCredit, in ordinary session,

having referred to the determinations made in approving the Financial Statements as at and for the year ended 31 December 2012, and on the basis of the composition of the shareholders' equity resulting from those determinations/resolutions,

resolves:

(i) To make up the loss from the 2012 financial year through the use of the "Share Premium" reserve, in an amount of Euros 219,783,468; and

(ii) To distribute to shareholders an aggregate amount of Euros 512,534,665, thus, taking into consideration the redistribution consequent to the Company's treasury shares and shares underlying the financial instruments known as "Cashes", equal to Euros 0.09 per ordinary share and per savings share, from the profit reserves."

The CEO went on to provide the envisaged disclosure required by CONSOB in Communication no. 3558 dated 18 April 1996 concerning the requirements for companies that appoint external auditors for their accounts.

The disclosure regards the total number of hours worked and the amount invoiced by KPMG S.p.A. for:

1. Auditing the statutory and consolidated financial statements as at 31 December 2012;
2. A limited audit of the half-year report as at 30 June 2012;

3. On-going controls on accounting.

A total of 30,600 hours of auditing work was carried out for FY 2012, generating an overall invoiced amount of Euros 3,688,988, which breaks down as follows.

Job	no. of hours' auditing required	Invoiced amount
Corporate Financial Statements		
and on-going auditing		
on accounting	15,500	1,905,907
Consolidated Financial Statements	7,000	925,953
Corporate Financial Statements		
- New York Branch	400	68,824
Corporate Financial Statements		
- London Branch	300	49,236
Corporate Financial Statements		
- Monaco Branch	400	63,530
Corporate Financial Statements		
- Shanghai Branch	100	13,236
Half-Year Report	6,900	635,302

Having returned to the floor, the Chairman invited Mr Roberto FABBRI - a partner at auditors KPMG S.p.A. - to read out the Report drafted by the company pursuant to statutory requirements.

Mr Roberto FABBRI read out the Report:

"Report of the auditors in accordance with Articles 14 and 16
of Legislative Decree no. 39 of 27 January 2010

To the Shareholders of UniCredit S.p.A.,

We have audited the separate financial statements of UniCredit
S.p.A. as at and for the year ended 31 December 2012,
comprising the balance sheet, income statement, statement of
comprehensive income, statement of changes in equity,
statement of cash flows and notes thereto.

The company's directors are responsible for the preparation of
these financial statements in accordance with the
International Financial Reporting Standards endorsed by the
European Union and the Italian regulations implementing
Article 9 of Legislative Decree no. 38/05. Our responsibility
is to express an opinion on these financial statements based
on our audit.

We conducted our audit in accordance with the auditing
standards recommended by CONSOB, the Italian Commission for
Listed Companies and the Stock Exchange. Those standards
require that we plan and perform the audit to obtain
reasonable assurance about whether the separate financial
statements are free of material misstatement and are, as a
whole, reliable.

An audit includes examining, on a test basis, evidence

supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by directors.

We believe that our audit provides a reasonable basis for our opinion.

The separate financial statements present the prior year corresponding figures for comparative purposes.

As disclosed in the notes, the company's directors restated some of the corresponding figures included in the prior year separate financial statements. We audited such financial statements and issued our report thereon on 18 April 2012.

We have examined the methods used to restate the prior year corresponding figures and related disclosures for the purposes of expressing an opinion on the separate financial statements at 31 December 2012.

In our opinion, the separate financial statements of UniCredit S.p.A. as at and for the year ended 31 December 2012 comply with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05. Therefore, they are clearly stated and give a true and fair view of the financial position of UniCredit S.p.A. as at 31 December 2012, the results of its operations and its cash flows for the year then

ended.

The directors of UniCredit S.p.A. are responsible for the preparation of a report on operations and a report on the corporate governance and shareholding structure, published in the "Governance" section of UniCredit S.p.A.'s website, in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the report on operations and the information required by article 123-bis.1.c/d/f/l/m and article 123-bis.2.b of Legislative decree no. 58/98 disclosed in the report on the corporate governance and shareholding structure with the financial statements to which they refer, as required by the law.

For this purpose, we have performed the procedures required by the Italian Standard on Auditing 001 issued by the Italian Accounting Profession and recommended by Consob. In our opinion, the report on operations and the information required by article 123-bis.1.c/d/f/l/m and article 123-bis.2.b of Legislative decree no. 58/98 disclosed in the report on the corporate governance and shareholding structure are consistent with the separate financial statements of UniCredit S.p.A. as at and for the year ended 31 December 2012.

Milan, 11 April 2013."

Having thanked Mr Fabbri, the Chairman invited the Chairman of the Board of Statutory Auditors, Mr Maurizio LAURI, to illustrate the content and conclusions of the report issued by the Board itself, if no objections were forthcoming without undertaking a full reading, given that the booklet containing the aforementioned Report was made available to all speakers at the Meeting and was sent in good time to all shareholders who had requested it, as well as being published on the Company's website and made available at the Bank's Registered Office and Head Office pursuant to the terms and conditions established by law.

As no objections were forthcoming, the Chairman of the Board of Statutory Auditors Mr Maurizio LAURI, thanked the Chairman, extended a welcome to meeting attendees, and stated the following:

"Shareholders, during the course of FY 2012 the Board of Statutory Auditors has performed its institutional duties in compliance with applicable legal and regulatory provisions and the Articles of Association; it has customarily taken into account the principles of conduct recommended by the National Council of Certified Accountants and Accounting Experts.

Over the year, the Board of Statutory Auditors undertook the activities for which it is responsible, sitting 47 times for

an average of around 4.5 hours each time. The Board of Statutory Auditors further attended 17 meetings by the Board of Directors, while its Chairman attended 12 Internal Control & Risk Committee meetings.

The supervisory activities undertaken by the Board of Statutory Auditors covered the areas and issues detailed in the report, which should be consulted in its entirety for additional detail.

I would like to take this opportunity to acknowledge a material error on page 8 of the Report, which states that, over and above that mentioned in the Report itself, the Board of Statutory Auditors did not receive any other denunciations pursuant to Section 2408 of the Italian Civil Code. I wish to point out that during the course of 2012 another denunciation was received pursuant to Section 2408 of the Italian Civil Code, which was sent on 10 May 2012 by shareholder Carlo Fabris, and in which he criticised the company's terms and conditions for sending in questions prior to the Shareholders' Meeting held on 11 May 2012.

Having undertaken due checks and investigations with regard to the alleged irregularities, the Board of Statutory Auditors concluded that shareholder Fabris's complaints were groundless.

Regarding the foregoing, it is hereby stated that in the wake of its supervisory activities, the Board of Statutory Auditors did not encounter any reprehensible actions, omissions or irregularities to be reported in this Report to Shareholders.

The Board of Statutory Auditors does not deem it necessary to exercise its powers of proposal submittal to the Meeting pursuant to Article 153, subsection 2 of the Consolidated Law on Finance.

Having taken into account the foregoing, in view of the content of the reports drafted by external auditors KPMG S.p.A and having acknowledged the certificates issued jointly by the CEO and the Manager appointed to draft the accounting and corporate documents, within its sphere of competence the Board of Statutory Auditors encountered no grounds that would preclude approval of the Financial Statements as at 31 December 2012 and the distribution of the dividend proposed by the Board of Directors.”

The Chairman then opened the floor to discussion, inviting all those wishing to speak to state their name and focus their remarks and questions on items 1 and 2 on the agenda, and to keep their contributions as succinct as possible, considering that it had been deemed appropriate to allocate no more than 10 minutes to each shareholder wishing to speak.

Mr Michel MARBOT took the floor and expressed his particular welcome to Board Member Ms Bochniarz, representing Poland.

He recalled a press report in which Mr Ghizzoni had underscored the importance of political stability for the prosperity of banks. In this regard, Mr MARBOT suggested that there could be no political stability when banks, instead of going about their proper business, intervened in politics and, similarly, that there could be no political stability without the support of people, workers and business leaders, or where respect for shareholders was wanting. This applied also to Italy, a democracy in which political stability remained possible provided that finance continued to be professional and at the service of the country, people and shareholders. In this regard, he expressed his faith in and longstanding esteem for Mr Ghizzoni.

Conversely, he regretted that in Poland the exclusive interests of former Prime Minister and former Chairman of Pekao, Jan Krzysztof Bielecki, continued to be served.

He noted that the issue of the Chopin Project, in which Bank Pekao SA granted unwarranted benefits to Pirelli without supplying the markets with the necessary intelligence about the transaction, had been brought before the Polish Parliament but to no avail.

Mr Marbot recalled that in July 2012 he had staged a 24-day hunger strike in front of the Polish Parliament to draw attention to the bankruptcy of his company and the plight of its employees who, from one day to the next, found themselves out of work, without any income or unemployment benefit. He accused the Bank of having seized not only his personal wealth but also the assets of his company and of selling them at a price significantly lower than their real value without, however, making any provisions for the re-employment of the workers. He concluded his contribution from the floor by announcing he was about to face trial in a case in which the public prosecutor was demanding a sentence of 5 years imprisonment in connection with the aforementioned events. He asked those present whether they felt it was right that he should be treated like a criminal, and suggested his case was emblematic of banks' lack of respect for business entrepreneurs both in Italy and abroad.

Shareholder Francesco SANTORO took the floor and requested that his speech be reported in full. He then spoke as follows:

"I am shareholder Francesco Santoro and ask that my intervention be recorded in full in the minutes. In accordance with custom, I am once again speaking at this meeting in an attempt to cure our directors of a dangerous amnesia which,

also in accordance with custom, seems to strike them whenever the time comes to provide a complete picture of the state of our Company.

In this regard, Mr Chairman, allow me to pose just a few questions.

Last year, if I remember correctly, Mr Marbot asked why no fewer than one hundred and fifty of our Directors were paid magnificent salaries. This raises some obligatory questions, Mr Chairman, which I have prepared in writing and will hand to the notary at the end of my speech.

Question number one: Can you really explain to us how, at a time of economic crisis, when the shares of this Bank have collapsed, taking into account the reverse stock split from Euros 60 to Euros 3, you agreed to reward a hundred and fifty of our managers with a sum that not even the President of the United States receives in a year?

Question number two: What is the value of the bonuses given in the last two financial years to the hundred and fifty managers in question? How much more will be handed out in the current financial year and, above all, what is the rationale behind such munificence?

At the last meeting, from which you were absent, Mr Chairman, I alluded to this and other similar behaviour. Just to be

clear, I am referring to the golden handshake given to Mr Geronzi, the sumptuous bonuses to Messrs Profumo and Arpe and to the rewards given to thoroughly undeserving persons such as Messrs Ligresti, Ciarrapico, etc., etc. As I argued then, these are little better than written proof that our Bank has now fallen victim of a clique of conspirators, capable of producing profits only for those who are members of the clique and for those who, in Sicily, might well be called "friends of friends".

The failure of our Directors to offer a response, and the silence of our Statutory Auditors, who now seem to operate under the three-monkey principle of "See no evil, hear no evil, speak no evil" leave plenty of room for the most dire suspicions to flourish. It certainly gives me good grounds, Mr Chairman, to ask how it is that our majority shareholders, seeing such disasters in the company unfold before their eyes, not only fail to speak out in protest but actually become even more enthusiastic in their support for our Directors.

Let us turn now to the Financial Statements and the Directors' report that accompanies it, bearing in mind that, as always, false accounting and wantonly misleading financial reporting are instrumental offences: that is to say, their purpose is to cover up even more serious crimes.

Last year, Mr Chairman, we learned from our Directors that after 198,000 registered letters had been sent out all too hastily to as many alleged debtors, some of whom simply were no such thing, and I might cite the case of my own son here, the Bank reported gross receivables for, and I quote: "Euros 6,678 million to the Bank, net of adjustment provisions amounting to around Euros 2,015 million" (page 125 of the minutes of the Meeting).

Several questions naturally follow from this, Mr Chairman, which again I shall read out: Does the expression "net of adjustment provisions amounting to around Euros 2,015 million" mean that the receivables, which were at risk of being cancelled as exceeding the statutory period allowed for enforceable collection, in reality amounted to more than Euros 8,000 million?

This year, we have been taken aback to read that our Bank has, without warning, effectively written off Euros 4.8 billion in loans deemed uncollectible, a sum that is almost twice as much as the government hopes to raise with its tax on property.

A question: What portion of that credit that has suddenly been deemed uncollectible formed part of the aforementioned Euros 6,678 million net of the adjustment provisions?

Another question: Does it not seem to you, esteemed Directors

and majority shareholders of the Bank, that all this clearly points to the existence of a concrete strategy to cover up past thefts perpetrated to the benefit of utterly undeserving persons such as former senator and convicted criminal Ciarrapico and at the expense of unwitting savers and the entire corporate body?

Let us now turn our attention to the problem of Dharma, another issue of which you, Mr Chairman, are perhaps uninformed. Dharma is the name of a company in Rome that was on the verge of bankruptcy and, in fact, collapsed. Many of our best clients had certificates of deposit deposited with this company. They saw their certificates, which should have been redeemable immediately, replaced with bonds in a company that was on the point of bankruptcy and, in fact, subsequently went bankrupt.

Even more shocking than the conduct of our Board of Statutory Auditors, which told us that the operation was consistent with the terms of agreement between the company and our customers (which, of course, is not true) was the legal defence mounted by the Bank when some of our best customers filed for compensation for the losses they had incurred.

Our Bank claimed that it was a case of a forced share swap. I have here the concluding statement of our Bank which I wish to

deliver to the Board of Statutory Auditors so that it may, let us hope, make decisions in keeping with its delegated responsibilities.

I should like, however, you to answer the following questions:

Are you perhaps trying to mislead the Office of Public Prosecution by claiming that the substitution of a security that has been placed in custody with another of no value constitutes a "share swap", given that all treatises dealing with business economics define a share swap as "the calculation of the quantity of shares (or portions of shares where companies are of limited liability) that the acquiring company or the company resulting from a merger must give to the target company, or to the participants in the merger, in exchange for the old shares (or portions of shares) formerly possessed." What do you mean by the expression "a forced share swap"? Forced by whom? Perhaps forced by the existence of links to which no-one will confess with the company that was about to go bankrupt?

I have finished, Mr Chairman. I look forward to courageous responses, in the absence of which I shall once again find myself obliged to report to the Office of Public Prosecution in the hope that sooner or later a brave and honest investigating magistrate can be found in Italy, a magistrate

who is also capable of putting an end for once and for all to this cavalier conduct by our major banks. Thank you."

Shareholder Maurizio MARTINI took the floor and asked for the minutes to record his contribution in full. He then delivered the following speech:

"Hello. My name is Maurizio Martini, and I'm a UniCredit shareholder and pensioner. I should like to give my regards to all those present and I ask that the minutes record verbatim the speech that I am about to read out.

Dear Director, I feel it is very important to read out the following article, which was published recently in the press.

"Over the last decade, the major banks have disbursed enormous sums of money that are now considered toxic, for an amount equal to one fifth of GDP. In many cases, they based their lending decisions on political and personal relationships and acted in an atmosphere rife with political corruption. This is the finding of a report by the National Committee against Corruption, following a detailed analysis of the lending activities of banks between 2005 and 2011.

The Committee expressed grave misgivings regarding financial irregularities and conflicts of interest. The proportion of loans at risk is estimated to be 20% of total credit. The Report comes at the end of a long and in-depth analysis of the

main loan agreements entered into by major banks between 2005 and 2011, and testimony was taken from the persons involved. The Committee does not name names, and restricts itself to declaring that the major banks very often allocated loans on the basis of political and private relations with no regard to professional criteria, and that credit was allocated without the necessary guarantees, while businesses and individual persons lacking contacts in the political and financial world found themselves unable to obtain funds. The Committee also voices suspicions that the top management of the banks pressurised the directors of local branches and other executives with lending responsibilities into signing off on risky and unsecured loans. In this way, the Report continues, the boards of directors of the banks breached their codes of ethics and, by protecting personal and political interests, knowingly violated a series of laws. Without naming any names, the Committee believes that this was the work of a restricted group of people, the *éminence grise* of the world of finance, the people responsible for the current condition of the banking system, which is so critical that the government may be forced to apply for help to the European bailout fund. Those indirectly responsible include the Central Bank which, though it was apprised of what was going on, failed to

sanction the banks as they continued to build up bad loans, as well as the political system itself which appointed poorly qualified persons, some of whom were under investigation by the Public Prosecutor's Office, to the boards of directors for political reasons.

The Report may also influence whether the new government will decide to set up a "bad bank" to take on board to the bad debt in order to recapitalise the financial system. The Committee concludes that the problems that caused the current enormous losses on bank balance sheets could recur during their recapitalisation unless preceded by changes to the system itself which continues to nurture a high potential for corruption.

Dear Director, you may now breathe a sigh of relief, for what I have just read is an article on the banks of Slovenia. However, I wanted to read it out because I feel the same article could very soon apply just as well to those of Italy.

If loans at risk in Slovenia amount to 20% of total credit, can we be happy that the lending operations of this Bank in Italy have produced impaired positions amounting to 19% of total credit, or to more than 30% if we exclude lending to local authorities and the government, compared with an impaired loan rate of 6-7% in Poland, Germany and Austria?

I should like to remind you that in the Transparency International World Corruption Index for 2012, Italy was ranked 72nd, and Slovenia 37th.

Do you not sense, and I expect an answer to this question, that this corruption has tainted not just the political structures of Italy and our principal businesses but also the banking structures that manage the considerable wealth of Italians? Politics concocts the dish of corruption, but finance serves it.

I believe that the article I have just read reflects in full the current situation of our banks. Only on the question of top management applying pressure on the directors of bank branches is there any difference with respect to Slovenia. But that is only because the Italian banking system's policy of bonuses and stock options has rendered this form of pressure pointless.

Dear Director, I have another question that I should like to hear answered. In your opinion, should one of the more than 160,000 members of your staff prevent losses or fraud at the expense of the Bank or the public authorities, what should the Bank do? Should it respond with a bonus, a transfer or a demotion? If a public company lacks a reference shareholder who is genuinely interested in performance, in the solidity of

its assets and the internal goings-on, top management will tend to step in instead and set its own rules: it will determine policies and generally have a free run of the company. Administrators become more interested in their own personal gain than in the future of the company and its employees. These new mercenaries of finance effectively set their own levels of pay, decide on their own golden handshakes, fix their own bonuses and stock options, and are ready to offer their services to whoever offers most. They have adopted a pyramid-shaped bonus system that greatly colours the way those who work in the sector look at the value of products and loans. A well-run company will have a management that is willing to be confronted. Such is certainly not the case with this Bank in which the top management closes ranks and hands down directives from on high. There is no room for alternative views. Anyone who does not toe the line is ostracised and becomes a foe to be resisted.

In Rome, I met a certain Francesco whose surname I shall not give, though it is not Totti nor is it the new Pope. My Francesco is merely an unfortunate member of staff who has been disabled since birth. He was transferred, without his consent, from his place of work to a newly-constituted "ghetto" within the Group. He appealed to a court, citing Law

104 of which he is a beneficiary, and won the right to be transferred back to his original place of work. His bosses in Rome had to put him back in his original office, but they made him work as a teller, a change in his job description that was certainly intended as an unkind act of revenge. They also appealed the sentence, and incurred further legal costs to those already sustained. All this was done on the basis of the probable bad results of the Group.

And here I have another question. Mr Chairman, dear Director, who is it that makes these obnoxious decisions and is therefore fully responsible for them?

Should we perhaps lay the blame at the door of Mr Geronzi, who employed Francesco on the grounds that he belonged to a protected category of worker, or should we blame the incompetent new managers who transferred him in violation of clearly defined legislation? I am speaking of Law 104, the law that protects the disabled, inasmuch as Francesco was employed as a disabled person.

With respect to the justifications that the CEO will offer to explain the poor results of the Group, could he perhaps be so kind as to clarify for once and for all whether the results were, in fact, good or bad? Surely they must have been good if dividends have to be distributed and stock options are

available for top management amounting to 42,200,000 shares for a maximum total IAS cost of Euros 327 million? And yet, surely they must have been bad if the Bank has had to seek soft loans from the ECB and tax breaks from the government, and has had to engage in cost-cutting and staff reductions (even though staff has already been downsized by 1.5% this year, and staff levels have been stagnant for the past five years)? Meanwhile the cost of stock options has risen from around Euros 57 million in 2011 to Euros 75 million in 2012, an increase of 32%?

The low profitability of operations in Italy can be attributed to the different fiscal policies being applied in the various countries where the Group operates, but is mostly ascribable to the disproportionate cost of provisions to cover the losses caused by the political choices made by top management.

Another result of the interpretation being made of the net profit is that the Bank has set up "ghettos" and provided for the forced transfer of "problematic" members of staff who are marked out for future externalisation followed by dismissal.

Is the Chief Executive Officer aware of this?

Some employees have also been fired with reference to Law 223 of 1991, but, as chance would have it, none of those fired, so I am told, has included any top members of certain trade

unions. Could it possibly be that all these trade unionists also happen to be people gifted with important professional qualifications?

Do you know that if this were to prove to be the case, it would constitute illegal conduct and the Bank would be exposed to numerous legal suits, which would add yet another item to the costs of our company? Another thing, our London branch, once again so I am told, hired 15 members of staff from other banks all of whom are, obviously, vastly overpaid. The thought occurs to me, could we not have used "job posting"? Among all our Italian colleagues, were there none capable of applying for a post at that London branch? Are we sure? I know plenty of members of staff who never heard of the job posting, never having been informed of it.

My dear fellow Shareholders, we have heard international bankers, urged on by magistrates who are considerably more business-like than those of our country, apologising in public. But you, Mr Ghizzoni, in your capacity as a representative of this Bank, when do you think you will find it in yourself to apologise to your shareholders who have seen their life savings go up in smoke? Speaking personally, the last merger cost me Euros 7,500, which is an astronomical figure for me, because I do not earn Euros 6-700,000 per year,

nor have I received a liquidation payment of Euros 40 million.

When do you think you might apologise to the citizens and taxpayers for the debts passed on to the next generations as a result of the derivatives that were sold to the treasuries of public offices? When do you think you will apologise to all those businesses now in difficulty as a result of scandalous advice from the banks, leading to the loss of millions of jobs? When do you think you will apologise to your employees who for years have been forced to operate on the very edge of probity and morality (principles that are merely given lip service) in order to generate immediate profit, a conduct that you foisted upon them and then justified as being expressive of the will of your shareholders?

Many people believed you, or wanted to believe you, so that they might disguise their greed and thirst for bonuses. Now, as they face losing their jobs, what sort of doubts do they have?

My dear Shareholders, it is true that the world has changed; it is true that there is a crisis and the results are not as good as they might be: but who's to blame for all this? Is it the responsibility of the employees or of the bosses?

Shame upon you! For shame, for shame! Thank you."

Shareholder Alvaro GIGLIONI took the floor and asked for the

minutes to record his contribution in full. He then delivered the following speech:

"I, Alvaro Giglioni, shareholder and employee, salute all those present and ask that the document that I'm about to read be attached to the minutes or transcribed in full.

Dear Mr Chairman, I am pleased to welcome you here. With the experience of your venerable age, you will be well aware of the difficulty of the task now facing you. I place my trust in you to create an alternative, to effect change and put in place a new management that is open to healthy debate. A careful analysis of past errors should help us find the right way for our future operations. It will require power and experience to oust certain bankers and their peers. If I may be so bold, I would suggest that you receive and listen not only to managers and advisers, who are interested in their own personal gain, but also to the very least of your employees, especially those who have put themselves at risk to protect the interests of their Bank. I invite you to reread the minutes of the Meeting of Genoa of 30 July 2007, and to look at the documents sent to the then Chief Executive Officer on 25 January 2006. I have never aspired to be a martyr, still less a victim of suicide. I can endure, without accepting, the consequences of my unusual initiatives in the interest of the

Bank, but I cannot tolerate that there should be repercussions upon my innocent and disabled daughter. I'm here not to issue a challenge or to seek revenge, but merely to act according to my conscience. For a very long time I have been searching for someone who might be interested in the future of this company, as a true owner would be. Can you point such a person out to me? For the purpose of my argument I should like to make known the following points. At the Meeting of April 2011, Amanda De Cosmo of the Brugnolotti and Associates law firm of Rome represented 56% of the participants at the Meeting. At the Meeting of May 2012, Cardarelli Angelo, of the Trevisan law firm of Milan had proxy votes for 61% of the participants. In practice, when it comes to approving the financial statements or capital increases and stock options for top management, the destiny of this Bank, like that of ENI and other companies where shareholder majorities are based on the same criterion, is in the hands of the delegate in this room, who, thanks to the proxy powers assigned to him, wields an absolute majority of voting rights. How is it possible that at the Meeting of two years ago, all those parties who delegated their voting rights - that is to say the agent banks from all over the world - gave proxy powers to a law firm in Rome and then, exactly one year later, gave them to a law firm in Milan? How

can we explain that the major world banks, representing their own shares and managed funds, have allowed themselves to be represented by the same law firm, which then sent a single delegate to this Meeting? What is the connection that has persuaded all the main agent banks to turn to the same law firm? Don't these banks and funds make up the "market"? Shouldn't they therefore be in competition with one another? Does the law firm receive several payments or just the one for services rendered? Who pays for it, the collector of proxies? With what mandate did the law firm at the previous Meeting vote against a motion calling on the Directors of the Bank to act in an accountable manner? Would the participants of these pension funds, the ordinary savers, be of like mind in this regard? In the vote on the need for accountable action, only two of the people actually present at the meeting voted against; all the other contrary votes were by proxy. How would things have ended if the meeting had agreed to and acted according to the theory of Mr Palenzona, who at the successive Meeting of Impregilo which he chaired, refused to accept proxy votes on an issue that was not included in the agenda of discussion? Could today's delegate, in response to such questions, shed light on the legitimate doubts entertained by the market about who is behind the movements of the spread?

Could he tell us something about the sort of world we live in, a world that would appear to be thoroughly globalised, including with respect to the unanimous and cartel-style system of finance. In every period of history, in every part of the world, we see a repetition of the pattern by which the powerful abuse their might to the detriment of their less fortunate fellows. Many resign themselves to this, some manage to live with it and only a very few rebel. In this modern age, in this enclave of progress in which we find ourselves, we have deluded ourselves into thinking that we are safe from such abuses of power.

Today we have come here to approve their Financial Statements for 2012, a year that will be remembered for the capital increase on the Feast of the Epiphany, on which a share grouping 10 into 1 was carried out. It was an operation that greatly diluted the value of shares, which were discounted in price, as became necessary after the impairment of goodwill in the quarter, which for years had been left to lie undisturbed, and even now part of which continues to lie undisturbed. Yet dividends are being distributed. The recapitalisation brought about a loss of 90% of historical value for long-term shareholders, but was like manna from heaven for speculators. CONSOB is to conduct an inquiry into some people for the

dissemination of false information, which was refuted shortly thereafter but had the effect of increasing the instability of the already very volatile share price at the end of the year. We were very quick to carry out a recapitalisation for the sake of Tier 1 and for the sake of increasing loans to small and medium enterprises, and we were also the only ones to do so. But were these SME loans ever made after the Bank received substantial liquidity at a discount rate from the ECB? Performing loans to non-financial companies decreased from Euros 285.5 billion to Euros 256.2 billion, while loans to financial companies increased from Euros 26.6 billion to Euros 51.9 billion (page 182 of the Financial Statements). The recapitalisation could have been effected by utilising the gain of Euros 3 billion from the government's tax relief on goodwill, a fiscal benefit that Banca Intesa used in its Financial Statements of 2011, pursuant to Decree Law no. 98 of 6 July 2011 (and not 29 December 2011 as erroneously reported on page 272), and by waiting for the posting of a total Group profit for 2012 of around Euros 4.5 billion (page 279 of the Financial Statements). In 2012, our Group had a total profit of around Euros 4.5 billion because, in addition to the profit recognised in the income statement, it was able to benefit from the revaluation of securities and from exchange-rate

operations in the amount of Euros 3.5 billion or so, which were posted directly to reserves. In 2012, our net assets increased by almost Euros 12 billion. Of this, Euros 7.5 billion came from the capital increase, and Euros 4.5 billion from total profit. All this was achieved in spite of write downs of almost Euros 10 billion, without which we would have had the best result in the history of the Group. Loan-loss provisions increased from Euros 2.5 billion in 2007 to Euros 5.6 billion in 2011, and nearly Euros 9 billion in 2012 (more than 60% in the latest year). In 2012, we set aside an extra Euros 3.4 billion of provisions for non-performing loans compared to 2011, thus annulling the potential tax relief available to us and eschewing what was essentially a gift from the revenue authorities to the two major banks of Italy and the equivalent of all the revenue the government collects from the IMU property tax on first homes. Non-performing loans amount to about Euros 83 billion and the provision to about Euros 40 billion, after the cancellation in 2012 of approximately Euros 5 billion in impaired loans (pages 296 and 299). Where are the details about those lucky people, some of whom have seen their debts wiped completely clean? To whom may we attribute the write downs of more than 55% in financial assets, now being disposed of, which this year appear in the

financial statements showing negative adjustments of Euros 1.4 billion (pages 296, 218 and 219)? Do these also include the Italtipetroli Group? What is the value of the cancelled debts of former Board Member Mr Ligresti, of Mr Zaleski and of all other such scammers and schemers? It's like something out of Robin Hood, except the inverted version of the film, in which he robs from the poor taxpayers and gives to the dishonest rich. The provisions also include the losses incurred as a result of the Bank's derivatives policy. The national total of derivatives (page 412) is Euros 3.5 trillion, the off-balance sheet exposures to customers and banks comes to Euros 240 billion, most of which is made up of derivative contracts. In the financial statements, the net result from trading is given as Euros 1.3 billion, but the net negative balance between capital gains and profits on the one side, and capital and trading losses on the other comes to around Euros 225 billion, almost exclusively ascribable to derivatives. This is not the ancient art of banking as it used to be. Yesterday we could issue stock options and bonuses; today we are facing legal suits! Why pay a dividend for 2012 after making a capital increase in the same year? When is the next one due? Gentlemen, I apologise for boring you and shall now return to the new basic work I am obliged to do. But at least it is

better than getting involved in finance and in the analysis of financial statements. My job has less risk and, if it has its faults, at least it has fewer defaults. These Financial Statements encapsulate the history of this country and its citizens, and they tell a story that has no happy ending. Thank you."

Shareholder Mauro RUFINI took the floor and addressed himself to the Chairman, Members of the Board and fellow Shareholders. He announced that, as at previous Meetings, he wanted to speak on behalf of a group of employee-shareholders.

He recalled how, over the years, his group had pointed out serious failings, issued opinions, made proposals on various issues, highlighted the efforts of certain people and taken note of work being done, always in pursuit of the best interests of UniCredit's employees, customers and shareholders, and of local communities.

He drew attention to the difficulties of recent years and the profound changes that, in accordance with the UniCredit business plan, have been put into effect in the last year but have not made the Bank immune from the crisis that pervades the places and countries where it operates.

He called for rigour in future decision-making and the acceptance of accountability, saying that it would be

opportune to cap the remuneration of top managers and other key figures, arguing that this was not so much a call for probity as for management efficiency.

He argued that as capital and labour are the typical inputs of a firm, it is necessary to involve employees in corporate decision-making as, indeed, has recently been done in other European countries. Such a step would promote pluralism and create conditions conducive to true corporate responsibility in business management and, consequently lead to greater competitiveness. In this regard, he observed that the time allowed by the Fornero Law for the promulgation of a legislative decree to broaden the scope of worker participation in companies had been allowed to lapse without any action being taken, with the result that the constitutionally-based provisions contained therein had not been applied.

Finally, in the absence of action by lawmakers, he made an appeal to all parliamentary, social and business forces to form pacts with all the social partners, and confirmed that the shareholder-employees whom he represented would continue, as always, to vote in support of any measures aimed at strengthening the reliability, solidity and stability of the Group and of all those that worked for it.

He thanked the shareholders for their attention.

Shareholder Piergiorgio BERTANI took the floor and asked for the minutes to record his contribution in full. He then delivered the following speech:

"I am Piergiorgio Bertani. This morning I got up very early. At half past five I was already at my desk working, because I wanted to write down and give focus to the speech I was going to make at the UniCredit Meeting.

The calendar on my wall told me that today was St Fabio's day, and that it was a new moon. I took this as auguring well for our company.

I glanced into my little black ledger where I keep a record of my small savings from year to year, and, I looked particularly carefully at the performance of my small investment in UniCredit ordinary shares over the past 10 years. I must admit that I was overcome by anxiety upon doing so. That is to say, I felt downhearted, discouraged and discomforted, or perhaps the word I'm looking for is splenetic.

So I dashed off a short note and completely refashioned the speech for today.

It is not my habit to read things out; I generally prefer to speak off-the-cuff. This morning, however, I should like to make an exception and read out a short note, which I hope will

be taken as a brief comment, an early morning thought and as a small summary that slots in between the speeches of those who preceded me and those who will follow me.

This is what I scribbled down. Mr Chairman Vita and Mr CEO Ghizzoni, it is true that by renouncing their bonuses, or part thereof, the management of UniCredit performed a sensitive, attentive and respectful gesture before a country that is going through an extremely difficult period, in which so many people find themselves out of work. However, this is a time of austerity, and more could have been done, so let us not get too carried away. For, in addition to the sacrosanct need to pay due heed to the disastrous state of our economy, it is also necessary to take account of the suffering of the many small shareholders who held on to their shares for many years, only to see them now lying dead and buried in the cemetery.

I should like to take a moment here to call on top management to engage, for a moment, in a sort of public purification and liberating rite that can be performed before our new Chairman, who is considered one of the best executives available today, and whose prestigious career ranges from posts in Shering, Deutsche Bank and Allianz. I wish you well in your work, Mr Chairman!

It is quite proper and fitting, Messrs Vita and Ghizzoni that

you continue to wear sackcloth and ashes, and you may even have to do more than this to expiate the sins of others. For you need to remember how in the days before the reverse stock split, the top management of UniCredit bought several thousand shares at seven euros and even more apiece, and thereby sent out misleading signals to us small shareholders who faithfully followed the Bank into its recent painful capital increase.

The Hill of Calvary still stands before you, and it is only right and proper that you should have to climb it.

I appeal to you and your great prestige, Mr Vita, and to you, Mr Ghizzoni, who know UniCredit better than anyone else having covered all the main operational posts: be determined, clear-headed and steadfast as you carry the Cross up that Hill. And, I beg you, do not ask us shareholders once again to play the part of Simon of Cyrene. We have already carried the Cross. Now we need time to collect our strength and, hopefully, allow our shares to recover their value. Thank you."

The floor was taken by Mr Roberto DITARANTO, who saluted the persons present and spoke of his great affection for the Bank.

He recalled the circumstances of a personal catastrophe that had affected himself and his family, on which he had spoken at the previous Meeting where he had appealed to the Bank to reach an honourable settlement. He said, however, that the

offer made by the UniCredit lawyers had been an insult.

After appealing to the courts, he had had legal recourse to the Bank of Italy (in 2009 and 2012) because his case had been blocked for around two years at the court of Parma.

He recalled how UniCredit and then asked the Parma court to declare his companies bankrupt, and that he condemned the Bank's conduct.

He further declared that following investigations carried out by consumer associations into his case, it was discovered that UniCredit had broken usury laws and was in breach of contract, with regard to which he was now taking legal action.

He informed the Meeting that he was setting up a joint coordination committee at a national level with other associations and groups of persons who were victims of usurious practices by banks.

He ended his speech by quoting the late Pope John Paul II who declared that there could be no peace without justice and no justice without forgiveness.

He thanked all those present and wished them well in the continuation of their work.

Jerzy Cezary BIELEWICZ took the floor and declared that he disagreed with the interpretation of the performance of the share value given by those who have spoken before him. He

expressed his disapproval of the financial statements with particular regard to provisions and reserves, which, he said, demonstrated the financial instability of UniCredit and reflected badly on the attitude of the management and the Board of Directors.

He cited the securitisation operations and derivative trades as examples of this bad attitude, and asked the CEO to give his opinion regarding the current state of the sector. He argued that bankers should be responsible for loans made from the moment of their origination to the moment of their complete redemption, which would ensure that the performance of the loans would be verified.

He expressed his surprise at learning that the salvaging of the banks of Cyprus had been done by tapping the savings of consumers. He asked the CEO if he thought it right that a bank should appropriate the savings of its depositors who had placed their faith in it.

Mr Bielewicz continued with a third observation which, he maintained, was very important both for himself and for his country in view of the fact that Poland generated 30% of the total profits of the Group through Banca Pekao.

He informed the Meeting that last Monday the leading weekly magazine of Poland had published a report according to which

the former head of Pekao Bank, Mr Bielecki, had lobbied in favour of the acquisition of a number of financial institutes and banks by the Russians. The article in question, he explained, could have serious repercussions and might even bring about the resignation of Mr Donald Tusk, the Prime Minister of Poland, who had chosen Mr Bielecki as a financial advisor. He expressed the fear that this situation might eventually lead to a flight of Polish customers from UniCredit.

He then made a number of observations regarding the Chopin Project, already the object of scrutiny at previous shareholders' meetings, and reiterated the charge that the contracts in question had given unwarranted advantages to the counterparties. This, he felt, was proof of UniCredit's misconduct in Poland.

He then told the Meeting that the Chopin Project included a secret part and a side-agreement that, he believed, had never been communicated to the Polish Stock Exchange, nor reported in the financial statements, and he illustrated some of the contents of the said agreement.

In conclusion, he spoke of the need for a change in the way the Group operates in Poland, and wondered how the damage caused to Poland by the Chopin Project and by UniCredit's

activities could be repaired.

Shareholder Luigi CHIURAZZI took the floor and, having given his best wishes to Chairman Vita, clarified that he was speaking in his capacity as the Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders).

He observed that the Financial Statements submitted for approval were particularly challenging and raised a number of questions.

In particular, he wanted to know what interest and inflation rates were used to calculate the termination indemnities for employees, whether complementary pension funds were available and, if so, what was the sum of the contributions paid into them.

Finally, with regard to the pre-existing pension funds of the companies that were merged into UniCredit, he wanted to know what interest, actuarial and inflation rates were used to calculate their value.

Finally, he asked for the name of the actuary who had made the assessments for UniCredit.

Shareholder Francesco CODA ZABET took the floor and asked for the minutes to record his contribution in full. He then delivered the following speech:

"Dear Shareholders, I am Francesco Coda Zabet, former Chairman of Banca Mediocredito and Vice Chairman of Cassa di Risparmio di Torino, as well as one of the original architects of UniCredit.

Esteemed Chairman, Mr Giuseppe Vita, I would first of all like to congratulate you on the re-launch of our Bank by you and Mr Ghizzoni. I believe this re-launch must lead not only to the mending of the finances of the Bank but also to the greater care of its image and ethical credibility. As I said in my statement to the Meeting of 11 May 2012, "Our Bank interacts with the public through its staff, through its managers and its directors, and it is clear that all these people, insofar as they form the structure of the Bank, must guarantee the utmost professional skills and indisputable morality. These are qualities that must be expected especially of directors."

Prior to the Meeting of 2012 I wrote to the then-incumbent Chairman and Chief Executive Officer alerting them that Mr Fabrizio Palenzona, member of the Board and Vice Chairman - who, strangely, is not present today - was a political wheeler-dealer whose posts in the Bank defied explanation. As reported by the major national papers, this same person is now the object of serious and professionally scandalous criminal charges. So, as I wrote at the time, I felt it was necessary

for the Board to demand the resignation of Mr Palenzona, both as a matter of protecting the name of the Bank and so as to allow Mr Palenzona himself to demonstrate his innocence.

To my statement today, then, I should like to append the text of the aforementioned contribution I made on 11 May 2012, a copy of which I asked to have recorded in the minutes of that Meeting.

The news about serious criminal charges against Mr Fabrizio Palenzona continued to be reported by all the major organs of the press. With the Bank remaining silent on the matter, I took it upon myself to write to the Chairman of the Bank of Italy Mr Ignazio Visco, asking him to shed light on the unfortunate and damaging state of affairs in UniCredit.

I enclose a copy of my letters to Mr Ignazio Visco dated 12 March 2012, 28 June 2012, 2 October 2012 and 28 November 2012.

I ask that the text of my speech today be attached to the minutes of this Meeting, and trust in a decisive response both from you, Chairman Giuseppe Vita, and expect Mr Fabrizio Palenzona, who is still Vice Chairman, to announce his resignation. In no other European country would such egregious harm to the credibility of the Bank, disrespect for and damage to shareholders be met with silence and institutional inertia. I apologise for my voice. Thank you very much."

Shareholder Adalberto ROVEDA took the floor, and began his address by expressing the hope that the equity interests of the banking foundations in the Bank might continue to fall, because, he argued, the foundations should be non-profit partners rather than chief shareholders.

He referred back to the matter of the hiring, on what he felt was a part-time basis, of a prominent representative of Italian football as an events manager, and to how he had voiced concerns at the amount of time this person would be able to devote to the Bank, and at the generosity of the compensation.

He was also critical of the poor organisation by UniCredit of the Artissima exhibition in Turin.

He also recalled the matter of the Bank's sponsorship of the Champions' League, and expressed his doubts that the returns in terms of image were in proportion to the Euros 280 million cost of the sponsorship. The money, he argued, would have been better spent on other more profitable operations. He also asked for an explanation of the policy for giving out free tickets to Champions' League matches. With regard again to sports, he referred to the Bank's stake in Roma Calcio, to the care of which, among other things, it had assigned one of its best managers, Paolo Fiorentino, who could be more usefully

employed elsewhere. Shareholder Roveda recommended disposing of the equity interests in Roma Calcio as soon as possible.

Noting that this year UniCredit had lost 50,000 customers, he put it that the money spent on sponsoring the Champions' League could have been better used to fill in vacancies left by outplaced and retired members of staff, thus avoiding operational disservices for customers whose reaction, in fact, had been to quit the Bank. In regard to customer disservices, he invited members of the Board to visit the Bank branches to see the real problems for themselves. He concluded by thanking those present for their attention.

During the speech by Shareholder Adalberto ROVEDA, at 1.00 PM, Board Member Fabrizio PALENZONA entered the room.

Shareholder Agostino CASSARA' then took the floor and asked for his remarks to be reported in full in the minutes of the Meeting. He said:

"I would like to greet everyone: the shareholders, the Chairman (whom I would take this opportunity to congratulate on his efforts this past year, while wishing him all the best for the years to come - this being the first time that I have actually seen him in person), the Directors and, especially, the Chief Executive Officer who has taken it upon himself to shoulder the burden of UniCredit.

My name is Agostino Cassarà, as I have just stated, and as some of you may be aware, since I have attended a number of shareholders' meetings, I represent an association of minority shareholders, primarily current employees of UniCredit plus a few former employees, called "Azione UniCredit", for short.

With reference to a fellow shareholder's suggestion, may I begin by saying that at this Meeting I am holding 273 proxies accounting for 524,040 shares. The Associazione dei Piccoli Azionisti di UniCredit (the Association of Minority UniCredit Shareholders) has carefully perused the accounts submitted to the approval of this Meeting, and has decided to approve them as presented by the Board of Directors, but not without some hopefully constructive criticism intended to encourage both the Board and the top management team, with respect to certain criticalities raised during previous annual general meetings. I am deliberately omitting any reference to the figures released by the Italian Statistics Bureau, ISTAT, for the period ending 31 December 2012, describing the parlous state of this country, of which everyone is well aware.

Let me begin by remarking that against this dire backdrop, you will read the following results: revenues totalling 25 billion, operating costs totalling 15 billion, loan loss provisions totalling 9.6 billion, an appreciable improvement

in the coverage ratio for NPLs, watch list loans, etc.; Group-wide net profit totalling 865,000,000, in spite of the three buy backs amounting to 543,000,000, dividend pay-out: 9 cents (from profit reserves), and lastly, a stable capital position with a Core Tier 1 of 10.84% - which I've been told has in fact further improved in the quarter. A picture that cannot but reassure us and encourage our hopes for a brighter future, since a slight upswing in the fundamentals is expected to appear towards the end of the first half of the 2013 year.

A) Be that as it may, I would like to bring up a few issues: the share price, for instance, which collapsed from over Euros 7 in 2007, at the time of the Capitalia merger, to about Euros 4 last week. The reverse stock split of 2011 should not be overlooked: the comparison should in fact be between more than Euros 70, less the sum of the three capital increases since 2007, which diluted its value (the share price is identified as Euros 43.32, factoring in the three capital increases) and the current price of Euros 4.16 at 4 PM yesterday - I believe that's what it still is. In 2007 the new-born giant had a market capitalisation of almost Euros 97 billion, revenues of 41 billion, and profits of 6.6 billion. As of yesterday, UniCredit's market cap was 24.1 billion, way better than last year, when it reached 16 billion. It will take years to get

back to '97 levels... many years...

B) The never-ending flow of restructurings, re-organisations, mergers and spin-offs of going concerns. And without going as far back as the S3 project, I might mention the incorporation of the Capitalia Group, the implementation of the One4C project, the so-called "Single Bank or *"bancone"*, the pooling project *"consorzio"* (involving UBIS), the business plan and 2010-2015 global strategic plan.

Without delving too deeply into the various projects, "Azione UniCredit" would again like to address a complaint to the Board of Directors that was elected at last year's Meeting, over its insistence over the last ten years at least, on "opting for change, always and regardless". The procedures, organisation and structures of the original banks prior to merging were efficient and effective, but instead of appreciating them, they were discarded and replaced. Where it would have been advisable and necessary to merely update IT systems and bring in simple organisational or structural tweaks to achieve better results, everything was capsized, essential structures were dismantled and other not always useful ones created; tried and tested procedures were discarded generating operational interruptions and massive direct and indirect training costs. And the most skilled

people, who best understood the procedures, practices and internal and external relations of the various banks, and who could wisely judge when rigidity ought to be discarded in favour of flexibility, were put on the sidelines or retrenched. New methods were brought in for performing banking transactions, whilst our customers were accustomed to the tried and true, effective and efficient old ones in place at their original banks; changes were perceived as being forced upon them and people got lost in a maze of incomprehensible structures and names, all inevitably in English. Often their only interface became the computer or telephone, for home banking, or a call centre, subjecting them to the typical inflexibility arising from the lack of delegated powers and judgment, which are crucial for dealing with myriad individual cases.

C) Third criticality. "The Newton project". The company claims - and here I am quoting them verbatim - that the project "aims to achieve high levels of internal efficiency. ...omissis... We expect to reach overall savings of over 1.3 billion in ten years," and entails laying off 2,200 UBIS employees.

A few months ago a trade union announcement reported, on the basis of reliable and well documented information, although without factoring in the 2012 Financial Statements we are

being called upon to approve at this Meeting, that the Group spends an average of 400 million on specialised consultants, of which 280 million by UBIS. The trade union in question feels that it should be possible to reduce the involvement of outside consultants to those with specific know-how that cannot be found in-house. Reducing reliance on outside consultants would save Euros 200,000,000 a year, which would mean reaching the target saving in six and a half years instead of ten. UBIS could spend the remaining 80 million on 600 consultants a day, 220 days a year, paying Euros 600 a day per consultant, an amount that would ensure that UBIS was getting the best professionals on the market.

Let me now go on to my questions.

1) Intesa SanPaolo, our main Italian competitor, saw its ordinary share price drop 33%, versus a 60% decline of UniCredit's stock between 2010 and 2011. Between late 2011 and late 2012 Intesa's stock rose 1.39% while UniCredit's dropped 11.84%. In the first few months of this year, Intesa's stock has risen 5.42% and ours is up a little over 9.87% (as of 9 May, but the figures may have changed since then). Unless I am mistaken, about 40% of UniCredit's revenues come from its Italian business and the remaining 60%, roughly, from its non-Italian business; Intesa on the other hand gets about 80% of

its revenues from its Italian business and only 20% from its international business. The question is this: how can these increases or decreases in the stock value be explained, since UniCredit has often, even very recently, claimed that the "Italian perimeter" is unprofitable while the business is thriving elsewhere (the accounts report profits of 1.8 billion from UCB, Bank Austria and Pekao)?

2) Although UniCredit has for years proclaimed its proximity to local communities and decentralised decision-making process, with the obvious intention of catching up with local banks among small business and household customers, in reality it has focused increasingly on online and telephone banking, slashed its full-service branches, closed 101 Italian branches in 2012, with plans to close another 350 by 2015, embarked on an unrelenting string of Group restructurings and reorganisations, and adopted highly automated loan approval and management processes, leaving little or no discretion to network managers, and by so doing alienated its customers. While other banks are upgrading their branches, which they view as a traditional meeting place for clients and the ideal backdrop for building successful customer relations; through personal contacts they are able to sell the widest range of banking services and financial products, while UniCredit is

cutting HR costs and apparently relinquishing major revenues that are instead flowing, or better said, dribbling - given the GFC - into the coffers of the aforesaid other banks. Does UniCredit intend to keep travelling down this road, or will it change direction by reallocating, and where necessary, requalifying its network employees, retaining sufficient staffing levels in local branches to meet the widest range of customer needs?

3) Is UniCredit still determined to implement the Newton Project, after selling SSC last year and the very recent sale of Invoices Management to ABAS? Is it going to pursue joint ventures and outsourcing plans, in an effort to minimise costs, especially HR costs, rather than turning a new leaf and embarking on a business plan aimed at increasing revenues?

4) Are there any other outsourcing or merger plans afoot involving UniCredit itself or any members of the UniCredit Group?

And while I'm at it, allow me to tell you how we are going to vote on the second point, if we have to vote on it separately: we will vote in favour of the proposal.

I will now hand our contribution and votes over to the Notary Public, as in previous years, with a request that everything be reported in full in the minutes of the Meeting. Thank you."

Shareholder Gianluca FIORENTINI then took the floor and asked for his remarks to be reported in full in the minutes of the Meeting. He then said:

"I would like to greet the Chairman and the Board of Directors.

First of all I would ask the Notary to kindly report my remarks in full in the minutes of the meeting, as they will be short and to the point.

It's no laughing matter. UniCredit failed to post profits yet again in financial year 2012. To give us shareholders a little something back, they've had to draw from their reserves, which has impoverished UniCredit's equity but put a smile on the tax man's face.

At any rate, I would like to specify that paying out a dividend from reserves is a disappointment to savings shareholders, who are still creditors, pro tempore, of the preference dividends for 2011 and for the period ending 31 December 2012, both of Euros 0.315. Fingers crossed.

At yesterday's close of trading, UniCredit's capitalisation was Euros 24,083,000,000, a little more than the 30 billion dollars that Buffett paid for a controlling interest in Heinz, the multinational that makes the ketchup you put on your hamburger. Which goes to show what little consideration there

is for banking systems, and not just Italy's. Thank you."

Shareholder Pierluigi CAROLLO then took the floor and said he would be approving the Financial Statements, which had been drafted clearly and comprehensively, with exhaustive reports by the Board of Statutory Auditors and the audit firm. He thanked the Board of Directors for their efforts in 2012.

The shareholder stressed the importance of staff training, so as to develop the specific skills required to reply promptly to questions from clients and he then remarked on how crucial it is for the Bank to remain close to local communities so as to help them thrive. He pointed out that he was from Rovereto di Trento and reported that the competence of the UniCredit executives working in the Autonomous Province of Trento had always allowed issues raised by its clients to be readily resolved. In spite of this, he stated that there is always room to improve the Bank's efficiency and had a few suggestions to make in this regard. First of all, he recommended buying the bonds issued by the Cassa del Trentino that were backed by the Provincial government, so as to finance local public works projects.

Secondly, he urged consideration to be given to the potential of certain complementary pension funds, in which Pioneer was already operating with an investment of about Euros 100

million. When deemed to be profitable, the shareholder believed that UniCredit could act as a depositary bank.

Shareholder Carollo then drew the Meeting's attention to the new functions assigned to bilateral bodies in the Autonomous Provinces of Trento and Bolzano.

Lastly, he stressed examples within the UniCredit Group of sound corporate management, especially Uni IT s.r.l. in Trento, a subsidiary of UniCredit in which the Province of Trento also held an interest, whose business was in the distribution of electronic payment orders in Italy. He reported on the company's outstanding performance in terms of its client portfolio, turnover and profits, and thanked the Group in advance for the attention it would continue devoting to this subsidiary.

The shareholder ended by congratulating the Board of Directors, the Statutory Auditors and the top management team for their sterling efforts and wished them every success going forward.

Shareholder Giovanni ANTOLINI then took the floor and greeted the new directors, especially the Chairman.

Addressing the Chairman's statement that UniCredit's share price had been satisfactory of late, he recalled that shareholders had endured massive losses on the share price

over recent years, exacerbated by the reverse stock split which he defined as totally illogical.

After exchanging a few words with myself Notary Public, as to the correct drafting of last year's minutes, especially the way his contribution had been reported, the shareholder said he had forwarded the Chairman of CONSOB, the Chairman of ISVAP (now IVASS) and the Governor of the Bank of Italy a document summarising the main milestones of the Italian financial sector.

He also strenuously criticised the Fondiaria SAI-Unipol merger in which an insurance group that he described as minor had engulfed another Italian insurance firm, the sole result having been that of shifting the "Northern galaxy" from Mediobanca to the left- and centre-leaning cooperatives.

Following the merger of UniCredit and Capitalia, Mediobanca could have been in safe hands, with a strong majority that would have withstood takeovers, but regrettably this had not eventuated.

Shareholder Antolini concluded by pointing out that the Dow Jones Industrial Average, which listed about 200 banks that had gone bust including the prestigious Lehman Brothers, went up 11,000/11,500 points during the crisis to the current 14,500 points, while in Italy the stock exchange was

languishing.

Shareholder Lucio LA VERDE then took the floor and greeted all those in attendance, remarking with delight that the results for the first quarter of 2013 had already been made available. He then noted that the 2012 Financial Statements, while not negative, had failed to stem criticism from the market, nor justify UniCredit's claim to being one of Europe's soundest banks.

The shareholder also stressed that in the quarterly results UniCredit's negative outlook was blamed on the challenging macro-economic scenario and the sovereign debt crisis in the Eurozone, overlooking the causes linked to UniCredit's own circumstances, among which he cited the "Russian retreat", with the sale - at a loss - of the Kazakhstan business.

As to the reorganisation of UniCredit, which appeared to be based on the "sum total of individual areas rather than on the merger of various divisions", the shareholder asked if this was a finish line, marking the end of a journey that began many years ago, or a starting point.

After remarking that loans towards customers in 2012 had decreased while customer deposits had increased, the shareholder expressed his appreciation for UniCredit's employees, and for Mr Nicastro, but urged more consideration

to be devoted in its employee relations to the significant differences that exist between the areas in which the Group operates.

He criticised the "bond menu" offered by the UniCredit Group, stating that in his opinion, loans are often approved provided that the borrower acquires UniCredit bonds, which tended to annoy clients.

Shareholder La Verde then stressed the drastic decline in lending, and wanted to know the extent to which loans had contracted in Italy and Germany, observing that the percentage of UniCredit's impaired loans was much higher than Banca Intesa's, based on their accounts.

Furthermore, the shareholder wanted to know why it was that the quarterly reports comparisons are only made between quarters rather than assigning a percentage weighting to each balance sheet item with respect to the whole year.

Lastly, shareholder La Verde asked if the claimed cuts to the remuneration of Key Managers were real or only stated.

Mr Antonio TRICARICO then took the floor and greeted the Chairman and Chief Executive Officer, stating that he was speaking on behalf of *Bank Track*, an independent international network that monitors the banking system, and that he had had previous interactions with UniCredit and a few of its

subsidiaries, especially in Europe.

Mr Tricarico highlighted two criticalities, and said he would offer the Bank some food for thought as it went forward.

Firstly, the Group should pay the utmost attention to reputational risk, especially in Eastern Europe and particularly following the Kazakh affair and a few divestments that the Group had made.

Secondly, Bank Track had detected some difficulties in implementing policies adopted in Milan the same way across all the Group's subsidiaries.

He cited an emblematic example which he thought might help to better identify and comprehend the aforementioned criticalities, i.e. a planned investment in a nuclear plant in the Baltic States, specifically in Kaliningrad, situated between Poland and Lithuania. He reported that Bank Track had already interacted with HypoVereinsbank Bank, a member of the UniCredit Group, which had admitted the complexity of the plan and stated that it was uninterested in financing it, like other leading banks in other countries. However, HVB had been unable to confirm that this stance was shared by the entire UniCredit Group and that therefore the policy with respect to nuclear energy was enforced uniformly across the Group. He remarked that this investment would have a negative impact on

the bank's reputation, especially in light of its Eastern European business and the 2001 referendum.

Mr Tricarico stressed that while inadequate, the Group's policy on nuclear energy would not allow such a project to be financed, not to mention the fact that it was being implemented using Soviet-era technologies similar to those used in Chernobyl. According to opinion polls, the population of Kaliningrad was largely against the project, and further more Lithuania and Poland were uninterested in importing nuclear energy; moreover, he emphasised the complex geopolitical relations between Russia, Poland and Lithuania.

Bank Track had written to UniCredit last 26 April, on the anniversary of the Chernobyl tragedy caused by the use of the same technology to be used, as he had already stated, in the Kaliningrad project, which also envisaged the close involvement of Rosatom, one of the project sponsors.

The investment in question also appeared quite controversial in light of overestimated energy costs and doubtful cash flows due to uncertainties regarding the potential purchasers of the energy produced by the plant. Furthermore, the plan had not yet been approved subject to an environmental impact assessment undertaken in compliance with Russian laws.

Mr Antonio TRICARICO concluded his remarks by reiterating the

two criticalities he had mentioned previously and asking if management believed that the nuclear power plant in Kaliningrad breached the Group's nuclear energy policy; were any of UniCredit's subsidiaries interested, and if so, was management contemplating the loan or was it by any chance already involved in the transaction.

Mr Paul Corbit BROWN then took the floor and, after greeting the shareholders and Board members, stated that he came from the United States, specifically West Virginia, also known as the Mountain State, an area located in the middle of the Appalachians whose natural landscape is of fundamental value to North America for the rare animal and plant species that can be found there. This was why he wished to draw attention to the consequences of a mining technique called "Top Mountain Removal", of which he had several photos. Over recent years the process had caused the destruction of 500 mountains, threatened the existence of about two thousand waterways, and polluted the water table due to the presence of many harmful substances. He also reported that although the problem was known to the local authorities, they had failed to act. Mr Brown claimed that West Virginia was consequently still one of America's poorest states, despite the vast amounts of coal that the process had extracted and the positive performance

posted by the mining industry.

He then drew the CEO's attention to several scientific studies proving that it was highly likely that toxic substances generated by the mining process were to blame for numerous local health issues and even deaths, yet the pollution caused by the process was continuing unabated. He then showed the Meeting a bottle of cloudy water drawn from a tap in one of his community's dwellings, and after pouring it into a glass, to reinforce the point he had made earlier, asked the audience if anyone would be willing to give the water to their children to drink.

Mr Brown then said he was shocked that UniCredit had lent money to companies operating in the mining industry in the Appalachians, and hoped that this would no longer happen in the future. He asked what the significance of the Group's in-house policies in this area was, and how they were implemented; he also wished to know whether the Group felt it was ethically acceptable, in light of the information he had provided, to finance mining companies only on the basis of financial considerations.

Mr Brown concluded his remarks by saying that he hoped UniCredit would no longer be part of the problem he had described, but rather help to solve it by discontinuing

lending to mining companies.

Shareholder Riccardo PACIFICO then took the floor and began by recalling that UniCredit's market capitalisation had dropped from 60 billion to 5/10 billion, losing some 50/55 billion along the way. The Bank had attempted to conceal its malaise, which Mediobanca had tried to cure with a pill - a bitter pill the shareholder thought - in the form of the CASHES, a diabolical financial instrument that Mediobanca had concocted. He briefly outlined the characteristics that he believed defined the CASHES, as well as the transaction as a whole.

He then stated that the Chief Executive Officer had made certain inexplicable changes to the aforesaid transaction, based on carte-blanche powers he had been given and without sharing any details whatsoever with shareholders.

Shareholder Pacifico then asked a few questions.

He wanted to know who exercised or cashed in the underwriting rights relative to the capital increases that took place after the CASHES were issued. How much did the interest amount to, i.e. what was the annual cost of the usufruct, for each year of the contract, including the cost of the aforesaid rights? Was the interest paid? And if so, to whom?

Shareholder Pacifico then stated that the dividend pay-out, up for approval on the agenda of this Meeting, despite the

posting of losses, would determine a cost of usufruct of Euros 1.5, i.e. more than the dividend paid to shareholders. The shareholder asked the Board of Directors to explain and, addressing the Chairman, asked him to explain the changes made to the CASHES contracts and to the publication of the usufruct contract on the UniCredit website. Shareholder Pacifico hoped that if UniCredit failed to act, it would be forced to publish the contract by CONSOB or the Bank of Italy.

Shareholder Lanfranco PEDERSOLI then took the floor and reminded everyone that as far back as the 2008 Meeting, he had highlighted the need to tackle and solve issues that, in one form or another, were still around to this day.

Before going on to the Financial Statements, he said he would be focusing on situations that he believed warranted responding to.

With particular reference to the investment in Fondiaria-SAI, he asked what UniCredit's current stake was worth. He then asked for some information about the purpose of the interest UniCredit held in the daily newspaper *Corriere della Sera* (to cover losses or support its future growth) and for details regarding the loan in question, which was defined as "callable". He then expressed his concerns about the Carlo Tassara affair, which he invited everyone to look at very

closely; shareholder Pedersoli also wanted to know how much the sale of the shareholding in Kazakhstan by the Group's Austrian bank had lost.

Regarding the exposures towards Italt Petroli and the AS Roma soccer club, the shareholder made some critical remarks about the Group's decisions, and asked for details concerning the value of UniCredit's stake in AS Roma, and on the extent of the Group's exposure, having read that it apparently amounted to Euros 180 million.

He then asked for some explanations about the bonds recently cashed in for 750 million dollars at 6.375% and whether the resulting liquidity would be used for loans or to re-capitalize UniCredit, suggesting to allocate credit to support the company's business growth rather than to cover their financial woes.

He criticised derivatives trading activities and asked if the Bank was at all involved in such business, emphasising the need to pay out even minimal dividends, to give shareholders a bit of psychological support.

In closing, shareholder Pedersoli sharply criticised the Financial Statements released this year, stressing that the real data was nowhere near as positive as it might appear; he then remarked on the excessively high cost of outside

consultants, and wondered if they were truly necessary.

Shareholder Giuseppe Vittorio LAGANI then took the floor and said he felt less pessimistic than in past years concerning the Bank's current circumstances. He reported that he had attended four events in the previous week and had four pieces of news to share with the Meeting.

The first, also published by the daily paper *Corriere della Sera* concerned the posting of profits by UniCredit this year. The shareholder recalled that over the last three years UniCredit's Italian business had not made a positive contribution to the Group's performance, and had not posted profits. He asked for details concerning profits generated by the Italian business this year.

He then went on to quote an article that appeared in the business and finance supplement of the previous Monday's *Corriere della Sera*, about UniCredit's determination to continue investing in Eastern Europe, which the newspaper claimed the Chief Executive Officer would discuss during this Meeting.

The shareholder also reported to the Meeting about an article published by another newspaper, *Il Mattino*, last Thursday, under the headline "Adler controls 100% of Germany's HP Pelzer, ranking second worldwide in automotive components."

The article indirectly but significantly concerned UniCredit, insofar as it was about a Euros 16 million loan granted by the Bank to the Italian company Adler, via which the latter acquired the remaining 48% of the German company HP Pelzer. HP Pelzer was currently wholly owned by Adler, which had previously acquired a controlling stake of 52% of the share capital, and thus ranking second worldwide in the automotive componentry sector.

Shareholder Lagani went on to say that he had attended a conference sponsored by UniCredit Credit Management Bank S.p.a. entitled "Adoption of ICT systems and efficiency of the Justice Service", designed to teach executive level members of the justice system how to use information and communications technologies.

In closing his remarks, the shareholder said he believed that the information imparted during the event was a sign of change in the Bank, which was currently Italy's biggest employer. He ended by inviting shareholders attending the Meeting to use more respectful language towards the Bank.

Shareholder Roberto BELLANTONI took the floor and asked for his remarks to be reported in full in the minutes. He then said:

"Distinguished Chairman of this Meeting, I am shareholder

Roberto Bellantoni, whose name appears in the Board of Statutory Auditors' Report (see page 329, line 26) which has been addressed to us in our capacity as shareholders of UniCredit S.p.A., both present and absent, and is now also available to third parties unknown to us, who may be present in this room or connected to it by video, even if invited by the Board of Directors or authorised by yourself to attend, and for which reason I reserve the right to file a complaint with the designated authorities in order to safeguard my entitlement to privacy. The document I am referring to and that I shall be referring to at this time, specifying in each instance the relevant page and line, is the one made available to us online on the official UniCredit S.p.A. website, which I consulted at 11 AM on 24 April 2013, and on the following days; it was stated to be a copy of the original and was undoubtedly filed in accordance with Section 2429 of the Italian Civil Code, along with other signed documents as required by the aforesaid regulation, including the statement pursuant to Article 81-ter of the CONSOB regulations and the Auditor's report. All of the aforesaid documents were substituted on 9 May 2013 by others whose content appears to be identical to the previous versions. Please explain.

I would also like an explanation for the page on our website,

which I enclose hereto, where we shareholders are attributed the power, which we do not have, to amend the draft Financial Statements, which the law requires to be amended exclusively by the Board of Directors, whilst we shareholders are reserved the right/power to approve or not to approve them.

In any case, that having been stated, I would like you to give us, or have us given, some explanations regarding the following:

a) UniCredit S.p.A.'s failure to reply to my letter dated 13 March 2013 (despite the fact that the Board of Statutory Auditors mention it in its report) concerning our credit towards IMI 2001 S.P.A. the amount of which as at 31 December 2012 I, in my current capacity as the company's sole director, authorise you, Chairman, and UniCredit S.p.A., to communicate to us shareholders of UniCredit S.p.A., at this Meeting. May I add that the aforesaid credit originated from the Transfer of title issued by the Execution Judge in Rieti on 11 September 2007, which reads: "to the extent of the residual price of Euros 126,797.61 in favour of Banca di Roma S.p.A." and which the Bank of Italy said did not qualify as a non-performing loan. Consequently, I believe that the aforesaid credit towards IMI 2001 SPA should not be included among the NPLs published pursuant to Article 58 of the Consolidated Banking

Act both in the Official Journal of 24 May 2008 and in that of 13 September 2008.

b) What is the rationale behind the Board of Directors and Board of Statutory Auditors' decision not to "report" the matter to us, and also their failure to react to my complaint, dated 1 December 2012 addressed to the Bank of Italy (which was routinely forwarded to UniCredit S.p.A. by the Bank of Italy with a letter dated 16 January 2013, ref. no. 0052763/13), against the Directors and Statutory Auditors of the subsidiary UniCredit Management Bank S.p.A. for the following extremely serious facts: management irregularities, infringement of the law, misrepresentations to the judicial authorities, especially in respect of a statement made in reply to orders of the said judicial authorities, or to disclose accounting entries pertaining to the disputed loan given to the said judicial authorities, to the effect that: "the document cannot be disclosed because it is non-existent"?

I would like to emphasise, and draw your attention to the fact that, in a letter dated 28 February 2013 (addressed to me and c.c.'d to UniCredit S.p.A. and the Bank of Italy), UniCredit Management Bank S.p.A. tried, ridiculously, to reword the statement it made in that letter to the judicial authorities, this time referring not to a "non-existent document" but, and

I quote, to: the "unavailability of the daybook"; adding, also ridiculously, that among its receivables as at 31 December 2012 there were no accounting entries relating to IMI 2001 S.p.A., only those pertaining to the original position, which I assume involve third parties in no way related to IMI 2001 S.p.A..

c) What led the Board of Directors to order further activities to be undertaken, at quite some considerable expense, by the company's outside Auditors (see page 321) without prior authorisation by the Board of Statutory Auditors?

d) Which branches have been inspected by the Supervisory Authorities and what corrective actions will be put in place (see page 329)?

e) Which Supervisory Authorities, Italian or otherwise, detected the following managerial, control and compliance related criticalities and what has the Board of Directors done about them (see page 329)?

f) Exactly what are the three types of criticalities that we have been told managed to escape the control of the internal structures supposed or specifically assigned to monitor them (see further page 329)?

g) Why did said criticalities fail to be detected by our control structures? And what has been done to prevent that

from happening again?

h) Lastly, please describe the corrective actions required by the Supervisory Authorities and what is the deadline for implementing them? How much did they cost in 2012 and how much are they expected to cost going forward (see page 329)?

Thank you for your attention and thank you in advance for your replies, which I request be reported in full in the minutes of this Meeting. Roberto Bellantoni, petitioner. Thank you."

Shareholder Fausto DE SANTIS took the floor and asked for his remarks to be reported in full in the minutes. He then said:

"Greetings to everyone. My name is Fausto De Santis, and I have been a UniCredit shareholder and a client of UniCredit for many years.

According to the report on the company's performance, there are about 4,300 branches in Italy, roughly one every 15 thousand inhabitants. I would like to know why this ratio is not respected in the city of Rieti, where we have one branch every 7,000/8,000 inhabitants. It would seem that this city needs twice as many branches as the national average.

Also with regard to the report on the company's performance, the word "clients" appears over and over again: "we offer our clients concrete solutions", "we genuinely contribute towards the economic, social and cultural wellbeing of our clients",

"we keep our customers satisfied". Now, let me tell you just how some of your employees put the concept of customer satisfaction into practice. Last June I asked to shift my current account from one UniCredit branch to another, for reasons that I explained in great detail to customer service: I felt that the branch manager and one of the staff members were inefficient and not up to the task of providing the services that I needed.

My request was satisfied very quickly, without a peep from your customer service department. In an action that I deem injurious towards my personal dignity, the two employees in question sued me for libel, citing comments that I had addressed to the complaints department that were supposed to be confidential and anonymous.

I have worked as a manager in several non-Italian multinationals, where people really do work to satisfy the client, because clients are what allow a company to exist in the first place. I can assure you that in those companies, any employees involved in a similar situation would have been instantly sanctioned. In light of these circumstances, I would like to know what UniCredit plans to do about UniCredit employees who disregard fundamental client rights such as the confidentiality of customer data and correspondence, thus

contributing towards damaging the Group's reputation.

In thanking you for your attention, I request that my remarks be placed on record in the minutes of the Meeting. Thank you."

Mr Vittorio BRIENZA took the floor and asked for his remarks to be reported in full in the minutes of the Meeting. He then said:

"Greetings to everyone. My name is Vittorio Brienzi and, in keeping with tradition, as I have done at the last two UniCredit Meetings, I am taking the floor on behalf of a small group of people who hold shares in a former subsidiary, Banca Mediterranea del Sud Italia, whom I represent. I request that my written remarks be attached to and transcribed in full in the minutes of the Meeting.

It is widely believed by both public opinion at large, as well as by expert commentators, that banks are doing badly because of the global financial crisis. However, this is only partly the case, since in some respects the opposite is true. The global financial crisis is partly due to banks all too often failing to do their job properly or fully. This is what happens, for instance, when:

- 1) banks do not grant credit (triggering a credit crunch);
- 2) banks do grant credit but inefficiently, impairing their ability to generate income, and consequently increasing loan

losses, in turn destroying wealth and calling for capital increases, which over the past four and a half years UniCredit has undertaken to the tune of a whopping Euros 18 billion;

3) banks cut staffing levels also by implementing exit incentive plans.

With regard to the first point, i.e. reluctance to grant credit, it is worth noting that in 2012 UniCredit's customer loan portfolio amounted to Euros 547.1 billion, which was down Euros 8.8 billion from 2011, as reported in the profit and loss statement, and all of Euros 65.3 billion down from 2008, when customer loans amounted to Euros 612.4 billion, as per the published historical data for the period 2002-2012, thus consolidating the negative trend that has prevailed for the last five years. But what's worse is that in 2012 the biggest fall in UniCredit's assets - Euros 7.9 billion - came from Italy, and Italian households and SMEs. Assuming that banks are not only in the business of gathering customer deposits but also of granting credit, and since it is hardly possible to claim that over the past few years the credit crunch has been due to dwindling demand from borrowers, the question I would put to UniCredit's top management is whether this strategy - if indeed it is a strategy - had to be adopted because of the need to put in place more profitable financial

investments such as derivatives, or lower risk financial investments such as government bonds? Is any consideration at all being given to the likelihood that the credit crunch might be due to insufficient liquidity, which would be the greater evil, since it would mean death by illiquidity rather than death by soaring losses.

As to the second reason for the bank's poor use of credit, I need only mention two crucial categories: impaired loans and write downs. The UniCredit Group has witnessed an amazing rise in net impaired loans, which now account for 13.62% of total customer loans, net of write downs, generating an anything but reassuring coverage ratio of 44.8%. NPLs now represent 7.58% of total gross loans including write downs, and 3.54% net of write downs; however, far more serious are the Euros 4.5 billion that were written off, thus contributing to lower both the gross NPL balance and the net NPL balance. Consider this: after the Euros 24.9 billion write downs on customer loans in the period 2008-2011, which rose to Euros 34.5 billion in 2012, it might have been reasonable to expect the customer loans portfolio to be cleaned up, and aligned with the estimated realisable value.

But it wasn't. The clean-up is still under way and brings to mind Greek mythology and the fifth labour of Hercules -

cleaning the Augean stables. After years and years of endless clean-ups, besides the global financial crisis and the defaults and insolvencies it generated, I would like to ask UniCredit's Board and top management whether the credit approval and risk management process in place at UniCredit is foolproof. Is the insolvency management process optimal and undertaken in the immediate interest of the bank but also in the client's interest? Is every effort always made to support struggling clients and help them survive their troubles, unless the situation is completely irreversible?

Moving on now to overall write downs on customer loans and on tangible, intangible and financial assets, which in the period 2008-2012 amounted to a mind-boggling Euros 49.4 billion. This means that over the last five years, not only have loans been granted and managed sub-optimally, but that assets and shareholdings have also been impacted by prior mis-estimations at the time of their acquisition. Thus overburdened, it is highly unlikely that the UniCredit Group will be able to pay generous dividends.

The online business and finance newspaper "L'Inkiesta", whose owners also have ties with former CEO Alessandro Profumo (now the Chairman of Monte dei Paschi di Siena, and an expert in the inner workings of the UniCredit Group), published a few

comments on UniCredit's 2012 Financial Statements, to the effect that the Austrian and German business had generated dividends for the Holding company, unlike the Italian business, which had generated write downs and write offs; the return to a profit of Euros 865 million, versus the massive loss of Euros 9.2 billion reported in financial year 2011, was minimal because write downs on customer loans had mushroomed to Euros 10 billion, up +67.7% compared to 2011.

Going on to staff cuts in the banks and the consequent decrease in income and spending, it is worth noting that between 2008 and 2012 the UniCredit Group reduced the number of its employees by around 18,000 people (less 10.34%), from about 174,000 to about 156,000, proving that - if my sums are correct - one out of every ten employee was unnecessary. During the same period, the bank closed 900 branches.

The layoffs and branch closures were not just due to the Capitalia merger, or to orders from the Antitrust authority, or to the need to avoid oversupplying and saturating non-core markets. This is neither the time nor the place to go into the whys and wherefores of this situation, in Italy and abroad. The fact remains that these staff cuts and branch closures have destroyed wealth and value, caused poverty and burdened the Group for years with massive costs, ultimately hurting

shareholders and the community at large.

A statement by the Chief Executive Officer, Federico Ghizzoni, to the London financial community in 2010 is worth remembering: he announced the opening of 900 branches by 2015, including 300 in Turkey, 300 more branches in Romania, 120 branches in Hungary and 180 in other countries, to be self-financed without the need for capital increases, and with dividend pay-outs. I am referring to an article published by the Italian daily newspaper *La Repubblica*, on 25 October 2010.

I would like the top management and Board of UniCredit to answer this: have the wisest choices always been made in respect of hiring staff and opening branches? Have any key managers and senior executives with strategic responsibilities ever been called upon to give an explanation for decisions that with hindsight turned out to be serious mistakes? During the aforementioned five-year period, and also before, have the high or at times exorbitant salaries paid to key managers been offset by sanctions, including pecuniary sanctions, to repair the damage they caused? How do the top management and Board of UniCredit view the claims for damages under Section 2395 of the Italian Civil Code payable to each individual investor directly harmed by the negligence or wilful misdoings of its managers?

In this respect, and I am now approaching my conclusions, it must be stated that in spite of the last huge share capital increase of Euros 7.5 billion (between 20 and 27 January 2012), UniCredit's shares were trading yesterday, 10 May 2013, at the close of business on the Milan Stock Exchange, at Euros 4.16 (i.e. just Euros 0.416 per UniCredit share prior to the aforementioned merger). Compared to the closing price of Euros 5.675 (or Euros 56.75 per share post-merger) on 7 January 2008, yesterday's share price translates into a humongous loss of 93% of its value. An utter catastrophe for all UniCredit shareholders.

Please allow me to end with one more question. In order to encourage shareholder participation in important corporate meetings, does UniCredit's Board intend to incorporate into its Articles of Association several changes introduced three years ago (in 2010) to Legislative Decree no. 58/1998 and the relevant CONSOB Regulations, to allow postal votes and remote shareholder attendance and voting in Meetings, as is already the case at Banco Popolare and UniCredit's French competitor BNP Paribas, and as fellow colleague Elman Rosania and I both suggested at last year's UniCredit Meeting?

Chairman Giuseppe Vita, Board of Directors, Statutory Auditors, General Manager, shareholders, managers, employees

of the Bank, and all those attending this meeting: thank you for listening.”

Shareholder Gianpaolo Cristian DI LUCCHIO then took to the floor and asked for his remarks to be reported in full in the minutes, before going on to say the following:

“Mr Chairman, proceeding with the analysis undertaken just now by Vittorio Brienza, it should be said that the banks have helped generate the crisis among other things by promoting the significant and concentrated sell-off of real estate.

Indeed, they have contributed to the drop in prices and the value of collateral security they have taken on, thereby impacting the increase in losses on direct or securitised loans.

Final data from the UniCredit Group Financial Statements from 2010 to 2012 shows a contraction of some Euros 800 million in tangible assets (land and buildings) used for transactions and investment purposes. For this figure to be meaningful, it must also include the figure for forced sales generated by the enforcement of collateral security which, unless there has been some oversight, may not be inferred from the information in the notes to the consolidated Financial Statements under discussion. In any event, without performing a complex reconstruction - a task impossible solely from reading the

Financial Statements - this fails to take into account sales generated from securitised loans originating both from Capitalia and UniCredit; these are indeed significant sums, if it is true that the loans related to underlying assets under ownership which had not been cancelled still totalled some Euros 10,136 million as at 31 December 2012 (item A.3, chart C.1.5, page 335 of the consolidated Financial Statements given to shareholders at today's Meeting).

On a related topic, I must express some doubts regarding the renewal of transactions which elsewhere, in a different context, for far larger sums and with an approach to granting loans that bordered on the lax, generated the current crisis and weakness on world markets.

On this point, it should be noted that in late January 2012 the Bank initiated a new Covered Bonds programme (the *Nuovo Programma OBG*); as well as not having any specific rating, this was underlied by residential mortgage loans and/or commercial mortgage loans and/or loans paid out or guaranteed by government bodies (Part E, section C.3 in the individual accounts).

Through operations undertaken by UniCredit OBG S.r.l, in 2012 the *Nuovo Programma OBG* sold a total of around Euros 18,250 million of residential mortgages and around Euros 3,500

million of commercial mortgages. As at 31 December 2012 the two programmes had issued 33 series of covered bonds totalling Euros 28,221 million, of which Euros 17,990 million was retained within UniCredit S.p.A.

Owing to my own failings, I am unable to understand the end goals of such transactions, with the exception of those common to all types of securitisation; unless the attraction lies in the rate rather than the implicit guarantee of the UniCredit designation (which should in itself be a guarantee). For fair value purposes, of the outstanding securities totalling Euros 170,451 million, as much as Euros 97,989 million is classified as level II using valuation models that draw on input observable on the market, and a further Euros 22,180 million are classified at level III, using valuation models based predominantly on input not observable on the market (see item 30, section 3, chart 3.1 on page 226 of the consolidated Financial Statements). So, the question to UniCredit senior management is this: how were these valuation models put together?

Moving on to another topic, during FY 2012 we saw an increase in the importance of the UniCredit Group's financial activities, perhaps to a level of key importance.

CIB posted the highest net banking income in the whole

UniCredit Group at Euros 7,067 million, although this was down on the 2011 figure of Euros 7,221 million; CIB also generated the greatest total of adjustments to loans and provisions at Euros 4,635 million, with a 217 basis point cost of risk. Pre-tax profits of Euros 2,078 million generated during the previous 2011 financial year were more or less identical to the pre-tax profits of the entire Group at Euros 2,195 million. In 2012, CIB's pre-tax profits fell to Euros 193 million, with a consequently dramatic worsening of EVA-associated indexes (from -199 to -2,067) and capital absorption (from Euros 13,702 million to Euros 16,491 million); as usual, it was CIB staff who bore the brunt of this, as their numbers fell 755 (corresponding to 8%).

My question is this: to recover lost ground and to offset the disappointing results F&SME Italia posted in 2012, will financial activities be intensified in forthcoming years, albeit to the detriment of typical high street banking activities? And if this does occur, would this not go against or in any event modify the planning approach announced to the press by CEO Federico Ghizzoni on his appointment to the number one spot at UniCredit, as resolved by the Board of Directors in Warsaw on 30 September 2010?

Here we must appreciate the key role played by Vice General

Manager Paolo Fiorentino, who supervises the flourishing Germany and CIB operations, and General Manager Roberto Nicastro, whose brief is to oversee the Austria, Poland and CEE Division, as well as CEO Federico Ghizzoni who is in charge of all regional areas, especially the Italian market (which has, in recent years, become perhaps the most challenging of all).

Moving on to the topic of equity investments, given the UniCredit Group's either exclusive or joint interests in 767 companies, there are a number of things to say.

For one, it concerns subsidiary UniCredit Bank AG both for the nature and size of its balance sheet and income statement items in the 2012 Financial Statements, and because - together with other UniCredit Group companies - UniCredit Bank AG itself holds equity investments in companies with unspecified assets and capital situated in the offshore locations of the Cayman Islands, Nicosia, Singapore, Taipei in Taiwan, and Wilmington in the US State of Delaware which, in the opinion of criminal law expert Giangaetano Bellavia, is the largest jurisdiction guaranteeing corporate anonymity provided that operations are not undertaken on US territory, but, for example, in Switzerland by opening *ad hoc* branch offices for these same companies (statement by Bellavia broadcast on 5 May

2013 on "Report", an Italian TV programme which in the past has also interviewed UniCredit's Vice Chairman Fabrizio Palenzona, former Prime Minister Mario Monti and former UniCredit CEO Alessandro Profumo).

As regards equity investments in companies based in offshore locations - a topic tackled by Ivana Pipponzi at last year's UniCredit Shareholders' Meeting on 11 May 2012 - it would be beneficial to know the corporate purpose, predominant activities and most recent accounts (if filed) of these investee companies; it would also be worthwhile to know why the UniCredit Group continues to hold investments of this kind at a time when the international community appears to be particularly committed to moving against money-laundering and high-end tax evasion.

I now move on to my final topic: auditing, specifically the KPMG company, which since at least 2007 has without cease been responsible for providing auditing services to the UniCredit Group.

For 2012, the Financial Statements show that fees for activities provided to the UniCredit Group by the KPMG company (or its network) amounted to Euros 49.8 million plus VAT and expenses; in any event between 2007 and 2011 KPMG's fees totalled Euros 197.5 million. Without in any way wishing to

impugn the professionalism and independence of the company and its network's judgement, I wish to ask UniCredit senior management whether in future it would not be opportune to diversify appointments of this nature?

I thank Chairman Giuseppe Vita, members of the Bank's bodies, shareholders, managers and employees and everybody here for listening. Thank you."

Mr Michele DE BONIS took to the floor. After asking for his speech to be fully reported in the minutes, he went on to say the following:

"I would like to add to the remarks made earlier by my friends Vittorio Brienza and Gianpaolo Di Lucchio. I wish to state that without doubt the conduct of banks has - especially during this period - contributed to the financial and economic crisis. This relates in particular to two issues: when they emphasise financial activity to the detriment of lending through major on-going investments in government bonds (facilitated by low-cost advances from the ECB and the consequent opportunity of making money on interest rate differentials). Banks also contribute to the crisis when they seek to offset falling profitability on loan-related transactions through high-risk speculative financial activities, including the now famous derivative instruments.

As regards the first point, emphasising financial activity, the UniCredit Group's exposure to debt securities issued by state bodies amounted to Euros 93,766 million at 2012 book values, of which Euros 40,797 million for Italy (see the table of sovereign security exposure on page 353 of the consolidated Financial Statements handed out to shareholders at today's Meeting).

Although it is easy to understand the UniCredit Group's support of Euros 20,604 million in German issues, Euros 4,636 million in Austrian issues and Euros 8,667 million in Polish issues owing to its significant presence on these territories and markets, it is less easy to understand support for the Czech Republic (Euros 2,591 million), Turkey (Euros 3,504 million) and Hungary (Euros 1,397 million), and even harder to understand the support given to Spain (Euros 1,416 million): a few billion less on government securities and a few billion more on lending would without doubt have helped Italy's businesses and families, as noted by CEO Ghizzoni in today's address.

In its interbank activities UniCredit is a net borrower of funds (the imbalance between lending to and borrowing from banks amounted to Euros 42,930 million as at 31 December 2012). This funding is also used to fund the acquisition of

government securities: borrowing from Central Banks, most likely for this motive, amounted to Euros 36,349 million.

On a similar topic, in 2012 overall UniCredit Group operations absorbed Euros 2,225 million in liquidity, unlike during the previous year 2011 when Euros 3,292 million of liquidity was created (see the chart on the consolidated Financial Statements using the indirect method on page 94 of the Group consolidated Financial Statements).

Moving on to point two, the offsetting of lower bank profitability from loan-related transactions with high-risk speculative finance, we should further investigate the rather barbed delights of derivative instruments. Specific asset side hedging derivatives totalled Euros 17,691 million as at 31 December 2012, compared with Euros 13,651 million during the preceding year 2011 for a notional value of Euros 190,157 million during FY 2012, compared with the lesser figure of Euros 107,669 million in 2011 (see Part B, chart 8.1, section 8, item 80 on page 184 of the consolidated Financial Statements). On the liabilities side, hedging derivatives totalled Euros 14,540 million as at 31 December 2012, compared with the lower figure of Euros 11,907 million for the previous FY 2011, for a notional value of Euros 140,181 million in 2012 compared with Euros 101,806 million in 2011 (see Part B, chart

6.1, section 6, item 60 on page 230 of the consolidated Financial Statements).

The net result of hedging derivative-related activities was a negative Euros 133.7 million in 2012, compared with a positive figure of Euros 105.8 million in 2011 (see item 90 on the income statement, page 90 of the consolidated Financial Statements).

On the assets side, other financial derivatives totalled Euros 81,814 million as at 31 December 2012, compared with Euros 90,433 million in 2011 (see Part B, section 2 item 20, chart 2.2 on page 172 of the consolidated Financial Statements), compared with a notional value of Euros 1,747 billion, of which Euros 27.6 billion with customers (see Part E section 1, number 2 on page 376 of the consolidated Financial Statements).

On the liabilities side, this type of financial derivatives totalled Euros 83,016 million as at 31 December 2012, compared with Euros 92,029 million in 2011, for a notional value of Euros 1,497 billion in 2012, of which Euros 23.2 billion with customers compared with Euros 628.3 billion in 2011 (see Part B, section 4, item 40 on page 227 of the consolidated Financial Statements).

Earnings from these financial derivatives registered a net

profit of Euros 805,000,000 as at 31 December 2012 (see Part C, section 4, item 80 of the income statement on page 254 of the consolidated Financial Statements).

The overall notional value of current financial assets and liabilities derivatives instrument contracts amounted to Euros 3,292 billion what with financial assets and liabilities, of which around 36% had a residual life of between one year and five years, and around 26% had a residual life of over five years (see Part E, chart A9, page 412 of the consolidated Financial Statements).

My question is this: what are the positive and negative repercussions of financial derivatives contracts underwritten and listed in the Financial Statements in terms of earnings, finance and liquidity for the Group over forthcoming years? This is not an issue that inspires peace of mind, certainly not in view of the increasingly strict attitude of the legal authorities in disputes brought by borrowers who purchased such products when the conduct of the vendor bank appeared to have been less than fully transparent, as was the case on a number of occasions.

Eyebrows may also be raised by financial derivatives transactions between banks that belong to the UniCredit Group itself, regardless of the guarantees presented and acquired

(see intra-group transactions as stated in the individual Financial Statements on net banking income, page 25, and data on related-party transactions in Part H, page 259). What I wish to ask UniCredit senior management is this: what is the appositeness, necessity and value that may be achieved through financial derivative instrument-related transactions, particularly when undertaken within the sphere of UniCredit Group-controlled companies?

Although structured transactions of this kind are too complex for people outside the industry to comprehend, it may nevertheless be said that such contracts make it possible to shift costs, revenues, assets and liabilities between UniCredit Group entities to meet the current, balance sheet or tax situation of one or both entities by modifying their equity, finance and economic profile.

Lastly, the topic of the investments account, specifically equity securities valued at cost include a Euros 284.5 million holding in the Bank of Italy (see item 40, section 4 in the notes to chart 4.1 on page 101 of the individual Financial Statements). There would be nothing to say about this but for the fact that in the Group's previous consolidated Financial Statements for 2011 this asset was listed as a Significant Investment pursuant to Article 125 of CONSOB Regulation no.

11971 of 14 May 1999, with a stated ownership stake of 22.11% through UniCredit, with corresponding voting rights attached. Unless this is an oversight, in addition to this the UniCredit Group's 2012 consolidated Financial Statements no longer included an entry for this asset, and if indeed it was included under this item, it was not specified and, notwithstanding any modifications to regulations about which I may not be aware, or for opportunity-led reasons, it is impossible to understand the reasons for this change in the accounts (from Investments to Securities available for sale) and the reason for these securities not to feature in the consolidated Financial Statements, particularly considering that no disclosure has been forthcoming of an intention to sell.

The mix-ups do not end there. With reference to voting rights in the 2011 accounts, corresponding to 22.11%, this is both correct (there are no non-voting equity units) and mistaken at the same time, given that Article 9 of the Bank of Italy's Charter objectively limits investors' voting rights in inverse proportion to those held, given that under no circumstances shall any investor have a right to more than 50 votes; it follows that UniCredit has the right to a total of only 50 votes, despite holding 66,342 units; the same holds true for

its competitor Banca Intesa San Paolo, which owns 91,035 units.

Furthermore, notwithstanding changes to regulations that may have occurred but are not generally known (or for opportunity-led reasons), it does not seem justifiable to write the investment in the Bank of Italy to the accounts at cost, especially as this figure reflects transactions that for the most part are rather remote, and because there is a great disparity between the cost of the stake and an acceptable shareholders' equity fair value. I thank you for listening."

Mr Elman ROSANIA took to the floor. After asking for his speech to be fully reported in the minutes, he went on to say the following:

"For my opening remark I'd like to share an anecdote about a farmer who owns a cowshed and a few head of cattle: if a cow is producing too little milk, you don't dilute the milk with water, you jolly well treat the cow.

And so it is with UniCredit's meagre 2012 dividend, corresponding to 9 eurocents (in truth, 9 thousandths of an euro given the consolidation of ten UniCredit shares into a single share), which was achieved through fiscal tax recovery mechanisms.

Indeed, there is not and there should not be scope for

dividends with numbers and indices like those so sadly achieved by UniCredit, as recalled at this Meeting by Vittorio Brienza, Gianpaolo Di Lucchio and Michele De Bonis, who have intervened on behalf of individuals who belong to the minority group from former subsidiary Banca Mediterranea del Sud Italia, and who were "forced" to merge first in 2000 with Banca di Roma/Capitalia, and then in 2007 with UniCredit, following the well-known and controversial merger passed by a majority in April 2000 in Potenza.

The above-mentioned minority group, which I represent, has for many years maintained that all is not well at UniCredit; on the contrary, financial statement after financial statement, things keep appearing to get worse. UniCredit and its management seem to have misplaced their previous aptitude for prudence and a long-term approach, regardless of the unfavourable backdrop of the recent financial downturn; things have hardly been simplified by the various replacements among Group senior management, which go hand-in-hand with a never-ending quest for new (and thus far unsatisfactory) organisational approaches and managerial philosophies.

On 15 March 2009, after inviting banks to purge themselves of all toxic securities and clean up their balance sheets, the then Governor of the Bank of Italy and current President of

the ECB Mario Draghi said: "We need to reconstruct and refound the banking system" (source: Italian daily "Avvenire", 15 February 2009). Indeed, this important assertion was joined by another from the Italian Prime Minister of the day: "We must clean up the market." And yet here we are, four years on, with the banking and financial worlds still in turmoil as a result of huge, high-profile scandals. Here are just some from the financial year we are looking at (2012):

1) The Libor rate manipulation and falsification scandal, worth around 800 thousand billion dollars (around eight times the world's GDP) and involving Barclays Bank (fined \$450 million by the British and US authorities, with CEO Bob Diamond standing down in July 2012 and waiving a Euros 25 million bonus), as well as Citigroup, Deutsche Bank, HSBC Holdings, J. P. Morgan, Royal Bank of Scotland and UBS (source: Italian daily "La Repubblica", 10 July 2012);

2) The other manipulation scandal, average Euribor rates, calculated on interbank loans among 44 European banks in a cartel (source: Italian daily "Il Fatto Quotidiano", 2 July 2012);

3) The scandal of Massimo Ponzellini, the former Chairman of the Banca Popolare di Milano, who was placed under house arrest in 2012 for funding organised crime;

4) According to an investigation by the US authorities, the Deutsche Bank money-laundering scandal;

5) The Monte dei Paschi di Siena scandal, for which the following (among others) are being investigated: Giuseppe Mussari, former Chairman of Monte dei Paschi di Siena and the ABI (Italian Banking Association); Antonio Vigni, former Monte dei Paschi di Siena CEO; and Gianluca Baldassarri, a former Monte dei Paschi di Siena manager who is in jail. It has also triggered a debate on the effectiveness of controls (or lack thereof) undertaken by the Bank of Italy, which at the beginning of these events was helmed by ECB Chairman Mario Draghi.

What is UniCredit's position and what do senior management at UniCredit think of the rather unedifying spectacle of banking and finance?

There have been a number of calls to act on banking and finance and to prohibit speculation. If nothing is done, everything will remain as it was or get worse. For one thing, liquidity from the ECB has been employed using the Sindona method; this is the same as thinking that alcoholism can be cured using alcohol, confusing the disease with the cure (see the speech by former Minister of the Economy Giulio Tremonti to the Aspen Conference in London, March 2012).

I would like to know: does UniCredit hold any toxic securities, and if so, how many does it have?

What is the total amount written off by the UniCredit Group over the last five years (from 2008 to 2013)?

Has UniCredit paid penalties or entered into tax-related agreements or understandings with the relevant authorities, government institutions included, and if so, what are they and how much has it paid compared with the initial penalties sought by the authority?

What is the total value of derivatives underwritten to date by the UniCredit Group, and of what type are they? Is it Euros 118 billion (roughly 12.4% of balance sheet assets and 183.1% of its own equity, as reported in the "La Repubblica" Italian daily on 25 January 2013)? Does the Group embrace speculative derivatives?

What is the total value to date of Italian state securities acquired by the UniCredit Group?

What is the total to date of overall funding disbursed by the ECB to UniCredit - funding that in any event must be returned to the institution - and when?

How much satisfaction is there regarding the extent to which the profitability of loan-related activities undertaken by UniCredit and the country's top ten banks has been on the

slide, as noted at the November 2012 Meeting attended among others by Federico Ghizzoni, UniCredit CEO, and current Governor of the Bank of Italy Ignazio Visco (source: Italian daily "Sole 24 Ore", 20 November 2012)?

Does UniCredit have any financial information initiatives targeted at young people, including at state school and university level, and if so what are they?

What does UniCredit senior management think about the concentration of wealth that has occurred in the country since the 2008 downturn, according to a recent Bank of Italy survey published in the supplement to *Bollettino statistico* no. 65 on 13 December 2012, titled "La ricchezza delle famiglie italiane"?

What type of ownership applies to UniCredit's management offices, particularly those located in Milan at the Piazza Cordusio premises, the new Piazza Aulenti location and the old building in Genoa?

In late 2012, Feltrinelli published "Confiteor", a book-length interview with Cesare Geronzi (former Chairman of the Banca di Roma, Capitalia, Mediobanca, and Generali, and currently Chairman of the Fondazione Generali) by Massimo Mucchetti, former deputy editor of the Italian national daily "Corriere della Sera", and currently a Partito Democratico member of

Parliament. The book is subtitled: Power, banks and business - the story that has never been told. Previewed on 3 November 2012 on the "L'Infedele" television show which is broadcast on the Italian "La 7" network, presented by journalist Gad Lerner and featuring the two men involved in the book, the book acknowledges and ascertains that many shareholders in banks and Italian finance/insurance enterprises suffer from a conflict of interest, which (and I quote from page 224 in the book) "is hardly a business for the poor monks of Assisi"; a shareholder conflict of interest generated in part by the consolidated cross-shareholding system in place at these banks and finance/insurance companies.

On pages 105 and 106 of this book, interviewer Massimo Mucchetti expresses a real fear that the Banca di Roma (established in 1992) was all a front, given that after five years of substantive profits, all of a sudden in 1997 the bank posted a huge 3,156 billion lire loss. The journalist had significant doubts about the reliability of the Rome bank's Financial Statements between 1992 and 1996; that bank was merged into UniCredit in 2007. Chairman Cesare Geronzi (who has attended this Meeting on many occasions) told the journalist interviewing him that Banco di Santo Spirito and Banco di Roma held low quality loans portfolios, and that the

merger with Cariroma had caused all kinds of organisational problems. It took time and effort to fully understand the assets of the three banks merging into a single bank; information was acquired in piecemeal fashion, and then in February 1995 the Bank of Italy sent out its first inspection team which concluded that the people in charge of Banca di Roma had acted to the best of their ability given the circumstances.

I would also like to remind you that during the same period, specifically in 1994/1995, Banca di Roma did a "deal" to acquire the Banca Mediterranea del Sud Italia, to which the minority group that I represent belongs.

Question: what is the opinion of UniCredit's senior management about the above assertions some fifteen years after the events, given that in 2007 UniCredit swallowed up the whole Rome-based banking group led by Chairman Cesare Geronzi?

Moving on to the issue of the continuing extremely low attendance of shareholders or their proxies at Meetings (just 44 shareholders and non-shareholder proxies - commonly known in the business as "heads" - were in this room in Rome last year, corresponding to a stunningly low meeting attendance percentage of 0.00009 out of 467,000 shareholders): has the time not come to review the tangible usefulness of this type

of meeting?

The minority group I represent has prepared a chart - "Shareholders and Equity in Attendance at Banca di Roma-Capitalia-UniCredit Meetings 2000-2012" - that I would ask to be attached to these minutes as an integral part of this contribution, and as a respectful and tangible contribution to the Group's existence. This chart may in future also be viewed on the giustabanca.it website which, with modesty and respect to all stakeholders, minority shareholders from the former Banca Mediterranea whom I represent wish to start up under the ownership of shareholder Saverio Telesca.

Moving on to disclosures about UniCredit shares on Borsa Italiana, the Italian stock exchange, there has been some concern about a number of incongruences in disclosures made to the market, specifically between 25 and 27 June 2012 (and subsequently) when on closure of the Stock Market the average running prices of Euros 2.9326 on Monday 25 June, Euros 2.5903 on Tuesday 26 June and Euros 2.63841 on Wednesday 27 June 2012 were higher than the respective UniCredit share price daily peaks of Euros 2.678, Euros 2.524 and Euros 2.516 respectively, as pointed out in a letter dated 28 June 2012 sent to the relevant authorities and audit bodies by the shareholders whom I represent, Messieurs Telesca,

Notargiacomo, Cappiello and Potenza, and recently to UniCredit's senior management, from whom no reply has yet been forthcoming.

Several items of data on the Italian Stock Exchange and UniCredit websites concerning the UniCredit share price appear to be erroneous; the minority group that I represent reserves the right specifically to notify the relevant authorities and UniCredit senior management about this matter.

I wish everyone the most profitable proceedings."

Shareholder Pierluigi ZILIOTTO took the floor. On the topic of the Bank's pay policy, he opposed the bonuses allocated to the group of managers who had made such a major contribution to dissipating 95% of the Bank's value.

He suggested that each share awarded as a bonus to the most worthy managers should be priced at Euros 50 in order to prompt the managers who were being rewarded to seek to improve the UniCredit share price and restore its value to its previous average from its current price of around Euros 4. He asked for consideration of this proposal during today's Meeting or, should this not be possible, to add it to the 2014 Shareholders' Meeting agenda.

He then moved on to refer to a TV programme featuring Director Reichlin and former showgirl Sabina Ciuffini who, in his

opinion, gave Professor Reichlin a lesson in banking and monetary policy.

He noted that banks had operated in the most unbridled areas of speculation as they sought easy earnings, improperly using cash taken from their own clients. He reiterated the need for banks to return to their original "mission" of using funding they receive by putting it back onto the market in the form of loans. Alternately, if speculation is the order of the day, they should set up a specific bank specialised in financial transactions using capital provided by shareholders who are aware of the high risks they are taking on.

He also enquired whether any members of the Board of Directors and Board of Statutory Auditors are members of the masons, Opus Dei, Comunione e Liberazione, the Compagnia delle Opere or the Bilderberg Group, in order to throw light on the excessive loans extended to Messieurs Ligresti, Biasi and Ciarrapico, or the debatable golden handshakes paid out to Messieurs Geronzi, Profumo and Arpe.

He stated that the CEO should feel duty bound to waive a portion of his earnings, and suggested that there should be a set ratio of no greater than 1:20 or 1:30 between the minimum and maximum remuneration within the Group.

He enquired what the cost of the new offices in Milan had

been, and whether UniCredit funded party newspapers through advertising and/or paid contributions to foundations headed up among others by Messieurs D'Alema, Fini and Montezemolo. If this was indeed affirmative, he wished to have an itemised list of the cost of these adverts and contributions.

The shareholder went on to express his bewilderment at the establishment of a Fast Track Due Diligence Commission, given that speed should be the norm rather than an add-on service requiring extra payment. He went on to ask what actual rate customers pay for loans of sums of money.

With no more speakers waiting, the Chairman proposed taking a break as it was now 3.30 PM.

At 4 PM, the Chairman declared the Meeting resumed. Before inviting the CEO to respond to the questions, he read out Article 5 of the Shareholders' Meeting Regulations:

"Article 5

1. No equipment that can be used for recording, photographing or broadcasting the Meeting may be used in areas where the Meeting is held, without specific authorisation from the Chairman."

He went on to invite attendees to comply with this prohibition.

At the Chairman's behest, CEO Federico Ghizzoni took the

floor. He began his speech by noting that some of the speakers had not actually posed questions, preferring to make remarks and suggestions and providing a positive contribution to the Meeting, for which he thanked them.

These contributions included **Mr Michel MARBOT**, whose observations he acknowledged.

In response to **shareholder Francesco SANTORO**, who had asked about the size - and the underlying ratio - of emoluments and bonuses paid out over the last two years and those planned this current year for UniCredit's top 150 managers, bearing in mind the current backdrop characterised by a major economic downturn and collapsing share value, he began by saying that the level of remuneration and, in particular, bonus levels were calculated within a rigorous governance process that is also based on rules established for incentive systems that have Supervisory Authority agreement. The overall bonuses paid out to the top 150 managers across the whole Group, in Italy and internationally, corresponded to Euros 22 million for 2010 and Euros 20 million for 2011; a similar sum was envisaged for FY 2012, confirming a downwards trend in overall retribution of around 10% compared with 2010. Furthermore, no top managers had received any bonus in either 2011 or 2012.

As regards the clarification requested by the shareholder on

total loans that had fallen due as stated on page 125 of last year's Meeting minutes, corresponding to "6,678,000,000 net of 2,015,000,000 in revaluation reserves", the CEO confirmed that the wording "net of revaluation reserves corresponding to 2,015,000,000" indicated that these receivables amounted to over Euros 8 billion, in as much as gross receivables are constituted by the total of net receivables and associated revaluation reserves.

As regarded the fact that the writing off of loans considered impossible to recover mentioned by the shareholder transferred losses generated by bad choices made by management onto the shoulders of blameless savers, the CEO assured him that the loans were fully written off when considered unrecoverable, as detailed in the Notes to the Financial Statements ("Part A - Accounting Policies"), without any further implications of this nature.

Moving on to the question of transactions concerning securities following events that befell the Dharma company, which filed for bankruptcy in Rome, the CEO began by noting that this transaction was the subject of a comment last year. He went on to reiterate that the share swap with Dharma securities had been undertaken at the issuer's exclusive behest, and that the Bank had acted correctly and

transparently, in compliance with the instructions it had received, which prohibited undertaking any prompting of customers holding Dharma securities, and prohibited sending out any information prospectus or any other disclosure document associated with the share swap.

In answer to **shareholder Maurizio MARTINI** who, commenting on the issue of corruption in Slovenia, went on to ask if the level of bad debt in Italy (19%), which was similar to that in Slovenia (20%), was a cause of satisfaction to the Bank, the CEO replied that obviously this level was not satisfactory, even if because of its size and structure the Italian situation could not be compared to the situation in Slovenia, a country where UniCredit's assets were far better than those held by other local banks. Furthermore, in 2012 the Group strengthened its coverage level in Italy from 40.2% to 43.4% in the final quarter of the financial year, as well as initiating a series of ventures targeted at reducing risk, which remains an imperative that the Bank is pursuing. Lastly, it was important to recall that Group lending policies had been approved by the competent bodies and validated by the Supervisory Authority as a guarantee of the sustainability of the choices made.

The CEO replied to the shareholder's next question by

clarifying that each employee is duty bound to conduct themselves in such a manner as to prevent fraud or damage to the company or government. The Bank appreciated the many occasions when employees had operated in this manner, some of which had recently featured in the press. Conversely and obviously, in cases where an employee causes damage, internal procedures ensure the deployment of necessary investigations and, where necessary, the adoption of rulings of a disciplinary nature.

With regard to the shareholder's assertions concerning the transfer of employees from protected categories, prompting interest from the judicial authorities, and the alleged creation of ghettos where difficult employees were forcibly transferred before being outsourced or dismissed, the CEO wished to specify that the company has not forced any employees to transfer to a different municipality, but only within the same city, in the belief that it is worse to have no employment at all than to learn a new job; this also applied to colleagues affected by the provisions of Law no. 104.

As concerned the specific cases, it was up to local structures to assess the most appropriate forms of time flexibility to resolve any issues jointly.

Moving on to talk more generally about the issue of employees, the CEO noted that in September 2012 a major agreement had been signed with the unions regarding a package of instruments for managing the consequences of an objective situation of falling profitability and productivity in the financial sector in recent years, one which - as a result of changes to customer behaviour and needs - was also unfortunately going to continue into future years. He added that we should not forget the repercussions of pensions reform (known as the Fornero Reform), which by deferring pension windows prevented companies and workers from being able to use a traditional efficiency tool, the industry solidarity fund.

With the unions, the company had found solutions that, unlike what is happening on a daily basis in other industries and with other companies, had had zero social impact: the incentive package was only offered to employees who already had the right to receive a pension by 2015, and the company provided a written assurance that it would assume any risks arising out of future pensions-related changes. He also pointed out that the solution to the issue of *esodati* (redundant employees who were not entitled to draw a pension yet) had been resolved without seeking external assistance, even if this problem remained unresolved for many thousands of

Italians.

Precisely to avoid the risk of dismissals, the agreement included a joint project to insource activities managed for a number of years by external suppliers, to be allocated to offices and hubs where there may be redundant workers. After running a wide-ranging training and professional conversion plan for the employees concerned, activities previously undertaken outside the Group had been insourced.

As regards the London branch hiring fifteen employees from other banks, the CEO reminded the Meeting that UniCredit followed a structured process designed to identify the best candidates for different positions. He went on to note that in recent years most appointees to top positions at the Bank were managers who had advanced within the Group. That said, it needed to be highlighted that as one of the world's biggest investment banking centres, London required specific professional skills that were hard to find elsewhere.

As regards the shareholder's remarks about the conduct of banks in general, the CEO responded by noting that UniCredit is very much focused on supporting the real economy, households and businesses, as could clearly be seen from looking at the amount of loans UniCredit had paid out over the previous fifteen months. The November 2011 business plan

focused on high-street banking, that is to say banking wholly at the service of the economy; in January 2012 the *UniCredit per l'Italia* initiative was launched to help support and assist the recovery at SMEs, including a commitment to set aside Euros 40 billion for enterprises and Euros 30 billion for households over three years (of which Euros 26 billion has thus far been disbursed). Funding was also provided to around 12,000 start-ups and 8,800 Italian SMEs which we helped for the first time to move into foreign markets. UniCredit has long since adopted a medium- and long-term results assessment approach, investing significantly in customer satisfaction and therefore staying abreast of customer needs and profiles.

Concerning the shareholder's request as to whether the crisis and the Group's disappointing results should be ascribed to its employees or managers, the CEO stated that when it comes to responsibility, managers always come before employees. He did, however, wish to highlight that both managers and employees at the Group are working hard to tackle the crisis in the most effective manner possible, as the downturn had significantly impacted the entire financial sector.

Moving on to questions posed by **shareholder Alvaro GIGLIONI** about the fact that at the 2011 and 2012 Meetings the majority of voting rights had been cast by just two different legal

practice proxies - from Rome in 2011 and Milan in 2012 - the CEO noted that the Bank holds no data on relations among its shareholders, whether they be retail or institutional investors, or about any proxies that they may appoint, and that, obviously enough, it does not pay any fees for proxies of its own shareholders. As regards the mandate received by the Legal Practice cited by the shareholder at the previous Meeting for the stockholder suit vote, the CEO pointed out that the Bank has no knowledge of what voting instructions have been given and cannot comment on actions undertaken by shareholders and their proxies, as it has no knowledge of the circumstances that prompted them to make the choices cited by the shareholder.

On the topic of how liquidity generated by funding transactions with the Central Bank (known as LTRO) was used, he pointed out that these transactions were undertaken within the framework of an approach to managing the Group's overall liquidity and did not impact investment policy. Notwithstanding the Group's long-standing desire to support the real economy, the CEO pointed out that in all nations where UniCredit operates, in compliance with prudent credit policy management, the trend of loans (both to financial and non-financial enterprises) may be attributed to fluctuating

demand for loans in these sectors and markets, as well as to risks associated with different counterparties.

Concerning the question of why the Bank's capitalisation was not undertaken - as it had been for Intesa - in 2011 through relief pursuant to Legislative Decree no. 98/11, he noted that UniCredit had decided not to pursue this opportunity in 2011 because at the time uncertainties remained regarding the calculation method, the significance of the impairment undertaken in the third quarter of 2011, and the way that deferred tax assets would be treated under forthcoming Basel III rules; furthermore, in 2011 the Italian market had remained under pressure from the sovereign fund crisis.

The CEO responded to the question of the same shareholder about where in the accounts he might find detail on borrowers whose exposure had been written off in write-downs of deteriorated loans by specifying that in the accounts loans are written net of write-downs after valuations are undertaken; these adjustments do not, obviously enough, eliminate the outstanding amounts due to the Bank or the borrowers' contractual obligations. All loan quality-related information (with the exception of that which referred to an item subject to sale) could be found in "Part E" of the notes to the corporate Financial Statements.

As regards the grounds for the proposed dividend distribution after a capital increase was undertaken in 2012, the CEO specified that the capital increase had been completed at the start of 2012, and that during the financial year UniCredit had consistently not distributed dividends. Over the course of 2012, the Group had further strengthened its capital, reaching an adequate capital level that, in tandem with making a profit, made it possible to propose the dividend distribution put to the Meeting today.

At this point the CEO thanked **shareholders Mauro RUFINI** and **Pier Giorgio BERTANI** for their observations. Moving on to **Mr Roberto DITARANTO's** questions, he regretted the fact that the settlement proposed by UniCredit had not been accepted, highlighting that this proposed agreement had been based on the position as per the data in the Bank's possession. On the topic of UniCredit breaches of regulations on usury and abuse of contractual clauses denounced by Mr Ditaranto, notwithstanding the fact that the Bank has automated procedures to avoid the risk of incorrect account entries, the CEO provided an assurance that the Bank would carefully look into the matter.

Moving on to the matters addressed by **Mr Jerzy Cezary BIELEWICZ** who, on the topic of banking industry derivatives

and securitisation operations had stated that in his opinion the banks needed to be more responsible, the CEO pointed out that he could not make general comments, but as far as UniCredit's operational approaches were concerned, he assured the Meeting that the Group had put in place extremely strict internal derivatives and securitisation-related procedures. Looking specifically at securitisation, the main objective for this type of transaction was to optimise the loan portfolio, free up capital (including regulatory capital), generate liquidity and achieve a broader diversification of sources of funding.

The Group used derivatives for two purposes: the Bank undertook some transactions on its own behalf to hedge its positions; other transactions were undertaken with customers once again to hedge against exchange or interest rate risks.

All of these transactions adhered to *ad hoc* authorisation procedures. For transactions involving customers, internal committees had been set up to approve the types of transaction that could be pursued, establishing limitations for certain types of customer. The risks associated with derivatives-related operations were overseen by the competent structures; frequent checks were envisaged to verify compliance with internal procedures.

On the topic of the banking collapse on the island of Cyprus and withdrawals from customer deposits as reported in the press, the CEO began his remarks by stating that the Cyprus banking crisis was a one-off case compared with the rest of the Eurozone countries. It was common knowledge that the handling of bank crises is one of the topics currently under discussion internationally and in Europe, in order to avoid governments having to intervene with taxpayers' money. It was UniCredit's opinion that depositors should be protected and most certainly benefit from preferential treatment compared with other creditors. He reminded the Meeting that Italy has a public guarantee on deposits of up to Euros 100,000.

To conclude, on the subject of the Chopin project and UniCredit's need to review how it does business in Poland - in the final part of shareholder BIELEWICZ's contribution - the CEO pointed out that in 2012 the Pekao subsidiary contributed more than 400 million to UniCredit Group results, proving itself to be one of Poland's top banks in terms of profitability, efficiency, capital solidity, credit risk and liquidity. Bank Pekao is today capable of absorbing any slowdown that may occur in the economic cycle. Looking forward, over the next few years the objective was simply to continue in exactly the same manner, ensuring support to

business and families as the bank had done until now.

In answer to **shareholder Luigi CHIURAZZI**, who wished to know the interest and inflation rates used to value the severance pay fund data in the Financial Statements, the CEO referred the shareholder to the detailed data in the Notes to the Financial Statements ("Part B - Section 11") which stated an interest rate of 3.30% for the discounting back of severance pay fund-related commitments, and an expected inflation rate corresponding to 2%.

The CEO confirmed a Defined Benefit Pension Fund liability assessed as at 31 December 2012 as Euros 701,000,000, as reported in "Part B - Section 12" of the Notes to the Financial Statements. He also stated that for funds absorbed by UniCredit from previously-existing companies the actuarial rate applied corresponded to 3.10% with an expected inflation rate once again of 2%. He concluded by clarifying to the shareholder that the Towers & Watson company is the actuary that undertakes severance pay fund valuations; measurement of the defined benefit pension fund commitment was carried out by a number of different companies.

Moving on to accusations in the press against Vice Chairman Palenzona which **shareholder Francesco CODA ZABET** considered potentially damaging to the Bank, as well as repeating his

request for the director to stand down in the Bank's interest (which he said would also allow him better to defend himself against these accusations), without entering into detail about the matter, the CEO pointed out (as the shareholder did too at last year's Meeting) that Italy is subject to laws and regulations that in many ways are stricter than abroad regarding conflict of interest and complying with the requirements of professionalism, integrity and independence. The existence of such requirements was verified at such time as directors are appointed and subsequently during their term of office, notwithstanding the fact that if the company detected a situation of incompatibility it would be duty bound to disclose this to the market and to the Supervisory Authorities.

The CEO responded to **shareholder Adalberto ROVEDA** - critical of what he termed a "part-time" hire for the Head of the Group Identity & Communications structure of somebody from outside the Company who also held a position of responsibility in football, claiming that this had led to higher costs - by saying that the appointment of this manager took place under the framework of an internal process that, having assessed in-house candidates, chose to find somebody from outside the Company with acknowledged professional competencies and

experience, and whose activities outside the company in some ways were in synergy with his role at the Bank.

As regards the shareholder's doubts concerning the effectiveness of sponsorship of the Champions League, the CEO stated that the purpose of the sponsorship was to raise the UniCredit brand's value which, prior to the sponsorship, had been well-known domestically in Italy but less so internationally. Having said that, Mr Ghizzoni reported that according to surveys conducted by specialist external companies like the GFK Group, 71% of people interviewed in nations where UniCredit has a presence know of the Champions League and the fact that UniCredit is one of its sponsors, generating evident returns in terms of international brand awareness and strengthening the Bank's image and reputation as a leading player in Europe. *Ad hoc* market research and analysis made it possible to measure the value generated by the sponsorship during its first three years, corresponding to more than twice the investment made. Market research also showed that between November 2009 and November 2012, awareness of the UniCredit brand through its sponsorship had more than doubled; over the period the UniCredit brand had achieved exposure to over 9 billion contacts.

Other benefits of sponsorship according to the CEO were more

generally associated with image and the likelihood of acquiring UniCredit products or services, which was significantly higher among people who were aware of the sponsorship. He went on to inform the Meeting that during the first three seasons over 400,000 potential customer names had been collected through various promotions and commercial events, and 36,000 people - the majority customers - had been able to attend matches as guests of the Bank.

Noting that this type of sponsorship was quite common among major banks, for example Banco Santander's sponsorship of Formula One, and, in football, Barclays Bank's sponsorship of the Premier League, the CEO concluded that the Bank's ratio of marketing investment to revenues was in line with its competitors, and had not worsened for UniCredit after beginning its sponsorship of the Champions League, given that this merely "replaced" sponsorships that offered a lower return.

Regarding shareholder Roveda's assertion that some 50,000 customers had been lost, in his opinion because of the reduction in the number of branches and associated staff which had generated dissatisfaction among customers with the services rendered and the waiting times, the CEO highlighted that he had not seen this at Group level in 2012: indeed, over

this period, even if there had been a reduction in high-street banking customers, significant growth in new customers had been registered by Fineco Bank, and customer growth continued into the first quarter of 2013.

The CEO pointed out that in Italy the Group numbered some 8 million customers: enough to ensure a natural degree of turnover. He went on to note that customer numbers were also being impacted by the socio-economic situation and the consequent relevant need for optimisation, resulting in a reduction in the number of customers who had relationships with more than one bank.

Moving on to the remarks made by **Mr Agostino CASSARÀ** on the performance of UniCredit's share price compared with Intesa SanPaolo's since late 2010, the CEO noted that the most important thing when comparing price trends between two securities was the reference period selected: indeed, if the performance of these two securities were compared over the period since UniCredit's latest capital increase, UniCredit's share price would have outperformed Intesa SanPaolo's. Furthermore, bank share prices were linked not just to revenue performance but to other factors such as the cost of risk. He noted that the Bank's performance had most certainly been improving, as could be seen from the profit of Euros 865

million posted for 2012 - making it possible to propose a dividend distribution - and total profits of Euros 449 million for the first quarter of 2013, a result that was more than reasonable.

Moving on to the request for confirmation of the Bank's multichannel strategy - which, according to Mr Cassarà, was motivated by a desire to reduce costs by closing down many branches - the CEO noted that UniCredit had been one of the first banks to adopt this strategy, offering its customers the chance to use tools such as ATMs and internet banking with no detriment to maintaining an extensive network, notwithstanding the need for rationalisation to avoid overlaps resulting from mergers undertaken over the years.

Moving on to the "Newton Project", the CEO told the Meeting that this had not been initiated solely to cut costs, but rather to assess and exploit opportunities for improving services that could potentially be generated through alliances and partnerships with qualified enterprises in the marketplace. Moreover, services arising from such partnerships could also be provided to companies outside the UniCredit Group, in turn generating their own revenues. The CEO confirmed that additional outsourcing initiatives were being run alongside the Newton Project including "HR Shared Service

Center", which in 2012 had seen the establishment of a joint venture to provide personnel administration services. An invoice administration outsourcing initiative had recently been concluded, and realisation of a joint venture with a leading international technical ICT infrastructure partner was currently at an advanced stage of assessment. The CEO confirmed that UniCredit intended to proceed with similar initiatives where they provide an opportunity to generate value and enhance performance.

Having thanked **shareholders Gianluca FIORENTINI, Pierluigi CAROLLO** and **Giovanni ANTOLINI** for their assessments and remarks, the CEO addressed **shareholder Antolini's** observations about the reverse split undertaken recently by the Bank, reiterating the neutrality of the move for shareholders from a corporate point of view.

As for **shareholder Lucio LA VERDE's** query about whether recent Group reorganisation (Project Gold) should be considered as a starting point, the CEO responded in the affirmative, noting the simplification of the organisational structure through the project - described on page 35 of the operating Financial Statements filed at the Company Registered Office - which had gone live in January 2013. The CEO proceeded to inform the Meeting that the early signs were positive: the reorganisation

had brought business closer to the customer, more clearly allocated responsibilities among the Group's various functions and business areas, and afforded a greater delegation of powers to network colleagues. Presentation of the Group's results in the consolidated Financial Statements for 2013 industry disclosure (currently being drafted) would reflect this new structure.

As for the size of the drop in commitments in Italy and Germany during 2012, the CEO specified that loans to customers (net of commitments to financial institutions) had fallen by around 8% in both countries. However, whereas in Germany this had been ascribable to high levels of liquidity at enterprises, in Italy it was due to selective provision of credit as a result of the challenging economic circumstances.

Moving on to the difference between overall deteriorated loans at UniCredit and Intesa San Paolo - corresponding to Euros 15.6 billion - and the difference in these banks' stock market capitalisation, the CEO confirmed that UniCredit had a higher ratio of deteriorated loans to customers and overall loans to customers; he then went on to highlight the fact that thanks to its prudent provisions policy, the Group had gradually increased its coverage of these deteriorated loans to the point that whereas at December 2012 UniCredit's coverage ratio

for deteriorated loans in Italy had risen from 42.1% to 43.4%, for Intesa over the same period the ratio had fallen from 45.1% to 41.9%. In view of this, he highlighted that stock market capitalisation was influenced by multiple factors and did not depend on just one capital figure. Moving on to shareholder La Verde's question as to why the data in quarterly reports was compared solely on a quarterly basis, without any indication of its percentage of annual figures, the CEO clarified that where requested under regulations, in the annual Financial Statements comparisons were conducted with reference to the same period during the preceding financial year, whereas the consolidated report on operations in the Financial Statements also included comparisons of operating data reclassified both in respect to the same period during the preceding financial year and in respect of the preceding quarter.

As to whether the reduction in pay-outs to senior management had become effective, albeit temporarily, or whether it had been deferred until 2014, the CEO clarified that top management had not received any bonuses at all, immediate or deferred, associated with performance over the last two financial years, and that the reduction in payments to top management should therefore be deemed to be not just

significant but also effective.

Regarding the question posed by **Mr Antonio TRICARICO**, who apropos of investment projects for the Kaliningrad nuclear plant in Russia - which he alleged would use obsolete Chernobyl power station technologies - asked whether investment in this project represented a breach of Group policy on nuclear power, and whether Group banks were financing - or considering the option of financing - this project, the CEO confirmed that UniCredit was acutely aware of its social and environmental responsibilities and that it consequently applied international standards: it is an Equator Principles member and has adopted very strict internal policies which are reviewed on a regular basis and apply to a number of sectors including the energy and nuclear industries. Through these Group-wide (not individual bank) policies, every transaction proposed by customers and, more generally, by stakeholders was analysed in terms of law and national and international standards defined by the International Atomic Energy Association. All analyses of social, environmental and security-related issues were taken into consideration, including opinions from independent experts whose conclusions were analysed prior to internal committees taking any decisions. Having reassured the Meeting that the Group

complied fully with relevant law and regulations, the CEO noted that he was unable to provide information on individual clients as, owing to banking secrecy-related laws, in a number of jurisdictions this would be construed as a criminal offence.

To **Mr Paul CORBIT BROWN's** denunciation of the ecological disaster affecting communities in West Virginia in the United States and his request for clarification on the significance and application of environmental policies at UniCredit, as well as the degree to which they affected local communities, the CEO began by reminding the Meeting that the general loan policies adopted by UniCredit incorporated the principles of health, security and environmental protection established by the World Bank and the IFC; he also noted that project finance-related activities are Equator Principle-compliant. He went on to specify that in harmony with international protocols, UniCredit's special policy on mining-related activities explicitly excluded "mountain top removal coal mining" and the use of toxic substances. He further confirmed that of course the Group rigorously applied its approved policies, envisaging multiple levels of decision-making for complex transactions and transactions for large sums, while control functions at individual company and Group level

monitored policy application on a regular basis. As for the involvement of local communities and local people in such policies, the CEO informed the Meeting that this was a basic requirement in the analysis of every project, given the Group's approach to business inspired by sustainability-related criteria in all of its ramifications and deployed through special loans policy for various sectors that have a high environmental impact such as mining, nuclear energy, dams and coal. When pressed again by Mr Brown on the issue of damage to local communities by the coal industry - a sector for which UniCredit was developing a special policy - the CEO assured the Meeting of the Group's strong focus on this topic.

The CEO responded to **shareholder Riccardo PACIFICO's** questions about who had and who had not exercised their rights following the issue of "cashes" and the capital increase, who this money was collected from and how much remuneration had been paid for usufruct by pointing out that the rights for shares over which UniCredit S.p.A. had usufruct were reserved for holders of cashes - these rights did not constitute a cost for the Bank - and that the annual remuneration for usufruct corresponded to 450 basis points over the 3-month Euribor rate, and was paid in respect of specific conditions: indeed, payment could be made solely if UniCredit S.p.A. distributed dividends and if

it had a sufficient consolidated profit. It followed that with reference to FY 2012, unlike the previous year, UniCredit would be paying out remuneration for usufruct as all of the conditions had been fulfilled.

Regarding amendments to the usufruct agreement, about which Mr Pacifico had also tabled a question, the CEO referred the Meeting to the communication issued at the Meeting held on 15 December 2011, which resolved the allocation to capital of the share premium reserve generated by the shares underlying the cashes, thereby strengthening the Bank's top-tier capital requirement. The CEO went on to add that the amendments concerned had merely reflected this transaction, without altering the economic terms of the original contract, and that UniCredit had already undertaken all required disclosures with regard to the usufruct agreement, which involved a party external to the Bank.

Moving on to the value of the investment in Fondiaria-Sai that **shareholder Lanfranco PEDERSOLI** had enquired about, the CEO reported that it corresponded to 4.929% of the Company's share capital and 6.658% of shares with voting rights, for a balance sheet value of Euros 58 million as at 31 December 2012 as written to item 40 "financial investments available for sale" and, following increases in stock market costs, with a current

value of some Euros 100 million. As for the request by the same shareholder regarding the purpose of the loan to the *Corriere della Sera* daily newspaper and the fact that it had been designated a "call" loan, the CEO noted that it was predominantly oriented towards refinancing existing debt and would in part be disbursed in the technical form of a revolving credit facility in order to meet the company's financial needs.

As regarded the loss on the initial investment following the sale of ATF Bank, the CEO clarified that this investment amounted to around Euros 1.6 billion, and that Bank Austria would receive an overall payment corresponding to ATF's net assets of some Euros 360 million.

With regard to exposure to Italt Petroli, the value of AS Roma and the veracity of press reports that the exposure to the latter totalled some Euros 180 million, the CEO highlighted that as an owner of oil deposits and real estate, Italt Petroli had been suffering from the currently difficult conditions on the market, but that UniCredit was continuing its assessment of better value creation prospects. On the topic of the valuation of AS Roma, having noted the particular complexity of valuing football teams and the great share price volatility of companies operating in this industry, the CEO informed the

Meeting that the stock market capitalisation of the company corresponded to around Euros 64 million, which he considered essentially to be in line with its actual value. He added that although UniCredit did not customarily provide information on individual loan exposures, exposure to the company was well below the figure of Euros 180 million that the shareholder said he had read in the press.

As for the request concerning the US\$750 million bond issued by UniCredit and whether or not it had been issued to support lending activities or to recapitalise UniCredit, the CEO clarified that the issue consisted of a dollar-denominated subordinated "lower tier 2" bond earmarked for institutional investors and oriented towards raising liquidity and strengthening the Bank's supplementary capital.

On the topic of UniCredit trading derivatives, the CEO highlighted the fact that UniCredit did not undertake any activities oriented towards taking on direct exposures to derivatives; rather, it traded these instruments for the sole purpose of hedging market risks, that is to say trading risks deriving from operations with customers, borrowers or investors within limits defined in compliance with its overall risk appetite. The Bank also hedges against interest rate and exchange-rate risks pertaining to its assets and liabilities.

Lastly, concerning the need or otherwise for external consultants and the fear that the fees paid out were excessive, the CEO clarified that in-depth, closely focused assessments were made of the need to hire external consultants, which was also regulated by spending empowerment delegated by the Board of Directors to the CEO, and then sub-delegated by the CEO for particularly small sums, ensuring that senior management took direct responsibility for such expenses. He went on to say that consultant fees were paid out on fulfilment of the contractual commitments taken on by the supplier, often in the form of a "success fee" in order to ensure that fees were commensurate with the results.

Moving on to the question put by **shareholder Giuseppe Vittorio LAGANI** concerning how much Italy had contributed to the Group's 2012 results, he stated that all activities undertaken in Italy - and not just high-street customer banking - had made a contribution of -Euros 1.2 billion.

Moving on to **shareholder Fausto DE SANTIS's** remarks about UniCredit's local presence in the town of Rieti, which is higher than the national average, the CEO stated that local coverage depends upon the goal of ensuring a level of service appropriate to the customers, which in turn depended customer concentration. This explains why, in high population density

towns, the Bank might have more than an average number of branches.

The CEO took the opportunity of the personal experience recounted by the shareholder, which was currently before the judicial authorities and to whom, if requested, the utmost collaboration would be offered, to confirm that the UniCredit attitude towards employees that breach customer rights such as confidentiality, if proven, will be oriented towards full compliance with applicable statutory requirements.

As for **shareholder Roberto BELLANTONI's** comments about the publication of a new version of the Financial Statements on the UniCredit website on 9 May 2013, which includes the Report by the Board of Statutory Auditors, that is apparently identical to the one available in the previous examination by the shareholder on a different date, the CEO preliminarily confirmed that the new version, which had identical content, merely featured graphic enhancements.

Addressing the lack of reply to the shareholder's note dated 13 March 2013 about the Bank's credit with IMI 2001 S.p.A, for which he wished to know the total as at 31 December 2012, and to his complaint dated 1 December 2012 to the Bank of Italy of persons working for UCCMB (UniCredit Credit Management Bank), forwarded by the Supervisory Authority to UniCredit with a

note dated 16 January 2013, the CEO specified that a reply was given to the 13 March note on 23 April 2013 by UniCredit Credit Management Bank, the company that had ownership of the challenged position, notwithstanding the fact that the total loan was currently under judicial review, on conclusion of which it would finally be certified. The CEO went on to note that, pursuant to Section 2408 of the Italian Civil Code, the UniCredit Board of Statutory Auditors, in its Report, as far as concerns the complaint filed with the Board on 2 November 2012, acknowledged that it had carried out the appropriate investigations and found that the shareholder's remarks were unfounded. To conclude, the CEO informed the shareholder that UniCredit had been in touch with the Supervisory Authority with regard to the note sent by the shareholder to the Bank of Italy. Speaking on behalf of the Chairman of the Board of Statutory Auditors, the CEO stated that fees to the external auditors following the assignment of additional duties were paid by UniCredit Bank AG for services requested principally by the local Supervisory Authority; the branches audited by the Board of Statutory Auditors in 2012 and up to the end of its term of office were Modena, Verona and Rome in Italy, and internationally Shanghai, Guangzhou, London, Munich and Paris, as well as the Peking representative office. As for critical

issues to have emerged following work by domestic and international Supervisory Authorities, the CEO noted that during standard authority auditing activities scope for improvement had been found in how the loans process was structured and controlled, and in the application of compliance regulations and the definition of international level liquidity management processes, to which a prompt response had been effected through the preparation of an *ad hoc* roadmap scheduled to be completed by the end of the year, for which costs were intrinsic to normal implementation activities, in some cases for systems.

Concerning the on-going reduction in the volume of loans granted to Italian customers over the period cited by **Mr Vittorio BRIENZA**, the CEO commented that in recent years this reduction had unfortunately become standard as part of recessionary circumstances that were continuing to affect Italy and which, more generally, were impacting the whole banking system, to some degree reflecting a major contraction in demand. This trend had not been occurring in growing economies such as Central and Eastern Europe, where the volume of loans granted by the UniCredit Group had been on the rise - proof that this was not a strategic choice. The CEO provided assurances on the topic of liquidity by reminding the Meeting

that the UniCredit Group was highly attentive to strengthening its liquidity position, among other things by focusing more on growth in deposits and other sources of direct funding than on reducing investments: the result of these policies had put the Group in a particularly solid liquidity position which would make it possible to respond positively to the market as soon as the cycle led to an upturn in customer demand for loans. Concerning strategies for higher-profit financial investments (such as derivative instruments) or lower levels of risk (such as government securities), the CEO specified that the Group did not undertake any trading in derivatives, and that the Bank had for a number of years been focusing on high street customer banking operations as per the Group Strategic Plan. In the meantime, its existing portfolio of government securities had remained stable over time, and was on average lower than its Italian competitors.

Moving on to the process of allocating credit and risk management, as well as insolvency management, although noting that nobody was immune to error, the CEO reminded the Meeting that loan disbursement and management processes at UniCredit were specialised by customer segment so that creditworthiness assessment approaches could be tailored as closely as possible to risk types. He went on to note that these processes

differed in their methodologies, roles, responsibilities and tools, and were monitored and updated on an on-going basis, both to reflect changing market conditions and to correct and strengthen applied policy, including as a consequence of the evolving macroeconomic backdrop. He then commented that the credit disbursement process had gradually began to improve after the start of the long and deep recessionary phase Italy had been experiencing; a number of corrective measures had been implemented in recent months with the goal of ensuring the highest possible loan quality. He also informed the Meeting that a clear improvement had taken place in the quality of new loans, and that this would be reflected in portfolio quality over time. To conclude, the CEO reminded the Meeting of UniCredit's commitment to supporting businesses via a restructuring process that accompanies customers through business challenges, as well as helping households where earnings capacity had been reduced, through a series of interventions to reformulate repayment plans, mortgages and personal loans.

As for Mr Brienza's comments on the constant reduction in the number of Group employees and a contraction of the local branch network, the CEO reminded the Meeting that approaches to hiring and opening branches had always been pursued in

compliance with the evolving economic framework. Moving on to talk about the organisational structure, the CEO commented that this was updated on a regular basis as the economic situation and customer conduct evolved. Opening new sales outlets is a process that takes into account a number of factors such as the balance of local presence, local sales potential and the availability of appropriate logistical venues to avoid overlaps in individual areas. Addressing the liability of managers and their remuneration, he confirmed that employees who undertook actions that breached internal regulations or the law were subject to all necessary disciplinary and managerial proceedings commensurate with the seriousness of the case; any incentive was paid out to management after having verified no breaches had occurred of the standards of compliance, conduct and behaviour, in which the Compliance and Audit functions were also involved. Furthermore, bonuses were subject to forms of deferral lasting up to four years, and "clawback" and "malus" clauses were in place to ensure payment solely in the absence of breaches and subsequent verification of the sustainability of the company's performance in terms of profitability, liquidity and capital. Tackling the topic of compliance with the provisions of Section 2395 of the Italian Civil Code, the CEO specified that

UniCredit was obviously in full compliance with requirements regarding actions that could be brought by individual shareholders against directors whose activity they felt had damaged them.

Bringing to a close his answers to the issues raised by Mr Brienza, on the topic of requests to promote shareholder participation at Meetings through provision in the Articles of Association for postal votes and/or remote connections, the CEO reminded the Meeting that alongside other potential solutions, UniCredit was closely monitoring the technological developments necessary for a sufficient and secure distance voting implementation, even if such instruments - the adoption of which had not been ruled out for the future - still suffered from a number of technological shortcomings in Italy that diminished their appeal from a costs and benefits perspective.

The CEO next spoke about the purpose of OBG transactions undertaken by UniCredit and the ways in which valuation models had been put together, addressing an issue raised by **shareholder Gianpaolo Cristian DI LUCCHIO**: he informed the Meeting that UniCredit used these issues as part of the Group financial plan, which had been approved by the Board of Directors. He went on to specify that these issues promoted

the generation of stable liquidity, contributing to the management of expiry-related imbalances between assets and liabilities on the Company's balance sheet, and at the same time reducing the costs of funding on capital markets through the guarantee of a portfolio of loans. He concluded by informing the Meeting that in compliance with statutory requirements and rating agency requests, tests were undertaken on a regular basis to ensure the coverage ratio of loans granted as guarantees, and the par value of the bonds issued.

Concerning a potential increase in CIB financial activities to offset the disappointing results posted by F&SME Italia, the CEO confirmed that Corporate Investment Banking (CIB) financial activity would not be increased to the detriment of traditional banking. He told the Meeting that commercial banking was deemed strategic by UniCredit in all customer segments, and that traditional loan-related activities were flanked by products for Structured Finance, Capital Markets and investment to offer an increasingly broad and exhaustive service to customers, all in compliance with the Group CIB strategy illustrated in the business plan. In response to the shareholder's queries about equity investments held by subsidiary UniCredit Bank AG in offshore locations such as Delaware, the CEO specified that the banking Group did have

some companies in this State that had been set up for two purposes: to undertake the issue of Tier 1 subordinated instruments earmarked for US investors, and to undertake short-term commercial paper funding on the US market. He informed the Meeting that these companies offered the Group access to US markets, that their accounts were wholly consolidated in the Group's, and that regardless of where a Group company is based, UniCredit adopts a policy on anti money-laundering that sets standards all subsidiaries must comply with. He concluded his remarks on this topic by noting that observance of this policy was monitored on a regular basis by internal control, compliance and internal audit structures.

As for assigning additional duties to KPMG, the CEO informed the Meeting that UniCredit had assigned duties to this external auditors beyond strict auditing activities, in compliance with and up to the limits of applicable statutory law and regulations, having assessed the necessary experience and competency to perform such tasks on a case-by-case basis and taken into account any requests by the Supervisory Authority, provisions of local law and regulations.

In answer to **Mr Michele DE BONIS's** statement that he understood the Group's support of the issue of debt securities

in Germany, Austria and Poland, given a significant presence in these territories, whereas he harboured doubts about the similar support for issues occurring in the Czech Republic, Turkey, Hungary and Spain, wondering whether it would perhaps have been preferable to use these funds to make loans to households and businesses, Mr Ghizzoni noted that investments in government securities issued in particular in the Czech Republic, Turkey and Hungary had been undertaken by Group banks based in those countries in order to enable treasury and liquidity operations at these same banks. Such moves enabled banks to hold liquid instruments on their respective markets functional to managing liquidity and gaining access to their respective central banks. The investment in Spanish securities cited by the shareholder was residual: as at 31 December 2012 it corresponded to 1.5% of overall exposure to sovereign issuers. With regard to the Bank's exposure to financial derivatives written to the accounts and the positive or negative consequences the Group might expect over the next few years in economic, financial and liquidity terms, the CEO answered by reminding the Meeting that as previously stated UniCredit traded derivative instruments for two purposes, both of which related to hedging market risks: the Bank hedged against trading risks associated with customer activities, and

also hedged against market risks related to its own assets and liabilities. The CEO went on to specify that in both cases any future market fluctuation of derivative values would not generate significant consequences in terms of economic and financial impact, as any such impact would be offset by the movement of hedged items in the opposite direction. Addressing the Bank's intragroup exposure to financial derivatives written to the accounts and the underlying reasons for transactions of this kind, the CEO informed the Meeting that intragroup derivatives-related transactions were undertaken in pursuit of the objective of bringing together under UniCredit Bank AG - the Group's investment bank - management of financial risks associated with such derivatives in order to achieve efficiency-related economies in management. The CEO concluded his comments on the topic by noting that all transactions of this type were executed strictly under market terms and conditions. Concerning the Group's equity holding in the Bank of Italy, which the shareholder noted had been classified differently in the 2011 and 2012 Financial Statements, expressing doubts on accounting for this investment at cost and concluding with remarks on how the voting rights associated with this holding had been represented, the CEO responded firstly by clarifying that the

holding in the Bank of Italy had been classified as a financial investment available for sale among equity securities valued at cost, designated under item 40(2)2 in UniCredit S.p.A's 2011 and 2012 financial statements. The 22.11% holding corresponded to 66,342 shares out of a total of the 300,000 shares that make up the Bank of Italy's share capital. For accounting purposes, the CEO stated that given the institutional nature of the holding, UniCredit considered the value of the equity to comply with a cost approach. Moving on to the events illustrated by **Mr Elman ROSANIA** involving top European-level financial institutions in 2012 and UniCredit's position in this regard, the CEO highlighted that the Bank had drafted policies and procedures designed to limit the risk of Group involvement in cases such as those described; he went on to underline the fact that every time an event like the Libor or Euribor rate-related issues affected the market, the Bank performed a review and as required updated its policies and procedures to ensure that they were constantly appropriate to overseeing potential and existing risks, and to avoiding potential breaches.

As to whether UniCredit held toxic securities and if so what they were worth and had they featured in write-offs on the accounts, the CEO responded that exposure to structured credit

securities had been reduced from some Euros 6.3 billion as at December 2011 to around Euros 5.8 billion as at December 2012, as referred on page 369 of the Notes to the Financial Statements filed at Registered Office. He noted that the high credit quality of this portfolio was evident from the fact that 67% of the exposure had a rating of higher than A- and 29% was triple-A rated. Over 82% of the portfolio concerned European Union nations, and to date no significant write-offs had been required for the portfolio.

For information on derivatives totals and types, he suggested consulting the information provided in response to shareholder Pedersoli, who had posed the same question. Regarding the overall loans granted by the ECB to UniCredit, the CEO informed the Meeting that as at 31 December 2012 UniCredit had drawn around Euros 27.5 billion of funding disbursed by the ECB - a figure that included transactions with a three-year maturity. As at 31 March 2013, the total of these loans had dipped to Euros 26 billion, once again including transactions with a three-year maturity.

With regard to finance-related educational measures for young people and schools, the CEO noted that first and foremost UniCredit was in accord with Mr Rosania's stated objective; a solid financial education is a key building block to

sustainable development of society, and indeed to better relations between banks and their customers. As stated in UniCredit's 2012 Report on Sustainability, the Group mobilised some 138,000 people for financial training across Italy, Germany and Austria. In Italy, the financial training programme had involved over 39 thousand people since it began in 2011, for a total 138 thousand hours of teaching. Indeed, 925 different courses had been rolled out to young people (attended by a total of 25,279 young people).

As far as the increasing concentration of income in Italy was concerned, UniCredit's position is that this was a macroeconomic phenomenon in part associated with economic policy choices which, it went without saying, the Bank had had no specific role in. Moreover, he noted that UniCredit was committed to maintaining its support for lower income earners through a range of solutions that made it possible to tackle the currently challenging situation and the ensuring difficulties for households, as well as offering loan products that catered to everyday needs. To this end, over the first three months of the year the Bank had granted consumer loans that exceeded the system and had won market share.

In answer to the question as to the type of ownership UniCredit had of its Milano Cordusio, Milano Aulenti and Genoa

buildings, the CEO replied that all three of these premises were being leased.

As to the proposal to review ways of taking part in UniCredit Meetings, as the CEO had informed another shareholder he reiterated that the Bank is very much focused on pursuing every possible alternative and practicable solution in order to facilitate shareholders participation, while naturally taking into account associated costs and benefits.

Mr Rosania asked for further information on the differences noted from 25 to 27 June 2012 between the closing share prices and the prices UniCredit published through its own channels.

The CEO clarified that share price data published on the Group's website was provided and inputted by certified external suppliers. During the period specified, the data supplier had in fact been Borsa Italiana, the Italian Stock Exchange.

Mr Rosania went on to ask whether tax agreements had been reached with the tax authorities in 2012, and if so, what the total amount concerned was. Mr Ghizzoni informed the Meeting that with the prospect of a potential dispute regarding the tax regime of certain structured finance transactions undertaken between 2006 and 2009, on 3 August 2012 UniCredit had settled residual potential pending proceedings by paying a

total corresponding to Euros 266 million, of which Euros 229 million in taxes and Euros 37 million in penalties and interest, drawing, incidentally, on a previous provision. Details of the settlement were provided on page 262 of the 2012 Financial Statements on file at the Company Registered Office.

In response to a question posed by **shareholder Pierluigi ZILLOTTO** about whether the Banks' directors and auditors were members of the masons, the Compagnia delle Opere or similar associations, after clarifying that he himself was not a member of any such organisation, the CEO noted that UniCredit makes public disclosures of personal information about its directors and auditors pursuant to applicable law.

Moving on to address the cost of the new premises in Milan, having noted that UniCredit was not the owner of the building but a tenant, he highlighted that the lease was at a rent that significantly undercut market rates. He drew attention to the fact that this new premises was the Group's single largest workspace optimisation project, following the consolidation of 26 buildings into just five premises, reducing the number of square metres used, the quantity of carbon dioxide emitted and, above all, generating annual savings in excess of Euros 25 million.

Transfer to the new premises was part of a broader UniCredit Group-wide "Group City Plan" conceived to replicate the approach used for the Milan premises and reduce space usage by 650,000m² - an objective that had already been 50% met.

The CEO confirmed to the shareholder that UniCredit had not paid any contributions to foundations of a political nature or to political parties. As for adverts or the funding of party newspapers, the CEO noted that advertisement planning and therefore the publications chosen were in part selected through input from specialist external agencies in order to optimise marketing and image-related campaign targets.

On the topic of applying a "fast track due diligence commission", known as the CIV Commission, and the rate effectively paid by clients, the CEO reminded the Meeting that the commission had been instituted to replace the overdraft commission, and took into account the regulatory parameters required for its application. As for the rate applied, that consisted of both the financial rate and the commission, in strict observance of applicable law and regulations.

The CEO concluded by highlighting that in 2013, application of the CIV commission and the immediate availability of funds commission, known as the DIF commission, would not entail a significant economic benefit for UniCredit as they would be

limited to the scope envisaged under regulations.

The CEO concluded his address by thanking people for listening to him.

Shareholder Francesco SANTORO took to the floor and reiterated that the substitution of good securities with those that he defined as "rubbish" without the depositor's authorisation could not be defined an "enforced share swap", and went on to invite the CEO to review the concept of "share swap" set forth in the Italian Civil Code.

He reiterated the existence of unambiguous, concordant and unequivocal evidence to prompt the belief that UniCredit was controlled by what he termed a criminal organisation, as it did not generate profits for shareholders and savers but to what he referred to as "friends of friends".

To conclude, he invited the Chairman to confirm that loans written off in recent months referred not to subjects belonging to the aforementioned "criminal organisation" but to small savers or small businessmen in difficulty as a result of the downturn.

Mr Luigi CHIURAZZI took to the floor in his capacity as the Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders) and thanked Mr Ghizzoni for the information on external actuaries

Towers Watson. He then went on to ask for a copy of the report that this company had drafted.

Shareholder Maurizio MARTINI took to the floor and invited Mr Ghizzoni to confirm that the offices defined by employees themselves as "ghettos" would not be used as a springboard for subsequent dismissal.

Mr Elman ROSANIA took to the floor. After asking for his speech to be fully reported in the minutes, he went on to say the following:

"Mr Chairman, I take the floor at 6 PM during the answers stage on my own behalf and on that of Vittorio Brienza, Gianpaolo Di Lucchio and Michele De Bonis, all of whom spoke earlier and whom among other things have asked me to repeat a request for transcription in the full report in today's Meeting minutes of their written addresses which, at the behest of the UniCredit structure and notary responsible for the minutes, we were able this time to deliver in both paper and electronic form.

My esteemed colleagues Brienza, Di Lucchio, De Bonis and I hereby declare that we are dissatisfied with the answers provided (or rather not provided) by UniCredit senior management and respectfully reiterate the findings, disputations and deepest reserves expressed previously.

I consequently wish to assert that the contribution made to this Meeting (the 26th attended since the absorption of Banca Mediterranea in 2000) by the Sud Italia minority group I represent is the result of painstaking work undertaken for the most part over a limited space of time on highly complex documents and issues relating to UniCredit's 2012 Financial Statements, which also required the examination and investigation of many other Group deeds and documents.

On this topic, it is worth remembering the important statement made by late banker Enrico Cuccia (a long-term Mediobanca Chairman) when in 1993 he wrote to Romano Prodi about the man in the street being impotent in the face of incomprehensible accounts, as cited on page 150 of the book "Confiteor", Massimo Mucchetti's interview of Cesare Geronzi which I mentioned in my first address.

Please note that the written addresses we have requested be attached in full and transcribed as part of the minutes currently being drafted shall, as is customary, be sent to controlling authorities, the Bank of Italy and CONSOB.

To conclude, having reiterated the objections and reservations formulated at this Shareholders' Meeting and at all previous Meetings, I cast my vote against the various items on the agenda for the individual shareholders who belong to the

minority group from former subsidiary Banca Mediterranea in the provinces of Potenza, Avellino, Foggia and Salerno, located in the regions of Basilicata, Campania and Puglia in Southern Italy. I represent Messieurs Saverio Telesca, Giulio Notargiacomo, Donato Potenza, Andrea Cappiello, Vito Acquavia, Angelo Sari, Giovanni Varlotta, Antonio Mimmo, Domenico Cordasco, Valeria Delli Colli, Gianfranco Atella, Pasquale Galano, Loredana Di Lucchio, Clemente Delli Colli, Domenico Giglio, Salvatore Catapano, Cinzia Varlotta, and Oriana Nolè) and Vittorio Brienza (a proxy for individual shareholder Gianluca Telesca), Michele De Bonis (a proxy for individual shareholder Tommaso Bufano), and Alfredo Sonnessa (a proxy for individual shareholder Maria Telesca), as well as individual shareholder Gianpaolo Di Lucchio. I further request that shareholder Maria Rosaria Deodato be added to the list of non-voters."

Shareholder Alvaro GIGLIONI took to the floor. After asking for his speech to be fully reported in the minutes, he went on to say the following:

"My questions regarding how the Meeting is constituted were addressed to the representative of the law firm engaged by the world banks who was here today, as Mr Ghizzoni already had a great many questions to answer. The representative could have

enlightened us and provided us with an answer; instead, he chose not to speak, adding to and confirming our doubts.

Concerning the tax relief adopted by Intesa in its 2011 Financial Statements and by us in the 2012 Financial Statements pursuant to the same Law, they were more capable and faster and they had no misgivings. If we had had fewer misgivings, we could have undertaken a recapitalisation of 50% of what was pushed through or, better still, we could have even deferred or not undertaken it at all (making long-term shareholders happy).

Looking at the chart on page 182, "Loans to customers for non-financial enterprises", which includes SMEs, this was down by some Euros 30 billion compared with 2011, despite the capital increase. Thank you."

The Chairman then took the floor again and declared the discussion closed. He then turned to the voting on agenda item one concerning the Financial Statements as at 31 December 2012 and the related resolutions.

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

He asked those in attendance to declare any exclusions from the right to vote, or restrictions thereon, pursuant to:

- Articles 120, 121 and 122 of Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Finance) and the related CONSOB regulations;
- Articles 19, 20, 24 and 25 of Legislative Decree no. 385 of 1 September 1993;
- Section 2359-*bis* of the Italian Civil Code;
- Clause 5 of the Company's Articles of Association.

Having checked that nobody present had stated that they were prevented from exercising their right to vote, the Chairman invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 3,045,064,993 votes for, corresponding to 99.641865% of the share capital present and entitled to vote and 52.598975% of the ordinary share capital.

The Chairman thus announced that the proposal to approve UniCredit S.p.A.'s Financial Statements as at 31 December 2012 and the related proposals had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 43 persons entitled to vote took part in the voting,

representing 3,056,009,647 ordinary shares, corresponding to 52.788028% of the ordinary share capital, of which 34,332,760 were present in person and 3,021,676,887 by proxy.

3,056,009,647 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 3,045,064,993 votes for, corresponding to 99.641865% of the share capital present and entitled to vote and 52.598975% of the ordinary share capital;

- 975,850 votes against, corresponding to 0.031932% of the share capital present and entitled to vote and 0.016856% of the ordinary share capital;

- 2,614,203 abstentions, corresponding to 0.085543% of the share capital present and entitled to vote and 0.045156% of the ordinary share capital;

- 7,354,601 not voting, corresponding to 0.240660% of the share capital present and entitled to vote and 0.127040% of the ordinary share capital;

- the total of votes accounted for 3,056,009,647 shares.

No share for which the Appointed Representative held a proxy was excluded from the voting pursuant to Article 135-*undecies*, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be

annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

The Chairman then moved on to the voting on agenda item two concerning the allocation of the UniCredit S.p.A. 2012 operating result of the year and the distribution of dividend drawn up from Company reserves from profit.

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,995,678,340 votes for, corresponding to 98.026194% of the share capital present and entitled to vote and 51.745894% of the ordinary share capital.

Therefore, the Chairman announced that the proposed allocation of UniCredit S.p.A. 2012 operating result of the year and the distribution of dividend drawn up from Company reserves from profit had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 41 persons entitled to vote took part in the voting, representing 3,056,000,047 ordinary shares, corresponding to 52.787862% of the ordinary share capital, of which 34,323,160 were present in person and 3,021,676,887 by proxy.

3,055,997,794 ordinary shares were admitted to vote;

- 2,995,678,340 votes for, corresponding to 98.026194% of the share capital present and entitled to vote and 51.745894% of the ordinary share capital;

- 41,140 votes against, corresponding to 0.001346% of the share capital present and entitled to vote and 0.000711% of the ordinary share capital;

- 47,691,778 abstentions, corresponding to 1.560596% of the share capital present and entitled to vote and 0.823805% of

the ordinary share capital;

- 12,586,536 not voting, corresponding to 0.411863% of the share capital present and entitled to vote and 0.217414% of the ordinary share capital;

- the total of votes accounted for 3,055,997,794 shares.

In accordance with Article 135-*undecies* of the Consolidated Law on Finance, 2,253 shares, corresponding to 0.000074% of the shares represented at the Meeting, were not counted for the purpose of calculating the majority and the share capital needed to approve the resolution.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

The Chairman took the floor again and turned to the subsequent items on the agenda.

Given the closely related nature of items 3 and 4 on the agenda, the Chairman proposed dealing with them together, although separate proposed resolutions would be tabled:

3. Appointment of the Board of Statutory Auditors and of the Substitute Statutory Auditors. Appointment of the Chairman of the Board of Statutory Auditors

4. Determination of the remuneration due to the Board of Statutory Auditors, for each year in office

As there were no objections to this proposal, he began to briefly illustrate the key elements of the proposals given that the folder, containing the Directors' Report on the indicated items on the agenda and the lists of candidates, had been distributed to all participants at the Meeting and sent to all shareholders who had so requested, as well as being published on the Company's website and made available at the Bank's Registered Office and Head Office pursuant to the terms and conditions established by law.

As such, the Chairman stated that, along with the lists, the documents required by law and the Company's Articles of Association had been submitted and then I, Notary Public, read out the list to the Meeting:

- the information regarding the identity of the shareholders who filed the lists, specifying the total percentage of the equity investment held;
- a statement whereby Shareholders - other than those who, jointly or otherwise, possess a controlling or relative

majority shareholding - certify the absence of the connecting relationships with the latter pursuant to Article 144-*quinquies* of CONSOB Issuers Regulation no, 11971/99, having become acquainted with the recommendations given by CONSOB with its Communication no. DEM/9017893 dated 26/2/2009;

- exhaustive information on the personal and professional characteristics of the candidates indicated on the list (*curriculum vitae*) as well as a list of the management and control offices held in other companies pursuant to Section 2400 of the Italian Civil Code and Article 148-*bis* of the Consolidated Law on Finance;

- a statement whereby each candidate irrevocably accepts the position (subject to his/her appointment) and attests, under his/her responsibility, that there are no reasons for his/her ineligibility or incompatibility as candidates, and that he/she meets the professional experience, integrity and independence requirements provided for by current provisions, also of a regulatory nature.

I, Notary Public, then read out the names of the candidates on the lists for the appointment of the Board of Statutory Auditors and the remuneration proposal formulated by shareholder Fondazione Cassa di Risparmio di Verona Vicenza Belluno e Ancona.

The aforementioned documentation had been made available, along with the lists, in accordance with the terms and means established by current law and the Articles of Association.

Thus, since there were no objections, the Chairman did not read out this documentation.

He then opened the floor to discussion, inviting all those wishing to speak to state their name and focus their remarks and questions on items 3 and 4 on the agenda, and to keep their contributions as succinct as possible, considering that it had been deemed appropriate to allocate no more than 10 minutes to each shareholder wishing to speak.

Shareholder Luigi CHIURAZZI took the floor in his capacity as the Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders) and proposed that the remuneration for the Board of Statutory Auditors be increased by 20% with an analogous reduction in the fees for the audit firm.

In response to the proposal by shareholder Luigi Chiurazzi, the Chairman stated that this would be voted on should the proposal presented by shareholder Fondazione Cassa di Risparmio di Verona Vicenza Belluno e Ancona on this agenda item be rejected.

Mr Agostino CASSARA' then took the floor in his role as

representative of Associazione dei Piccoli Azionisti di UniCredit, "Azione UniCredit" (the Association of Minority UniCredit Shareholders), and said the following:

"The minimum threshold established by Clause 30, subsection 5 of the Articles of Association (0.5% of the share capital) prevents both Associazione dei Piccoli Azionisti "Azione UniCredit" and, even more so, individual minority shareholders from presenting lists for the election of Statutory Auditors. The same can be said for presenting lists for the election of Directors because of the minimum threshold established by Clause 20, subsection 6 of the Articles of Association (0.5% of the share capital).

At the last Meeting, the major shareholders responsible for the Bank's management appointed the Board of Directors. The elected Directors took no steps, as a Board, to establish contact or instil dialogue with "Azione UniCredit" despite being explicitly requested to do so. Likewise, as far as I know, they made no attempt to contact other minority shareholders or other associations of minority shareholders.

Associazione dei Piccoli Azionisti di UniCredit "Azione UniCredit" once again asks UniCredit, and thus its major shareholders, to cease ignoring the requests from minority and employee shareholders, including in accordance with the

Constitution, and to improve the involvement of both direct shareholders and, especially, Azione dei Piccoli Azionisti.

Consequently, we are once again presenting the following specific requests designed to amend the Articles of Association:

- the introduction of a proportional criterion for the appointment of the Board of Directors and Statutory Auditors so as to allow greater minority representation;
- a marked reduction in the minimum threshold for presenting candidates to no more than 0.01%, equating to 578,712 shares, which is a figure that minority shareholders could attain, unlike the current 0.5% equating to 28,935,560 shares.

As obvious as it might be, these are not proposals for the Meeting, but requests directed at the Board of Directors so that it might assess them during the year and potential propose them to next year's Meeting along with the long-standing proposal regarding correspondence and electronic voting and so on.

It would be necessary to see how correspondence and electronic voting were implemented as we would also have some doubts if it were not rolled out suitably.

In the light of everything I have said and since we have absolutely no knowledge of the candidates, "Azione UniCredit"

will abstain from the vote.

Let me also state how we shall vote on the following agenda item, number 4, Determination of Remuneration. We are in favour of the proposal since the amounts proposed (the same as those voted on at the Meeting on 22 April 2010) seem appropriate. Thank you."

The Chairman then took the floor again and moved onto the voting on the third item on the agenda concerning the appointment of the Board of Statutory Auditors, the Substitute Statutory Auditors and the Chairman of the Board of Statutory Auditors.

Thus voting was commenced for the lists of candidates. The vote would involve a single vote by pressing the numerical key on the "voting terminal" corresponding to the desired list or the "*contrario*" (against) or "*astenuto*" (abstained) key should one wish to express such a vote for all the lists presented. It was then necessary for voters to confirm their choice by pressing "*INVIO*" (enter).

The Chairman then reminded everyone again that, pursuant to the Articles of Association, all holders of voting rights could only vote for one list.

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there

throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 1) 1,712,668,559 votes for **List 1**, corresponding to 56.043090% of the share capital present and entitled to vote and 29.583806% of the ordinary share capital;
- 2) 1,300,072,321 votes for **List 2**, corresponding to 42.541839% of the share capital present and entitled to vote and 22.456819% of the ordinary share capital.

He thus announced that, in compliance with the provisions of law and the Articles of Association, the following had been elected:

Statutory Auditors:

1. Giovanni Battista ALBERTI

List 1

2. Cesare BISONI

List 1

3. Enrico LAGHI

List 1

4. Maurizio LAURI (Chairman)

List 2

5. Maria Enrica SPINARDI

List 2

Substitute Auditors:

1. Federica BONATO

List 1

2. Paolo Domenico SFAMENI

List 1

3. Marco LACCHINI

List 2

4. Beatrice LOMBARDINI

List 2

I, Notary Public, then provided the Meeting with details of the voting:

- 26 persons entitled to vote took part in the voting, representing 3,055,987,469 ordinary shares, corresponding to 52.787645% of the ordinary share capital, of which 34,316,803 were present in person and 3,021,670,666 by proxy.

3,055,985,216 ordinary shares were admitted to vote;

- 36,254,205 votes against all the lists presented, corresponding to 1.186334% of the share capital present and entitled to vote and 0.626238% of the ordinary share capital;
- 6,990,130 abstentions for all the lists presented, corresponding to 0.228736% of the share capital present and entitled to vote and 0.120744% of the ordinary share capital;
- 1 not voting for all the lists presented, corresponding to 0% of the share capital present and entitled to vote and 0% of the ordinary share capital.

In accordance with Article 135-*undecies* of the Consolidated Law on Finance, 2,253 shares, corresponding to 0.000074% of the shares represented at the Meeting, were not counted for the purpose of calculating the majority and the share capital needed to approve the resolution.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

Having returned to the floor, the Chairman thanked the outgoing Auditors for the valuable work they had done on behalf of the company. He then moved on to the voting on the fourth item on the agenda concerning the Determination of the remuneration due to the Board of Statutory Auditors, for each year in office.

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he put to the vote the proposal submitted by shareholder Fondazione Cassa di Risparmio di Verona Vicenza Belluno e Ancona setting the annual remuneration for the Chairman of the Board of Statutory Auditors at Euros 140,000 and for the Auditors at Euros 100,000, as well as an attendance fee of Euros 400.

He then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,944,711,075 votes for, corresponding to 96.358729% of the share capital present and entitled to vote and 50.865510% of the ordinary share capital.

Hence, the Chairman announced that the proposal had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 26 persons entitled to vote took part in the voting, representing 3,055,987,867 ordinary shares, corresponding to 52.787652% of the ordinary share capital, of which 34,316,803 were present in person and 3,021,671,064 by proxy.

3,055,987,867 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 2,944,711,075 votes for, corresponding to 96.358729% of the share capital present and entitled to vote and 50.865510% of the ordinary share capital;

- 62,498,671 votes against, corresponding to 2.045122% of the share capital present and entitled to vote and 1.079572% of the ordinary share capital;

- 36,193,120 abstentions, corresponding to 1.184335% of the share capital present and entitled to vote and 0.625182% of

the ordinary share capital;

- 12,585,001 not voting, corresponding to 0.411814% of the share capital present and entitled to vote and 0.217387% of the ordinary share capital;

- the total of votes accounted for 3,055,987,867 shares.

No share for which the Appointed Representative held a proxy was excluded from the voting pursuant to Article 135-undecies, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

Shareholder Luigi CHIURAZZI then took the floor in his capacity of Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders) and stated that he had abstained in the vote on the proposal presented by shareholder Fondazione Cassa di Risparmio di Verona Vicenza Belluno e Ancona on the fourth item on the agenda in the ordinary part as he had presented an

alternative proposal.

Given the closely related nature of items 5 and 6 on the agenda, the Chairman proposed that the points be dealt with together, notwithstanding the fact two distinct proposals would be put forward for resolution:

5. Appointment of the Directors necessary to complete the Board of Directors and authorisation of competing activities according to Sec. 2390 of the Italian Civil Code;

6. Restatement of the remuneration expected to the Directors for their activities carried out within the Board Committees and other Company bodies, per each year of office;

As the Directors' Report on these items had been filed in accordance with the law and included in the folder distributed to all those in attendance and sent to the shareholders who had requested it, the Chairman moved that, providing there were no objections, he not read out the full text and merely outline, using slides, the key points of proposal in question.

The Chairman's entire presentation has been annexed to these minutes.

He noted that the folder distributed to all those in attendance also contained the *curricula vitae* and the list of roles held by the candidates being put forward by the Board of Directors. Therefore, since there were no objections, he

proposed that the aforementioned documentation not be read out.

He then opened the floor to discussion, inviting all those wishing to speak to state their name and focus their remarks and questions on items 5 and 6 on the agenda, and to keep their contributions as succinct as possible, considering that it had been deemed appropriate to allocate no more than 10 minutes to each shareholder wishing to speak.

Mr Agostino CASSARA' then took the floor in his role as representative of Associazione dei Piccoli Azionisti di UniCredit, "Azione UniCredit", (the Association of Minority UniCredit Shareholders) and said the following:

"In terms of item 5), I shall merely make a single statement about voting for the directors. For the same reasons we abstained from appointing the Board of Statutory Auditors, we will also abstain from this vote because we have no idea who the candidates are and because of those unattainable thresholds that UniCredit needs to lower to the level we proposed if it wants to encourage minority shareholders.

Moving on to item 6, I can say that, for setting the compensation, repeating proves positive. I can indicate that Azione UniCredit is in favour of the proposal because it agrees with the reasons put forward by the Board regarding

increasing remuneration. However, I also find it necessary to recall the words I pronounced a year ago on agenda item 7 (Appointment of the Directors, after deciding their number, together with the determination on the length of their office). Let me read what I said: 'The Associazione dei Piccoli Azionisti di UniCredit, "Azione UniCredit" (the Association of Minority UniCredit Shareholders) learned from the 'Directors reports' proposed alongside the agenda, and from other documentation published on the corporate website, that the Bank has complied with the provisions of regulations issued by the Bank of Italy on 11 January 2012, in abidance with the Supervisory Provisions on banks' organisation and governance'. If I remember correctly, these provisions also envisage that corporate bodies should ensure adequate representation of the membership base on corporate bodies. It does not appear that either the outgoing Board of Directors, nor the major Italian or foreign shareholders have undertaken any initiative to guarantee the representation of popular shareholders (Article 47 of the Constitution), or employee shareholders (Article 46 of the Constitution), even though, overall, they represent a significant percentage, and have made personal sacrifices, most recently as part of the Euros 7.5 billion capital increase. On this most recent occasion,

the Bank contacted all small shareholders.' This was followed about a statement about how the Association would vote. The Association is thus waiting for an explicit indication on this matter from one of the major shareholders."

Shareholder Luigi CHIURAZZI then took the floor in his capacity as the Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders) and proposed the number of directors be reduced and their appointment be deferred.

The Chairman replied that reducing the number of directors was not on the agenda and that the proposal to defer their appointment would be put to the vote if the aforementioned candidates did not achieve the required majority.

The Chairman then indicated that discussion on this item was now closed and that voting would begin on the proposal to integrate the Board of Directors with three directors who would remain in office until the current mandate ended, that was, at the Shareholders' Meeting called to approve the Financial Statements for 2014. He asked all present to vote for the proposal if they agreed with the arguments outlined in the Directors' Report for item 5, given what was established by the Articles of Association for the composition and appointment methods for the Board of Directors and the

indications set out in the document entitled "Qualitative and quantitative profile for the UniCredit S.p.A. Board of Directors".

Thus, voting began on the candidates presented for the Board of Directors: Messrs Mohamed Ali Al Fahim, Giovanni Quaglia and Alexander Wolfgring.

Since the computer system meant it was possible for people intending to vote the same way for all the candidates to do so in a single vote using the voting terminal, the Chairman indicated that he would put the aforementioned candidates to the vote in a single vote to streamline the voting process. The vote registered using the voting terminal would be individually assigned to all the candidates being voted on. Anyone who wished to vote differently for the individual candidates could indicate that necessity to myself, Notary Public, by going to the specific "assisted voting station".

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the

Company's Articles of Association, he then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,899,638,187 votes for all the candidates, corresponding to 95.748600% of the share capital present and entitled to vote and 50.086943% of the ordinary share capital;

For candidate Al Fahim, 2,899,638,187 votes for, corresponding to 95.748600% of the share capital present and entitled to vote and 50.086943% of the ordinary share capital;

For candidate Quaglia, 2,899,638,187 votes for, corresponding to 95.748600% of the share capital present and entitled to vote and 50.086943% of the ordinary share capital;

For candidate Wolfgring, 2,899,638,187 votes for, corresponding to 95.748600% of the share capital present and entitled to vote and 50.086943% of the ordinary share capital.

Therefore, the Chairman announced that, in compliance with the provisions of law and the Articles of Association, Messrs Al Fahim, Quaglia and Wolfgring had been elected. He then congratulated all of them on their election, singling out Mr Wolfgring as he was joining the Board of Directors on that

day.

The details of the voting are indicated below:

- 26 persons entitled to vote took part in the voting, representing 3,028,387,035 ordinary shares, corresponding to 52.310888% of the ordinary share capital, of which 6,715,970 were present in person and 3,021,671,065 by proxy.

3,028,387,035 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 68,881,041 votes against all the candidates, corresponding to 2.274512% of the share capital present and entitled to vote and 1.189818% of the ordinary share capital;

- 47,282,806 abstentions as regards all the candidates, corresponding to 1.561320% of the share capital present and entitled to vote and 0.816740% of the ordinary share capital;

- 12,585,001 not voting, corresponding to 0.415568% of the share capital present and entitled to vote and 0.217387% of the ordinary share capital.

No share for which the Appointed Representative held a proxy was excluded from the voting pursuant to Article 135-undecies, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

The Chairman, having returned to the floor, called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he put to the vote the proposal to authorise the newly elected Directors to undertake competing activities pursuant to Section 2390 of the Italian Civil Code.

He then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,899,635,644 votes for, corresponding to 95.748516% of the share capital present and entitled to vote and 50.086899% of the ordinary share capital.

The Chairman announced that the proposal had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 26 persons entitled to vote took part in the voting, representing 3,028,387,035 ordinary shares, corresponding to 52.310888% of the ordinary share capital, of which 6,715,970 were present in person and 3,021,671,065 by proxy.

3,028,387,035 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 2,899,635,644 votes for, corresponding to 95.748516% of the share capital present and entitled to vote and 50.086899% of the ordinary share capital;

- 68,881,042 votes against, corresponding to 2.274513% of the share capital present and entitled to vote and 1.189818% of the ordinary share capital;

- 47,283,849 abstentions, corresponding to 1.561354% of the share capital present and entitled to vote and 0.816758% of the ordinary share capital;

- 12,586,500 not voting, corresponding to 0.415617% of the

share capital present and entitled to vote and 0.217413% of the ordinary share capital;

- the total of votes accounted for 3,028,387,035 shares.

No share for which the Appointed Representative held a proxy was excluded from the voting pursuant to Article 135-*undecies*, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

The Chairman was about to put the proposal on agenda item 6 to the vote when Shareholder Luigi CHIURAZZI asked to speak briefly in his capacity as the Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders) so that he could indicate that he was against the changed compensation, albeit only for Board committees.

The Chairman then moved onto the voting on the proposal concerning the restatement of the remuneration expected to the

Directors for their activities carried out within the Board Committees and other Company bodies, for each year in office.

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he put to the vote the proposal to increase, from Euros 1,235,000 to Euros 1,343,000, the annual amount assigned to the Directors for their participation to Board Committees and other Company bodies, leaving the attendance fee at Euros 400.

He then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman then stated that the results were as follows:

- 2,840,780,874 votes for, corresponding to 93.805080% of the share capital present and entitled to vote and 49.070271% of the ordinary share capital.

The Chairman announced that the proposal had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 26 persons entitled to vote took part in the voting, representing 3,028,387,035 ordinary shares, corresponding to 52.310888% of the ordinary share capital, of which 6,715,970 were present in person and 3,021,761,065 by proxy.

3,028,387,035 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 2,840,780,874 votes for, corresponding to 93.805080% of the share capital present and entitled to vote and 49.070271% of the ordinary share capital;

- 150,262,691 votes against, corresponding to 4.961806% of the share capital present and entitled to vote and 2.595565% of the ordinary share capital;

- 24,758,469 abstentions, corresponding to 0.817546% of the share capital present and entitled to vote and 0.427666% of the ordinary share capital;

- 12,585,001 not voting, corresponding to 0.415568% of the share capital present and entitled to vote and 0.217387% of the ordinary share capital;

- the total of votes accounted for 3,028,387,035 shares.

No share for which the Appointed Representative held a proxy

was excluded from the voting pursuant to Article 135-undecies, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

The Chairman then took the floor again and, given the closely related nature of items 7, 8 and 9 on the agenda, proposed that the following points be dealt with together, although there would be three distinct proposals to vote on:

7. 2013 Group Compensation Policy

8. 2013 Group Incentive System

9. 2013 UniCredit Group Employee Share Ownership Plan

As there were no objections to the proposal, the Chairman invited the CEO to briefly illustrate the key elements of the proposal, using slides, in view of the fact that the folders containing the Directors' Reports and the Group Compensation Policy had been distributed to all participants and sent in good time to all shareholders who had requested them, as well

as being published on the Company's website and made available at the Bank's Registered Office and Head Office pursuant to the terms and conditions established by law. He noted that the Group Compensation Policy included the "2013 Group Incentive System" and the "UniCredit Group Employee Share Ownership Plan 2013" disclosure being put to the Meeting for approval, and the Annual Compensation Report.

Furthermore, he added that, when the Bank of Italy had granted approval for the changes to the Articles of Association to be put to the Meeting later during the extraordinary session, it had requested, as part of its approval, that certain information be brought to the attention of the Meeting, which the CEO would do during his presentation.

The CEO then took the floor and, using slides, presented the Board of Directors' proposals on the agenda items to the Meeting. Specifically, he provided the information referred to earlier by the Chairman by reading slide 10 of the presentation. The text of this is included below:

"In a letter dated 7 May 2013 that was a reply to UniCredit's letter of 7 February, the Bank of Italy approved the amendments to the Articles of Association tied to the 2013 Incentive System, as approved by the Board on 29 January 2013. As part of the continuing process to ensure compensation

systems comply with legal and regulatory requirements, the Bank of Italy formalised certain key elements that the Shareholders' Meeting had to be informed about, specifically:

- use of suitable performance indicators adjusted for risk and with the one-off and merely valuation components systematically removed. Such indicators must take into account group results also when defining the amount of the compensation for top management at foreign subsidiaries and ensure substantive compliance with the principle of symmetry between results achieved and incentives;

- formalisation of the Board of Directors' discretionary powers through a robust process to enable the Board to correct the performance evaluation metrics in the case of "exceptional events", identifying objective criteria in advance that set the limits and terms governing the Board's use of its discretionary powers;

- identification of "key personnel", defined both by reviewing the current threshold of Euros 500 thousand for variable compensation and by ensuring, for all risk takers (including CIB Division employees) the comprehensive application of the Group rules for variable compensation;

- definition of compensation rules for the Chief Risk Officer (CRO) and the Manager appointed to draft the accounting

documents (CFO) that set out a notable reduction in the percentage of variable compensation compared to the total pay-out.

These elements had already been reviewed by the Board on 15 March past and will be assessed during the implementation of the system, including in the light of any changes in the regulations or European and Italian market practices. The 2014 AGM will be properly informed of any changes.

Finally, with a view to the future, the Bank of Italy looked favourably on the project to revise the 2014 incentive system using a "bonus pool" approach. This will be put to the Ordinary Shareholders' Meeting next year, on the basis of a proposal from UniCredit's Board of Directors following a favourable opinion from the Remuneration Committee and having informed the Board of Statutory Auditors and the relevant control functions."

The Chairman then took the floor again and, for agenda item 7, asked the Meeting to take the following decisions:

"Dear Shareholders, if you agree with the above proposal, you are invited to approve the proposal on agenda item 7 and thus to adopt the following resolution:

"The Ordinary Shareholders' Meeting of UniCredit S.p.A., having heard the Directors' proposal and having acknowledged

the information provided to the Meeting at the request of the Bank of Italy

resolves

to approve the Group Compensation Policy and the Compensation Report as contained in the attached document which forms an integral part of the Directors' Report, in order to define the principles and standards which UniCredit shall apply and reflect in its design, implementation and monitoring of compensation practices across the entire organisation."

In terms of the proposal for agenda item 8, he asked the Meeting to pass the following resolutions:

"The Ordinary Shareholders' Meeting of UniCredit S.p.A., having heard the Directors' proposal and having acknowledged the information provided to the Meeting at the request of the Bank of Italy,

resolves

1. to adopt the 2013 Group Incentive System which provides for the allocation of an incentive in cash and/or UniCredit free ordinary shares, to be performed by May 2018, to selected UniCredit Group employees in the manner and terms described above;

2. to confer to the Chairman and to the Chief Executive Officer, also separately, every opportune power of attorney to

implement the present resolution and the documents which represent part of it, also rendering any amendments and/or integrations which should be necessary to enact the present deliberations of today's Shareholders' Meeting (not changing substantially the content of the resolutions) in order to comply with any provisions of rules and regulations in countries where Group companies are located."

In terms of the proposal for agenda item 9, he asked the Meeting to pass the following resolutions:

"The Ordinary Shareholders' Meeting of UniCredit S.p.A., having heard the Directors' proposal,

resolves

1. to adopt the "UniCredit Group Employee Share Ownership Plan 2013" aiming at offering all employees of the Group the possibility to invest in UniCredit shares at favourable conditions;

2. to give to the Chairman and/or to the Chief Executive Officer, respectively, any relevant power of attorney to enact today's resolution and to make all possible changes and/or integrations to the "UniCredit Group Employee Share Ownership Plan 2013" (not changing substantially the content of the resolutions) which should be necessary to carry out what was resolved, also in order to comply with every legal and

regulatory provisions applied from time to time in the participating countries in which the Group companies are based."

He then opened the floor to discussion, inviting all those wishing to speak to state their name and focus their remarks and questions on items 7, 8 and 9 on the agenda, and to keep their contributions as succinct as possible, considering that it had been deemed appropriate to allocate no more than 10 minutes to each shareholder wishing to speak.

Shareholder Luigi CHIURAZZI took the floor in his capacity as the Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders). After criticising the Bank of Italy, he expressed the need to develop a cost cutting policy.

He objected to the policy of distributing shares as stock options and grants, arguing that shares should only be given to shareholders. Staff should be remunerated with money and not shares. He asked that his statements be minuted and CONSOB and the Bank of Italy be informed.

Mr Agostino CASSARA' then took the floor in his role as representative of Associazione dei Piccoli Azionisti di UniCredit, "Azione UniCredit" (the Association of Minority UniCredit Shareholders) and said the following:

"It is only possible to agree with the key principles summarised in the "Directors' Reports and proposals concerning the items on the agenda" in relation to "2013 Group Compensation Policy". Yet, there is one principle - the overarching principle that should rule above all others - that is missing for all us employee and ex-employee shareholders.

The principle is as follows: variable remuneration must not include, for any managerial position, any increases tied to cutting jobs (for leaving the company involuntarily, for removing individuals for non-disciplinary reasons or collective redundancies, for selling going concerns to companies outside the UniCredit Group) and/or to reducing compensation.

The underlying ethical reason for this overarching principle is something we would like to clearly highlight: nobody must be rewarded on the backs of those employees who have been removed from the productive cycle in any way.

A wish. The document - 2013 Group Compensation Policy - is 50 pages long, filled with verbose and often incomprehensible passages (at least for me and those at "Azione UniCredit") that, the more one explores them, the more opaque become the mechanisms linking compensation and performance. This does nothing except raise suspicion and make one uneasy. Given the

current economic situation, it would be best to remove all of these.

Notwithstanding our position on the overarching principle above, would it not be possible to pay a good, honest, simple working class woman to detail, in 4-8 pages, the principles underlying the Group compensation policy? She could indicate what those 1,117 (or whatever the figure is this year) employees received in fixed and variable compensation, as per the Financial Statements put to the shareholders for approval. She could also express what they might receive for the following year, indicating a clear minimum in numbers and an absolute maximum for the variable compensation. She could even provide details of the ratio between what these people get (fixed and variable) compared to the average compensation and the lowest levels of compensation received by employees.

Now, until such time as the overarching principle mentioned above has come into being, the Association can do nothing else but vote against approving the proposal.

Let me end with a question. The contracts for bankers - renewed in January 2012 for professionals and managers and in February for senior managers and executives - instituted an employment fund to encourage the creation of new full-time positions.

The fund receives money from all employees, including executives, on the basis of one day's pay.

For top management - those whose fixed salaries are equal to or in excess of Euros 300,000 a year - there is a further contribution of 4% of the fixed component.

Given the letter sent by the Chairman of the Italian Banking Association (ABI) to all bank top managers, we would like to know how many top managers in the UniCredit Group were supposed to have paid the 4% and how many actually did.

In terms of agenda item 8 - "2013 Group Incentive Systems" - we will also be voting against the proposal, for the same reasons outlined in relation to item 7.

By contrast, for the employee share ownership plan,, Associazione dei Piccoli Azionisti di UniCredit (APAU) - "Azione UniCredit" firmly believes in the "access of popular savings..... to directly cultivated property and indirect investment in the shares of the large production complexes of the country." (Art. 47, Italian Constitution). As such, the Association obviously supports the goal of increasing the sense of belonging to the Group and of encouraging all employees, without exception, to seek ever more ambitious targets for the company. As is well known from our statements at previous Meetings, Azione UniCredit firmly believes in

returning to the payment of company bonuses in shares for all Group employees, of incentive systems and of offering discounted plans for investing in shares.

On the basis of what I have just said, Azione UniCredit strongly supports the "2013 Group Employee Share Ownership Plan" and will this vote in favour of it. We also support the option mentioned, but requiring trade union agreement, for Italian employees to use a share of the company bonus for the "Let's Share 2013" plan. Thank you."

CEO GHIZZONI clarified that the payment is made by the company, which then gets the money from the employee. For the specific matter in hand, UniCredit was waiting for technical details on how to make the payment, which would be in the region of Euros 400 thousand. The process of finding out who was voluntarily adhering to this was still underway. He did, though, note that a list of those involved and the number of people making the payment would not be provided as this was confidential information since it was voluntary.

Mr Cassarà noted that he was not entirely satisfied with the information provided by Mr Ghizzoni on this point.

The Chairman then took the floor again and declared the discussion closed. He then moved on to the voting on agenda item 7.

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he put to the vote the proposal to approve the 2013 Group Compensation Policy and the Compensation Report.

He then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,735,871,390 votes for, corresponding to 91.854400% of the share capital present and entitled to vote and 47.258115% of the ordinary share capital.

Hence, the Chairman announced that the proposal had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 25 persons entitled to vote took part in the voting,

representing 2,978,487,035 ordinary shares, corresponding to 51.448940% of the ordinary share capital, of which 6,715,970 were present in person and 2,971,771,065 by proxy.

2,978,487,035 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the meeting;

- 2,735,871,390 votes for, corresponding to 91.854400% of the share capital present and entitled to vote and 47.258115% of the ordinary share capital;

- 46,209,785 votes against, corresponding to 1.551452% of the share capital present and entitled to vote and 0.798205% of the ordinary share capital;

- 183,820,859 abstentions, corresponding to 6.171619% of the share capital present and entitled to vote and 3.175232% of the ordinary share capital;

- 12,585,001 not voting, corresponding to 0.422530% of the share capital present and entitled to vote and 0.217387% of the ordinary share capital;

- the total of votes accounted for 2,978,487,035 shares.

No share for which the Appointed Representative held a proxy was excluded from the voting pursuant to Article 135-undecies, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be

annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

The Chairman took the floor again and moved on to the voting for agenda item 8.

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he put to the vote the proposal to approve the 2013 Group Incentive System.

He then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,753,751,556 votes for, corresponding to 92.454710% of the share capital present and entitled to vote and 47.566968% of the ordinary share capital.

Hence, the Chairman announced that the proposal had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 25 persons entitled to vote took part in the voting, representing 2,978,487,035 ordinary shares, corresponding to 51.448940% of the ordinary share capital, of which 6,715,970 were present in person and 2,971,771,065 by proxy.

2,978,487,035 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 2,753,751,556 votes for, corresponding to 92.454710% of the share capital present and entitled to vote and 47.566968% of the ordinary share capital;

- 32,386,258 votes against, corresponding to 1.087339% of the share capital present and entitled to vote and 0.559425% of the ordinary share capital;

- 179,764,220 abstentions, corresponding to 6.035421% of the share capital present and entitled to vote and 3.105160% of the ordinary share capital;

- 12,585,001 not voting, corresponding to 0.422530% of the share capital present and entitled to vote and 0.217387% of the ordinary share capital;
- the total of votes accounted for 2,978,487,035 shares.

No share for which the Appointed Representative held a proxy was excluded from the voting pursuant to Article 135-*undecies*, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

The Chairman took the floor again and moved on to the voting for agenda item 9.

He called on any shareholders who might have moved away from their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98,

Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he put to the vote the proposal to approve the 2013 UniCredit Group Employee Share Ownership Plan.

He then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,874,821,084 votes for, corresponding to 97.349360% of the share capital present and entitled to vote and 49.658265% of the ordinary share capital.

Hence, the Chairman announced that the proposal had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 24 persons entitled to vote took part in the voting, representing 2,953,097,046 ordinary shares, corresponding to 51.010366% of the ordinary share capital, of which 6,715,970 were present in person and 2,946,381,076 by proxy.

2,953,097,046 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 2,874,821,084 votes for, corresponding to 97.349360% of the share capital present and entitled to vote and 49.658265% of the ordinary share capital;
- 37,695,468 votes against, corresponding to 1.276472% of the share capital present and entitled to vote and 0.651133% of the ordinary share capital;
- 27,995,492 abstentions, corresponding to 0.948004% of the share capital present and entitled to vote and 0.483581% of the ordinary share capital;
- 12,585,002 not voting, corresponding to 0.426163% of the share capital present and entitled to vote and 0.217387% of the ordinary share capital;
- the total of votes accounted for 2,953,097,046 shares.

No share for which the Appointed Representative held a proxy was excluded from the voting pursuant to Article 135-*undecies*, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments

would be included in the Meeting minutes.

The Chairman declared the ordinary session of the agenda closed, and moved on to the issues on the Shareholders' Meeting agenda in extraordinary session.

A total of 2,953,097,046 ordinary shares - corresponding to 51.010366% of ordinary share capital - were now represented in the room by 24 persons with voting rights on their own behalf or by proxy. Of those, 8 voting rights holders were in attendance on their own behalf, and 1,864 voting rights holders were represented by proxy.

Of the voting rights holders represented by proxy, 8 had, pursuant to Article 135-undecies of Legislative Decree no. 58/98, been granted to the Company's Appointed Representative.

The Shareholders' Meeting was duly attended and valid, in extraordinary session, to resolve on the items on the agenda pursuant to the law and the Articles of Association.

Having been informed beforehand about the proposals submitted to the today's Shareholders' Meeting for approval and the resulting amendments to the Articles of Association, the Bank of Italy had issued its own assessment pursuant to Article 56 of Legislative Decree no. 385/93 (Consolidated Banking Act) on 7 May 2013.

The Chairman moved on to the first item on the agenda in

extraordinary session.

**1. Amendments to Clauses 5, 6, 10, 11, 12, 14, 20, 30 and 32
of the Articles of Association**

As the Directors' Report on these items had been filed in accordance with the law and included in the folder distributed to all those in attendance and sent to the shareholders who had requested it (along with a table providing a comparative view of the current Articles of Association and the proposed changes), the Chairman moved that, providing there were no objections, the full text not be read out and that the Chief Executive Officer take the floor to outline, using slides, the key points of the proposal in question.

The CEO was about to present the proposal when shareholder Luigi CHIURAZZI proposed that this presentation be omitted since the shareholders were adequately informed about the agenda item in question.

The Shareholder' Meeting unanimously approved the proposal.

The proposed resolution concerning item 1 on the agenda in the extraordinary session and the new text for Clauses 5, 6, 10, 11, 12, 14, 20, 30 and 32, as proposed at the Meeting, are included below:

"Dear Shareholders,

If you agree with the contents and arguments presented in the

Directors' Report above, then we ask you to approve the following resolutions:

1. to approve the amendment to paragraph 4 of Clause 5, the cancellation of current paragraphs 9, 10, 11 and 12 of Clause 6, with the consequent renumbering of the following paragraphs 13, 14, 15, 16, 17, and 18 respectively as paragraphs 9, 10, 11, 12, 13 and 14, the amendment to Clause 10, the amendment to paragraph 2 of Clause 11, the amendment to Clause 12, the amendment to Clause 14, the amendment to paragraph 6 of Clause 20, the amendment to paragraph 5 of Clause 30 and the amendment to paragraph 2 of Clause 32 as per the texts in the Directors' Report made available to all attending the Meeting;
2. to grant the Chairman and Chief Executive Officer, also severally, all the necessary powers, including the power to sub-delegate to management personnel, to act within the law in order to implement the resolutions above, to file and register them pursuant to the requirements of law, and to do whatever else may be necessary for the implementation of the above resolutions, giving explicit approval and ratification in advance;
3. to authorise the Chairman and the Chief Executive Officer, also severally, to register the Articles of Association, as above updated, with the Register of Companies (Registro delle

Imprese)."

"Clause 5

1. The Bank's share capital, fully subscribed and paid-up, amounts to Euro 19,654,856,199.43 and is divided into 5,791,633,617 shares without nominal value, in turn made up of 5,789,209,719 ordinary shares and 2,423,898 savings shares.

2. Ordinary shares are registered shares.

3. No one entitled to vote may vote, for any reason whatsoever, for a number of Bank shares exceeding five per cent of share capital bearing voting rights, to this end, the global stake held by the controlling party, (be it a private individual, legal entity or company), all direct and indirect subsidiaries and affiliates has been taken into consideration; those shareholdings included in the portfolios of mutual funds managed by subsidiaries or affiliates have not, on the other hand, been taken into consideration. Control, including with regard to parties other than companies, emerges in the situations provided for by Article 2359, first and second paragraph, of the Italian Civil Code. Control whereby significant influence is exercised is regarded to be present in the situations provided for by Clause 23, second paragraph, of Legislative Decree no. 385 dated September 1, 1993 (Consolidation Act for Laws Relating to Banking and Lending

Activities). An affiliation emerges in the situations referred to in Article 2359, third paragraph, of the Italian Civil Code, for the purposes of computing the stake held, those shares held through custodian companies and/or intermediaries and/or those shares whose voting rights are assigned for any purpose or reason to a party other than their owner, are also taken into consideration. In the event of the above provisions being breached, any shareholders resolution carried may be impugned pursuant to the provisions of Article 2377 of the Italian Civil Code, where the majority required would not have been reached without this breach. Those shares whose voting rights may not be exercised are in any event computed in order for the Meeting to be properly formed.

4. Share capital may be increased by way of a shareholders' resolution, also according to Article 2441, fourth paragraph, second period, of the Italian Civil Code, through the issuance of shares bearing various rights, in conformity to legal requirements. Specifically, the Meeting may resolve upon the issuance of savings shares bearing the features and rights provided for by prevailing laws and by these Articles of Association.

5. Resolutions carried for the issuance of new savings and/or ordinary shares at the time of a capital increase or the

conversion of shares of another class that have already been issued, do not require the approval of a Special Meeting of Savings Shareholders.

6. The Special Meeting of Shareholders may resolve upon the allocation of earnings to the employees of the Bank or subsidiaries, in conformity to prevailing laws."

"Clause 6

1. In partial exercise of powers conferred by the Extraordinary Shareholders' Meeting held on May 4, 2004 pursuant to Article 2443 of the Italian Civil Code, the Board of Directors passed a resolution on July 22, 2004 to increase capital by a maximum amount of Euro 7,284,350 corresponding to a maximum number of 14,568,700 ordinary shares of Euro 0.50 each, passing another resolution on November 18, 2005 to increase capital by a maximum amount of Euro 20,815,000 corresponding to a maximum number of 41,630,000 ordinary shares of Euro 0.50 each, to be used to exercise a corresponding number of subscription rights reserved for the Executive Personnel of UniCredit S.p.A. and the other Group Banks and Companies who hold positions which are significant in terms of achieving the overall objectives of the Group, and passing another resolution on December 15, 2005 to increase capital by a maximum amount of Euro 750,000 corresponding to a

maximum number of 1,500,000 ordinary shares of Euro 0.50 each.

The aforementioned rights can be exercised from 2008 until 2017 according to the criteria and in the periods identified by the Board of Directors.

2. The Board of Directors, in partial exercise of the powers received as per Article 2443 of the Italian Civil Code from the Extraordinary Shareholders' Meeting of May 12, 2006, has resolved, on June 13, 2006 to increase the share capital of a maximum nominal amount of Euro 14,602,350 corresponding to a maximum number of 29,204,700 ordinary shares having a value of Euro 0.50 each, on July 1, 2006 to increase the share capital of a maximum nominal amount of Euro 45,150 corresponding to a maximum number of 90,300 ordinary shares having a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be exercised from 2010 until 2019 according to the criteria and in the periods identified by the Board of Directors.

3. The Board of Directors, in partial exercise of the powers received, as per Article 2443 of the Italian Civil Code, from

the Extraordinary Shareholders' Meeting of May 10, 2007, has resolved on June 12, 2007 to increase the share capital of a maximum nominal amount of Euro 14,904,711.50 corresponding to a maximum number of 29,809,423 ordinary shares with a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be exercised from 2011 until 2017 according to the criteria and in the periods identified by the Board of Directors.

4. The Board of Directors, in partial exercise of the powers received, as per Article 2443 of the Italian Civil Code, from the Extraordinary Shareholders' Meeting of May 8, 2008, resolved on June 25, 2008 to increase the share capital of a maximum nominal amount of Euro 39,097,923 corresponding to a maximum number of 78,195,846 ordinary shares with a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and companies of the Group, who hold positions considered highly relevant for the attainment of the overall

Group targets. The aforementioned rights can be exercised from 2012 until 2018 according to the criteria and within the periods identified by the Board of Directors.

5. Capital increases resolved under the compensation policy, as provided for by the paragraphs above, are increased by an additional amount of no more than Euro 3,645,855.50 corresponding to no more than 7,291,711 ordinary share following the application of the AIAF adjustment factors as a consequence of the capital transaction resolved on by the Extraordinary Shareholders' Meeting on November 16, 2009.

6. The Board of Directors, in partial exercise of the powers received, as per Article 2443 of the Italian Civil Code, from the Extraordinary Shareholders' Meeting of April 22, 2010, resolved on March 22, 2011, to increase the share capital of a maximum nominal amount of Euro 42,114,682 corresponding to a maximum number of 84,229,364 ordinary shares with a value of Euro 0.50 each, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and Companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be exercised as of the year following the 3 year performance period (2011-

2013) and until 2020 according to the criteria and within the periods identified by the Board of Directors.

7. Capital increases resolved under the compensation policy, as provided for by the paragraphs above, are further increased, taking into account of the reverse split approved by the Extraordinary Shareholders' Meeting on December 15, 2011 and executed on December 27, 2011, by an amount of no more than Euro 46,483,590 corresponding to no more than 9,296,718 ordinary shares following the application of the AIAF adjustment factors as a consequence of the capital transaction resolved on by the Extraordinary Shareholders' Meeting on December 15, 2011.

8. The Board of Directors, in partial exercise of the powers received, as per Article 2443 of the Italian Civil Code, from the Extraordinary Shareholders' Meeting of April 29, 2011, resolved on March 27, 2012, to increase the share capital of a maximum amount of Euro 46,114,455 corresponding to a maximum number of 9,222,891 ordinary shares, at the service of the exercise of a corresponding number of subscription rights to be granted to the Management of UniCredit S.p.A., as well as of the other Banks and Companies of the Group, who hold positions considered highly relevant for the attainment of the overall Group targets. The aforementioned rights can be

exercised as of the year following the 4 year performance period (2012-2015) and until 2022 according to the criteria and within the periods identified by the Board of Directors.

9. The Board of Directors has the power, under the provisions of section 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated April 29, 2011, to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum nominal amount of Euro 103,000,000 corresponding to up to 206,000,000 ordinary shares of par value Euro 0.50 each, to be granted to employees of UniCredit S.p.A. and of Group banks and companies. The maximum number of free ordinary shares to be issued as an application of the power granted to the Board of Directors is integrated, taking into account the reverse split approved by the Extraordinary Shareholders' Meeting on December 15, 2011 and executed on December 27, 2011, by an additional amount of no more than no. 10,677,019 ordinary shares following the application of the AIAF adjustment factors as a consequence of the capital transaction resolved on by the Extraordinary Shareholders' Meeting on December 15, 2011.

10. The Board of Directors has the power, under the provisions of section 2443 of the Italian Civil Code, to resolve, on one

or more occasions for a maximum period of five years from the shareholders' resolution dated April 29, 2011, to carry out a financed capital increase with exclusion of option rights, as allowed by section 2441.8 of the Italian Civil Code, to service the exercise of rights to be issued by Board of Directors for the subscription of a maximum nominal amount of 68,000,000 ordinary shares corresponding to a maximum nominal amount of € 34,000,000, to be granted to employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives. The maximum number of financed ordinary shares to be issued as an application of the power granted to the Board of Directors is integrated, taking into account the reverse split approved by the Extraordinary Shareholders' Meeting on December 15, 2011 and executed on December 27, 2011, by an additional amount of no more than Euro 17,622,265 corresponding to maximum no. 3,524,453 ordinary shares following the application of the AIAF adjustment factors as a consequence of the capital transaction resolved on by the Extraordinary Shareholders' Meeting on December 15, 2011.

11. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve, on one

or more occasions for a maximum period of five years starting from the shareholders' resolution dated April 22, 2010, to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum nominal amount of Euro 29,500,000 corresponding to up to 59,000,000 ordinary shares of par value Euro 0.50 each, to be granted to employees of UniCredit S.p.A. and of Group banks and companies. The maximum number of free ordinary shares to be issued as an application of the power granted to the Board of Directors is integrated, taking into account the reverse split approved by the Extraordinary Shareholders' Meeting on December 15, 2011 and executed on December 27, 2011, by an additional amount of no more than no. 44,183 ordinary shares following the application of the AIAF adjustment factors as a consequence of the capital transaction resolved on by the Extraordinary Shareholders' Meeting on December 15, 2011.

12. Once the time periods for the capital increases resolved on through incentive/compensation plans have expired, the share capital shall be deemed to have increased by the amount subscribed as of the respective dates indicated therein.

13. The reverse split approved by the Extraordinary Shareholders' Meeting on December 15, 2011 and executed on December 27, 2011 should be taken into account when

determining the maximum amount of shares to be issued in any capital increases carried out pursuant to the preceding paragraphs and for the purpose of the execution of the incentive plans from time to time approved by the Company, without prejudice to the maximum aggregate amount set for those increases.

14. The Board of Directors has the power, under the provisions of Article 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated May 11, 2012, to carry out a free capital increase, as allowed by Article 2349 of the Italian Civil Code, for a maximum amount of Euro 202,603,978.15 corresponding to up to 59,700,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives."

"Clause 10

1. The Meeting is convened in accordance with legal and regulatory requirements via a notice published on the Company's web site and through other channels provided for under prevailing laws and regulatory provisions."

"Clause 11

1. The Agenda of the Meeting is established in accordance with legal requirements and these Articles of Association by whoever exercises the power to call a meeting.

2. The right to amend the Agenda and to submit resolution proposals upon the items already on the Agenda may be exercised, in the situations, methods and time limits indicated in current regulations, by shareholders who individually or collectively represent at least 0.50% of share capital."

"Clause 12

1. Meetings of Shareholders are held in a single call. The Board of Directors can establish that the Meeting of Shareholders be held in more than one call. The majorities established by the prevailing laws shall be adopted."

"Clause 14

1. Those who hold voting rights may arrange to be represented in the Meeting, in accordance with the provisions of prevailing legislation.

2. The delegation of voting rights may be granted also by means of a document in electronic format with a digital signature in accordance with the provisions of prevailing legislation and notified to a specific email address of the Company as pointed out in the notice of the Meeting or

alternately through other methods as provided for under legal and regulatory provisions in force.”

"Clause 20

1. The Board of Directors is composed of between a minimum of nine and a maximum of twenty-four members. The composition of the Board of Directors must ensure the balance between the genders.

2. The members of the Board of Directors must meet the experience and integrity requirements laid down by prevailing regulations and other laws.

3. In addition, at least three Directors must meet the independence requirements established for statutory auditors by Legislative Decree No. 58 of February 24, 1998, and a number of Directors equal to the one provided for by the Code on Corporate Governance for Listed Companies must possess the independence requirements established by the Code itself. The independence requirements established by Legislative Decree No. 58 of February 24, 1998 and those specified by the Code on Corporate Governance for Listed Companies may be cumulative for the same person.

4. The Directors' term in office spans three operating years, except where a shorter term is established at the time they are appointed, and ends on the date of the Shareholders'

Meeting convened for the approval of the accounts relating to the last operating year in which they were in office.

5. The Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by legitimate parties in which candidates must be listed using a progressive number. Each list must introduce a number of candidates belonging to the least represented gender such as to ensure abidance by the balance between genders at least in the minimum quantity required by the provisions, also of a regulatory nature, in being.

6. In order to be valid, the lists must be filed at the Registered Office or the Head Office, also through long distance communication means and in accordance with the manner indicated in the notice of the Meeting which allows the identification of the parties that are doing the filing, no later than the twenty-fifth day prior to the date of the Shareholders' Meeting and must be made available to the public at the Registered Office, on the Company's web site and through other channels provided for under prevailing laws at least twenty-one days prior to the date of the Shareholders' Meeting. Each legitimate party may submit or contribute to the submission of only one list and, similarly, each candidate may only be included on one list, on penalty of ineligibility.

Those legitimate parties who individually or collectively with others represent at least 0.5% of share capital in the form of ordinary shares with voting rights at ordinary Shareholders' Meetings are entitled to submit lists.

7. The ownership of the minimum number of shares required for filing lists is calculated with regard to the shares registered to each individual shareholder, or to multiple shareholders combined, on the day on which the lists are submitted to the Company. Ownership of the number of shares necessary for filing lists must be proven pursuant to the prevailing laws; such proof can even be submitted to the Company during or after the time when the lists are filed provided that this occurs prior to the deadline for when the Company must make the lists public.

8. By the deadline indicated in paragraph 6 above, legitimate parties who filed lists must file the following together with each list any such further document and declaration required by provisions, also of a regulatory nature, in being at the time as well as:

- the information on those who filed lists with information on the total percentage of equity investment held;
- information on the personal and professional characteristics of the candidates indicated on the list;

- a statement whereby the individual candidates irrevocably accept the position (subject to their appointment) and attest, under their responsibility, that there are no reasons for their ineligibility or incompatibility respect to candidacy, and that they meet the experience and integrity requirements provided for by current regulatory and other provisions;

- a statement that the independence requirements dictated by these Articles of Association have been met.

Any list that does not meet the above requirements shall be deemed to have not been filed.

9. All those entitled to vote may only vote for one list.

10. The election of Members of the Board of Directors shall proceed as follows:

- a) from the list obtaining the majority of votes cast shall be taken - in the consecutive order in which they are shown on the list - as much Directors as to be appointed, decreased of one Director - if the Board of Directors consists in a number lower or equal to 20 members - or decreased of two Directors - if the Board of Directors consists in a number higher than 20 members. The remaining Directors shall be taken - in the consecutive order in which they are shown on the list - from the minority list receiving the highest votes;

- b) if the majority list doesn't reach a sufficient number of

candidates for the election of the number of Directors to be appointed - following the mechanism pointed out under the previous lett. a) - all the candidates from the majority list shall be appointed and the remaining Directors shall be taken from the minority list receiving the highest votes, in the consecutive order in which they are shown on the such list;

c) if the minority list receiving the highest votes doesn't reach a sufficient number of candidates for the election of the number of Directors to be appointed the remaining Directors shall be taken in succession from the further minorities lists receiving the highest votes, always in the order in which they are shown on the lists;

d) if the number of candidates included on the majority as well as minorities lists submitted is less than the number of the Directors to be elected, the remaining Directors shall be elected by a resolution passed by the Shareholders' Meeting by a relative majority ensuring the abidance by the independence and balance between genders principles established by the provisions, also of a regulatory nature, in being. If there is a tie vote between several candidates, a run-off will be held between these candidates by means of another vote at the Shareholders' Meeting;

e) if only one list or no list is filed, the Shareholders'

Meeting shall deliberate in accordance with the procedures set forth in item d) above;

f) if the minimum necessary number of independent Directors and/or of Directors belonging to the least represented gender is not elected, the Directors of the most voted list who have the highest consecutive number and do not meet the requirements in question shall be replaced by the subsequent candidates, who meet the necessary requirement or requirements, taken from the same list. Should it prove impossible, even applying said criterion, to single out Directors possessing said requirements, the above substitution criterion will apply to the minorities lists receiving the highest votes from which the candidates elected have been taken;

g) if, even applying the substitution criteria given in the previous lett. f), suitable substitutions have not been found, the Shareholders' Meeting shall resolve by a relative majority. In such circumstances the substitutions shall be effected beginning from the progressively most voted lists and from the candidates bearing the highest progressive number.

11. In the event of a Director dying, leaving office or failing to hold it for any other reason or where his term in office is lapsed or losing for any other reason the experience

or integrity requirements, the Board of Directors can take steps to co-opt a Director, taking into proper account the right of minority interests to be represented. In the above cases, should the minimum number of independent Directors fall below the level established by the Articles of Association and/or should the number of Directors belonging to the least represented gender fall below the level established by law, the Board of Directors shall provide for their replacement.

12. For the appointment of Directors that need to be added to the Board of Directors, resolutions of the Meeting of Shareholders shall be by relative majority, ensuring abidance by the criteria of independence and balance between genders established by the provisions, also of a regulatory nature, in being."

"Clause 30

1. The General Meeting of Shareholders appoints five permanent Statutory Auditors, from whom the Chairman. Moreover it appoints four stand-in Statutory Auditors. The membership of the Board of Statutory Auditors must ensure the balance between genders.

2. Permanent and stand-in Statutory Auditors may be re-elected.

3. Pursuant to the provisions of prevailing legislation, at

least two permanent Auditors and one stand-in Auditor must have been listed for at least three years in the Rolls of Auditors and have undertaken the legal auditing of accounts for a period of no less than three years. Any Auditors who are not listed in the Rolls of Auditors must have gained at least three years' total experience:

a) undertaking professional activities as a business accountant or lawyer, undertaken primarily in the banking, insurance and financial sectors;

b) teaching, at University level, subjects concerning - in the field of law - banking, commercial and/or fiscal law, as well as the running of financial markets and - in the field of business/finance - banking operations, business economics, accountancy, the running of the securities markets, the running of the financial and international markets and corporate finance;

c) performing managerial/executive duties within public organisations or offices of the Public Administration, as well as in the credit, financial or insurance sector, and the investment services sector and collective investment-management sector, both of which are defined in Legislative Decree no. 58 of February 24, 1998.

4. Permanent and stand-in members of the Statutory Board of

Auditors are appointed in keeping with lists submitted by legitimate parties in which candidates must be listed by a progressive number. Lists must be divided in two directories, containing respectively up to five candidates for the seat as permanent Auditor and up to four candidates for the seat as stand-in Auditor. At least the first two candidates for the seat as permanent Auditor and at least the first candidate for the seat as stand-in Auditor given in the respective directories must be listed in the Rolls of Auditors and must have carried out the activity as Statutory accounting Auditor as envisaged by paragraph

3. Each directory for the appointment as permanent Auditor and stand-in Auditor must present a number of candidates belonging to the least represented gender such as to ensure, within the directory itself, the abidance by the balance of genders at least in the minimum quantity established by the provisions, also of a regulatory nature, in being. No candidate may appear in more than one list, or shall otherwise be disqualified.

5. The lists must, under penalty of forfeiture, be submitted to the Registered Office or the Head Office, also through long distance communication means and in accordance with the manner indicated in the notice of the Meeting which allows the identification of the parties that are doing the filing, no

later than on the twenty-fifth day prior to the date of the Shareholders' Meeting, and are made available to the public at the Registered Office, on the Company's web site and through other channels provided for under prevailing laws, at least twenty-one days prior to the date of the Shareholders' Meeting. The right to deposit the lists lies with legitimate parties that, by themselves or together with others, represent at least 0.5% of ordinary share capital bearing voting rights for the General Meeting of Shareholders. Minority shareholders who have no connecting relationship with the shareholders concerned shall continue to have the option to take advantage of an extension in the deadline to present lists in those instances and using those procedures specified by current regulatory and other provisions.

6. The ownership of the minimum number of shares required for filing lists is calculated with regard to the shares registered to each individual shareholder, or to multiple shareholders combined, on the day on which the lists are submitted to the Company. Ownership of the number of shares necessary for filing lists must be proven in accordance with the prevailing laws; such proof can even be submitted to the Company during or after the time when the lists are filed provided that this occurs prior to the deadline for when the

Company must make the lists public.

7. Along with the lists presented by legitimate parties, the latter must also submit, within the deadline indicated in paragraph 5 above, any further document or declaration required by the provisions, also of a regulatory nature, from time to time in being. Any list that does not meet the above requirements shall be deemed to have not been filed.

8. Every person entitled to vote may vote in respect of one list only.

9. With regard to the appointment of permanent auditors, the votes obtained by each list are subsequently divided by one, two, three, four and five. The ratios thus obtained are allocated progressively to the candidates in the first sub-list of each list in the order foreseen by the list concerned, and are arranged in just the one schedule in descending order. Except where provided for otherwise in the next paragraph, those obtaining the highest ratios are elected as permanent Auditors.

10. Given the above, the first three candidates of the list obtaining the majority of the votes are in any case elected. Should four or more candidates from one list obtain the highest ratios, only the first three however shall be elected. In any case the fourth and fifth elected persons shall be

those who obtain the highest ratios out of those belonging to the lists of minority.

11. The candidate who has obtained the highest share of votes among the candidates belonging to the list that obtained the highest number of votes among the minority lists, as defined by the current provisions (also regulatory) in force, shall be elected by the Shareholders' Meeting as Chairman of the Board of Statutory Auditors. In case of a tie between lists, the candidate from the list presented by the legitimate parties with a larger stake or, subordinately, by the higher number of parties, shall be elected Chairman of the Board of Statutory Auditors. In case of a further tie, the more senior candidate in terms of age shall be appointed Chairman. If the Chairman has not been elected on the basis of the above mentioned criteria, the Shareholders' Meeting shall appoint directly with relative majority.

12. With regard to the appointment of stand-in Auditors, the votes obtained by each list are subsequently divided by one, two, three and four. The ratios thus obtained are allocated progressively to the candidates in the second sub-list of each list in the order foreseen by the list concerned, and are arranged in just the one schedule in descending order. Except where provided for otherwise in the next paragraph, those

obtaining the highest ratios are elected as stand-in Auditors.

13. The above remaining firm, the first two candidates of the list that has obtained the majority of the votes are in any case elected. Should three or more candidates of one list obtain the highest ratios, the first two of them shall in any case be elected. In whatever case the third and fourth elected persons shall be those who, amongst the persons belonging to the minority lists, have obtained the highest ratios.

14. In the event of two or more ratios amongst candidates as permanent Auditor and/or stand-in Auditor being level, the candidate from the list that has obtained the highest number of votes shall take priority - and if the number votes is equal, the oldest candidate shall then take priority.

15. Should the minimum number of permanent Auditors or of stand-in Auditors necessary, belonging to the least represented gender, not be elected, the Auditor of the most voted list with the highest progressive number and belonging to the most represented gender is substituted by the following candidate belonging to the least represented gender coming from the same list. Notwithstanding the above, should the minimum number of Auditors belonging to the least represented gender continue to lack, the substitution criterion will apply, if possible, to the minority lists progressively most

voted from which elected candidates have been drawn, or will again apply to the most voted list. If, notwithstanding everything, the minimum number of Auditors belonging to the less represented gender continues to be missing, the Shareholders' Meeting will resolve by a relative majority. In such case the substitutions will be effected beginning from the progressively most voted lists and from the candidates having the lowest ratio.

16. If in accordance with the deadlines and procedures set forth in the previous paragraphs only one list, or no list, has been presented, or the lists do not contain the required number of candidates to be elected, the Shareholders' Meeting shall pass a resolution for appointment or addition by relative majority. If there is a tie vote between several candidates, a run-off election shall be held between them with a further vote of the Shareholders' Meeting. The Shareholders' Meeting must in any case ensure the balance between the genders envisaged by the provisions - also of a regulatory nature - in being.

17. In the event of a permanent Auditor dying or leaving office or where his term in office is lapsed or he is not available for any other reason, he shall be replaced by the stand-in Auditor on the same list indicated by the outgoing

Auditor according to the progressive order of the list, in abidance by the requirement concerning the minimum number of members registered in the Rolls of Auditors having undertaken the legal auditing of accounts according to paragraph 3 and by the principle of balance between the genders. If this is not possible, the departing Auditor shall be replaced by the stand-in Auditor having the required characteristics coming progressively from the most voted of the minority lists, according to the progressive order of listing. Where Auditors are not appointed by the list-based system, the stand-in Auditor provided for by legal provisions shall take over. Whenever the Chairman is substituted, the stand-in Auditor taking his place also takes on the Chairman's seat. The Shareholders' Meeting envisaged by art. 2401, sub-sec. 1, of the Italian Civil Code, nominates or provides for the substitution of the Statutory Auditors abiding by the principle regarding the compulsory presence of the minorities and the balance between the genders. Where the appointment of the stand-in Auditor in lieu of the Auditor is not confirmed by the Shareholders' Meeting, he shall return to his position as stand-in Auditor.

18. For issues relating to the duties, powers and authorities assigned to Statutory Auditors, the determination of their

remuneration and the length of their term in office, the prevailing laws shall apply.

19. In order to properly perform its tasks, and in particular to fulfill its obligation to promptly inform the Bank of Italy, and where provided, other supervisory authorities of irregularities in the management of the bank or violations of the law, the Statutory Board of Auditors is vested with all the powers provided for by prevailing laws and regulations.

20. The Statutory Board of Auditors performs the roles and functions required of it by the prevailing laws. In particular, it oversees compliance with laws, regulations and Articles of Association, the proper management and the adequacy of the organisational and accounting set-up of the Bank and of the risk management and control, as well as the functionality of the total internal audit system, of the external auditing of the accounts and the consolidated accounts, of the independence of the external audit firm and on the information process regarding to financial data.

21. Statutory Auditors may assume administration and control positions within other Companies within the limits established by regulatory and other provisions.

22. The Statutory Board of Auditors is properly formed when the majority of Statutory Auditors are present, with

resolutions being carried as per the outright majority of votes cast by those present. In the event of a tie, the vote of the Chairman shall prevail.

23. Whenever the Chairman of Statutory Board of Auditors deems it opportune, meetings of the Statutory Board of Auditors may be held by using means of telecommunication, providing that each of the attendees may be identified by all the others and that each of the attendees is in a position to intervene real time during the discussion of the topics being examined, as well as receive, transmit and view documents. Once the fulfilment of these prerequisites has been verified, the meeting of the Statutory Board of Auditors is considered held in the place where the Chairman is located."

"Clause 32

1. The net profit reported in the accounts is allocated as follows:

a) no less than 10% to the reserve; when the reserve is at the maximum level foreseen by legal provisions, said profit is allocated with priority to the savings shares, at the level set out in point b) below;

b) the savings shares are allocated up to five per cent of Euro 6.3 per share; when, in any given operating year, the savings shares are allocated a dividend of less than five per

cent of Euro 6.3 per share, the difference is added to the preferential dividend for the next two years; any earnings that remain after allocating the above dividend to the savings shares are distributed among all shares, in such a way that the savings shares are assigned a higher global dividend that due to ordinary shares, at a level equal to three per cent of Euro 6.3 per share;

c) whilst the above provisions regarding the higher overall dividend due to savings shares shall continue to be observed, the ordinary shares are allocated up to five per cent of Euro 6.3 per share.

In case of capital transactions which modify the ratio between the amount of share capital and the number of shares outstanding, the fixed numerical reference referred to in points b) and c) of this paragraph 1, could be amended consequently;

d) any earnings that remain, and in respect of whose distribution the Meeting of Shareholders carries a resolution, are distributed among shares in addition to the allocations referred to in points b) and c) above;

e) the Meeting of Shareholders resolves upon the distribution of any undistributed earnings, further to a proposal from the Board of Directors.

2. The Meeting of Shareholders, further to a proposal from the Board of Directors, may assign to the ordinary and savings shareholders the right to require that the dividends referred to in points b), c) and d) above are settled, in whole or in part, in cash or by delivery of ordinary and/or savings shares, having the same entitlements of the shares outstanding at their time of assignment.

In case of assignment of such right, the Meeting of Shareholders, further to a proposal from the Board of the Directors, shall determine the criteria for the calculation and assignment of the shares, establishing the form of settlement of the dividend payment in case of non-exercise of such right by the shareholders.

Provided that the privilege on the dividend pertaining to the saving shares in accordance with the preceding letter b) will be paid in cash, except that the shareholder elects otherwise.

3. The Meeting of Shareholders, further to a proposal from the Board of Directors, may also resolve upon the formation and increase of reserves of an extraordinary and special nature, which are to be sourced from net profit before or after the allocations referred to in points c), d) and e) above.

4. The Meeting of Shareholders, further to a proposal from the Board of Directors, may allocate a portion of the annual net

profit to projects of a social, welfare and/or cultural nature, with any such donations to be made as per the judgment of the Board of Directors.

5. The Bank may resolve upon the distribution of advance dividend payments in those situations, by those procedures and within those limits permitted by prevailing laws."

The Chairman took the floor again and opened the discussion on this item, inviting all those wishing to speak to state their name and focus their remarks and questions on item 1 on the agenda in extraordinary session, and to keep their contributions as succinct as possible, considering that it had been deemed appropriate to allocate no more than 10 minutes to each shareholder wishing to speak.

Mr Agostino CASSARA' then took the floor in his role as representative of Associazione dei Piccoli Azionisti di UniCredit, "Azione UniCredit" (the Association of Minority UniCredit Shareholders) and said the following:

the Associazione dei Piccoli Azionisti di UniCredit, "Azione UniCredit", (the Association of Minority UniCredit Shareholders) is in favour of the proposed amendments as they largely relate to required changes.

"Azione UniCredit" would, though, like to ask once again - as it did at the Shareholders' Meeting on 22 April 2010 to

approve the 2009 Financial Statements and the Meeting on 11 May 2012 - for the enactment of the provisions in Article 127-*quater* of the Consolidated Law on Finance - also known as Draghi - as amended by Article 3 of Legislative Decree no. 27/2010, so that UniCredit's future Articles of Association establish, in accordance with current tax legislation, that minority shareholders who hold shares continuously for three years receive a 10% increase on the dividend attributed to those shares. This is designed to build loyalty among minority shareholders and, more generally, to increase the sense of belonging to the Group among employee shareholders. I would like to take this opportunity to question why the current opportunity was not taken to amend the Articles of Association to include the change mentioned above. Moreover, former Chairman Dieter Rampl promised such a change in a letter dated 1 April 2010 in response to a message date 11 March addressed to him by MP Bruno Tabacchi, Chairman of CONAPA, Coordinamento Nazionale delle Associazioni dei Piccoli Azionisti (the national body that coordinates associations of minority shareholders), of which "Azione UniCredit" is a member. In that letter, the former Chairman provided extensive reassurances about the 'adequate representation, also under the Articles of Association, of initiatives which, pursuant to

Legislative Decree no. 27 of 27 January 2010, we will be implementing so as to give our Shareholders the opportunity to participate with increasing understanding in the decisions of the company'. Thank you."

The Chairman then took the floor again and declared the discussion closed, moving on to the voting on item 1 of the agenda in extraordinary session.

He asked those in attendance to declare any exclusions from the right to vote, or restrictions thereon, pursuant to:

- Articles 120, 121 and 122 of Legislative Decree no. 58 of 24 February 1998
- Articles 19, 20, 24 and 25 of Legislative Decree no. 385 of 1 September 1993;
- Article 2359-*bis* of the Italian Civil Code;
- Clause 5 of the Company's Articles of Association.

Having checked that nobody present had stated that they were prevented from exercising their right to vote, he put to the vote the proposal presented by the Board of Directors and illustrated to Shareholders to approve the amendments to Clauses 5, 6, 10, 11, 12, 14, 20, 30 and 32 of the Articles of Association.

It was clarified that those people who wished to vote differently on the various amendments could indicate this to

myself, Notary Public, by voting at the "assisted voting stations".

He then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,779,900,556 votes for, corresponding to 94.135090% of the share capital present and entitled to vote and 48.018654% of the ordinary share capital.

Hence, the Chairman announced that the proposal had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 24 persons entitled to vote took part in the voting, representing 2,953,097,046 ordinary shares, corresponding to 51.010366% of the ordinary share capital, of which 6,715,970 were present in person and 2,946,381,076 by proxy.

2,953,097,046 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 2,779,900,556 votes for, corresponding to 94.135090% of the share capital present and entitled to vote and 48.018654% of

the ordinary share capital;

- 132,617,041 votes against, corresponding to 4.490778% of the share capital present and entitled to vote and 2.290762% of the ordinary share capital;

- 27,994,448 abstentions, corresponding to 0.947969% of the share capital present and entitled to vote and 0.483563% of the ordinary share capital;

- 12,585,001 not voting, corresponding to 0.426163% of the share capital present and entitled to vote and 0.217387% of the ordinary share capital;

- the total of votes accounted for 2,953,097,046 shares.

No share for which the Appointed Representative held a proxy was excluded from the voting pursuant to Article 135-*undecies*, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

The Chairman moved on to the second item on the agenda in

extraordinary session.

2. Delegation to the Board of Directors, under the provisions of Section 2443 of the Italian Civil Code, of the authority to resolve, on one or more occasions for a maximum period of five years starting from the date of the shareholders' resolution, to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, for a maximum amount of Euros 143,214,140.73 corresponding to up to 42,200,000 UniCredit ordinary shares, to be granted to the Personnel of the Holding Company and of Group banks and companies, who hold positions of particular importance for the purposes of achieving the Group's overall objectives; consequent amendments to the Articles of Association.

As the Directors' Report on these items had been filed in accordance with the law and included in the folder distributed to all those in attendance and sent to the shareholders who had requested it, the Chairman moved that, providing there were no objections, the full text not be read out and that the Chief Executive Officer take the floor to outline, using slides, the key points of the proposal in question.

The CEO was about to present the proposal when shareholder Luigi CHIURAZZI proposed that this presentation be omitted since the shareholders were adequately informed about the

agenda item in question.

The Shareholder' Meeting unanimously approved the proposal.

I, Notary Public, then read the proposed resolution concerning item 2 on the agenda in extraordinary session:

"Dear Shareholders. In relation to the above, you are invited to approve the following resolution:

Having heard the Directors' report, the Extraordinary Shareholders' Meeting of UniCredit S.p.A.

resolves

1. to grant the Board of Directors, under the provisions of Section 2443 of the Italian Civil Code, the authority to resolve - on one or more occasions for a maximum period of five years from the date of shareholders' resolution - to carry out a free capital increase, as allowed by Section 2349 of the Italian Civil Code, for a maximum amount of Euros 143,214,140.73 corresponding to up to 42,200,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies, who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of the 2013 System for UniCredit Group employees approved by today's Ordinary Meeting. Such an increase in capital shall be carried out using the special reserve known as "Provisions Linked to the Medium Term

Incentive System for Group Employees" set up for this purpose which, if case, may be restored or increased via allocation of profits or a portion of available statutory reserves, formed from the distribution of company profits that shall be identified by the Board of Directors at the moment of share issuance;

2. further to the resolution passed in point 1, to insert a new paragraph in Clause 6 of the Articles of Association with the following text:

"The Board of Directors has the power, under the provisions of section 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated 11 May 2013, to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount of Euro 143,214,140.73 corresponding to up to 42,200,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2013 Group Incentive System.";

3. to delegate to the Board of Directors all the necessary powers for issuing the new shares;

4. give to the Chairman and/or to the Chief Executive Officer,

respectively,, every opportune powers of attorney to:

(i) provide for implementing the above resolutions under terms of law;

(ii) accept or adopt all amendments and additions (not changing substantially the content of the resolutions) which should be necessary for registration at the Register of Companies;

(iii) proceed with the deposit and registration, under terms of law, with explicit and advanced approval and ratification;

(iv) make the consequent amendments to Clause 5 of the Articles of Association relating to the new amount of share capital, and to count the new paragraph of Clause 6 of the Articles of Association passed in point 2 above, also considering further amendments that may be approved by today's Extraordinary Shareholders' Meeting."

The new text of paragraph 15 of Clause 6, as put to today's Meeting for approval, is as follows:

"15. The Board of Directors has the power, under the provisions of section 2443 of the Italian Civil Code, to resolve, on one or more occasions for a maximum period of five years starting from the shareholders' resolution dated 11 May 2013, to carry out a free capital increase, as allowed by section 2349 of the Italian Civil Code, for a maximum amount

of Euro 143,214,140.73 corresponding to up to 42,200,000 ordinary shares, to be granted to employees of UniCredit S.p.A. and of Group banks and companies who hold positions of particular importance for the purposes of achieving the Group's overall objectives in execution of 2013 Group Incentive System."

The Chairman then took the floor again and opened the discussion on agenda item 2 of the extraordinary session.

Shareholder Luigi CHIURAZZI took the floor in his capacity as the Chairman of APAI, Associazione dei Piccoli Azionisti Italiani - APAUC (the Italian Association of Minority Shareholders) to indicate he was against assigning stock grants. He felt the shares should be solely allocated to shareholders.

Mr Agostino CASSARA' then took the floor in his role as representative of Associazione dei Piccoli Azionisti di UniCredit, "Azione UniCredit", (the Association of Minority UniCredit Shareholders) and said that he would be voting against the motion, taking into account his vote against given on points 7 and 8 on the agenda in the ordinary session.

The Chairman took the floor once more and turned to the voting on item 2 of the agenda in extraordinary session.

He called on any shareholders who might have moved away from

their seats momentarily to return and to remain there throughout the voting.

Having checked that nobody present had stated that they were prevented from exercising their right to vote pursuant to the aforementioned provisions in Legislative Decree no. 58/98, Legislative Decree no. 385/93, the Italian Civil Code and the Company's Articles of Association, he put to the vote the proposal to grant the Board of Directors the authority to resolve to carry out a free capital increase for a maximum amount of Euros 143,214,140.73, corresponding to up to 42,200,000 UniCredit ordinary shares, in relation to the 2013 Group Incentive System and the consequent amendments to the Articles of Association.

He then invited all voters to vote using the "voting terminal" and to confirm their choice by pressing "OK".

After a short pause and having checked if everyone present had voted, the Chairman declared the voting closed.

The Chairman announced the result of the vote as follows:

- 2,727,099,571 votes for, corresponding to 92.347103% of the share capital present and entitled to vote and 47.106595% of the ordinary share capital.

Hence, the Chairman announced that the proposal had been approved.

I, Notary Public, then provided the Meeting with details of the voting:

- 24 persons entitled to vote took part in the voting, representing 2,953,097,046 ordinary shares, corresponding to 51.010366% of the ordinary share capital, of which 6,715,970 were present in person and 2,946,381,076 by proxy.

2,953,097,046 ordinary shares were admitted to vote, corresponding to 100% of the shares represented at the Meeting;

- 2,727,099,571 votes for, corresponding to 92.347103% of the share capital present and entitled to vote and 47.106595% of the ordinary share capital;

- 33.632783 votes against, corresponding to 1.138899% of the share capital present and entitled to vote and 0.580956% of the ordinary share capital;

- 179,779,691 abstentions, corresponding to 6.087836% of the share capital present and entitled to vote and 3.105427% of the ordinary share capital;

- 12,585,001 not voting, corresponding to 0.426163% of the share capital present and entitled to vote and 0.217387% of the ordinary share capital;

- the total of votes accounted for 2,953,097,046 shares.

No share for which the Appointed Representative held a proxy

was excluded from the voting pursuant to Article 135-*undecies*, subsection 3, of the Consolidated Law on Finance.

The details of the votes cast were available and would be annexed to the Meeting minutes.

I, Notary Public, read out the list of the Shareholders who had voted against the motion, abstained or did not vote, and invited the attendants to report any omissions or discrepancies in the list I had read out by going to the "assisted voting station". The details of these adjustments would be included in the Meeting minutes.

As no other issues were awaiting resolution, and nobody had sought to speak, the Chairman thanked those who had attended and at 8.00 PM declared the Meeting closed.

The following documents are attached to these minutes:

1. A list of shareholders in attendance or represented at the Shareholders' Meeting, attached as "**A/1**" ordinary session and "**A/2**" extraordinary session;
2. The annual report to the Shareholders' Meeting on Corporate Governance and ownership structures of the Company, attached as "**B**";
3. The "UniCredit società per azioni" individual Financial Statements and consolidated Financial Statements for the year ending 31 December 2012, along with Reports from the Board of

Directors on operations, and Reports from the Board of Statutory Auditors and the external auditors, attached as "C";

4. A booklet containing the Chief Executive Officer's presentations on agenda items, attached as "D";

5. A booklet containing the explanatory Reports and proposals regarding the items on the Meeting agenda, attached as "E";

6. A booklet containing the Report of the 2013 Group Compensation Policy, attached as "F";

7. A booklet containing the candidates for the appointment of the role of Auditors, attached as letter "G";

8. The new wording of the Articles of Association, attached as "H";

9. The outcome of votes on all agenda items, attached as "I".

The person appearing before me has waived me from reading out all the annexes, having stated his full knowledge of them.

I have read out this deed to the person appearing before me who, at my request, has declared it consistent with his intentions and together with me, Notary Public, signs it.

Drafted by a person trusted by me on sixty-five sheets of paper for a total of two hundred and fifty-nine pages, and up to this point on this page, the two hundred and sixtieth, on a typewriter, plus a small section written by hand.

Signed: Giuseppe VITA

Salvatore MARICONDA, Notary Public

List of owner ordinary, shares taking part in the meeting held on 11/05/2013 in first call..

The proxies have been given in compliance with the provisions of section 2372 of the Italian Civil Code.

PRESENT IN /BY			Shares	
Person	Prozo		In Person	By Proxy
0	3	AGRIMANO SALVATORE	0	170.534.017
0	2	AL ASHHAB ALI	0	168.529.755
1	0	ANTOLINI GIOVANNI	17.500	0
0	273	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	0	524.040
1	0	BADOLATI AURELIO GIUSEPPE	7.308	0
0	1	BARDIN ROMOLO	0	173.685.000
1	0	BELLANTONI ROBERTO	3	0
1	0	BERTANI PIER GIORGIO	1.000	0
0	1	BIELEWICZ JERZY CEZARY	0	6
0	2	BOCCARDO SILVIO	0	151.770.981
1	0	BONINI BARBARA	2.104	0
0	1	BRESOLIN FERRUCCIO	0	39.400.558
0	1	BRIENZA VITTORIO	0	17
0	1	BROWN PAUL CORBIT	0	10
0	1.532	CARDARELLI ANGELO	0	1.515.293.492
1	0	CAROLLO PIERLUIGI	2.324	0
1	0	CECCARELLI CLAUDIO	271	0
0	5	CHIESA FRANCESCO	0	116.615.138
0	6	CHINI SIMONE	0	25.389.989
1	0	CHIURAZZI LUIGI	2.445	0
1	0	CINOTTI EDDA	2.201	0
1	0	CODA ZABET FRANCESCO	2.450	0
1	0	COLUMBRO DANTE MARIO	81	0
1	0	DANESI MARIANGELA	9.000	0
0	1	DE BONIS MICHELE	0	1
1	0	DE SANTIS FAUSTO	100	0
1	0	DI LUCCHIO GIANPAOLO CRISTIAN	398	0
0	1	DITARANTO ROBERTO	0	501
0	7	DRAGHI GIORGIO	0	59.928.386
1	0	FIorentini GIANLUCA	813	0
1	0	FIorentini GIANMARIO	3	0
1	0	FONDAZIONE CASSA DI RISPARMIO DI REGGIO EMILIA PIETRO MANODORI	27.600.833	0
		in the person of BORGHI GIANNI		
1	0	GALETTI LORIS	6.114	0
0	2	GALLINGANI ALFEO	0	17.184.255
1	0	GIGLIONI ALVARO	118	0
1	0	LA VERDE LUCIO	1.750	0
1	0	LANZILLOTTA MARIO	1.800	0
1	0	LO SANTO ALESSANDRO	1.350	0
1	0	LOMBARDI GIANFRANCO	14.262	0
1	0	LUCYSOCIETA' SEMPLICE	100.000	0
		in the person of RAMOJNO ERNESTO		
1	0	MANCINI MARCELLO	6.000	0
0	1	MARBOT MICHEL	0	17
1	0	MARTINI MAURIZIO	500	0
1	0	MASELLA CARLO	569	0
0	1	MCKINNON MALCOLM	0	290.000.000
1	0	MERKL JOSEF	850	0
1	0	NOTARFONZO ARNALDO	3.000	0
0	6	NOTO FILIPPO	0	49.900.000
1	0	PACIFICO RICCARDO	1	0
1	0	PANICCO GIAN BEPPE	1.000	0
1	0	PEDERSOLI LANFRANCO	1.044	0
1	0	PIERETTI CARLO	27	0
0	2	ROSANIA ELMAN	0	23
1	1	ROSSI AGOSTINO	400	1.099
1	0	ROVEDA ADALBERTO	3.201	0
1	0	RUFINI MAURO	807	0
0	1	SANTANGELO PAOLO	0	19.444.018
0	1	SANTORO ALESSANDRO	0	23
1	0	SANTORO FRANCESCO	10	0
0	8	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	18.743.874
0	2	SINAGRA FAUSTO	0	204.686.602
0	1	SONNESSA ALFREDO FILIPPO	0	1.057
1	0	TERESI VITTORIO	4.650	0

List of owner ordinary, shares taking part in the meeting held on 11/05/2013 in first call..

The proxies have been given in compliance with the provisions of section 2372 of the Italian Civil Code.

PRESENT IN /BY Person	Prozy		Shares	
			In Person	By Proxy
0	1	TRICARICO ANTONIO	0	20
1	0	VALENTINI FILIPPO	815	0
1	1	VALENTINI PIERANGELO	575	5.100
1	0	ZILLOTTO PIERLUIGI	600	0
41	1.865	At opening of meeting	27.798.277	3.021.637.979
TOTAL:			3.049.436.256	

		Entered/exited later:		
0	-3	AGRIMANO SALVATORE	0	-170.534.017
-1	0	ANTOLINI GIOVANNI	-17.500	0
-1	0	BADOLATI AURELIO GIUSEPPE	-7.308	0
-1	0	BERTANI PIER GIORGIO	-1.000	0
0	5	BOCCARDO SILVIO	0	322.304.998
0	-2	BOCCARDO SILVIO	0	-151.770.981
0	-1	BROWN PAUL CORBIT	0	-10
-1	0	CECCARELLI CLAUDIO	-271	0
-1	0	CINOTTI EDDA	-2.201	0
-1	0	CODA ZABET FRANCESCO	-2.450	0
-1	0	COLUMBRO DANTE MARIO	-81	0
-1	0	DE SANTIS FAUSTO	-100	0
1	0	DOBRILLA RICCARDO	3	0
-1	0	FIorentini GIANLUCA	-813	0
-1	0	FIorentini GIANMARIO	-3	0
1	0	FONDAZIONE SICILIA	6.692.576	0
		in the person of PUGLISI GIOVANNI		
-1	0	GALETTI LORIS	-6.114	0
-1	0	LANZILLOTTA MARIO	-1.800	0
-1	0	LO SANTO ALESSANDRO	-1.350	0
-1	0	LUCYSOCIETA' SEMPLICE	-100.000	0
		in the person of RAMOJNO ERNESTO		
-1	0	MANCINI MARCELLO	-6.000	0
-1	0	MASELLA CARLO	-569	0
-1	0	MERKL JOSEF	-850	0
-1	0	PACIFICO RICCARDO	-1	0
-1	0	PANICCO GIAN BEPPE	-1.000	0
-1	0	PIRETTI CARLO	-27	0
0	20	ROSANIA ELMAN	0	38.961
0	-2	ROSANIA ELMAN	0	-23
-1	0	ROVEDA ADALBERTO	-3.201	0
-1	0	RUFINI MAURO	-807	0
-1	0	TERESI VITTORIO	-4.650	0
0	-1	TRICARICO ANTONIO	0	-20
1	0	LAGANI GIUSEPPE	4.672	0
-1	0	LAGANI GIUSEPPE	-4.672	0
1	0	CIOFFI ANTONIO	18.359	0
-1	0	CIOFFI ANTONIO	-18.359	0
1	0	D'AMATO CARMELA	1.000	0
-1	0	D'AMATO CARMELA	-1.000	0
1	0	CORSO ROSARIO	6.000	0
-1	0	CORSO ROSARIO	-6.000	0
20	1.881	Approval of UniCredit 2012 financial statement	34.332.760	3.021.676.887

TOTAL: 3.056.009.647

		Entered/exited later:		
-1	0	DANESI MARIANGELA	-9.000	0
-1	0	ZILLOTTO PIERLUIGI	-600	0
18	1.881	Allocation of the operating result	34.323.160	3.021.676.887

TOTAL: 3.056.000.047

		Entered/exited later:		
-1	0	BELLANTONI ROBERTO	-3	0
0	-1	BIELEWICZ JERZY CEZARY	0	-6
0	-1	BRIENZA VITTORIO	0	-17
0	-1	DE BONIS MICHELE	0	-1

List of owner ordinary, shares taking part in the meeting held on 11/05/2013 in first call..

The proxies have been given in compliance with the provisions of section 2372 of the Italian Civil Code.

PRESENT IN /BY			Shares	
Person	Prozo		In Person	By Proxy
-1	0	DI LUCCHIO GIANPAOLO CRISTIAN	-398	0
-1	0	DOBRILLA RICCARDO	-3	0
-1	0	GIGLIONI ALVARO	-118	0
-1	0	LA VERDE LUCIO	-1.750	0
0	-1	MARBOT MICHEL	0	-17
-1	0	MARTINI MAURIZIO	-500	0
-1	0	NOTARFONZO ARNALDO	-3.000	0
0	-1	SANTORO ALESSANDRO	0	-23
-1	0	SANTORO FRANCESCO	-10	0
0	-1	SONNESSA ALFREDO FILIPPO	0	-1.057
-1	-1	VALENTINI PIERANGELO	-575	-5.100
9	1.874	Appointment of the Board of Statutory Auditors	34.316.803	3.021.670.666
TOTAL:			3.055.987.469	
Entered/exited later:				
0	-20	ROSANIA ELMAN	0	-38.961
0	21	ROSANIA ELMAN	0	39.359
9	1.875	Remuneration to the Board of Statutory Auditors	34.316.803	3.021.671.064
TOTAL:			3.055.987.867	
Entered/exited later:				
0	1	DE BONIS MICHELE	0	1
-1	0	FONDAZIONE CASSA DI RISPARMIO DI REGGIO EMILIA PIETRO MANODORI in the person of BORGHI GIANNI	-27.600.833	0
8	1.876	Appointment of the Directors	6.715.970	3.021.671.065
TOTAL:			3.028.387.035	
Entered/exited later:				
8	1.876	Authorization competing activities	6.715.970	3.021.671.065
TOTAL:			3.028.387.035	
Entered/exited later:				
8	1.876	Restatement remuneration to the Directors	6.715.970	3.021.671.065
TOTAL:			3.028.387.035	
Entered/exited later:				
0	-6	NOTO FILIPPO	0	-49.900.000
8	1.870	Group remuneration policy 2013	6.715.970	2.971.771.065
TOTAL:			2.978.487.035	
Entered/exited later:				
8	1.870	2013 Group Incentive System	6.715.970	2.971.771.065
TOTAL:			2.978.487.035	
Entered/exited later:				
0	-6	CHINI SIMONE	0	-25.389.989
8	1.864	2013 UniCredit Group Employee Share Plan	6.715.970	2.946.381.076
TOTAL:			2.953.097.046	

UniCredit S.p.A.
Ordinary Shareholders' Meeting

*** LIST OF PROXY GIVERS ***

1	Proxy givers of AL ASHHAB ALI	Badge no. 3000
	LIBYAN FOREIGN BANK	Azioni
	CENTRAL BANK OF LIBYA	16.294.837
		152.234.918
	Number of proxies represented by badge: 2	168.529.755
2	Proxy givers of ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	Badge no. 710
		Azioni
	GOLFERINI BRUNO	2.037
	MORSELLI TERESA	2.037
	BOTTER SERGIO	1.425
	MINET LUIGI	897
	BIASI WALTER	400
	DAMMACCO ALBERTO	800
	MIRANDOLA GIANCARLO	100
	PALADIN CANDIDO	3.546
	RENZETTI VANDA	504
	CHEMOTTI ANNIBALE	4.602
	GIOVANNINI DANILO	531
	BATTAGLINI NEVIO	6.270
	ELEFANTE MARIO	690
	BERGO RENZO	5.000
	RIGONI PATRIZIO	255
	DE STEFANI MARIO	354
	SANTAGATA PIETRO	300
	PEZZI PAOLO	4.000
	IORE GIUSEPPE	13.854
	TORTORI SILVIO	5.000
	MIRAGLIA MAURIZIO	433
	MENTO VANDA	537
	BESENVAL EMILIO	1.971
	LONGO FULVIO	9.207
	IVALDI GIULIO	164
	BOSI LUCIA	432
	PALMA VINCENZO	6.540
	ZAMAI LUISA	385
	MATTEONI MARIO	2.100
	DELLA GIUSTINA LUCIANO	57
	TOMASINI SANDRO	1.754
	TOMASI FLAVIO	177
	SANSON ROBERTO	1.523
	RUGGIRELLO NICOLO`	2.000
	CARDINALE FRANCESCO PAOLO	1.425
	OCCHIPINTI AURELIO	5.650
	SAVIO ROBERTO	15.000
	ENDRIZZI CORRADO	150
	BISI PAOLA	920
	PEZZIMENTI DOMENICO	6.512
	BAZZANELLA SERGIO	193
	ZANGARA GIORGIO	944
	DALLA TOFFOLA MAURA	4.500
	AMADORI ALESSIO	4.440
	CUCCOVILLO FRANCESCO	1.501
	DI GIANNANTONIO DENIS	25
	PESALOVO GIORGIO	1.044
	RICCIO MICHELE	6.000
	DE BONA IVANO	170
	BADANO MASSIMO	389
	PAOLETTI IVANA	1.488
	GUERRIERI STEFANO	3.000
	SECCHI CATERINA	335
	MINUZ FRANCO	8.903
	BOTTEGA IRMA	1.038
	PICCIONE GIUSEPPE	6.000
	PATRIZIO PATRIZIA	106
	MATTEDI CLAUDIO	1.833

UniCredit S.p.A.
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*** LIST OF PROXY GIVERS ***

PISONI ELISABETTA	9.462
ASTOLFI MASSIMO	2.635
DAL RI ROBERTO	820
CAZZANELLI FERRUCCIO	5.034
GOLFERINI PATRIZIA	981
CAMPANELLA ROBERTO	1.101
LAMPANI GIUSEPPINA	1.443
GRILLINI STEFANO	1.487
ABRONIO PATRIZIA	2.571
RUFFINI GIANCARLO	512
FRANCHI DANIELA	162
BARBATO ANTONIO	22.500
DALLA CIA AGOSTINO	820
MIGONE RICCARDO	6.200
PUNGETTI BARBARA	10
DI CRESCE GABRIELLA	118
PIANIGIANI PAOLO	3.157
MOREGOLA FRANCO	1.350
ANTIFORA CESARE	177
BELOFATTO BARBARA	835
BERTINI ANDREA	1.026
ROSMINO GABRIELLA	244
SPADARO CLAUDIO	1.035
FOLLINI MASSIMO	335
FILIPPONE ALESSANDRO	863
FINOCCHIARO MARIA	348
MASTROIANNI MARCO	1.510
DENTATO MARCO	7.221
ZEN ANDREA	13.732
CHITARRA MAURIZIO	900
VERONESI PAOLO	2.840
SALVADOR GIOVANNI	350
BALZANO MASSIMO GENNARO BRUNO	505
BASSI STEFANO	1.164
GUGGIOLA DORIANA MARIA TERESA	335
GANCI DOMENICA	335
GASPEROTTI FLORIANA	2.561
BELLO PAOLO	1.321
LIBRALATO MARA	1.359
GROSSO FABRIZIO	2.441
INAMA GIANPAOLO	4.956
COMIOTTO FAUSTO	2.157
MAZZA NICOLETTA	789
FURLAN MONICA	2.400
BELVISO CARLO	147
PASSALACQUA SALVATORE	963
BASSO RICCARDO	1.896
MACARIO MASSIMO	4.171
MANCINI LUCIA	369
MARANER MAURIZIO	12.088
FIORILLO ANTONIO	529
LEGRENZI ROBERTO	650
CONVERSANO GIUSEPPE	3.000
ROSADA ANTONELLA ELENA	400
UNNIA ANDREA	353
VENTURI ROBERTO	2.729
DE BON ADRIANO	1.155
OSS EBERLE MARIA GRAZIA	789
CAZZANELLI STEFANO	135
LUNARDI GIANPIETRO	572
GALASSO CARLO	4.800
VISINTIN LIVIO	6.000
PANCHER ROBERTO	4.000
FILIPPONE FABRIZIO	30
ARSIE CLAUDIA	6.059
MANCIA STEFANO	1.768
PESARO ALBERTO	4.868
DAL BOSCO PAOLA	2.586

UniCredit S.p.A.
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*** LIST OF PROXY GIVERS ***

DAL POS EMANUELA	1.739
CASONATO SONIA	2.439
BORDIGA ALESSIA	1.155
FAVARETTO LUCA	4.194
PERAZZETTA FRANCESCO	1.215
DE POLLO CRISTINA	10
MARZADRO ENRICO	3.847
BALANZA ALESSANDRO	1.728
ZUNINO ROBERTO	450
GAGLIARDI ENZA	385
BOSCOLO MONICA	194
DAL FARRA PATRICK	5.000
SENO CHIARA	57
CASAVECCHIA FULCIO	2.088
PETRELLI VINCENZO	310
COMPERINI ALFONSO	6.000
POVOLERI TIZIANO	5.400
DURIGON DANIELE	7.450
SALAMON TERESITA	284
SANSON MANUEL	420
ESPOSITO STEFANO	1.573
TASCA VALTER	3.997
BENI GIOVANNI	1.500
MONTANARI SIMONA	609
BUSACCHI SALSINI GHELLI DANIELE	234
ZAGHET SIMONE	6.381
CENSONI MASSIMO	4.725
CAPODAGLIO GIUSEPPE	1.734
GASPARINETTI FAUSTINO	6.665
BONI MAURIZIO	2.421
GUERRINI PAOLO	2.000
GATTAMORTA GIULIANO	755
MORUZZI ANDREA	2.310
MALAGUTI ALESSANDRA	45
BOSCHI FULVIO	1.000
MANIA` MAURIZIO	1.413
FINOTELLO SANDRO	381
DOIMO FLAVIO	708
SDRIGOTTI VERENA	705
BOREAN STEFANIA	4.254
CERE` MASSIMO	269
DONADELLO DANIELE	1.500
FACCHINI CHIARA	317
ROMA MARCO	663
RENOSTO STEFANO	650
ZANNESE VALTER BASILIO	17.400
BEZ MARIO	500
BEUCHAT DOMINIQUE	1.555
BIASI DANIELA	283
VAZZOLER CRISTIANO	6.000
AROSIO GIULIANO	203
MAGLIOZZI STEFANO	1.056
AGRETTI SILVIA	118
PAPINI FILIPPO	261
GIACUZ LIDIA	467
CUNIBERTI SILVIA	57
PAMPINI ANGELO	3.681
GASPAROTTO EVA	995
MALACARNE UGO	1.359
BONETTI RAFFAELLA	162
GIUST SILVANO	11.108
CENSONI GIOVANNI	3.000
FILIPPONE CAMILLO	324
MARINELLI MAURIZIO	300
CIELO GIOVANNA	155
CASSARA AGOSTINO	1.500
POILLUCCI CLAUDIA	180
LIMONGIELLO PASQUALE	1.000
FORTE DONATO	27

UniCredit S.p.A.
Ordinary Shareholders' Meeting

*** LIST OF PROXY GIVERS ***

NARDECCHIA CLAUDIO	1.815
CESARINI MARCO	2.277
LUCIOLI MAURIZIO	265
DIRCREDITO	60
GRIFFERO ANDREA	10
VERDENELLI VITTORIO	694
BALDASSERINI PAOLO	1.455
PELLEGRINI GIULIA	61
PIRROTTINA MARCO	1.876
PASSALACQUA SERGIO	3.373
BAGGIARINI CLAUDIA	172
CINTI SANDRA	69
VALENTE FRANCO	69
MAGNANI ADELE	23
BATTISTELLI ANNA	23
EVANGELISTA LUISA	23
URBANI FRANCESCA ROMANA	23
CALIMERA PAOLO	1.050
GIUSTINI ANTONIO	15
GIACOMINI CLAUDIO	35
CORINI PAOLO	27
COLAIACOMO GIORGINA	81
BIANCHI CLAUDIO	182
MONTRONE RICCARDO	69
FELICINI CORRADO	23
GHERARDI CINZIA	489
TONELLI DARIO	69
FARES ROBERTO	23
VERGORI MAURIZIO	23
LERARIO LUIGI	23
IORE GIUSEPPE	59
STROPPIA CLAUDIO	1
TICCA GIAN CARLO	81
MAFFEI CINZIA	81
PALOMBO GIANNA	300
POLTRONERI EZIO	23
SACCO GIOVANNI	3.000
MAURI MAURO SERGIO	943
DE SANTIS NICOLA	27
CIANI PAOLO	23
DI NARDO SILVIA	20
PASQUINI GIOVANNI	1
AMATORI ALFIO	27
MEACCI MARCO	23
CHIARINI DANIELA	1.776
MARCHESE IGNAZIO	69
TULONE ALESSANDRA	10
DAMMACCO DARIO	118
MASSAFRA CLAUDIO	3.330
PACIOCCO DONATELLA	180
SARTOR MERI	5.000
RUSSO FEDERICO	18
TAMPONE VINCENZO	1.300
CENSONI RENATO	900
SBEGHEN RENZO	1.500
MAGAROTTO ANGELO	4.879
BONAVIA BARBARA	120
PRESENTI FEDERICO RODOLFO	183
MANSERVISI CLAUDIO	1.000
CAMMAROTA FRANCESCA	21
MANTOVANI MANUEL	900
LUCARELLI PAOLO	10
MORTARA MARIO	4.614
ZANATTA ALBERTO	705
TEDESCHINI MARIA ADELE	1.471
CABUA MASSIMILIANO	708
DI MANNO QUIRINO	23
GALLO NIVES	6.000

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*** LIST OF PROXY GIVERS ***

	CENSONI ROBERTO	500
	MONETA PAOLO	20
	PALMIERI FULVIA	30
	DE COLLIBUS FRANCESCO MARIA	500
	PALOMBO LORENZO	400
	ARIENZO SIMONE	10
	PALOMBO MARIO	400
	GRAVA MARCO	255
	VALENTE GAETANO	1.600
	DE GIOSA GIOVANNI	12
	<hr/> Number of proxies represented by badge:	273
		524.040
3	Proxy giver of BARDIN ROMOLO	Badge no. 1480
	DELFIN S.A.R.L.	Azioni
		173.685.000
		173.685.000
4	Proxy giver of BIELEWICZ JERZY CEZARY	Badge no. 1854
	D'ATRI STELLA	Azioni
		6
		6
5	Proxy givers of BOCCARDO SILVIO	Badge no. 2603
	MEDIOBANCA BANCA DI CREDITO FINANZIARIO SPA	Azioni
	CARIMONTE HOLDING SPA	6.671.975
	di cui 15.000.000 in garanzia a UBS (ITALIA) S.P.A.;	131.213.277
	di cui 12.000.000 in garanzia a UBS (ITALIA) S.P.A.;	
	di cui 22.000.000 in garanzia a DEPOSITO	
	FONDAZIONE CASSA DI RISPARMIO DI TORINO	145.099.006
	FONDAZIONE MONTE DI BOLOGNA E RAVENNA	1.670.740
	di cui 1.546.390 in garanzia a UBS (ITALIA) S.P.A.	
	FONDAZIONE CASSA DI RISPARMIO DI MODENA	37.650.000
	di cui 1.800.000 in garanzia a UBS (ITALIA) S.P.A.	
	<hr/> Number of proxies represented by badge:	5
		322.304.998
6	Proxy giver of BRESOLIN FERRUCCIO	Badge no. 606
	FONDAZIONE CASSAMARCA	Azioni
		39.400.558
		39.400.558
7	Proxy giver of BRIENZA VITTORIO	Badge no. 1515
	TELESCA GIANLUCA GIUSEPPE	Azioni
		17
		17
8	Proxy giver of BROWN PAUL CORBIT	Badge no. 2192
	SCHUECKING ILDIKO	Azioni
		10
		10
9	Proxy givers of CARDARELLI ANGELO	Badge no. 1916
	AGENTE:BROWN BROTHERS HARR/GMO ERISA POOL	Azioni
	MLC LIMITED	2.629.785
	AGENTE:BROWN BROTHERS HARR/GMO FOREIGN FUND	20.503
	AGENTE:NORTHERN TRUST -LO/BANK OF BOTSWANA	739.892
	AGENTE:BNP PARIBAS 2S-PARIS/BIEVRE EPARGNE	143.033
	AGENTE:STATE STREET BANK AND TRUST COMPANY/SAL PENSION SCHEME	149.650
		64.305

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AGENTE:STATE STREET BANK AND TRUST COMPANY/COMMON TRUST ITALY FUND	4.281.132
AGENTE:NORTHERN TRUST -LO/LOTHIAN PENSION FUND	306.927
AGENTE:STATE STREET BANK AND TRUST COMPANY/MARATHON GLOBAL FUND	469.207
AGENTE:NORTHERN TRUST -LO/FORD FOUNDATION	97.693
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA GLOBAL INDEX PLUS TRUST	197.642
AGENTE:JP MORGAN CHASE BANK/GOVERNMENT OF NORWAY	94.550.803
AGENTE:HSBC BANK PLC/SAUDI ARABIAN MONETARY AGENCY	1.073.034
AGENTE:STATE STREET BANK AND TRUST COMPANY/BRUNEI INVESTMENT AGENCY	435.777
AGENTE:NORTHERN TRUST -LO/LJR LIMITED PARTNERSHIP	53.059
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	126.327
AGENTE:JP MORGAN CHASE BANK/SAS TRUSTEE CORPORATION	536.688
AGENTE:JP MORGAN CHASE BANK/FSS TRUSTEE CORPORATION	518.279
AGENTE:JP MORGAN CHASE BANK/DURHAM COUNTY COUNCIL PENSION FUND	23.566
AGENTE:JP MORGAN CHASE BANK/MINEWORKERS PENSION SCHEME	1.220.576
REGENTS OF THE UNIVERSITY OF MICHIGAN	33.901
AGENTE:JP MORGAN CHASE BANK/SOMERSET COUNTY COUNCIL PENSION FUND	107.303
AGENTE:JP MORGAN CHASE BANK/FUNDACAO CALOUSTE GULBENKIAN	553.339
AGENTE:NORTHERN TRUST -LO/CALIFORNIA PHYSICIAN'S SERVICE	709.475
AGENTE:STATE STREET BANK AND TRUST COMPANY/COLLEGE RETIREMENT EQUITIES FUND	6.654.442
AGENTE:JP MORGAN CHASE BANK/SHELL CONTRIBUTORY PENSION FUND	812.501
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE PRUDENTIAL INSURANCE COMPANY OF AMERICA	273.620
AGENTE:BROWN BROTHERS HARR/SCHWAB INTERNATIONAL INDEX FUND	579.843
AGENTE:NORTHERN TRUST -LO/HOSPITAL AUTHORITY PROVIDENT FUND S.	432.743
AGENTE:NORTHERN TRUST -LO/ILLINOIS MUNICIPAL RETIREMENT FUND	711.562
AGENTE:STATE STREET BANK AND TRUST COMPANY/COSMOPOLITAN INVESTMENT FUND	4.015
AGENTE:NORTHERN TRUST -LO/ILLINOIS TEACHERS RETIREMENT SYSTEM	3.776
EMPLOYEES RETIREMENT SYSTEM OF TEXAS	876.484
AGENTE:JP MORGAN CHASE BANK/STICHTING SHELL PENSIOENFONDS	1.108.970
VICTORIAN SUPERANNUATION FUND	278.286
FAIRFAX COUNTY UNIFORMED RETIREMENT SYSTEM	27.440
AGENTE:STATE STREET BANK AND TRUST COMPANY/RETAIL EMPLOYEES SUPERANNUATION TRUST	2.590.133
AGENTE:STATE STREET BANK AND TRUST COMPANY/IBM RETIREMENT PLAN	98.307
AGENTE:STATE STREET BANK AND TRUST COMPANY/ENERGY INSURANCE MUTUAL LIMITED	19.919
FCP ICARE	17.549
AGENTE:BNP PARIBAS 2S-PARIS/FCP BNP ACTION EUROPE	22.594
AGENTE:STATE STREET BANK AND TRUST COMPANY/GENERAL CONFERENCE CORPORATION OF SEVENTH DAY ADVENTISTS	3.057
AGENTE:STATE STREET BANK AND TRUST COMPANY/PENSION FUND OF SUMITOMO MITSUI BANKING CORPORATION	28.605
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARKANSAS TEACHER RETIREMENT SYSTEM	142.436
AGENTE:STATE STREET BANK AND TRUST COMPANY/OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	120.123
AGENTE:JP MORGAN CHASE BANK/AXA IRELAND PENSION FUND	42.000
AGENTE:NORTHERN TRUST -LO/TRINITY HEALTH SYSTEM	13.215
IMPERIAL INTERNATIONAL EQUITY POOL	281.072
AGENTE:STATE STREET BANK AND TRUST COMPANY/BP PENSION FUND	1.812.797
AGENTE:STATE STREET BANK AND TRUST COMPANY/ASCENSION HEALTH MASTER PENSION TRUST	519.097
INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT	305.811
AGENTE:STATE STREET BANK AND TRUST COMPANY/CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	4.623.487
AGENTE:JP MORGAN CHASE BANK/NEW YORK STATE COMMON RETIREMENT FUND	519.176
AGENTE:STATE STREET BANK AND TRUST COMPANY/MARYLAND STATE RETIREMENT & PENSION SYSTEM	641.901
AGENTE:JP MORGAN BANK LUXEM/T. ROWE PRICE FUNDS SICAV	426.358
AGENTE:NORTHERN TRUST -LO/COMMON MONTHLY INTL EX-JAPAN EQUITY	235.142
AGENTE:NORTHERN TRUST -LO/CENTRAL PROVIDENT FUND BOARD	41.870
PUBLIC SECTOR PENSION INVESTMENT BOARD	1.643.140
AGENTE:JP MORGAN CHASE BANK/UBS GLOBAL ASSET MANAGEMENT LIFE LTD	752.854
AGENTE:STATE STREET BANK AND TRUST COMPANY/ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM	19.121
AGENTE:BNP PARIBAS 2S-PARIS/FCP GROUPAMA AAEXA	100.000
AGENTE:BNP PARIBAS 2S-PARIS/FCP GROUPAMA DEPANDANCE	37.374
AGENTE:JP MORGAN CHASE BANK/SHELL FOUNDATION	41.517
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES S&P EUROPE 350 INDEX FUND	912.548
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI EAFE INDEX FUND	14.220.360
AGENTE:NORTHERN TRUST -LO/NORTHWESTERN UNIVERSITY	30.024
AGENTE:STATE STREET BANK AND TRUST COMPANY/EUROPE INDEX PLUS COMMON TRUST FUND	116.737
AGENTE:STATE STREET BANK AND TRUST COMPANY/CANADA PENSION PLAN INVESTMENT BOARD	7.586.061

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*** LIST OF PROXY GIVERS ***

INVESTISSEMENT TRESOR VIE	22.504
AGENTE:NORTHERN TRUST -LO/INTERNATIONAL EQUITY FUND	73.351
AGENTE:NORTHERN TRUST -LO/THE HENRY SMITH CHARITY	166.831
AGENTE:NORTHERN TRUST -LO/STICHTING PENSIOENFONDS SAGITTARIUS	188.317
AGENTE:NORTHERN TRUST -LO/FUNDO DE PENSOES	188.669
TD INTERNATIONAL INDEX FUND	83.888
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN HEART ASSOCIATION	8.211
AGENTE:STATE STREET BANK AND TRUST COMPANY/MANAGED PENSION FUNDS LIMITED	5.389.674
AGENTE:STATE STREET BANK AND TRUST COMPANY/STICHTING PHILIPS PENSIOENFONDS	750.328
AGENTE:STATE STREET BANK AND TRUST COMPANY/TEACHER RETIREMENT SYSTEM OF TEXAS	362.125
ABP ACTIONS	4.343.080
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI EMU INDEX FUND	2.509.191
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI ITALY INDEX FUND	6.441.780
AGENTE:STATE STREET BANK AND TRUST COMPANY/PENSION FUND ASSOCIATION FOR LOCAL GOVERNMENT OFFICIALS	9.801
CONNECTICUT GENERAL LIFE INSURANCE COMPANY	72.550
AGENTE:JP MORGAN CHASE BANK/CHURCH COMMISSIONERS FOR ENGLAND	57.894
AGENTE:JP MORGAN CHASE BANK/VANGUARD INTERNATIONAL SHARE INDEX FUND	1.442.569
AGENTE:NORTHERN TRUST -LO/SURREY COUNTY COUNCIL PENSION FUND	39.283
AGENTE:BNP PARIBAS 2S-PARIS/WITAN INVESTMENT TRUST PLC	77.963
BELL ATLANTIC MASTER TRUST	1.634.525
AGENTE:NORTHERN TRUST -LO/MONSANTO COMPANY MASTER TRUST	151.565
AGENTE:STATE STREET BANK AND TRUST COMPANY/PACE INTERNATIONAL EQUITY INVESTMENTS	57.798
TEACHERS' RETIREMENT SYSTEM OF LOUISIANA	580.069
AGENTE:NORTHERN TRUST -LO/HK MONETARY AUTHORITY	2.177.795
AGENTE:JP MORGAN CHASE BANK/SBC MASTER PENSION TRUST	33.251
AGENTE:STATE STREET BANK AND TRUST COMPANY/PARTNERS HEALTHCARE SYSTEM INC	190.387
AGENTE:NORTHERN TRUST -LO/INOVA HEALTH SYSTEM FOUNDATION	337.250
AGENTE:STATE STREET BANK AND TRUST COMPANY/ONTARIO TEACHERS PENSION PLAN BOARD	7.441.230
AGENTE:STATE STREET BANK AND TRUST COMPANY/ASIAN DEVELOPMENT BANK	120.824
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	2.431.213
AGENTE:NORTHERN TRUST -LO/STICHTING INSTITUUT GAK	17.864
AGENTE:STATE STREET BANK AND TRUST COMPANY/NORTHROP GRUMMAN PENSION MASTER TRUST	1.467.203
AGENTE:NORTHERN TRUST -LO/ACCIDENT COMPENSATION CORPORATION	67.668
AGENTE:NORTHERN TRUST -LO/STATE UNIVERSITIES RETIREMENT SYSTEM	626.697
AGENTE:NORTHERN TRUST -LO/AMERICAN HONDA MOTOR CO RETIREMENT	573.356
AGENTE:BNP PARIBAS 2S-PARIS/FCP FEDERIS EUROPE ACTIONS	29.000
RICHIEDENTE:CITIBANK NA NEW YORK SA SDA INTERNATIONAL EQUITY INDEX FUND/SDA INTERNATIONAL EQUITY INDEX FUND	87.391
AGENTE:NORTHERN TRUST -LO/HONG KONG SPECIAL ADMIN EXCHANGE FD	614.061
AGENTE:BNP PARIBAS 2S-PARIS/FCP FEDERIS IRC ACTIONS	469.983
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE TEACHERS RETIREMENT SYSTEM OF OHIO	4.795.932
UNISUPER	312.993
AGENTE:RBC INVESTOR SERVICE/ROBECO CAPITAL GROWTH FUNDS	450.000
IBM PERSONAL PENSION PLAN TRUST	790.007
AGENTE:JP MORGAN CHASE BANK/WYOMING RETIREMENT SYSTEM	430.186
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHNSON & JOHNSON UK GROUP RETIREMENT PLAN	35.518
AGENTE:BNP PARIBAS 2S-PARIS/FCP BNP PARIBAS INDICE EURO	253.612
AGENTE:JP MORGAN CHASE BANK/EUROPACIFIC GROWTH FUND	92.721.238
AGENTE:NORTHERN TRUST -LO/BAYCARE HEALTH SYSTEM	346.047
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B	154.674
CITY OF NEW YORK GROUP TRUST	593.197
AGENTE:NORTHERN TRUST -LO/CHURCH OF ENGLAND INV FD FOR PENSION	39.108
AGENTE:NORTHERN TRUST -LO/NORTHERN INTL EQUITY INDEX FUND	846.863
AGENTE:NORTHERN TRUST -LO/A I DUPONT TESTAMENTARY TRUST	139.431
AGENTE:BROWN BROTHERS HARR/VANGUARD EUROPEAN STOCK INDEX FUND	5.979.633
AGENTE:BROWN BROTHERS HARR/VANGUARD TAX-MANAGED INTERNATIONAL FUND	5.380.851
AGENTE:NORTHERN TR GLB SERV/VERDIPAPIRFONDET KLP AKSJGLOBAL 1	341.415
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNIVERSAL INVESTMENT FUNDS	1.240.192
AGENTE:BNP PARIBAS 2S-PARIS/FCP FEDERIS EURO ACTIONS	730.000
BUENA VISTA UNIVERSITY	46.614
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INTERNATIONAL FOREIGN FUND	2.252.701
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL GROWTH FUND LIMITED	374.657
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL EQUITY TRUST	3.035.526
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INTERNATIONAL STOCK FUND	1.983.865
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INTERNATIONAL EQUITY TRUST	826.501

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*** LIST OF PROXY GIVERS ***

TEMPLETON EUROPE FUND	45.042
AGENTE:JP MORGAN CHASE BANK/TEMPLETON FOREIGN FUND	17.587.407
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GROWTH FUND INC.	40.477.533
AGENTE:HSBC BANK PLC/NUCLEAR LIABILITIES FUND LIMITED	118.131
RICHIEDENTE:CBHK S/A CBOSC OSF WGSS02/COMMONWEALTH BANK OFFICERS SUPERANNUATION CORPORATION PTY LTD	38.514
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF MINNESOTA	15.505
AGENTE:STATE STREET BANK AND TRUST COMPANY/FAMILY INVESTMENTS CHILD TRUST FUND	110.413
AGENTE:STATE STREET BANK AND TRUST COMPANY/WESTERN METAL INDUSTRY PENSION	178.998
AGENTE:STATE STREET BANK AND TRUST COMPANY/LAUDUS INTERNATIONAL MARKETMASTERS FUND	61.264
AGENTE:BQUE FEDERATIVE-STR/SOCIAL ACTIVE ACTIONS	28.037
AGENTE:BQUE FEDERATIVE-STR/FCP GAILLON MAITRE ACTIONS	75.532
AGENTE:BQUE FEDERATIVE-STR/SOCIAL ACTIVE DIVERSIFIE	18.631
AGENTE:BQUE FEDERATIVE-STR/CM VALEURS ETHIQUES	97.256
AGENTE:BQUE FEDERATIVE-STR/FCP UNI 1	44.871
AGENTE:STATE STREET BANK AND TRUST COMPANY/SONOMA COUNTY EMPLOYEES RETIREMENT ASSOCIATION	36.105
AGENTE:STATE STREET BANK AND TRUST COMPANY/CUMBRIA LOCAL GOVERNMENT PENSION SCHEME	402.723
AGENTE:STATE STREET BANK AND TRUST COMPANY/LONDON BOROUGH OF TOWER HAMLETS PENSION FUND	419.321
AGENTE:STATE STREET BANK AND TRUST COMPANY/XEROX CANADA EMPLOYEES RETIREMENT PLAN	100.949
RICHIEDENTE:CBLDN S/A PFMT/STICHTING PENSIOENFONDS METAAL EN TECHNIK	1.474.274
RICHIEDENTE:CBHK S/A CITITST LTD TMP MPF EEF/CITITRUST LTD	277.387
TEMPLETON GLOBAL INCOME FUND	96.153
AGENTE:HSBC BANK PLC/HSBC EUROPEAN INDEX FUND	323.039
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL OPPORTUNITIES TRUST	1.270.334
DENVER EMPLOYEES RETIREMENT PLAN	123.409
AGENTE:RBC INVESTOR SERVICE/POWER CORPORATION SUPERANNUATION PLA	109.742
THE DEARBORN PARTNERS GROUP TRUST	74.169
BAYER CORPORATION MASTER TRUST	408.423
AGENTE:BQUE FEDERATIVE-STR/FCP CAPSUGEL	6.525
AGENTE:NORTHERN TRUST -LO/FORD OF CANADA MASTER TRUST FUND	81.639
AGENTE:NORTHERN TR GLB SERV/STICHTING PENSIOENFONDS CAMPINA	98.235
AGENTE:LOMBARD ODIER AND C/LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	147.482
AGENTE:BROWN BROTHERS HARR/VANGUARD INTERNATIONAL VALUE FUND	4.018.600
RICHIEDENTE:CBNY S/A AGF WORLD BALANCED FUND/AGF WORLD BALANCED FUND	193.200
FRIENDS FIDUCIARY CORPORATION	124.030
AGENTE:NORTHERN TRUST -LO/LABORERS' & RETIREMENT BOARD EMPLOYEE	248.592
AGENTE:NORTHERN TRUST -LO/QM COMMON DAILY WORLD INDEX FUND	145.992
AGENTE:NORTHERN TRUST -LO/BLUE SKY GROUP	1.326.370
AGENTE:NORTHERN TRUST -LO/MICROSOFT GLOBAL FINANCE LIMITED	628.866
AGENTE:NORTHERN TRUST -LO/SENTINEL INTERNATIONAL FUND	3.603
AGENTE:STATE STREET BANK AND TRUST COMPANY/MML FOREIGN FUND	582.219
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM GLOBAL EQUITY FUND	125.771
AGENTE:STATE STREET BANK AND TRUST COMPANY/CONOCOPHILLIPS PENSION PLAN	124.200
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS RESEARCH INTERNATIONAL FUND	5.502.447
AGENTE:STATE STREET BANK AND TRUST COMPANY/AXA ROSENBERG EQUITY ALPHA TRUST	61.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/CONAGRA FOODS MASTER PENSION TRUST	393.357
AGENTE:STATE STREET BANK AND TRUST COMPANY/WESTPAC INTERNATIONAL SHARE INDEX TRUST	209.552
AGENTE:BNP PARIBAS 2S-PARIS/FCP CARDIF RENDACTIS	599.744
AGENTE:BNP PARIBAS 2S-PARIS/FEDERIS EPARGNE EQUILIBREE	50.508
AGENTE:BNP PARIBAS 2S-PARIS/REGARD ACTIONS EURO	1.500.000
AGENTE:BNP PARIBAS 2S-PARIS/FCP REGARD SEL.ACT EURO.	647.003
AGENTE:BNP PARIBAS 2S-PARIS/AXA ROSENBERG EUROBLOC	1.323.000
AGENTE:BNP PARIBAS 2S-PARIS/AXA ROSENBERGER INTERNATIONAL	9.000
EQUIPSUPER	365.645
AGENTE:BNP SS SIDNEY BRANCH/AVSUPER FUND	6.431
AGENTE:JP MORGAN CHASE BANK/QANTAS SUPERANNUATION PLAN	189.320
ING TEMPLETON FOREIGN EQUITY PORTFOLIO	1.735.102
AGENTE:STATE STREET BANK AND TRUST COMPANY/CHRISTIAN SUPER	3.464
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM INTERNATIONAL EQUITY FUND	568.095
AGENTE:JP MORGAN CHASE BANK/BT INTERNATIONAL FUND	58.796
PREVIPOSTE	137.797
STICHTING PENSIOENFONDS ELSEVIER	53.940
AGENTE:JP MORGAN CHASE BANK/NATIONWIDE INTERNATIONAL INDEX FUND	5.645
AGENTE:JP MORGAN CHASE BANK/JPMORGAN INTERNATIONAL EQUITY INDEX FUND	565.959
AGENTE:HSBC BANK PLC/PHOENIX LIFE LIMITED	12.460
AGENTE:NORTHERN TRUST -LO/NEW ZEALAND SUPERANNUATION FUND	264.490

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CAAM DYNALION EUROPE (CA) - L025	45.937
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GROWTH FUND II LIMITED	43.838
STATE OF WISCONSIN INVESTMENT BOARD	4.840.814
AGENTE:BQUE FEDERATIVE-STR/1495 FCP CONTINENTAL	5.400
AGENTE:RBC INVESTOR SERVICE/MAPLE BROWN ABBOTT INTL EQUITY TRUST	30.482
AGENTE:BQUE FEDERATIVE-STR/FREESCALE DYNAMIQUE	14.811
AGENTE:NORTHERN TRUST -LO/CATERPILLAR INC INVEST TRUST	246.377
AGENTE:BNP PARIBAS 2S-PARIS/FCP AG2R EURO ACTIONES	1.995.000
AGENTE:NORTHERN TRUST -LO/THE NEW YORK TIMES CO. PENSION TRUST	40.250
AGENTE:BROWN BROTHERS HARR/GMO FUNDS PLC	206.564
AGENTE:NORTHERN TRUST -LO/RABBI TST FOR LADD FURNITURE INC	1.891
AGENTE:NORTHERN TRUST -LO/UNITED NATIONS RELIEF AND WORKS FOR PALESTINIAN REFUGEES IN THE NEAR EAST	16.583
AGENTE:NORTHERN TRUST -LO/FORD MOTOR COMPANY DEFINED BENEFIT	465.893
AGENTE:NORTHERN TRUST -LO/INTL TRUCK ENGINE CORP RETIREMENT	56.743
AGENTE:NORTHERN TRUST -LO/TRINITY HEALTH MASTER RETIREMENT TST	13.220
AGENTE:NORTHERN TRUST -LO/LA-Z-BOY INC MASTER RETIRE SAVING	36.299
AGENTE:JP MORGAN CHASE BANK/OPTIMIX WHOLESALE GLOBAL SHARE TRUST	120.035
AGENTE:STATE STREET BANK AND TRUST COMPANY/CELANESE AMERICAS RETIREMENT PENSION PLAN	272.409
AGENTE:STATE STREET BANK AND TRUST COMPANY/P.H. GLATFELTER COMPANY MASTER RETIREMENT TRUST	60.437
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARKWRIGHT, LLC	17.168
AGENTE:STATE STREET BANK AND TRUST COMPANY/ROBERT L MCNEIL COMPLEX TRUST	137.224
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE CIVIL SERVICE SUPERANNUATION FUND	48.116
AGENTE:NORTHERN TRUST -LO/THE MOTOROLA PENSION SCHEME	152.742
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS III INTERNATIONAL CORE FUND	440.335
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS II INTERNATIONAL VALUE FUND	4.849.578
AGENTE:STATE STREET BANK AND TRUST COMPANY/BRUNSWICK UNIT 1 QUALIFIED NUCLEAR DECOMMISSIONING FUND	7.055
AGENTE:STATE STREET BANK AND TRUST COMPANY/HARRIS UNIT 1 QUALIFIED NUCLEAR DECOMMISSIONING FUND	10.228
AGENTE:STATE STREET BANK AND TRUST COMPANY/BRUNSWICK UNIT 2 QUALIFIED NUCLEAR DECOMMISSIONING FUND	9.492
AGENTE:STATE STREET BANK AND TRUST COMPANY/ROBINSON UNIT 2 QUALIFIED NUCLEAR DECOMMISSIONING FUND	10.579
AGENTE:STATE STREET BANK AND TRUST COMPANY/BT INSTITUTIONAL INTERNATIONAL SUSTAINABILITY SHARE FUND	102.529
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN BEACON INTERNATIONAL EQUITY FUND	563.187
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALAMEDA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION	3.728
AGENTE:STATE STREET BANK AND TRUST COMPANY/MITCHELLS AND BUTLERS CIF LIMITED	80.462
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR MSCI ACWI EX-US ETF	18.280
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHNSON & JOHNSON PENSION & SAVINGS PLANS MASTER TRUST	670.513
AGENTE:STATE STREET BANK AND TRUST COMPANY/SUNAMERICA SERIES TRUST FOREIGN VALUE PORTFOLIO	458.213
AGENTE:STATE STREET BANK AND TRUST COMPANY/SEASONS SERIES TRUST INTERNATIONAL EQUITY PORTFOLIO	51.675
AGENTE:STATE STREET BANK AND TRUST COMPANY/CONSOLIDATED EDISON RETIREMENT PLAN	456.695
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA INTERNATIONAL EQUITIES INDEX TRUST	143.974
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA WEALTH WEIGHTED GLOBAL EQUITIES INDEX TRUST	15.977
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA MSCI EAFE INDEX FUND	325.672
AGENTE:NORTHERN TR GLB SERV/BAERUM KOMMUNE	18.179
AGENTE:STATE STREET BANK AND TRUST COMPANY/AARGAUISCHE PENSIONS KASSE	210.564
BELLSOUTH CORPORATION RFA VEB A TRUST	120.162
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE STREET TRUSTEES LIMITED ATF SWIP CAPITAL TRUST	246.869
AGENTE:STATE STREET BANK AND TRUST COMPANY/PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY	767.304
AGENTE:STATE STREET BANK AND TRUST COMPANY/HAMILTON HEALTHCARE SYSTEM INC	64.598
AGENTE:STATE STREET BANK AND TRUST COMPANY/GE INVESTMENTS FUNDS, INC. - TOTAL RETURN FUND	155.817
AGENTE:STATE STREET BANK AND TRUST COMPANY/GLOBAL ADVANTAGE FUNDS - MAJOR MARKETS TEILFONDS	374.830

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*** LIST OF PROXY GIVERS ***

MEYER MEMORIAL TRUST	183.904
SEMPRA ENERGY PENSION MASTER TRUST	157.168
IG TEMPLETON INTERNATIONAL EQUITY FD	419.850
AGENTE:NORTHERN TRUST -LO/WHEELS COMMON INVESTMENT FUND	236.651
AGENTE:NORTHERN TRUST -LO/THE TIMKEN CO. COLLECTIVE INVEST. TS	786.974
AGENTE:NORTHERN TRUST -LO/POTOMAC ELECTRIC POWER COMPANY	435.759
AGENTE:JP MORGAN CHASE BANK/H.E.S.T. AUSTRALIA LIMITED	298.499
AGENTE:STATE STREET BANK AND TRUST COMPANY/ELECTRONIC DATA SYSTEMS 1994 PENSION SCHEME	371.451
AGENTE:STATE STREET BANK AND TRUST COMPANY/ELECTRONIC DATA SYSTEMS LTD RETIREMENT PLAN	1.011.728
AGENTE:JP MORGAN CHASE BANK/BOTSWANA INSURANCE FUND MANAGEMENT LIMITED	190.271
AGENTE:STATE STREET BANK AND TRUST COMPANY/RS INTERNATIONAL GROWTH VIP SERIES	835.487
AGENTE:STATE STREET BANK AND TRUST COMPANY/RS INTERNATIONAL GROWTH FUND	2.625.760
AGENTE:STATE STREET BANK AND TRUST COMPANY/ILLINOIS STATE BOARD OF INVESTMENT	1.688.379
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	717.683
AGENTE:STATE STREET BANK AND TRUST COMPANY/HONG KONG HOUSING AUTHORITY	359.236
AGENTE:STATE STREET BANK AND TRUST COMPANY/CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	7.623.231
AGENTE:STATE STREET BANK AND TRUST COMPANY/CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	2.615.515
AGENTE:STATE STREET BANK AND TRUST COMPANY/BILL AND MELINDA GATES FOUNDATION TRUST	150.981
RICHIEDENTE:CBLDN S/A STANDARD LIFE ASSURANCE COMPANY OF CANADA/STANDARD LIFE INVESTMENT LIMITED	69.543
RIO TINTO STAFF SUPERANNUATION FUND	239.962
AGENTE:JP MORGAN CHASE BANK/AXA-EB 510	22.465
AGENTE:RBC INVESTOR SERVICE/DONALDSON BURSTON INTL SER-THS PARTN	313.427
AGENTE:RBC INVESTOR SERVICE/EMPL BENEF BOARD & WINNIPEG POL PENS	174.632
AGENTE:BNP PARIBAS 2S-PARIS/UNPMF	6.389
AGENTE:NORTHERN TRUST -LO/VOLUNTARY SOUTHERN CALIFORNIA EDISON	159.733
AGENTE:NORTHERN TRUST -LO/NATIONAL COUNCIL FOR SOCIAL SEC FUND	131.574
AGENTE:BNP PARIBAS 2S-PARIS/FEDERIS AVENIR EURO-PE	855.400
AGENTE:NORTHERN TRUST -LO/MF INTERNATIONAL FUND LLC	11.707
AGENTE:NORTHERN TRUST -LO/GARD COMMON CONTRACTUAL FUND	55.839
AGENTE:STATE STREET BANK AND TRUST COMPANY/MGI FUNDS PLC	823.103
AGENTE:BNP PARIBAS 2S-PARIS/FCP EURO ETHIQUE INSTITUTIONS	720.000
AGENTE:NORTHERN TR GLB SERV/VERDIPAPI KLP AKSJEUROPA INDEKS 1	160.106
AGENTE:NORTHERN TR GLB SERV/UNIVEST	440.302
MINNESOTA LIFE INSURANCE COMPANY	128.090
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE METHODIST HOSPITAL	218.566
AGENTE:STATE STREET BANK AND TRUST COMPANY/HSBC AS TRUSTEE FOR SSGA EUROPE EX UK EQUITY TRACKER FUND	161.474
AGENTE:STATE STREET BANK AND TRUST COMPANY/PENSION PROTECTION FUND	689.957
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR S&P WORLD (EX-US) ETF	178.385
AGENTE:STATE STREET BANK AND TRUST COMPANY/DWS EAFE EQUITY INDEX FUND	81.958
AGENTE:STATE STREET BANK AND TRUST COMPANY/HOME AFFAIRS UNIFORMED SERVICES (INVEST FUND)	10.350
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL INVESTMENT COMPANY II PLC	118.268
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL INVESTMENT COMPANY PLC	1.296.292
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS MERIDIAN FUNDS-RESEARCH INTERNATIONAL FUND	403.729
AGENTE:STATE STREET BANK AND TRUST COMPANY/UBS ETF-UBS-ETF DJ EURO STOXX 50	2.104.854
AGENTE:STATE STREET BANK AND TRUST COMPANY/METROPOLITAN SERIES FUND MORGAN STANLEY EAFE INDEX PORTFOLIO	272.769
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN FUNDS INSURANCE SERIES INTERNATIONAL FUND	9.270.336
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	123.960
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL EQUITY FUND	272.685
AGENTE:STATE STREET BANK AND TRUST COMPANY/METROPOLITAN LIFE INSURANCE COMPANY	123.159
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL GLOBAL OPPORTUNITIES FUND	354.843
AGENTE:JP MORGAN CHASE BANK/AQR INTERNATIONAL EQUITY FUND	181.238
AGENTE:BNP SS SIDNEY BRANCH/ENHANCED INDEX INTERNATIONAL SHARE FUND	914.199
AVA EUROPE 4	277.059
VIVACCIO ACTIONS	736.053
LBPAM ACTIONS INDICE	1.107.747
LBPAM PROFIL 80 PEA	89.459

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LBPAM PROFIL 100	35.294
INDIANA UNIVERSITY FOUNDATION	95.557
AGENTE:JP MORGAN CHASE BANK/FRANKLIN TEMPLETON INVESTMENT FUNDS	22.104.667
AGENTE:JP MORGAN CHASE BANK/JP MORGAN CHASE RETIREMENT PLAN	168.300
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL STOCK TRUST	873.366
AGENTE:STATE STREET BANK AND TRUST COMPANY/WASHINGTON STATE INVESTMENT BOARD	270.795
AGENTE:HSBC BANK PLC/WEST YORKSHIRE PENSION FUND	27.650
AGENTE:STATE STREET BANK AND TRUST COMPANY/DODGE & COX INTERNATIONAL STOCK FUND	123.651.788
AGENTE:STATE STREET BANK AND TRUST COMPANY/MARATHON NEW GLOBAL FUND PLC	198.206
AGENTE:STATE STREET BANK AND TRUST COMPANY/AXA WORLD FUNDS	3.500.000
AGENTE:JP MORGAN CHASE BANK/VANTAGEPOINT OVERSEAS EQUITY INDEX FUND	77.865
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI ACWI INDEX FUND	536.094
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI ACWI EX US INDEX FUND	346.864
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI KOKUSAI INDEX FUND	93.632
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI EAFE VALUE INDEX FUND	1.304.030
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES S&P GLOBAL FINANCIAL SECTOR INDEX FUND	259.582
AGENTE:STATE STREET BANK AND TRUST COMPANY/WORKERS COMPENSATION BOARD-ALBERTA	96.778
AGENTE:STATE STREET BANK AND TRUST COMPANY/PENSIONS MANAGEMENT (S.W.F.) LIMITED	72.903
PPF-ISR	6.046
PREDICA ISR EUROPE	21.300
AGENTE:BQUE FEDERATIVE-STR/FCP HENKEL DIVERSIFIE N 1	5.600
AGENTE:BQUE FEDERATIVE-STR/1515 FCP GERARD PERRIER	1.305
AGENTE:BQUE FEDERATIVE-STR/HEINEKEN ENTREPRISE DIVERSIFIE	16.300
AGENTE:BQUE FEDERATIVE-STR/FCP DEGUSSA MIXTE	2.200
AGENTE:BQUE FEDERATIVE-STR/FCP DEGUSSA DYNAMIQUE	7.700
AGENTE:BQUE FEDERATIVE-STR/FCPE ROUSSELOT DYNAMIQUE	4.281
AGENTE:BQUE FEDERATIVE-STR/MONSANTO ACTIONS	15.021
AGENTE:BQUE FEDERATIVE-STR/FCP MGE DYNAMIQUE EURO	21.000
AGENTE:BNP PARIBAS 2S-PARIS/FCP ACTIONS ISR	1.400.000
AGENTE:NORTHERN TRUST -LO/LOS ANGELES CITY EMPLOYEES RETIREM.	327.067
AGENTE:NORTHERN TRUST -LO/CENTERPOINT ENERGY MASTER RETIR TST	164.271
AGENTE:NORTHERN TRUST -LO/INTL TRANSPORT CORP RETIREE HEALTH	29.264
AGENTE:NORTHERN TRUST -LO/NORTHERN TRUST ROBUSTA FUND	454.201
NATIXIS	107.062
AGENTE:NORTHERN TRUST -LO/NORTHERN GLOBAL SUSTAINABILITY INDEX FUN	42.218
AGENTE:NORTHERN TRUST -LO/SPRING CREEK INVESTORS LLC	4.658
AGENTE:NORTHERN TRUST -LO/SHY LLC	14.640
AGENTE:NORTHERN TRUST -LO/LAS OLAS EQUITY PARTNERS LP	4.323
AGENTE:JP MORGAN CHASE BANK/NEW MEXICO STATE INVESTMENT COUNCIL	520.951
AGENTE:RBC INVESTOR SERVICE/BF&M LIFE INSURANCE COMPANY LIMITED	105.787
AGENTE:BNP PARIBAS 2S-PARIS/FCP CALCIUM QUANT	178.290
AGENTE:BNP PARIBAS 2S-PARIS/FCP DIVERSIFIE D&O CPR	168.960
AGENTE:BNP PARIBAS 2S-PARIS/REGARD ACTIONS DEVELOPPEMENT DURABLE	600.000
AGENTE:BP2S LUXEMBOURG/PARWORLD	248.934
ING TEMPLETON GLOBAL GROWTH PORTFOLIO	1.398.491
VISION POOLED SUPERANNUATION TRUST	62.673
NEW YORK STATE DEFERRED COMPENSATION PLAN	253.424
THE BANK OF KOREA	18.362
BAILLIE GIFFORD EAFE FUND	7.762.931
GS TACS MARKET CONTINUOUS (INTL) LLC	523.521
ING INTERNATIONAL INDEX PORTFOLIO	153.663
AGENTE:JP MORGAN CHASE BANK/AXA EQUITABLE LIFE INSURANCE CO	71.748
AGENTE:JP MORGAN CHASE BANK/SCHRODER GLOBAL ACTIVE VALUE FUND	340.790
AGENTE:JP MORGAN CHASE BANK/MFS DIVERSIFIED TARGET RETURN FUND	33.912
AGENTE:JP MORGAN CHASE BANK/HENDERSON EURO TRUST PLC	604.645
AGENTE:STATE STREET BANK AND TRUST COMPANY/HARTFORD LIFE INSURANCE COMPANY	119.424
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM EUROPE EQUITY FUND	291.188
AGENTE:STATE STREET BANK AND TRUST COMPANY/AXA NEDERLAND (LUXEMBOURG)	3.065
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS MERIDIAN FUNDS - EUROPEAN VALUE FUND	2.648.928
AGENTE:STATE STREET BANK AND TRUST COMPANY/UBS ETF	1.173.843
AGENTE:STATE STREET BANK AND TRUST COMPANY/GOLDMAN SACHS FUNDS	167.833
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL INVESTMENT COMPANY GLOBAL EQUITY FUND	1.131.779
AGENTE:STATE STREET BANK AND TRUST COMPANY/VALIC COMPANY I - FOREIGN VALUE FUND	2.772.333
AGENTE:STATE STREET BANK AND TRUST COMPANY/GMAM INVESTMENT FUNDS TRUST	179.078
AGENTE:STATE STREET BANK AND TRUST COMPANY/MINISTRY OF STRATEGY AND FINANCE	298.438
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS INTERNATIONAL VALUE FUND	14.856.516
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM VT	671.705

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INTERNATIONAL EQUITY FUND	
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN INTERNATIONAL GROUP INC RETIREMENT PLAN	16.034
AGENTE:STATE STREET BANK AND TRUST COMPANY/ST. JAMES'S PLACE UK PUBLIC LIMITED COMPANY	52.509
AGENTE:STATE STREET BANK AND TRUST COMPANY/MICROSOFT CORPORATION SAVINGS PLUS 401(K) PLAN	618.611
AGENTE:STATE STREET BANK AND TRUST COMPANY/MGI INTERNATIONAL EQUITY FUND	518.270
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM INTERNATIONAL EQUITY FUND, LLC	50.820
AGENTE:STATE STREET BANK AND TRUST COMPANY/SUPERVALU INC. MASTER INVESTMENT TRUST	36.962
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST	315.745
AGENTE:STATE STREET BANK AND TRUST COMPANY/DODGE + COX GLOBAL STOCK FUND	2.984.199
AGENTE:STATE STREET BANK AND TRUST COMPANY/MULTI-STYLE, MULTI-MANAGER FUNDS PLC	45.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/INTERNATIONAL INVESTMENT FUND	141.025
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK INSURANCE COMPANY OF VERMONT	22.868
PRINCIPAL FUNDS INC INTERNATIONAL VALUE FUND 1	161.764
AGENTE:JP MORGAN BANK IRELA/GAM STAR FUND PLC	501.926
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL TRUST FUND	444.774
GRD 10 THS	402.170
ESSOR EUROPE	145.148
BOURBON 4	85.100
FC CARPIMKO	142.000
CNP ACP ACTIONS LT	80.621
CONCORDE 96	86.604
CARPIMKO INTERNATIONAL	134.433
IXIS FLAMME	114.950
I CROISSANCE	66.182
CMD AGIRC IXIS D	128.567
FCP TONI ACTIONS 100	200.767
ADPACTIONS	3.250
APOLLINE 1 ACTIONS	218.208
ATOUT QUANTEUROLAND	494.346
CAAM INDICIA MEDIAN	238.224
CAAM ACTIONS DURABLES	156.178
ATOUT EUROPE MONDE	410
EPARGNE PRUDENCE THALES	35.240
EVIAN A EQUILIBRE	9.499
N 1 RENDEMENT USINOR	12.492
ASSURDIX	92
CAAM INDEX EURO	401.127
CAAM RESA ACTIONS EURO	8
AGENTE:BQUE FEDERATIVE-STR/FCP BRONGNIART AVENIR	21.555
AGENTE:BQUE FEDERATIVE-STR/FCP GROUPE ROCHE	80.000
AGENTE:BQUE FEDERATIVE-STR/CIC SOCIALEMENT RESPONSABLE	159.284
AGENTE:NORTHERN TRUST -LO/CITY OF LOS ANGELES FIRE POLICE PLAN	211.019
AGENTE:NORTHERN TRUST -LO/IBM PENSION PLAN	322.695
AGENTE:NORTHERN TRUST -LO/CITY OF MILWAUKEE EMPLOY RETIREMENT	572.708
AGENTE:BQUE FEDERATIVE-STR/FCP ES TEMPERE	37.104
AGENTE:BQUE FEDERATIVE-STR/FCP ES GESTION EQUILIBRE	400.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/NOVARTIS CORPORATION PENSION MASTER TRUST	20.904
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMEC STAFF PENSION SCHEME	586.637
AGENTE:STATE STREET BANK AND TRUST COMPANY/CITY OF EDMONTON EQUITY UNIT TRUST	309.316
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR S+P INTERNATIONAL FINANCIAL SECTOR ETF	11.348
SCOTIA CAPITAL INC	35.800
EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	18.288
FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	5.000.000
VEBA PARTNERSHIP N LP .	49.385
ABB INC. MASTER TRUST .	17.241
SISTERS OF CHARITY OF LEAVENWORTH HEALTH S	94.598
CHESHIRE PENSION FUND .	444.570
CANADIAN PACIFIC RAILWAY COMPANY PENSION PLAN	1.252.579
ADVANTAGE FUNDS INC - GLOBAL ALPHA FUND	15.215
CITY OF NEW YORK DEFERRED COMPENSATION PLAN	1.504.068
KANSAS PUBLIC EMPLOYEES RETIREMENT	504.834
ROGERSCASEY TARGET SOLUTIONS LLC.	175.519
OPERATING ENGINEERS LOCAL 101 PENSION FUND	52.766

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*** LIST OF PROXY GIVERS ***

CERVURITE INTERNATIONAL LLC .	136.323
LVIP SSGA INTERNATIONAL INDEX FUND	404.026
LV CHALLENGE	35.015
L.S. DYNAMIQUE	7.018
FCP FMS 3	35.185
VOCATION MARCHE ARIANESPACE CONSEIL DE SURVEILLANCE DU FCP	3.531
FCP ERAFP ACTIONS EUROS1 EDEAM	541.452
OACET	16.420
AREGE 2IC	60.287
CNP ASSUR PIERRE	23.424
IXIS EURO ACTIONS	1.067.125
IMPACT ISR DYNAMIQUE	34.210
IMPACT ISR CROISSANCE	64.003
IMPACT ISR EQUILIBRE	282.742
IMPACT ISR RENDEMENT SOLIDAIRE	97.962
NATIXIS ES ACTIONS EURO	146.006
AREVA DIVERSIFIE OBLIGATAIRE	41.354
STICHTING PENSIOENFONDS UWV .	328.631
METROPOLE GESTION	6.820.000
AGENTE:BROWN BROTHERS HA-LU/FIDELITY FUNDS SICAV	11.760.498
AGENTE:BROWN BROTHERS HARR/GMO TAX-MANAGED INTERNATIONAL EQUITIES F	107.200
AGENTE:BROWN BROTHERS HARR/GMO INTERNATIONAL INTRINSIC VALUE FUND	8.805.385
AGENTE:BROWN BROTHERS HARR/SEI INST INVES TRUST INTERNAT EQTY FUND	1.529
AGENTE:BROWN BROTHERS HARR/SEI INSTITUTIONAL INTERN TRUST INTERNATI	60.705
AGENTE:BROWN BROTHERS HARR/GMO DEVELOPED WORLD STOCK FUND	252.269
AGENTE:BQUE FEDERATIVE-STR/FCP GROUPE BRIAND	2.427
AGENTE:BQUE FEDERATIVE-STR/GP 3 MATURITE FCPE	10.000
AGENTE:BQUE FEDERATIVE-STR/GP 2 CROISSANCE FCPE	25.000
AGENTE:BQUE FEDERATIVE-STR/GP 1 VITALITE FCPE	40.000
AGENTE:BQUE FEDERATIVE-STR/FCPE EUROP ASSISTANCE DIVERSIFIE	15.117
AGENTE:PICTET & CIE/FDT ETHOS	66.134
AGENTE:HSBC BANK PLC/HSBC INVESTMENT FUNDS (UK) LIMITED	33.512
AGENTE:NORTHERN TRUST -LO/TENNESSE CONSOLIDATED RETIREMENT SYSTEM	193.580
AGENTE:NORTHERN TRUST -LO/AMERICAN COLLEGE OF SURGEONS	18.338
AGENTE:BQUE FEDERATIVE-STR/FCP GAILLON 130/30	41.303
AGENTE:BROWN BROTHERS HARR/GMO GLOBAL ACTIVE EQUITY FUND LP	169.419
AGI FRANCE	3.670.000
MACIF GESTION	21.851
AGENTE:STATE STREET BANK AND TRUST COMPANY/ING DIRECT STREETWISE BALANCED INCOME FUND	7.895
AGENTE:STATE STREET BANK AND TRUST COMPANY/ING DIRECT STREETWISE BALANCED FUND	27.485
AGENTE:STATE STREET BANK AND TRUST COMPANY/ING DIRECT STREETWISE BALANCED GROWTH FUND	25.927
AGENTE:STATE STREET BANK AND TRUST COMPANY/CORE STRATEGIES INVESTMENT FUND LLC	39.601
AGENTE:STATE STREET BANK AND TRUST COMPANY/EUROPE ALPHA COMMON TRUST FUND	98.725
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA WORLD INDEX EQUITY FUND	439.285
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA ITALY INDEX EQUITY FUND	130.948
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA EUROPE ALPHA EQUITY FUND I	46.740
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA EMU INDEX EQUITY FUND	2.650.195
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA FINANCIALS INDEX EQUITY FUND	27.719
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA EUROPE INDEX EQUITY FUND	451.540
AGENTE:BROWN BROTHERS HARR/VANGUARD FTSE ALL-WORLD EX US INDEX FUND	4.399.559
AGENTE:BROWN BROTHERS HARR/SCHWAB FUNDAMENTAL INTER LARGE COMP IN F	630.986
AGENTE:BROWN BROTHERS HARR/BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	129.132
AGENTE:BROWN BROTHERS HARR/VANGUARD GLOBAL EQUITY FUND	128.263
AGENTE:BROWN BROTHERS HARR/BBH/LIFEYRISSJODUR VERZLUNARMANNA-PENSIO	47.538
AGENTE:BROWN BROTHERS HARR/VANGUARD TOTAL WORLD STOCK INDEX FUND	378.929
AGENTE:BROWN BROTHERS HARR/SEI INS INV TRU INT FUND/INTECH	6.879
MLPF&S NON-RESIDENT EQUITY ACCOUNT	2.143.541
AGENTE:HSBC BANK PLC/WEST MIDLANDS METROPOLITAN AUTHORITI	497.000
RICHIEDENTE:UBS AG-ZURICH SA OMNIBUS NON RESIDENT/UBS FUND MANAGEMENT (SWITZERLAND) AG	2.127.503
AGENTE:JP MORGAN CHASE BANK/TEMPLETON NVIT INTERNATIONAL VALUE FUND	471.099
CAAM LABEL DYNAMIQUE	11
CAAM LABEL EQUILIBRE	86
CAAM LABEL PRUDENCE	63
CDC AD-EUROPE	145.830
AGENTE:JP MORGAN CHASE BANK/AVIVA LIFE & PENSIONS UK LIMITED	416.671
FORTIS INVESTMENT MANAGEMENT	223.812

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HUTCHINSON ACTIONS	21.064
LA BANQUE POSTALE DE PREVOYANCE	14.425
MEDI ACTIONS	550.000
FCP NATIXIS ACTIONS EUROPEENNES	430.425
FCPE NATIXIS AVENIR 1 PERFORMANCE	119.467
FCPE NATIXIS AVENIR 2 DYNAMIQUE	21.025
FCPE NATIXIS AVENIR 3 CROISSANCE	56.389
FCPE NATIXIS AVENIR 4 EQUILIBRE	86.028
FCPE NATIXIS AVENIR 5 RENDEMENT	33.070
OCP EPARGNE	9.858
BLACKROCK GLOBAL FUNDS	19.218.923
LVIP DELAWARE FOUNDATION MODERATE A	28.491
AMERICAN ELECTRIC POWER MASTER RETIREMENT TRUST	318.377
BOC PENSION INVESTMENT FUND .	143.905
CONOCOPHILLIPS MASTER TRUST	140.054
AMERICAN ELECTRIC POWER SYSTEM RETIREE LIFE INSURANCE TRUST	33.601
AMERICAN ELECTRIC POWER SYSTEM RETIREE MEDICAL TRUST FOR CERTAIN UNION	106.924
FLORIDA RETIREMENT SYSTEM .	10.334.975
HJ HEINZ PENSION TRUST LIMITED.	379.981
RHM PENSION SCHEME .	45.252
WELLMARK INC. .	77.846
LVIP DELAWARE FOUNDATION AGGRESSIVE ALLOCATION FUND	105.121
STICHTING DEPOSITARY APG DEVELOPED MARKETS EQUITY POOL	21.048.639
QUADRUS TEMPLETON INTERNATIONALEQUITY FUND	289.393
IG TEMPLETON INTERNATIONAL EQUITY CLASS	81.870
JOHN DEERE PENSION TRUST .	274.251
DELAWARE VIP INTERNATIONAL VALUE EQUITY SERIES	114.824
DELAWARE INTERNATIONAL VALUE EQUITY FUND	614.982
DELAWARE MODERATE ALLOCATION PORTFOLIO	123.332
MINISTRY OF FINANCE OF THE REPUBLIC OF KAZAKHST	287.241
TREASURER OF THE STATE OF NORTH CAROLINA EQUITY INVESTMENT FUND POOLED	448.067
NATIONAL PENSIONS RESERVE FUND COMMISSION	904.529
ARIZONA PSPRS TRUST	210.463
TD EUROPEAN INDEX FUND .	24.800
ROCHE US DB PLANS MASTER TRUST	352.410
GLAXOSMITHKLINE MASTER RETIREMENT TRUST	352.518
AT&T UNION WELFARE BENEFIT TRUST	355.569
AXA INVESTMENT MANAGERS PARIS	169.144
AGENTE: BROWN BROTHERS HARR/GMO INTERNATIONAL CORE EQUITY FUND	1.561.026
AGENTE: BROWN BROTHERS HARR/BBH B J T S RE CMA MFS EX-JAPAN GROWTH MOTHER FUND	132.902
AGENTE: BNP PARIBAS 2S-PARIS/EASY ETF EURO STOXX 50	1.278.032
AGENTE: BQUE FEDERATIVE-STR/FREESCALE DIVERSIFIE	17.250
AGENTE: RBC INVESTOR SERVICE/FONDATION J.A. BOMBARDIER	14.859
AGENTE: NORTHERN TR GLB SERV/ABU DHABI RETIREMENT PENSION FUND	191.376
AGENTE: NORTHERN TRUST -LO/MONTGOMERY COUNTY EMPLOYEES' RETIR	58.225
AGENTE: NORTHERN TRUST -LO/SILVER GROWTH FUND, LP	11.074
AGENTE: NORTHERN TRUST -LO/TRINITY COLLEGE	27.891
AGENTE: BQUE FEDERATIVE-STR/LOGICA MOTIVATION	2.760
AGENTE: RBC INVESTOR SERVICE/JO HAMBRO CAPITAL MANAGEMENT UMBRELLA FU	4.553
AGENTE: STATE STREET BANK AND TRUST COMPANY/GMO TAX-MANAGED GLOBAL BALANCED PORTFOLIO	12.752
AGENTE: STATE STREET BANK AND TRUST COMPANY/RIO TINTO PENSION FUND	295.595
AGENTE: STATE STREET BANK AND TRUST COMPANY/FLOURISH INVESTMENT CORPORATION	4.925.954
AGENTE: STATE STREET BANK AND TRUST COMPANY/WORKERS COMPENSATION INSURANCE FUND	1.573.848
AGENTE: STATE STREET BANK AND TRUST COMPANY/BEST INVESTMENT CORPORATION	920.898
AGENTE: STATE STREET BANK AND TRUST COMPANY/MARCH FUND	16.037
AGENTE: STATE STREET BANK AND TRUST COMPANY/BGI MSCI EUROPE EQUITY INDEX FUND B	6.841
AGENTE: STATE STREET BANK AND TRUST COMPANY/BGI MSCI EAFE EQUITY INDEX NON-LENDABLE FUND B	1.214.421
AGENTE: STATE STREET BANK AND TRUST COMPANY/TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS	624.079
AGENTE: STATE STREET BANK AND TRUST COMPANY/SPDR DJ EURO STOXX 50 ETF	5.088.187
AGENTE: RBC INVESTOR SERVICE/MANULIFE INVESTMENT EXCHANGE FUND CORP	159.959
AGENTE: NORTHERN TRUST -LO/NTGI-QM COMMON DAILY ALL COUNTRY WORLD E	99.744
AGENTE: NOMURA BK SA LUXEMB/WORLDVIEW INVESTMENT FUND EUROPE CORE EQ	337.300
AGENTE: BROWN BROTHERS HARR/VANGUARD DEVELOP MARKET INDEX FUND	4.752.128
AGENTE: BROWN BROTHERS HARR/GMO REAL RET ASS ALL FUND LP	137.226
AGENTE: STATE STREET BANK AND TRUST COMPANY/SUNSUPER SUPERANNUATION FUND	309.077
RICHIEDENTE: CBLDN S/A CIP-DEP AVIVA INVESTORS NORWICH UNION/AVIVA INVESTORS	83.652

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*** LIST OF PROXY GIVERS ***

INTERNATIONAL INDEX TRACKING FUND	
S2G	980.747
ETOILE GESTION	531.158
AGENTE:STATE STREET BANK AND TRUST COMPANY/DODGE + COX WORLDWIDE FUNDS PLC	234.625
AGENTE:STATE STREET BANK AND TRUST COMPANY/UAW RETIREE MEDICAL BENEFITS TRUST	1.728.361
AGENTE:STATE STREET BANK AND TRUST COMPANY/GOLDMAN SACHS FUNDS II	192.277
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI ACWI EX US FINANCIALS INDEX FUND	2.388
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI EUROPE FINANCIAL SECTOR INDEX FUND	115.842
AGENTE:STATE STREET BANK AND TRUST COMPANY/ABBEEY LIFE ASSURANCE COMPANY LIMITED	1.103.974
ALASKA PERMANENT FUND CORPORATION	357.707
AZL FRANKLIN TEMPLETON FOUNDINGSTRATEGY PLUS FUND	282.845
ASCENSION HEALTH .	243.433
HEINZ MANAGEMENT PENSION PLAN	86.040
HRK INVESTMENTS LLP	73.896
DELAWARE DIVIDEND INCOME FUND .	20.638
DELAWARE ENHANCED GLOBAL DIVIDEND AND INCOME FUND	168.849
LOUISIANA STATE EMPLOYEES` RETIREMENT SYSTEM	344.900
MERCY INVESTMENT SERVICES	229.069
STICHTING PENSIOENFONDS HORECA & CATERING	314.035
SAN DIEGO GAS AND ELEC CO NUCLEAR FACILITIES QUAL DEC	41.149
CIBC INTERNATIONAL INDEX FUND	54.285
OIL INVESTMENT CORPORATION LTD&OIL CAS INVESTMENT	111.618
FCP A.A.-DEXIA-ISR	5.850
CNP ASSURANCES SA	9.390.392
A.A.-IDEAM-ISR	77
FCP VILLIERS ALLEGRO	120.000
FCPE FODIV	21.900
SAFRAN MIXTE	22.647
FCPE IMPACT ISR PERFORMANCE	145.536
FCP GRD 18	1.000.000
FCP RSI EURO P	1.372.992
FCPE SAFRAN DYNAMIQUE	96.980
EGEPARGNE 2	444.356
AGENTE:BNP PARIBAS 2S-PARIS/FCP VH CAAM ACTIONS	200.000
AGENTE:NORTHERN TRUST -LO/BLUE CROSS E SHIELD ASS RET BEN TST	161.054
AGENTE:NORTHERN TRUST -LO/SAN FRANCISCO CITY E COUN.RET.SYSTEM	154.207
AGENTE:BQUE FEDERATIVE-STR/OTIS EP DIVERSIFIE SOLIDAIRE	36.374
AGENTE:JP MORGAN BANK LUXEM/MORGAN STANLEY INVESTMENT FUNDS	4.858.995
AGENTE:JP MORGAN BANK LUXEM/JPMORGAN FUNDS	106.866
CAISSE DES DEPOTS ET CONSIGNATION	2.747.506
AGENTE:JP MORGAN CHASE BANK/TEMPLETON WORLD FUND	12.977.518
STICHTING BEWAARNEMING APG-IS2	25.533
LIBERTY BANK	90.386
AGENTE:JP MORGAN CHASE BANK/TFL PENSION FUND	1.654.308
AGENTE:BROWN BROTHERS HARR/DWS DIVERSIFIED INTERNATIONAL EQUITY VIP	21.088
AGENTE:BROWN BROTHERS HARR/DWS DIVERSIFIED INTERNATIONALEQUITY FUND	14.623
AGENTE:BROWN BROTHERS HARR/BBH B FOR TMTBJ RE: MUTB400037270	48.365
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALASKA COMMON TRUST FUND	73.897
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE FARM MUTUAL FUND TRUST, INTERNATIONAL INDEX FUND	73.967
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCHWAB INTERNATIONAL EQUITY ETF	376.913
AGENTE:STATE STREET BANK AND TRUST COMPANY/EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE OPPORTUNITIES FUND	326.003
AGENTE:STATE STREET BANK AND TRUST COMPANY/VALIC COMPANY I - GLOBAL SOCIAL AWARENESS FUND	9.305
AGENTE:STATE STREET BANK AND TRUST COMPANY/WELLS FARGOMASTER TRUST DIVERSIFIED STOCK PORTFOLIO	520.469
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VOYAGER FUND	1.346.483
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM VT VOYAGER FUND	697.242
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM GLOBAL FINANCIAL FUND	4.424
AGENTE:STATE STREET BANK AND TRUST COMPANY/METZLER INVESTMENT GMBH FOR MI-FONDS 415	734.943
AGENTE:JP MORGAN CHASE BANK/THE HARTFORD DIVERSIFIED INTERNATIONAL FUND	9.676
AGENTE:STATE STREET BANK AND TRUST COMPANY/GMAM GROUP PENSION TRUST III	1.156.410
AGENTE:STATE STREET BANK AND TRUST COMPANY/NORTHROP GRUMMAN CORPORATION VEBAA MASTER TRUST I	18.890
AGENTE:STATE STREET BANK AND TRUST COMPANY/FONDS PRIVE GPD ACTIONS EAEO	826.738

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AGENTE:STATE STREET BANK AND TRUST COMPANY/KAISER FOUNDATION HOSPITALS	1.159.456
AGENTE:STATE STREET BANK AND TRUST COMPANY/KAISER PERMANENTE MASTER TRUST	1.607.314
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK LIFE AND HEALTH INSURANCE COMPANY	196.632
AGENTE:STATE STREET BANK AND TRUST COMPANY/VALIC COMPANY I - INTERNATIONAL EQUITIES FUND	150.329
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK CDN MSCI EAFE INDEX PLUS FUND	201.106
AGENTE:NORTHERN TRUST -LO/UNILEVER UK PENSION FUND	208.618
AGENTE:NORTHERN TRUST -LO/CLEARWATER INTERNATIONAL FUND	58.410
AGENTE:NORTHERN TRUST -LO/VOLUNTARY EMPLOYEES BENEFICIARY ASSOCIAT	9.493
AGENTE:NORTHERN TRUST -LO/1999 VOLUNTARY EMPLOYEES' BENEFICIARY	13.064
AGENTE:NORTHERN TRUST -LO/1982 SMITH TRUST	108.231
AGENTE:NORTHERN TRUST -LO/KAUST INVESTMENTS SH LIMITED	311.402
AGENTE:NORTHERN TRUST -LO/HASLAM FAMILY INVESTMENT PARTNERSHIP	17.231
AGENTE:NORTHERN TRUST -LO/MUNICIPAL EMP ANNUITY E BEN FD CHICA	72.346
AGENTE:NORTHERN TRUST -LO/TYCO ELECTRONICS DEFINED MASTER TRUST	192.171
AGENTE:NORTHERN TRUST -LO/GUIDE STONE FUNDS - INTERNATIONAL EQUITY	77.239
AGENTE:NORTHERN TRUST -LO/STICHTING PENSIOENFONDS IBM NEDERL.	86.656
AGENTE:NORTHERN TRUST -LO/LEGALEGENERAL EUROPEAN INDEX TRUST	2.353.031
AGENTE:NORTHERN TRUST -LO/RBS LEGAL E GENERAL INTL INDEX TRUST	66.220
AGENTE:RBC INVESTOR SERVICE/MANULIFE INTERNATIONAL EQUITY INDEX FUND	59.506
AGENTE:BNP PARIBAS 2S-PARIS/FCP REGARD ACT.CROISS.	160.000
AGENTE:BNP PARIBAS 2S-PARIS/FCP GROUPAMA DINAMICO	44.847
AGENTE:BNP PARIBAS 2S-PARIS/FCP GROUPAMA BILANCIATO	21.631
AGENTE:BP2S LUXEMBOURG/GA FUND B	1.072.210
AGENTE:MIZUHO TRUST BKG-LUX/TRUST E CUSTODY SERVICES BANK LTD	1.448.869
AGENTE:SUMITOMO MITSUI TRUS/JAPAN TRUSTEE SERVICES BANK,LTD INV.FUND	20.939
RICHIEDENTE:CBHK S/A NMTB/NIK KOKUSAI-H 935034/THE NOMURA TRUST AND BANKING CO LTD	130.657
AGENTE:BNP SS SIDNEY BRANCH/FD INTERNATIONAL SHARE FUND 1	78.769
RICHIEDENTE:CBLDN S/A COUNTRYWIDE ASSURED PLC/COUNTRYWIDE ASSURED PLC	110.613
RICHIEDENTE:CBLDN S/A CIP-DEP AVIVA INVESTORS NORWICH UNION/AVIVA INVESTORS BALANCED MANAGED FUND	2.410
RICHIEDENTE:CBLDN S/A SCRI RI GLOBAL ENHANCED INDEX/ROBECO INSTITUTIONEEL GLOBAL ENHANCED INDEX FONDS	18.807
RICHIEDENTE:CBNY S/A AGF GLOBAL VALUE FUND/AGF GLOBAL VALUE FUND	881.006
AGENTE:JP MORGAN CHASE BANK/IAG ASSET MANAGEMENT WORLD EQUITY TRUST	244.687
AGENTE:JP MORGAN CHASE BANK/SCHRODER GLOBAL DYNAMIC BLEND FUND	525.577
UNION INVESTMENT INSTITUTIONAL GMBH	50.000
AGENTE:JP MORGAN CHASE BANK/ALLIANZGI-FONDS DSPT	216.183
AGENTE:JP MORGAN CHASE BANK/SCHRODER DIVERSIFIED GROWTH FUND	372.529
AGENTE:JP MORGAN CHASE BANK/PETERCAM B FUND	1.510.000
AGENTE:JP MORGAN CHASE BANK/SCHRODER QEP GLOBAL CORE FUND	232.349
AFFINITY HEALTH SYSTEM RETIREMENT PLAN	34.283
SEVENTH SWEDISH NATIONAL PENSION FUND - AP7 EQUITY FUND	2.897.237
VIRGINIA RETIREMENT SYSTEM .	4.528.153
TEXAS EDUCATION AGENCY .	1.165.919
ONTARIO POWER GENERATION INC .	456.767
RUSSELL OVERSEAS EQUITY FUND .	129.399
TEACHERS' RETIREMENT ALLOWANCESFUND	414.047
EAFE EQUITY FUND .	20.970
ACHMEA UNIT LINKED BELEGGINGSFONDS	112.671
STICHTING PENSIOENFONDS VAN DE ABN AMBRO BANK N.V.	2.215.646
STICHTING BEDRIJFSTAKPENSIOEN FONDS VOORDE MEDIA PNO	1.870.200
ATOUT MODERATIONS	475.842
FCPE AMUNDI RESA ESG ACTIONS EURO	28
FCP ALTIBEST	44.436
I.P.I.E.E.S.	12.448
CROISSANCE DIVERSIFIE	4.180
FCP CNP GGR	28.994
FCPE FCP REGULIER AIR LIQUIDE DEVELOPPEMENT	6.424
FCPE NATIXIS AVENIR MIXTE SOLIDAIRE	16.703
STRUCTURA-ASYMMETRY EUROPE EQUITIES	40.665
STRUCTURA - SMART EURO EQUITIES	56.350
MULTILATERAL INVESTMENT GUARANTEE AGENCY	29.508
PRINCIPAL FUNDS INC- INTERNATIONAL GROWTH FUND	39.271
PNC BANK N.A.	15.966
AK STEEL CORPORATION MASTER PENSION TRUST	803.577
THE PRUDENTIAL INVESTMENT PORTFOLIOS INCDRYDEN ACTIVE ALLOCATION	6.478
WALTER E. DISNEY FAMILY TRUST UNDER WILL	5.350

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ING EURO STOXX 50 INDEX PORTFOLIO	1.237.134
UNIPENSION INVEST FMBA EUROPÆISKE AKTIER	193.723
UNIPENSION INVEST FMBA GLOBAL AKTIER II	69.666
PRINCIPAL FUNDS INC.-INTERNATIONAL EQUITY INDEX FUND	207.268
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE PUBLIC SECTOR SUPERANNUATION SCHEME	855.261
AGENTE:STATE STREET BANK AND TRUST COMPANY/AQR GLOBAL ENHANCED EQUITY FUND	65.954
NATIXIS AM	701.618
SOCIÉTÉ GÉNÉRALE GESTION	261.216
OFI AM	240.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/F+C FUND	304.599
AGENTE:BROWN BROTHERS HA-LU/ING DIRECT	159.769
AGENTE:BROWN BROTHERS HARR/PYRAMIS GLOBAL EX US INDEX FUND LP	156.047
AGENTE:BQUE FEDERATIVE-STR/FCP ES DYNAMIQUE	179.484
AGENTE:NORTHERN TRUST -LO/NT GLOBAL INVESTMENT COLL FUNDS	6.734.590
AGENTE:NORTHERN TRUST -LO/STICHTING PENSIOENFONDS VAN DE METALEKTR	1.712.369
AGENTE:NORTHERN TRUST -LO/EXELON CORPORATION PENSION MASTER RETIRE	403.069
AGENTE:NORTHERN TRUST -LO/UFCW LOCAL 152 RETAIL MEAT PENSION FD	16.526
AGENTE:NORTHERN TRUST -LO/INTERNATIONAL EQUITY PARTNERS	40.191
RICHIEDENTE:UBS (LUXEMBOURG) SA/UBS (LUX) STRATEGY XTRA SICAV	41.712
AGENTE:JP MORGAN CHASE BANK/RETIREMENT PLAN FOR EMPLOYEES OF AETNA I	508.694
AGENTE:JP MORGAN CHASE BANK/PUBLIC EMPLOYEES RETIREMENT ASSOCIATION	755.573
AGENTE:JP MORGAN CHASE BANK/RETIREMENT INCOME PLAN OF SAUDI ARABIAN	55.891
AGENTE:JP MORGAN CHASE BANK/WEST SUBURBAN RETIREMENT INCOME PLAN	3.836
AGENTE:JP MORGAN CHASE BANK/RESURRECTION HEALTH CARE PENSION PLAN	11.349
AGENTE:JP MORGAN CHASE BANK/RESURRECTION HEALTH CARE	28.165
AGENTE:JP MORGAN BANK LUXEM/SCHRODER INTERNATIONAL SELECTION FUND	2.589.119
AGENTE:JP MORGAN BANK IRELA/VANGUARD INVESTMENT SERIES, PLC	4.654.747
AGENTE:JP MORGAN CHASE BANK/SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS C.P. FUND	312.303
AGENTE:JP MORGAN CHASE BANK/LABOR PENSION FUND SUPERVISORY COMMITTEE	1.315.865
AGENTE:JP MORGAN CHASE BANK/ROCKEFELLER & CO., INC	307.719
AGENTE:JP MORGAN CHASE BANK/SAMPENSION INVEST AFDELING GLOBAL AKTIEN	219.660
AGENTE:JP MORGAN CHASE BANK/BANKING & PAYMENTS AUTHORITY OF TIMOR-LE	172.465
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST ALLIANCEBERNSTEIN INTL	1.587.252
AGENTE:JP MORGAN CHASE BANK/THE BOEING COMPANY EMPLOYEE RETIREMENT P	407.965
AGENTE:JP MORGAN CHASE BANK/AXA PREMIER VIP TRUST - MULTIMANGER INTE	78.063
AGENTE:JP MORGAN CHASE BANK/FRANKLIN TEMPLETON VARIAB. INSURANCE	8.365.386
AGENTE:JP MORGAN CHASE BANK/STATE OF WYOMING, WYOMING STATE TREASURE	199.481
AGENTE:JP MORGAN CHASE BANK/SCHRODER QEP GLOBAL ACTIVE VALUE FUND	1.172.569
AGENTE:JP MORGAN CHASE BANK/KUWAIT FUND FOR ARAB ECONOMIC DEVELOPMEN	150.000
AGENTE:JP MORGAN CHASE BANK/JOHN LEWIS PARTNERSHIP PENSIONS TRUST AS	128.213
AGENTE:JP MORGAN CHASE BANK/STICHTING PENSIOENFONDS VOOR HUISARTSEN	176.158
AGENTE:JP MORGAN CHASE BANK/VANGUARD TOTAL INTERNATIONAL STOCK INDEX	19.988.368
AGENTE:NORTHERN TR GLB SERV/STICHTING DELA DEPOSITARY AND MANAGEMENT	296.703
AGENTE:NORTHERN TRUST -LO/UTAH STATE RETIREMENT SYSTEMS	840.260
AGENTE:NORTHERN TRUST -LO/SENTINEL INTERNATIONAL TRUST	5.431
AGENTE:JP MORGAN CHASE BANK/REXAM PENSION PLAN	446.093
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST- EQ/TEMPLETON GLOBAL E	557.960
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INSTITUTIONAL FUNDS - FOREIGN	11.350.672
AGENTE:JP MORGAN CHASE BANK/CAPITAL WORLD GROWTH INCOME FUND INC	9.629.006
AGENTE:JP MORGAN CHASE BANK/TEMPLETON MASTER TRUST - SERIES 1	558.065
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INTERNATIONAL STOCK TRUST.	741.819
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GROWTH FUND, LTD.	2.907.893
AGENTE:JP MORGAN CHASE BANK/TEMPLETON MASTER TRUST - SERIES 2	114.879
AGENTE:BROWN BROTHERS HA-LU/SCHRODER GAIA	2.877
AGENTE:BP2S LUXEMBOURG/HENDERSON HORIZON FUND SICAV	6.494.612
AGENTE:JP MORGAN CHASE BANK/UNIVERSITY OF PUERTO RICO RETIREMENTS YSTEM	85.219
AGENTE:JP MORGAN CHASE BANK/BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	30.529
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST: EQ/PUTNAM INTERNA	608.447
AGENTE:JP MORGAN CHASE BANK/NVIT INTERNATIONAL INDEX FUND	10.000
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST - EQ/GLOBAL MULTI-SECT	227.249
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST - EQ/INTERNATIONAL COR	169.121
AGENTE:JP MORGAN CHASE BANK/BLACKROCK INDEX SELECTION FUND	3.406.109
AGENTE:JP MORGAN CHASE BANK/THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045792	3.695.953
AGENTE:JP MORGAN CHASE BANK/MASTER INTERNATIONAL INDEX SERIES OF QUA	286.644
AGENTE:HONGKONG/SHANGHAI BK/MANULIFE PROPERTY LTD PARTNERSHIP	174.804
RICHIEDENTE:CBLDN S/A AEGON CUSTODY N.V./AEGON CUSTODY B.V.	1.723.890

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RICHIEDENTE:CBLDN S/A LEGAL AND GENERAL/LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	2.073.622
RICHIEDENTE:CBLDN S/A LEGAL AND GENERAL/LAZARD ASSET MANAGEMENT LTD.	42.617
RICHIEDENTE:CBHK SA MIML ARROWSTREET GL EQ FD/MACQUARIE INVESTMENT MANAGEMENT LIMITED	1.004.232
RICHIEDENTE:CBLDN SA STICHTING MN SERVICES EUROPE EX MULTI-MANAGER FUND/STICHTING MN SERVICES EUROPE EX UK EQUITY FUND	3.227
RICHIEDENTE:CBNY S/A TRANSAMERICA LIFE INSURANCE COMPANY/FRANKLIN TEMPLETON	63.351
RICHIEDENTE:CBLDN S/A MNSERVICES AANDELENFONDS EUROPA/STICHTING MN SERVICES AANDELENFONDS EUROPA	173.150
AGENTE:STATE STREET BANK AND TRUST COMPANY BOSTON/GEORGES R.HAIRK PARAMETRIC PORTFOLIO ASSOCIATES	26.850
AGENTE:STATE STREET BANK AND TRUST COMPANY/LINDE PENSION PLAN	84.359
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE FARM VARIABLE PRODUCT TRUST, INTERNATIONAL EQ INDEX F	97.788
AGENTE:STATE STREET BANK AND TRUST COMPANY/FIDELITY RUTLAND SQUARETRUST II: STRATEGIC ADVISERS INT F	2.673.134
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL ASSET ALLOCATION F	8.706
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE ALLIANCEBERNSTEIN POOLING PTF - ALLIANCEB VOL MNGM PTF	98.560
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE MASTER TRUST BK OF JP LTD: HITACHI FOREIGN EQ INDEX MF	93.794
AGENTE:STATE STREET BANK AND TRUST COMPANY/GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION TRUST	265.795
AGENTE:STATE STREET BANK AND TRUST COMPANY/ENHANCED GLOBAL SERIES OF BLACKROCK QUANTITATIVE PARTNERS LP	1.407
AGENTE:STATE STREET BANK AND TRUST COMPANY/JAPAN TRUSTEE SERV BK LTD ATF GLB FIN EQ F LTD SUBSCR PERIOD	3.345
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNITED TECHNOLOGIES CORPORATION EMPLOYEE SAVINGS PLAN	268.814
AGENTE:STATE STREET BANK AND TRUST COMPANY/CALVERT VP EAFE INTERNATIONAL INDEX PORTFOLIO	51.251
AGENTE:STATE STREET BANK AND TRUST COMPANY/FEDEX CORPORATION EMPLOYEES PENSION TRUST	739.876
AGENTE:STATE STREET BANK AND TRUST COMPANY/DYNAMIC EUROPEAN VALUE FUND	320.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/TRANSAMERICA ALLIANCEBERNSTEIN DYNAMIC ALLOCATION VP	14.666
AGENTE:STATE STREET BANK AND TRUST COMPANY/SEASONS SERIES TRUST ASSET ALLOCATION:DIVERSIFIED GROWTH PTF	6.889
AGENTE:STATE STREET BANK AND TRUST COMPANY/PAX MSCI EAFE ESG INDEX ETF	16.743
AGENTE:STATE STREET BANK AND TRUST COMPANY/RETIREMENT AND SECY PROGRAM FOR EMPL/NTCA AND MEMBERS SYS	47.105
AGENTE:STATE STREET BANK AND TRUST COMPANY/RIDGEWORTH INTERNATIONAL EQUITY INDEX FUND	318.672
AGENTE:STATE STREET BANK AND TRUST COMPANY/GOV OF HM THE SULTAN AND YANG DI-PERTUAN OF BRUNEI DARUSSALAM	255.300
AGENTE:STATE STREET BANK AND TRUST COMPANY/DEUTSCHE DBI GLOBAL SHARES FUND	15.120
AGENTE:STATE STREET BANK AND TRUST COMPANY/BIMCOR OVERSEAS POOLED FUND	265.740
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA MSCI ACWI EX-USA INDEX NON-LENDING DAILY TRUST	76.059
AGENTE:STATE STREET BANK AND TRUST COMPANY/HONG KONG SPECIAL ADMINISTRATIVE REGION GOVERNMENT-EXCHANGE F	1.330.477
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE STREET TRUSTEES LIMITED ATF MARATHON EXEMPT FUND	17.348
AGENTE:STATE STREET BANK AND TRUST COMPANY/VANGUARD INV F ICVC- FTSE DEV WOR LD EX - U.K. EQ INDEX F	194.585
AGENTE:STATE STREET BANK AND TRUST COMPANY/VANGUARD INV F ICVC-VANGUARD FTSE DEV EUROPE EX-UK EQ INDEX F	375.774
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE WELLINGTON TR COM NATIONAL ASS MULT COLLECT INV F TRUST	228.011
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE WELLINGTON TR CO NAT ASS MULT COLLECTIVE INV F TRUST II	77.284
AGENTE:STATE STREET BANK AND TRUST COMPANY/MANULIFE ASSET MANAGEMENT INTERNATIONAL EQUITY INDEX POOLED F	50.451
AGENTE:STATE STREET BANK AND TRUST COMPANY/SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	15.565.558
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA MSCI EUROPE SCREENED INDEX NON-LENDING COMMON TRUST FUND	103.642

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AGENTE:STATE STREET BANK AND TRUST COMPANY/MSCI EAFE PROV SCREENED INDEX NON - LENDING COMMON TR FUND	40.564
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNIVERSAL SHIPOWNERS MARINE INS ASS LTD EQUITY CLASS 3	24.051
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK CDN MSCI EAFE EQUITY INDEX FUND	1.106.552
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL DEVELOPED EX-U.S. LARGE CAP INDEX FUND B	60.571
AGENTE:STATE STREET BANK AND TRUST COMPANY/TRUST FOR RETIR MED, DENT & LIFE INS ARMY&AIR FORCE EXCH	119.699
AGENTE:STATE STREET BANK AND TRUST COMPANY/CENTRAL PENSION F OF INT UNION OF OPERAT & PART EMPL	259.683
AGENTE:STATE STREET BANK AND TRUST COMPANY/INTERNATIONAL PAPER CO COMMINGLED INVESTMENT GROUP TRUST	71.601
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS VAR INSURANCE TRUST II - MFS INT VALUE PORTFOLIO	1.277.698
AGENTE:STATE STREET BANK AND TRUST COMPANY/TIIA-CREF INTERNATIONAL EQUITY INDEX FUND	1.545.981
AGENTE:STATE STREET BANK AND TRUST COMPANY/TRANSAMERICA BLACKROCK GLOBAL ALLOCATION	69.289
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE WELLINGTON TR CO NAT ASS MULT COM ALPHA STRATEGIES PTF	220.904
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR MSCI EUROPE FINANCIALS ETF	134.791
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCOTTISH WIDOWS OVERSEAS GROWTH INV F ICVC - EURO GROWTH F	908.728
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES II PUBLIC LIMITED COMPANY	19.225.786
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES PUBLIC LIMITED COMPANY	1.079.643
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES III PUBLIC LIMITED COMPANY	397.921
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES V PUBLIC LIMITED COMPANY	63.170
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES EURO STOXX 50 (DE)	12.512.705
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES EURO STOXX BANKS (DE)	6.224.219
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES EURO STOXX (DE)	1.222.219
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES STOXX EUROPE LARGE 200 (DE)	18.825
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES STOXX EUROPE 600 (DE)	1.883.861
AIR CANADA PENSION MASTER TRUSTFUND	1.003.087
RUSSELL OVERSEAS EQUITY POOL .	122.889
ALAMOSA LLC .	6.491
AZL INTERNATIONAL INDEX FUND	218.718
THE BOARD OF PENSIONS OF THE PRESBYTERIAN CHURCH	538.989
BELLSOUTH CORP RFA VEB A TRUST FOR NONREPRESENTABLE EMPLOYEES	21.045
COLLEGES OF APPLIED ARTS AND TECHNOLOGY PENSION P	850.542
DREYFUS INDEX FUNDS INC DREYFUS INTERNATIONAL STC	170.855
DUKE ENERGY QUALIFIED NUCLEAR DECOMMISSIONING TRUS	530.181
COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF COOK COUNTY	105.303
EVANGELICAL LUTHERAN CHURCH IN AMERICA BOARD OF PEN	88.040
CBIS GLOBAL FUNDS PLC	60.000
FIDELITY CONCORD STREET TRUST: SPARTAN INTERNATIONAL INDEX FD	3.423.985
STATE OF FLORIDA BIRTH-RELATED NEUROLOGICAL INJURY COMPENSATION ASSOCIATION	170.027
RIVERWOOD INTERNATIONAL CORPORATION MASTER PENSION TRUST	85.089
ESB GENERAL EMPLOYEES SUPERANNUATION SCHEME	299.537
ACHMEA PENSIOEN EN LEVENSVZERZEKERINGEN N.V.	23.664
WELLMARK OF SOUTH DAKOTA INC .	42.022
MCKINLEY CAPITAL MANAGEMENT FUND PLC	5.961
IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	786.335
BMO INTERNATIONAL EQUITY HEDGED TO CAD INDEX ETF	103.963
LUCENT TECHNOLOGIES INC. DEFINED CONTRIBUTION PLAN MASTER TRUST	257.750
LUCENT TECHNOLOGIES INC. MASTERPENSION TRUST	70.093
STICHTING BEWAARDER INTERPOLIS PENSIOENEN BELEGGINGSPOLS	93.943
SRLEV NV INZ. AAND. POOL INT. MNDT SNS ASSET MNG	365.722
STG PFDS CORP EXPRESS MANDAAT ALLIANCE CAPITA	31.545
STICHTING BEWAARDER AZL EQUITY FUND	176.700
BPL	1.111.490
PETTELAAR EFFECTENBEW INZ SNSRESP IND FND	582.967
STICHTING PFDS VOOR DE TANDTECHNIEK	22.425
MARANIC II LLC .	6.416
MANVILLE PERSONAL INJURY SETTLEMENT TRUST	31.443

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PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI	220.559
NSP MONTICELLO MINNESOTA RETAIL QUALIFIED TRUST	18.643
NSP MINNESOTA PRAIRIE I RETAIL QUALIFIED TRUST	14.432
NSP MINNESOTA RETAIL PRAIRIE II QUALIFIED TRUST	16.086
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF NEVADA	2.123.848
RETIREMENT BENEFITS INVESTMENT FUND	11.034
PG&E POSTRET. MEDICAL PLAN TR.MGMT & NONBARGAINING	9.234
PENSION RESERVES INVESTMENT TRUST FUND	1.902.951
PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO	187.815
SOUTHERN CALIFORNIA EDISON CO NUCLEAR FACILITIES Q	163.442
SOUTHERN CALIFORNIA EDISON COMPANY RETIREMENT P	25.689
SASKATCHEWAN HEALTHCARE EMPLOYEES' PENSION PLAN	941.910
TENNESSEE VALLEY AUTHORITY RETIREMENT SYSTEM	55.475
UNITED TECHNOLOGIES CORP. MASTER RETIREMENT TR	533.412
1975 IRREVOCABLE TRUST OF CD WEYERHAUSER	2.029
PACIFIC GAS AND ELECTRIC QUALIFIED CPUC DECOMMISSIONING TRUST	156.630
STICHTING RABOBANK PENSIOENFONDS	3.715
BELEGGINGSPOL ACHMEA	110.939
INTERPOLIS PENSIOENEN EUROPA POOL	97.891
AMUNDI FUNDS INDEX EUROPE ACCOUNT	53
AMUNDI FUNDS SELECT EURO	80.000
MAXIM MFS INTERN. VALUE PORTF. OF MAXIM SERIES FUND INC 8515	873.466
AGENTE:BROWN BROTHERS HA-LU/ING (L) LIQUID	168.737
BNP PARIBAS INVESTMENT PARTNERS SGR S.P.A. GESTORE DEL FONDO BNL AZIONI ITALIA	500.000
AGENTE:NORTHERN TR GLB SERV/KOMMUNAL LANDSPENSJONSKASSE GJENSIDIG FO	173.512
AGENTE:STATE STREET BANK AND TRUST COMPANY/FAMILY INVESTMENTS GLOBAL ICVC FAMILY BALANCED INT FUND	163.346
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY	378.953
AGENTE:STATE STREET BANK AND TRUST COMPANY/SBL FUND SERIES D	38.947
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARCHITAS MULTI-MANAGER GLOBAL FUNDS UNIT TRUST	94.767
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE RETIREMENT ANN PL FOR EMPL OF THE ARMY&AIR FORCE EX SERV	227.889
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA EUROPE ENHANCED EQUITY FUND	535.940
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA WORLD SRI INDEX EQUITY FUND	90.085
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	5.898.944
AGENTE:NORTHERN TRUST -LO/HUBBELL INC MASTER PENS TRUST	534.807
AGENTE:NORTHERN TRUST -LO/MONSANTO COMPANY DEFINED CONTRIBUTION E	125.383
AGENTE:NORTHERN TRUST -LO/RBS DEPOSITARY THS EUROPEAN GROWTH & VF	25.766
AGENTE:NORTHERN TRUST -LO/RBS PL DEPOSITARY THS INTERN GROWTH & VF	2.790.783
AGENTE:NORTHERN TRUST -LO/THE MARATHON LONDON GROUP TRUST FOR EMPL	2.409.438
AGENTE:NORTHERN TRUST -LO/THE MARATHON-LONDON GLO INVEST TRUST	264.656
AGENTE:NORTHERN TRUST -LO/THE MARATHON-LONDON GLOBAL INVEST TRUST	785.392
AGENTE:RBC INVESTOR SERVICE/RETIR FOR EMPLY OF CANADIAN UTILITIES	156.068
AGENTE:BNP PARIBAS 2S-PARIS/FCP CAMGESTION REUNICA	19.287
AGENTE:BNP PARIBAS 2S-PARIS/FCP GERISO	42.117
AGENTE:BNP PARIBAS 2S-PARIS/FCP GLOBAL EURO	368.014
AGENTE:BNP PARIBAS 2S-PARIS/FCPE HORIZON EP. ACTION	46.500
AGENTE:BNP PARIBAS 2S-PARIS/FCP CAMGEST VALEURS EURO	551.371
AGENTE:BNP PARIBAS 2S-PARIS/FCP SURVAL 47	13.898
AGENTE:BNP PARIBAS 2S-PARIS/REGARD ACTIONS EUROPE	480.000
AGENTE:JP MORGAN BANK LUXEM/NORDEA 1 SICAV	5.442.850
AGENTE:JP MORGAN CHASE BANK/AVIVA LIFE AND PENSIONS UK LIMITED	430.633
AGENTE:JP MORGAN CHASE BANK/JAPAN TRUSTEE SERVICES BANK LTD	1.125.072
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST-AXA TACTICAL MANAGER I	154.530
AGENTE:BNP SS SIDNEY BRANCH/AFS INTERNATIONAL SHARE FUND 1	127.235
AGENTE:HSBC BANK PLC/HSS (IRELAND) LIMITED	85.475
AGENTE:ABN AMRO GLOBAL CUST/STICHTING ASR BEWAARDER	116.453
QIC INTERNATIONAL EQUITIES FUND	35.181
QUEENSLAND INVESTMENT TRUST NO 2	137.541
ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	3.400.000
RICHIEDENTE:CITIBANK NA HONG KONG SA SSF-ACE-CF92/NATIONAL COUNCIL FOR SOCIAL SECURITY FUND	46.902
MAXIM INTERNATIONAL INDEX PORTFOLIO OF MAXIM SERIES FUND, INC	141.371
TEMPLETON GLOBAL INVESTMENT TRUST-TEMPLETON GLOBAL BALANCED FUND	1.161.658
DUNHAM INTERNATIONAL STOCK FUND	97.549
DBX MSCI EAFE CURRENCY -HEDGED EQUITY FUND	10.030

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WILMINGTON MULTI-MANAGER INTERNATIONAL FUND	126.325
ADVANCED SER TR AST SCHRODERS MULTI-AS.WORLD STRATEGIC PORTFOLIO	185.054
AGENTE:STATE STREET BANK AND TRUST COMPANY/BNY MELLON TR+DEP ATF ST. JAMES'S PLACE GLOBAL EQ UNIT TR	384.722
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL TRUST CO COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST	530.587
AGENTE:STATE STREET BANK AND TRUST COMPANY/AQR INTERNATION EQUITY FUND II, L.P.	41.612
AGENTE:STATE STREET BANK AND TRUST COMPANY/GMO GLOBAL EQUITY TRUST	204.356
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNIVERSITY OF WASHINGTON	205.731
AGENTE:STATE STREET BANK AND TRUST COMPANY/DOW JONES SUSTAINABILITY WORLD INDEX NON-LENDING COMMON TR F	35.808
AGENTE:STATE STREET BANK AND TRUST COMPANY/ACWI EX-US INDEX MASTER PORTFOLIO OF MASTER INVESTMENT PTF	145.315
AGENTE:STATE STREET BANK AND TRUST COMPANY/EURO EX-UK ALPHA TTLS FUND B	2.720
AGENTE:STATE STREET BANK AND TRUST COMPANY/EUROPEEX-CONTROVERSIAL WEAPONS EQUITY INDEX FUND B	5.229
AGENTE:STATE STREET BANK AND TRUST COMPANY/OREGON UNIVERSITY SYSTEM	30.957
AGENTE:STATE STREET BANK AND TRUST COMPANY/DEPARTMENT OF STATE LANDS	11.698
AGENTE:STATE STREET BANK AND TRUST COMPANY/BRISTOL COUNTY RETIREMENT SYSTEM	64.749
AGENTE:STATE STREET BANK AND TRUST COMPANY/VALIC COMPANY I - GLOBAL STRATEGY FUND	468.504
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE UNIVERSAL INST F INC - GLOBAL TACT ASSET ALL PTF	87.781
AGENTE:NORTHERN TRUST -LO/HALIFAX REGIONAL MUNICIPAL MASTER TRUST	149.007
AGENTE:NORTHERN TRUST -LO/WILSHIRE VIT INTERNATIONAL EQUITY FUND	3.108
AGENTE:NORTHERN TRUST -LO/HP INVEST COMMON CONTRACTUAL FUND	2.152.530
AGENTE:NORTHERN TRUST -LO/MT AGREEMENT BETWEEN PFIZER&NT COMPANY	708.657
AGENTE:NORTHERN TRUST -LO/TYCO ELECTRONICS RETIREMENT SAVINGS AND	96.780
AGENTE:NORTHERN TRUST -LO/CATERPILLAR INC MASTER RETIRE TRUST	1.067.912
AGENTE:NORTHERN TRUST -LO/NT INVESTMENT FUNDS PUBLIC LTD CO	195.242
RICHIENDE:UBS AG-LONDON BRANCH SA AG LDN CLIENT IPB CLIENT AC/ARROWSTREET EAFE ALPHA EXTENSION FUND II	681.942
AGENTE:NORTHERN TRUST -LO/CUMMINS ENGINE AFFILIATES INVEST	265.110
AGENTE:MIZUHO TRUST BKG-LUX/TRUST & CUSTODY SERVICES BANK LTD AS TRUSTEE FOR PENSION INVESTMENT FUND TRUST NUMBER 21	135.891
AGENTE:MIZUHO TRUST BKG-LUX/TRUST & CUSTODY SERVICES BANK LTD AS TRUSTEE FOR PENSION INVESTMENT FUND TRUST NUMBER 30	9.903
AGENTE:HONGKONG/SHANGHAI BK/THE MANUFACTURERS LIFE INSURANCE COMPANY	208.327
AGENTE:BROWN BROTHERS HARR/URS CORPORATION 401(K) PLAN	184.168
AGENTE:BROWN BROTHERS HARR/GMO DEVELOPED WORLD EQUITY INVESTMENT FU	730.555
AGENTE:JP MORGAN CHASE BANK/AQR GLOBAL EQUITY FUND	67.592
AGENTE:JP MORGAN CHASE BANK/THE DELTA MASTER TRUST	109.308
AGENTE:JP MORGAN CHASE BANK/SBC MASTER PENSION TRUST SBC MASTER PENSION TRUST 208	581.689
AGENTE:JP MORGAN CHASE BANK/THE MASTER TRUST BANK OF JAPAN, LTD AS TRUSTEE FOR MUTB400045796	3.578.984
AGENTE:JP MORGAN CHASE BANK/VAUXHALL MOTORS LIMITED PENSION PLAN	430.087
AGENTE:JP MORGAN CHASE BANK/C&J CLARK PENSION FUND	148.141
AGENTE:JP MORGAN CHASE BANK/SUPERANNUATION FUNDS MANAGEMENT CORPORATION OF SOUTH AUSTRALIA	84.464
AGENTE:JP MORGAN CHASE BANK/LABOR PENSION FUND SUPERVISORY COMM TTEE-LABOR PENSION FUND 13.F.	175.173
AGENTE:JP MORGAN CHASE BANK/LABOR PENSION FUND SUPERVISORY COMMITTEE-LABOR PENSION FUND 13.F. NO 172	153.470
AGENTE:JP MORGAN CHASE BANK/GOVERNMENT SUPERANNUATION FUND	396.069
AGENTE:JP MORGAN CHASE BANK/VANGUARD CARBON AWARE INTERNATIONAL SHAR	43.464
AGENTE:JP MORGAN CHASE BANK/NEW WORLD FUND, INC	12.447.069
AGENTE:JP MORGAN CHASE BANK/BT INSTITUTIONAL CORE GLOBAL SHARE SECTO	63.062
AGENTE:JP MORGAN CHASE BANK/BT INSTITUTIONAL INTERNATIONAL SHARE INT	169.650
AGENTE:JP MORGAN CHASE BANK/BT WHOLESALE CORE HEDGED GLOBAL SHARE FU	21.579
AGENTE:RBC INVESTOR SERVICE/CHEVRON CANADA LIMITED MASTER TRUST	95.249
AGENTE:BROWN BROTHERS HARR/FIDELITY SELECT PORTFOLIOS: BROKERAGE AND INVESTMENT MANAGEMENT PORT	630
AGENTE:PICTET & CIE/RAIFFEISEN INDEX FONDS	37.729
AGENTE:JP MORGAN CHASE BANK/SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	66.315
RICHIENDE:UBS AG-LONDON BRANCH SA AG LDN CLIENT IPB CLIENT AC/ARROWSTREET GLOBAL ALPHA EXTN FUND I	1.065.791
AGENTE:RBC INVESTOR SERVICE/LGT MULTI MNGR FD II	214.276
RUSSELL GLOBAL EQUITY FUND .	130.185
RUSSELL GLOBAL EQUITY POOL	56.336
AAA NORTHERN CALIFORNIA NEVADA & UTAH INSURANCE EXCHANGE	299.860

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CASEY FAMILY PROGRAMS	180.295
BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	3.558.427
KEYSPAN CORPORATION PENSION MASTER TRUST	107.975
LVIP TEMPLETON GROWTH FUND .	552.660
POINT BEACH UNIT 1 AND UNIT 2 NQ TRUST-ACCOUNTING MECHANISM	18.280
INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	790.229
CC & L ARROWSTREET EAFE EQUITY FUND	668.368
RR DONNELLEY SAVING PLAN MASTERTRUST	280.825
SHELL PENSION TRUST .	498.026
WELLPOINT MASTER TRUST	154.729
ARROWSTREET MULTI STRATEGY UMBRELLA PLC	2.269.836
BUCKINGHAMSHIRE COUNTY COUNCIL PENSION FUND	61.664
POLARIS FUND-GEO EQUITY GLOBALE1	973.898
FRANKLIN TEMPLETON INTERNATIONAL TRUST-F.T. GLOBAL ALLOCATION FD	19.987
TEMPLETON GROWTH FUND ISS 88 FRANKLIN TEMPLETON	490.276
AGENTE:BQUE FEDERATIVE-STR/FCPE FLEURY MICHON DIVERFISIE	6.992
SICAV AMUNDI ACTIONS EURO ISR	285.012
FCP CAVEC METROPOLE DIVERSIFIE	500.000
RICHIEDENTE:CBLDN S/A LEGAL AND GENERAL/LEGAL AND GENERAL ASSURANCE SOCIETY LIMITED	959.520
AGENTE:NORTHERN TRUST -LO/INT.MONETARY FUND STAFF RET.PLAN	18.707
AGENTE:NORTHERN TRUST -LO/UNION PACIFIC CORP MASTER RET TRUST	223.191
LOCAL 705 INTERNATIONAL BROTHERHOOD OF TEAMSTERS PENSION FUND	46.951
BLACKROCK LIFE LIMITED	12.942.109
EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	52.590
EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	4.363.521
EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	4.000.619
FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	240.000
EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	528.426
FCPE TECHNIP DYNAMIQUE	9.461
FCP LCL TRIPLE HORIZON AV(FEV 2011)	15.022
FCPE FODEP	50.762
FCP ERAFP ACTIONS EUROS2 ROBECO	1.250.000
AMUNDI FUNDS EQUITY EUROLAND VALUE	22.572
FONDACO ROMA GLOBAL EQUITY SATELLITE II	50.302
FONDACO ROMA EURO BALANCED CORE	37.448
BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	105.700
BLACKROCK EUFUND	480.112
HARTFORD INTERNATIONAL GLOBAL EQUITY (EX-JAPAN) INDEX FUND	338.078
THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY	352.792
ING DUURZAAM REND BASIS FUND	186.307
CONSTRUCTION AND BUILDING UNIONS SUPERANNUATION FUND	113.870
PENN SERIES DEVELOPED INTERNATIONAL INDEX FUND	33.711
AGENTE:STATE STREET BANK AND TRUST COMPANY/MANUFACTURERS AND TRADERS TRUST COMPANY	8.360
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FINANCIAL INDUSTRIES FUND	392.730
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK VAR INS TRUST STRATEGIC EQUITY ALLOCATION TRUST	744.543
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION FUND	329.982
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM INTERNATIONAL GROWTH EQUITY TRUST	123.926
AGENTE:STATE STREET BANK AND TRUST COMPANY/SISTERS OF MERCY OF NORTH CAROLINA FOUNDATION INC	7.239
AGENTE:STATE STREET BANK AND TRUST COMPANY/HBOS INTERNATIONAL INV FUNDS ICVC-EUROPEAN FUND	121.472
AGENTE:STATE STREET BANK AND TRUST COMPANY/FRIENDS LIFE COMPANY LIMITED	18.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/MET INVESTOR SERIES TRUST-ALLIANC GLOBAL DYNAMIC ALL PTF	379.854
AGENTE:STATE STREET BANK AND TRUST COMPANY/COMBUSTION ENGINEERING 524(G) ASBESTOS PI TRUST	17.260
AGENTE:STATE STREET BANK AND TRUST COMPANY/EVA VALLEY - MA1 LLC	5.455
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCHRODER GLOBAL BLEND FUND (CANADA)	47.135
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE GM CANADA DOMESTIC TRUST	30.432
AGENTE:STATE STREET BANK AND TRUST COMPANY/STICHTING BEWAARBEDRIJF BLACKROCK	277.697
AGENTE:STATE STREET BANK AND TRUST COMPANY/ING DIRECT STREETWISE EQUITY GROWTH FUND	4.944
AGENTE:STATE STREET BANK AND TRUST COMPANY/SUNAMERICA SERIES TRUST INTERNATIONAL GROWTH AND INCOME PTF	468.453
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR MSCI ACWI IMI ETF	735
AGENTE:STATE STREET BANK AND TRUST COMPANY/COMPASS AGE LLC	33.444

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AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM WORLD TRUST	8.021
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA DOW JONES SUSTAINABILITY WORLD EX-AUSTRALIA INDEX TRUST	28.960
AGENTE:STATE STREET BANK AND TRUST COMPANY/GOVERNMENT PENSION FUND	488.259
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE STREET GLOBAL ADVISORS EXEMPT UNIT TRUST	246.654
AGENTE:STATE STREET BANK AND TRUST COMPANY/UBS (IRL) ETF PLC	3.614
AGENTE:STATE STREET BANK AND TRUST COMPANY/NEW YORK STATE TEACHERS RETIREMENT SYSTEM	184.421
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI WORLD INDEX FUND	874
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES (DE) I INVSFT MIT TGV FOR ISHS STOXX EUROPE600 BANKS	2.388.554
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES DJ EUROZONE SUST SCREENED (DE)	324.338
AGENTE:BROWN BROTHERS HARR/FIDELITY SPARTAN GLOBAL EX US INDEX FUND	48.681
AGENTE:BNP PARIBAS 2S-PARIS/HENDERSON OEIC	63.188
AGENTE:BNP PARIBAS 2S-PARIS/HENDERSON STRATEGIC INVESTMENT FUNDS	557.678
AGENTE:BPSS -FRANKFURT/DEKA FUNDMASTER INVEST MBH FID HAEK RENT	297.552
AGENTE:BPSS -FRANKFURT/BAYVK G1 BVK INDEX	311.565
AGENTE:PICTET & CIE/CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	74.894
AGENTE:JP MORGAN BANK IRELA/ADEPT INVESTMENT MANAGEMENT PLC	115.662
AGENTE:JP MORGAN CHASE BANK/BANCO CENTRAL DE TIMOR EST	472.175
AGENTE:JP MORGAN CHASE BANK/STATE SUPER FINANCIAL SERVICES AUSTRALIA	56.731
AGENTE:JP MORGAN CHASE BANK/FAMANDS PENSAM INVEST PSI 10 GLOBALE AKT	63.456
AGENTE:JP MORGAN CHASE BANK/YOUNG MENS CHRISTIAN ASSOCIATION RETIREM	239.725
AGENTE:JP MORGAN CHASE BANK/VARIABLE PORTFOLIO - DFA INTERNATIONAL VALUE FUND	1.123.446
AGENTE:JP MORGAN CHASE BANK/REYNOLDS AMERICAN DEFINED BENEFIT MASTER	626.309
AGENTE:JP MORGAN CHASE BANK/JNL/BLACKROCK GLOBAL ALLOCATION FUND	100.637
AGENTE:JP MORGAN CHASE BANK/NORGES BANK (CENTRAL BANK OF NORWAY)	2.635.954
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE INTERNATIONAL EQUITY INDEX	148.735
AGENTE:JP MORGAN CHASE BANK/STATE STREET GLOBAL ADVISORS GROSS ROLL UP UNIT TRUST	175.733
AGENTE:JP MORGAN CHASE BANK/GAM GLOBAL DIVERSIFIED	740.937
AGENTE:JP MORGAN CHASE BANK/FAMANDSFOREPENSAM INVEST PSI 31 EUROPA A	157.538
AGENTE:JP MORGAN CHASE BANK/STICHTING PENSIOENFONDS MEDISCH SPECIALI	10.681
AGENTE:JP MORGAN CHASE BANK/STICHTING PENSIOENFONDS VOPAK	244.911
AGENTE:JP MORGAN CHASE BANK/VANGUARD FID COMPANY EUROPEAN STOCK INDE	208.922
AGENTE:JP MORGAN CHASE BANK/COLUMBIA OVERSEAS VALUE FUND	332.613
AGENTE:RBC INVESTOR SERVICE/ELECTRIC AND GENERAL INVESTMENT FUND	474.601
AGENTE:MIZUHO TRUST BKG-LUX/NIKKO AM WORLD FDS-AM INTECH GLOBAL CORE FUND	34.244
AGENTE:NORTHERN TRUST -LO/RBS ATF BARING EUROPEAN GROWTH TRUST	548.228
AGENTE:NORTHERN TRUST -LO/PUBLIC SCHOOL TEACHERS PNS E RET.FND CHICAGO	103.531
AGENTE:NORTHERN TRUST -LO/CATERPILLAR INC GROUP INSURANCE PLAN TRUST	65.546
AGENTE:NORTHERN TRUST -LO/THE MASTER TRUST OF JAPAN	26.025
AGENTE:NORTHERN TRUST -LO/LTW GROUP HOLDINGS, LLC	33.826
AGENTE:NORTHERN TRUST -LO/ARGA GLOBAL FUND	9.291
AGENTE:NORTHERN TRUST -LO/COLORADO PUBLIC EMPLOYEES RETIREMENT	1.346.829
AGENTE:NORTHERN TRUST -LO/STATES OF JERSEY COMMON INVESTMENT FUND	43.601
AGENTE:NORTHERN TRUST -LO/JTW TRUST NO. 3 UAD 9/19/02	15.584
AGENTE:NORTHERN TRUST -LO/JTW TRUST NO. 1 UAD 9/19/02	10.263
AGENTE:NORTHERN TRUST -LO/JTW TRUST NO. 4 UAD 9/19/02	24.369
AGENTE:NORTHERN TRUST -LO/JTW TRUST NO. 2 UAD 9/19/02	10.195
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 3	7.972
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 1	31.429
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 10	33.420
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 11	6.254
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 6	33.209
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 4	7.443
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 9	26.251
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 8	14.286
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 2	4.682
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 7	14.286
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 5	20.158
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 12	6.119
AGENTE:JP MORGAN CHASE BANK/FRANKLIN TEMPLETON FOREIGN SECURITIES FU	4.430.841
AGENTE:JP MORGAN CHASE BANK/ONEPATH GLOBAL SHARES - LARGE CAP (UNHEDGED) INDEX POOL	101.217
AGENTE:JP MORGAN CHASE BANK/SCHRODERS RETIREMENT BENEFITS SCHEME	77.983
RICHIEDENTE:GOLDMAN SACHS & CO./APPALOOSA INVESTMENT L.P I	1.052.079
RICHIEDENTE:GOLDMAN SACHS & CO./PALOMINO FUND LTD	1.499.098
RICHIEDENTE:GOLDMAN SACHS & CO./THOROUGHbred MASTER LTD	376.081

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RICHIEDENTE:GOLDMAN SACHS & CO./THOROUGHbred FUND LP	364.584
STICHTING PENSIENFONDS CARIBISCH	6.981
AZL BLACKROCK GLOBAL ALLOCATIONFUND	84.390
IBERDROLA USA DEFINED BENEFIT MASTER TRUST I	455.538
STICHTING CZ FUND DEPOSITARY	65.909
AGENTE:NORTHERN TRUST -LO/EXELON PEACH BOTTOM UNIT 1 QUALIFIED FUND	4.466
TD EMERALD INTERNATIONAL EQUITYINDEX FUND	978.686
MASSEY FERGUSON WORKS PENSION SCHEME	6.259
RICHIEDENTE:CBNY S/A AGF ALL WORLD TAX ADV GR/AGF INTERNATIONAL STOCK CLASS	1.732.521
RICHIEDENTE:CBNY S/A AGF ALL WORLD TAX ADV GR/AGF GLOBAL VALUE CLASS	129.600
RICHIEDENTE:CBNY S/A AGF ALL WORLD TAX ADV GR/AGF EUROPEAN EQUITY CLASS	1.155.834
RICHIEDENTE:CBLDN SA STICHTING PGGM DEPOSITARY/STICHTING PGGM DEPOSITARY	3.044.818
BOA PERAMETRIC	25.325
ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	480.000
EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	1.144.286
RICHIEDENTE:UBS AG-LONDON BRANCH SA AG LDN CLIENT KAIROS HEDGE FUND/KAIROS PARTNERS	400.000
SGR SPA KAIROS ITALIA	
EIS EUROPE EQUITIES	32.000
EEF EQUITY EUROPE	64.494
EEF EQUITY ITALY	870.768
PB EQUITY EUR	1.768.000
EEF EQUITY FINANCIAL LTE	52.000
EMAF DYNAMIC	30.000
EEF EQUITY EUROPE LTE	502.000
EEF EQUITY EURO LTE	160.000
EEF EQUITY ITALY LTE	557.000
ROSSINI LUX FUND AZIONARIO EURO	23.000
ROSSINI LUX FUND BILANCIATO	1.000
MEDIOLANUM GESTIONE FONDI SGR SPA	2.000.000
ANIMA SGR SPA - PRIMA GEO ITALIA	1.700.000
EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	1.782.402
EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	135.759
FCP AMUNDI PULSACTIONS	654.358
SICAV AMUNDI SELECT EUROPE	150.000
CPR MM EURO ACTIONS	66.321
FCP ARRCO LONG TERME C	214.810
CPR RENAISSANCE MONDE	94
ABELIO-SR	112.818
FCP PREDIQUANT A2	71.053
CPR EUROLAND	154.620
FCP CPR ACTIVE EUROPE	35.485
FDC A2	21.037
CPR PROGRES DURABLE EUROPE	50.484
AGIRA LARGE CAP EURO C	92.021
VILLIERS ALTO	79.360
FCP MEDI ACTIONS EURO	90.000
FCP AMUNDI HORIZON	10.548
IBM FRANCE	156.000
HAMELIN DIVERSIFIE FLEX II	31.379
FCP CARPIMKO EUROPE	175.775
FCP VILLIERS DIVERSIFIE CPR AM	540.145
FCP VILLIERS ACTIONS AGI	2.225.000
VILLIERS DIVERSIFIE AGI	880.000
VANGUARD INVESTMENTS EUROPE SA	2.188.661
AMUNDI LOT53 FRR02J	71.431
AMUNDI FUNDS EQUITY GLOBAL RESOURCES	1
AMUNDI FUNDS GLOBAL AGRICULTURE	243.654
AMUNDI FUNDS INDEX EQUITY EURO	202.894
AMUNDI FD INDEX NORTH AMERICA	254.253
AMUNDI FUNDS GLOBAL EQUITIES	330.968
AMUNDI FUNDS EQUITY GLOBAL GOLDMINES	1
ARCA SGR FONDO ARCA AZIONI ITALIA	4.800.000
ARCA SGR FONDO ARCA BB	1.200.000
UNION INVESTMENT PRIVATFONDS	120.000
FCP DIVERSIFIE D AND O CPR 10 PL	14.766
ING STAR FUND	2.000.000
LO SELECTION THE VEMIDAM CSA LO	120.000
KOMUNAL LANDSPENSJONSKASSE GJENSIDIG FOR	88.664
GOVERNMENT EMPLOYEES SUPERANNUATION_ BOARD	279.527

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THE GREAT EASTERN LIFE ASSURANCE COMPANY LIMITED	7.290
STANLIB FUNDS LIMITED STANDARD BANK HOUSE	78.846
INVESTIN PRO F.M.B.A.	883.152
ALLIANZ GLOBAL INVESTORS KAPITALANLA GEGESELLSCHAFT MBH AG	447.335
ALLIANZ GLOBAL INVESTORS EUROPEGMBH ALD FONDS	229.803
ADVANCED SERIES TRUST AST FRANKLIN TEMPLETON FOUNDING FD ALLOCAT	3.376.677
WM POOL EQUITIES TRUST NO.38	93.478
ADVANCED SERIES TRUST-AST SCHRODERS GLOBAL TACTICAL PORTFOLIO	130.190
CHALLENGE FUNDS	965.000
KAIROS INTERNATIONAL SICAV - SELECTION	100.000
ANIMA SGR SPA - FONDO ANIMA ITALIA	800.000
BAYERNINVEST KAG MBH	906.092
AGENTE:NOMURA BK SA LUXEMB/WIF-EUROPE DISCOVERY FUND	410.000
AGENTE:DANSKE BANK S/A/LPIP AKT GLOBALE II	93.182
AGENTE:BROWN BROTHERS HARR/INTERANTIONAL PORT VANGUARD VAR INS FUND	3.920.009
AGENTE:BROWN BROTHERS HARR/JTSB STB DAIWA STOCK INDEX FUND 9807	106.869
AGENTE:BROWN BROTHERS HARR/GMO INTL GROWTH EQUITY FUND	450.680
AGENTE:BROWN BROTHERS HARR/DELAWARE INTERNATIONAL VALUE EQUITY TRUS	49.283
AGENTE:BROWN BROTHERS HARR/VANGUARD FUNDS PLC	9.811
AGENTE:BROWN BROTHERS HARR/GMO INT INTRINSIC VALUE EXTEND MARKETS F	223.009
AGENTE:HONGKONG/SHANGHAI BK/ALLIANZ GLOBAL INVESTOR PREMIER	371.889
AGENTE:BNP PARIBAS 2S-PARIS/FCP BNP PARIBAS ACTIONS EUROLAND	940.647
AGENTE:BNP PARIBAS 2S-PARIS/FCP FEDERIS ACTION	349.600
AGENTE:BNP PARIBAS 2S-PARIS/FCP SURVAL 21	40.530
AGENTE:BNP PARIBAS 2S-PARIS/NAVARRE INVESTISSEMENT	14.436
AGENTE:BNP PARIBAS 2S-PARIS/FCP CAMGEST.SIT.SPECIAL.	75.000
AGENTE:BNP PARIBAS 2S-PARIS/CAMGETSION ACTIONS RENDEMENT	192.173
AGENTE:BP2S LUXEMBOURG/MM INSTITUTIONAL FUNDS PLC	612.295
AGENTE:BP2S LUXEMBOURG/BNP PARIBAS LI	139.019
AGENTE:BNP SS SIDNEY BRANCH/HOUR GLASS INTERNAT SHARES SECTOR TRUST	94.488
AGENTE:BNP SS SIDNEY BRANCH/HOUR-GLASS INDEXED INT SHARES SEC TRUST	75.354
AGENTE:BNP SS SIDNEY BRANCH/FUTURE DIRECTIONS CORE INT SHARE FUND 2	2.077.282
AGENTE:BNP SS SIDNEY BRANCH/WHOLESALE UNIT TRUST GLOBAL INDEX SHARES	65.192
AGENTE:BNP SS SIDNEY BRANCH/WHOLESALE UNIT TRUST GLOBAL SHARES F 4	189.070
AGENTE:BNP SS SIDNEY BRANCH/IPAC SPECIALIST INV STR INT SHARE STR	963.726
AGENTE:BNP SS SIDNEY BRANCH/WHOLESALE GLOBAL EQUITY INDEX FUND	78.306
AGENTE:BNP SS SIDNEY BRANCH/MULTIMIX WHOLESALE INT SHARES TRUST	88.512
AGENTE:BNP SS SIDNEY BRANCH/AUSTRALIAN CATHOLIC SUPERAN RETIREM FUND	72.261
AGENTE:BQUE FEDERATIVE-STR/FCP ARPEGE ACTIONS	20.000
AGENTE:BQUE FEDERATIVE-STR/FCP UNION LONG SHORT EUROPE	91.293
AGENTE:BQUE FEDERATIVE-STR/FCPE ACCOR DIVERSIFIE	35.000
AGENTE:BQUE FEDERATIVE-STR/FCP DAY SOLVAY	55.000
AGENTE:BQUE FEDERATIVE-STR/CM-CIC PERSPECTIVE STRATEGIE 50	39.305
AGENTE:BQUE FEDERATIVE-STR/SICAV C I P E C	65.000
AGENTE:BQUE FEDERATIVE-STR/FCPE COFACE	10.000
AGENTE:BQUE FEDERATIVE-STR/FCP_CAGNI	30.000
AGENTE:BQUE FEDERATIVE-STR/FCPE BARCLAYS DIVERIFIE ACTIONS	50.000
AGENTE:BQUE FEDERATIVE-STR/FCPE THALES AVIONICS	25.000
AGENTE:BQUE FEDERATIVE-STR/STAUBLI 80 20 CREDIT MUTUEL FCPE	10.000
AGENTE:BQUE FEDERATIVE-STR/STAUBLI 50 50 CREDIT MUTUEL FCPE	10.000
AGENTE:BQUE FEDERATIVE-STR/FCP SKF DIVERSIFIE 8434	12.000
AGENTE:BQUE FEDERATIVE-STR/SICAV MONT	110.000
AGENTE:BQUE FEDERATIVE-STR/FCPE PIPE LINE SUD EUROPEEN	11.000
AGENTE:BQUE FEDERATIVE-STR/FCP METSO MINERALS	21.000
AGENTE:BQUE FEDERATIVE-STR/LEXMARK DYNAMIQUE	15.000
AGENTE:BQUE FEDERATIVE-STR/FCP GROUPE FORD FRANCE	45.000
AGENTE:BQUE FEDERATIVE-STR/FCP GROUPE BROSSETTE	35.000
AGENTE:BQUE FEDERATIVE-STR/1448 FCPE GE FACTOFRANCE	15.000
AGENTE:BQUE FEDERATIVE-STR/1584 FCP FERTILSODEBO	15.000
AGENTE:BQUE FEDERATIVE-STR/FCP ESSO DIVERSIFIE	100.000
AGENTE:BQUE FEDERATIVE-STR/FCP CRYOSTAR FRANCE	3.300
AGENTE:BQUE FEDERATIVE-STR/FCP CH RIVER LABORATOIRES FRANCE	10.000
AGENTE:BQUE FEDERATIVE-STR/FCP BIO MERIEUX AVENIR	23.000
AGENTE:BQUE FEDERATIVE-STR/1262 FCP BEHR FRANCE	800
AGENTE:PICTET & CIE/PICTET&CIE/DTA 15 PERCENT (DIV) - FULL TAX (INT)	503.129
AGENTE:JP MORGAN BANK LUXEM/MOMENTUM INVESTMENT FUNDS SICAV-SIF	43.370
AGENTE:JP MORGAN BANK LUXEM/T. ROWE PRICE KIKANTOUSHIKA-MUKE FUNDS F	291.724
AGENTE:JP MORGAN BANK LUXEM/SINGLE SELECT PLATFORM	309.345
AGENTE:JP MORGAN BANK IRELA/BLACKROCK INSTITUTIONAL POOLED FUND PLC	3.092

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AGENTE:JP MORGAN BANK IRELA/FEDERATED UNIT TRUST	1.357.613
AGENTE:JP MORGAN CHASE BANK/NFS LIMITED	588.102
AGENTE:JP MORGAN CHASE BANK/SCHRODER GLOBAL ENHANCED INDEX FUND	455.087
AGENTE:JP MORGAN CHASE BANK/NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	201.320
AGENTE:JP MORGAN CHASE BANK/IBBOTSON SHARES HIGH OPPORTUNITIES TRUST	10.928
AGENTE:JP MORGAN CHASE BANK/PEOPLE'S BANK OF CHINA FOREIGN EXCH	1.340.865
AGENTE:JP MORGAN CHASE BANK/WSSP INTERNATIONAL EQUITIES TRUST	47.096
AGENTE:JP MORGAN CHASE BANK/JPMORGAN CHASE BANK - PB - UNITED STATES FOUNDATIONS - CRA TREATY	12.414
AGENTE:JP MORGAN CHASE BANK/JPMORGAN CHASE BANK	15.991
AGENTE:JP MORGAN CHASE BANK/BLACKROCK WHOLESALE INDEXED INTERNATIONA	371.106
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE FINANCIAL SERVICES FUND INC	526.940
AGENTE:JP MORGAN CHASE BANK/TEMPLETON EAFE DEVELOPED MARKETS FUND	666.054
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE VALUE FUND INC	7.783.765
AGENTE:JP MORGAN CHASE BANK/BLACKROCK FISSION INDEXED INTL EQUITY FD	195.207
AGENTE:JP MORGAN CHASE BANK/TRUSTEE FOR INTERNATIONAL EQUITIES SECTO	144.229
AGENTE:JP MORGAN CHASE BANK/EQUITY TRUSTEES AS RESPONSIBLE ENTITY FOR T. ROWE PRICE GLOBAL EQUITY FUND	658.038
AGENTE:JP MORGAN CHASE BANK/AVIVA INVEST FUND DIVERSIFIED STRATEGY F	24.521
AGENTE:JP MORGAN CHASE BANK/FIDELITY INVESTMENT FUNDS - FIDELITY MONEYBUILDER WORLD INDEX FUND	4.501
AGENTE:JP MORGAN CHASE BANK/CITY OF PHILADELPHIA PUBLIC RETIREMENT	54.819
AGENTE:JP MORGAN CHASE BANK/JNL/T.ROWE PRICE VALUE FUND	803.090
AGENTE:JP MORGAN CHASE BANK/JNL/MELLON CAPITAL MANAGE INTNAL INDEX F	652.517
AGENTE:JP MORGAN CHASE BANK/JNL/FRANKLIN TEMPLETON GLOBAL GROWTH FUN	1.596.139
AGENTE:JP MORGAN CHASE BANK/THE PUBLIC SCHOOL RETIREMENT SYSTEM OF MISSOURI	21.426
AGENTE:JP MORGAN CHASE BANK/THE PUBLIC EDUCATION EMPLOYEE RETIREMENT SYSTEM OFMISSOURI	9.767
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TST - ATM INTERNATIONAL PORT	472.846
AGENTE:JP MORGAN CHASE BANK/T. ROWE PRICE INSTITUTIONAL GLOBAL LARGE CAP EQUITY FUND T ROWE PRICE	321.020
AGENTE:JP MORGAN CHASE BANK/T. ROWE PRICE INTERNAT GROWTH & INCOME F	4.799.871
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE PERSONAL STRATEGY GROWTH FU	161.486
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE PERSONAL STRATEGY INCOME FU	81.882
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE PERSONAL STRATEGY BALANCED	179.241
AGENTE:JP MORGAN CHASE BANK/T. ROWE PERSONAL STRATEGY BALANCED PORTF	16.623
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE GLOBAL STOCK FUND	466.344
AGENTE:JP MORGAN CHASE BANK/COMMINGLED PENSION FUND ENHANCED INDEX)	27.665
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE BALANCED FUND INC	261.174
AGENTE:JP MORGAN CHASE BANK/GOLDMAN SACHS STRUCTURED INTERNATIONAL TAX MANAGED EQUITY FUND	135.322
AGENTE:JP MORGAN CHASE BANK/THE MASTER TRUST BANK OF JAPAN LTD	12.592.534
AGENTE:JP MORGAN CHASE BANK/ARAB FUND FOR ECONOMIC AND SOCIAL DEVELO	5.654
AGENTE:JP MORGAN CHASE BANK/PLUMBING & MECHANICAL SERV (UK) INDUSTRY	49.407
AGENTE:JP MORGAN CHASE BANK/BMW (UK) OPERATIONS PENSION SCHEME	287.274
AGENTE:JP MORGAN CHASE BANK/VAUXHALL & ASSOCIATED COMPANIES PENSION FUND	18.000
AGENTE:JP MORGAN CHASE BANK/MASTER TRUST BANK OF JAPAN, LTD. PENSION	3.699.445
AGENTE:JP MORGAN CHASE BANK/VANGUARD INTERNATIONAL GROWTH FUND	36.182.044
AGENTE:JP MORGAN CHASE BANK/SIERRA TEMPLETON INTERNAT EQUITY TRUST	309.619
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE RETIREMENT DATE TRUST	409.902
AGENTE:JP MORGAN CHASE BANK/SCHRODER INTERNATIONAL MULTI-CAP VALUE FUND	34.706
AGENTE:JP MORGAN CHASE BANK/T ROWE CONCENTRATED INTERNAT EQUITY FUND	15.764
AGENTE:JP MORGAN CHASE BANK/CHILDREN'S HELATHCARE ATLANTIA INC	144.856
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE INTERNATONAL VALUE EQUITY	490.176
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE US VALUE EQUITY TRUST	446.623
AGENTE:JP MORGAN CHASE BANK/SCHRODER GLOBAL QUALITY FUND	28.628
AGENTE:JP MORGAN CHASE BANK/THE HARTFORD INTERNATIONAL SMALL CO	30.681
AGENTE:JP MORGAN CHASE BANK/THE HARTFORD INTERNATIONAL GROWTH FUND	238.977
AGENTE:JP MORGAN CHASE BANK/ROCHE DIAGNOSTICS CORPORATION CASH ACCUM	446.600
AGENTE:JP MORGAN CHASE BANK/SIMON MARKETABLE, L.P.	23.833
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE INSTITUTIONAL GLOBAL LARGE CAP EQUITY FUND	14.312
AGENTE:JP MORGAN CHASE BANK/PROVEDA GLOBAL EQUITY, LP	3.052
AGENTE:JP MORGAN CHASE BANK/JPMORGAN GLOBAL RESEARCH ENHANCED INDEX FUND	20.802
AGENTE:JP MORGAN CHASE BANK/MFS INTERNATIONAL RESEARCH EQUITY LLC	30.134
AGENTE:JP MORGAN CHASE BANK/ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	8.809
AGENTE:JP MORGAN CHASE BANK/FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-US FACTOR TILT INDEX FUND	23.114
AGENTE:RBC INVESTOR SERVICE/SUN LIFE MFS INTERNATIONAL VALUE FUND	205.083
AGENTE:RBC INVESTOR SERVICE/ASSOCIATION BIENF RETR POL VILLE MONTREA	50.946

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AGENTE:RBC INVESTOR SERVICE/MB CANADIAN EQUITY PLUS FUND	15.822
AGENTE:RBC INVESTOR SERVICE/MB GLOBAL EQUITY FUND	1.247.909
AGENTE:RBC INVESTOR SERVICE/MANULIFE GLOBAL OPPORTUNITIES FUND	1.007
AGENTE:RBC INVESTOR SERVICE/MANULIFE GLOBAL OPPORTUNITIES BALANCED F	78.047
AGENTE:RBC INVESTOR SERVICE/LOUISBOURG EAFE FUND	16.721
AGENTE:HSBC BANK PLC/CENTRAL FINANCE BOARD OF THE METHODIST	35.000
AGENTE:HSBC BANK PLC/HSBC FTSE EPRA/NAREIT DEVELOPED ETF	247.134
AGENTE:HSBC BANK PLC/TUTMAN B&CE CONTRACTED-OUT PENSION SCHEM	78.403
AGENTE:THE BANK OF NOVA SCOTIA/SCOTIA CANADIAN TACTICAL ASSET ALL FUND	147.242
AGENTE:NORTHERN TRUST -LO/OSPREY POINT INVESTMENTS II LIMITED	46.920
AGENTE:NORTHERN TRUST -LO/NATIONAL WESTMINSTER BANK PLC AS DEPOSITARY OF BARING EUROPE EX UK LTD	828.554
AGENTE:NORTHERN TRUST -LO/ESSEX COUNTY COUNCIL PENSION FUND	43.379
AGENTE:NORTHERN TRUST -LO/ACORN 1998 TRUST	118
AGENTE:NORTHERN TRUST -LO/NTGI-QM COMMON DAILY EAFE INDEX FUND - N	134.545
AGENTE:NORTHERN TRUST -LO/HRW TRUST NO 2 UAD 01/17/03	10.797
AGENTE:NORTHERN TRUST -LO/HRW TRUST NO 1 UAD 01/17/03	10.797
AGENTE:NORTHERN TRUST -LO/HRW TRUST NO 4 UAD 01/17/03	12.829
AGENTE:NORTHERN TRUST -LO/HRW TRUST NO 3 UAD 01/17/03	12.829
AGENTE:NORTHERN TRUST -LO/RICHARD PELL	5.516
AGENTE:NORTHERN TRUST -LO/STANDARD CHARTERED PENSION FUND- 1	491.586
AGENTE:NORTHERN TRUST -LO/WILSHIRE INTERNATIONAL EQUITY FUND	3.314
AGENTE:NORTHERN TRUST -LO/SPECTRUM PRIVATE TRUST COMPANY LIMITED	406.253
AGENTE:NORTHERN TRUST -LO/ARTIO INTERNATIONAL EQUITY (CAYMAN) FUND	12.220
AGENTE:NORTHERN TRUST -LO/CHESS INTERNATIONAL PROPERTIES, LTD.	5.380
AGENTE:NORTHERN TRUST -LO/THYSSEN GLOBAL INVESTMENTS CORP	17.511
AGENTE:NORTHERN TRUST -LO/GENERAL PENSION AND SOCIAL SECURITY AUTHORITY	68.000
AGENTE:NORTHERN TRUST -LO/NORTHERN TRUST UCITS COMMON CONTRACTUAL	145.596
AGENTE:NORTHERN TRUST -LO/BUNTING INTERNATIONAL DEVELOPED EQUITY TE LLC	6.977
AGENTE:NORTHERN TRUST -LO/DELFINCO, LP	25.661
AGENTE:NORTHERN TRUST -LO/DYNASTY INVEST, LTD	4.866
AGENTE:NORTHERN TRUST -LO/LTW INVESTMENTS LLC	11.878
AGENTE:NORTHERN TRUST -LO/QS INVESTORS DBI ALL COUNTRY GLOBAL EQUITY FUND LP	3.144
AGENTE:NORTHERN TRUST -LO/HONESTY LLC	751.500
AGENTE:NORTHERN TRUST -LO/DFE ASSET MANAGEMENT LLC	10.980
AGENTE:NORTHERN TRUST -LO/HSBC MULTIALPHA INTERNATIONAL POOLED FUND	49.875
AGENTE:NORTHERN TRUST -LO/COMMONWEALTH SUPERANNUATION CORP. ARIA	405.877
AGENTE:NORTHERN TRUST -LO/FELICIAN SISTERS OF NORTH AMERICA ENDOWM	72.560
AGENTE:NORTHERN TRUST -LO/ST. JOSEPH HEALTH SYSTEM	39.923
AGENTE:NORTHERN TRUST -LO/FIDELITY SALEM STREET TRUST	304.886
AGENTE:NORTHERN TRUST -LO/JULIUS BEAR GROUP TRUST	384.534
AGENTE:NORTHERN TRUST -LO/PARK FOUNDATION INC	41.090
AGENTE:NORTHERN TRUST -LO/ARTIO INTL EQUITY II FUND	21.251
AGENTE:NORTHERN TRUST -LO/UNILEVER CANADA PENSION FUND	183.875
AGENTE:NORTHERN TRUST -LO/ONTARIO PUBLIC SERVICE EMPLOYEES UNION P	756.264
AGENTE:NORTHERN TRUST -LO/BARING INTL UMBRELLA FUND	218.010
AGENTE:MIZUHO TRUST BKG-LUX/NIKKO AM INVESTMENT TRUST (LUXEMBOURG) - NIKKO AM INTECH KOKUSAI FUND	3.530
AGENTE:NORTHERN TR GLB SERV/IPM FUNDAMENTAL UMBRELLA FUND	272.384
AGENTE:ABN AMRO GLOBAL CUST/SECUREX LEVEN VERENIGING VOOR ONDERLINGE	203.988
AGENTE:STATE STREET BANK AND TRUST COMPANY/XEROX CORPORATION RETIREMENT & SAVINGS PLAN	294.405
AGENTE:STATE STREET BANK AND TRUST COMPANY/MERCK FAMILY FUND	11.930
AGENTE:STATE STREET BANK AND TRUST COMPANY/FIDELITY RUTLAND SQUARE TR II: STRAT ADV INT MULTI-MANAGER F	30.978
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK VARIABLE INS. TRUST INTERNATIONAL CORE TRUST	286.217
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK VARIABLE INSURANCE TRUST GLOBAL TRUST	1.629.069
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK VARIABLE INSURANCE TR INTERNATIONAL VALUE TRUST	3.587.452
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS III INTERNATIONAL GROWTH FUND	48.337
AGENTE:STATE STREET BANK AND TRUST COMPANY/CGE INVESTMENTS (NO. 2) S.A.R.L.	126.717
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK GLOBAL OPPORTUNITIES FUND	2.673.030
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS II INTERNATIONAL GROWTH OPPORTUNITIES FUND	2.150.821
AGENTE:STATE STREET BANK AND TRUST COMPANY/MANULIFE ASSET MNGM TRUST COMPANY GLOBAL OPPORTUNITIES CTF	156.280

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*** LIST OF PROXY GIVERS ***

AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM DYNAMIC ASSET ALLOCATION GROWTH FUND	67.863
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM DYNAMIC ASSET ALLOCATION BALANCED FUND	4.981
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM INTERNATIONAL VALUE FUND	287.199
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VAR TRUST - PUTNAM VT INT VALUE FUND	151.717
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VAR TRUST - PUTNAM VT INT GROWTH FUND	57.874
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM INTERNATIONAL GROWTH FUND	34.821
AGENTE:STATE STREET BANK AND TRUST COMPANY/MSCI EAFE EQUAL WEIGHT FUND	14.945
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS VARIABLE INSURANCE TRUST-MFS RESEARCH INT SERIES	138.597
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS GLOBAL MULTI-ASSET FUND	9.822
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN AIRLINES INC. PILOTS RET BENEFIT PROGRAM VAR INCOME	1.519.433
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALLIANCEBERNSTEIN BALANCED SHARES INC	7.980
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALLIANCEBERNST VAR PROD SER F INC.ALLIANCEB DYN ASSET ALL PTF	10.889
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR S+P WORLD EX AUSTRALIA FUND	3.534
AGENTE:STATE STREET BANK AND TRUST COMPANY/BOSTON COMMON	218.440
AGENTE:STATE STREET BANK AND TRUST COMPANY/LEHMAN BROTHERS ADVISOR SERIES - INTL GROWTH EQUITY LTD.	941.790
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN CENTURY STRATEGIC ASSET ALL, INC. STRAT ALL CONS F	23.690
AGENTE:STATE STREET BANK AND TRUST COMPANY/JP TR SERV BK LTD ATF MATB MSCI KOKUSAI INDEX MOTHER F	314.032
AGENTE:STATE STREET BANK AND TRUST COMPANY/JP TR SERV BK LTD ATF FOR MATB MSCI INDEX SEL FUND- EUR PTF	1.794
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE MASTER TR BK OF JP LTD ATF INVESCO DEV COUNT EQ INDEX M F	267
AGENTE:STATE STREET BANK AND TRUST COMPANY/DIGNITY HEALTH	369.246
AGENTE:STATE STREET BANK AND TRUST COMPANY/DIGNITY HEALTH RETIREMENT PLAN TRUST	407.387
AGENTE:STATE STREET BANK AND TRUST COMPANY/MET INVESTORS SERIES TRUST- SCHRODERS GLOBAL MULTI-ASSET PTF	34.565
AGENTE:STATE STREET BANK AND TRUST COMPANY/CHIMCO ALPHA FUND, LLC	1.004.830
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE HALLIBURTON GROUP UK PENSION PLAN	10.397
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNITED AIRLINES PILOT DIRECTED ACCOUNT PLAN TRUST	89.920
AGENTE:STATE STREET BANK AND TRUST COMPANY/DESJARDINS FIN SEC (DFS) BAILLIE GIFFORD INTL EQUITY FUND	791.787
AGENTE:STATE STREET BANK AND TRUST COMPANY/DELUXE CORPORATION MASTER TRUST	104.831
AGENTE:STATE STREET BANK AND TRUST COMPANY/FRANCISCAN ALLIANCE, INC.	194.910
AGENTE:STATE STREET BANK AND TRUST COMPANY/STICHTING F AND C MULTI MANAGER EUROPEAN EQUITY ACTIVE	238.711
AGENTE:STATE STREET BANK AND TRUST COMPANY/STICHTING TRUST F AND C UNHEDGE	502.171
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE GENERAL MOTORS CANADIAN HOURLY-RATE EMPL PENSION PLAN	66.489
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE GENERAL MOTORS CANAD RETIREMENT PROGR FOR SALARIED EMPL	22.328
AGENTE:STATE STREET BANK AND TRUST COMPANY/TIFF INVESTMENT PROGRAM, INC - TIFF MULTI-ASSET FUND	104.657
AGENTE:STATE STREET BANK AND TRUST COMPANY/MM MSCI EAFE INTERNATIONAL INDEX FUND	56.409
AGENTE:STATE STREET BANK AND TRUST COMPANY/GMO IMPLEMENTATION FUND	576.579
AGENTE:STATE STREET BANK AND TRUST COMPANY/JANUS CAPITAL MANAGEMENT LLC	730
AGENTE:STATE STREET BANK AND TRUST COMPANY/SUNAMERICA SERIES TRUST INT DIVERSIFIED EQ PTF	95.813
AGENTE:STATE STREET BANK AND TRUST COMPANY/LAWRENCE LIVERMORE N S & LOS ALAMOS N S DEF BENEFIT PLAN G T	194.868
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALLIANCEBERNSTEIN INTERNATIONAL ALL-COUNTRY PASSIVE SERIES	99.400
AGENTE:STATE STREET BANK AND TRUST COMPANY/MORGAN STANLEY INSTITUTIONAL FUND INC MULTI- ASSET PORTFOLIO	112.585
AGENTE:STATE STREET BANK AND TRUST COMPANY/INTECH INTERNATIONAL FUND	4.263
AGENTE:STATE STREET BANK AND TRUST COMPANY/NUVEEN SYMPHONY INTERNATIONAL EQUITY FUND	5.058
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE PHILLIPS 66 UK PENSION PLAN	32.250
AGENTE:STATE STREET BANK AND TRUST COMPANY/INTEL CORPORATION RETIREE MEDICAL PLAN	30.182

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*** LIST OF PROXY GIVERS ***

TRUST	
AGENTE:STATE STREET BANK AND TRUST COMPANY/HONGKONG ELECTRIC DEFINED CONTRIBUTION SCHEME	28.045
AGENTE:STATE STREET BANK AND TRUST COMPANY/ROMAN CATHOLIC BISHOP OF SPRINGFIELD A CORPORATION SOLE	4.711
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE WELLINGTON TR CO NAT ASS MULT C TR F TR, OPPORT EQ PTF	56.866
AGENTE:STATE STREET BANK AND TRUST COMPANY/WELLINGTON TR CO NA MULT COM TR FD TR T-SEL OPP INT GR PTF	42.197
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCOTTISH WIDOWS INV SOL F ICVC-FUNDAMENTAL INDEX GLB EQ F	473.385
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCOTTISH WIDOWS INV SOLUTIONS F ICVC-EUROPEAN (EX UK) EQ FD	1.674.814
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	161.440
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA MSCI EAFE FINANCIALS INDEX NONLENDING COMMON TRUST FUND	324.618
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK GLOBAL INDEX FUNDS	257.453
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS MERIDIAN FUNDS-STRATEGIC INCOME FUND	44.866
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES CORE MSCI EAFE ETF	189.350
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF	19.494
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES INTERNATIONAL FUNDAMENTAL INDEX FUND	165.529
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARTIO INTERNATIONAL EQUITY FUND	607.191
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARTIO INTERNATIONAL EQUITY FUND II	383.358
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS VARIABLE INSURANCE TRUST II - MFS GLOBAL RESEARCH PTF	128.598
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS VARIABLE INSURANCE TRUST II - MFS RESEARCH INT PORTFOLIO	364.009
AGENTE:STATE STREET BANK AND TRUST COMPANY/IBM 401K PLUS PLAN	653.083
AGENTE:STATE STREET BANK AND TRUST COMPANY/TIAA-CREF INTERNATIONAL EQUITY FUND	10.500.764
AGENTE:STATE STREET BANK AND TRUST COMPANY/TIAA-CREF LIFE FUNDS - INTERNATIONAL EQUITY FUND	278.931
AGENTE:STATE STREET BANK AND TRUST COMPANY/MET INVESTOR SERIES TRUST-MFS RESEARCH INTERNATIONAL PTF	2.362.251
AGENTE:STATE STREET BANK AND TRUST COMPANY/DESJARDINS OVERSEAS EQUITY GROWTH FUND	1.163.016
AGENTE:STATE STREET BANK AND TRUST COMPANY/CITY OF HIALEAH EMPLOYEES` RETIREMENT SYSTEM	47.234
AGENTE:STATE STREET BANK AND TRUST COMPANY/MERCER NON-US CORE EQUITY FUND	2.074.152
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR GLOBAL DOW ETF	121.392
AGENTE:STATE STREET BANK AND TRUST COMPANY/MORGAN STANLEY INST F INC - ACTIVE INT ALLOCATION PTF	131.156
AGENTE:STATE STREET BANK AND TRUST COMPANY/MORGAN STANLEY INSTITUTIONAL FD TR - GLOBAL STRATEGIST PTF	618.954
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR MSCI EUROPE ETF	259.671
AGENTE:STATE STREET BANK AND TRUST COMPANY/WORLD INDEX OLUS SECURITIES LENDING COMMON TRUST FUND	95.487
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES VI PUBLIC LIMITED COMPANY	4.823
ALLIANT TECHSYSTEMS INC DEFINEDBENEFIT MAST	16.364
BOSTON COMMON INTERNATIONAL FUND	496.445
CANSO CATALINA FUND	11.200
THE CHRYSLER CANADA INC.CANADIAN MASTER TRUST FUND	736.533
CANSO RECONNAISSANCE FUND	16.000
CANSO SALVAGE FUND	25.000
LYSANDER BALANCED FUND 100 YORKBLV	26.200
FIDELITY COMMONWEALTH TRUST II FID INTERNAT ENCHANGED INDEX FUND	1
ACHMEA VARIABLE SECURITIES HEALTH FUND	12.756
TELUS FOREIGN EQUITY ACTIVE BETA POOL	106.792
HEWLETT-PACKARD COMPANY MASTERTRUST	975.939
THE HEWLETT-PACKARD COMPANY 401 (K) PLAN	790.689
ST BEDRIJFSTAKPFD V/H SCHILDERS-AFW- GLASZE	440.105
ARCELORMITTAL USA LLC PENSION TRUST	47.931
DELAWARE GROUP FOUNDATION FUNDSDELAWARE FOUNDATION GROWTH ALLOC	42.777
BELEGGINSPOOL ACHMEA AANDELEN WERELD	13.597
DELAWARE GROUP FOUNDATION FDS DELAWARE FOUNDAT CONSERVATIVE ALL	31.500
STICHTING BEWAARDER ACHMEA BELEGGIN GSPOOLS	26.887
STICHTING ACHMEA GLOBAL EQUITY	8.817
WATER AND POWER EMPLOYEES RETIREMENT PLAN	820.178

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*** LIST OF PROXY GIVERS ***

LVIP DELAWARE FOUNDATION CONSERVATIVE ALLOCATION FUND	69.054
MISSOURI STATE EMPLOYEES RETIREMENT SYSTEM	354.318
SULTANATE OF OMAN MINISTRY OF DEFENCE PENSION FUND	52.038
POOL REINSURANCE COMPANY LIMITED	376.057
ARROWSTREET US GROUP TRUST	238.473
AON HEWITT GROUP TRUST	34.072
TD GLOBAL MULTI-CAP FUND	587.736
TENASKA INVESTMENT FUND LLC .	115.538
VERIZON MASTER SAVINGS TRUST .	30.646
BOSTON COMMON INTERNATIONAL CATHOLIC SRI FUND, LLC	786.010
CF INTERNATIONAL STOCK INDEX FUND ONE	268.505
DT INTERNATIONAL STOCK INDEX FUND ONE	433.540
BOSTON COMMON ALL COUNTRY INTERNAT IONAL FUND, LLC	100.195
BLACKROCK GLOBAL ALLOCATION FUND INC	11.556.225
BLACK ROCK GLOBAL ALLOCATION PORTFOL. OF BL. SERIES FUND INC	56.985
BLACKROCK GLOBAL ALLOCATION VIFUND OF BL. VAR.SERIES FUND INC	2.347.228
MFS RESEARCH INTERNATIONAL FDPFUND OF FDP SERIES, INC.	136.872
BLACKROCK GLOBAL ALLOCATION FUND (AUST)	207.510
BROWN BROTHERS HARRIMAN TRUSTEE SERVICES (IRELAND) LIMITED	626.749
NORTHWESTERN MUTUAL SERIES FUND INC RESEARCH INT CORE PORTF.	291.678
JANUS CAPITAL FUNDS PLC JANUS EUROPE FUND	116.830
MASSMUTUAL SELECT BLACKROCK GLOBAL ALLOCATION FUND	129.786
ACMBERNSTEIN	1.498
CPR AM	450.411
PETTELAAR EFF.BEW.BEDR.INZAKE SNS EURO AAND	4.190.000
ST.BW. ZWITSERL BELFDS MANDAAT SNS AM	1.809.062
STG PFDS V.D. GRAFISCHE	895.913
STG BEDRIJFSTAKPFDS V H	42.293
SRLEV NV AANDELENPOOL EUROPA MND SNS ASS.MAN	287.966
BNYMTD (UK) LTD AS TTEE OF BLACKROCK INSTITUTIONAL EQUITY FUNDS	770.261
BNYMTD UK LTD AS TTE OF BLACKROCK INTERNATIONAL EQUITY FUND	64.354
BNYMTD (UK) AS TRUSTEE OF BLACKROCK CONTINENTAL EUROPE EQUITY TRY TRACKER FUND	1.921.740
THE PASSIVE GLOBAL SHARE TRUSTT	186.189
FEDERATED INTERNATIONAL LEADERSFUND	2.696.710
BRETHREN FOUNDATION INC	21.735
CHURCH OF THE BRETHREN BENEFIT TRUST INC	76.040
RICHIEDENTE:UBS (LUXEMBOURG) SA/UBS FUND MANAGEMENT(LUXEMBOURG) SA	329.874
RICHIEDENTE:UBS (LUXEMBOURG) SA/UBS (LUX) SICAV 1	10.124
RICHIEDENTE:UBS AG-LONDON BRANCH SA AG LDN CLIENT IPB CLIENT AC/ARROWSTREET GLOBAL EQUITY ALPHA EXTENSION FUND	1.607.122
RICHIEDENTE:GOLDMAN SACHS & CO./THE PUTNAM ADVISORY COMPANY LLC	18.744
RICHIEDENTE:CBLDN S/A IRISH LIFE ASSURANCE CO/IRISH LIFE ASSURANCE.	3.277.530
RICHIEDENTE:CITIBANK NA HONG KONG SA CBOSC ATF OSF-WGSS07/COLONIAL FIRST STATE INVESTMENT LTD	255.614
RICHIEDENTE:CBLUX S/A MANULIFE GLOBAL FUND/MANULIFE GLOBAL FUND	301.481
RICHIEDENTE:CBLDN SA CIP BOTHWELL EUROPE FUND/BOTHWELL EUROPE FUND (CITIBANK INTERNATIONAL PLC)	1.148.621
RICHIEDENTE:CBLDN SA AEGON CUST BV - MM W EQ IN/AEGON CUSTODY B.V	361.466
RICHIEDENTE:CBNY S/A ORBIS FUNDS/ORBIS GLOBAL EQUITY LIMITED	16.328.604
RICHIEDENTE:CBNY S/A ORBIS FUNDS/ORBIS OPTIMAL SA FUND LTD	2.162.642
RICHIEDENTE:CBNY S/A ORBIS FUNDS/ORBIS INTERNATIONAL EQUITY LP	27.147
RICHIEDENTE:CBNY S/A ORBIS SICAV/ORBIS SICAV.	1.943.601
RICHIEDENTE:CBNY S/A ORBIS SICAV/ORBIS SICAV,	4.913.613
RICHIEDENTE:CBNY S/A ORBIS OPTIMAL GLOBAL FUND LP/ORBIS OPTIMAL GLOBAL FUND LP	35.041
RICHIEDENTE:CBHK SA ETL-ORBIS GL EF-AU R/ORBIS GLOBAL EQUITY FUND AUSTRALIA REGISTERED.	4.351.045
RICHIEDENTE:CITIBANK NA NEW YORK SA PANAGORA DIVERSIFIED RISK MULTI/PANAGORA DIVERSIFIED RISK MULTI-ASSET FUND LTD	17.815
RICHIEDENTE:CBNY SA OHIO SCHOOL EMPLOYEES RETIREMENT/SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO	932.426
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/AQR GLOBAL LONG-SHORT EQUITY FUND.	33.344
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/AQR R.C. EQUITY AUSTRALIA FUND	13.603
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/P THREE BRIDGES EUROPE LTD	8.475
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/TWO SIGMA INTERNATIONAL CORE PORTFOLIO, LLC CORPORATION SERVICE COMPANY	30
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/THREE BRIDGES EUROPE MASTER FUND LTD	640.746
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/TWO SIGMA EQUITY PORTFOLIO, LLC	3.293
RICHIEDENTE:CITIBANK NA NEW YORK SA MONROE COUNTY EMPLOYEES RETIREMENT/MONROE COUNTY EMPLOYEES RETIREMENT SYSTEM	33.026
UMC BENEFIT BOARD, INC	1.603.396

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	RICHIEDENTE:CGML IPB CL SAFEK (CLEARING) ACCOUN/UBS HOUSE	1.006.011
	RICHIEDENTE:CGML IPB CL SAFEK (CLEARING) ACCOUN/UBS O'CONNOR LLC	52.838
	EUROPEAN VALUE PARTNERS SICAV-SIF	14.100
	AGENTE:STATE STREET BANK AND TRUST COMPANY/THE GM CANADA FOREIGN TRUST	473.437
	AGENTE:JP MORGAN CHASE BANK/SAS TRUSTEE CORPORATION	312.891
	CONNECTICUT GENERAL LIFE INSURANCE COMPANY	5.617
	TEACHERS' RETIREMENT SYSTEM OF LOUISIANA	1.846.141
	CITY OF NEW YORK GROUP TRUST	11.169.161
	AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHNSON & JOHNSON PENSION & SAVINGS PLANS MASTER TRUST	2.633.300
	AGENTE:STATE STREET BANK AND TRUST COMPANY/PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY	158.871
	AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	2.217
	AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	1.521
	AGENTE:STATE STREET BANK AND TRUST COMPANY/WORKERS COMPENSATION BOARD-ALBERTA	1.560.134
	AGENTE:STATE STREET BANK AND TRUST COMPANY/MINISTRY OF STRATEGY AND FINANCE	21.483
	AGENTE:NORTHERN TRUST -LO/CITY OF LOS ANGELES FIRE POLICE PLAN	62.940
	AGENTE:BROWN BROTHERS HARR/BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	383.653
	MINISTRY OF FINANCE OF THE REPUBLIC OF KAZAKHST	309.850
	TREASURER OF THE STATE OF NORTH CAROLINA EQUITY INVESTMENT FUND POOLED	307.683
	TREASURER OF THE STATE OF NORTH CAROLINA EQUITY INVESTMENT FUND POOLED	923.175
	AGENTE:BROWN BROTHERS HARR/BBH B J T S RE CMA MFS EX-JAPAN GROWTH MOTHER FUND	4.407
	AGENTE:STATE STREET BANK AND TRUST COMPANY/SUN SUPER SUPERANNUATION FUND	1.814.889
	AGENTE:NORTHERN TRUST -LO/GUIDE STONE FUNDS - INTERNATIONAL EQUITY	588.943
	AGENTE:BP2S LUXEMBOURG/GA FUND B	202.487
	AGENTE:JP MORGAN CHASE BANK/RETIREMENT PLAN FOR EMPLOYEES OF AETNA I	630.796
	AGENTE:JP MORGAN CHASE BANK/REXAM PENSION PLAN	830.393
	AGENTE:STATE STREET BANK AND TRUST COMPANY/HONG KONG SPECIAL ADMINISTRATIVE REGION GOVERNMENT-EXCHANGE F	153.655
	ACHMEA PENSIOEN EN LEVENSVZERZEKERINGEN N.V.	41.415
	SHELL PENSION TRUST	1.047.030
	CONSTRUCTION AND BUILDING UNIONS SUPERANNUATION FUND	127.663
	THE HEWLETT-PACKARD COMPANY 401 (K) PLAN	1.785.308
	RICHIEDENTE:CITIBANK NA HONG KONG SA CBOSC ATF OSF-WGSS07/COLONIAL FIRST STATE INVESTMENT LTD	896.471
	Number of proxies represented by badge:	1.532
		1.515.293.492
10	Proxy givers of CHIESA FRANCESCO	Badge no. 568
		Azioni
	ALLIANZ SPA	70.670.631
	ALLIANZ BELGIUM SA	59.119
	ALLIANZ FINANCE IV LUXEMBOURG SARL	45.730.320
	ALLIANZ LIFE LUXEMBOURG S.A.	36.772
	ARCALIS	118.296
	Number of proxies represented by badge:	5
		116.615.138
11	Proxy givers of CHINI SIMONE	Badge no. 1976
		Azioni
	AVIVA LIFE SPA	30.257
	RICHIEDENTE:CHIAROMONTE GIANCARLO/EUROVITA ASSICURAZIONI SPA	378.549
	AVIVA ITALIA SPA	502
	AVIVA FRANCE	8.418.103
	AVIVA VIE	268.609
	AVIVA OVERSEAS HOLDINGS LIMITED	16.293.969
	Number of proxies represented by badge:	6
		25.389.989
12	Proxy giver of DE BONIS MICHELE	Badge no. 1921
		Azioni
	BUFANO TOMMASO	1
		1
13	Proxy giver of DITARANTO ROBERTO	Badge no. 1655

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*** LIST OF PROXY GIVERS ***

	ROSSATTI ELSA		Azioni 501 501
14	Proxy givers of DRAGHI GIORGIO ITALMOBILIARE SPA MARAMOTTI LUIGI SIMON FIDUCIARIA SPA MARAMOTTI IGNAZIO LOMBARDINI IDA MARAMOTTI MARIA LUDOVICA INTERNATIONAL FASHION TRADING Number of proxies represented by badge: 7		Badge no. 3194 Azioni 13.632.683 206.229 5.683.359 197.064 916.350 185.004 39.107.697 59.928.386
15	Proxy givers of GALLINGANI ALFEO COFIMAR S.R.L. IBEF SA Number of proxies represented by badge: 2		Badge no. 2735 Azioni 6.570.825 10.613.430 17.184.255
16	Proxy giver of MARBOT MICHEL PISANI CLARA		Badge no. 1330 Azioni 17 17
17	Proxy giver of MCKINNON MALCOLM AABAR LUXEMBOURG S.A.R.L.		Badge no. 1481 Azioni 290.000.000 290.000.000
18	Proxy givers of NOTO FILIPPO SO.FLCOS. SOCIETA FINANZIAMENTO COSTRUTTORI SRL MANTEGNA 87 S.R.L. FINCED SRL PANTHEON 2000 SPA GAMMA SRL FINCAL S.P.A. Number of proxies represented by badge: 6		Badge no. 1015 Azioni 4.000.000 3.500.000 7.000.000 460.000 240.000 34.700.000 49.900.000
19	Proxy givers of ROSANIA ELMAN ACQUAVIA VITO ANTONIO GALANO PASQUALE GIGLIO DOMENICO NOLE` ORIANA MIMMO ANTONIO DI LUCCHIO GIANPAOLO CRISTIAN DELLI COLLI VALERIA NOTARGIACOMO GIULIA CAPPIELLO ANDREA ATELLA GIANFRANCO DELLI COLLI CLEMENTE POTENZA DONATO CATAPANO SALVATORE DI LUCCHIO LOREDANA ERMINIA MITRIONE MARIA ADELAIDE SARI ANGELO DIODATO MARIA ROSARIA VARLOTTA CINZIA ANNAMARIA		Badge no. 1702 Azioni 1 1.098 14 331 1.428 398 7.382 21.371 6 173 2.490 2.000 10 198 617 1.821 1 1

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*** LIST OF PROXY GIVERS ***

	VARLOTTA GIOVANNI		1
	CORDASCO DOMENICO		1
	TELESCA FRANCESCO SAVERIO		17
	<hr/> Number of proxies represented by badge:	21	39.359
20	Proxy giver of ROSSI AGOSTINO		Badge no. 3006
	ROSSI PAOLO		Azioni 1.099
			1.099
21	Proxy giver of SANTANGELO PAOLO		Badge no. 2305
	RICHIEDENTE: PANICCIA MASSIMO/FONDAZIONE CR TRIESTE		Azioni 19.444.018
			19.444.018
22	Proxy giver of SANTORO ALESSANDRO		Badge no. 1298
	PISANI RAFFAELE		Azioni 23
			23
23	Proxy givers of SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO		Badge no. 2901
	FABRIS CARLO		Azioni 63
	BA-CA-PRIMA-PRIVATSTIFTUNG		358.618
	ROSSETTI RAUL FERNANDO		1.215
	DI NOIA CARMINE		2.253
	AVZ GMBH		8.240.000
	PRIVATSTIFTUNG ZUR VERWALTUNG VON ANTEILS RECHTEN		10.000.000
	BA CA PRIMA PRIVATSTIFTUNG		141.650
	BETRIEBSRAT DER ANGESTELLTEN DER BANK AUSTRIA CREDITANSTALT AG		75
	<hr/> Number of proxies represented by badge:	8	18.743.874
24	Proxy givers of SINAGRA FAUSTO		Badge no. 1032
	RICHIEDENTE: GIANI GIANCARLO/FONDAZIONE CASSA DI RISPARMIO DI VERONA VICENZA BELLUNO E ANCONA		Azioni 204.508.472
	SOCIETA' CATTOLICA DI ASSICURAZIONE - SOCIETA' COOPERATIVA		178.130
	<hr/> Number of proxies represented by badge:	2	204.686.602
25	Proxy giver of SONNESSA ALFREDO FILIPPO		Badge no. 1158
	TELESCA MARIA LUIGIA		Azioni 1.057
			1.057
26	Proxy giver of TRICARICO ANTONIO		Badge no. 1733
	TRICARICO MICHELE		Azioni 20
			20
27	Proxy giver of VALENTINI PIERANGELO		Badge no. 3004
	CASSINELLI GERMANO		Azioni 5.100
			5.100

List of owner ordinary, shares taking part in the meeting held on 11/05/2013 in first call..

The proxies have been given in compliance with the provisions of section 2372 of the Italian Civil Code.

PRESENT IN /BY			Shares	
Person	Prozy		In Person	By Proxy
0	2	AL ASHHAB ALI	0	168.529.755
0	273	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	0	524.040
0	1	BARDIN ROMOLO	0	173.685.000
0	5	BOCCARDO SILVIO	0	322.304.998
1	0	BONINI BARBARA	2.104	0
0	1	BRESOLIN FERRUCCIO	0	39.400.558
0	1.532	CARDARELLI ANGELO	0	1.515.293.492
1	0	CAROLLO PIERLUIGI	2.324	0
0	5	CHIESA FRANCESCO	0	116.615.138
1	0	CHIURAZZI LUIGI	2.445	0
0	1	DE BONIS MICHELE	0	1
0	1	DITARANTO ROBERTO	0	501
0	7	DRAGHI GIORGIO	0	59.928.386
1	0	FONDAZIONE SICILIA	6.692.576	0
		in the person of PUGLISI GIOVANNI		
0	2	GALLINGANI ALFEO	0	17.184.255
1	0	LOMBARDI GIANFRANCO	14.262	0
0	1	MCKINNON MALCOLM	0	290.000.000
1	0	PEDERSOLI LANFRANCO	1.044	0
0	21	ROSANIA ELMAN	0	39.359
1	1	ROSSI AGOSTINO	400	1.099
0	1	SANTANGELO PAOLO	0	19.444.018
0	8	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	18.743.874
0	2	SINAGRA FAUSTO	0	204.686.602
1	0	VALENTINI FILIPPO	815	0
1	0	FONDAZIONE CASSA DI RISPARMIO DI REGGIO EMILIA PIETRO MANODORI	27.600.833	0
		in the person of BORGHI GIANNI		
-1	0	FONDAZIONE CASSA DI RISPARMIO DI REGGIO EMILIA PIETRO MANODORI	-27.600.833	0
		in the person of BORGHI GIANNI		
0	6	CHINI SIMONE	0	25.389.989
0	-6	CHINI SIMONE	0	-25.389.989
0	1	MARBOT MICHEL	0	17
0	-1	MARBOT MICHEL	0	-17
0	1	BIELEWICZ JERZY CEZARY	0	6
0	-1	BIELEWICZ JERZY CEZARY	0	-6
1	0	SANTORO FRANCESCO	10	0
-1	0	SANTORO FRANCESCO	-10	0
0	1	SANTORO ALESSANDRO	0	23
0	-1	SANTORO ALESSANDRO	0	-23
1	0	GIGLIONI ALVARO	118	0
-1	0	GIGLIONI ALVARO	-118	0
1	0	LUCYSOCIETA' SEMPLICE	100.000	0
		in the person of RAMOJNO ERNESTO		
-1	0	LUCYSOCIETA' SEMPLICE	-100.000	0
		in the person of RAMOJNO ERNESTO		
1	0	CECCARELLI CLAUDIO	271	0
-1	0	CECCARELLI CLAUDIO	-271	0
1	0	CODA ZABET FRANCESCO	2.450	0
-1	0	CODA ZABET FRANCESCO	-2.450	0
1	0	CINOTTI EDDA	2.201	0
-1	0	CINOTTI EDDA	-2.201	0
1	0	ROVEDA ADALBERTO	3.201	0
-1	0	ROVEDA ADALBERTO	-3.201	0
1	1	VALENTINI PIERANGELO	575	5.100
-1	-1	VALENTINI PIERANGELO	-575	-5.100
1	0	RUFINI MAURO	807	0
-1	0	RUFINI MAURO	-807	0
1	0	PACIFICO RICCARDO	1	0
-1	0	PACIFICO RICCARDO	-1	0
1	0	FIorentini GIANLUCA	813	0
-1	0	FIorentini GIANLUCA	-813	0
1	0	FIorentini GIANMARIO	3	0
-1	0	FIorentini GIANMARIO	-3	0
1	0	LO SANTO ALESSANDRO	1.350	0
-1	0	LO SANTO ALESSANDRO	-1.350	0
1	0	NOTARFONZO ARNALDO	3.000	0

List of owner ordinary, shares taking part in the meeting held on 11/05/2013 in first call..

The proxies have been given in compliance with the provisions of section 2372 of the Italian Civil Code.

PRESENT IN /BY			Shares	
Person	Prozy		In Person	By Proxy
-1	0	NOTARFONZO ARNALDO	-3.000	0
1	0	LANZILLOTTA MARIO	1.800	0
-1	0	LANZILLOTTA MARIO	-1.800	0
0	1	SONNESSA ALFREDO FILIPPO	0	1.057
0	-1	SONNESSA ALFREDO FILIPPO	0	-1.057
1	0	ANTOLINI GIOVANNI	17.500	0
-1	0	ANTOLINI GIOVANNI	-17.500	0
0	1	BROWN PAUL CORBIT	0	10
0	-1	BROWN PAUL CORBIT	0	-10
1	0	BELLANTONI ROBERTO	3	0
-1	0	BELLANTONI ROBERTO	-3	0
1	0	MASELLA CARLO	569	0
-1	0	MASELLA CARLO	-569	0
1	0	GALETTI LORIS	6.114	0
-1	0	GALETTI LORIS	-6.114	0
1	0	DANESI MARIANGELA	9.000	0
-1	0	DANESI MARIANGELA	-9.000	0
1	0	LA VERDE LUCIO	1.750	0
-1	0	LA VERDE LUCIO	-1.750	0
1	0	PANICCO GIAN BEPPE	1.000	0
-1	0	PANICCO GIAN BEPPE	-1.000	0
1	0	PIERETTI CARLO	27	0
-1	0	PIERETTI CARLO	-27	0
1	0	LAGANI GIUSEPPE	4.672	0
-1	0	LAGANI GIUSEPPE	-4.672	0
1	0	CIOFFI ANTONIO	18.359	0
-1	0	CIOFFI ANTONIO	-18.359	0
1	0	DOBRILLA RICCARDO	3	0
-1	0	DOBRILLA RICCARDO	-3	0
1	0	MARTINI MAURIZIO	500	0
-1	0	MARTINI MAURIZIO	-500	0
1	0	DE SANTIS FAUSTO	100	0
-1	0	DE SANTIS FAUSTO	-100	0
1	0	BERTANI PIER GIORGIO	1.000	0
-1	0	BERTANI PIER GIORGIO	-1.000	0
0	1	TRICARICO ANTONIO	0	20
0	-1	TRICARICO ANTONIO	0	-20
1	0	MERKL JOSEF	850	0
-1	0	MERKL JOSEF	-850	0
0	1	BRIENZA VITTORIO	0	17
0	-1	BRIENZA VITTORIO	0	-17
1	0	TERESI VITTORIO	4.650	0
-1	0	TERESI VITTORIO	-4.650	0
1	0	MANCINI MARCELLO	6.000	0
-1	0	MANCINI MARCELLO	-6.000	0
1	0	COLUMBRO DANTE MARIO	81	0
-1	0	COLUMBRO DANTE MARIO	-81	0
1	0	ZILLOTTO PIERLUIGI	600	0
-1	0	ZILLOTTO PIERLUIGI	-600	0
0	6	NOTO FILIPPO	0	49.900.000
0	-6	NOTO FILIPPO	0	-49.900.000
1	0	BADOLATI AURELIO GIUSEPPE	7.308	0
-1	0	BADOLATI AURELIO GIUSEPPE	-7.308	0
1	0	D'AMATO CARMELA	1.000	0
-1	0	D'AMATO CARMELA	-1.000	0
1	0	CORSO ROSARIO	6.000	0
-1	0	CORSO ROSARIO	-6.000	0
8	1.864	At opening of meeting	6.715.970	2.946.381.076
TOTAL:			2.953.097.046	
Entered/exited later:				
8	1.864	Amendments of the Articles of Association	6.715.970	2.946.381.076
TOTAL:			2.953.097.046	

List of owner ordinary, shares taking part in the meeting held on 11/05/2013 in first call..

The proxies havebeen given in complance with the provisions of section 2372 of then Italian Civil Code.

PRESENT IN /BY			Shares	
Person	Prozy		In Person	By Proxy
		Entered/exited later:		
8	1.864	Delegation to the BoD for free capital increase	6.715.970	2.946.381.076
TOTAL:			2.953.097.046	

UniCredit S.p.A.
Extraordinary Shareholders' Meeting

*** LIST OF PROXY GIVERS ***

1	Proxy givers of AL ASHHAB ALI	Badge no. 3000
	LIBYAN FOREIGN BANK	Azioni
	CENTRAL BANK OF LIBYA	16.294.837
		152.234.918
	Number of proxies represented by badge: 2	168.529.755
2	Proxy givers of ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	Badge no. 710
		Azioni
	GOLFERINI BRUNO	2.037
	MORSELLI TERESA	2.037
	BOTTER SERGIO	1.425
	MINET LUIGI	897
	BIASI WALTER	400
	DAMMACCO ALBERTO	800
	MIRANDOLA GIANCARLO	100
	PALADIN CANDIDO	3.546
	RENZETTI VANDA	504
	CHEMOTTI ANNIBALE	4.602
	GIOVANNINI DANILLO	531
	BATTAGLINI NEVIO	6.270
	ELEFANTE MARIO	690
	BERGO RENZO	5.000
	RIGONI PATRIZIO	255
	DE STEFANI MARIO	354
	SANTAGATA PIETRO	300
	PEZZI PAOLO	4.000
	FIGLIO GIUSEPPE	13.854
	TORTORI SILVIO	5.000
	MIRAGLIA MAURIZIO	433
	MENTO VANDA	537
	BESENVAL EMILIO	1.971
	LONGO FULVIO	9.207
	IVALDI GIULIO	164
	BOSI LUCIA	432
	PALMA VINCENZO	6.540
	ZAMAI LUISA	385
	MATTEONI MARIO	2.100
	DELLA GIUSTINA LUCIANO	57
	TOMASINI SANDRO	1.754
	TOMASI FLAVIO	177
	SANSON ROBERTO	1.523
	RUGGIRELLO NICOLO`	2.000
	CARDINALE FRANCESCO PAOLO	1.425
	OCCHIPINTI AURELIO	5.650
	SAVIO ROBERTO	15.000
	ENDRIZZI CORRADO	150
	BISI PAOLA	920
	PEZZIMENTI DOMENICO	6.512
	BAZZANELLA SERGIO	193
	ZANGARA GIORGIO	944
	DALLA TOFFOLA MAURA	4.500
	AMADORI ALESSIO	4.440
	CUCCOVILLO FRANCESCO	1.501
	DI GIANNANTONIO DENIS	25
	PESALOVO GIORGIO	1.044
	RICCIO MICHELE	6.000
	DE BONA IVANO	170
	BADANO MASSIMO	389
	PAOLETTI IVANA	1.488
	GUERRIERI STEFANO	3.000
	SECCHI CATERINA	335
	MINUZ FRANCO	8.903
	BOTTEGA IRMA	1.038
	PICCIONE GIUSEPPE	6.000
	PATRIZIO PATRIZIA	106
	MATTEDI CLAUDIO	1.833

UniCredit S.p.A.
Extraordinary Shareholders' Meeting

*** LIST OF PROXY GIVERS ***

PISONI ELISABETTA	9.462
ASTOLFI MASSIMO	2.635
DAL RI ROBERTO	820
CAZZANELLI FERRUCCIO	5.034
GOLFERINI PATRIZIA	981
CAMPANELLA ROBERTO	1.101
LAMPANI GIUSEPPINA	1.443
GRILLINI STEFANO	1.487
ABRONIO PATRIZIA	2.571
RUFFINI GIANCARLO	512
FRANCHI DANIELA	162
BARBATO ANTONIO	22.500
DALLA CIA AGOSTINO	820
MIGONE RICCARDO	6.200
PUNGETTI BARBARA	10
DI CRESCE GABRIELLA	118
PIANIGIANI PAOLO	3.157
MOREGOLA FRANCO	1.350
ANTIFORA CESARE	177
BELLOFATTO BARBARA	835
BERTINI ANDREA	1.026
ROSMINO GABRIELLA	244
SPADARO CLAUDIO	1.035
FOLLINI MASSIMO	335
FILIPPONE ALESSANDRO	863
FINOCCHIARO MARIA	348
MASTROIANNI MARCO	1.510
DENTATO MARCO	7.221
ZEN ANDREA	13.732
CHITARRA MAURIZIO	900
VERONESI PAOLO	2.840
SALVADOR GIOVANNI	350
BALZANO MASSIMO GENNARO BRUNO	505
BASSI STEFANO	1.164
GUGGIOLA DORIANA MARIA TERESA	335
GANCI DOMENICA	335
GASPEROTTI FLORIANA	2.561
BELLO PAOLO	1.321
LIBRALATO MARA	1.359
GROSSO FABRIZIO	2.441
INAMA GIANPAOLO	4.956
COMIOTTO FAUSTO	2.157
MAZZA NICOLETTA	789
FURLAN MONICA	2.400
BELVISO CARLO	147
PASSALACQUA SALVATORE	963
BASSO RICCARDO	1.896
MACARIO MASSIMO	4.171
MANCINI LUCIA	369
MARANER MAURIZIO	12.088
FIORILLO ANTONIO	529
LEGRENZI ROBERTO	650
CONVERSANO GIUSEPPE	3.000
ROSADA ANTONELLA ELENA	400
UNNIA ANDREA	353
VENTURI ROBERTO	2.729
DE BON ADRIANO	1.155
OSS EBERLE MARIA GRAZIA	789
CAZZANELLI STEFANO	135
LUNARDI GIANPIETRO	572
GALASSO CARLO	4.800
VISINTIN LIVIO	6.000
PANCHER ROBERTO	4.000
FILIPPONE FABRIZIO	30
ARSIE CLAUDIA	6.059
MANCIA STEFANO	1.768
PESARO ALBERTO	4.868
DAL BOSCO PAOLA	2.586

UniCredit S.p.A.
Extraordinary Shareholders' Meeting

*** LIST OF PROXY GIVERS ***

DAL POS EMANUELA	1.739
CASONATO SONIA	2.439
BORDIGA ALESSIA	1.155
FAVARETTO LUCA	4.194
PERAZZETTA FRANCESCO	1.215
DE POLLO CRISTINA	10
MARZADRO ENRICO	3.847
BALANZA ALESSANDRO	1.728
ZUNINO ROBERTO	450
GAGLIARDI ENZA	385
BOSCOLO MONICA	194
DAL FARRA PATRICK	5.000
SENO CHIARA	57
CASAVECCHIA FULCIO	2.088
PETRELLI VINCENZO	310
COMPERINI ALFONSO	6.000
POVOLERI TIZIANO	5.400
DURIGON DANIELE	7.450
SALAMON TERESITA	284
SANSON MANUEL	420
ESPOSITO STEFANO	1.573
TASCA VALTER	3.997
BENI GIOVANNI	1.500
MONTANARI SIMONA	609
BUSACCHI SALSINI GHELLI DANIELE	234
ZAGHET SIMONE	6.381
CENSONI MASSIMO	4.725
CAPODAGLIO GIUSEPPE	1.734
GASPARINETTI FAUSTINO	6.665
BONI MAURIZIO	2.421
GUERRINI PAOLO	2.000
GATTAMORTA GIULIANO	755
MORUZZI ANDREA	2.310
MALAGUTI ALESSANDRA	45
BOSCHI FULVIO	1.000
MANIA` MAURIZIO	1.413
FINOTELLO SANDRO	381
DOIMO FLAVIO	708
SDRIGOTTI VERENA	705
BOREAN STEFANIA	4.254
CERE` MASSIMO	269
DONADELLO DANIELE	1.500
FACCHINI CHIARA	317
ROMA MARCO	663
RENOSTO STEFANO	650
ZANNESE VALTER BASILIO	17.400
BEZ MARIO	500
BEUCHAT DOMINIQUE	1.555
BIASI DANIELA	283
VAZZOLER CRISTIANO	6.000
AROSIO GIULIANO	203
MAGLIOZZI STEFANO	1.056
AGRETTI SILVIA	118
PAPINI FILIPPO	261
GIACUZ LIDIA	467
CUNIBERTI SILVIA	57
PAMPINI ANGELO	3.681
GASPAROTTO EVA	995
MALACARNE UGO	1.359
BONETTI RAFFAELLA	162
GIUST SILVANO	11.108
CENSONI GIOVANNI	3.000
FILIPPONE CAMILLO	324
MARINELLI MAURIZIO	300
CIELO GIOVANNA	155
CASSARA AGOSTINO	1.500
POILLUCCI CLAUDIA	180
LIMONGIELLO PASQUALE	1.000
FORTE DONATO	27

UniCredit S.p.A.
Extraordinary Shareholders' Meeting

*** LIST OF PROXY GIVERS ***

NARDECCHIA CLAUDIO	1.815
CESARINI MARCO	2.277
LUCIOLI MAURIZIO	265
DIRCREDITO	60
GRIFFERO ANDREA	10
VERDENELLI VITTORIO	694
BALDASSERINI PAOLO	1.455
PELLEGRINI GIULIA	61
PIRROTTINA MARCO	1.876
PASSALACQUA SERGIO	3.373
BAGGIARINI CLAUDIA	172
CINTI SANDRA	69
VALENTE FRANCO	69
MAGNANI ADELE	23
BATTISTELLI ANNA	23
EVANGELISTA LUISA	23
URBANI FRANCESCA ROMANA	23
CALIMERA PAOLO	1.050
GIUSTINI ANTONIO	15
GIACOMINI CLAUDIO	35
CORINI PAOLO	27
COLAIACOMO GIORGINA	81
BIANCHI CLAUDIO	182
MONTRONE RICCARDO	69
FELICINI CORRADO	23
GHERARDI CINZIA	489
TONELLI DARIO	69
FARES ROBERTO	23
VERGORI MAURIZIO	23
LERARIO LUIGI	23
IORE GIUSEPPE	59
STROPPIA CLAUDIO	1
TICCA GIAN CARLO	81
MAFFEI CINZIA	81
PALOMBO GIANNA	300
POLTRONERI EZIO	23
SACCO GIOVANNI	3.000
MAURI MAURO SERGIO	943
DE SANTIS NICOLA	27
CIANI PAOLO	23
DI NARDO SILVIA	20
PASQUINI GIOVANNI	1
AMATORI ALFIO	27
MEACCI MARCO	23
CHIARINI DANIELA	1.776
MARCHESE IGNAZIO	69
TULONE ALESSANDRA	10
DAMMACCO DARIO	118
MASSAFRA CLAUDIO	3.330
PACIOCCO DONATELLA	180
SARTOR MERI	5.000
RUSSO FEDERICO	18
TAMPONE VINCENZO	1.300
CENSONI RENATO	900
SBEGHEN RENZO	1.500
MAGAROTTO ANGELO	4.879
BONAVIA BARBARA	120
PRESENTI FEDERICO RODOLFO	183
MANSERVISI CLAUDIO	1.000
CAMMAROTA FRANCESCA	21
MANTOVANI MANUEL	900
LUCARELLI PAOLO	10
MORTARA MARIO	4.614
ZANATTA ALBERTO	705
TEDESCHINI MARIA ADELE	1.471
CABUA MASSIMILIANO	708
DI MANNO QUIRINO	23
GALLO NIVES	6.000
CENSONI ROBERTO	500

UniCredit S.p.A.
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*** LIST OF PROXY GIVERS ***

	MONETA PAOLO	20
	PALMIERI FULVIA	30
	DE COLLIBUS FRANCESCO MARIA	500
	PALOMBO LORENZO	400
	ARIENZO SIMONE	10
	PALOMBO MARIO	400
	GRAVA MARCO	255
	VALENTE GAETANO	1.600
	DE GIOSA GIOVANNI	12
	<hr/> Number of proxies represented by badge:	273
		524.040
3	Proxy giver of BARDIN ROMOLO	Badge no. 1480
		Azioni
	DELFIN S.A.R.L.	173.685.000
		173.685.000
4	Proxy giver of BIELEWICZ JERZY CEZARY	Badge no. 1854
		Azioni
	D'ATRI STELLA	6
		6
5	Proxy givers of BOCCARDO SILVIO	Badge no. 2603
		Azioni
	MEDIOBANCA BANCA DI CREDITO FINANZIARIO SPA	6.671.975
	CARIMONTE HOLDING SPA	131.213.277
	di cui 15.000.000 in garanzia a UBS (ITALIA) S.P.A.;	
	di cui 12.000.000 in garanzia a UBS (ITALIA) S.P.A.;	
	di cui 22.000.000 in garanzia a DEPOSITO	
	FONDAZIONE CASSA DI RISPARMIO DI TORINO	145.099.006
	FONDAZIONE MONTE DI BOLOGNA E RAVENNA	1.670.740
	di cui 1.546.390 in garanzia a UBS (ITALIA) S.P.A.	
	FONDAZIONE CASSA DI RISPARMIO DI MODENA	37.650.000
	di cui 1.800.000 in garanzia a UBS (ITALIA) S.P.A.	
	<hr/> Number of proxies represented by badge:	5
		322.304.998
6	Proxy giver of BRESOLIN FERRUCCIO	Badge no. 606
		Azioni
	FONDAZIONE CASSAMARCA	39.400.558
		39.400.558
7	Proxy giver of BRIENZA VITTORIO	Badge no. 1515
		Azioni
	TELESCA GIANLUCA GIUSEPPE	17
		17
8	Proxy giver of BROWN PAUL CORBIT	Badge no. 2192
		Azioni
	SCHUECKING ILDIKO	10
		10
9	Proxy givers of CARDARELLI ANGELO	Badge no. 1916
		Azioni
	AGENTE:BROWN BROTHERS HARR/GMO ERISA POOL	2.629.785
	MLC LIMITED	20.503
	AGENTE:BROWN BROTHERS HARR/GMO FOREIGN FUND	739.892
	AGENTE:NORTHERN TRUST -LO/BANK OF BOTSWANA	143.033
	AGENTE:BNP PARIBAS 2S-PARIS/BIEVRE EPARGNE	149.650
	AGENTE:STATE STREET BANK AND TRUST COMPANY/SAL PENSION SCHEME	64.305
	AGENTE:STATE STREET BANK AND TRUST COMPANY/COMMON TRUST ITALY FUND	4.281.132

UniCredit S.p.A.
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*** LIST OF PROXY GIVERS ***

AGENTE:NORTHERN TRUST -LO/LOTHIAN PENSION FUND	306.927
AGENTE:STATE STREET BANK AND TRUST COMPANY/MARATHON GLOBAL FUND	469.207
AGENTE:NORTHERN TRUST -LO/FORD FOUNDATION	97.693
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA GLOBAL INDEX PLUS TRUST	197.642
AGENTE:JP MORGAN CHASE BANK/GOVERNMENT OF NORWAY	94.550.803
AGENTE:HSBC BANK PLC/SAUDI ARABIAN MONETARY AGENCY	1.073.034
AGENTE:STATE STREET BANK AND TRUST COMPANY/BRUNEI INVESTMENT AGENCY	435.777
AGENTE:NORTHERN TRUST -LO/LJR LIMITED PARTNERSHIP	53.059
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	126.327
AGENTE:JP MORGAN CHASE BANK/SAS TRUSTEE CORPORATION	536.688
AGENTE:JP MORGAN CHASE BANK/FSS TRUSTEE CORPORATION	518.279
AGENTE:JP MORGAN CHASE BANK/DURHAM COUNTY COUNCIL PENSION FUND	23.566
AGENTE:JP MORGAN CHASE BANK/MINEWORKERS PENSION SCHEME	1.220.576
REGENTS OF THE UNIVERSITY OF MICHIGAN	33.901
AGENTE:JP MORGAN CHASE BANK/SOMERSET COUNTY COUNCIL PENSION FUND	107.303
AGENTE:JP MORGAN CHASE BANK/FUNDACAO CALOUSTE GULBENKIAN	553.339
AGENTE:NORTHERN TRUST -LO/CALIFORNIA PHYSICIAN'S SERVICE	709.475
AGENTE:STATE STREET BANK AND TRUST COMPANY/COLLEGE RETIREMENT EQUITIES FUND	6.654.442
AGENTE:JP MORGAN CHASE BANK/SHELL CONTRIBUTORY PENSION FUND	812.501
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE PRUDENTIAL INSURANCE COMPANY OF AMERICA	273.620
AGENTE:BROWN BROTHERS HARR/SCHWAB INTERNATIONAL INDEX FUND	579.843
AGENTE:NORTHERN TRUST -LO/HOSPITAL AUTHORITY PROVIDENT FUND S.	432.743
AGENTE:NORTHERN TRUST -LO/ILLINOIS MUNICIPAL RETIREMENT FUND	711.562
AGENTE:STATE STREET BANK AND TRUST COMPANY/COSMOPOLITAN INVESTMENT FUND	4.015
AGENTE:NORTHERN TRUST -LO/ILLINOIS TEACHERS RETIREMENT SYSTEM	3.776
EMPLOYEES RETIREMENT SYSTEM OF TEXAS	876.484
AGENTE:JP MORGAN CHASE BANK/STICHTING SHELL PENSIOENFONDS	1.108.970
VICTORIAN SUPERANNUATION FUND	278.286
FAIRFAX COUNTY UNIFORMED RETIREMENT SYSTEM	27.440
AGENTE:STATE STREET BANK AND TRUST COMPANY/RETAIL EMPLOYEES SUPERANNUATION TRUST	2.590.133
AGENTE:STATE STREET BANK AND TRUST COMPANY/IBM RETIREMENT PLAN	98.307
AGENTE:STATE STREET BANK AND TRUST COMPANY/ENERGY INSURANCE MUTUAL LIMITED	19.919
FCP ICARE	17.549
AGENTE:BNP PARIBAS 2S-PARIS/FCP BNP ACTION EUROPE	22.594
AGENTE:STATE STREET BANK AND TRUST COMPANY/GENERAL CONFERENCE CORPORATION OF SEVENTH DAY ADVENTISTS	3.057
AGENTE:STATE STREET BANK AND TRUST COMPANY/PENSION FUND OF SUMITOMO MITSUI BANKING CORPORATION	28.605
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARKANSAS TEACHER RETIREMENT SYSTEM	142.436
AGENTE:STATE STREET BANK AND TRUST COMPANY/OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	120.123
AGENTE:JP MORGAN CHASE BANK/AXA IRELAND PENSION FUND	42.000
AGENTE:NORTHERN TRUST -LO/TRINITY HEALTH SYSTEM	13.215
IMPERIAL INTERNATIONAL EQUITY POOL	281.072
AGENTE:STATE STREET BANK AND TRUST COMPANY/BP PENSION FUND	1.812.797
AGENTE:STATE STREET BANK AND TRUST COMPANY/ASCENSION HEALTH MASTER PENSION TRUST	519.097
INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT	305.811
AGENTE:STATE STREET BANK AND TRUST COMPANY/CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	4.623.487
AGENTE:JP MORGAN CHASE BANK/NEW YORK STATE COMMON RETIREMENT FUND	519.176
AGENTE:STATE STREET BANK AND TRUST COMPANY/MARYLAND STATE RETIREMENT & PENSION SYSTEM	641.901
AGENTE:JP MORGAN BANK LUXEM/T. ROWE PRICE FUNDS SICAV	426.358
AGENTE:NORTHERN TRUST -LO/COMMON MONTHLY INTL EX-JAPAN EQUITY	235.142
AGENTE:NORTHERN TRUST -LO/CENTRAL PROVIDENT FUND BOARD	41.870
PUBLIC SECTOR PENSION INVESTMENT BOARD	1.643.140
AGENTE:JP MORGAN CHASE BANK/UBS GLOBAL ASSET MANAGEMENT LIFE LTD	752.854
AGENTE:STATE STREET BANK AND TRUST COMPANY/ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM	19.121
AGENTE:BNP PARIBAS 2S-PARIS/FCP GROUPAMA AAEXA	100.000
AGENTE:BNP PARIBAS 2S-PARIS/FCP GROUPAMA DEPANDANCE	37.374
AGENTE:JP MORGAN CHASE BANK/SHELL FOUNDATION	41.517
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES S&P EUROPE 350 INDEX FUND	912.548
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI EAFE INDEX FUND	14.220.360
AGENTE:NORTHERN TRUST -LO/NORTHWESTERN UNIVERSITY	30.024
AGENTE:STATE STREET BANK AND TRUST COMPANY/EUROPE INDEX PLUS COMMON TRUST FUND	116.737
AGENTE:STATE STREET BANK AND TRUST COMPANY/CANADA PENSION PLAN INVESTMENT BOARD	7.586.061
INVESTISSEMENT TRESOR VIE	22.504

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*** LIST OF PROXY GIVERS ***

AGENTE:NORTHERN TRUST -LO/INTERNATIONAL EQUITY FUND	73.351
AGENTE:NORTHERN TRUST -LO/THE HENRY SMITH CHARITY	166.831
AGENTE:NORTHERN TRUST -LO/STICHTING PENSIOENFONDS SAGITTARIUS	188.317
AGENTE:NORTHERN TRUST -LO/FUNDO DE PENSOES	188.669
TD INTERNATIONAL INDEX FUND	83.888
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN HEART ASSOCIATION	8.211
AGENTE:STATE STREET BANK AND TRUST COMPANY/MANAGED PENSION FUNDS LIMITED	5.389.674
AGENTE:STATE STREET BANK AND TRUST COMPANY/STICHTING PHILIPS PENSIOENFONDS	750.328
AGENTE:STATE STREET BANK AND TRUST COMPANY/TEACHER RETIREMENT SYSTEM OF TEXAS	362.125
ABP ACTIONS	4.343.080
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI EMU INDEX FUND	2.509.191
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI ITALY INDEX FUND	6.441.780
AGENTE:STATE STREET BANK AND TRUST COMPANY/PENSION FUND ASSOCIATION FOR LOCAL GOVERNMENT OFFICIALS	9.801
CONNECTICUT GENERAL LIFE INSURANCE COMPANY	72.550
AGENTE:JP MORGAN CHASE BANK/CHURCH COMMISSIONERS FOR ENGLAND	57.894
AGENTE:JP MORGAN CHASE BANK/VANGUARD INTERNATIONAL SHARE INDEX FUND	1.442.569
AGENTE:NORTHERN TRUST -LO/SURREY COUNTY COUNCIL PENSION FUND	39.283
AGENTE:BNP PARIBAS 2S-PARIS/WITAN INVESTMENT TRUST PLC	77.963
BELL ATLANTIC MASTER TRUST	1.634.525
AGENTE:NORTHERN TRUST -LO/MONSANTO COMPANY MASTER TRUST	151.565
AGENTE:STATE STREET BANK AND TRUST COMPANY/PACE INTERNATIONAL EQUITY INVESTMENTS	57.798
TEACHERS' RETIREMENT SYSTEM OF LOUISIANA	580.069
AGENTE:NORTHERN TRUST -LO/HK MONETARY AUTHORITY	2.177.795
AGENTE:JP MORGAN CHASE BANK/SBC MASTER PENSION TRUST	33.251
AGENTE:STATE STREET BANK AND TRUST COMPANY/PARTNERS HEALTHCARE SYSTEM INC	190.387
AGENTE:NORTHERN TRUST -LO/INOVA HEALTH SYSTEM FOUNDATION	337.250
AGENTE:STATE STREET BANK AND TRUST COMPANY/ONTARIO TEACHERS PENSION PLAN BOARD	7.441.230
AGENTE:STATE STREET BANK AND TRUST COMPANY/ASIAN DEVELOPMENT BANK	120.824
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	2.431.213
AGENTE:NORTHERN TRUST -LO/STICHTING INSTITUUT GAK	17.864
AGENTE:STATE STREET BANK AND TRUST COMPANY/NORTHROP GRUMMAN PENSION MASTER TRUST	1.467.203
AGENTE:NORTHERN TRUST -LO/ACCIDENT COMPENSATION CORPORATION	67.668
AGENTE:NORTHERN TRUST -LO/STATE UNIVERSITIES RETIREMENT SYSTEM	626.697
AGENTE:NORTHERN TRUST -LO/AMERICAN HONDA MOTOR CO RETIREMENT	573.356
AGENTE:BNP PARIBAS 2S-PARIS/FCP FEDERIS EUROPE ACTIONS	29.000
RICHIEDENTE:CITIBANK NA NEW YORK SA SDA INTERNATIONAL EQUITY INDEX FUND/SDA INTERNATIONAL EQUITY INDEX FUND	87.391
AGENTE:NORTHERN TRUST -LO/HONG KONG SPECIAL ADMIN EXCHANGE FD	614.061
AGENTE:BNP PARIBAS 2S-PARIS/FCP FEDERIS IRC ACTIONS	469.983
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE TEACHERS RETIREMENT SYSTEM OF OHIO	4.795.932
UNISUPER	312.993
AGENTE:RBC INVESTOR SERVICE/ROBECO CAPITAL GROWTH FUNDS	450.000
IBM PERSONAL PENSION PLAN TRUST	790.007
AGENTE:JP MORGAN CHASE BANK/WYOMING RETIREMENT SYSTEM	430.186
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHNSON & JOHNSON UK GROUP RETIREMENT PLAN	35.518
AGENTE:BNP PARIBAS 2S-PARIS/FCP BNP PARIBAS INDICE EURO	253.612
AGENTE:JP MORGAN CHASE BANK/EUROPACIFIC GROWTH FUND	92.721.238
AGENTE:NORTHERN TRUST -LO/BAYCARE HEALTH SYSTEM	346.047
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B	154.674
CITY OF NEW YORK GROUP TRUST	593.197
AGENTE:NORTHERN TRUST -LO/CHURCH OF ENGLAND INV FD FOR PENSION	39.108
AGENTE:NORTHERN TRUST -LO/NORTHERN INTL EQUITY INDEX FUND	846.863
AGENTE:NORTHERN TRUST -LO/A I DUPONT TESTAMENTARY TRUST	139.431
AGENTE:BROWN BROTHERS HARR/VANGUARD EUROPEAN STOCK INDEX FUND	5.979.633
AGENTE:BROWN BROTHERS HARR/VANGUARD TAX-MANAGED INTERNATIONAL FUND	5.380.851
AGENTE:NORTHERN TR GLB SERV/VERDIPAPIRFONDET KLP AKSJGLOBAL 1	341.415
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNIVERSAL INVESTMENT FUNDS	1.240.192
AGENTE:BNP PARIBAS 2S-PARIS/FCP FEDERIS EURO ACTIONS	730.000
BUENA VISTA UNIVERSITY	46.614
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INTERNATIONAL FOREIGN FUND	2.252.701
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL GROWTH FUND LIMITED	374.657
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL EQUITY TRUST	3.035.526
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INTERNATIONAL STOCK FUND	1.983.865
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INTERNATIONAL EQUITY TRUST	826.501
TEMPLETON EUROPE FUND	45.042

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AGENTE:JP MORGAN CHASE BANK/TEMPLETON FOREIGN FUND	17.587.407
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GROWTH FUND INC.	40.477.533
AGENTE:HSBC BANK PLC/NUCLEAR LIABILITIES FUND LIMITED	118.131
RICHIEDENTE:CBHK S/A CBOSC OSF WGSS02/COMMONWEALTH BANK OFFICERS SUPERANNUATION CORPORATION PTY LTD	38.514
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF MINNESOTA	15.505
AGENTE:STATE STREET BANK AND TRUST COMPANY/FAMILY INVESTMENTS CHILD TRUST FUND	110.413
AGENTE:STATE STREET BANK AND TRUST COMPANY/WESTERN METAL INDUSTRY PENSION	178.998
AGENTE:STATE STREET BANK AND TRUST COMPANY/LAUDUS INTERNATIONAL MARKETMASTERS FUND	61.264
AGENTE:BQUE FEDERATIVE-STR/SOCIAL ACTIVE ACTIONS	28.037
AGENTE:BQUE FEDERATIVE-STR/FCP GAILLON MAITRE ACTIONS	75.532
AGENTE:BQUE FEDERATIVE-STR/SOCIAL ACTIVE DIVERSIFIE	18.631
AGENTE:BQUE FEDERATIVE-STR/CM VALEURS ETHIQUES	97.256
AGENTE:BQUE FEDERATIVE-STR/FCP UNI 1	44.871
AGENTE:STATE STREET BANK AND TRUST COMPANY/SONOMA COUNTY EMPLOYEES RETIREMENT ASSOCIATION	36.105
AGENTE:STATE STREET BANK AND TRUST COMPANY/CUMBRIA LOCAL GOVERNMENT PENSION SCHEME	402.723
AGENTE:STATE STREET BANK AND TRUST COMPANY/LONDON BOROUGH OF TOWER HAMLETS PENSION FUND	419.321
AGENTE:STATE STREET BANK AND TRUST COMPANY/XEROX CANADA EMPLOYEES RETIREMENT PLAN	100.949
RICHIEDENTE:CBLDN S/A PFMT/STICHTING PENSIOENFONDS METAAL EN TECHNIEK	1.474.274
RICHIEDENTE:CBHK S/A CITITST LTD TMP MPF EEF/CITITRUST LTD	277.387
TEMPLETON GLOBAL INCOME FUND	96.153
AGENTE:HSBC BANK PLC/HSBC EUROPEAN INDEX FUND	323.039
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL OPPORTUNITIES TRUST	1.270.334
DENVER EMPLOYEES RETIREMENT PLAN	123.409
AGENTE:RBC INVESTOR SERVICE/POWER CORPORATION SUPERANNUATION PLA	109.742
THE DEARBORN PARTNERS GROUP TRUST	74.169
BAYER CORPORATION MASTER TRUST	408.423
AGENTE:BQUE FEDERATIVE-STR/FCP CAPSUGEL	6.525
AGENTE:NORTHERN TRUST -LO/FORD OF CANADA MASTER TRUST FUND	81.639
AGENTE:NORTHERN TR GLB SERV/STICHTING PENSIOENFONDS CAMPINA	98.235
AGENTE:LOMBARD ODIER AND C/LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	147.482
AGENTE:BROWN BROTHERS HARR/VANGUARD INTERNATIONAL VALUE FUND	4.018.600
RICHIEDENTE:CBNY S/A AGF WORLD BALANCED FUND/AGF WORLD BALANCED FUND	193.200
FRIENDS FIDUCIARY CORPORATION	124.030
AGENTE:NORTHERN TRUST -LO/LABORERS` & RETIREMENT BOARD EMPLOYEE	248.592
AGENTE:NORTHERN TRUST -LO/QM COMMON DAILY WORLD INDEX FUND	145.992
AGENTE:NORTHERN TRUST -LO/BLUE SKY GROUP	1.326.370
AGENTE:NORTHERN TRUST -LO/MICROSOFT GLOBAL FINANCE LIMITED	628.866
AGENTE:NORTHERN TRUST -LO/SENTINEL INTERNATIONAL FUND	3.603
AGENTE:STATE STREET BANK AND TRUST COMPANY/MML FOREIGN FUND	582.219
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM GLOBAL EQUITY FUND	125.771
AGENTE:STATE STREET BANK AND TRUST COMPANY/CONOCOPHILLIPS PENSION PLAN	124.200
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS RESEARCH INTERNATIONAL FUND	5.502.447
AGENTE:STATE STREET BANK AND TRUST COMPANY/AXA ROSENBERG EQUITY ALPHA TRUST	61.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/CONAGRA FOODS MASTER PENSION TRUST	393.357
AGENTE:STATE STREET BANK AND TRUST COMPANY/WESTPAC INTERNATIONAL SHARE INDEX TRUST	209.552
AGENTE:BNP PARIBAS 2S-PARIS/FCP CARDIF RENDACTIS	599.744
AGENTE:BNP PARIBAS 2S-PARIS/FEDERIS EPARGNE EQUILIBREE	50.508
AGENTE:BNP PARIBAS 2S-PARIS/REGARD ACTIONS EURO	1.500.000
AGENTE:BNP PARIBAS 2S-PARIS/FCP REGARD SEL.ACT EURO.	647.003
AGENTE:BNP PARIBAS 2S-PARIS/AXA ROSENBERG EUROBLOC	1.323.000
AGENTE:BNP PARIBAS 2S-PARIS/AXA ROSENBERGER INTERNATIONAL	9.000
EQUIPSUPER	365.645
AGENTE:BNP SS SIDNEY BRANCH/AVSUPER FUND	6.431
AGENTE:JP MORGAN CHASE BANK/QANTAS SUPERANNUATION PLAN	189.320
ING TEMPLETON FOREIGN EQUITY PORTFOLIO	1.735.102
AGENTE:STATE STREET BANK AND TRUST COMPANY/CHRISTIAN SUPER	3.464
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM INTERNATIONAL EQUITY FUND	568.095
AGENTE:JP MORGAN CHASE BANK/BT INTERNATIONAL FUND	58.796
PREVIPOSTE	137.797
STICHTING PENSIOENFONDS ELSEVIER	53.940
AGENTE:JP MORGAN CHASE BANK/NATIONWIDE INTERNATIONAL INDEX FUND	5.645
AGENTE:JP MORGAN CHASE BANK/JPMORGAN INTERNATIONAL EQUITY INDEX FUND	565.959
AGENTE:HSBC BANK PLC/PHOENIX LIFE LIMITED	12.460
AGENTE:NORTHERN TRUST -LO/NEW ZEALAND SUPERANNUATION FUND	264.490
CAAM DYNALION EUROPE (CA) - L025	45.937

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AGENTE:JP MORGAN CHASE BANK/TEMPLETON GROWTH FUND II LIMITED	43.838
STATE OF WISCONSIN INVESTMENT BOARD	4.840.814
AGENTE:BQUE FEDERATIVE-STR/1495 FCP CONTINENTAL	5.400
AGENTE:RBC INVESTOR SERVICE/MAPLE BROWN ABBOTT INTL EQUITY TRUST	30.482
AGENTE:BQUE FEDERATIVE-STR/FREESCALE DYNAMIQUE	14.811
AGENTE:NORTHERN TRUST -LO/CATERPILLAR INC INVEST TRUST	246.377
AGENTE:BNP PARIBAS 2S-PARIS/FCP AG2R EURO ACTIONES	1.995.000
AGENTE:NORTHERN TRUST -LO/THE NEW YORK TIMES CO. PENSION TRUST	40.250
AGENTE:BROWN BROTHERS HARR/GMO FUNDS PLC	206.564
AGENTE:NORTHERN TRUST -LO/RABBI TST FOR LADD FURNITURE INC	1.891
AGENTE:NORTHERN TRUST -LO/UNITED NATIONS RELIEF AND WORKS FOR PALESTINIAN REFUGEES IN THE NEAR EAST	16.583
AGENTE:NORTHERN TRUST -LO/FORD MOTOR COMPANY DEFINED BENEFIT	465.893
AGENTE:NORTHERN TRUST -LO/INTL TRUCK ENGINE CORP RETIREMENT	56.743
AGENTE:NORTHERN TRUST -LO/TRINITY HEALTH MASTER RETIREMENT TST	13.220
AGENTE:NORTHERN TRUST -LO/LA-Z-BOY INC MASTER RETIRE SAVING	36.299
AGENTE:JP MORGAN CHASE BANK/OPTIMIX WHOLESALE GLOBAL SHARE TRUST	120.035
AGENTE:STATE STREET BANK AND TRUST COMPANY/CELANESE AMERICAS RETIREMENT PENSION PLAN	272.409
AGENTE:STATE STREET BANK AND TRUST COMPANY/P.H. GLATFELTER COMPANY MASTER RETIREMENT TRUST	60.437
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARKWRIGHT, LLC	17.168
AGENTE:STATE STREET BANK AND TRUST COMPANY/ROBERT L MCNEIL COMPLEX TRUST	137.224
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE CIVIL SERVICE SUPERANNUATION FUND	48.116
AGENTE:NORTHERN TRUST -LO/THE MOTOROLA PENSION SCHEME	152.742
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS III INTERNATIONAL CORE FUND	440.335
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS II INTERNATIONAL VALUE FUND	4.849.578
AGENTE:STATE STREET BANK AND TRUST COMPANY/BRUNSWICK UNIT 1 QUALIFIED NUCLEAR DECOMMISSIONING FUND	7.055
AGENTE:STATE STREET BANK AND TRUST COMPANY/HARRIS UNIT 1 QUALIFIED NUCLEAR DECOMMISSIONING FUND	10.228
AGENTE:STATE STREET BANK AND TRUST COMPANY/BRUNSWICK UNIT 2 QUALIFIED NUCLEAR DECOMMISSIONING FUND	9.492
AGENTE:STATE STREET BANK AND TRUST COMPANY/ROBINSON UNIT 2 QUALIFIED NUCLEAR DECOMMISSIONING FUND	10.579
AGENTE:STATE STREET BANK AND TRUST COMPANY/BT INSTITUTIONAL INTERNATIONAL SUSTAINABILITY SHARE FUND	102.529
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN BEACON INTERNATIONAL EQUITY FUND	563.187
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALAMEDA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION	3.728
AGENTE:STATE STREET BANK AND TRUST COMPANY/MITCHELLS AND BUTLERS CIF LIMITED	80.462
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR MSCI ACWI EX-US ETF	18.280
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHNSON & JOHNSON PENSION & SAVINGS PLANS MASTER TRUST	670.513
AGENTE:STATE STREET BANK AND TRUST COMPANY/SUNAMERICA SERIES TRUST FOREIGN VALUE PORTFOLIO	458.213
AGENTE:STATE STREET BANK AND TRUST COMPANY/SEASONS SERIES TRUST INTERNATIONAL EQUITY PORTFOLIO	51.675
AGENTE:STATE STREET BANK AND TRUST COMPANY/CONSOLIDATED EDISON RETIREMENT PLAN	456.695
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA INTERNATIONAL EQUITIES INDEX TRUST	143.974
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA WEALTH WEIGHTED GLOBAL EQUITIES INDEX TRUST	15.977
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA MSCI EAFE INDEX FUND	325.672
AGENTE:NORTHERN TR GLB SERV/BAERUM KOMMUNE	18.179
AGENTE:STATE STREET BANK AND TRUST COMPANY/AARGAUISCHE PENSIONSKASSE	210.564
BELLSOUTH CORPORATION RFA VEB TRUST	120.162
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE STREET TRUSTEES LIMITED ATF SWIP CAPITAL TRUST	246.869
AGENTE:STATE STREET BANK AND TRUST COMPANY/PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY	767.304
AGENTE:STATE STREET BANK AND TRUST COMPANY/HAMILTON HEALTHCARE SYSTEM INC	64.598
AGENTE:STATE STREET BANK AND TRUST COMPANY/GE INVESTMENTS FUNDS, INC. - TOTAL RETURN FUND	155.817
AGENTE:STATE STREET BANK AND TRUST COMPANY/GLOBAL ADVANTAGE FUNDS - MAJOR MARKETS TEILFONDS	374.830
MEYER MEMORIAL TRUST	183.904

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SEMPRA ENERGY PENSION MASTER TRUST	157.168
IG TEMPLETON INTERNATIONAL EQUITY FD	419.850
AGENTE:NORTHERN TRUST -LO/WHEELS COMMON INVESTMENT FUND	236.651
AGENTE:NORTHERN TRUST -LO/THE TIMKEN CO. COLLECTIVE INVEST. TS	786.974
AGENTE:NORTHERN TRUST -LO/POTOMAC ELECTRIC POWER COMPANY	435.759
AGENTE:JP MORGAN CHASE BANK/H.E.S.T. AUSTRALIA LIMITED	298.499
AGENTE:STATE STREET BANK AND TRUST COMPANY/ELECTRONIC DATA SYSTEMS 1994 PENSION SCHEME	371.451
AGENTE:STATE STREET BANK AND TRUST COMPANY/ELECTRONIC DATA SYSTEMS LTD RETIREMENT PLAN	1.011.728
AGENTE:JP MORGAN CHASE BANK/BOTSWANA INSURANCE FUND MANAGEMENT LIMITED	190.271
AGENTE:STATE STREET BANK AND TRUST COMPANY/RS INTERNATIONAL GROWTH VIP SERIES	835.487
AGENTE:STATE STREET BANK AND TRUST COMPANY/RS INTERNATIONAL GROWTH FUND	2.625.760
AGENTE:STATE STREET BANK AND TRUST COMPANY/ILLINOIS STATE BOARD OF INVESTMENT	1.688.379
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	717.683
AGENTE:STATE STREET BANK AND TRUST COMPANY/HONG KONG HOUSING AUTHORITY	359.236
AGENTE:STATE STREET BANK AND TRUST COMPANY/CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	7.623.231
AGENTE:STATE STREET BANK AND TRUST COMPANY/CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	2.615.515
AGENTE:STATE STREET BANK AND TRUST COMPANY/BILL AND MELINDA GATES FOUNDATION TRUST	150.981
RICHIEDENTE:CBLDN S/A STANDARD LIFE ASSURANCE COMPANY OF CANADA/STANDARD LIFE INVESTMENT LIMITED	69.543
RIO TINTO STAFF SUPERANNUATION FUND	239.962
AGENTE:JP MORGAN CHASE BANK/AXA-EB 510	22.465
AGENTE:RBC INVESTOR SERVICE/DONALDSON BURSTON INTL SER-THS PARTN	313.427
AGENTE:RBC INVESTOR SERVICE/EMPL BENEF BOARD & WINNIPEG POL PENS	174.632
AGENTE:BNP PARIBAS 2S-PARIS/UNPMF	6.389
AGENTE:NORTHERN TRUST -LO/VOLUNTARY SOUTHERN CALIFORNIA EDISON	159.733
AGENTE:NORTHERN TRUST -LO/NATIONAL COUNCIL FOR SOCIAL SEC FUND	131.574
AGENTE:BNP PARIBAS 2S-PARIS/FEDERIS AVENIR EURO-PE	855.400
AGENTE:NORTHERN TRUST -LO/MF INTERNATIONAL FUND LLC	11.707
AGENTE:NORTHERN TRUST -LO/GARD COMMON CONTRACTUAL FUND	55.839
AGENTE:STATE STREET BANK AND TRUST COMPANY/MGI FUNDS PLC	823.103
AGENTE:BNP PARIBAS 2S-PARIS/FCP EURO ETHIQUE INSTITUTIONS	720.000
AGENTE:NORTHERN TR GLB SERV/VERDIPAPI KLP AKSJEUROPA INDEKS 1	160.106
AGENTE:NORTHERN TR GLB SERV/UNIVEST	440.302
MINNESOTA LIFE INSURANCE COMPANY	128.090
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE METHODIST HOSPITAL	218.566
AGENTE:STATE STREET BANK AND TRUST COMPANY/HSBC AS TRUSTEE FOR SSGA EUROPE EX UK EQUITY TRACKER FUND	161.474
AGENTE:STATE STREET BANK AND TRUST COMPANY/PENSION PROTECTION FUND	689.957
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR S&P WORLD (EX-US) ETF	178.385
AGENTE:STATE STREET BANK AND TRUST COMPANY/DWS EAFE EQUITY INDEX FUND	81.958
AGENTE:STATE STREET BANK AND TRUST COMPANY/HOME AFFAIRS UNIFORMED SERVICES (INVEST FUND)	10.350
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL INVESTMENT COMPANY II PLC	118.268
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL INVESTMENT COMPANY PLC	1.296.292
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS MERIDIAN FUNDS-RESEARCH INTERNATIONAL FUND	403.729
AGENTE:STATE STREET BANK AND TRUST COMPANY/UBS ETF-UBS-ETF DJ EURO STOXX 50	2.104.854
AGENTE:STATE STREET BANK AND TRUST COMPANY/METROPOLITAN SERIES FUND MORGAN STANLEY EAFE INDEX PORTFOLIO	272.769
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN FUNDS INSURANCE SERIES INTERNATIONAL FUND	9.270.336
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	123.960
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL EQUITY FUND	272.685
AGENTE:STATE STREET BANK AND TRUST COMPANY/METROPOLITAN LIFE INSURANCE COMPANY	123.159
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL GLOBAL OPPORTUNITIES FUND	354.843
AGENTE:JP MORGAN CHASE BANK/AQR INTERNATIONAL EQUITY FUND	181.238
AGENTE:BNP SS SIDNEY BRANCH/ENHANCED INDEX INTERNATIONAL SHARE FUND	914.199
AVA EUROPE 4	277.059
VIVACCIO ACTIONS	736.053
LBPAM ACTIONS INDICE	1.107.747
LBPAM PROFIL 80 PEA	89.459
LBPAM PROFIL 100	35.294

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*** LIST OF PROXY GIVERS ***

INDIANA UNIVERSITY FOUNDATION	95.557
AGENTE:JP MORGAN CHASE BANK/FRANKLIN TEMPLETON INVESTMENT FUNDS	22.104.667
AGENTE:JP MORGAN CHASE BANK/JP MORGAN CHASE RETIREMENT PLAN	168.300
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL STOCK TRUST	873.366
AGENTE:STATE STREET BANK AND TRUST COMPANY/WASHINGTON STATE INVESTMENT BOARD	270.795
AGENTE:HSBC BANK PLC/WEST YORKSHIRE PENSION FUND	27.650
AGENTE:STATE STREET BANK AND TRUST COMPANY/DODGE & COX INTERNATIONAL STOCK FUND	123.651.788
AGENTE:STATE STREET BANK AND TRUST COMPANY/MARATHON NEW GLOBAL FUND PLC	198.206
AGENTE:STATE STREET BANK AND TRUST COMPANY/AXA WORLD FUNDS	3.500.000
AGENTE:JP MORGAN CHASE BANK/VANTAGEPOINT OVERSEAS EQUITY INDEX FUND	77.865
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI ACWI INDEX FUND	536.094
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI ACWI EX US INDEX FUND	346.864
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI KOKUSAI INDEX FUND	93.632
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI EAFE VALUE INDEX FUND	1.304.030
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES S&P GLOBAL FINANCIAL SECTOR INDEX FUND	259.582
AGENTE:STATE STREET BANK AND TRUST COMPANY/WORKERS COMPENSATION BOARD-ALBERTA	96.778
AGENTE:STATE STREET BANK AND TRUST COMPANY/PENSIONS MANAGEMENT (S.W.F.) LIMITED	72.903
PFP-ISR	6.046
PREDICA ISR EUROPE	21.300
AGENTE:BQUE FEDERATIVE-STR/FCP HENKEL DIVERSIFIE N 1	5.600
AGENTE:BQUE FEDERATIVE-STR/1515 FCP GERARD PERRIER	1.305
AGENTE:BQUE FEDERATIVE-STR/HEINEKEN ENTREPRISE DIVERSIFIE	16.300
AGENTE:BQUE FEDERATIVE-STR/FCP DEGUSSA MIXTE	2.200
AGENTE:BQUE FEDERATIVE-STR/FCP DEGUSSA DYNAMIQUE	7.700
AGENTE:BQUE FEDERATIVE-STR/FCPE ROUSSELOT DYNAMIQUE	4.281
AGENTE:BQUE FEDERATIVE-STR/MONSANTO ACTIONS	15.021
AGENTE:BQUE FEDERATIVE-STR/FCP MGE DYNAMIQUE EURO	21.000
AGENTE:BNP PARIBAS 2S-PARIS/FCP ACTIONS ISR	1.400.000
AGENTE:NORTHERN TRUST -LO/LOS ANGELES CITY EMPLOYEES RETIREM.	327.067
AGENTE:NORTHERN TRUST -LO/CENTERPOINT ENERGY MASTER RETIR TST	164.271
AGENTE:NORTHERN TRUST -LO/INTL TRANSPORT CORP RETIREE HEALTH	29.264
AGENTE:NORTHERN TRUST -LO/NORTHERN TRUST ROBUSTA FUND	454.201
NATIXIS	107.062
AGENTE:NORTHERN TRUST -LO/NORTHERN GLOBAL SUSTAINABILITY INDEX FUN	42.218
AGENTE:NORTHERN TRUST -LO/SPRING CREEK INVESTORS LLC	4.658
AGENTE:NORTHERN TRUST -LO/SHY LLC	14.640
AGENTE:NORTHERN TRUST -LO/LAS OLAS EQUITY PARTNERS LP	4.323
AGENTE:JP MORGAN CHASE BANK/NEW MEXICO STATE INVESTMENT COUNCIL	520.951
AGENTE:RBC INVESTOR SERVICE/BF&M LIFE INSURANCE COMPANY LIMITED	105.787
AGENTE:BNP PARIBAS 2S-PARIS/FCP CALCIUM QUANT	178.290
AGENTE:BNP PARIBAS 2S-PARIS/FCP DIVERSIFIE D&O CPR	168.960
AGENTE:BNP PARIBAS 2S-PARIS/REGARD ACTIONS DEVELOPPEMENT DURABLE	600.000
AGENTE:BP2S LUXEMBOURG/PARWORLD	248.934
ING TEMPLETON GLOBAL GROWTH PORTFOLIO	1.398.491
VISION POOLED SUPERANNUATION TRUST	62.673
NEW YORK STATE DEFERRED COMPENSATION PLAN	253.424
THE BANK OF KOREA	18.362
BAILLIE GIFFORD EAFE FUND	7.762.931
GS TACS MARKET CONTINUOUS (INTL) LLC	523.521
ING INTERNATIONAL INDEX PORTFOLIO	153.663
AGENTE:JP MORGAN CHASE BANK/AXA EQUITABLE LIFE INSURANCE CO	71.748
AGENTE:JP MORGAN CHASE BANK/SCHRODER GLOBAL ACTIVE VALUE FUND	340.790
AGENTE:JP MORGAN CHASE BANK/MFS DIVERSIFIED TARGET RETURN FUND	33.912
AGENTE:JP MORGAN CHASE BANK/HENDERSON EURO TRUST PLC	604.645
AGENTE:STATE STREET BANK AND TRUST COMPANY/HARTFORD LIFE INSURANCE COMPANY	119.424
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM EUROPE EQUITY FUND	291.188
AGENTE:STATE STREET BANK AND TRUST COMPANY/AXA NEDERLAND (LUXEMBOURG)	3.065
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS MERIDIAN FUNDS - EUROPEAN VALUE FUND	2.648.928
AGENTE:STATE STREET BANK AND TRUST COMPANY/UBS ETF	1.173.843
AGENTE:STATE STREET BANK AND TRUST COMPANY/GOLDMAN SACHS FUNDS	167.833
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL INVESTMENT COMPANY GLOBAL EQUITY FUND	1.131.779
AGENTE:STATE STREET BANK AND TRUST COMPANY/VALIC COMPANY I - FOREIGN VALUE FUND	2.772.333
AGENTE:STATE STREET BANK AND TRUST COMPANY/GMAM INVESTMENT FUNDS TRUST	179.078
AGENTE:STATE STREET BANK AND TRUST COMPANY/MINISTRY OF STRATEGY AND FINANCE	298.438
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS INTERNATIONAL VALUE FUND	14.856.516
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM VT INTERNATIONAL EQUITY FUND	671.705

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AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN INTERNATIONAL GROUP INC RETIREMENT PLAN	16.034
AGENTE:STATE STREET BANK AND TRUST COMPANY/ST. JAMES'S PLACE UK PUBLIC LIMITED COMPANY	52.509
AGENTE:STATE STREET BANK AND TRUST COMPANY/MICROSOFT CORPORATION SAVINGS PLUS 401(K) PLAN	618.611
AGENTE:STATE STREET BANK AND TRUST COMPANY/MGI INTERNATIONAL EQUITY FUND	518.270
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM INTERNATIONAL EQUITY FUND, LLC	50.820
AGENTE:STATE STREET BANK AND TRUST COMPANY/SUPERVALU INC. MASTER INVESTMENT TRUST	36.962
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST	315.745
AGENTE:STATE STREET BANK AND TRUST COMPANY/DODGE + COX GLOBAL STOCK FUND	2.984.199
AGENTE:STATE STREET BANK AND TRUST COMPANY/MULTI-STYLE, MULTI-MANAGER FUNDS PLC	45.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/INTERNATIONAL INVESTMENT FUND	141.025
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK INSURANCE COMPANY OF VERMONT	22.868
PRINCIPAL FUNDS INC INTERNATIONAL VALUE FUND 1	161.764
AGENTE:JP MORGAN BANK IRELA/GAM STAR FUND PLC	501.926
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GLOBAL TRUST FUND	444.774
GRD 10 THS	402.170
ESSOR EUROPE	145.148
BOURBON 4	85.100
FC CARPIMKO	142.000
CNP ACP ACTIONS LT	80.621
CONCORDE 96	86.604
CARPIMKO INTERNATIONAL	134.433
IXIS FLAMME	114.950
I CROISSANCE	66.182
CMD AGIRC IXIS D	128.567
FCP TONI ACTIONS 100	200.767
ADPACTIONS	3.250
APOLLINE 1 ACTIONS	218.208
ATOUT QUANTEUROLAND	494.346
CAAM INDICIA MEDIAN	238.224
CAAM ACTIONS DURABLES	156.178
ATOUT EUROPE MONDE	410
EPARGNE PRUDENCE THALES	35.240
EVIAN A EQUILIBRE	9.499
N 1 RENDEMENT USINOR	12.492
ASSURDIX	92
CAAM INDEX EURO	401.127
CAAM RESA ACTIONS EURO	8
AGENTE:BQUE FEDERATIVE-STR/FCP BRONGNIART AVENIR	21.555
AGENTE:BQUE FEDERATIVE-STR/FCP GROUPE ROCHE	80.000
AGENTE:BQUE FEDERATIVE-STR/CIC SOCIALEMENT RESPONSABLE	159.284
AGENTE:NORTHERN TRUST -LO/CITY OF LOS ANGELES FIRE POLICE PLAN	211.019
AGENTE:NORTHERN TRUST -LO/IBM PENSION PLAN	322.695
AGENTE:NORTHERN TRUST -LO/CITY OF MILWAUKEE EMPLOY RETIREMENT	572.708
AGENTE:BQUE FEDERATIVE-STR/FCP ES TEMPERE	37.104
AGENTE:BQUE FEDERATIVE-STR/FCP ES GESTION EQUILIBRE	400.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/NOVARTIS CORPORATION PENSION MASTER TRUST	20.904
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMEC STAFF PENSION SCHEME	586.637
AGENTE:STATE STREET BANK AND TRUST COMPANY/CITY OF EDMONTON EQUITY UNIT TRUST	309.316
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR S+P INTERNATIONAL FINANCIAL SECTOR ETF	11.348
SCOTIA CAPITAL INC	35.800
EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	18.288
FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	5.000.000
VEBA PARTNERSHIP N LP .	49.385
ABB INC. MASTER TRUST .	17.241
SISTERS OF CHARITY OF LEAVENWORTH HEALTH S	94.598
CHESHIRE PENSION FUND .	444.570
CANADIAN PACIFIC RAILWAY COMPANY PENSION PLAN	1.252.579
ADVANTAGE FUNDS INC - GLOBAL ALPHA FUND	15.215
CITY OF NEW YORK DEFERRED COMPENSATION PLAN	1.504.068
KANSAS PUBLIC EMPLOYEES RETIREMENT	504.834
ROGERSCASEY TARGET SOLUTIONS LLC.	175.519
OPERATING ENGINEERS LOCAL 101 PENSION FUND	52.766
CERVURITE INTERNATIONAL LLC .	136.323

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*** LIST OF PROXY GIVERS ***

LVIP SSGA INTERNATIONAL INDEX FUND	404.026
LV CHALLENGE	35.015
L.S. DYNAMIQUE	7.018
FCP FMS 3	35.185
VOCATION MARCHE ARIANESPACE CONSEIL DE SURVEILLANCE DU FCP	3.531
FCP ERAFP ACTIONS EUROS1 EDEAM	541.452
OACET	16.420
AREGE 2IC	60.287
CNP ASSUR PIERRE	23.424
IXIS EURO ACTIONS	1.067.125
IMPACT ISR DYNAMIQUE	34.210
IMPACT ISR CROISSANCE	64.003
IMPACT ISR EQUILIBRE	282.742
IMPACT ISR RENDEMENT SOLIDAIRE	97.962
NATIXIS ES ACTIONS EURO	146.006
AREVA DIVERSIFIE OBLIGATAIRE	41.354
STICHTING PENSIOENFONDS UWV .	328.631
METROPOLE GESTION	6.820.000
AGENTE:BROWN BROTHERS HA-LU/FIDELITY FUNDS SICAV	11.760.498
AGENTE:BROWN BROTHERS HARR/GMO TAX-MANAGED INTERNATIONAL EQUITIES F	107.200
AGENTE:BROWN BROTHERS HARR/GMO INTERNATIONAL INTRINSIC VALUE FUND	8.805.385
AGENTE:BROWN BROTHERS HARR/SEI INST INVES TRUST INTERNAT EQTY FUND	1.529
AGENTE:BROWN BROTHERS HARR/SEI INSTITUTIONAL INTERN TRUST INTERNATI	60.705
AGENTE:BROWN BROTHERS HARR/GMO DEVELOPED WORLD STOCK FUND	252.269
AGENTE:BQUE FEDERATIVE-STR/FCP GROUPE BRIAND	2.427
AGENTE:BQUE FEDERATIVE-STR/GP 3 MATURITE FCPE	10.000
AGENTE:BQUE FEDERATIVE-STR/GP 2 CROISSANCE FCPE	25.000
AGENTE:BQUE FEDERATIVE-STR/GP 1 VITALITE FCPE	40.000
AGENTE:BQUE FEDERATIVE-STR/FCPE EUROP ASSISTANCE DIVERSIFIE	15.117
AGENTE:PICTET & CIE/FDT ETHOS	66.134
AGENTE:HSBC BANK PLC/HSBC INVESTMENT FUNDS (UK) LIMITED	33.512
AGENTE:NORTHERN TRUST -LO/TENNESSE CONSOLIDATED RETIREMENT SYSTEM	193.580
AGENTE:NORTHERN TRUST -LO/AMERICAN COLLEGE OF SURGEONS	18.338
AGENTE:BQUE FEDERATIVE-STR/FCP GAILLON 130/30	41.303
AGENTE:BROWN BROTHERS HARR/GMO GLOBAL ACTIVE EQUITY FUND LP	169.419
AGI FRANCE	3.670.000
MACIF GESTION	21.851
AGENTE:STATE STREET BANK AND TRUST COMPANY/ING DIRECT STREETWISE BALANCED INCOME FUND	7.895
AGENTE:STATE STREET BANK AND TRUST COMPANY/ING DIRECT STREETWISE BALANCED FUND	27.485
AGENTE:STATE STREET BANK AND TRUST COMPANY/ING DIRECT STREETWISE BALANCED GROWTH FUND	25.927
AGENTE:STATE STREET BANK AND TRUST COMPANY/CORE STRATEGIES INVESTMENT FUND LLC	39.601
AGENTE:STATE STREET BANK AND TRUST COMPANY/EUROPE ALPHA COMMON TRUST FUND	98.725
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA WORLD INDEX EQUITY FUND	439.285
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA ITALY INDEX EQUITY FUND	130.948
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA EUROPE ALPHA EQUITY FUND I	46.740
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA EMU INDEX EQUITY FUND	2.650.195
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA FINANCIALS INDEX EQUITY FUND	27.719
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA EUROPE INDEX EQUITY FUND	451.540
AGENTE:BROWN BROTHERS HARR/VANGUARD FTSE ALL-WORLD EX US INDEX FUND	4.399.559
AGENTE:BROWN BROTHERS HARR/SCHWAB FUNDAMENTAL INTER LARGE COMP IN F	630.986
AGENTE:BROWN BROTHERS HARR/BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	129.132
AGENTE:BROWN BROTHERS HARR/VANGUARD GLOBAL EQUITY FUND	128.263
AGENTE:BROWN BROTHERS HARR/BBH/LIFEYRISSJODUR VERZLUNARMANNA-PENSIO	47.538
AGENTE:BROWN BROTHERS HARR/VANGUARD TOTAL WORLD STOCK INDEX FUND	378.929
AGENTE:BROWN BROTHERS HARR/SEI INS INV TRU INT FUND/INTECH	6.879
MLPF&S NON-RESIDENT EQUITY ACCOUNT	2.143.541
AGENTE:HSBC BANK PLC/WEST MIDLANDS METROPOLITAN AUTHORITI	497.000
RICHIEDENTE:UBS AG-ZURICH SA OMNIBUS NON RESIDENT/UBS FUND MANAGEMENT (SWITZERLAND) AG	2.127.503
AGENTE:JP MORGAN CHASE BANK/TEMPLETON NVIT INTERNATIONAL VALUE FUND	471.099
CAAM LABEL DYNAMIQUE	11
CAAM LABEL EQUILIBRE	86
CAAM LABEL PRUDENCE	63
CDC AD-EUROPE	145.830
AGENTE:JP MORGAN CHASE BANK/AVIVA LIFE & PENSIONS UK LIMITED	416.671
FORTIS INVESTMENT MANAGEMENT	223.812
HUTCHINSON ACTIONS	21.064

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LA BANQUE POSTALE DE PREVOYANCE	14.425
MEDI ACTIONS	550.000
FCP NATIXIS ACTIONS EUROPEENNES	430.425
FCPE NATIXIS AVENIR 1 PERFORMANCE	119.467
FCPE NATIXIS AVENIR 2 DYNAMIQUE	21.025
FCPE NATIXIS AVENIR 3 CROISSANCE	56.389
FCPE NATIXIS AVENIR 4 EQUILIBRE	86.028
FCPE NATIXIS AVENIR 5 RENDEMENT	33.070
OCP EPARGNE	9.858
BLACKROCK GLOBAL FUNDS	19.218.923
LVIP DELAWARE FOUNDATION MODERATE A	28.491
AMERICAN ELECTRIC POWER MASTER RETIREMENT TRUST	318.377
BOC PENSION INVESTMENT FUND .	143.905
CONOCOPHILLIPS MASTER TRUST	140.054
AMERICAN ELECTRIC POWER SYSTEM RETIREE LIFE INSURANCE TRUST	33.601
AMERICAN ELECTRIC POWER SYSTEM RETIREE MEDICAL TRUST FOR CERTAIN UNION	106.924
FLORIDA RETIREMENT SYSTEM .	10.334.975
HJ HEINZ PENSION TRUST LIMITED.	379.981
RHM PENSION SCHEME .	45.252
WELLMARK INC. .	77.846
LVIP DELAWARE FOUNDATION AGGRESSIVE ALLOCATION FUND	105.121
STICHTING DEPOSITARY APG DEVELOPED MARKETS EQUITY POOL	21.048.639
QUADRUS TEMPLETON INTERNATIONALEQUITY FUND	289.393
IG TEMPLETON INTERNATIONAL EQUITY CLASS	81.870
JOHN DEERE PENSION TRUST .	274.251
DELAWARE VIP INTERNATIONAL VALUE EQUITY SERIES	114.824
DELAWARE INTERNATIONAL VALUE EQUITY FUND	614.982
DELAWARE MODERATE ALLOCATION PORTFOLIO	123.332
MINISTRY OF FINANCE OF THE REPUBLIC OF KAZAKHST	287.241
TREASURER OF THE STATE OF NORTH CAROLINA EQUITY INVESTMENT FUND POOLED	448.067
NATIONAL PENSIONS RESERVE FUND COMMISSION	904.529
ARIZONA PSPRS TRUST	210.463
TD EUROPEAN INDEX FUND .	24.800
ROCHE US DB PLANS MASTER TRUST	352.410
GLAXOSMITHKLINE MASTER RETIREMENT TRUST	352.518
AT&T UNION WELFARE BENEFIT TRUST	355.569
AXA INVESTMENT MANAGERS PARIS	169.144
AGENTE: BROWN BROTHERS HARR/GMO INTERNATIONAL CORE EQUITY FUND	1.561.026
AGENTE: BROWN BROTHERS HARR/BBH B J T S RE CMA MFS EX-JAPAN GROWTH MOTHER FUND	132.902
AGENTE: BNP PARIBAS 2S-PARIS/EASY ETF EURO STOXX 50	1.278.032
AGENTE: BQUE FEDERATIVE-STR/FREESCALE DIVERSIFIE	17.250
AGENTE: RBC INVESTOR SERVICE/FONDATION J.A. BOMBARDIER	14.859
AGENTE: NORTHERN TR GLB SERV/ABU DHABI RETIREMENT PENSION FUND	191.376
AGENTE: NORTHERN TRUST -LO/MONTGOMERY COUNTY EMPLOYEES' RETIR	58.225
AGENTE: NORTHERN TRUST -LO/SILVER GROWTH FUND, LP	11.074
AGENTE: NORTHERN TRUST -LO/TRINITY COLLEGE	27.891
AGENTE: BQUE FEDERATIVE-STR/LOGICA MOTIVATION	2.760
AGENTE: RBC INVESTOR SERVICE/JO HAMBRO CAPITAL MANAGEMENT UMBRELLA FU	4.553
AGENTE: STATE STREET BANK AND TRUST COMPANY/GMO TAX-MANAGED GLOBAL BALANCED PORTFOLIO	12.752
AGENTE: STATE STREET BANK AND TRUST COMPANY/RIO TINTO PENSION FUND	295.595
AGENTE: STATE STREET BANK AND TRUST COMPANY/FLOURISH INVESTMENT CORPORATION	4.925.954
AGENTE: STATE STREET BANK AND TRUST COMPANY/WORKERS COMPENSATION INSURANCE FUND	1.573.848
AGENTE: STATE STREET BANK AND TRUST COMPANY/BEST INVESTMENT CORPORATION	920.898
AGENTE: STATE STREET BANK AND TRUST COMPANY/MARCH FUND	16.037
AGENTE: STATE STREET BANK AND TRUST COMPANY/BGI MSCI EUROPE EQUITY INDEX FUND B	6.841
AGENTE: STATE STREET BANK AND TRUST COMPANY/BGI MSCI EAFE EQUITY INDEX NON-LENDABLE FUND B	1.214.421
AGENTE: STATE STREET BANK AND TRUST COMPANY/TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS	624.079
AGENTE: STATE STREET BANK AND TRUST COMPANY/SPDR DJ EURO STOXX 50 ETF	5.088.187
AGENTE: RBC INVESTOR SERVICE/MANULIFE INVESTMENT EXCHANGE FUND CORP	159.959
AGENTE: NORTHERN TRUST -LO/NTGI-QM COMMON DAILY ALL COUNTRY WORLD E	99.744
AGENTE: NOMURA BK SA LUXEMB/WORLVIEW INVESTMENT FUND EUROPE CORE EQ	337.300
AGENTE: BROWN BROTHERS HARR/VANGUARD DEVELOP MARKET INDEX FUND	4.752.128
AGENTE: BROWN BROTHERS HARR/GMO REAL RET ASS ALL FUND LP	137.226
AGENTE: STATE STREET BANK AND TRUST COMPANY/SUNSUPER SUPERANNUATION FUND	309.077
RICHIENDE: CBLDN S/A CIP-DEP AVIVA INVESTORS NORWICH UNION/AVIVA INVESTORS	83.652
INTERNATIONAL INDEX TRACKING FUND	

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S2G	980.747
ETOILE GESTION	531.158
AGENTE:STATE STREET BANK AND TRUST COMPANY/DODGE + COX WORLDWIDE FUNDS PLC	234.625
AGENTE:STATE STREET BANK AND TRUST COMPANY/UAW RETIREE MEDICAL BENEFITS TRUST	1.728.361
AGENTE:STATE STREET BANK AND TRUST COMPANY/GOLDMAN SACHS FUNDS II	192.277
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI ACWI EX US FINANCIALS INDEX FUND	2.388
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI EUROPE FINANCIAL SECTOR INDEX FUND	115.842
AGENTE:STATE STREET BANK AND TRUST COMPANY/ABBEEY LIFE ASSURANCE COMPANY LIMITED	1.103.974
ALASKA PERMANENT FUND CORPORATION	357.707
AZL FRANKLIN TEMPLETON FOUNDINGSTRATEGY PLUS FUND	282.845
ASCENSION HEALTH .	243.433
HEINZ MANAGEMENT PENSION PLAN	86.040
HRK INVESTMENTS LLP	73.896
DELAWARE DIVIDEND INCOME FUND .	20.638
DELAWARE ENHANCED GLOBAL DIVIDEND AND INCOME FUND	168.849
LOUISIANA STATE EMPLOYEES' RETIREMENT SYSTEM	344.900
MERCY INVESTMENT SERVICES	229.069
STICHTING PENSIOENFONDS HORECA & CATERING	314.035
SAN DIEGO GAS AND ELEC CO NUCLEAR FACILITIES QUAL DEC	41.149
CIBC INTERNATIONAL INDEX FUND	54.285
OIL INVESTMENT CORPORATION LTD&OIL CAS INVESTMENT	111.618
FCP A.A.-DEXIA-ISR	5.850
CNP ASSURANCES SA	9.390.392
A.A.-IDEAM-ISR	77
FCP VILLIERS ALLEGRO	120.000
FCPE FODIV	21.900
SAFRAN MIXTE	22.647
FCPE IMPACT ISR PERFORMANCE	145.536
FCP GRD 18	1.000.000
FCP RSI EURO P	1.372.992
FCPE SAFRAN DYNAMIQUE	96.980
EGEPARGNE 2	444.356
AGENTE:BNP PARIBAS 2S-PARIS/FCP VH CAAM ACTIONS	200.000
AGENTE:NORTHERN TRUST -LO/BLUE CROSS E SHIELD ASS RET BEN TST	161.054
AGENTE:NORTHERN TRUST -LO/SAN FRANCISCO CITY E COUN.RET.SYSTEM	154.207
AGENTE:BQUE FEDERATIVE-STR/OTIS EP DIVERSIFIE SOLIDAIRE	36.374
AGENTE:JP MORGAN BANK LUXEM/MORGAN STANLEY INVESTMENT FUNDS	4.858.995
AGENTE:JP MORGAN BANK LUXEM/JPMORGAN FUNDS	106.866
CAISSE DES DEPOTS ET CONSIGNATION	2.747.506
AGENTE:JP MORGAN CHASE BANK/TEMPLETON WORLD FUND	12.977.518
STICHTING BEWAARNEMING APG-IS2	25.533
LIBERTY BANK	90.386
AGENTE:JP MORGAN CHASE BANK/TFL PENSION FUND	1.654.308
AGENTE:BROWN BROTHERS HARR/DWS DIVERSIFIED INTERNATIONAL EQUITY VIP	21.088
AGENTE:BROWN BROTHERS HARR/DWS DIVERSIFIED INTERNATIONALEQUITY FUND	14.623
AGENTE:BROWN BROTHERS HARR/BBH B FOR TMTBJ RE: MUTB400037270	48.365
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALASKA COMMON TRUST FUND	73.897
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE FARM MUTUAL FUND TRUST, INTERNATIONAL INDEX FUND	73.967
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCHWAB INTERNATIONAL EQUITY ETF	376.913
AGENTE:STATE STREET BANK AND TRUST COMPANY/EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE OPPORTUNITIES FUND	326.003
AGENTE:STATE STREET BANK AND TRUST COMPANY/VALIC COMPANY I - GLOBAL SOCIAL AWARENESS FUND	9.305
AGENTE:STATE STREET BANK AND TRUST COMPANY/WELLS FARGOMASTER TRUST DIVERSIFIED STOCK PORTFOLIO	520.469
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VOYAGER FUND	1.346.483
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM VT VOYAGER FUND	697.242
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM GLOBAL FINANCIAL FUND	4.424
AGENTE:STATE STREET BANK AND TRUST COMPANY/METZLER INVESTMENT GMBH FOR MI-FONDS 415	734.943
AGENTE:JP MORGAN CHASE BANK/THE HARTFORD DIVERSIFIED INTERNATIONAL FUND	9.676
AGENTE:STATE STREET BANK AND TRUST COMPANY/GMAM GROUP PENSION TRUST III	1.156.410
AGENTE:STATE STREET BANK AND TRUST COMPANY/NORTHROP GRUMMAN CORPORATION VEB A MASTER TRUST I	18.890
AGENTE:STATE STREET BANK AND TRUST COMPANY/FONDS PRIVE GPD ACTIONS EAEO	826.738
AGENTE:STATE STREET BANK AND TRUST COMPANY/KAISER FOUNDATION HOSPITALS	1.159.456

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AGENTE:STATE STREET BANK AND TRUST COMPANY/KAISER PERMANENTE MASTER TRUST	1.607.314
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK LIFE AND HEALTH INSURANCE COMPANY	196.632
AGENTE:STATE STREET BANK AND TRUST COMPANY/VALIC COMPANY I - INTERNATIONAL EQUITIES FUND	150.329
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK CDN MSCI EAFE INDEX PLUS FUND	201.106
AGENTE:NORTHERN TRUST -LO/UNILEVER UK PENSION FUND	208.618
AGENTE:NORTHERN TRUST -LO/CLEARWATER INTERNATIONAL FUND	58.410
AGENTE:NORTHERN TRUST -LO/VOLUNTARY EMPLOYEES BENEFICIARY ASSOCIAT	9.493
AGENTE:NORTHERN TRUST -LO/1999 VOLUNTARY EMPLOYEES' BENEFICIARY	13.064
AGENTE:NORTHERN TRUST -LO/1982 SMITH TRUST	108.231
AGENTE:NORTHERN TRUST -LO/KAUST INVESTMENTS SH LIMITED	311.402
AGENTE:NORTHERN TRUST -LO/HASLAM FAMILY INVESTMENT PARTNERSHIP	17.231
AGENTE:NORTHERN TRUST -LO/MUNICIPAL EMP ANNUITY E BEN FD CHICA	72.346
AGENTE:NORTHERN TRUST -LO/TYCO ELECTRONICS DEFINED MASTER TRUST	192.171
AGENTE:NORTHERN TRUST -LO/GUIDE STONE FUNDS - INTERNATIONAL EQUITY	77.239
AGENTE:NORTHERN TRUST -LO/STICHTING PENSIOENFONDS IBM NEDERL.	86.656
AGENTE:NORTHERN TRUST -LO/LEGALEGENERAL EUROPEAN INDEX TRUST	2.353.031
AGENTE:NORTHERN TRUST -LO/RBS LEGAL E GENERAL INTL INDEX TRUST	66.220
AGENTE:RBC INVESTOR SERVICE/MANULIFE INTERNATIONAL EQUITY INDEX FUND	59.506
AGENTE:BNP PARIBAS 2S-PARIS/FCP REGARD ACT.CROISS.	160.000
AGENTE:BNP PARIBAS 2S-PARIS/FCP GROUPAMA DINAMICO	44.847
AGENTE:BNP PARIBAS 2S-PARIS/FCP GROUPAMA BILANCIATO	21.631
AGENTE:BP2S LUXEMBOURG/GA FUND B	1.072.210
AGENTE:MIZUHO TRUST BKG-LUX/TRUST E CUSTODY SERVICES BANK LTD	1.448.869
AGENTE:SUMITOMO MITSUI TRUS/JAPAN TRUSTEE SERVICES BANK,LTD INV.FUND	20.939
RICHIEDENTE:CBHK S/A NMTB/NIK KOKUSAI-H 935034/THE NOMURA TRUST AND BANKING CO LTD	130.657
AGENTE:BNP SS SIDNEY BRANCH/FD INTERNATIONAL SHARE FUND 1	78.769
RICHIEDENTE:CBLDN S/A COUNTRYWIDE ASSURED PLC/COUNTRYWIDE ASSURED PLC	110.613
RICHIEDENTE:CBLDN S/A CIP-DEP AVIVA INVESTORS NORWICH UNION/AVIVA INVESTORS BALANCED MANAGED FUND	2.410
RICHIEDENTE:CBLDN S/A SCRI RI GLOBAL ENHANCED INDEX/ROBECO INSTITUTIONEEL GLOBAL ENHANCED INDEX FONDS	18.807
RICHIEDENTE:CBNY S/A AGF GLOBAL VALUE FUND/AGF GLOBAL VALUE FUND	881.006
AGENTE:JP MORGAN CHASE BANK/IAG ASSET MANAGEMENT WORLD EQUITY TRUST	244.687
AGENTE:JP MORGAN CHASE BANK/SCHRODER GLOBAL DYNAMIC BLEND FUND	525.577
UNION INVESTMENT INSTITUTIONAL GMBH	50.000
AGENTE:JP MORGAN CHASE BANK/ALLIANZGI-FONDS DSPT	216.183
AGENTE:JP MORGAN CHASE BANK/SCHRODER DIVERSIFIED GROWTH FUND	372.529
AGENTE:JP MORGAN CHASE BANK/PETERCAM B FUND	1.510.000
AGENTE:JP MORGAN CHASE BANK/SCHRODER QEP GLOBAL CORE FUND	232.349
AFFINITY HEALTH SYSTEM RETIREMENT PLAN	34.283
SEVENTH SWEDISH NATIONAL PENSION FUND - AP7 EQUITY FUND	2.897.237
VIRGINIA RETIREMENT SYSTEM .	4.528.153
TEXAS EDUCATION AGENCY .	1.165.919
ONTARIO POWER GENERATION INC .	456.767
RUSSELL OVERSEAS EQUITY FUND .	129.399
TEACHERS' RETIREMENT ALLOWANCESFUND	414.047
EAFE EQUITY FUND .	20.970
ACHMEA UNIT LINKED BELEGGINGSFONDSEN	112.671
STICHTING PENSIOENFONDS VAN DE ABN AMBRO BANK N.V.	2.215.646
STICHTING BEDRIJFSTAKPENSIOEN FONDS VOORDE MEDIA PNO	1.870.200
ATOUT MODERATIONS	475.842
FCPE AMUNDI RESA ESG ACTIONS EURO	28
FCP ALTIBEST	44.436
I.P.I.E.E.S.	12.448
CROISSANCE DIVERSIFIE	4.180
FCP CNP GGR	28.994
FCPE FCP REGULIER AIR LIQUIDE DEVELOPPEMENT	6.424
FCPE NATIXIS AVENIR MIXTE SOLIDAIRE	16.703
STRUCTURA-ASYMMETRY EUROPE EQUITIES	40.665
STRUCTURA - SMART EURO EQUITIES	56.350
MULTILATERAL INVESTMENT GUARANTEE AGENCY	29.508
PRINCIPAL FUNDS INC- INTERNATIONAL GROWTH FUND	39.271
PNC BANK N.A.	15.966
AK STEEL CORPORATION MASTER PENSION TRUST	803.577
THE PRUDENTIAL INVESTMENT PORTFOLIOS INCDRYDEN ACTIVE ALLOCATION	6.478
WALTER E. DISNEY FAMILY TRUST UNDER WILL	5.350
ING EURO STOXX 50 INDEX PORTFOLIO	1.237.134

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UNIPENSION INVEST FMBA EUROPÆISKE AKTIER	193.723
UNIPENSION INVEST FMBA GLOBAL AKTIER II	69.666
PRINCIPAL FUNDS INC.-INTERNATIONAL EQUITY INDEX FUND	207.268
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE PUBLIC SECTOR SUPERANNUATION SCHEME	855.261
AGENTE:STATE STREET BANK AND TRUST COMPANY/AQR GLOBAL ENHANCED EQUITY FUND	65.954
NATIXIS AM	701.618
SOCIETE GENERALE GESTION	261.216
OFI AM	240.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/F+C FUND	304.599
AGENTE:BROWN BROTHERS HA-LU/ING DIRECT	159.769
AGENTE:BROWN BROTHERS HARR/PYRAMIS GLOBAL EX US INDEX FUND LP	156.047
AGENTE:BQUE FEDERATIVE-STR/FCP ES DYNAMIQUE	179.484
AGENTE:NORTHERN TRUST -LO/NT GLOBAL INVESTMENT COLL FUNDS	6.734.590
AGENTE:NORTHERN TRUST -LO/STICHTING PENSIOENFONDS VAN DE METALEKTR	1.712.369
AGENTE:NORTHERN TRUST -LO/EXELON CORPORATION PENSION MASTER RETIRE	403.069
AGENTE:NORTHERN TRUST -LO/UFCW LOCAL 152 RETAIL MEAT PENSION FD	16.526
AGENTE:NORTHERN TRUST -LO/INTERNATIONAL EQUITY PARTNERS	40.191
RICHIEDENTE:UBS (LUXEMBOURG) SA/UBS (LUX) STRATEGY XTRA SICAV	41.712
AGENTE:JP MORGAN CHASE BANK/RETIREMENT PLAN FOR EMPLOYEES OF AETNA I	508.694
AGENTE:JP MORGAN CHASE BANK/PUBLIC EMPLOYEES RETIREMENT ASSOCIATION	755.573
AGENTE:JP MORGAN CHASE BANK/RETIREMENT INCOME PLAN OF SAUDI ARABIAN	55.891
AGENTE:JP MORGAN CHASE BANK/WEST SUBURBAN RETIREMENT INCOME PLAN	3.836
AGENTE:JP MORGAN CHASE BANK/RESURRECTION HEALTH CARE PENSION PLAN	11.349
AGENTE:JP MORGAN CHASE BANK/RESURRECTION HEALTH CARE	28.165
AGENTE:JP MORGAN BANK LUXEM/SCHRODER INTERNATIONAL SELECTION FUND	2.589.119
AGENTE:JP MORGAN BANK IRELA/VANGUARD INVESTMENT SERIES, PLC	4.654.747
AGENTE:JP MORGAN CHASE BANK/SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS C.P. FUND	312.303
AGENTE:JP MORGAN CHASE BANK/LABOR PENSION FUND SUPERVISORY COMMITTEE	1.315.865
AGENTE:JP MORGAN CHASE BANK/ROCKEFELLER & CO., INC	307.719
AGENTE:JP MORGAN CHASE BANK/SAMPENSION INVEST AFDELING GLOBAL AKTIEN	219.660
AGENTE:JP MORGAN CHASE BANK/BANKING & PAYMENTS AUTHORITY OF TIMOR-LE	172.465
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST ALLIANCEBERNSTEIN INTL	1.587.252
AGENTE:JP MORGAN CHASE BANK/THE BOEING COMPANY EMPLOYEE RETIREMENT P	407.965
AGENTE:JP MORGAN CHASE BANK/AXA PREMIER VIP TRUST - MULTIMANGER INTE	78.063
AGENTE:JP MORGAN CHASE BANK/FRANKLIN TEMPLETON VARIAB. INSURANCE	8.365.386
AGENTE:JP MORGAN CHASE BANK/STATE OF WYOMING, WYOMING STATE TREASURE	199.481
AGENTE:JP MORGAN CHASE BANK/SCHRODER QEP GLOBAL ACTIVE VALUE FUND	1.172.569
AGENTE:JP MORGAN CHASE BANK/KUWAIT FUND FOR ARAB ECONOMIC DEVELOPMEN	150.000
AGENTE:JP MORGAN CHASE BANK/JOHN LEWIS PARTNERSHIP PENSIONS TRUST AS	128.213
AGENTE:JP MORGAN CHASE BANK/STICHTING PENSIOENFONDS VOOR HUISARTSEN	176.158
AGENTE:JP MORGAN CHASE BANK/VANGUARD TOTAL INTERNATIONAL STOCK INDEX	19.988.368
AGENTE:NORTHERN TR GLB SERV/STICHTING DELA DEPOSITARY AND MANAGEMENT	296.703
AGENTE:NORTHERN TRUST -LO/UTAH STATE RETIREMENT SYSTEMS	840.260
AGENTE:NORTHERN TRUST -LO/SENTINEL INTERNATIONAL TRUST	5.431
AGENTE:JP MORGAN CHASE BANK/REXAM PENSION PLAN	446.093
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST- EQ/TEMPLETON GLOBAL E	557.960
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INSTITUTIONAL FUNDS - FOREIGN	11.350.672
AGENTE:JP MORGAN CHASE BANK/CAPITAL WORLD GROWTH INCOME FUND INC	9.629.006
AGENTE:JP MORGAN CHASE BANK/TEMPLETON MASTER TRUST - SERIES 1	558.065
AGENTE:JP MORGAN CHASE BANK/TEMPLETON INTERNATIONAL STOCK TRUST.	741.819
AGENTE:JP MORGAN CHASE BANK/TEMPLETON GROWTH FUND, LTD.	2.907.893
AGENTE:JP MORGAN CHASE BANK/TEMPLETON MASTER TRUST - SERIES 2	114.879
AGENTE:BROWN BROTHERS HA-LU/SCHRODER GAIA	2.877
AGENTE:BP2S LUXEMBOURG/HENDERSON HORIZON FUND SICAV	6.494.612
AGENTE:JP MORGAN CHASE BANK/UNIVERSITY OF PUERTO RICO RETIREMENTS YSTEM	85.219
AGENTE:JP MORGAN CHASE BANK/BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	30.529
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST: EQ/PUTNAM INTERNA	608.447
AGENTE:JP MORGAN CHASE BANK/NVIT INTERNATIONAL INDEX FUND	10.000
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST - EQ/GLOBAL MULTI-SECT	227.249
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST - EQ/INTERNATIONAL COR	169.121
AGENTE:JP MORGAN CHASE BANK/BLACKROCK INDEX SELECTION FUND	3.406.109
AGENTE:JP MORGAN CHASE BANK/THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045792	3.695.953
AGENTE:JP MORGAN CHASE BANK/MASTER INTERNATIONAL INDEX SERIES OF QUA	286.644
AGENTE:HONGKONG/SHANGHAI BK/MANULIFE PROPERTY LTD PARTNERSHIP	174.804
RICHIEDENTE:CBLDN S/A AEGON CUSTODY N.V./AEGON CUSTODY B.V.	1.723.890
RICHIEDENTE:CBLDN S/A LEGAL AND GENERAL/LEGAL AND GENERAL ASSURANCE PENSIONS	2.073.622

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MANAGEMENT LIMITED	
RICHIEDENTE:CBLDN S/A LEGAL AND GENERAL/LAZARD ASSET MANAGEMENT LTD.	42.617
RICHIEDENTE:CBHK SA MIML ARROWSTREET GL EQ FD/MACQUARIE INVESTMENT MANAGEMENT LIMITED	1.004.232
RICHIEDENTE:CBLDN SA STICHTING MN SERVICES EUROPE EX MULTI-MANAGER FUND/STICHTING MN SERVICES EUROPE EX UK EQUITY FUND	3.227
RICHIEDENTE:CBNY S/A TRANSAMERICA LIFE INSURANCE COMPANY/FRANKLIN TEMPLETON	63.351
RICHIEDENTE:CBLDN S/A MNSERVICES AANDELENFONDS EUROPA/STICHTING MN SERVICES AANDELENFONDS EUROPA	173.150
AGENTE:STATE STREET BANK AND TRUST COMPANY BOSTON/GEORGES R.HAIRK PARAMETRIC PORTFOLIO ASSOCIATES	26.850
AGENTE:STATE STREET BANK AND TRUST COMPANY/LINDE PENSION PLAN	84.359
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE FARM VARIABLE PRODUCT TRUST, INTERNATIONAL EQ INDEX F	97.788
AGENTE:STATE STREET BANK AND TRUST COMPANY/FIDELITY RUTLAND SQUARETRUST II: STRATEGIC ADVISERS INT F	2.673.134
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL ASSET ALLOCATION F	8.706
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE ALLIANCEBERNSTEIN POOLING PTF - ALLIANCEB VOL MNGM PTF	98.560
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE MASTER TRUST BK OF JP LTD: HITACHI FOREIGN EQ INDEX MF	93.794
AGENTE:STATE STREET BANK AND TRUST COMPANY/GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION TRUST	265.795
AGENTE:STATE STREET BANK AND TRUST COMPANY/ENHANCED GLOBAL SERIES OF BLACKROCK QUANTITATIVE PARTNERS LP	1.407
AGENTE:STATE STREET BANK AND TRUST COMPANY/JAPAN TRUSTEE SERV BK LTD ATF GLB FIN EQ F LTD SUBSCR PERIOD	3.345
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNITED TECHNOLOGIES CORPORATION EMPLOYEE SAVINGS PLAN	268.814
AGENTE:STATE STREET BANK AND TRUST COMPANY/CALVERT VP EAFE INTERNATIONAL INDEX PORTFOLIO	51.251
AGENTE:STATE STREET BANK AND TRUST COMPANY/FEDEX CORPORATION EMPLOYEES PENSION TRUST	739.876
AGENTE:STATE STREET BANK AND TRUST COMPANY/DYNAMIC EUROPEAN VALUE FUND	320.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/TRANSAMERICA ALLIANCEBERNSTEIN DYNAMIC ALLOCATION VP	14.666
AGENTE:STATE STREET BANK AND TRUST COMPANY/SEASONS SERIES TRUST ASSET ALLOCATION:DIVERSIFIED GROWTH PTF	6.889
AGENTE:STATE STREET BANK AND TRUST COMPANY/PAX MSCI EAFE ESG INDEX ETF	16.743
AGENTE:STATE STREET BANK AND TRUST COMPANY/RETIREMENT AND SECY PROGRAM FOR EMPL/NTCA AND MEMBERS SYS	47.105
AGENTE:STATE STREET BANK AND TRUST COMPANY/RIDGEWORTH INTERNATIONAL EQUITY INDEX FUND	318.672
AGENTE:STATE STREET BANK AND TRUST COMPANY/GOV OF HM THE SULTAN AND YANG DI-PERTUAN OF BRUNEI DARUSSALAM	255.300
AGENTE:STATE STREET BANK AND TRUST COMPANY/DEUTSCHE DBI GLOBAL SHARES FUND	15.120
AGENTE:STATE STREET BANK AND TRUST COMPANY/BIMCOR OVERSEAS POOLED FUND	265.740
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA MSCI ACWI EX-USA INDEX NON-LENDING DAILY TRUST	76.059
AGENTE:STATE STREET BANK AND TRUST COMPANY/HONG KONG SPECIAL ADMINISTRATIVE REGION GOVERNMENT-EXCHANGE F	1.330.477
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE STREET TRUSTEES LIMITED ATF MARATHON EXEMPT FUND	17.348
AGENTE:STATE STREET BANK AND TRUST COMPANY/VANGUARD INV F ICVC- FTSE DEV WOR LD EX - U.K. EQ INDEX F	194.585
AGENTE:STATE STREET BANK AND TRUST COMPANY/VANGUARD INV F ICVC-VANGUARD FTSE DEV EUROPE EX-UK EQ INDEX F	375.774
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE WELLINGTON TR COM NATIONAL ASS MULT COLLECT INV F TRUST	228.011
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE WELLINGTON TR CO NAT ASS MULT COLLECTIVE INV F TRUST II	77.284
AGENTE:STATE STREET BANK AND TRUST COMPANY/MANULIFE ASSET MANAGEMENT INTERNATIONAL EQUITY INDEX POOLED F	50.451
AGENTE:STATE STREET BANK AND TRUST COMPANY/SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	15.565.558
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA MSCI EUROPE SCREENED INDEX NON-LENDING COMMON TRUST FUND	103.642
AGENTE:STATE STREET BANK AND TRUST COMPANY/MSCI EAFE PROV SCREENED INDEX NON -	40.564

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LENDING COMMON TR FUND	
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNIVERSAL SHIPOWNERS MARINE INS ASS LTD EQUITY CLASS 3	24.051
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK CDN MSCI EAFE EQUITY INDEX FUND	1.106.552
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL DEVELOPED EX-U.S. LARGE CAP INDEX FUND B	60.571
AGENTE:STATE STREET BANK AND TRUST COMPANY/TRUST FOR RETIR MED, DENT & LIFE INS ARMY&AIR FORCE EXCH	119.699
AGENTE:STATE STREET BANK AND TRUST COMPANY/CENTRAL PENSION F OF INT UNION OF OPERAT & PART EMPL	259.683
AGENTE:STATE STREET BANK AND TRUST COMPANY/INTERNATIONAL PAPER CO COMMINGLED INVESTMENT GROUP TRUST	71.601
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS VAR INSURANCE TRUST II - MFS INT VALUE PORTFOLIO	1.277.698
AGENTE:STATE STREET BANK AND TRUST COMPANY/TIIA-CREF INTERNATIONAL EQUITY INDEX FUND	1.545.981
AGENTE:STATE STREET BANK AND TRUST COMPANY/TRANSAMERICA BLACKROCK GLOBAL ALLOCATION	69.289
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE WELLINGTON TR CO NAT ASS MULT COM ALPHA STRATEGIES PTF	220.904
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR MSCI EUROPE FINANCIALS ETF	134.791
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCOTTISH WIDOWS OVERSEAS GROWTH INV F ICVC - EURO GROWTH F	908.728
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES II PUBLIC LIMITED COMPANY	19.225.786
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES PUBLIC LIMITED COMPANY	1.079.643
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES III PUBLIC LIMITED COMPANY	397.921
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES V PUBLIC LIMITED COMPANY	63.170
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES EURO STOXX 50 (DE)	12.512.705
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES EURO STOXX BANKS (DE)	6.224.219
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES EURO STOXX (DE)	1.222.219
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES STOXX EUROPE LARGE 200 (DE)	18.825
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES STOXX EUROPE 600 (DE)	1.883.861
AIR CANADA PENSION MASTER TRUSTFUND	1.003.087
RUSSELL OVERSEAS EQUITY POOL .	122.889
ALAMOSA LLC .	6.491
AZL INTERNATIONAL INDEX FUND	218.718
THE BOARD OF PENSIONS OF THE PRESBYTERIAN CHURCH	538.989
BELLSOUTH CORP RFA VEBA TRUST FOR NONREPRESENTABLE EMPLOYEES	21.045
COLLEGES OF APPLIED ARTS AND TECHNOLOGY PENSION P	850.542
DREYFUS INDEX FUNDS INC DREYFUS INTERNATIONAL STC	170.855
DUKE ENERGY QUALIFIED NUCLEAR DECOMMISSIONING TRUS	530.181
COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF COOK COUNTY	105.303
EVANGELICAL LUTHERAN CHURCH INAMERICA BOARD OF PEN	88.040
CBIS GLOBAL FUNDS PLC	60.000
FIDELITY CONCORD STREET TRUST: SPARTAN INTERNATIONAL INDEX FD	3.423.985
STATE OF FLORIDA BIRTH-RELATED NEUROLOGICAL INJURY COMPENSATION ASSOCIATION	170.027
RIVERWOOD INTERNATIONAL CORPORATION MASTER PENSION TRUST	85.089
ESB GENERAL EMPLOYEES SUPERANNUATION SCHEME	299.537
ACHMEA PENSIOEN EN LEVENSVZERZEKERINGEN N.V.	23.664
WELLMARK OF SOUTH DAKOTA INC .	42.022
MCKINLEY CAPITAL MANAGEMENT FUND PLC	5.961
IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	786.335
BMO INTERNATIONAL EQUITY HEDGEDTO CAD INDEX ETF	103.963
LUCENT TECHNOLOGIES INC. DEFINED CONTRIBUTION PLAN MASTER TRUST	257.750
LUCENT TECHNOLOGIES INC. MASTERPENSION TRUST	70.093
STICHTING BEWAARDER INTERPOLIS PENSIOENEN BELEGGINGSPOLS	93.943
SRLEV NV INZ. AAND. POOL INT. MNDT SNS ASSET MNG	365.722
STG PFDS CORP EXPRESS MANDAAT ALLIANCE CAPITA	31.545
STICHTING BEWAARDER AZL EQUITY FUND	176.700
BPL	1.111.490
PETTELAAR EFFECTENBEW INZ SNSRESP IND FND	582.967
STICHTING PFDS VOOR DE TANDTECHNIEK	22.425
MARANIC II LLC .	6.416
MANVILLE PERSONAL INJURY SETTLEMENT TRUST	31.443
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPI	220.559

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NSP MONTICELLO MINNESOTA RETAILQUALIFIED TRUST	18.643
NSP MINNESOTA PRAIRIE I RETAIL QUALIFIED TRUST	14.432
NSP MINNESOTA RETAIL PRAIRIE IIQUALIFIED TRUST	16.086
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF NEVADA	2.123.848
RETIREMENT BENEFITS INVESTMENT FUND	11.034
PG&E POSTRET. MEDICAL PLAN TR.MGMT & NONBARGAINING	9.234
PENSION RESERVES INVESTMENT TRUST FUND	1.902.951
PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO	187.815
SOUTHERN CALIFORNIA EDISON CO NUCLEAR FACILITIES Q	163.442
SOUTHERN CALIFORNIA EDISON COMPANY RETIREMENT P	25.689
SASKATCHEWAN HEALTHCARE EMPLOYEES' PENSION PLAN	941.910
TENNESSEE VALLEY AUTHORITY RETIREMENT SYSTEM	55.475
UNITED TECHNOLOGIES CORP. MASTER RETIREMENT TR	533.412
1975 IRREVOCABLE TRUST OF CD WEYERHAUSER	2.029
PACIFIC GAS AND ELECTRIC QUALIFIED CPUC DECOMMISSIONING TRUST	156.630
STICHTING RABOBANK PENSIOENFONDS	3.715
BELEGGINGSPOL ACHMEA	110.939
INTERPOLIS PENSIOENEN EUROPA POOL	97.891
AMUNDI FUNDS INDEX EUROPE ACCOUNT	53
AMUNDI FUNDS SELECT EURO	80.000
MAXIM MFS INTERN. VALUE PORTF. OF MAXIM SERIES FUND INC 8515	873.466
AGENTE:BROWN BROTHERS HA-LU/ING (L) LIQUID	168.737
BNP PARIBAS INVESTMENT PARTNERS SGR S.P.A. GESTORE DEL FONDO BNL AZIONI ITALIA	500.000
AGENTE:NORTHERN TR GLB SERV/KOMMUNAL LANDSPENSJONSKASSE GJENSIDIG FO	173.512
AGENTE:STATE STREET BANK AND TRUST COMPANY/FAMILY INVESTMENTS GLOBAL ICVC FAMILY BALANCED INT FUND	163.346
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY	378.953
AGENTE:STATE STREET BANK AND TRUST COMPANY/SBL FUND SERIES D	38.947
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARCHITAS MULTI-MANAGER GLOBAL FUNDS UNIT TRUST	94.767
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE RETIREMENT ANN PL FOR EMPL OF THE ARMY&AIR FORCE EX SERV	227.889
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA EUROPE ENHANCED EQUITY FUND	535.940
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA WORLD SRI INDEX EQUITY FUND	90.085
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	5.898.944
AGENTE:NORTHERN TRUST -LO/HUBBELL INC MASTER PENS TRUST	534.807
AGENTE:NORTHERN TRUST -LO/MONSANTO COMPANY DEFINED CONTRIBUTION E	125.383
AGENTE:NORTHERN TRUST -LO/RBS DEPOSITARY THS EUROPEAN GROWTH & VF	25.766
AGENTE:NORTHERN TRUST -LO/RBS PL DEPOSITARY THS INTERN GROWTH & VF	2.790.783
AGENTE:NORTHERN TRUST -LO/THE MARATHON LONDON GROUP TRUST FOR EMPL	2.409.438
AGENTE:NORTHERN TRUST -LO/THE MARATHON-LONDON GLO INVEST TRUST	264.656
AGENTE:NORTHERN TRUST -LO/THE MARATHON-LONDON GLOBAL INVEST TRUST	785.392
AGENTE:RBC INVESTOR SERVICE/RETIR FOR EMPLY OF CANADIAN UTILITIES	156.068
AGENTE:BNP PARIBAS 2S-PARIS/FCP CAMGESTION REUNICA	19.287
AGENTE:BNP PARIBAS 2S-PARIS/FCP GERISO	42.117
AGENTE:BNP PARIBAS 2S-PARIS/FCP GLOBAL EURO	368.014
AGENTE:BNP PARIBAS 2S-PARIS/FCPE HORIZON EP. ACTION	46.500
AGENTE:BNP PARIBAS 2S-PARIS/FCP CAMGEST VALEURS EURO	551.371
AGENTE:BNP PARIBAS 2S-PARIS/FCP SURVAL 47	13.898
AGENTE:BNP PARIBAS 2S-PARIS/REGARD ACTIONS EUROPE	480.000
AGENTE:JP MORGAN BANK LUXEM/NORDEA 1 SICAV	5.442.850
AGENTE:JP MORGAN CHASE BANK/AVIVA LIFE AND PENSIONS UK LIMITED	430.633
AGENTE:JP MORGAN CHASE BANK/JAPAN TRUSTEE SERVICES BANK LTD	1.125.072
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TRUST-AXA TACTICAL MANAGER I	154.530
AGENTE:BNP SS SIDNEY BRANCH/AFS INTERNATIONAL SHARE FUND I	127.235
AGENTE:HSBC BANK PLC/HSS (IRELAND) LIMITED	85.475
AGENTE:ABN AMRO GLOBAL CUST/STICHTING ASR BEWAARDER	116.453
QIC INTERNATIONAL EQUITIES FUND	35.181
QUEENSLAND INVESTMENT TRUST NO 2	137.541
ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	3.400.000
RICHIEDENTE:CITIBANK NA HONG KONG SA SSF-ACE-CF92/NATIONAL COUNCIL FOR SOCIAL SECURITY FUND	46.902
MAXIM INTERNATIONAL INDEX PORTFOLIO OF MAXIM SERIES FUND,INC	141.371
TEMPLETON GLOBAL INVESTMENT TRUST-TEMPLETON GLOBAL BALANCED FUND	1.161.658
DUNHAM INTERNATIONAL STOCK FUND	97.549
DBX MSCI EAFE CURRENCY -HEDGED EQUITY FUND	10.030
WILMINGTON MULTI-MANAGER INTERNATIONAL FUND	126.325

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*** LIST OF PROXY GIVERS ***

ADVANCED SER TR AST SCHRODERS MULTI-AS.WORLD STRATEGIC PORTFOLIO	185.054
AGENTE:STATE STREET BANK AND TRUST COMPANY/BNY MELLON TR+DEP ATF ST. JAMES'S PLACE GLOBAL EQ UNIT TR	384.722
AGENTE:STATE STREET BANK AND TRUST COMPANY/RUSSELL TRUST CO COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST	530.587
AGENTE:STATE STREET BANK AND TRUST COMPANY/AQR INTERNATION EQUITY FUND II, L.P.	41.612
AGENTE:STATE STREET BANK AND TRUST COMPANY/GMO GLOBAL EQUITY TRUST	204.356
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNIVERSITY OF WASHINGTON	205.731
AGENTE:STATE STREET BANK AND TRUST COMPANY/DOW JONES SUSTAINABILITY WORLD INDEX NON-LENDING COMMON TR F	35.808
AGENTE:STATE STREET BANK AND TRUST COMPANY/ACWI EX-US INDEX MASTER PORTFOLIO OF MASTER INVESTMENT PTF	145.315
AGENTE:STATE STREET BANK AND TRUST COMPANY/EURO EX-UK ALPHA TTLS FUND B	2.720
AGENTE:STATE STREET BANK AND TRUST COMPANY/EUROPEEX-CONTROVERSIAL WEAPONS EQUITY INDEX FUND B	5.229
AGENTE:STATE STREET BANK AND TRUST COMPANY/OREGON UNIVERSITY SYSTEM	30.957
AGENTE:STATE STREET BANK AND TRUST COMPANY/DEPARTMENT OF STATE LANDS	11.698
AGENTE:STATE STREET BANK AND TRUST COMPANY/BRISTOL COUNTY RETIREMENT SYSTEM	64.749
AGENTE:STATE STREET BANK AND TRUST COMPANY/VALIC COMPANY I - GLOBAL STRATEGY FUND	468.504
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE UNIVERSAL INST F INC - GLOBAL TACT ASSET ALL PTF	87.781
AGENTE:NORTHERN TRUST -LO/HALIFAX REGIONAL MUNICIPAL MASTER TRUST	149.007
AGENTE:NORTHERN TRUST -LO/WILSHIRE VIT INTERNATIONAL EQUITY FUND	3.108
AGENTE:NORTHERN TRUST -LO/HP INVEST COMMON CONTRACTUAL FUND	2.152.530
AGENTE:NORTHERN TRUST -LO/MT AGREEMENT BETWEEN PFIZER&NT COMPANY	708.657
AGENTE:NORTHERN TRUST -LO/TYCO ELECTRONICS RETIREMENT SAVINGS AND	96.780
AGENTE:NORTHERN TRUST -LO/CATERPILLAR INC MASTER RETIRE TRUST	1.067.912
AGENTE:NORTHERN TRUST -LO/NT INVESTMENT FUNDS PUBLIC LTD CO	195.242
RICHIEDENTE:UBS AG-LONDON BRANCH SA AG LDN CLIENT IPB CLIENT AC/ARROWSTREET EAFE ALPHA EXTENSION FUND II	681.942
AGENTE:NORTHERN TRUST -LO/CUMMINS ENGINE AFFILIATES INVEST	265.110
AGENTE:MIZUHO TRUST BKG-LUX/TRUST & CUSTODY SERVICES BANK LTD AS TRUSTEE FOR PENSION INVESTMENT FUND TRUST NUMBER 21	135.891
AGENTE:MIZUHO TRUST BKG-LUX/TRUST & CUSTODY SERVICES BANK LTD AS TRUSTEE FOR PENSION INVESTMENT FUND TRUST NUMBER 30	9.903
AGENTE:HONGKONG/SHANGHAI BK/THE MANUFACTURERS LIFE INSURANCE COMPANY	208.327
AGENTE:BROWN BROTHERS HARR/URS CORPORATION 401(K) PLAN	184.168
AGENTE:BROWN BROTHERS HARR/GMO DEVELOPED WORLD EQUITY INVESTMENT FU	730.555
AGENTE:JP MORGAN CHASE BANK/AQR GLOBAL EQUITY FUND	67.592
AGENTE:JP MORGAN CHASE BANK/THE DELTA MASTER TRUST	109.308
AGENTE:JP MORGAN CHASE BANK/SBC MASTER PENSION TRUST SBC MASTER PENSION TRUST 208	581.689
AGENTE:JP MORGAN CHASE BANK/THE MASTER TRUST BANK OF JAPAN, LTD AS TRUSTEE FOR MUTB400045796	3.578.984
AGENTE:JP MORGAN CHASE BANK/VAUXHALL MOTORS LIMITED PENSION PLAN	430.087
AGENTE:JP MORGAN CHASE BANK/C&J CLARK PENSION FUND	148.141
AGENTE:JP MORGAN CHASE BANK/SUPERANNUATION FUNDS MANAGEMENT CORPORATION OF SOUTH AUSTRALIA	84.464
AGENTE:JP MORGAN CHASE BANK/LABOR PENSION FUND SUPERVISORY COMM TTEE-LABOR PENSION FUND 13.F.	175.173
AGENTE:JP MORGAN CHASE BANK/LABOR PENSION FUND SUPERVISORY COMMITTEE-LABOR PENSION FUND 13.F. NO 172	153.470
AGENTE:JP MORGAN CHASE BANK/GOVERNMENT SUPERANNUATION FUND	396.069
AGENTE:JP MORGAN CHASE BANK/VANGUARD CARBON AWARE INTERNATIONAL SHAR	43.464
AGENTE:JP MORGAN CHASE BANK/NEW WORLD FUND, INC	12.447.069
AGENTE:JP MORGAN CHASE BANK/BT INSTITUTIONAL CORE GLOBAL SHARE SECTO	63.062
AGENTE:JP MORGAN CHASE BANK/BT INSTITUTIONAL INTERNATIONAL SHARE INT	169.650
AGENTE:JP MORGAN CHASE BANK/BT WHOLESALE CORE HEDGED GLOBAL SHARE FU	21.579
AGENTE:RBC INVESTOR SERVICE/CHEVRON CANADA LIMITED MASTER TRUST	95.249
AGENTE:BROWN BROTHERS HARR/FIDELITY SELECT PORTFOLIOS: BROKERAGE AND INVESTMENT MANAGEMENT PORT	630
AGENTE:PICTET & CIE/RAIFFEISEN INDEX FONDS	37.729
AGENTE:JP MORGAN CHASE BANK/SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	66.315
RICHIEDENTE:UBS AG-LONDON BRANCH SA AG LDN CLIENT IPB CLIENT AC/ARROWSTREET GLOBAL ALPHA EXTN FUND I	1.065.791
AGENTE:RBC INVESTOR SERVICE/LGT MULTI MNGR FD II	214.276
RUSSELL GLOBAL EQUITY FUND .	130.185
RUSSELL GLOBAL EQUITY POOL	56.336
AAA NORTHERN CALIFORNIA NEVADA & UTAH INSURANCE EXCHANGE	299.860
CASEY FAMILY PROGRAMS	180.295

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BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	3.558.427
KEYSPAN CORPORATION PENSION MASTER TRUST	107.975
LVIP TEMPLETON GROWTH FUND .	552.660
POINT BEACH UNIT 1 AND UNIT 2 NQ TRUST-ACCOUNTING MECHANISM	18.280
INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	790.229
CC & L ARROWSTREET EAFE EQUITY FUND	668.368
RR DONNELLEY SAVING PLAN MASTERTRUST	280.825
SHELL PENSION TRUST .	498.026
WELLPOINT MASTER TRUST	154.729
ARROWSTREET MULTI STRATEGY UMBRELLA PLC	2.269.836
BUCKINGHAMSHIRE COUNTY COUNCIL PENSION FUND	61.664
POLARIS FUND-GEO EQUITY GLOBALEI	973.898
FRANKLIN TEMPLETON INTERNATIONAL TRUST-F.T. GLOBAL ALLOCATION FD	19.987
TEMPLETON GROWTH FUND ISS 88 FRANKLIN TEMPLETON	490.276
AGENTE:BQUE FEDERATIVE-STR/FCPE FLEURY MICHON DIVERFISIE	6.992
SICAV AMUNDI ACTIONS EURO ISR	285.012
FCP CAVEC METROPOLE DIVERSIFIE	500.000
RICHIEDENTE:CBLDN S/A LEGAL AND GENERAL/LEGAL AND GENERAL ASSURANCE SOCIETY LIMITED	959.520
AGENTE:NORTHERN TRUST -LO/INT.MONETARY FUND STAFF RET.PLAN	18.707
AGENTE:NORTHERN TRUST -LO/UNION PACIFIC CORP MASTER RET TRUST	223.191
LOCAL 705 INTERNATIONAL BROTHERHOOD OF TEAMSTERS PENSION FUND	46.951
BLACKROCK LIFE LIMITED	12.942.109
EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	52.590
EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	4.363.521
EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	4.000.619
FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	240.000
EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	528.426
FCPE TECHNIP DYNAMIQUE	9.461
FCP LCL TRIPLE HORIZON AV(FEV 2011)	15.022
FCPE FODEP	50.762
FCP ERAFP ACTIONS EUROS2 ROBECO	1.250.000
AMUNDI FUNDS EQUITY EUROLAND VALUE	22.572
FONDACO ROMA GLOBAL EQUITY SATELLITE II	50.302
FONDACO ROMA EURO BALANCED CORE	37.448
BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	105.700
BLACKROCK EUROFUND	480.112
HARTFORD INTERNATIONAL GLOBAL EQUITY (EX-JAPAN) INDEX FUND	338.078
THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY	352.792
ING DUURZAAM REND BASIS FUND	186.307
CONSTRUCTION AND BUILDING UNIONS SUPERANNUATION FUND	113.870
PENN SERIES DEVELOPED INTERNATIONAL INDEX FUND	33.711
AGENTE:STATE STREET BANK AND TRUST COMPANY/MANUFACTURERS AND TRADERS TRUST COMPANY	8.360
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FINANCIAL INDUSTRIES FUND	392.730
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK VAR INS TRUST STRATEGIC EQUITY ALLOCATION TRUST	744.543
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION FUND	329.982
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM INTERNATIONAL GROWTH EQUITY TRUST	123.926
AGENTE:STATE STREET BANK AND TRUST COMPANY/SISTERS OF MERCY OF NORTH CAROLINA FOUNDATION INC	7.239
AGENTE:STATE STREET BANK AND TRUST COMPANY/HBOS INTERNATIONAL INV FUNDS ICVC-EUROPEAN FUND	121.472
AGENTE:STATE STREET BANK AND TRUST COMPANY/FRIENDS LIFE COMPANY LIMITED	18.000
AGENTE:STATE STREET BANK AND TRUST COMPANY/MET INVESTOR SERIES TRUST-ALLIANC GLOBAL DYNAMIC ALL PTF	379.854
AGENTE:STATE STREET BANK AND TRUST COMPANY/COMBUSTION ENGINEERING 524(G) ASBESTOS PI TRUST	17.260
AGENTE:STATE STREET BANK AND TRUST COMPANY/EVA VALLEY - MAI LLC	5.455
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCHRODER GLOBAL BLEND FUND (CANADA)	47.135
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE GM CANADA DOMESTIC TRUST	30.432
AGENTE:STATE STREET BANK AND TRUST COMPANY/STICHTING BEWAARBEDRIJF BLACKROCK	277.697
AGENTE:STATE STREET BANK AND TRUST COMPANY/ING DIRECT STREETWISE EQUITY GROWTH FUND	4.944
AGENTE:STATE STREET BANK AND TRUST COMPANY/SUNAMERICA SERIES TRUST INTERNATIONAL GROWTH AND INCOME PTF	468.453
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR MSCI ACWI IMI ETF	735
AGENTE:STATE STREET BANK AND TRUST COMPANY/COMPASS AGE LLC	33.444
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM WORLD TRUST	8.021

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AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA DOW JONES SUSTAINABILITY WORLD EX-AUSTRALIA INDEX TRUST	28.960
AGENTE:STATE STREET BANK AND TRUST COMPANY/GOVERNMENT PENSION FUND	488.259
AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE STREET GLOBAL ADVISORS EXEMPT UNIT TRUST	246.654
AGENTE:STATE STREET BANK AND TRUST COMPANY/UBS (IRL) ETF PLC	3.614
AGENTE:STATE STREET BANK AND TRUST COMPANY/NEW YORK STATE TEACHERS RETIREMENT SYSTEM	184.421
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES MSCI WORLD INDEX FUND	874
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES (DE) I INVSFT MIT TGV FOR ISHS STOXX EUROPE600 BANKS	2.388.554
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK AM DE FOR ISHARES DJ EUROZONE SUST SCREENED (DE)	324.338
AGENTE:BROWN BROTHERS HARR/FIDELITY SPARTAN GLOBAL EX US INDEX FUND	48.681
AGENTE:BNP PARIBAS 2S-PARIS/HENDERSON OEIC	63.188
AGENTE:BNP PARIBAS 2S-PARIS/HENDERSON STRATEGIC INVESTMENT FUNDS	557.678
AGENTE:BPSS -FRANKFURT/DEKA FUNDMASTER INVEST MBH FID HAEK RENT	297.552
AGENTE:BPSS -FRANKFURT/BAYVK G1 BVK INDEX	311.565
AGENTE:PICTET & CIE/CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	74.894
AGENTE:JP MORGAN BANK IRELA/ADEPT INVESTMENT MANAGEMENT PLC	115.662
AGENTE:JP MORGAN CHASE BANK/BANCO CENTRAL DE TIMOR EST	472.175
AGENTE:JP MORGAN CHASE BANK/STATE SUPER FINANCIAL SERVICES AUSTRALIA	56.731
AGENTE:JP MORGAN CHASE BANK/FAMANDS PENSAM INVEST PSI 10 GLOBALE AKT	63.456
AGENTE:JP MORGAN CHASE BANK/YOUNG MENS CHRISTIAN ASSOCIATION RETIREM	239.725
AGENTE:JP MORGAN CHASE BANK/VARIABLE PORTFOLIO - DFA INTERNATIONAL VALUE FUND	1.123.446
AGENTE:JP MORGAN CHASE BANK/REYNOLDS AMERICAN DEFINED BENEFIT MASTER	626.309
AGENTE:JP MORGAN CHASE BANK/JNL/BLACKROCK GLOBAL ALLOCATION FUND	100.637
AGENTE:JP MORGAN CHASE BANK/NORGES BANK (CENTRAL BANK OF NORWAY)	2.635.954
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE INTERNATIONAL EQUITY INDEX	148.735
AGENTE:JP MORGAN CHASE BANK/STATE STREET GLOBAL ADVISORS GROSS ROLL UP UNIT TRUST	175.733
AGENTE:JP MORGAN CHASE BANK/GAM GLOBAL DIVERSIFIED	740.937
AGENTE:JP MORGAN CHASE BANK/FAMANDSFOREPENSAM INVEST PSI 31 EUROPA A	157.538
AGENTE:JP MORGAN CHASE BANK/STICHTING PENSIOENFONDS MEDISCH SPECIALI	10.681
AGENTE:JP MORGAN CHASE BANK/STICHTING PENSIOENFONDS VOPAK	244.911
AGENTE:JP MORGAN CHASE BANK/VANGUARD FID COMPANY EUROPEAN STOCK INDE	208.922
AGENTE:JP MORGAN CHASE BANK/COLUMBIA OVERSEAS VALUE FUND	332.613
AGENTE:RBC INVESTOR SERVICE/ELECTRIC AND GENERAL INVESTMENT FUND	474.601
AGENTE:MIZUHO TRUST BKG-LUX/NIKKO AM WORLD FDS-AM INTECH GLOBAL CORE FUND	34.244
AGENTE:NORTHERN TRUST -LO/RBS ATF BARING EUROPEAN GROWTH TRUST	548.228
AGENTE:NORTHERN TRUST -LO/PUBLIC SCHOOL TEACHERS PNS E RET.FND CHICAGO	103.531
AGENTE:NORTHERN TRUST -LO/CATERPILLAR INC GROUP INSURANCE PLAN TRUST	65.546
AGENTE:NORTHERN TRUST -LO/THE MASTER TRUST OF JAPAN	26.025
AGENTE:NORTHERN TRUST -LO/LTW GROUP HOLDINGS, LLC	33.826
AGENTE:NORTHERN TRUST -LO/ARGA GLOBAL FUND	9.291
AGENTE:NORTHERN TRUST -LO/COLORADO PUBLIC EMPLOYEES RETIREMENT	1.346.829
AGENTE:NORTHERN TRUST -LO/STATES OF JERSEY COMMON INVESTMENT FUND	43.601
AGENTE:NORTHERN TRUST -LO/JTW TRUST NO. 3 UAD 9/19/02	15.584
AGENTE:NORTHERN TRUST -LO/JTW TRUST NO. 1 UAD 9/19/02	10.263
AGENTE:NORTHERN TRUST -LO/JTW TRUST NO. 4 UAD 9/19/02	24.369
AGENTE:NORTHERN TRUST -LO/JTW TRUST NO. 2 UAD 9/19/02	10.195
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 3	7.972
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 1	31.429
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 10	33.420
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 11	6.254
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 6	33.209
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 4	7.443
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 9	26.251
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 8	14.286
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 2	4.682
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 7	14.286
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO 5	20.158
AGENTE:NORTHERN TRUST -LO/HRW TESTAMENTARY TRUST NO. 12	6.119
AGENTE:JP MORGAN CHASE BANK/FRANKLIN TEMPLETON FOREIGN SECURITIES FU	4.430.841
AGENTE:JP MORGAN CHASE BANK/ONEPATH GLOBAL SHARES - LARGE CAP (UNHEDGED) INDEX POOL	101.217
AGENTE:JP MORGAN CHASE BANK/SCHRODERS RETIREMENT BENEFITS SCHEME	77.983
RICHIEDENTE:GOLDMAN SACHS & CO./APPALOOSA INVESTMENT L.P 1	1.052.079
RICHIEDENTE:GOLDMAN SACHS & CO./PALOMINO FUND LTD	1.499.098
RICHIEDENTE:GOLDMAN SACHS & CO./THOROUGHNBRED MASTER LTD	376.081
RICHIEDENTE:GOLDMAN SACHS & CO./THOROUGHNBRED FUND LP	364.584

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STICHTING PENSIOENFONDS CARIBISCH	6.981
AZL BLACKROCK GLOBAL ALLOCATIONFUND	84.390
IBERDROLA USA DEFINED BENEFIT MASTER TRUST I	455.538
STICHTING CZ FUND DEPOSITARY	65.909
AGENTE:NORTHERN TRUST -LO/EXELON PEACH BOTTOM UNIT 1 QUALIFIED FUND	4.466
TD EMERALD INTERNATIONAL EQUITYINDEX FUND	978.686
MASSEY FERGUSON WORKS PENSION SCHEME	6.259
RICHIEDENTE:CBNY S/A AGF ALL WORLD TAX ADV GR/AGF INTERNATIONAL STOCK CLASS	1.732.521
RICHIEDENTE:CBNY S/A AGF ALL WORLD TAX ADV GR/AGF GLOBAL VALUE CLASS	129.600
RICHIEDENTE:CBNY S/A AGF ALL WORLD TAX ADV GR/AGF EUROPEAN EQUITY CLASS	1.155.834
RICHIEDENTE:CBLDN SA STICHTING PGGM DEPOSITORY/STICHTING PGGM DEPOSITORY	3.044.818
BOA PERAMETRIC	25.325
ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	480.000
EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	1.144.286
RICHIEDENTE:UBS AG-LONDON BRANCH SA AG LDN CLIENT KAIROS HEDGE FUND/KAIROS PARTNERS	400.000
SGR SPA KAIROS ITALIA	
EIS EUROPE EQUITIES	32.000
EEF EQUITY EUROPE	64.494
EEF EQUITY ITALY	870.768
PB EQUITY EUR	1.768.000
EEF EQUITY FINANCIAL LTE	52.000
EMAF DYNAMIC	30.000
EEF EQUITY EUROPE LTE	502.000
EEF EQUITY EURO LTE	160.000
EEF EQUITY ITALY LTE	557.000
ROSSINI LUX FUND AZIONARIO EURO	23.000
ROSSINI LUX FUND BILANCIATO	1.000
MEDIOLANUM GESTIONE FONDI SGR SPA	2.000.000
ANIMA SGR SPA - PRIMA GEO ITALIA	1.700.000
EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	1.782.402
EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	135.759
FCP AMUNDI PULSACTIONS	654.358
SICAV AMUNDI SELECT EUROPE	150.000
CPR MM EURO ACTIONS	66.321
FCP ARRCO LONG TERME C	214.810
CPR RENAISSANCE MONDE	94
ABELIO-SR	112.818
FCP PREDIQUANT A2	71.053
CPR EUROLAND	154.620
FCP CPR ACTIVE EUROPE	35.485
FDC A2	21.037
CPR PROGRES DURABLE EUROPE	50.484
AGIRA LARGE CAP EURO C	92.021
VILLIERS ALTO	79.360
FCP MEDI ACTIONS EURO	90.000
FCP AMUNDI HORIZON	10.548
IBM FRANCE	156.000
HAMELIN DIVERSIFIE FLEX II	31.379
FCP CARPIMKO EUROPE	175.775
FCP VILLIERS DIVERSIFIE CPR AM	540.145
FCP VILLIERS ACTIONS AGI	2.225.000
VILLIERS DIVERSIFIE AGI	880.000
VANGUARD INVESTMENTS EUROPE SA	2.188.661
AMUNDI LOT53 FRR02J	71.431
AMUNDI FUNDS EQUITY GLOBAL RESOURCES	1
AMUNDI FUNDS GLOBAL AGRICULTURE	243.654
AMUNDI FUNDS INDEX EQUITY EURO	202.894
AMUNDI FD INDEX NORTH AMERICA	254.253
AMUNDI FUNDS GLOBAL EQUITIES	330.968
AMUNDI FUNDS EQUITY GLOBAL GOLDMINES	1
ARCA SGR FONDO ARCA AZIONI ITALIA	4.800.000
ARCA SGR FONDO ARCA BB	1.200.000
UNION INVESTMENT PRIVATFONDS	120.000
FCP DIVERSIFIE D AND O CPR 10 PL	14.766
ING STAR FUND	2.000.000
LO SELECTION THE VEMIDAM CSA LO	120.000
KOMUNAL LANDSPENSJONSKASSE GJENSIDIG FOR	88.664
GOVERNMENT EMPLOYEES SUPERANNUATION_ BOARD	279.527
THE GREAT EASTERN LIFE ASSURANCE COMPANY LIMITED	7.290

UniCredit S.p.A.
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*** LIST OF PROXY GIVERS ***

STANLIB FUNDS LIMITED STANDARD BANK HOUSE	78.846
INVESTIN PRO F.M.B.A.	883.152
ALLIANZ GLOBAL INVESTORS KAPITALANLA GESELSCHAFT MBH AG	447.335
ALLIANZ GLOBAL INVESTORS EUROPEGMBH ALD FONDS	229.803
ADVANCED SERIES TRUST AST FRANKLIN TEMPLETON FOUNDING FD ALLOCAT	3.376.677
WM POOL EQUITIES TRUST NO.38	93.478
ADVANCED SERIES TRUST-AST SCHRODERS GLOBAL TACTICAL PORTFOLIO	130.190
CHALLENGE FUNDS	965.000
KAIROS INTERNATIONAL SICAV - SELECTION	100.000
ANIMA SGR SPA - FONDO ANIMA ITALIA	800.000
BAYERNINVEST KAG MBH	906.092
AGENTE:NOMURA BK SA LUXEMB/WIF-EUROPE DISCOVERY FUND	410.000
AGENTE:DANSKE BANK S/A/LPIP AKT GLOBALE II	93.182
AGENTE:BROWN BROTHERS HARR/INTERANTIONAL PORT VANGUARD VAR INS FUND	3.920.009
AGENTE:BROWN BROTHERS HARR/JTSB STB DAIWA STOCK INDEX FUND 9807	106.869
AGENTE:BROWN BROTHERS HARR/GMO INTL GROWTH EQUITY FUND	450.680
AGENTE:BROWN BROTHERS HARR/DELAWARE INTERNATIONAL VALUE EQUITY TRUS	49.283
AGENTE:BROWN BROTHERS HARR/VANGUARD FUNDS PLC	9.811
AGENTE:BROWN BROTHERS HARR/GMO INT INTRINSIC VALUE EXTEND MARKETS F	223.009
AGENTE:HONGKONG/SHANGHAI BK/ALLIANZ GLOBAL INVESTOR PREMIER	371.889
AGENTE:BNP PARIBAS 2S-PARIS/FCP BNP PARIBAS ACTIONS EUROLAND	940.647
AGENTE:BNP PARIBAS 2S-PARIS/FCP FEDERIS ACTION	349.600
AGENTE:BNP PARIBAS 2S-PARIS/FCP SURVAL 21	40.530
AGENTE:BNP PARIBAS 2S-PARIS/NAVARRE INVESTISSEMENT	14.436
AGENTE:BNP PARIBAS 2S-PARIS/FCP CAMGEST.SIT.SPECIAL.	75.000
AGENTE:BNP PARIBAS 2S-PARIS/CAMGETSION ACTIONS RENDEMENT	192.173
AGENTE:BP2S LUXEMBOURG/MM INSTITUTIONAL FUNDS PLC	612.295
AGENTE:BP2S LUXEMBOURG/BNP PARIBAS LI	139.019
AGENTE:BNP SS SIDNEY BRANCH/HOUR GLASS INTERNAT SHARES SECTOR TRUST	94.488
AGENTE:BNP SS SIDNEY BRANCH/HOUR-GLASS INDEXED INT SHARES SEC TRUST	75.354
AGENTE:BNP SS SIDNEY BRANCH/FUTURE DIRECTIONS CORE INT SHARE FUND 2	2.077.282
AGENTE:BNP SS SIDNEY BRANCH/WHOLESALE UNIT TRUST GLOBAL INDEX SHARES	65.192
AGENTE:BNP SS SIDNEY BRANCH/WHOLESALE UNIT TRUST GLOBAL SHARES F 4	189.070
AGENTE:BNP SS SIDNEY BRANCH/IPAC SPECIALIST INV STR INT SHARE STR	963.726
AGENTE:BNP SS SIDNEY BRANCH/WHOLESALE GLOBAL EQUITY INDEX FUND	78.306
AGENTE:BNP SS SIDNEY BRANCH/MULTIMIX WHOLESALE INT SHARES TRUST	88.512
AGENTE:BNP SS SIDNEY BRANCH/AUSTRALIAN CATHOLIC SUPERAN RETIREM FUND	72.261
AGENTE:BQUE FEDERATIVE-STR/FCP ARPEGE ACTIONS	20.000
AGENTE:BQUE FEDERATIVE-STR/FCP UNION LONG SHORT EUROPE	91.293
AGENTE:BQUE FEDERATIVE-STR/FCPE ACCOR DIVERSIFIE	35.000
AGENTE:BQUE FEDERATIVE-STR/FCP DAY SOLVAY	55.000
AGENTE:BQUE FEDERATIVE-STR/CM-CIC PERSPECTIVE STRATEGIE 50	39.305
AGENTE:BQUE FEDERATIVE-STR/SICAV C I P E C	65.000
AGENTE:BQUE FEDERATIVE-STR/FCPE COFACE	10.000
AGENTE:BQUE FEDERATIVE-STR/FCP_CAGNI	30.000
AGENTE:BQUE FEDERATIVE-STR/FCPE BARCLAYS DIVERIFIE ACTIONS	50.000
AGENTE:BQUE FEDERATIVE-STR/FCPE THALES AVIONICS	25.000
AGENTE:BQUE FEDERATIVE-STR/STAUBLI 80 20 CREDIT MUTUEL FCPE	10.000
AGENTE:BQUE FEDERATIVE-STR/STAUBLI 50 50 CREDIT MUTUEL FCPE	10.000
AGENTE:BQUE FEDERATIVE-STR/FCP SKF DIVERSIFIE 8434	12.000
AGENTE:BQUE FEDERATIVE-STR/SICAV MONT	110.000
AGENTE:BQUE FEDERATIVE-STR/FCPE PIPE LINE SUD EUROPEEN	11.000
AGENTE:BQUE FEDERATIVE-STR/FCP METSO MINERALS	21.000
AGENTE:BQUE FEDERATIVE-STR/LEXMARK DYNAMIQUE	15.000
AGENTE:BQUE FEDERATIVE-STR/FCP GROUPE FORD FRANCE	45.000
AGENTE:BQUE FEDERATIVE-STR/FCP GROUPE BROSSETTE	35.000
AGENTE:BQUE FEDERATIVE-STR/1448 FCPE GE FACTOFrance	15.000
AGENTE:BQUE FEDERATIVE-STR/1584 FCP FERTILSODEBO	15.000
AGENTE:BQUE FEDERATIVE-STR/FCP ESSO DIVERSIFIE	100.000
AGENTE:BQUE FEDERATIVE-STR/FCP CRYOSTAR FRANCE	3.300
AGENTE:BQUE FEDERATIVE-STR/FCP CH RIVER LABORATOIRES FRANCE	10.000
AGENTE:BQUE FEDERATIVE-STR/FCP BIO MERIEUX AVENIR	23.000
AGENTE:BQUE FEDERATIVE-STR/1262 FCP BEHR FRANCE	800
AGENTE:PICTET & CIE/PICTET&CIE/DTA 15 PERCENT (DIV) - FULL TAX (INT)	503.129
AGENTE:JP MORGAN BANK LUXEM/MOMENTUM INVESTMENT FUNDS SICAV-SIF	43.370
AGENTE:JP MORGAN BANK LUXEM/T. ROWE PRICE KIKANTOUSHIKA-MUKE FUNDS F	291.724
AGENTE:JP MORGAN BANK LUXEM/SINGLE SELECT PLATFORM	309.345
AGENTE:JP MORGAN BANK IRELA/BLACKROCK INSTITUTIONAL POOLED FUND PLC	3.092
AGENTE:JP MORGAN BANK IRELA/FEDERATED UNIT TRUST	1.357.613

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*** LIST OF PROXY GIVERS ***

AGENTE:JP MORGAN CHASE BANK/NFS LIMITED	588.102
AGENTE:JP MORGAN CHASE BANK/SCHRODER GLOBAL ENHANCED INDEX FUND	455.087
AGENTE:JP MORGAN CHASE BANK/NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	201.320
AGENTE:JP MORGAN CHASE BANK/IBBOTSON SHARES HIGH OPPORTUNITIES TRUST	10.928
AGENTE:JP MORGAN CHASE BANK/PEOPLE'S BANK OF CHINA FOREIGN EXCH	1.340.865
AGENTE:JP MORGAN CHASE BANK/WSSP INTERNATIONAL EQUITIES TRUST	47.096
AGENTE:JP MORGAN CHASE BANK/JPMORGAN CHASE BANK - PB - UNITED STATES FOUNDATIONS - CRA TREATY	12.414
AGENTE:JP MORGAN CHASE BANK/JPMORGAN CHASE BANK	15.991
AGENTE:JP MORGAN CHASE BANK/BLACKROCK WHOLESALE INDEXED INTERNATIONAL	371.106
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE FINANCIAL SERVICES FUND INC	526.940
AGENTE:JP MORGAN CHASE BANK/TEMPLETON EAFE DEVELOPED MARKETS FUND	666.054
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE VALUE FUND INC	7.783.765
AGENTE:JP MORGAN CHASE BANK/BLACKROCK FISSION INDEXED INTL EQUITY FD	195.207
AGENTE:JP MORGAN CHASE BANK/TRUSTEE FOR INTERNATIONAL EQUITIES SECTO	144.229
AGENTE:JP MORGAN CHASE BANK/EQUITY TRUSTEES AS RESPONSIBLE ENTITY FOR T. ROWE PRICE GLOBAL EQUITY FUND	658.038
AGENTE:JP MORGAN CHASE BANK/AVIVA INVEST FUND DIVERSIFIED STRATEGY F	24.521
AGENTE:JP MORGAN CHASE BANK/FIDELITY INVESTMENT FUNDS - FIDELITY MONEYBUILDER WORLD INDEX FUND	4.501
AGENTE:JP MORGAN CHASE BANK/CITY OF PHILADELPHIA PUBLIC RETIREMENT	54.819
AGENTE:JP MORGAN CHASE BANK/JNL/T.ROWE PRICE VALUE FUND	803.090
AGENTE:JP MORGAN CHASE BANK/JNL/MELLON CAPITAL MANAGE INTNAL INDEX F	652.517
AGENTE:JP MORGAN CHASE BANK/JNL/FRANKLIN TEMPLETON GLOBAL GROWTH FUN	1.596.139
AGENTE:JP MORGAN CHASE BANK/THE PUBLIC SCHOOL RETIREMENT SYSTEM OF MISSOURI	21.426
AGENTE:JP MORGAN CHASE BANK/THE PUBLIC EDUCATION EMPLOYEE RETIREMENT SYSTEM OF MISSOURI	9.767
AGENTE:JP MORGAN CHASE BANK/EQ ADVISORS TST - ATM INTERNATIONAL PORT	472.846
AGENTE:JP MORGAN CHASE BANK/T. ROWE PRICE INSTITUTIONAL GLOBAL LARGE CAP EQUITY FUND T ROWE PRICE	321.020
AGENTE:JP MORGAN CHASE BANK/T. ROWE PRICE INTERNAT GROWTH & INCOME F	4.799.871
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE PERSONAL STRATEGY GROWTH FU	161.486
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE PERSONAL STRATEGY INCOME FU	81.882
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE PERSONAL STRATEGY BALANCED	179.241
AGENTE:JP MORGAN CHASE BANK/T. ROWE PERSONAL STRATEGY BALANCED PORTF	16.623
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE GLOBAL STOCK FUND	466.344
AGENTE:JP MORGAN CHASE BANK/COMMINGLED PENSION FUND ENHANCED INDEX)	27.665
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE BALANCED FUND INC	261.174
AGENTE:JP MORGAN CHASE BANK/GOLDMAN SACHS STRUCTURED INTERNATIONAL TAX MANAGED EQUITY FUND	135.322
AGENTE:JP MORGAN CHASE BANK/THE MASTER TRUST BANK OF JAPAN LTD	12.592.534
AGENTE:JP MORGAN CHASE BANK/ARAB FUND FOR ECONOMIC AND SOCIAL DEVELO	5.654
AGENTE:JP MORGAN CHASE BANK/PLUMBING & MECHANICAL SERV (UK) INDUSTRY	49.407
AGENTE:JP MORGAN CHASE BANK/BMW (UK) OPERATIONS PENSION SCHEME	287.274
AGENTE:JP MORGAN CHASE BANK/VAUXHALL & ASSOCIATED COMPANIES PENSION FUND	18.000
AGENTE:JP MORGAN CHASE BANK/MASTER TRUST BANK OF JAPAN, LTD. PENSION	3.699.445
AGENTE:JP MORGAN CHASE BANK/VANGUARD INTERNATIONAL GROWTH FUND	36.182.044
AGENTE:JP MORGAN CHASE BANK/SIERRA TEMPLETON INTERNAT EQUITY TRUST	309.619
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE RETIREMENT DATE TRUST	409.902
AGENTE:JP MORGAN CHASE BANK/SCHRODER INTERNATIONAL MULTI-CAP VALUE FUND	34.706
AGENTE:JP MORGAN CHASE BANK/T ROWE CONCENTRATED INTERNAT EQUITY FUND	15.764
AGENTE:JP MORGAN CHASE BANK/CHILDREN'S HEALTHCARE ATLANTIA INC	144.856
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE INTERNATIONAL VALUE EQUITY	490.176
AGENTE:JP MORGAN CHASE BANK/T ROWE PRICE US VALUE EQUITY TRUST	446.623
AGENTE:JP MORGAN CHASE BANK/SCHRODER GLOBAL QUALITY FUND	28.628
AGENTE:JP MORGAN CHASE BANK/THE HARTFORD INTERNATIONAL SMALL CO	30.681
AGENTE:JP MORGAN CHASE BANK/THE HARTFORD INTERNATIONAL GROWTH FUND	238.977
AGENTE:JP MORGAN CHASE BANK/ROCHE DIAGNOSTICS CORPORATION CASH ACCUM	446.600
AGENTE:JP MORGAN CHASE BANK/SIMON MARKETABLE, L.P.	23.833
AGENTE:JP MORGAN CHASE BANK/T.ROWE PRICE INSTITUTIONAL GLOBAL LARGE CAP EQUITY FUND	14.312
AGENTE:JP MORGAN CHASE BANK/PROVEDA GLOBAL EQUITY, LP	3.052
AGENTE:JP MORGAN CHASE BANK/JPMORGAN GLOBAL RESEARCH ENHANCED INDEX FUND	20.802
AGENTE:JP MORGAN CHASE BANK/MFS INTERNATIONAL RESEARCH EQUITY LLC	30.134
AGENTE:JP MORGAN CHASE BANK/ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	8.809
AGENTE:JP MORGAN CHASE BANK/FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-US FACTOR TILT INDEX FUND	23.114
AGENTE:RBC INVESTOR SERVICE/SUN LIFE MFS INTERNATIONAL VALUE FUND	205.083
AGENTE:RBC INVESTOR SERVICE/ASSOCIATION BIENF RETR POL VILLE MONTREAL	50.946
AGENTE:RBC INVESTOR SERVICE/MB CANADIAN EQUITY PLUS FUND	15.822

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*** LIST OF PROXY GIVERS ***

AGENTE:RBC INVESTOR SERVICE/MB GLOBAL EQUITY FUND	1.247.909
AGENTE:RBC INVESTOR SERVICE/MANULIFE GLOBAL OPPORTUNITIES FUND	1.007
AGENTE:RBC INVESTOR SERVICE/MANULIFE GLOBAL OPPORTUNITIES BALANCED F	78.047
AGENTE:RBC INVESTOR SERVICE/LOUISBOURG EAFE FUND	16.721
AGENTE:HSBC BANK PLC/CENTRAL FINANCE BOARD OF THE METHODIST	35.000
AGENTE:HSBC BANK PLC/HSBC FTSE EPRA/NAREIT DEVELOPED ETF	247.134
AGENTE:HSBC BANK PLC/TUTMAN B&CE CONTRACTED-OUT PENSION SCHEM	78.403
AGENTE:THE BANK OF NOVA SCOTIA/SCOTIA CANADIAN TACTICAL ASSET ALL FUND	147.242
AGENTE:NORTHERN TRUST -LO/OSPREY POINT INVESTMENTS II LIMITED	46.920
AGENTE:NORTHERN TRUST -LO/NATIONAL WESTMINSTER BANK PLC AS DEPOSITARY OF BARING EUROPE EX UK LTD	828.554
AGENTE:NORTHERN TRUST -LO/ESSEX COUNTY COUNCIL PENSION FUND	43.379
AGENTE:NORTHERN TRUST -LO/ACORN 1998 TRUST	118
AGENTE:NORTHERN TRUST -LO/NTGI-QM COMMON DAILY EAFE INDEX FUND - N	134.545
AGENTE:NORTHERN TRUST -LO/HRW TRUST NO 2 UAD 01/17/03	10.797
AGENTE:NORTHERN TRUST -LO/HRW TRUST NO 1 UAD 01/17/03	10.797
AGENTE:NORTHERN TRUST -LO/HRW TRUST NO 4 UAD 01/17/03	12.829
AGENTE:NORTHERN TRUST -LO/HRW TRUST NO 3 UAD 01/17/03	12.829
AGENTE:NORTHERN TRUST -LO/RICHARD PELL	5.516
AGENTE:NORTHERN TRUST -LO/STANDARD CHARTERED PENSION FUND- 1	491.586
AGENTE:NORTHERN TRUST -LO/WILSHIRE INTERNATIONAL EQUITY FUND	3.314
AGENTE:NORTHERN TRUST -LO/SPECTRUM PRIVATE TRUST COMPANY LIMITED	406.253
AGENTE:NORTHERN TRUST -LO/ARTIO INTERNATIONAL EQUITY (CAYMAN) FUND	12.220
AGENTE:NORTHERN TRUST -LO/CHESS INTERNATIONAL PROPERTIES, LTD.	5.380
AGENTE:NORTHERN TRUST -LO/THYSSEN GLOBAL INVESTMENTS CORP	17.511
AGENTE:NORTHERN TRUST -LO/GENERAL PENSION AND SOCIAL SECURITY AUTHORITY	68.000
AGENTE:NORTHERN TRUST -LO/NORTHERN TRUST UCITS COMMON CONTRACTUAL	145.596
AGENTE:NORTHERN TRUST -LO/BUNTING INTERNATIONAL DEVELOPED EQUITY TE LLC	6.977
AGENTE:NORTHERN TRUST -LO/DELFINCO, LP	25.661
AGENTE:NORTHERN TRUST -LO/DYNASTY INVEST, LTD	4.866
AGENTE:NORTHERN TRUST -LO/LTW INVESTMENTS LLC	11.878
AGENTE:NORTHERN TRUST -LO/QS INVESTORS DBI ALL COUNTRY GLOBAL EQUITY FUND LP	3.144
AGENTE:NORTHERN TRUST -LO/HONESTY LLC	751.500
AGENTE:NORTHERN TRUST -LO/DFE ASSET MANAGEMENT LLC	10.980
AGENTE:NORTHERN TRUST -LO/HSBC MULTIALPHA INTERNATIONAL POOLED FUND	49.875
AGENTE:NORTHERN TRUST -LO/COMMONWEALTH SUPERANNUATION CORP. ARIA	405.877
AGENTE:NORTHERN TRUST -LO/FELICIAN SISTERS OF NORTH AMERICA ENDOWM	72.560
AGENTE:NORTHERN TRUST -LO/ST. JOSEPH HEALTH SYSTEM	39.923
AGENTE:NORTHERN TRUST -LO/FIDELITY SALEM STREET TRUST	304.886
AGENTE:NORTHERN TRUST -LO/JULIUS BEAR GROUP TRUST	384.534
AGENTE:NORTHERN TRUST -LO/PARK FOUNDATION INC	41.090
AGENTE:NORTHERN TRUST -LO/ARTIO INTL EQUITY II FUND	21.251
AGENTE:NORTHERN TRUST -LO/UNILEVER CANADA PENSION FUND	183.875
AGENTE:NORTHERN TRUST -LO/ONTARIO PUBLIC SERVICE EMPLOYEES UNION P	756.264
AGENTE:NORTHERN TRUST -LO/BARING INTL UMBRELLA FUND	218.010
AGENTE:MIZUHO TRUST BKG-LUX/NIKKO AM INVESTMENT TRUST (LUXEMBOURG) - NIKKO AM INTECH KOKUSAI FUND	3.530
AGENTE:NORTHERN TR GLB SERV/IPM FUNDAMENTAL UMBRELLA FUND	272.384
AGENTE:ABN AMRO GLOBAL CUST/SECUREX LEVEN VERENIGING VOOR ONDERLINGE	203.988
AGENTE:STATE STREET BANK AND TRUST COMPANY/XEROX CORPORATION RETIREMENT & SAVINGS PLAN	294.405
AGENTE:STATE STREET BANK AND TRUST COMPANY/MERCK FAMILY FUND	11.930
AGENTE:STATE STREET BANK AND TRUST COMPANY/FIDELITY RUTLAND SQUARE TR II: STRAT ADV INT MULTI-MANAGER F	30.978
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK VARIABLE INS. TRUST INTERNATIONAL CORE TRUST	286.217
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK VARIABLE INSURANCE TRUST GLOBAL TRUST	1.629.069
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK VARIABLE INSURANCE TR INTERNATIONAL VALUE TRUST	3.587.452
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS III INTERNATIONAL GROWTH FUND	48.337
AGENTE:STATE STREET BANK AND TRUST COMPANY/CGE INVESTMENTS (NO. 2) S.A.R.L.	126.717
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK GLOBAL OPPORTUNITIES FUND	2.673.030
AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHN HANCOCK FUNDS II INTERNATIONAL GROWTH OPPORTUNITIES FUND	2.150.821
AGENTE:STATE STREET BANK AND TRUST COMPANY/MANULIFE ASSET MNGM TRUST COMPANY GLOBAL OPPORTUNITIES CTF	156.280
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM DYNAMIC ASSET ALLOCATION GROWTH	67.863

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*** LIST OF PROXY GIVERS ***

FUND	
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM DYNAMIC ASSET ALLOCATION BALANCED FUND	4.981
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VARIABLE TRUST - PUTNAM INTERNATIONAL VALUE FUND	287.199
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VAR TRUST - PUTNAM VT INT VALUE FUND	151.717
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM VAR TRUST - PUTNAM VT INT GROWTH FUND	57.874
AGENTE:STATE STREET BANK AND TRUST COMPANY/PUTNAM INTERNATIONAL GROWTH FUND	34.821
AGENTE:STATE STREET BANK AND TRUST COMPANY/MSCI EAFE EQUAL WEIGHT FUND	14.945
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS VARIABLE INSURANCE TRUST-MFS RESEARCH INT SERIES	138.597
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS GLOBAL MULTI-ASSET FUND	9.822
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN AIRLINES INC. PILOTS RET BENEFIT PROGRAM VAR INCOME	1.519.433
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALLIANCEBERNSTEIN BALANCED SHARES INC	7.980
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALLIANCEBERNST VAR PROD SER F INC.ALLIANCEB DYN ASSET ALL PTF	10.889
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR S+P WORLD EX AUSTRALIA FUND	3.534
AGENTE:STATE STREET BANK AND TRUST COMPANY/BOSTON COMMON	218.440
AGENTE:STATE STREET BANK AND TRUST COMPANY/LEHMAN BROTHERS ADVISOR SERIES - INTL GROWTH EQUITY LTD.	941.790
AGENTE:STATE STREET BANK AND TRUST COMPANY/AMERICAN CENTURY STRATEGIC ASSET ALL, INC. STRAT ALL CONS F	23.690
AGENTE:STATE STREET BANK AND TRUST COMPANY/JP TR SERV BK LTD ATF MATB MSCI KOKUSAI INDEX MOTHER F	314.032
AGENTE:STATE STREET BANK AND TRUST COMPANY/JP TR SERV BK LTD ATF FOR MATB MSCI INDEX SEL FUND- EUR PTF	1.794
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE MASTER TR BK OF JP LTD ATF INVESCO DEV COUNT EQ INDEX M F	267
AGENTE:STATE STREET BANK AND TRUST COMPANY/DIGNITY HEALTH	369.246
AGENTE:STATE STREET BANK AND TRUST COMPANY/DIGNITY HEALTH RETIREMENT PLAN TRUST	407.387
AGENTE:STATE STREET BANK AND TRUST COMPANY/MET INVESTORS SERIES TRUST- SCHRODERS GLOBAL MULTI-ASSET PTF	34.565
AGENTE:STATE STREET BANK AND TRUST COMPANY/CHIMCO ALPHA FUND, LLC	1.004.830
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE HALLIBURTON GROUP UK PENSION PLAN	10.397
AGENTE:STATE STREET BANK AND TRUST COMPANY/UNITED AIRLINES PILOT DIRECTED ACCOUNT PLAN TRUST	89.920
AGENTE:STATE STREET BANK AND TRUST COMPANY/DESJARDINS FIN SEC (DFS) BAILLIE GIFFORD INTL EQUITY FUND	791.787
AGENTE:STATE STREET BANK AND TRUST COMPANY/DELUXE CORPORATION MASTER TRUST	104.831
AGENTE:STATE STREET BANK AND TRUST COMPANY/FRANCISCAN ALLIANCE, INC.	194.910
AGENTE:STATE STREET BANK AND TRUST COMPANY/STICHTING F AND C MULTI MANAGER EUROPEAN EQUITY ACTIVE	238.711
AGENTE:STATE STREET BANK AND TRUST COMPANY/STICHTING TRUST F AND C UNHEDGE	502.171
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE GENERAL MOTORS CANADIAN HOURLY-RATE EMPL PENSION PLAN	66.489
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE GENERAL MOTORS CANAD RETIREMENT PROGR FOR SALARIED EEMPL	22.328
AGENTE:STATE STREET BANK AND TRUST COMPANY/TIFF INVESTMENT PROGRAM, INC - TIFF MULTI-ASSET FUND	104.657
AGENTE:STATE STREET BANK AND TRUST COMPANY/MM MSCI EAFE INTERNATIONAL INDEX FUND	56.409
AGENTE:STATE STREET BANK AND TRUST COMPANY/GMO IMPLEMENTATION FUND	576.579
AGENTE:STATE STREET BANK AND TRUST COMPANY/JANUS CAPITAL MANAGEMENT LLC	730
AGENTE:STATE STREET BANK AND TRUST COMPANY/SUNAMERICA SERIES TRUST INT DIVERSIFIED EQ PTF	95.813
AGENTE:STATE STREET BANK AND TRUST COMPANY/LAWRENCE LIVERMORE N S & LOS ALAMOS N S DEF BENEFIT PLAN G T	194.868
AGENTE:STATE STREET BANK AND TRUST COMPANY/ALLIANCEBERNSTEIN INTERNATIONAL ALL-COUNTRY PASSIVE SERIES	99.400
AGENTE:STATE STREET BANK AND TRUST COMPANY/MORGAN STANLEY INSTITUTIONAL FUND INC MULTI- ASSET PORTFOLIO	112.585
AGENTE:STATE STREET BANK AND TRUST COMPANY/INTECH INTERNATIONAL FUND	4.263
AGENTE:STATE STREET BANK AND TRUST COMPANY/NUVEEN SYMPHONY INTERNATIONAL EQUITY FUND	5.058
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE PHILLIPS 66 UK PENSION PLAN	32.250
AGENTE:STATE STREET BANK AND TRUST COMPANY/INTEL CORPORATION RETIREE MEDICAL PLAN TRUST	30.182

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AGENTE:STATE STREET BANK AND TRUST COMPANY/HONGKONG ELECTRIC DEFINED CONTRIBUTION SCHEME	28.045
AGENTE:STATE STREET BANK AND TRUST COMPANY/ROMAN CATHOLIC BISHOP OF SPRINGFIELD A CORPORATION SOLE	4.711
AGENTE:STATE STREET BANK AND TRUST COMPANY/THE WELLINGTON TR CO NAT ASS MULT C TR F TR, OPPORT EQ PTF	56.866
AGENTE:STATE STREET BANK AND TRUST COMPANY/WELLINGTON TR CO NA MULT COM TR FD TR T-SEL OPP INT GR PTF	42.197
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCOTTISH WIDOWS INV SOL F ICVC-FUNDAMENTAL INDEX GLB EQ F	473.385
AGENTE:STATE STREET BANK AND TRUST COMPANY/SCOTTISH WIDOWS INV SOLUTIONS F ICVC-EUROPEAN (EX UK) EQ FD	1.674.814
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	161.440
AGENTE:STATE STREET BANK AND TRUST COMPANY/SSGA MSCI EAFE FINANCIALS INDEX NONLENDING COMMON TRUST FUND	324.618
AGENTE:STATE STREET BANK AND TRUST COMPANY/BLACKROCK GLOBAL INDEX FUNDS	257.453
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS MERIDIAN FUNDS-STRATEGIC INCOME FUND	44.866
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES CORE MSCI EAFE ETF	189.350
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF	19.494
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES INTERNATIONAL FUNDAMENTAL INDEX FUND	165.529
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARTIO INTERNATIONAL EQUITY FUND	607.191
AGENTE:STATE STREET BANK AND TRUST COMPANY/ARTIO INTERNATIONAL EQUITY FUND II	383.358
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS VARIABLE INSURANCE TRUST II - MFS GLOBAL RESEARCH PTF	128.598
AGENTE:STATE STREET BANK AND TRUST COMPANY/MFS VARIABLE INSURANCE TRUST II - MFS RESEARCH INT PORTFOLIO	364.009
AGENTE:STATE STREET BANK AND TRUST COMPANY/IBM 401K PLUS PLAN	653.083
AGENTE:STATE STREET BANK AND TRUST COMPANY/TIAA-CREF INTERNATIONAL EQUITY FUND	10.500.764
AGENTE:STATE STREET BANK AND TRUST COMPANY/TIAA-CREF LIFE FUNDS - INTERNATIONAL EQUITY FUND	278.931
AGENTE:STATE STREET BANK AND TRUST COMPANY/MET INVESTOR SERIES TRUST-MFS RESEARCH INTERNATIONAL PTF	2.362.251
AGENTE:STATE STREET BANK AND TRUST COMPANY/DESJARDINS OVERSEAS EQUITY GROWTH FUND	1.163.016
AGENTE:STATE STREET BANK AND TRUST COMPANY/CITY OF HIALEAH EMPLOYEES' RETIREMENT SYSTEM	47.234
AGENTE:STATE STREET BANK AND TRUST COMPANY/MERCER NON-US CORE EQUITY FUND	2.074.152
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR GLOBAL DOW ETF	121.392
AGENTE:STATE STREET BANK AND TRUST COMPANY/MORGAN STANLEY INST F INC - ACTIVE INT ALLOCATION PTF	131.156
AGENTE:STATE STREET BANK AND TRUST COMPANY/MORGAN STANLEY INSTITUTIONAL FD TR - GLOBAL STRATEGIST PTF	618.954
AGENTE:STATE STREET BANK AND TRUST COMPANY/SPDR MSCI EUROPE ETF	259.671
AGENTE:STATE STREET BANK AND TRUST COMPANY/WORLD INDEX OLUS SECURITIES LENDING COMMON TRUST FUND	95.487
AGENTE:STATE STREET BANK AND TRUST COMPANY/ISHARES VI PUBLIC LIMITED COMPANY	4.823
ALLIANT TECHSYSTEMS INC DEFINEDBENEFIT MAST	16.364
BOSTON COMMON INTERNATIONAL FUND	496.445
CANSO CATALINA FUND	11.200
THE CHRYSLER CANADA INC.CANADIAN MASTER TRUST FUND	736.533
CANSO RECONNAISSANCE FUND	16.000
CANSO SALVAGE FUND	25.000
LYSANDER BALANCED FUND 100 YORKBLV	26.200
FIDELITY COMMONWEALTH TRUST II FID INTERNAT ENCHANGED INDEX FUND	1
ACHMEA VARIABLE SECURITIES HEALTH FUND	12.756
TELUS FOREIGN EQUITY ACTIVE BETA POOL	106.792
HEWLETT-PACKARD COMPANY MASTERTRUST	975.939
THE HEWLETT-PACKARD COMPANY 401 (K) PLAN	790.689
ST BEDRIJFSTAKPFD V/H SCHILDERS-AFW- GLASZE	440.105
ARCELORMITTAL USA LLC PENSION TRUST	47.931
DELAWARE GROUP FOUNDATION FUNDSDELAWARE FOUNDATION GROWTH ALLOC	42.777
BELEGGINSPOOL ACHMEA AANDELEN WERELD	13.597
DELAWARE GROUP FOUNDATION FDS DELAWARE FOUNDAT CONSERVATIVE ALL	31.500
STICHTING BEWAARDER ACHMEA BELEGGIN GSPOOLS	26.887
STICHTING ACHMEA GLOBAL EQUITY	8.817
WATER AND POWER EMPLOYEES RETIREMENT PLAN	820.178
LVIP DELAWARE FOUNDATION CONSERVATIVE ALLOCATION FUND	69.054

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*** LIST OF PROXY GIVERS ***

MISSOURI STATE EMPLOYEES RETIREMENT SYSTEM	354.318
SULTANATE OF OMAN MINISTRY OF DEFENCE PENSION FUND	52.038
POOL REINSURANCE COMPANY LIMITED	376.057
ARROWSTREET US GROUP TRUST	238.473
AON HEWITT GROUP TRUST	34.072
TD GLOBAL MULTI-CAP FUND	587.736
TENASKA INVESTMENT FUND LLC .	115.538
VERIZON MASTER SAVINGS TRUST .	30.646
BOSTON COMMON INTERNATIONAL CATHOLIC SRI FUND, LLC	786.010
CF INTERNATIONAL STOCK INDEX FUND ONE	268.505
DT INTERNATIONAL STOCK INDEX FUND ONE	433.540
BOSTON COMMON ALL COUNTRY INTERNAT IONAL FUND, LLC	100.195
BLACKROCK GLOBAL ALLOCATION FUND INC	11.556.225
BLACK ROCK GLOBAL ALLOCATION PORTFOL. OF BL. SERIES FUND INC	56.985
BLACKROCK GLOBAL ALLOCATION VIFUND OF BL.VAR.SERIES FUND INC	2.347.228
MFS RESEARCH INTERNATIONAL FDPFUND OF FDP SERIES, INC.	136.872
BLACKROCK GLOBAL ALLOCATION FUND (AUST)	207.510
BROWN BROTHERS HARRIMAN TRUSTEE SERVICES (IRELAND) LIMITED	626.749
NORTHWESTERN MUTUAL SERIES FUND INC RESEARCH INT CORE PORTF.	291.678
JANUS CAPITAL FUNDS PLC JANUS EUROPE FUND	116.830
MASSMUTUAL SELECT BLACKROCK GLOBAL ALLOCATION FUND	129.786
ACMBERNSTEIN	1.498
CPR AM	450.411
PETTELAAR EFF.BEW.BEDR.INZAKE SNS EURO AAND	4.190.000
ST.BW. ZWITSERL BELFDS MANDAAT SNS AM	1.809.062
STG PFDS V.D. GRAFISCHE	895.913
STG BEDRIJFSTAKPFDS V H	42.293
SRLEV NV AANDELENPOOL EUROPA MND SNS ASS.MAN	287.966
BNYMTD (UK) LTD AS TTEE OF BLACKROCK INSTITUTIONAL EQUITY FUNDS	770.261
BNYMTD UK LTD AS TTE OF BLACKROCK INTERNATIONAL EQUITY FUND	64.354
BNYMTD (UK) AS TRUSTEE OF BLACKROCK CONTINENTAL EUROPE EQUITY TRY TRACKER FUND	1.921.740
THE PASSIVE GLOBAL SHARE TRUSTT	186.189
FEDERATED INTERNATIONAL LEADERSFUND	2.696.710
BRETHREN FOUNDATION INC	21.735
CHURCH OF THE BRETHREN BENEFIT TRUST INC	76.040
RICHIEDENTE:UBS (LUXEMBOURG) SA/UBS FUND MANAGEMENT(LUXEMBOURG) SA	329.874
RICHIEDENTE:UBS (LUXEMBOURG) SA/UBS (LUX) SICAV 1	10.124
RICHIEDENTE:UBS AG-LONDON BRANCH SA AG LDN CLIENT IPB CLIENT AC/ARROWSTREET GLOBAL EQUITY ALPHA EXTENSION FUND	1.607.122
RICHIEDENTE:GOLDMAN SACHS & CO./THE PUTNAM ADVISORY COMPANY LLC	18.744
RICHIEDENTE:CBLDN S/A IRISH LIFE ASSURANCE CO/IRISH LIFE ASSURANCE.	3.277.530
RICHIEDENTE:CITIBANK NA HONG KONG SA CBOSC ATF OSF-WGSS07/COLONIAL FIRST STATE INVESTMENT LTD	255.614
RICHIEDENTE:CBLUX S/A MANULIFE GLOBAL FUND/MANULIFE GLOBAL FUND	301.481
RICHIEDENTE:CBLDN SA CIP BOTHWELL EUROPE FUND/BOTHWELL EUROPE FUND (CITIBANK INTERNATIONAL PLC)	1.148.621
RICHIEDENTE:CBLDN SA AEGON CUST BV - MM W EQ IN/AEGON CUSTODY B.V	361.466
RICHIEDENTE:CBNY S/A ORBIS FUNDS/ORBIS GLOBAL EQUITY LIMITED	16.328.604
RICHIEDENTE:CBNY S/A ORBIS FUNDS/ORBIS OPTIMAL SA FUND LTD	2.162.642
RICHIEDENTE:CBNY S/A ORBIS FUNDS/ORBIS INTERNATIONAL EQUITY LP	27.147
RICHIEDENTE:CBNY S/A ORBIS SICAV/ORBIS SICAV.	1.943.601
RICHIEDENTE:CBNY S/A ORBIS SICAV/ORBIS SICAV,	4.913.613
RICHIEDENTE:CBNY S/A ORBIS OPTIMAL GLOBAL FUND LP/ORBIS OPTIMAL GLOBAL FUND LP	35.041
RICHIEDENTE:CBHK SA ETL-ORBIS GL EF-AU R/ORBIS GLOBAL EQUITY FUND AUSTRALIA REGISTERED.	4.351.045
RICHIEDENTE:CITIBANK NA NEW YORK SA PANAGORA DIVERSIFIED RISK MULTI/PANAGORA DIVERSIFIED RISK MULTI-ASSET FUND LTD	17.815
RICHIEDENTE:CBNY SA OHIO SCHOOL EMPLOYEES RETIREMENT/SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO	932.426
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/AQR GLOBAL LONG-SHORT EQUITY FUND.	33.344
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/AQR R.C. EQUITY AUSTRALIA FUND	13.603
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/P THREE BRIDGES EUROPE LTD	8.475
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/TWO SIGMA INTERNATIONAL CORE PORTFOLIO, LLC CORPORATION SERVICE COMPANY	30
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/THREE BRIDGES EUROPE MASTER FUND LTD	640.746
RICHIEDENTE:MORGAN STANLEY AND CO. LLC/TWO SIGMA EQUITY PORTFOLIO, LLC	3.293
RICHIEDENTE:CITIBANK NA NEW YORK SA MONROE COUNTY EMPLOYEES RETIREMENT/MONROE COUNTY EMPLOYEES RETIREMENT SYSTEM	33.026
UMC BENEFIT BOARD, INC	1.603.396
RICHIEDENTE:CGML IPB CL SAFEK (CLEARING) ACCOUN/UBS HOUSE	1.006.011

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*** LIST OF PROXY GIVERS ***

	RICHIEDENTE:CGML IPB CL SAFEK (CLEARING) ACCOUN/UBS O'CONNOR LLC	52.838
	EUROPEAN VALUE PARTNERS SICAV-SIF	14.100
	AGENTE:STATE STREET BANK AND TRUST COMPANY/THE GM CANADA FOREIGN TRUST	473.437
	AGENTE:JP MORGAN CHASE BANK/SAS TRUSTEE CORPORATION	312.891
	CONNECTICUT GENERAL LIFE INSURANCE COMPANY	5.617
	TEACHERS' RETIREMENT SYSTEM OF LOUISIANA	1.846.141
	CITY OF NEW YORK GROUP TRUST	11.169.161
	AGENTE:STATE STREET BANK AND TRUST COMPANY/JOHNSON & JOHNSON PENSION & SAVINGS PLANS MASTER TRUST	2.633.300
	AGENTE:STATE STREET BANK AND TRUST COMPANY/PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY	158.871
	AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	2.217
	AGENTE:STATE STREET BANK AND TRUST COMPANY/STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	1.521
	AGENTE:STATE STREET BANK AND TRUST COMPANY/WORKERS COMPENSATION BOARD-ALBERTA	1.560.134
	AGENTE:STATE STREET BANK AND TRUST COMPANY/MINISTRY OF STRATEGY AND FINANCE	21.483
	AGENTE:NORTHERN TRUST -LO/CITY OF LOS ANGELES FIRE POLICE PLAN	62.940
	AGENTE:BROWN BROTHERS HARR/BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	383.653
	MINISTRY OF FINANCE OF THE REPUBLIC OF KAZAKHST	309.850
	TREASURER OF THE STATE OF NORTH CAROLINA/EQUITY INVESTMENT FUND POOLED	307.683
	TREASURER OF THE STATE OF NORTH CAROLINA/EQUITY INVESTMENT FUND POOLED	923.175
	AGENTE:BROWN BROTHERS HARR/BBH B J T S RE CMA MFS EX-JAPAN GROWTH MOTHER FUND	4.407
	AGENTE:STATE STREET BANK AND TRUST COMPANY/SUNSUPER SUPERANNUATION FUND	1.814.889
	AGENTE:NORTHERN TRUST -LO/GUIDE STONE FUNDS - INTERNATIONAL EQUITY	588.943
	AGENTE:BP2S LUXEMBOURG/GA FUND B	202.487
	AGENTE:JP MORGAN CHASE BANK/RETIREMENT PLAN FOR EMPLOYEES OF AETNA I	630.796
	AGENTE:JP MORGAN CHASE BANK/REXAM PENSION PLAN	830.393
	AGENTE:STATE STREET BANK AND TRUST COMPANY/HONG KONG SPECIAL ADMINISTRATIVE REGION GOVERNMENT-EXCHANGE F	153.655
	ACHMEA PENSIOEN EN LEVENSVZERZEKERINGEN N.V.	41.415
	SHELL PENSION TRUST .	1.047.030
	CONSTRUCTION AND BUILDING UNIONS SUPERANNUATION FUND	127.663
	THE HEWLETT-PACKARD COMPANY 401 (K) PLAN	1.785.308
	RICHIEDENTE:CITIBANK NA HONG KONG SA CBOSC ATF OSF-WGSS07/COLONIAL FIRST STATE INVESTMENT LTD	896.471
	Number of proxies represented by badge:	1.532
		1.515.293.492
10	Proxy givers of CHIESA FRANCESCO	Badge no. 568
	ALLIANZ SPA	Azioni
	ALLIANZ BELGIUM SA	70.670.631
	ALLIANZ FINANCE IV LUXEMBOURG SARL	59.119
	ALLIANZ LIFE LUXEMBOURG S.A.	45.730.320
	ARCALIS	36.772
		118.296
	Number of proxies represented by badge:	5
		116.615.138
11	Proxy givers of CHINI SIMONE	Badge no. 1976
	AVIVA LIFE SPA	Azioni
	RICHIEDENTE:CHIAROMONTE GIANCARLO/EUROVITA ASSICURAZIONI SPA	30.257
	AVIVA ITALIA SPA	378.549
	AVIVA FRANCE	502
	AVIVA VIE	8.418.103
	AVIVA OVERSEAS HOLDINGS LIMITED	268.609
		16.293.969
	Number of proxies represented by badge:	6
		25.389.989
12	Proxy giver of DE BONIS MICHELE	Badge no. 1921
	BUFANO TOMMASO	Azioni
		1
		1
13	Proxy giver of DITARANTO ROBERTO	Badge no. 1655
		Azioni

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*** LIST OF PROXY GIVERS ***

	ROSSATTI ELSA		501
			501
14	Proxy givers of DRAGHI GIORGIO		Badge no. 3194
	ITALMOBILIARE SPA		Azioni
	MARAMOTTI LUIGI		13.632.683
	SIMON FIDUCIARIA SPA		206.229
	MARAMOTTI IGNAZIO		5.683.359
	LOMBARDINI IDA		197.064
	MARAMOTTI MARIA LUDOVICA		916.350
	INTERNATIONAL FASHION TRADING		185.004
			39.107.697
	Number of proxies represented by badge:	7	59.928.386
15	Proxy givers of GALLINGANI ALFEO		Badge no. 2735
	COFIMAR S.R.L.		Azioni
	IBEF SA		6.570.825
			10.613.430
	Number of proxies represented by badge:	2	17.184.255
16	Proxy giver of MARBOT MICHEL		Badge no. 1330
	PISANI CLARA		Azioni
			17
			17
17	Proxy giver of MCKINNON MALCOLM		Badge no. 1481
	AABAR LUXEMBOURG S.A.R.L.		Azioni
			290.000.000
			290.000.000
18	Proxy givers of NOTO FILIPPO		Badge no. 1015
	SO.FICOS. SOCIETA FINANZIAMENTO COSTRUTTORI SRL		Azioni
	MANTEGNA 87 S.R.L.		4.000.000
	FINCED SRL		3.500.000
	PANTHEON 2000 SPA		7.000.000
	GAMMA SRL		460.000
	FINCAL S.P.A.		240.000
			34.700.000
	Number of proxies represented by badge:	6	49.900.000
19	Proxy givers of ROSANIA ELMAN		Badge no. 1702
	ACQUAVIA VITO ANTONIO		Azioni
	GALANO PASQUALE		1
	GIGLIO DOMENICO		1.098
	NOLE` ORIANA		14
	MIMMO ANTONIO		331
	DI LUCCHIO GIANPAOLO CRISTIAN		1.428
	DELLI COLLI VALERIA		398
	NOTARGIACOMO GIULIA		7.382
	CAPPIELLO ANDREA		21.371
	ATELLA GIANFRANCO		6
	DELLI COLLI CLEMENTE		173
	POTENZA DONATO		2.490
	CATAPANO SALVATORE		2.000
	DI LUCCHIO LOREDANA ERMINIA		10
	MITRIONE MARIA ADELAIDE		198
	SARI ANGELO		617
	DIODATO MARIA ROSARIA		1.821
	VARLOTTA CINZIA ANNAMARIA		1
	VARLOTTA GIOVANNI		1

UniCredit S.p.A.
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*** LIST OF PROXY GIVERS ***

	CORDASCO DOMENICO		1
	TELESCA FRANCESCO SAVERIO		17
	Number of proxies represented by badge:	21	39.359
20	Proxy giver of ROSSI AGOSTINO		Badge no. 3006
	ROSSI PAOLO		Azioni 1.099
			1.099
21	Proxy giver of SANTANGELO PAOLO		Badge no. 2305
	RICHIEDENTE: PANICCIA MASSIMO/FONDAZIONE CR TRIESTE		Azioni 19.444.018
			19.444.018
22	Proxy giver of SANTORO ALESSANDRO		Badge no. 1298
	PISANI RAFFAELE		Azioni 23
			23
23	Proxy givers of SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO		Badge no. 2901
	FABRIS CARLO		Azioni 63
	BA-CA-PRIMA-PRIVATSTIFTUNG		358.618
	ROSSETTI RAUL FERNANDO		1.215
	DI NOIA CARMINE		2.253
	AVZ GMBH		8.240.000
	PRIVATSTIFTUNG ZUR VERWALTUNG VON ANTEILS RECHTEN		10.000.000
	BA CA PRIMA PRIVATSTIFTUNG		141.650
	BETRIEBSRAT DER ANGESTELLTEN DER BANK AUSTRIA CREDITANSTALT AG		75
	Number of proxies represented by badge:	8	18.743.874
24	Proxy givers of SINAGRA FAUSTO		Badge no. 1032
	RICHIEDENTE: GIANI GIANCARLO/FONDAZIONE CASSA DI RISPARMIO DI VERONA VICENZA BELLUNO E ANCONA		Azioni 204.508.472
	SOCIETA` CATTOLICA DI ASSICURAZIONE - SOCIETA` COOPERATIVA		178.130
	Number of proxies represented by badge:	2	204.686.602
25	Proxy giver of SONNESSA ALFREDO FILIPPO		Badge no. 1158
	TELESCA MARIA LUIGIA		Azioni 1.057
			1.057
26	Proxy giver of TRICARICO ANTONIO		Badge no. 1733
	TRICARICO MICHELE		Azioni 20
			20
27	Proxy giver of VALENTINI PIERANGELO		Badge no. 3004
	CASSINELLI GERMANO		Azioni 5.100
			5.100

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTINGSubJet : **Approval of UniCredit 2012 financial statement**

43 (*) persons entitled to vote took part in the voting, representing **3.056.009.647** ordinary shares, equating to **52,788028** % of ordinary share capital of which **34.332.760** shares were represented in person and **3.021.676.887** by proxy. **3.056.009.647** ordinary shares were admitted to voting, corresponding to **100,000000%** of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	3.045.064.993	votes equating to	99,641865	52,598975
AGAINST	975.850	votes equating to	0,031932	0,016856
Sub-Total	3.046.040.843	votes equating to	99,673797	52,615832
Abstentions	2.614.203	votes equating to	0,085543	0,045156
Not Voting	7.354.601	votes equating to	0,240660	0,127040
Sub-Total	9.968.804	votes equating to	0,326203	0,172196
Total	3.056.009.647	votes equating to	100,000000	52,788028

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000%** of the shares represented at the meeting.

(*)NOTE:

There were -24 more people in attendance entitled to vote relative to the previous count, representing an additional 0,113546% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Approval of UniCredit 2012 financial statement

AGAINST

1158	SONNESSA ALFREDO FILIPPO	0	1.057	1.057
1209	MARTINI MAURIZIO	500	0	500
1291	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
1298	SANTORO ALESSANDRO	0	23	23
1330	MARBOT MICHEL	0	17	17
1515	BRIENZA VITTORIO	0	17	17
1655	DITARANTO ROBERTO	0	501	501
1764	DI LUCCHIO GIANPAOLO CRISTIAN	398	0	398
1797	SANTORO FRANCESCO	10	0	10
1854	BIELEWICZ JERZY CEZARY	0	6	6
1916	CARDARELLI ANGELO	0	0	0
**D	SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	932.426	932.426
1921	DE BONIS MICHELE	0	1	1
2070	LA VERDE LUCIO	1.750	0	1.750
2193	GIGLIONI ALVARO	118	0	118
2505	BELLANTONI ROBERTO	3	0	3
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63
Total vote		975.850		
Percentage of voters%		0,031932		
Percentage of Capital%		0,016856		

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Approval of UniCredit 2012 financial statement**ABSTENTIONS**

1916	CARDARELLI ANGELO	0	0	0
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
2119	DOBRILLA RICCARDO	3	0	3
Total vote				
Percentage of voters%				
Percentage of Capital%				

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Approval of UniCredit 2012 financial statement**NOT VOTING**

1229	DANESI MARIANGELA	9.000	0	9.000
1291	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
744	ZILIOOTTO PIERLUIGI	600	0	600
Total vote		7.354.601		
Percentage of voters%		0,240660		
Percentage of Capital%		0,127040		

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

SubJet : **Allocation of the operating result**

41 (*) persons entitled to vote took part in the voting, representing **3.056.000.047** ordinary shares, equating to **52,787862 %** of ordinary share capital of which **34.323.160** shares were represented in person and **3.021.676.887** by proxy.

Pursuant to art. 135-undecies of TUF **2.253** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000074%** of the shares represented at the meeting.

3.055.997.794 ordinary shares were admitted/counted to voting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.995.678.340	votes equating to	98,026194	51,745894
AGAINST	41.140	votes equating to	0,001346	0,000711
Sub-Total	2.995.719.480	votes equating to	98,027541	51,746605
Abstentions	47.691.778	votes equating to	1,560596	0,823805
Not Voting	12.586.536	votes equating to	0,411863	0,217414
Sub-Total	60.278.314	votes equating to	1,972459	1,041218
Total	3.055.997.794	votes equating to	100,000000	52,787823

(*)NOTE:

There were -2 more people in attendance entitled to vote relative to the previous count, representing an additional -0,000166% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Allocation of the operating result

AGAINST

1158	SONNESSA ALFREDO FILIPPO	0	1.057	1.057
1209	MARTINI MAURIZIO	500	0	500
1291	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
1330	MARBOT MICHEL	0	17	17
1515	BRIENZA VITTORIO	0	17	17
1764	DI LUCCHIO GIANPAOLO CRISTIAN	398	0	398
1854	BIELEWICZ JERZY CEZARY	0	6	6
1921	DE BONIS MICHELE	0	1	1
2193	GIGLIONI ALVARO	118	0	118
2505	BELLANTONI ROBERTO	3	0	3
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63

Total vote 41.140
Percentage of voters% 0,001346
Percentage of Capital% 0,000711

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Allocation of the operating result

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	EMPL BENEF BOARD & WINNIPEG POL PENS	0	174.632	174.632
**D	GUIDE STONE FUNDS - INTERNATIONAL EQUITY	0	588.943	588.943
**D	SPECTRUM PRIVATE TRUST COMPANY LIMITED	0	406.253	406.253
**D	BAYCARE HEALTH SYSTEM	0	346.047	346.047
**D	LABORERS` & RETIREMENT BOARD EMPLOYEE	0	248.592	248.592
**D	THE TIMKEN CO. COLLECTIVE INVEST. TS	0	786.974	786.974
**D	UNILEVER CANADA PENSION FUND	0	183.875	183.875
**D	XEROX CORPORATION RETIREMENT & SAVINGS PLAN	0	294.405	294.405
**D	JOHN HANCOCK FUNDS II INTERNATIONAL GROWTH OPPORTUNITIES FUND	0	2.150.821	2.150.821
**D	LEHMAN BROTHERS ADVISOR SERIES - INTL GROWTH EQUITY LTD.	0	941.790	941.790
**D	XEROX CANADA EMPLOYEES RETIREMENT PLAN	0	100.949	100.949
**D	RS INTERNATIONAL GROWTH VIP SERIES	0	835.487	835.487
**D	RS INTERNATIONAL GROWTH FUND	0	2.625.760	2.625.760
**D	CONAGRA FOODS MASTER PENSION TRUST	0	393.357	393.357
**D	DESJARDINS FIN SEC (DFS) BAILLIE GIFFORD INTL EQUITY FUND	0	791.787	791.787
**D	JOHNSON & JOHNSON PENSION & SAVINGS PLANS MASTER TRUST	0	2.633.300	2.633.300
**D	NORTHROP GRUMMAN PENSION MASTER TRUST	0	1.467.203	1.467.203
**D	ELECTRONIC DATA SYSTEMS 1994 PENSION SCHEME	0	371.451	371.451
**D	ELECTRONIC DATA SYSTEMS LTD RETIREMENT PLAN	0	1.011.728	1.011.728
**D	WORKERS COMPENSATION BOARD-ALBERTA	0	1.560.134	1.560.134
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	CITY OF NEW YORK GROUP TRUST	0	11.169.161	11.169.161
**D	BAILLIE GIFFORD EAFE FUND	0	7.762.931	7.762.931
**D	BAYER CORPORATION MASTER TRUST	0	408.423	408.423
**D	HEWLETT-PACKARD COMPANY MASTERTRUST	0	975.939	975.939
**D	THE HEWLETT-PACKARD COMPANY 401 (K) PLAN	0	1.785.308	1.785.308
**D	TEACHERS` RETIREMENT SYSTEM OF LOUISIANA	0	1.846.141	1.846.141
**D	MISSOURI STATE EMPLOYEES RETIREMENT SYSTEM	0	354.318	354.318
**D	TREASURER OF THE STATE OF NORTHCAROLINAEQUITY INVESTMENT FUND POOLED	0	307.683	307.683
**D	CITY OF NEW YORK DEFERRED COMPENSATION PLAN	0	1.504.068	1.504.068
**D	SHELL PENSION TRUST .	0	1.047.030	1.047.030
**D	TENASKA INVESTMENT FUND LLC .	0	115.538	115.538
2070	LA VERDE LUCIO	1.750	0	1.750
Total vote				
Percentage of voters%				
Percentage of Capital%				
	47.691.778			
	1,560596			
	0,823805			

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Allocation of the operating result**NOT VOTING**

1291	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1298	SANTORO ALESSANDRO	0	23	23
1797	SANTORO FRANCESCO	10	0	10
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
2119	DOBRILLA RICCARDO	3	0	3
3006	ROSSI AGOSTINO	400	1.099	1.499

Total vote 12.586.536
Percentage of voters% 0,411863
Percentage of Capital% 0,217414

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Allocation of the operating result**VOTING NOT COUNTED (Not Voting)**

RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.253	2.253
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Total vote	2.253
Percentage of voters%	0,000074
Percentage of Capital%	0,000039

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

SubJet : **Appointment of the Board of Statutory Auditors**

26 (*) persons entitled to vote took part in the voting, representing **3.055.987.469** ordinary shares, equating to **52,787645** % of ordinary share capital of which **34.316.803** shares were represented in person and **3.021.670.666** by proxy.

Pursuant to art. 135-undecies of TUF **2.253** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000074%** of the shares represented at the meeting.

3.055.985.216 ordinary shares were admitted/counted to voting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
LIST 1	1.712.668.559	votes equating to	56,043090	29,583806
LIST 2	1.300.072.321	votes equating to	42,541839	22,456819
Sub-Total	3.012.740.880	votes equating to	98,584930	52,040624
AGAINST	36.254.205	votes equating to	1,186334	0,626238
Sub-Total	3.048.995.085	votes equating to	99,771264	52,666862
Abstentions	6.990.130	votes equating to	0,228736	0,120744
Not Voting	1	votes equating to	0,000000	0,000000
Sub-Total	6.990.131	votes equating to	0,228736	0,120744
Total	3.055.985.216	votes equating to	100,000000	52,787606

(*)NOTE:

There were -15 more people in attendance entitled to vote relative to the previous count, representing an additional -0,000217% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

AGAINST

1291	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	MOMENTUM INVESTMENT FUNDS SICAV-SIF	0	43.370	43.370
**D	GAM STAR FUND PLC	0	501.926	501.926
**D	ROCKEFELLER & CO., INC	0	307.719	307.719
**D	JPMORGAN CHASE BANK - PB - UNITED STATES FOUNDATIONS - CRA TREATY	0	12.414	12.414
**D	QANTAS SUPERANNUATION PLAN	0	189.320	189.320
**D	TFL PENSION FUND	0	1.654.308	1.654.308
**D	REXAM PENSION PLAN	0	830.393	830.393
**D	SIMON MARKETABLE, L.P.	0	23.833	23.833
**D	PROVEDA GLOBAL EQUITY, LP	0	3.052	3.052
**D	ELECTRIC AND GENERAL INVESTMENT FUND	0	474.601	474.601
**D	DONALDSON BURSTON INTL SER-THS PARTN	0	313.427	313.427
**D	STANDARD CHARTERED PENSION FUND- 1	0	491.586	491.586
**D	HSBC MULTIALPHA INTERNATIONAL POOLED FUND	0	49.875	49.875
**D	RBS DEPOSITARY THS EUROPEAN GROWTH & VF	0	25.766	25.766
**D	RBS PL DEPOSITARY THS INTERN GROWTH & VF	0	2.790.783	2.790.783
**D	NATIXIS AM	0	701.618	701.618
**D	AMEC STAFF PENSION SCHEME	0	586.637	586.637
**D	ST. JAMES`S PLACE UK PUBLIC LIMITED COMPANY	0	52.509	52.509
**D	EVA VALLEY - MAI LLC	0	5.455	5.455
**D	EATON VANCE TAX-MANAGED GLOBAL BUY-WRITE OPPORTUNITIES FUND	0	326.003	326.003
**D	RETAIL EMPLOYEES SUPERANNUATION TRUST	0	2.590.133	2.590.133
**D	RIO TINTO PENSION FUND	0	295.595	295.595

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

AGAINST

**D	HONG KONG SPECIAL ADMINISTRATIVE REGION GOVERNMENT-EXCHANGE F	0	153.655	153.655
**D	SUNSUPER SUPERANNUATION FUND	0	1.814.889	1.814.889
**D	ROMAN CATHOLIC BISHOP OF SPRINGFIELD A CORPORATION SOLE	0	4.711	4.711
**D	STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	0	1.521	1.521
**D	ESSOR EUROPE	0	145.148	145.148
**D	GRD 10 THS	0	402.170	402.170
**D	BOURBON 4	0	85.100	85.100
**D	FC CARPIMKO	0	142.000	142.000
**D	CNP ACP ACTIONS LT	0	80.621	80.621
**D	CROISSANCE DIVERSIFIE	0	4.180	4.180
**D	CONCORDE 96	0	86.604	86.604
**D	CARPIMKO INTERNATIONAL	0	134.433	134.433
**D	IXIS FLAMME	0	114.950	114.950
**D	I CROISSANCE	0	66.182	66.182
**D	CMD AGIRC IXIS D	0	128.567	128.567
**D	CDC AD-EUROPE	0	145.830	145.830
**D	OACET	0	16.420	16.420
**D	IXIS EURO ACTIONS	0	1.067.125	1.067.125
**D	CNP ASSUR PIERRE	0	23.424	23.424
**D	FCP CNP GGR	0	28.994	28.994
**D	ABP ACTIONS	0	4.343.080	4.343.080
**D	AREGE 2IC	0	60.287	60.287
**D	FCP NATIXIS ACTIONS EUROPEENNES	0	430.425	430.425
**D	IMPACT ISR CROISSANCE	0	64.003	64.003
**D	AREVA DIVERSIFIE OBLIGATAIRE	0	41.354	41.354
**D	OCF EPARGNE	0	9.858	9.858
**D	FCPE SAFRAN DYNAMIQUE	0	96.980	96.980
**D	EGEPARGNE 2	0	444.356	444.356
**D	HUTCHINSON ACTIONS	0	21.064	21.064
**D	FCPE FCP REGULIER AIR LIQUIDE DEVELOPPEMENT	0	6.424	6.424
**D	FCPE FODEP	0	50.762	50.762
**D	FCPE FODIV	0	21.900	21.900
**D	FCPE NATIXIS AVENIR 1 PERFORMANCE	0	119.467	119.467
**D	FCPE NATIXIS AVENIR 2 DYNAMIQUE	0	21.025	21.025
**D	FCPE NATIXIS AVENIR 3 CROISSANCE	0	56.389	56.389
**D	FCPE NATIXIS AVENIR 4 EQUILIBRE	0	86.028	86.028
**D	FCPE NATIXIS AVENIR 5 RENDEMENT	0	33.070	33.070
**D	SAFRAN MIXTE	0	22.647	22.647
**D	NATIXIS ES ACTIONS EURO	0	146.006	146.006
**D	IMPACT ISR RENDEMENT SOLIDAIRE	0	97.962	97.962
**D	FCPE IMPACT ISR PERFORMANCE	0	145.536	145.536
**D	IMPACT ISR DYNAMIQUE	0	34.210	34.210
**D	IMPACT ISR EQUILIBRE	0	282.742	282.742

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors**AGAINST**

**D	FCPE NATIXIS AVENIR MIXTE SOLIDAIRE	0	16.703	16.703
**D	CNP ASSURANCES SA	0	9.390.392	9.390.392
**D	INVESTISSEMENT TRESOR VIE	0	22.504	22.504
**D	LA BANQUE POSTALE DE PREVOYANCE	0	14.425	14.425
**D	PREVIPOSTE	0	137.797	137.797
**D	CAISSE DES DEPOTS ET CONSIGNATION	0	2.747.506	2.747.506
**D	CONSTRUCTION AND BUILDING UNIONS SUPERANNUATION FUND	0	127.663	127.663
**D	WALTER E. DISNEY FAMILY TRUST UNDER WILL	0	5.350	5.350
**D	ALAMOSA LLC .	0	6.491	6.491
**D	CERVURITE INTERNATIONAL LLC .	0	136.323	136.323
**D	MARANIC II LLC .	0	6.416	6.416
**D	NSP MONTICELLO MINNESOTA RETAILQUALIFIED TRUST	0	18.643	18.643
**D	NSP MINNESOTA PRAIRIE I RETAIL QUALIFIED TRUST	0	14.432	14.432
**D	NSP MINNESOTA RETAIL PRAIRIE IIQUALIFIED TRUST	0	16.086	16.086
**D	1975 IRREVOCABLE TRUST OF CD WEYERHAUSER	0	2.029	2.029
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63

Total vote	36.254.205
Percentage of voters%	1,186334
Percentage of Capital%	0,626238

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	BBH B J T S RE CMA MFS EX-JAPAN GROWTH MOTHER FUND	0	4.407	4.407
**D	HSBC EUROPEAN INDEX FUND	0	323.039	323.039
**D	HSBC INVESTMENT FUNDS (UK) LIMITED	0	33.512	33.512
**D	PHOENIX LIFE LIMITED	0	12.460	12.460
**D	HSBC FTSE EPRA/NAREIT DEVELOPED ETF	0	247.134	247.134
**D	HSS (IRELAND) LIMITED	0	85.475	85.475
**D	1982 SMITH TRUST	0	108.231	108.231
**D	SILVER GROWTH FUND, LP	0	11.074	11.074
**D	SHY LLC	0	14.640	14.640
**D	INTERNATIONAL EQUITY FUND	0	73.351	73.351
**D	BUNTING INTERNATIONAL DEVELOPED EQUITY TE LLC	0	6.977	6.977
**D	DELFINCO, LP	0	25.661	25.661
**D	HASLAM FAMILY INVESTMENT PARTNERSHIP	0	17.231	17.231
**D	SENTINEL INTERNATIONAL TRUST	0	5.431	5.431
**D	SENTINEL INTERNATIONAL FUND	0	3.603	3.603
**D	CLEARWATER INTERNATIONAL FUND	0	58.410	58.410
**D	SPRING CREEK INVESTORS LLC	0	4.658	4.658
**D	NORTHERN TRUST ROBUSTA FUND	0	454.201	454.201
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	GEORGES R.HAIRK PARAMETRIC PORTFOLIO ASSOCIATES	0	26.850	26.850
**D	APPALOOSA INVESTMENT L.P 1	0	1.052.079	1.052.079
**D	PALOMINO FUND LTD	0	1.499.098	1.499.098
**D	THOROUGHBRED FUND LP	0	364.584	364.584
**D	THOROUGHBRED MASTER LTD	0	376.081	376.081
**D	BOTHWELL EUROPE FUND (CITIBANK INTERNATIONAL PLC)	0	1.148.621	1.148.621
**D	MSCI EAFE EQUAL WEIGHT FUND	0	14.945	14.945
**D	SBL FUND SERIES D	0	38.947	38.947
**D	AMERICAN INTERNATIONAL GROUP INC RETIREMENT PLAN	0	16.034	16.034
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
**D	MINISTRY OF FINANCE OF THE REPUBLIC OF KAZAKHST	0	309.850	309.850
2009	LOMBARDI GIANFRANCO	14.262	0	14.262
2312	PEDERSOLI LANFRANCO	1.044	0	1.044
710	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	0	523.980	523.980
DE*	DIRCREDITO	0	60	60
Total vote			6.990.130	
Percentage of voters%			0,228736	
Percentage of Capital%			0,120744	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

NOT VOTING

1291	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1

Total vote	1
Percentage of voters%	0,000000
Percentage of Capital%	0,000000

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

VOTING NOT COUNTED (Not Voting)

RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.253	2.253
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Total vote	2.253
Percentage of voters%	0,000074
Percentage of Capital%	0,000039

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 1

1015	NOTO FILIPPO	0	0	0
DE*	FINCAL S.P.A.	0	34.700.000	34.700.000
DE*	FINCED SRL	0	7.000.000	7.000.000
DE*	GAMMA SRL	0	240.000	240.000
DE*	MANTEGNA 87 S.R.L.	0	3.500.000	3.500.000
DE*	PANTHEON 2000 SPA	0	460.000	460.000
DE*	SO.FI.COS. SOCIETA FINANZIAMENTO COSTRUTTORI SRL	0	4.000.000	4.000.000
1032	SINAGRA FAUSTO	0	0	0
DE*	FONDAZIONE CASSA DI RISPARMIO DI VERONA VICENZA BELLUNO E ANCONA	0	204.508.472	204.508.472
DE*	SOCIETA` CATTOLICA DI ASSICURAZIONE - SOCIETA` COOPERATIVA	0	178.130	178.130
1480	BARDIN ROMOLO	0	0	0
DE*	DELFIN S.A.R.L.	0	173.685.000	173.685.000
1481	MCKINNON MALCOLM	0	0	0
DE*	AABAR LUXEMBOURG S.A.R.L.	0	290.000.000	290.000.000
1655	DITARANTO ROBERTO	0	501	501
1916	CARDARELLI ANGELO	0	0	0
**D	BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	0	383.653	383.653
**D	JO HAMBRO CAPITAL MANAGEMENT UMBRELLA FU	0	4.553	4.553
**D	EUROPACIFIC GROWTH FUND	0	92.721.238	92.721.238
**D	NEW WORLD FUND, INC	0	12.447.069	12.447.069
**D	CAPITAL WORLD GROWTH INCOME FUND INC	0	9.629.006	9.629.006
**D	EMPL BENEF BOARD & WINNIPEG POL PENS	0	174.632	174.632
**D	SAUDI ARABIAN MONETARY AGENCY	0	1.073.034	1.073.034
**D	GUIDE STONE FUNDS - INTERNATIONAL EQUITY	0	588.943	588.943
**D	SPECTRUM PRIVATE TRUST COMPANY LIMITED	0	406.253	406.253
**D	BAYCARE HEALTH SYSTEM	0	346.047	346.047
**D	LABORERS`& RETIREMENT BOARD EMPLOYEE	0	248.592	248.592
**D	THE TIMKEN CO. COLLECTIVE INVEST. TS	0	786.974	786.974
**D	UNILEVER CANADA PENSION FUND	0	183.875	183.875
**D	THE PUTNAM ADVISORY COMPANY LLC	0	18.744	18.744
**D	XEROX CORPORATION RETIREMENT & SAVINGS PLAN	0	294.405	294.405
**D	JOHN HANCOCK FUNDS II INTERNATIONAL GROWTH OPPORTUNITIES FUND	0	2.150.821	2.150.821
**D	PUTNAM INTERNATIONAL GROWTH EQUITY TRUST	0	123.926	123.926
**D	PUTNAM INTERNATIONAL EQUITY FUND, LLC	0	50.820	50.820
**D	LEHMAN BROTHERS ADVISOR SERIES - INTL GROWTH EQUITY LTD.	0	941.790	941.790
**D	XEROX CANADA EMPLOYEES RETIREMENT PLAN	0	100.949	100.949
**D	RS INTERNATIONAL GROWTH VIP SERIES	0	835.487	835.487
**D	RS INTERNATIONAL GROWTH FUND	0	2.625.760	2.625.760
**D	CONAGRA FOODS MASTER PENSION TRUST	0	393.357	393.357
**D	DESJARDINS FIN SEC (DFS) BAILLIE GIFFORD INTL EQUITY FUND	0	791.787	791.787
**D	AMERICAN FUNDS INSURANCE SERIES INTERNATIONAL FUND	0	9.270.336	9.270.336
**D	JOHNSON & JOHNSON PENSION & SAVINGS PLANS MASTER TRUST	0	2.633.300	2.633.300
**D	NORTHROP GRUMMAN PENSION MASTER TRUST	0	1.467.203	1.467.203

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 1

**D	INTERNATIONAL INVESTMENT FUND	0	141.025	141.025
**D	PUTNAM WORLD TRUST	0	8.021	8.021
**D	HONG KONG SPECIAL ADMINISTRATIVE REGION GOVERNMENT-EXCHANGE F	0	1.330.477	1.330.477
**D	ELECTRONIC DATA SYSTEMS 1994 PENSION SCHEME	0	371.451	371.451
**D	ELECTRONIC DATA SYSTEMS LTD RETIREMENT PLAN	0	1.011.728	1.011.728
**D	WORKERS COMPENSATION BOARD-ALBERTA	0	1.560.134	1.560.134
**D	CITY OF NEW YORK GROUP TRUST	0	11.169.161	11.169.161
**D	BAILLIE GIFFORD EAFE FUND	0	7.762.931	7.762.931
**D	BOA PERAMETRIC	0	25.325	25.325
**D	BAYER CORPORATION MASTER TRUST	0	408.423	408.423
**D	CONOCOPHILLIPS MASTER TRUST	0	140.054	140.054
**D	HEWLETT-PACKARD COMPANY MASTERTRUST	0	975.939	975.939
**D	THE HEWLETT-PACKARD COMPANY 401 (K) PLAN	0	1.785.308	1.785.308
**D	TEACHERS' RETIREMENT SYSTEM OF LOUISIANA	0	1.846.141	1.846.141
**D	MISSOURI STATE EMPLOYEES RETIREMENT SYSTEM	0	354.318	354.318
**D	TREASURER OF THE STATE OF NORTHCAROLINAEQUITY INVESTMENT FUND POOLED	0	307.683	307.683
**D	CITY OF NEW YORK DEFERRED COMPENSATION PLAN	0	1.504.068	1.504.068
**D	SHELL PENSION TRUST .	0	1.047.030	1.047.030
**D	TENASKA INVESTMENT FUND LLC .	0	115.538	115.538
1976	CHINI SIMONE	0	0	0
DE*	AVIVA FRANCE	0	8.418.103	8.418.103
DE*	AVIVA ITALIA SPA	0	502	502
DE*	AVIVA LIFE SPA	0	30.257	30.257
DE*	AVIVA OVERSEAS HOLDINGS LIMITED	0	16.293.969	16.293.969
DE*	AVIVA VIE	0	268.609	268.609
DE*	EUROVITA ASSICURAZIONI SPA	0	378.549	378.549
2305	SANTANGELO PAOLO	0	0	0
DE*	FONDAZIONE CRTRIESTE	0	19.444.018	19.444.018
2603	BOCCARDO SILVIO	0	0	0
DE*	CARIMONTE HOLDING SPA	0	131.213.277	131.213.277
DE*	FONDAZIONE CASSA DI RISPARMIO DI MODENA	0	37.650.000	37.650.000
DE*	FONDAZIONE CASSA DI RISPARMIO DI TORINO	0	145.099.006	145.099.006
DE*	FONDAZIONE MONTE DI BOLOGNA E RAVENNA	0	1.670.740	1.670.740
DE*	MEDIOBANCA BANCA DI CREDITO FINANZIARIO SPA	0	6.671.975	6.671.975
2735	GALLINGANI ALFEO	0	0	0
DE*	COFIMAR S.R.L.	0	6.570.825	6.570.825
DE*	IBEF SA	0	10.613.430	10.613.430
2869	CHIURAZZI LUIGI	2.445	0	2.445
2886	CAROLLO PIERLUIGI	2.324	0	2.324
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	18.741.558	18.741.558
2908	BORGHI GIANNI	0	0	0
RL*	FONDAZIONE CASSA DI RISPARMIO DI REGGIO EMILIA PIETRO MANODORI	27.600.833	0	27.600.833
3000	AL ASHHAB ALI	0	0	0

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Subjetc: Appointment of the Board of Statutory Auditors**IN FAVOUR at LIST 1**

DE*	CENTRAL BANK OF LIBYA	0	152.234.918	152.234.918
DE*	LIBYAN FOREIGN BANK	0	16.294.837	16.294.837
3006	ROSSI AGOSTINO	400	1.099	1.499
3194	DRAGHI GIORGIO	0	1.504.647	1.504.647
DE*	INTERNATIONAL FASHION TRADING	0	39.107.697	39.107.697
DE*	ITALMOBILIARE SPA	0	13.632.683	13.632.683
DE*	SIMON FIDUCIARIA SPA	0	5.683.359	5.683.359
568	CHIESA FRANCESCO	0	0	0
DE*	ALLIANZ BELGIUM SA	0	59.119	59.119
DE*	ALLIANZ FINANCE IV LUXEMBOURG SARL	0	45.730.320	45.730.320
DE*	ALLIANZ LIFE LUXEMBOURG S.A.	0	36.772	36.772
DE*	ALLIANZ SPA	0	70.670.631	70.670.631
DE*	ARCALIS	0	118.296	118.296
606	BRESOLIN FERRUCCIO	0	0	0
DE*	FONDAZIONE CASSAMARCA	0	39.400.558	39.400.558
625	VALENTINI FILIPPO	815	0	815
770	PUGLISI GIOVANNI	0	0	0
RL*	FONDAZIONE SICILIA	6.692.576	0	6.692.576
Total vote				
1.712.668.559				
Percentage of voters%				
56,043090				
Percentage of Capital%				
29,583806				

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Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	0	105.700	105.700
**D	UNION INVESTMENT PRIVATFONDS	0	120.000	120.000
**D	FCP DIVERSIFIE D AND O CPR 10 PL	0	14.766	14.766
**D	ING STAR FUND	0	2.000.000	2.000.000
**D	UNION INVESTMENT INSTITUTIONAL GMBH	0	50.000	50.000
**D	KOMUNAL LANDSPENSJONSKASSE GJENSIDIG FOR	0	88.664	88.664
**D	IBM PERSONAL PENSION PLAN TRUST	0	790.007	790.007
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	BNP PARIBAS INVESTMENT PARTNERS SGR S.P.A. GESTORE DEL FONDO BNL AZIONI ITALIA	0	500.000	500.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	BAYERNINVEST KAG MBH	0	906.092	906.092
**D	MLPF&S NON-RESIDENT EQUITY ACCOUNT	0	2.143.541	2.143.541
**D	WORLDVIEW INVESTMENT FUND EUROPE CORE EQ	0	337.300	337.300
**D	WIF-EUROPE DISCOVERY FUND	0	410.000	410.000
**D	LPIP AKT GLOBALE II	0	93.182	93.182
**D	SCHWAB INTERNATIONAL INDEX FUND	0	579.843	579.843
**D	BBH B J T S RE CMA MFS EX-JAPAN GROWTH MOTHER FUND	0	132.902	132.902
**D	GMO TAX-MANAGED INTERNATIONAL EQUITIES F	0	107.200	107.200
**D	GMO ERISA POOL	0	2.629.785	2.629.785
**D	GMO INTERNATIONAL INTRINSIC VALUE FUND	0	8.805.385	8.805.385
**D	GMO FOREIGN FUND	0	739.892	739.892
**D	DWS DIVERSIFIED INTERNATIONAL EQUTYI VIP	0	21.088	21.088
**D	VANGUARD GLOBAL EQUITY FUND	0	128.263	128.263
**D	VANGUARD EUROPEAN STOCK INDEX FUND	0	5.979.633	5.979.633
**D	VANGUARD TAX-MANAGED INTERNATIONAL FUND	0	5.380.851	5.380.851
**D	INTERANTIONAL PORT VANGUARD VAR INS FUND	0	3.920.009	3.920.009
**D	DWS DIVERSIFIED INTERNATIONALEQUITY FUND	0	14.623	14.623
**D	BBH/LIFEYRISSJODUR VERZLUNARMANNA-PENSIO	0	47.538	47.538
**D	VANGUARD INTERNATIONAL VALUE FUND	0	4.018.600	4.018.600
**D	JTSB STB DAIWA STOCK INDEX FUND 9807	0	106.869	106.869
**D	GMO GLOBAL ACTIVE EQUITY FUND LP	0	169.419	169.419
**D	GMO DEVELOPED WORLD STOCK FUND	0	252.269	252.269
**D	GMO INTL GROWTH EQUITY FUND	0	450.680	450.680
**D	GMO INTERNATIONAL CORE EQUITY FUND	0	1.561.026	1.561.026
**D	BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	0	129.132	129.132
**D	ING (L) LIQUID	0	168.737	168.737
**D	SCHRODER GAIA	0	2.877	2.877
**D	ING DIRECT	0	159.769	159.769
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	378.929	378.929

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjct: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	SEI INSTITUTIONAL INTERN TRUST INTERNATI	0	60.705	60.705
**D	SEI INST INVES TRUST INTERNAT EQTY FUND	0	1.529	1.529
**D	SEI INS INV TRU INT FUND/INTECH	0	6.879	6.879
**D	VANGUARD DEVELOP MARKET INDEX FUND	0	4.752.128	4.752.128
**D	VANGUARD FTSE ALL-WORLD EX US INDEX FUND	0	4.399.559	4.399.559
**D	GMO FUNDS PLC	0	206.564	206.564
**D	BBH B FOR TMTBJ RE: MUTB400037270	0	48.365	48.365
**D	GMO REAL RET ASS ALL FUND LP	0	137.226	137.226
**D	PYRAMIS GLOBAL EX US INDEX FUND LP	0	156.047	156.047
**D	URS CORPORATION 401(K) PLAN	0	184.168	184.168
**D	DELAWARE INTERNATIONAL VALUE EQUITY TRUS	0	49.283	49.283
**D	FIDELITY SPARTAN GLOBAL EX US INDEX FUND	0	48.681	48.681
**D	FIDELITY SELECT PORTFOLIOS: BROKERAGE AND INVESTMENT MANAGEMENT PORT	0	630	630
**D	VANGUARD FUNDS PLC	0	9.811	9.811
**D	GMO INT INTRINSIC VALUE EXTEND MARKETS F	0	223.009	223.009
**D	GMO DEVELOPED WORLD EQUITY INVESTMENT FU	0	730.555	730.555
**D	SCHWAB FUNDAMENTAL INTER LARGE COMP IN F	0	630.986	630.986
**D	ALLIANZ GLOBAL INVESTOR PREMIER	0	371.889	371.889
**D	MANULIFE PROPERTY LTD PARTNERSHIP	0	174.804	174.804
**D	UNPMF	0	6.389	6.389
**D	FCP FEDERIS EURO ACTIONS	0	730.000	730.000
**D	BIEVRE EPARGNE	0	149.650	149.650
**D	EASY ETF EURO STOXX 50	0	1.278.032	1.278.032
**D	FCP BNP PARIBAS ACTIONS EUROLAND	0	940.647	940.647
**D	FCP BNP ACTION EUROPE	0	22.594	22.594
**D	FCP FEDERIS ACTION	0	349.600	349.600
**D	FCP FEDERIS EUROPE ACTIONS	0	29.000	29.000
**D	FCP VH CAAM ACTIONS	0	200.000	200.000
**D	FCP DIVERSIFIE D&O CPR	0	168.960	168.960
**D	FCP CALCIUM QUANT	0	178.290	178.290
**D	FEDERIS AVENIR EURO-PE	0	855.400	855.400
**D	FCP SURVAL 47	0	13.898	13.898
**D	FCP SURVAL 21	0	40.530	40.530
**D	FCP CAMGEST VALEURS EURO	0	551.371	551.371
**D	NAVARRÉ INVESTISSEMENT	0	14.436	14.436
**D	FCPE HORIZON EP. ACTION	0	46.500	46.500
**D	FCP GLOBAL EURO	0	368.014	368.014
**D	FCP GERISO	0	42.117	42.117
**D	FCP CAMGEST.SIT.SPECIAL.	0	75.000	75.000
**D	FCP CAMGESTION REUNICA	0	19.287	19.287
**D	FCP CARDIF RENDACTIS	0	599.744	599.744
**D	CAMGETSION ACTIONS RENDEMENT	0	192.173	192.173
**D	FCP REGARD ACT.CROISS.	0	160.000	160.000

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	FCP EURO ETHIQUE INSTITUTIONS	0	720.000	720.000
**D	FCP ACTIONS ISR	0	1.400.000	1.400.000
**D	FCP AG2R EURO ACTIONES	0	1.995.000	1.995.000
**D	FCP REGARD SEL.ACT EURO.	0	647.003	647.003
**D	REGARD ACTIONS EUROPE	0	480.000	480.000
**D	REGARD ACTIONS EURO	0	1.500.000	1.500.000
**D	REGARD ACTIONS DEVELOPPEMENT DURABLE	0	600.000	600.000
**D	FEDERIS EPARGNE EQUILIBREE	0	50.508	50.508
**D	FCP FEDERIS IRC ACTIONS	0	469.983	469.983
**D	FCP BNP PARIBAS INDICE EURO	0	253.612	253.612
**D	HENDERSON OEIC	0	63.188	63.188
**D	HENDERSON STRATEGIC INVESTMENT FUNDS	0	557.678	557.678
**D	WITAN INVESTMENT TRUST PLC	0	77.963	77.963
**D	DEKA FUNDMASTER INVEST MBH FID HAEK RENT	0	297.552	297.552
**D	BAYVK G1 BVK INDEX	0	311.565	311.565
**D	PARWORLD	0	248.934	248.934
**D	GA FUND B	0	1.072.210	1.072.210
**D	GA FUND B	0	202.487	202.487
**D	MM INSTITUTIONAL FUNDS PLC	0	612.295	612.295
**D	HENDERSON HORIZON FUND SICAV	0	6.494.612	6.494.612
**D	BNP PARIBAS L1	0	139.019	139.019
**D	HOOR GLASS INTERNAT SHARES SECTOR TRUST	0	94.488	94.488
**D	HOOR-GLASS INDEXED INT SHARES SEC TRUST	0	75.354	75.354
**D	FUTURE DIRECTIONS CORE INT SHARE FUND 2	0	2.077.282	2.077.282
**D	FD INTERNATIONAL SHARE FUND 1	0	78.769	78.769
**D	WHOLESALE UNIT TRUST GLOBAL INDEX SHARES	0	65.192	65.192
**D	WHOLESALE UNIT TRUST GLOBAL SHARES F 4	0	189.070	189.070
**D	AVSUPER FUND	0	6.431	6.431
**D	IPAC SPECIALIST INV STR INT SHARE STR	0	963.726	963.726
**D	WHOLESALE GLOBAL EQUITY INDEX FUND	0	78.306	78.306
**D	MULTIMIX WHOLESALE INT SHARES TRUST	0	88.512	88.512
**D	AFS INTERNATIONAL SHARE FUND 1	0	127.235	127.235
**D	AUSTRALIAN CATHOLIC SUPERAN RETIREM FUND	0	72.261	72.261
**D	ENHANCED INDEX INTERNATIONAL SHARE FUND	0	914.199	914.199
**D	FCP ARPEGE ACTIONS	0	20.000	20.000
**D	FCP UNION LONG SHORT EUROPE	0	91.293	91.293
**D	FCPE ACCOR DIVERSIFIE	0	35.000	35.000
**D	FCP DAY SOLVAY	0	55.000	55.000
**D	CM-CIC PERSPECTIVE STRATEGIE 50	0	39.305	39.305
**D	SICAV C I P E C	0	65.000	65.000
**D	FCPE COFACE	0	10.000	10.000
**D	FCP_CAGNI	0	30.000	30.000
**D	FCPE BARCLAYS DIVERIFIE ACTIONS	0	50.000	50.000

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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IN FAVOUR at LIST 2

**D	OTIS EP DIVERSIFIE SOLIDAIRE	0	36.374	36.374
**D	FCP GAILLON 130/30	0	41.303	41.303
**D	FCP ES GESTION EQUILIBRE	0	400.000	400.000
**D	FCP ES DYNAMIQUE	0	179.484	179.484
**D	FCP ES TEMPERE	0	37.104	37.104
**D	FCP GAILLON MAITRE ACTIONS	0	75.532	75.532
**D	LOGICA MOTIVATION	0	2.760	2.760
**D	FCP UNI 1	0	44.871	44.871
**D	FCPE THALES AVIONICS	0	25.000	25.000
**D	STAUBLI 80 20 CREDIT MUTUEL FCPE	0	10.000	10.000
**D	STAUBLI 50 50 CREDIT MUTUEL FCPE	0	10.000	10.000
**D	SOCIAL ACTIVE DIVERSIFIE	0	18.631	18.631
**D	SOCIAL ACTIVE ACTIONS	0	28.037	28.037
**D	FCP SKF DIVERSIFIE 8434	0	12.000	12.000
**D	SICAV MONT	0	110.000	110.000
**D	FCP BRONGNIART AVENIR	0	21.555	21.555
**D	FCPE ROUSSELOT DYNAMIQUE	0	4.281	4.281
**D	FCPE PIPE LINE SUD EUROPEEN	0	11.000	11.000
**D	MONSANTO ACTIONS	0	15.021	15.021
**D	FCP MGE DYNAMIQUE EURO	0	21.000	21.000
**D	FCP METSO MINERALS	0	21.000	21.000
**D	LEXMARK DYNAMIQUE	0	15.000	15.000
**D	FCP HENKEL DIVERSIFIE N 1	0	5.600	5.600
**D	FCP GROUPE ROCHE	0	80.000	80.000
**D	FCP GROUPE FORD FRANCE	0	45.000	45.000
**D	FCP GROUPE BROSSETTE	0	35.000	35.000
**D	FCP GROUPE BRIAND	0	2.427	2.427
**D	GP 3 MATURITE FCPE	0	10.000	10.000
**D	GP 2 CROISSANCE FCPE	0	25.000	25.000
**D	GP 1 VITALITE FCPE	0	40.000	40.000
**D	1515 FCP GERARD PERRIER	0	1.305	1.305
**D	1448 FCPE GE FACTOFRANCE	0	15.000	15.000
**D	FREESCALE DYNAMIQUE	0	14.811	14.811
**D	FREESCALE DIVERSIFIE	0	17.250	17.250
**D	FCPE FLEURY MICHON DIVERFISIE	0	6.992	6.992
**D	1584 FCP FERTILSODEBO	0	15.000	15.000
**D	HEINEKEN ENTREPRISE DIVERSIFIE	0	16.300	16.300
**D	FCPE EUROP ASSISTANCE DIVERSIFIE	0	15.117	15.117
**D	FCP ESSO DIVERSIFIE	0	100.000	100.000
**D	FCP DEGUSSA MIXTE	0	2.200	2.200
**D	FCP DEGUSSA DYNAMIQUE	0	7.700	7.700
**D	FCP CRYOSTAR FRANCE	0	3.300	3.300
**D	1495 FCP CONTINENTAL	0	5.400	5.400

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	CM VALEURS ETHIQUES	0	97.256	97.256
**D	CIC SOCIALEMENT RESPONSABLE	0	159.284	159.284
**D	FCP CH RIVER LABORATOIRES FRANCE	0	10.000	10.000
**D	FCP CAPSUGEL	0	6.525	6.525
**D	FCP BIO MERIEUX AVENIR	0	23.000	23.000
**D	1262 FCP BEHR FRANCE	0	800	800
**D	PICTET&CIE/DTA 15 PERCENT (DIV) - FULL TAX (INT)	0	503.129	503.129
**D	RAIFFEISEN INDEX FONDS	0	37.729	37.729
**D	FDT ETHOS	0	66.134	66.134
**D	CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	0	74.894	74.894
**D	JAPAN TRUSTEE SERVICES BANK,LTD INV.FUND	0	20.939	20.939
**D	ROBECO CAPITAL GROWTH FUNDS	0	450.000	450.000
**D	LGT MULTI MNGR FD II	0	214.276	214.276
**D	SCHRODER INTERNATIONAL SELECTION FUND	0	2.589.119	2.589.119
**D	MORGAN STANLEY INVESTMENT FUNDS	0	4.858.995	4.858.995
**D	JPMORGAN FUNDS	0	106.866	106.866
**D	T. ROWE PRICE FUNDS SICAV	0	426.358	426.358
**D	FRANKLIN TEMPLETON INVESTMENT FUNDS	0	22.104.667	22.104.667
**D	T. ROWE PRICE KIKANTOUSHIKA-MUKE FUNDS F	0	291.724	291.724
**D	SINGLE SELECT PLATFORM	0	309.345	309.345
**D	BLACKROCK INSTITUTIONAL POOLED FUND PLC	0	3.092	3.092
**D	FEDERATED UNIT TRUST	0	1.357.613	1.357.613
**D	VANGUARD INVESTMENT SERIES, PLC	0	4.654.747	4.654.747
**D	ADEPT INVESTMENT MANAGEMENT PLC	0	115.662	115.662
**D	LABOR PENSION FUND SUPERVISORY COMMITTEE	0	1.315.865	1.315.865
**D	LABOR PENSION FUND SUPERVISORY COMM TTEE-LABOR PENSION FUND 13.F.	0	175.173	175.173
**D	LABOR PENSION FUND SUPERVISORY COMMITTEE-LABOR PENSION FUND 13.F. NO 172	0	153.470	153.470
**D	SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE	0	66.315	66.315
**D	NFS LIMITED	0	588.102	588.102
**D	SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS C.P. FUND	0	312.303	312.303
**D	MINeworkers PENSION SCHEME	0	1.220.576	1.220.576
**D	FSS TRUSTEE CORPORATION	0	518.279	518.279
**D	H.E.S.T. AUSTRALIA LIMITED	0	298.499	298.499
**D	SAS TRUSTEE CORPORATION	0	312.891	312.891
**D	SAS TRUSTEE CORPORATION	0	536.688	536.688
**D	SCHRODER GLOBAL ENHANCED INDEX FUND	0	455.087	455.087
**D	NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	0	201.320	201.320
**D	IBBOTSON SHARES HIGH OPPORTUNITIES TRUST	0	10.928	10.928
**D	GOVERNMENT SUPERANNUATION FUND	0	396.069	396.069
**D	UBS GLOBAL ASSET MANAGEMENT LIFE LTD	0	752.854	752.854
**D	TEMPLETON GROWTH FUND II LIMITED	0	43.838	43.838
**D	PEOPLE`S BANK OF CHINA FOREIGN EXCH	0	1.340.865	1.340.865
**D	BANCO CENTRAL DE TIMOR EST	0	472.175	472.175

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	WSSP INTERNATIONAL EQUITIES TRUST	0	47.096	47.096
**D	UNIVERSITY OF PUERTO RICO RETIREMENTS YSTEM	0	85.219	85.219
**D	BOTSWANA INSURANCE FUND MANAGEMENT LIMITED	0	190.271	190.271
**D	BANKING & PAYMENTS AUTHORITY OF TIMOR-LE	0	172.465	172.465
**D	JPMORGAN CHASE BANK	0	15.991	15.991
**D	BLACKROCK WHOLESALE INDEXED INTERNATIONAL	0	371.106	371.106
**D	FAMANDSFOREPENSAM INVEST PSI 31 EUROPA A	0	157.538	157.538
**D	TEMPLETON GROWTH FUND, LTD.	0	2.907.893	2.907.893
**D	TEMPLETON GLOBAL EQUITY TRUST	0	3.035.526	3.035.526
**D	TEMPLETON INTERNATIONAL STOCK TRUST.	0	741.819	741.819
**D	TEMPLETON INTERNATIONAL EQUITY TRUST	0	826.501	826.501
**D	TEMPLETON INTERNATIONAL STOCK FUND	0	1.983.865	1.983.865
**D	BT INSTITUTIONAL CORE GLOBAL SHARE SECTO	0	63.062	63.062
**D	TEMPLETON MASTER TRUST - SERIES 1	0	558.065	558.065
**D	TEMPLETON MASTER TRUST - SERIES 2	0	114.879	114.879
**D	T ROWE PRICE FINANCIAL SERVICES FUND INC	0	526.940	526.940
**D	VANGUARD INTERNATIONAL SHARE INDEX FUND	0	1.442.569	1.442.569
**D	TEMPLETON GLOBAL STOCK TRUST	0	873.366	873.366
**D	OPTIMIX WHOLESALE GLOBAL SHARE TRUST	0	120.035	120.035
**D	BT INTERNATIONAL FUND	0	58.796	58.796
**D	TEMPLETON EAFE DEVELOPED MARKETS FUND	0	666.054	666.054
**D	BT INSTITUTIONAL INTERNATIONAL SHARE INT	0	169.650	169.650
**D	AXA EQUITABLE LIFE INSURANCE CO	0	71.748	71.748
**D	THE BOEING COMPANY EMPLOYEE RETIREMENT P	0	407.965	407.965
**D	T ROWE PRICE VALUE FUND INC	0	7.783.765	7.783.765
**D	TEMPLETON GLOBAL TRUST FUND	0	444.774	444.774
**D	TEMPLETON GLOBAL GROWTH FUND LIMITED	0	374.657	374.657
**D	BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	0	30.529	30.529
**D	STATE SUPER FINANCIAL SERVICES AUSTRALIA	0	56.731	56.731
**D	BLACKROCK FISSION INDEXED INTL EQUITY FD	0	195.207	195.207
**D	SHELL FOUNDATION	0	41.517	41.517
**D	ONEPATH GLOBAL SHARES - LARGE CAP (UNHEDGED) INDEX POOL	0	101.217	101.217
**D	IAG ASSET MANAGEMENT WORLD EQUITY TRUST	0	244.687	244.687
**D	VANGUARD CARBON AWARE INTERNATIONAL SHAR	0	43.464	43.464
**D	SCHRODER GLOBAL DYNAMIC BLEND FUND	0	525.577	525.577
**D	TRUSTEE FOR INTERNATIONAL EQUITIES SECTO	0	144.229	144.229
**D	EQUITY TRUSTEES AS RESPONSIBLE ENTITY FOR T. ROWE PRICE GLOBAL EQUITY FUND	0	658.038	658.038
**D	SCHRODER GLOBAL ACTIVE VALUE FUND	0	340.790	340.790
**D	SUPERANNUATION FUNDS MANAGEMENT CORPORATION OF SOUTH AUSTRALIA	0	84.464	84.464
**D	BT WHOLESALE CORE HEDGED GLOBAL SHARE FU	0	21.579	21.579
**D	ALLIANZGI-FONDS DSPT	0	216.183	216.183
**D	HENDERSON EURO TRUST PLC	0	604.645	604.645
**D	GAM GLOBAL DIVERSIFIED	0	740.937	740.937

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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IN FAVOUR at LIST 2

**D	AVIVA INVEST FUND DIVERSIFIED STRATEGY F	0	24.521	24.521
**D	FIDELITY INVESTMENT FUNDS - FIDELITY MONEYBUILDER WORLD INDEX FUND	0	4.501	4.501
**D	SCHRODER DIVERSIFIED GROWTH FUND	0	372.529	372.529
**D	FAMANDS PENSAM INVEST PSI 10 GLOBALE AKT	0	63.456	63.456
**D	CITY OF PHILADELPHIA PUBLIC RETIREMENT	0	54.819	54.819
**D	GOVERNMENT OF NORWAY	0	94.550.803	94.550.803
**D	YOUNG MENS CHRISTIAN ASSOCIATION RETIREM	0	239.725	239.725
**D	WYOMING RETIREMENT SYSTEM	0	430.186	430.186
**D	JNL/T.ROWE PRICE VALUE FUND	0	803.090	803.090
**D	JNL/MELLON CAPITAL MANAGE INTNAL INDEX F	0	652.517	652.517
**D	JNL/FRANKLIN TEMPLETON GLOBAL GROWTH FUN	0	1.596.139	1.596.139
**D	THE PUBLIC SCHOOL RETIREMENT SYSTEM OF MISSOURI	0	21.426	21.426
**D	VARIABLE PORTFOLIO - DFA INTERNATIONAL VALUE FUND	0	1.123.446	1.123.446
**D	THE PUBLIC EDUCATION EMPLOYEE RETIREMENT SYSTEM OFMISSOURI	0	9.767	9.767
**D	NEW YORK STATE COMMON RETIREMENT FUND	0	519.176	519.176
**D	STATE OF WYOMING, WYOMING STATE TREASURE	0	199.481	199.481
**D	FUNDACAO CALOUSTE GULBENKIAN	0	553.339	553.339
**D	EQ ADVISORS TST - ATM INTERNATIONAL PORT	0	472.846	472.846
**D	EQ ADVISORS TRUST- EQ/TEMPLETON GLOBAL E	0	557.960	557.960
**D	JP MORGAN CHASE RETIREMENT PLAN	0	168.300	168.300
**D	VANTAGEPOINT OVERSEAS EQUITY INDEX FUND	0	77.865	77.865
**D	AXA PREMIER VIP TRUST - MULTIMANGER INTE	0	78.063	78.063
**D	EQ ADVISORS TRUST - EQ/GLOBAL MULTI-SECT	0	227.249	227.249
**D	TEMPLETON NVIT INTERNATIONAL VALUE FUND	0	471.099	471.099
**D	NVIT INTERNATIONAL INDEX FUND	0	10.000	10.000
**D	EQ ADVISORS TRUST - EQ/INTERNATIONAL COR	0	169.121	169.121
**D	REYNOLDS AMERICAN DEFINED BENEFIT MASTER	0	626.309	626.309
**D	T. ROWE PRICE INSTITUTIONAL GLOBAL LARGE CAP EQUITY FUND T ROWE PRICE	0	321.020	321.020
**D	SBC MASTER PENSION TRUST	0	33.251	33.251
**D	SBC MASTER PENSION TRUST SBC MASTER PENSION TRUST 208	0	581.689	581.689
**D	JPMORGAN INTERNATIONAL EQUITY INDEX FUND	0	565.959	565.959
**D	TEMPLETON WORLD FUND	0	12.977.518	12.977.518
**D	TEMPLETON FOREIGN FUND	0	17.587.407	17.587.407
**D	RETIREMENT INCOME PLAN OF SAUDI ARABIAN	0	55.891	55.891
**D	TEMPLETON GLOBAL OPPORTUNITIES TRUST	0	1.270.334	1.270.334
**D	FRANKLIN TEMPLETON VARIAB. INSURANCE	0	8.365.386	8.365.386
**D	EQ ADVISORS TRUST: EQ/PUTNAM INTERNA	0	608.447	608.447
**D	T. ROWE PRICE INTERNAT GROWTH & INCOME F	0	4.799.871	4.799.871
**D	JNL/BLACKROCK GLOBAL ALLOCATION FUND	0	100.637	100.637
**D	FRANKLIN TEMPLETON FOREIGN SECURITIES FU	0	4.430.841	4.430.841
**D	T.ROWE PRICE PERSONAL STRATEGY GROWTH FU	0	161.486	161.486
**D	T.ROWE PRICE PERSONAL STRATEGY INCOME FU	0	81.882	81.882
**D	T.ROWE PRICE PERSONAL STRATEGY BALANCED	0	179.241	179.241

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subject: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	T. ROWE PERSONAL STRATEGY BALANCED PORTE	0	16.623	16.623
**D	T.ROWE PRICE GLOBAL STOCK FUND	0	466.344	466.344
**D	THE DELTA MASTER TRUST	0	109.308	109.308
**D	NORGES BANK (CENTRAL BANK OF NORWAY)	0	2.635.954	2.635.954
**D	COMMINGLED PENSION FUND ENHANCED INDEX)	0	27.665	27.665
**D	EQ ADVISORS TRUST ALLIANCEBERNSTEIN INTL	0	1.587.252	1.587.252
**D	NATIONWIDE INTERNATIONAL INDEX FUND	0	5.645	5.645
**D	T.ROWE PRICE BALANCED FUND INC	0	261.174	261.174
**D	TEMPLETON INSTITUTIONAL FUNDS - FOREIGN	0	11.350.672	11.350.672
**D	T ROWE PRICE INTERNATIONAL EQUITY INDEX	0	148.735	148.735
**D	BLACKROCK INDEX SELECTION FUND	0	3.406.109	3.406.109
**D	GOLDMAN SACHS STRUCTURED INTERNATIONAL TAX MANAGED EQUITY FUND	0	135.322	135.322
**D	PETERCAM B FUND	0	1.510.000	1.510.000
**D	SCHRODER QEP GLOBAL ACTIVE VALUE FUND	0	1.172.569	1.172.569
**D	SCHRODER QEP GLOBAL CORE FUND	0	232.349	232.349
**D	STATE STREET GLOBAL ADVISORS GROSS ROLL UP UNIT TRUST	0	175.733	175.733
**D	THE MASTER TRUST BANK OF JAPAN LTD	0	12.592.534	12.592.534
**D	THE MASTER TRUST BANK OF JAPAN, LTD AS TRUSTEE FOR MUTB400045796	0	3.578.984	3.578.984
**D	KUWAIT FUND FOR ARAB ECONOMIC DEVELOPMEN	0	150.000	150.000
**D	ARAB FUND FOR ECONOMIC AND SOCIAL DEVELO	0	5.654	5.654
**D	AVIVA LIFE & PENSIONS UK LIMITED	0	416.671	416.671
**D	SOMERSET COUNTY COUNCIL PENSION FUND	0	107.303	107.303
**D	SHELL CONTRIBUTORY PENSION FUND	0	812.501	812.501
**D	JOHN LEWIS PARTNERSHIP PENSIONS TRUST AS	0	128.213	128.213
**D	REXAM PENSION PLAN	0	446.093	446.093
**D	STICHTING SHELL PENSIOENFONDS	0	1.108.970	1.108.970
**D	PLUMBING & MECHANICAL SERV (UK) INDUSTRY	0	49.407	49.407
**D	BMW (UK) OPERATIONS PENSION SCHEME	0	287.274	287.274
**D	VAUXHALL MOTORS LIMITED PENSION PLAN	0	430.087	430.087
**D	VAUXHALL & ASSOCIATED COMPANIES PENSION FUND	0	18.000	18.000
**D	STICHTING PENSIOENFONDS VOOR HUISARTSEN	0	176.158	176.158
**D	STICHTING PENSIOENFONDS MEDISCH SPECIALI	0	10.681	10.681
**D	C&J CLARK PENSION FUND	0	148.141	148.141
**D	STICHTING PENSIOENFONDS VOPAK	0	244.911	244.911
**D	SCHRODERS RETIREMENT BENEFITS SCHEME	0	77.983	77.983
**D	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045792	0	3.695.953	3.695.953
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	19.988.368	19.988.368
**D	AQR INTERNATIONAL EQUITY FUND	0	181.238	181.238
**D	AQR GLOBAL EQUITY FUND	0	67.592	67.592
**D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION	0	755.573	755.573
**D	NEW MEXICO STATE INVESTMENT COUNCIL	0	520.951	520.951
**D	MASTER TRUST BANK OF JAPAN, LTD. PENSION	0	3.699.445	3.699.445
**D	VANGUARD INTERNATIONAL GROWTH FUND	0	36.182.044	36.182.044

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	VANGUARD FID COMPANY EUROPEAN STOCK INDE	0	208.922	208.922
**D	TEMPLETON GROWTH FUND INC.	0	40.477.533	40.477.533
**D	MASTER INTERNATIONAL INDEX SERIES OF QUA	0	286.644	286.644
**D	SAMPENSION INVEST AFDELING GLOBAL AKTIEN	0	219.660	219.660
**D	AVIVA LIFE AND PENSIONS UK LIMITED	0	430.633	430.633
**D	AXA IRELAND PENSION FUND	0	42.000	42.000
**D	JAPAN TRUSTEE SERVICES BANK LTD	0	1.125.072	1.125.072
**D	SIERRA TEMPLETON INTERNAT EQUITY TRUST	0	309.619	309.619
**D	HARTFORD LIFE INSURANCE COMPANY	0	119.424	119.424
**D	T.ROWE PRICE RETIREMENT DATE TRUST	0	409.902	409.902
**D	EQ ADVISORS TRUST-AXA TACTICAL MANAGER I	0	154.530	154.530
**D	MFS DIVERSIFIED TARGET RETURN FUND	0	33.912	33.912
**D	SCHRODER INTERNATIONAL MULTI-CAP VALUE FUND	0	34.706	34.706
**D	RETIREMENT PLAN FOR EMPLOYEES OF AETNA I	0	630.796	630.796
**D	RETIREMENT PLAN FOR EMPLOYEES OF AETNA I	0	508.694	508.694
**D	T ROWE CONCENTRATED INTERNAT EQUITY FUND	0	15.764	15.764
**D	COLUMBIA OVERSEAS VALUE FUND	0	332.613	332.613
**D	CHILDREN`S HELATHCARE ATLANTIA INC	0	144.856	144.856
**D	T ROWE PRICE INTERNATIONAL VALUE EQUITY	0	490.176	490.176
**D	T ROWE PRICE US VALUE EQUITY TRUST	0	446.623	446.623
**D	SCHRODER GLOBAL QUALITY FUND	0	28.628	28.628
**D	THE HARTFORD INTERNATIONAL SMALL CO	0	30.681	30.681
**D	THE HARTFORD DIVERSIFIED INTERNATIONAL FUND	0	9.676	9.676
**D	THE HARTFORD INTERNATIONAL GROWTH FUND	0	238.977	238.977
**D	TEMPLETON INTERNATIONAL FOREIGN FUND	0	2.252.701	2.252.701
**D	ROCHE DIAGNOSTICS CORPORATION CASH ACCUM	0	446.600	446.600
**D	T.ROWE PRICE INSTITUTIONAL GLOBAL LARGE CAP EQUITY FUND	0	14.312	14.312
**D	JPMORGAN GLOBAL RESEARCH ENHANCED INDEX FUND	0	20.802	20.802
**D	MFS INTERNATIONAL RESEARCH EQUITY LLC	0	30.134	30.134
**D	RESURRECTION HEALTH CARE	0	28.165	28.165
**D	WEST SUBURBAN RETIREMENT INCOME PLAN	0	3.836	3.836
**D	RESURRECTION HEALTH CARE PENSION PLAN	0	11.349	11.349
**D	ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND	0	8.809	8.809
**D	FLEXSHARES MORNINGSTAR DEVELOPED MARKETS EX-US FACTOR TILT INDEX FUND	0	23.114	23.114
**D	FONDATION J.A. BOMBARDIER	0	14.859	14.859
**D	CHEVRON CANADA LIMITED MASTER TRUST	0	95.249	95.249
**D	RETIR FOR EMPLY OF CANADIAN UTILITIES	0	156.068	156.068
**D	SUN LIFE MFS INTERNATIONAL VALUE FUND	0	205.083	205.083
**D	POWER CORPORATION SUPERANNUATION PLA	0	109.742	109.742
**D	ASSOCIATION BIENF RETR POL VILLE MONTREA	0	50.946	50.946
**D	MB CANADIAN EQUITY PLUS FUND	0	15.822	15.822
**D	MB GLOBAL EQUITY FUND	0	1.247.909	1.247.909
**D	MANULIFE GLOBAL OPPORTUNITIES FUND	0	1.007	1.007

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

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IN FAVOUR at LIST 2

**D	MANULIFE INTERNATIONAL EQUITY INDEX FUND	0	59.506	59.506
**D	MANULIFE GLOBAL OPPORTUNITIES BALANCED F	0	78.047	78.047
**D	MANULIFE INVESTMENT EXCHANGE FUND CORP	0	159.959	159.959
**D	MAPLE BROWN ABBOTT INTL EQUITY TRUST	0	30.482	30.482
**D	BF&M LIFE INSURANCE COMPANY LIMITED	0	105.787	105.787
**D	NUCLEAR LIABILITIES FUND LIMITED	0	118.131	118.131
**D	WEST MIDLANDS METROPOLITAN AUTHORITI	0	497.000	497.000
**D	WEST YORKSHIRE PENSION FUND	0	27.650	27.650
**D	FIDELITY FUNDS SICAV	0	11.760.498	11.760.498
**D	AXA ROSENBERGER INTERNATIONAL	0	9.000	9.000
**D	AXA ROSENBERG EUROBLOC	0	1.323.000	1.323.000
**D	NORDEA 1 SICAV	0	5.442.850	5.442.850
**D	CHURCH COMMISSIONERS FOR ENGLAND	0	57.894	57.894
**D	DURHAM COUNTY COUNCIL PENSION FUND	0	23.566	23.566
**D	AXA-EB 510	0	22.465	22.465
**D	LOUISBOURG EAFE FUND	0	16.721	16.721
**D	CENTRAL FINANCE BOARD OF THE METHODI	0	35.000	35.000
**D	TUTMAN B&CE CONTRACTED-OUT PENSION SCHEM	0	78.403	78.403
**D	SCOTIA CANADIAN TACTICAL ASSET ALL FUND	0	147.242	147.242
**D	OSPREY POINT INVESTMENTS II LIMITED	0	46.920	46.920
**D	GUIDE STONE FUNDS - INTERNATIONAL EQUITY	0	77.239	77.239
**D	BLUE CROSS E SHIELD ASS RET BEN TST	0	161.054	161.054
**D	NATIONAL WESTMINSTER BANK PLC AS DEPOSITARY OF BARING EUROPE EX UK LTD	0	828.554	828.554
**D	CATERPILLAR INC GROUP INSURANCE PLAN TRUST	0	65.546	65.546
**D	ESSEX COUNTY COUNCIL PENSION FUND	0	43.379	43.379
**D	ACORN 1998 TRUST	0	118	118
**D	EXELON PEACH BOTTOM UNIT 1 QUALIFIED FUND	0	4.466	4.466
**D	JTW TRUST NO. 3 UAD 9/19/02	0	15.584	15.584
**D	JTW TRUST NO. 1 UAD 9/19/02	0	10.263	10.263
**D	JTW TRUST NO. 4 UAD 9/19/02	0	24.369	24.369
**D	JTW TRUST NO. 2 UAD 9/19/02	0	10.195	10.195
**D	NTGI-QM COMMON DAILY EAFE INDEX FUND - N	0	134.545	134.545
**D	LJR LIMITED PARTNERSHIP	0	53.059	53.059
**D	RABBI TST FOR LADD FURNITURE INC	0	1.891	1.891
**D	MONSANTO COMPANY DEFINED CONTRIBUTION E	0	125.383	125.383
**D	NTGI-QM COMMON DAILY ALL COUNTRY WORLD E	0	99.744	99.744
**D	TYCO ELECTRONICS DEFINED MASTER TRUST	0	192.171	192.171
**D	THE MARATHON-LONDON GLO INVEST TRUST	0	264.656	264.656
**D	HRW TESTAMENTARY TRUST NO 3	0	7.972	7.972
**D	HRW TESTAMENTARY TRUST NO 1	0	31.429	31.429
**D	HRW TRUST NO 2 UAD 01/17/03	0	10.797	10.797
**D	HRW TESTAMENTARY TRUST NO. 10	0	33.420	33.420
**D	HRW TRUST NO 1 UAD 01/17/03	0	10.797	10.797

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IN FAVOUR at LIST 2

**D	HRW TESTAMENTARY TRUST NO. 11	0	6.254	6.254
**D	HRW TESTAMENTARY TRUST NO 6	0	33.209	33.209
**D	HRW TESTAMENTARY TRUST NO 4	0	7.443	7.443
**D	HRW TESTAMENTARY TRUST NO. 9	0	26.251	26.251
**D	HRW TESTAMENTARY TRUST NO. 8	0	14.286	14.286
**D	HRW TESTAMENTARY TRUST NO 2	0	4.682	4.682
**D	HRW TESTAMENTARY TRUST NO. 7	0	14.286	14.286
**D	HRW TRUST NO 4 UAD 01/17/03	0	12.829	12.829
**D	HRW TESTAMENTARY TRUST NO 5	0	20.158	20.158
**D	HRW TESTAMENTARY TRUST NO. 12	0	6.119	6.119
**D	HRW TRUST NO 3 UAD 01/17/03	0	12.829	12.829
**D	RICHARD PELL	0	5.516	5.516
**D	UNITED NATIONS RELIEF AND WORKS FOR PALESTINIAN REFUGEES IN THE NEAR EAST	0	16.583	16.583
**D	MUNICIPAL EMP ANNUITY E BEN FD CHICA	0	72.346	72.346
**D	THE MOTOROLA PENSION SCHEME	0	152.742	152.742
**D	PUBLIC SCHOOL TEACHERS PNS E RET.FND CHICAGO	0	103.531	103.531
**D	QM COMMON DAILY WORLD INDEX FUND	0	145.992	145.992
**D	WILSHIRE VIT INTERNATIONAL EQUITY FUND	0	3.108	3.108
**D	WILSHIRE INTERNATIONAL EQUITY FUND	0	3.314	3.314
**D	ARTIO INTERNATIONAL EQUITY (CAYMAN) FUND	0	12.220	12.220
**D	CHESS INTERNATIONAL PROPERTIES, LTD.	0	5.380	5.380
**D	STATES OF JERSEY COMMON INVESTMENT FUND	0	43.601	43.601
**D	FUNDO DE PENSOES	0	188.669	188.669
**D	HOSPITAL AUTHORITY PROVIDENT FUND S.	0	432.743	432.743
**D	INTERNATIONAL EQUITY PARTNERS	0	40.191	40.191
**D	HK MONETARY AUTHORITY	0	2.177.795	2.177.795
**D	HONG KONG SPECIAL ADMIN EXCHANGE FD	0	614.061	614.061
**D	THYSSEN GLOBAL INVESTMENTS CORP	0	17.511	17.511
**D	GENERAL PENSION AND SOCIAL SECURITY AUTHORITY	0	68.000	68.000
**D	KAUST INVESTMENTS SH LIMITED	0	311.402	311.402
**D	HP INVEST COMMON CONTRACTUAL FUND	0	2.152.530	2.152.530
**D	NORTHERN TRUST UCITS COMMON CONTRACTUAL	0	145.596	145.596
**D	COLORADO PUBLIC EMPLOYEES RETIREMENT	0	1.346.829	1.346.829
**D	INT.MONETARY FUND STAFF RET.PLAN	0	18.707	18.707
**D	DYNASTY INVEST, LTD	0	4.866	4.866
**D	ILLINOIS TEACHERS RETIREMENT SYSTEM	0	3.776	3.776
**D	LAS OLAS EQUITY PARTNERS LP	0	4.323	4.323
**D	LTW GROUP HOLDINGS, LLC	0	33.826	33.826
**D	LTW INVESTMENTS LLC	0	11.878	11.878
**D	MF INTERNATIONAL FUND LLC	0	11.707	11.707
**D	THE NEW YORK TIMES CO. PENSION TRUST	0	40.250	40.250
**D	QS INVESTORS DBI ALL COUNTRY GLOBAL EQUITY FUND LP	0	3.144	3.144
**D	ARGA GLOBAL FUND	0	9.291	9.291

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RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	THE MARATHON-LONDON GLOBAL INVEST TRUST	0	785.392	785.392
**D	HONESTY LLC	0	751.500	751.500
**D	DFE ASSET MANAGEMENT LLC	0	10.980	10.980
**D	BANK OF BOTSWANA	0	143.033	143.033
**D	COMMON MONTHLY INTL EX-JAPAN EQUITY	0	235.142	235.142
**D	CENTRAL PROVIDENT FUND BOARD	0	41.870	41.870
**D	MICROSOFT GLOBAL FINANCE LIMITED	0	628.866	628.866
**D	BLUE SKY GROUP	0	1.326.370	1.326.370
**D	STATE UNIVERSITIES RETIREMENT SYSTEM	0	626.697	626.697
**D	COMMONWEALTH SUPERANNUATION CORP. ARIA	0	405.877	405.877
**D	ACCIDENT COMPENSATION CORPORATION	0	67.668	67.668
**D	AMERICAN COLLEGE OF SURGEONS	0	18.338	18.338
**D	CALIFORNIA PHYSICIAN'S SERVICE	0	709.475	709.475
**D	CATERPILLAR INC INVEST TRUST	0	246.377	246.377
**D	CATERPILLAR INC MASTER RETIRE TRUST	0	1.067.912	1.067.912
**D	FORD FOUNDATION	0	97.693	97.693
**D	FELICIAN SISTERS OF NORTH AMERICA ENDOWM	0	72.560	72.560
**D	FORD MOTOR COMPANY DEFINED BENEFIT	0	465.893	465.893
**D	HUBBELL INC MASTER PENS TRUST	0	534.807	534.807
**D	INOVA HEALTH SYSTEM FOUNDATION	0	337.250	337.250
**D	NORTHERN INTL EQUITY INDEX FUND	0	846.863	846.863
**D	NORTHERN GLOBAL SUSTAINABILITY INDEX FUN	0	42.218	42.218
**D	THE MASTER TRUST OF JAPAN	0	26.025	26.025
**D	NORTHWESTERN UNIVERSITY	0	30.024	30.024
**D	MT AGREEMENT BETWEEN PFINZER&NT COMPANY	0	708.657	708.657
**D	NT GLOBAL INVESTMENT COLL FUNDS	0	6.734.590	6.734.590
**D	VOLUNTARY EMPLOYEES BENEFICIARY ASSOCIAT	0	9.493	9.493
**D	1999 VOLUNTARY EMPLOYEES` BENEFICIARY	0	13.064	13.064
**D	VOLUNTARY SOUTHERN CALIFORNIA EDISON	0	159.733	159.733
**D	TYCO ELECTRONICS RETIREMENT SAVINGS AND	0	96.780	96.780
**D	THE HENRY SMITH CHARITY	0	166.831	166.831
**D	TRINITY COLLEGE	0	27.891	27.891
**D	THE MARATHON LONDON GROUP TRUST FOR EMPL	0	2.409.438	2.409.438
**D	EXELON CORPORATION PENSION MASTER RETIRE	0	403.069	403.069
**D	NEW ZEALAND SUPERANNUATION FUND	0	264.490	264.490
**D	ST. JOSEPH HEALTH SYSTEM	0	39.923	39.923
**D	UTAH STATE RETIREMENT SYSTEMS	0	840.260	840.260
**D	AMERICAN HONDA MOTOR CO RETIREMENT	0	573.356	573.356
**D	NATIONAL COUNCIL FOR SOCIAL SEC FUND	0	131.574	131.574
**D	CITY OF MILWAUKEE EMPLOY RETIREMENT	0	572.708	572.708
**D	CUMMINS ENGINE AFFILIATES INVEST	0	265.110	265.110
**D	A I DUPONT TESTAMENTARY TRUST	0	139.431	139.431
**D	FIDELITY SALEM STREET TRUST	0	304.886	304.886

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IN FAVOUR at LIST 2

**D	STICHTING INSTITUUT GAK	0	17.864	17.864
**D	ILLINOIS MUNICIPAL RETIREMENT FUND	0	711.562	711.562
**D	JULIUS BEAR GROUP TRUST	0	384.534	384.534
**D	LOS ANGELES CITY EMPLOYEES RETIREM.	0	327.067	327.067
**D	CITY OF LOS ANGELES FIRE POLICE PLAN	0	211.019	211.019
**D	LA-Z-BOY INC MASTER RETIRE SAVING	0	36.299	36.299
**D	MONTGOMERY COUNTY EMPLOYEES` RETIR	0	58.225	58.225
**D	MONSANTO COMPANY MASTER TRUST	0	151.565	151.565
**D	INTL TRANSPORT CORP RETIREE HEALTH	0	29.264	29.264
**D	INTL TRUCK ENGINE CORP RETIREMENT	0	56.743	56.743
**D	POTOMAC ELECTRIC POWER COMPANY	0	435.759	435.759
**D	CENTERPOINT ENERGY MASTER RETIR TST	0	164.271	164.271
**D	SAN FRANCISCO CITY E COUN.RET.SYSTEM	0	154.207	154.207
**D	TENNESSE CONSOLIDATED RETIREMENT SYSTEM	0	193.580	193.580
**D	TRINITY HEALTH MASTER RETIREMENT TST	0	13.220	13.220
**D	TRINITY HEALTH SYSTEM	0	13.215	13.215
**D	UFCW LOCAL 152 RETAIL MEAT PENSION FD	0	16.526	16.526
**D	UNION PACIFIC CORP MASTER RET TRUST	0	223.191	223.191
**D	CITY OF LOS ANGELES FIRE POLICE PLAN	0	62.940	62.940
**D	PARK FOUNDATION INC	0	41.090	41.090
**D	FORD OF CANADA MASTER TRUST FUND	0	81.639	81.639
**D	HALIFAX REGIONAL MUNICIPAL MASTER TRUST	0	149.007	149.007
**D	ARTIO INTL EQUITY II FUND	0	21.251	21.251
**D	ONTARIO PUBLIC SERVICE EMPLOYEES UNION P	0	756.264	756.264
**D	BARING INTL UMBRELLA FUND	0	218.010	218.010
**D	GARD COMMON CONTRACTUAL FUND	0	55.839	55.839
**D	NT INVESTMENT FUNDS PUBLIC LTD CO	0	195.242	195.242
**D	RBS ATF BARING EUROPEAN GROWTH TRUST	0	548.228	548.228
**D	LEGALEGENERAL EUROPEAN INDEX TRUST	0	2.353.031	2.353.031
**D	RBS LEGAL E GENERAL INTL INDEX TRUST	0	66.220	66.220
**D	CHURCH OF ENGLAND INV FD FOR PENSION	0	39.108	39.108
**D	SURREY COUNTY COUNCIL PENSION FUND	0	39.283	39.283
**D	STICHTING PENSIOENFONDS SAGITTARIUS	0	188.317	188.317
**D	WHEELS COMMON INVESTMENT FUND	0	236.651	236.651
**D	IBM PENSION PLAN	0	322.695	322.695
**D	LOTHIAN PENSION FUND	0	306.927	306.927
**D	STICHTING PENSIOENFONDS IBM NEDERL.	0	86.656	86.656
**D	UNILEVER UK PENSION FUND	0	208.618	208.618
**D	STICHTING PENSIOENFONDS VAN DE METALEKTR	0	1.712.369	1.712.369
**D	LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	0	147.482	147.482
**D	NIKKO AM WORLD FDS-AM INTECH GLOBAL CORE FUND	0	34.244	34.244
**D	TRUST E CUSTODY SERVICES BANK LTD	0	1.448.869	1.448.869
**D	TRUST & CUSTODY SERVICES BANK LTD AS TRUSTEE FOR PENSION INVESTMENT FUND TRUST NUMBER 21	0	135.891	135.891

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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IN FAVOUR at LIST 2

**D	TRUST & CUSTODY SERVICES BANK LTD AS TRUSTEE FOR PENSION INVESTMENT FUND TRUST NUMBER 30	0	9.903	9.903
**D	NIKKO AM INVESTMENT TRUST (LUXEMBOURG) - NIKKO AM INTECH KOKUSAI FUND	0	3.530	3.530
**D	BAERUM KOMMUNE	0	18.179	18.179
**D	ABU DHABI RETIREMENT PENSION FUND	0	191.376	191.376
**D	STICHTING DELA DEPOSITARY AND MANAGEMENT	0	296.703	296.703
**D	STICHTING PENSIOENFONDS CAMPINA	0	98.235	98.235
**D	VERDIPAPIRFONDET KLP AKSJEGLOBAL 1	0	341.415	341.415
**D	VERDIPAPI KLP AKSJEUROPA INDEKS 1	0	160.106	160.106
**D	UNIVEST	0	440.302	440.302
**D	KOMMUNAL LANDSPENSJONSKASSE GJENSIDIG FO	0	173.512	173.512
**D	IPM FUNDAMENTAL UMBRELLA FUND	0	272.384	272.384
**D	SECUREX LEVEN VERENIGING VOOR ONDERLINGE	0	203.988	203.988
**D	STICHTING ASR BEWAARDER	0	116.453	116.453
**D	FCP GROUPAMA DEPANDANCE	0	37.374	37.374
**D	FCP GROUPAMA AAEXA	0	100.000	100.000
**D	FCP GROUPAMA BILANCIATO	0	21.631	21.631
**D	FCP GROUPAMA DINAMICO	0	44.847	44.847
**D	THE MANUFACTURERS LIFE INSURANCE COMPANY	0	208.327	208.327
**D	EUROPEAN VALUE PARTNERS SICAV-SIF	0	14.100	14.100
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	BLACKROCK EUROFUND	0	480.112	480.112
**D	BLACKROCK GLOBAL ALLOCATION FUND INC	0	11.556.225	11.556.225
**D	BLACK ROCK GLOBAL ALLOCATION PORTFOL. OF BL. SERIES FUND INC	0	56.985	56.985
**D	BLACKROCK GLOBAL ALLOCATION VIFUND OF BL.VAR.SERIES FUND INC	0	2.347.228	2.347.228
**D	MFS RESEARCH INTERNATIONAL FDPFUND OF FDP SERIES, INC.	0	136.872	136.872
**D	BLACKROCK GLOBAL ALLOCATION FUND (AUST)	0	207.510	207.510
**D	BROWN BROTHERS HARRIMAN TRUSTEE SERVICES (IRELAND) LIMITED	0	626.749	626.749
**D	NORTHWESTERN MUTUAL SERIES FUND INC RESEARCH INT CORE PORTF.	0	291.678	291.678
**D	HARTFORD INTERNATIONAL GLOBAL EQUITY (EX-JAPAN) INDEX FUND	0	338.078	338.078
**D	JANUS CAPITAL FUNDS PLC JANUS EUROPE FUND	0	116.830	116.830
**D	MASSMUTUAL SELECT BLACKROCK GLOBAL ALLOCATION FUND	0	129.786	129.786
**D	ACMBERNSTEIN	0	1.498	1.498
**D	THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY	0	352.792	352.792
**D	S2G	0	980.747	980.747
**D	METROPOLE GESTION	0	6.820.000	6.820.000
**D	CPR AM	0	450.411	450.411
**D	AXA INVESTMENT MANAGERS PARIS	0	169.144	169.144
**D	MACIF GESTION	0	21.851	21.851
**D	SOCIETE GENERALE GESTION	0	261.216	261.216
**D	AGI FRANCE	0	3.670.000	3.670.000
**D	ETOILE GESTION	0	531.158	531.158
**D	OFI AM	0	240.000	240.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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IN FAVOUR at LIST 2

**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	UBS FUND MANAGEMENT (SWITZERLAND) AG	0	2.127.503	2.127.503
**D	UBS FUND MANAGEMENT (LUXEMBOURG) SA	0	329.874	329.874
**D	UBS (LUX) SICAV 1	0	10.124	10.124
**D	UBS (LUX) STRATEGY XTRA SICAV	0	41.712	41.712
**D	ARROWSTREET GLOBAL ALPHA EXTN FUND I	0	1.065.791	1.065.791
**D	ARROWSTREET EAFE ALPHA EXTENSION FUND II	0	681.942	681.942
**D	ARROWSTREET GLOBAL EQUITY ALPHA EXTENSION FUND	0	1.607.122	1.607.122
**D	LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	0	2.073.622	2.073.622
**D	IRISH LIFE ASSURANCE.	0	3.277.530	3.277.530
**D	AEGON CUSTODY B.V.	0	1.723.890	1.723.890
**D	STICHTING PENSIOENFONDS METAAL EN TECHNIEK	0	1.474.274	1.474.274
**D	AVIVA INVESTORS INTERNATIONAL INDEX TRACKING FUND	0	83.652	83.652
**D	AVIVA INVESTORS BALANCED MANAGED FUND	0	2.410	2.410
**D	COLONIAL FIRST STATE INVESTMENT LTD	0	255.614	255.614
**D	CITITRUST LTD	0	277.387	277.387
**D	STICHTING MN SERVICES AANDELENFONDS EUROPA	0	173.150	173.150
**D	LEGAL AND GENERAL ASSURANCE SOCIETY LIMITED	0	959.520	959.520
**D	LAZARD ASSET MANAGEMENT LTD.	0	42.617	42.617
**D	STANDARD LIFE INVESTMENT LIMITED	0	69.543	69.543
**D	ROBECO INSTITUTIONEEL GLOBAL ENHANCED INDEX FONDS	0	18.807	18.807
**D	COMMONWEALTH BANK OFFICERS SUPERANNUATION CORPORATION PTY LTD	0	38.514	38.514
**D	MANULIFE GLOBAL FUND	0	301.481	301.481
**D	FRANKLIN TEMPLETON	0	63.351	63.351
**D	AGF GLOBAL VALUE FUND	0	881.006	881.006
**D	AGF WORLD BALANCED FUND	0	193.200	193.200
**D	AGF INTERNATIONAL STOCK CLASS	0	1.732.521	1.732.521
**D	AGF GLOBAL VALUE CLASS	0	129.600	129.600
**D	AGF EUROPEAN EQUITY CLASS	0	1.155.834	1.155.834
**D	AEGON CUSTODY B.V	0	361.466	361.466
**D	THE NOMURA TRUST AND BANKING CO LTD	0	130.657	130.657
**D	ORBIS GLOBAL EQUITY LIMITED	0	16.328.604	16.328.604
**D	ORBIS OPTIMAL SA FUND LTD	0	2.162.642	2.162.642

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IN FAVOUR at LIST 2

**D	ORBIS INTERNATIONAL EQUITY LP	0	27.147	27.147
**D	ORBIS SICAV.	0	1.943.601	1.943.601
**D	ORBIS SICAV,	0	4.913.613	4.913.613
**D	ORBIS OPTIMAL GLOBAL FUND LP	0	35.041	35.041
**D	COLONIAL FIRST STATE INVESTMENT LTD	0	896.471	896.471
**D	COUNTRYWIDE ASSURED PLC	0	110.613	110.613
**D	STICHTING PGGM DEPOSITARY	0	3.044.818	3.044.818
**D	MACQUARIE INVESTMENT MANAGEMENT LIMITED	0	1.004.232	1.004.232
**D	STICHTING MN SERVICES EUROPE EX UK EQUITY FUND	0	3.227	3.227
**D	ORBIS GLOBAL EQUITY FUND AUSTRALIA REGISTERED.	0	4.351.045	4.351.045
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND	0	46.902	46.902
**D	PANAGORA DIVERSIFIED RISK MULTI-ASSET FUND LTD	0	17.815	17.815
**D	SDA INTERNATIONAL EQUITY INDEX FUND	0	87.391	87.391
**D	SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	932.426	932.426
**D	AQR GLOBAL LONG-SHORT EQUITY FUND.	0	33.344	33.344
**D	AQR R.C. EQUITY AUSTRALIA FUND	0	13.603	13.603
**D	P THREE BRIDGES EUROPE LTD	0	8.475	8.475
**D	TWO SIGMA INTERNATIONAL CORE PORTFOLIO, LLC CORPORATION SERVICE COMPANY	0	30	30
**D	THREE BRIDGES EUROPE MASTER FUND LTD	0	640.746	640.746
**D	TWO SIGMA EQUITY PORTFOLIO, LLC	0	3.293	3.293
**D	MONROE COUNTY EMPLOYEES RETIREMENT SYSTEM	0	33.026	33.026
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	UBS HOUSE	0	1.006.011	1.006.011
**D	UBS O`CONNOR LLC	0	52.838	52.838
**D	SONOMA COUNTY EMPLOYEES RETIREMENT ASSOCIATION	0	36.105	36.105
**D	THE METHODIST HOSPITAL	0	218.566	218.566
**D	LINDE PENSION PLAN	0	84.359	84.359
**D	CELANESE AMERICAS RETIREMENT PENSION PLAN	0	272.409	272.409
**D	NOVARTIS CORPORATION PENSION MASTER TRUST	0	20.904	20.904
**D	P.H. GLATFELTER COMPANY MASTER RETIREMENT TRUST	0	60.437	60.437
**D	PARTNERS HEALTHCARE SYSTEM INC	0	190.387	190.387
**D	STATE FARM VARIABLE PRODUCT TRUST, INTERNATIONAL EQ INDEX F	0	97.788	97.788
**D	MERCK FAMILY FUND	0	11.930	11.930
**D	ARKWRIGHT, LLC	0	17.168	17.168
**D	MANUFACTURERS AND TRADERS TRUST COMPANY	0	8.360	8.360
**D	TEACHERS` RETIREMENT SYSTEM OF THE STATE OF ILLINOIS	0	624.079	624.079
**D	ROBERT L MCNEIL COMPLEX TRUST	0	137.224	137.224
**D	KAISER FOUNDATION HOSPITALS	0	1.159.456	1.159.456
**D	FIDELITY RUTLAND SQUARE TR II: STRAT ADV INT MULTI-MANAGER F	0	30.978	30.978
**D	FIDELITY RUTLAND SQUARETRUST II: STRATEGIC ADVISERS INT F	0	2.673.134	2.673.134
**D	LONDON BOROUGH OF TOWER HAMLETS PENSION FUND	0	419.321	419.321
**D	CONOCOPHILLIPS PENSION PLAN	0	124.200	124.200
**D	FAMILY INVESTMENTS CHILD TRUST FUND	0	110.413	110.413

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**D	FAMILY INVESTMENTS GLOBAL ICVC FAMILY BALANCED INT FUND	0	163.346	163.346
**D	JOHN HANCOCK VARIABLE INS. TRUST INTERNATIONAL CORE TRUST	0	286.217	286.217
**D	JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B	0	154.674	154.674
**D	JOHN HANCOCK VARIABLE INSURANCE TRUST GLOBAL TRUST	0	1.629.069	1.629.069
**D	JOHN HANCOCK VARIABLE INSURANCE TR INTERNATIONAL VALUE TRUST	0	3.587.452	3.587.452
**D	JOHN HANCOCK FUNDS III INTERNATIONAL GROWTH FUND	0	48.337	48.337
**D	JOHN HANCOCK FUNDS III INTERNATIONAL CORE FUND	0	440.335	440.335
**D	HSBC AS TRUSTEE FOR SSGA EUROPE EX UK EQUITY TRACKER FUND	0	161.474	161.474
**D	JOHN HANCOCK FUNDS II INTERNATIONAL VALUE FUND	0	4.849.578	4.849.578
**D	BNY MELLON TR+DEP ATF ST. JAMES'S PLACE GLOBAL EQ UNIT TR	0	384.722	384.722
**D	LAUDUS INTERNATIONAL MARKETMASTERS FUND	0	61.264	61.264
**D	SCHWAB INTERNATIONAL EQUITY ETF	0	376.913	376.913
**D	MANAGED PENSION FUNDS LIMITED	0	5.389.674	5.389.674
**D	CGE INVESTMENTS (NO. 2) S.A.R.L.	0	126.717	126.717
**D	JOHN HANCOCK FINANCIAL INDUSTRIES FUND	0	392.730	392.730
**D	JOHN HANCOCK GLOBAL OPPORTUNITIES FUND	0	2.673.030	2.673.030
**D	JOHN HANCOCK VAR INS TRUST STRATEGIC EQUITY ALLOCATION TRUST	0	744.543	744.543
**D	JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION FUND	0	329.982	329.982
**D	MANULIFE ASSET MNGM TRUST COMPANY GLOBAL OPPORTUNITIES CTF	0	156.280	156.280
**D	PUTNAM VOYAGER FUND	0	1.346.483	1.346.483
**D	PUTNAM EUROPE EQUITY FUND	0	291.188	291.188
**D	PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL ASSET ALLOCATION F	0	8.706	8.706
**D	PUTNAM DYNAMIC ASSET ALLOCATION GROWTH FUND	0	67.863	67.863
**D	PUTNAM DYNAMIC ASSET ALLOCATION BALANCED FUND	0	4.981	4.981
**D	PUTNAM VARIABLE TRUST - PUTNAM INTERNATIONAL VALUE FUND	0	287.199	287.199
**D	PUTNAM VAR TRUST - PUTNAM VT INT VALUE FUND	0	151.717	151.717
**D	PUTNAM VARIABLE TRUST - PUTNAM VT INTERNATIONAL EQUITY FUND	0	671.705	671.705
**D	PUTNAM VAR TRUST - PUTNAM VT INT GROWTH FUND	0	57.874	57.874
**D	PUTNAM INTERNATIONAL GROWTH FUND	0	34.821	34.821
**D	PUTNAM INTERNATIONAL EQUITY FUND	0	568.095	568.095
**D	PUTNAM VARIABLE TRUST - PUTNAM VT VOYAGER FUND	0	697.242	697.242
**D	PUTNAM GLOBAL EQUITY FUND	0	125.771	125.771
**D	PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL EQUITY FUND	0	272.685	272.685
**D	PUTNAM GLOBAL FINANCIAL FUND	0	4.424	4.424
**D	PENSION PROTECTION FUND	0	689.957	689.957
**D	JOHNSON & JOHNSON UK GROUP RETIREMENT PLAN	0	35.518	35.518
**D	ARKANSAS TEACHER RETIREMENT SYSTEM	0	142.436	142.436
**D	MFS VARIABLE INSURANCE TRUST-MFS RESEARCH INT SERIES	0	138.597	138.597
**D	MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST	0	315.745	315.745
**D	MFS GLOBAL MULTI-ASSET FUND	0	9.822	9.822
**D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	120.123	120.123
**D	AMERICAN AIRLINES INC. PILOTS RET BENEFIT PROGRAM VAR INCOME	0	1.519.433	1.519.433
**D	ALLIANCEBERNSTEIN BALANCED SHARES INC	0	7.980	7.980

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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IN FAVOUR at LIST 2

**D	THE ALLIANCEBERNSTEIN POOLING PTF - ALLIANCEB VOL MNGM PTF	0	98.560	98.560
**D	ALLIANCEBERNST VAR PROD SER F INC.ALLIANCEB DYN ASSET ALL PTF	0	10.889	10.889
**D	JOHN HANCOCK LIFE AND HEALTH INSURANCE COMPANY	0	196.632	196.632
**D	SISTERS OF MERCY OF NORTH CAROLINA FOUNDATION INC	0	7.239	7.239
**D	DODGE & COX INTERNATIONAL STOCK FUND	0	123.651.788	123.651.788
**D	DODGE + COX GLOBAL STOCK FUND	0	2.984.199	2.984.199
**D	METROPOLITAN LIFE INSURANCE COMPANY	0	123.159	123.159
**D	BRUNSWICK UNIT 1 QUALIFIED NUCLEAR DECOMMISSIONING FUND	0	7.055	7.055
**D	HARRIS UNIT 1 QUALIFIED NUCLEAR DECOMMISSIONING FUND	0	10.228	10.228
**D	BRUNSWICK UNIT 2 QUALIFIED NUCLEAR DECOMMISSIONING FUND	0	9.492	9.492
**D	ROBINSON UNIT 2 QUALIFIED NUCLEAR DECOMMISSIONING FUND	0	10.579	10.579
**D	THE MASTER TRUST BK OF JP LTD: HITACHI FOREIGN EQ INDEX MF	0	93.794	93.794
**D	BT INSTITUTIONAL INTERNATIONAL SUSTAINABILITY SHARE FUND	0	102.529	102.529
**D	SPDR S+P WORLD EX AUSTRALIA FUND	0	3.534	3.534
**D	PENSION FUND OF SUMITOMO MITSUI BANKING CORPORATION	0	28.605	28.605
**D	GENERAL MOTORS HOURLY-RATE EMPLOYEES PENSION TRUST	0	265.795	265.795
**D	GMAM GROUP PENSION TRUST III	0	1.156.410	1.156.410
**D	GMAM INVESTMENT FUNDS TRUST	0	179.078	179.078
**D	RUSSELL TRUST CO COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST	0	530.587	530.587
**D	ENHANCED GLOBAL SERIES OF BLACKROCK QUANTITATIVE PARTNERS LP	0	1.407	1.407
**D	BOSTON COMMON	0	218.440	218.440
**D	AMERICAN CENTURY STRATEGIC ASSET ALL, INC. STRAT ALL CONS F	0	23.690	23.690
**D	JP TR SERV BK LTD ATF MATB MSCI KOKUSAI INDEX MOTHER F	0	314.032	314.032
**D	JP TR SERV BK LTD ATF FOR MATB MSCI INDEX SEL FUND- EUR PTF	0	1.794	1.794
**D	ENERGY INSURANCE MUTUAL LIMITED	0	19.919	19.919
**D	JAPAN TRUSTEE SERV BK LTD ATF GLB FIN EQ F LTD SUBSCR PERIOD	0	3.345	3.345
**D	THE MASTER TR BK OF JP LTD ATF INVESCO DEV COUNT EQ INDEX M F	0	267	267
**D	HBOS INTERNATIONAL INV FUNDS ICVC- EUROPEAN FUND	0	121.472	121.472
**D	ARCHITAS MULTI-MANAGER GLOBAL FUNDS UNIT TRUST	0	94.767	94.767
**D	FRIENDS LIFE COMPANY LIMITED	0	18.000	18.000
**D	AQR INTERNATIONAL EQUITY FUND II, L.P.	0	41.612	41.612
**D	AQR GLOBAL ENHANCED EQUITY FUND	0	65.954	65.954
**D	GENERAL CONFERENCE CORPORATION OF SEVENTH DAY ADVENTISTS	0	3.057	3.057
**D	AXA ROSENBERG EQUITY ALPHA TRUST	0	61.000	61.000
**D	DIGNITY HEALTH	0	369.246	369.246
**D	DIGNITY HEALTH RETIREMENT PLAN TRUST	0	407.387	407.387
**D	UNITED TECHNOLOGIES CORPORATION EMPLOYEE SAVINGS PLAN	0	268.814	268.814
**D	AMERICAN HEART ASSOCIATION	0	8.211	8.211
**D	COLLEGE RETIREMENT EQUITIES FUND	0	6.654.442	6.654.442
**D	MET INVESTOR SERIES TRUST-ALLIANC GLOBAL DYNAMIC ALL PTF	0	379.854	379.854
**D	MET INVESTORS SERIES TRUST- SCHRODERS GLOBAL MULTI-ASSET PTF	0	34.565	34.565
**D	COMBUSTION ENGINEERING 524(G) ASBESTOS PI TRUST	0	17.260	17.260
**D	CHIMCO ALPHA FUND, LLC	0	1.004.830	1.004.830

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	THE HALLIBURTON GROUP UK PENSION PLAN	0	10.397	10.397
**D	UNITED AIRLINES PILOT DIRECTED ACCOUNT PLAN TRUST	0	89.920	89.920
**D	CHRISTIAN SUPER	0	3.464	3.464
**D	FONDS PRIVE GPD ACTIONS EAEO	0	826.738	826.738
**D	CALVERT VP EAFE INTERNATIONAL INDEX PORTFOLIO	0	51.251	51.251
**D	DODGE + COX WORLDWIDE FUNDS PLC	0	234.625	234.625
**D	DELUXE CORPORATION MASTER TRUST	0	104.831	104.831
**D	ASCENSION HEALTH MASTER PENSION TRUST	0	519.097	519.097
**D	CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	0	4.623.487	4.623.487
**D	AMERICAN BEACON INTERNATIONAL EQUITY FUND	0	563.187	563.187
**D	MICROSOFT CORPORATION SAVINGS PLUS 401(K) PLAN	0	618.611	618.611
**D	VALIC COMPANY I - GLOBAL SOCIAL AWARENESS FUND	0	9.305	9.305
**D	FRANCISCAN ALLIANCE, INC.	0	194.910	194.910
**D	FEDEX CORPORATION EMPLOYEES PENSION TRUST	0	739.876	739.876
**D	STICHTING F AND C MULTI MANAGER EUROPEAN EQUITY ACTIVE	0	238.711	238.711
**D	STICHTING TRUST F AND C UNHEDGE	0	502.171	502.171
**D	UAW RETIREE MEDICAL BENEFITS TRUST	0	1.728.361	1.728.361
**D	SCHRODER GLOBAL BLEND FUND (CANADA)	0	47.135	47.135
**D	THE GM CANADA DOMESTIC TRUST	0	30.432	30.432
**D	THE GENERAL MOTORS CANADIAN HOURLY-RATE EMPL PENSION PLAN	0	66.489	66.489
**D	THE GENERAL MOTORS CANAD RETIREMENT PROGR FOR SALARIED EMPL	0	22.328	22.328
**D	DYNAMIC EUROPEAN VALUE FUND	0	320.000	320.000
**D	STICHTING BEWAARBEDRIJF BLACKROCK	0	277.697	277.697
**D	TIFF INVESTMENT PROGRAM, INC - TIFF MULTI-ASSET FUND	0	104.657	104.657
**D	TRANSAMERICA ALLIANCEBERNSTEIN DYNAMIC ALLOCATION VP	0	14.666	14.666
**D	ING DIRECT STREETWISE BALANCED INCOME FUND	0	7.895	7.895
**D	ING DIRECT STREETWISE BALANCED FUND	0	27.485	27.485
**D	ING DIRECT STREETWISE BALANCED GROWTH FUND	0	25.927	25.927
**D	ING DIRECT STREETWISE EQUITY GROWTH FUND	0	4.944	4.944
**D	STATE FARM MUTUAL FUND TRUST, INTERNATIONAL INDEX FUND	0	73.967	73.967
**D	MM MSCI EAFE INTERNATIONAL INDEX FUND	0	56.409	56.409
**D	GMO TAX-MANAGED GLOBAL BALANCED PORTFOLIO	0	12.752	12.752
**D	GMO IMPLEMENTATION FUND	0	576.579	576.579
**D	JANUS CAPITAL MANAGEMENT LLC	0	730	730
**D	JOHNSON & JOHNSON PENSION & SAVINGS PLANS MASTER TRUST	0	670.513	670.513
**D	SUNAMERICA SERIES TRUST FOREIGN VALUE PORTFOLIO	0	458.213	458.213
**D	SUNAMERICA SERIES TRUST INT DIVERSIFIED EQ PTF	0	95.813	95.813
**D	SUNAMERICA SERIES TRUST INTERNATIONAL GROWTH AND INCOME PTF	0	468.453	468.453
**D	SEASONS SERIES TRUST ASSET ALLOCATION:DIVERSIFIED GROWTH PTF	0	6.889	6.889
**D	SEASONS SERIES TRUST INTERNATIONAL EQUITY PORTFOLIO	0	51.675	51.675
**D	ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM	0	19.121	19.121
**D	DWS EAFE EQUITY INDEX FUND	0	81.958	81.958
**D	STICHTING PHILIPS PENSIOENFONDS	0	750.328	750.328

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	LAWRENCE LIVERMORE N S & LOS ALAMOS N S DEF BENEFIT PLAN G T	0	194.868	194.868
**D	SPDR MSCI ACWI IMI ETF	0	735	735
**D	ALLIANCEBERNSTEIN INTERNATIONAL ALL-COUNTRY PASSIVE SERIES	0	99.400	99.400
**D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	0	641.901	641.901
**D	MARATHON GLOBAL FUND	0	469.207	469.207
**D	MARATHON NEW GLOBAL FUND PLC	0	198.206	198.206
**D	THE PRUDENTIAL INSURANCE COMPANY OF AMERICA	0	273.620	273.620
**D	MGI INTERNATIONAL EQUITY FUND	0	518.270	518.270
**D	MGI FUNDS PLC	0	823.103	823.103
**D	MORGAN STANLEY INSTITUTIONAL FUND INC MULTI- ASSET PORTFOLIO	0	112.585	112.585
**D	COMPASS AGE LLC	0	33.444	33.444
**D	CORE STRATEGIES INVESTMENT FUND LLC	0	39.601	39.601
**D	INTECH INTERNATIONAL FUND	0	4.263	4.263
**D	RUSSELL INVESTMENT COMPANY PLC	0	1.296.292	1.296.292
**D	NUVEEN SYMPHONY INTERNATIONAL EQUITY FUND	0	5.058	5.058
**D	NORTHROP GRUMMAN CORPORATION VEBA MASTER TRUST I	0	18.890	18.890
**D	UNIVERSAL INVESTMENT FUNDS	0	1.240.192	1.240.192
**D	CANADA PENSION PLAN INVESTMENT BOARD	0	7.586.061	7.586.061
**D	STATE TEACHERS RETIREMENT SYSTEM OF OHIO	0	4.795.932	4.795.932
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	123.960	123.960
**D	COSMOPOLITAN INVESTMENT FUND	0	4.015	4.015
**D	THE PHILLIPS 66 UK PENSION PLAN	0	32.250	32.250
**D	PAX MSCI EAFE ESG INDEX ETF	0	16.743	16.743
**D	WESTPAC INTERNATIONAL SHARE INDEX TRUST	0	209.552	209.552
**D	RETIREMENT AND SECY PROGRAM FOR EMPL/NTCA AND MEMBERS SYS	0	47.105	47.105
**D	SSGA DOW JONES SUSTAINABILITY WORLD EX-AUSTRALIA INDEX TRUST	0	28.960	28.960
**D	GMO GLOBAL EQUITY TRUST	0	204.356	204.356
**D	INTEL CORPORATION RETIREE MEDICAL PLAN TRUST	0	30.182	30.182
**D	ALASKA COMMON TRUST FUND	0	73.897	73.897
**D	STATE PUBLIC SECTOR SUPERANNUATION SCHEME	0	855.261	855.261
**D	RIDGEWORTH INTERNATIONAL EQUITY INDEX FUND	0	318.672	318.672
**D	FLOURISH INVESTMENT CORPORATION	0	4.925.954	4.925.954
**D	MINISTRY OF STRATEGY AND FINANCE	0	298.438	298.438
**D	GOV OF HM THE SULTAN AND YANG DI-PERTUAN OF BRUNEI DARUSSALAM	0	255.300	255.300
**D	GOVERNMENT PENSION FUND	0	488.259	488.259
**D	HOME AFFAIRS UNIFORMED SERVICES (INVEST FUND)	0	10.350	10.350
**D	MINISTRY OF STRATEGY AND FINANCE	0	21.483	21.483
**D	BEST INVESTMENT CORPORATION	0	920.898	920.898
**D	DEUTSCHE DBI GLOBAL SHARES FUND	0	15.120	15.120
**D	SAL PENSION SCHEME	0	64.305	64.305
**D	STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	0	2.217	2.217
**D	BIMCOR OVERSEAS POOLED FUND	0	265.740	265.740
**D	WORKERS COMPENSATION INSURANCE FUND	0	1.573.848	1.573.848

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

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IN FAVOUR at LIST 2

**D	HONGKONG ELECTRIC DEFINED CONTRIBUTION SCHEME	0	28.045	28.045
**D	SSGA MSCI ACWI EX-USA INDEX NON-LENDING DAILY TRUST	0	76.059	76.059
**D	HONG KONG HOUSING AUTHORITY	0	359.236	359.236
**D	SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY	0	378.953	378.953
**D	MINNESOTA LIFE INSURANCE COMPANY	0	128.090	128.090
**D	STATE STREET GLOBAL ADVISORS EXEMPT UNIT TRUST	0	246.654	246.654
**D	SUNSUPER SUPERANNUATION FUND	0	309.077	309.077
**D	SUPERVALU INC. MASTER INVESTMENT TRUST	0	36.962	36.962
**D	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	7.623.231	7.623.231
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	2.615.515	2.615.515
**D	TEACHER RETIREMENT SYSTEM OF TEXAS	0	362.125	362.125
**D	STATE STREET TRUSTEES LIMITED ATF MARATHON EXEMPT FUND	0	17.348	17.348
**D	METZLER INVESTMENT GMBH FOR MI-FONDS 415	0	734.943	734.943
**D	ASIAN DEVELOPMENT BANK	0	120.824	120.824
**D	UBS (IRL) ETF PLC	0	3.614	3.614
**D	UNIVERSITY OF WASHINGTON	0	205.731	205.731
**D	VANGUARD INV F ICVC- FTSE DEV WOR LD EX - U.K. EQ INDEX F	0	194.585	194.585
**D	VANGUARD INV F ICVC-VANGUARD FTSE DEV EUROPE EX-UK EQ INDEX F	0	375.774	375.774
**D	THE WELLINGTON TR COM NATIONAL ASS MULT COLLECT INV F TRUST	0	228.011	228.011
**D	THE WELLINGTON TR CO NAT ASS MULT C TR F TR, OPPORT EQ PTF	0	56.866	56.866
**D	WELLINGTON TR CO NA MULT COM TR FD TR T-SEL OPP INT GR PTFL	0	42.197	42.197
**D	THE WELLINGTON TR CO NAT ASS MULT COLLECTIVE INV F TRUST II	0	77.284	77.284
**D	BILL AND MELINDA GATES FOUNDATION TRUST	0	150.981	150.981
**D	WELLS FARGOMASTER TRUST DIVERSIFIED STOCK PORTFOLIO	0	520.469	520.469
**D	WASHINGTON STATE INVESTMENT BOARD	0	270.795	270.795
**D	NEW YORK STATE TEACHERS RETIREMENT SYSTEM	0	184.421	184.421
**D	SCOTTISH WIDOWS INV SOL F ICVC- FUNDAMENTAL INDEX GLB EQ F	0	473.385	473.385
**D	SCOTTISH WIDOWS INV SOLUTIONS F ICVC- EUROPEAN (EX UK) EQ FD	0	1.674.814	1.674.814
**D	PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY	0	767.304	767.304
**D	PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY	0	158.871	158.871
**D	MANULIFE ASSET MANAGEMENT INTERNATIONAL EQUITY INDEX POOLED F	0	50.451	50.451
**D	HAMILTON HEALTHCARE SYSTEM INC	0	64.598	64.598
**D	EUROPE ALPHA COMMON TRUST FUND	0	98.725	98.725
**D	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	0	15.565.558	15.565.558
**D	DOW JONES SUSTAINABILITY WORLD INDEX NON-LENDING COMMON TR F	0	35.808	35.808
**D	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	0	161.440	161.440
**D	SSGA MSCI EAFE FINANCIALS INDEX NONLENDING COMMON TRUST FUND	0	324.618	324.618
**D	SSGA MSCI EUROPE SCREENED INDEX NON-LENDING COMMON TRUST FUND	0	103.642	103.642
**D	MSCI EAFE PROV SCREENED INDEX NON - LENDING COMMON TR FUND	0	40.564	40.564
**D	GLOBAL ADVANTAGE FUNDS - MAJOR MARKETS TEILFONDS	0	374.830	374.830
**D	AXA WORLD FUNDS	0	3.500.000	3.500.000
**D	AXA NEDERLAND (LUXEMBOURG)	0	3.065	3.065
**D	BLACKROCK GLOBAL INDEX FUNDS	0	257.453	257.453

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	UNIVERSAL SHIPOWNERS MARINE INS ASS LTD EQUITY CLASS 3	0	24.051	24.051
**D	GOLDMAN SACHS FUNDS	0	167.833	167.833
**D	GOLDMAN SACHS FUNDS II	0	192.277	192.277
**D	MFS MERIDIAN FUNDS - EUROPEAN VALUE FUND	0	2.648.928	2.648.928
**D	MFS MERIDIAN FUNDS-STRATEGIC INCOME FUND	0	44.866	44.866
**D	MFS MERIDIAN FUNDS-RESEARCH INTERNATIONAL FUND	0	403.729	403.729
**D	MARCH FUND	0	16.037	16.037
**D	UBS ETF-UBS-ETF DJ EURO STOXX 50	0	2.104.854	2.104.854
**D	UBS ETF	0	1.173.843	1.173.843
**D	F+C FUND	0	304.599	304.599
**D	ISHARES MSCI ACWI INDEX FUND	0	536.094	536.094
**D	ISHARES MSCI ACWI EX US INDEX FUND	0	346.864	346.864
**D	ISHARES MSCI ACWI EX US FINANCIALS INDEX FUND	0	2.388	2.388
**D	ISHARES S&P EUROPE 350 INDEX FUND	0	912.548	912.548
**D	ISHARES MSCI EAFE INDEX FUND	0	14.220.360	14.220.360
**D	ISHARES MSCI EAFE VALUE INDEX FUND	0	1.304.030	1.304.030
**D	ISHARES S&P GLOBAL FINANCIAL SECTOR INDEX FUND	0	259.582	259.582
**D	ISHARES MSCI EMU INDEX FUND	0	2.509.191	2.509.191
**D	ISHARES MSCI ITALY INDEX FUND	0	6.441.780	6.441.780
**D	ISHARES MSCI KOKUSAI INDEX FUND	0	93.632	93.632
**D	ISHARES MSCI EUROPE FINANCIAL SECTOR INDEX FUND	0	115.842	115.842
**D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	0	5.898.944	5.898.944
**D	ISHARES CORE MSCI EAFE ETF	0	189.350	189.350
**D	ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF	0	19.494	19.494
**D	ISHARES MSCI WORLD INDEX FUND	0	874	874
**D	ISHARES INTERNATIONAL FUNDAMENTAL INDEX FUND	0	165.529	165.529
**D	CONNECTICUT GENERAL LIFE INSURANCE COMPANY	0	72.550	72.550
**D	BLACKROCK CDN MSCI EAFE EQUITY INDEX FUND	0	1.106.552	1.106.552
**D	BLACKROCK CDN MSCI EAFE INDEX PLUS FUND	0	201.106	201.106
**D	ACWI EX-US INDEX MASTER PORTFOLIO OF MASTER INVESTMENT PTF	0	145.315	145.315
**D	RUSSELL DEVELOPED EX-U.S. LARGE CAP INDEX FUND B	0	60.571	60.571
**D	EURO EX-UK ALPHA TITLS FUND B	0	2.720	2.720
**D	BGI MSCI EUROPE EQUITY INDEX FUND B	0	6.841	6.841
**D	BGI MSCI EAFE EQUITY INDEX NON-LENDABLE FUND B	0	1.214.421	1.214.421
**D	EUROPEEX-CONTROVERSIAL WEAPONS EQUITY INDEX FUND B	0	5.229	5.229
**D	TRUST FOR RETIR MED, DENT & LIFE INS ARMY&AIR FORCE EXCH	0	119.699	119.699
**D	THE RETIREMENT ANN PL FOR EMPL OF THE ARMY&AIR FORCE EX SERV	0	227.889	227.889
**D	ARTIO INTERNATIONAL EQUITY FUND	0	607.191	607.191
**D	ARTIO INTERNATIONAL EQUITY FUND II	0	383.358	383.358
**D	CENTRAL PENSION F OF INT UNION OF OPERAT & PART EMPL	0	259.683	259.683
**D	KAISER PERMANENTE MASTER TRUST	0	1.607.314	1.607.314
**D	WESTERN METAL INDUSTRY PENSION	0	178.998	178.998
**D	THE CIVIL SERVICE SUPERANNUATION FUND	0	48.116	48.116

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IN FAVOUR at LIST 2

**D	BP PENSION FUND	0	1.812.797	1.812.797
**D	RUSSELL INVESTMENT COMPANY II PLC	0	118.268	118.268
**D	CUMBRIA LOCAL GOVERNMENT PENSION SCHEME	0	402.723	402.723
**D	INTERNATIONAL PAPER CO COMMINGLED INVESTMENT GROUP TRUST	0	71.601	71.601
**D	MFS VARIABLE INSURANCE TRUST II - MFS GLOBAL RESEARCH PTF	0	128.598	128.598
**D	MFS INTERNATIONAL VALUE FUND	0	14.856.516	14.856.516
**D	MFS VAR INSURANCE TRUST II - MFS INT VALUE PORTFOLIO	0	1.277.698	1.277.698
**D	MFS RESEARCH INTERNATIONAL FUND	0	5.502.447	5.502.447
**D	MFS VARIABLE INSURANCE TRUST II - MFS RESEARCH INT PORTFOLIO	0	364.009	364.009
**D	IBM 401K PLUS PLAN	0	653.083	653.083
**D	OREGON UNIVERSITY SYSTEM	0	30.957	30.957
**D	DEPARTMENT OF STATE LANDS	0	11.698	11.698
**D	PENSION FUND ASSOCIATION FOR LOCAL GOVERNMENT OFFICIALS	0	9.801	9.801
**D	SSGA GLOBAL INDEX PLUS TRUST	0	197.642	197.642
**D	IBM RETIREMENT PLAN	0	98.307	98.307
**D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	126.327	126.327
**D	BRISTOL COUNTY RETIREMENT SYSTEM	0	64.749	64.749
**D	RUSSELL GLOBAL OPPORTUNITIES FUND	0	354.843	354.843
**D	TIIA-CREF INTERNATIONAL EQUITY FUND	0	10.500.764	10.500.764
**D	TIIA-CREF INTERNATIONAL EQUITY INDEX FUND	0	1.545.981	1.545.981
**D	TIAA-CREF LIFE FUNDS - INTERNATIONAL EQUITY FUND	0	278.931	278.931
**D	MET INVESTOR SERIES TRUST-MFS RESEARCH INTERNATIONAL PTF	0	2.362.251	2.362.251
**D	PACE INTERNATIONAL EQUITY INVESTMENTS	0	57.798	57.798
**D	RUSSELL INVESTMENT COMPANY GLOBAL EQUITY FUND	0	1.131.779	1.131.779
**D	CITY OF EDMONTON EQUITY UNIT TRUST	0	309.316	309.316
**D	DESJARDINS OVERSEAS EQUITY GROWTH FUND	0	1.163.016	1.163.016
**D	CITY OF HIALEAH EMPLOYEES` RETIREMENT SYSTEM	0	47.234	47.234
**D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	0	2.431.213	2.431.213
**D	VALIC COMPANY I - INTERNATIONAL EQUITIES FUND	0	150.329	150.329
**D	VALIC COMPANY I - FOREIGN VALUE FUND	0	2.772.333	2.772.333
**D	VALIC COMPANY I - GLOBAL STRATEGY FUND	0	468.504	468.504
**D	METROPOLITAN SERIES FUND MORGAN STANLEY EAFE INDEX PORTFOLIO	0	272.769	272.769
**D	STATE OF MINNESOTA	0	15.505	15.505
**D	ALAMEDA COUNTY EMPLOYEES` RETIREMENT ASSOCIATION	0	3.728	3.728
**D	MITCHELLS AND BUTLERS CIF LIMITED	0	80.462	80.462
**D	MERCER NON-US CORE EQUITY FUND	0	2.074.152	2.074.152
**D	TRANSAMERICA BLACKROCK GLOBAL ALLOCATION	0	69.289	69.289
**D	JOHN HANCOCK INSURANCE COMPANY OF VERMONT	0	22.868	22.868
**D	MML FOREIGN FUND	0	582.219	582.219
**D	SPDR MSCI ACWI EX-US ETF	0	18.280	18.280
**D	SPDR S&P WORLD (EX-US) ETF	0	178.385	178.385
**D	SPDR S+P INTERNATIONAL FINANCIAL SECTOR ETF	0	11.348	11.348
**D	SPDR GLOBAL DOW ETF	0	121.392	121.392

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	MULTI-STYLE, MULTI-MANAGER FUNDS PLC	0	45.000	45.000
**D	CONSOLIDATED EDISON RETIREMENT PLAN	0	456.695	456.695
**D	MORGAN STANLEY INST F INC - ACTIVE INT ALLOCATION PTF	0	131.156	131.156
**D	MORGAN STANLEY INSTITUTIONAL FD TR - GLOBAL STRATEGIST PTF	0	618.954	618.954
**D	THE UNIVERSAL INST F INC - GLOBAL TACT ASSET ALL PTF	0	87.781	87.781
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	1.688.379	1.688.379
**D	ONTARIO TEACHERS PENSION PLAN BOARD	0	7.441.230	7.441.230
**D	SSGA INTERNATIONAL EQUITIES INDEX TRUST	0	143.974	143.974
**D	SSGA WEALTH WEIGHTED GLOBAL EQUITIES INDEX TRUST	0	15.977	15.977
**D	THE WELLINGTON TR CO NAT ASS MULT COM ALPHA STRATEGIES PTF	0	220.904	220.904
**D	BRUNEI INVESTMENT AGENCY	0	435.777	435.777
**D	SSGA MSCI EAFE INDEX FUND	0	325.672	325.672
**D	STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	0	717.683	717.683
**D	WORKERS COMPENSATION BOARD-ALBERTA	0	96.778	96.778
**D	SSGA WORLD INDEX EQUITY FUND	0	439.285	439.285
**D	SSGA ITALY INDEX EQUITY FUND	0	130.948	130.948
**D	SSGA EUROPE ALPHA EQUITY FUND I	0	46.740	46.740
**D	SSGA EMU INDEX EQUITY FUND	0	2.650.195	2.650.195
**D	SSGA FINANCIALS INDEX EQUITY FUND	0	27.719	27.719
**D	SPDR MSCI EUROPE ETF	0	259.671	259.671
**D	SPDR MSCI EUROPE FINANCIALS ETF	0	134.791	134.791
**D	SSGA EUROPE ENHANCED EQUITY FUND	0	535.940	535.940
**D	SSGA EUROPE INDEX EQUITY FUND	0	451.540	451.540
**D	SSGA WORLD SRI INDEX EQUITY FUND	0	90.085	90.085
**D	AARGAUISCHE PENSIONS KASSE	0	210.564	210.564
**D	ABBAY LIFE ASSURANCE COMPANY LIMITED	0	1.103.974	1.103.974
**D	PENSIONS MANAGEMENT (S.W.F.) LIMITED	0	72.903	72.903
**D	SCOTTISH WIDOWS OVERSEAS GROWTH INV F ICVC - EURO GROWTH F	0	908.728	908.728
**D	STATE STREET TRUSTEES LIMITED ATF SWIP CAPITAL TRUST	0	246.869	246.869
**D	SPDR DJ EURO STOXX 50 ETF	0	5.088.187	5.088.187
**D	EUROPE INDEX PLUS COMMON TRUST FUND	0	116.737	116.737
**D	COMMON TRUST ITALY FUND	0	4.281.132	4.281.132
**D	WORLD INDEX OLUS SECURITIES LENDING COMMON TRUST FUND	0	95.487	95.487
**D	GE INVESTMENTS FUNDS, INC. - TOTAL RETURN FUND	0	155.817	155.817
**D	ISHARES II PUBLIC LIMITED COMPANY	0	19.225.786	19.225.786
**D	ISHARES PUBLIC LIMITED COMPANY	0	1.079.643	1.079.643
**D	ISHARES III PUBLIC LIMITED COMPANY	0	397.921	397.921
**D	ISHARES V PUBLIC LIMITED COMPANY	0	63.170	63.170
**D	ISHARES VI PUBLIC LIMITED COMPANY	0	4.823	4.823
**D	ISHARES (DE) I INVSFT MIT TGV FOR ISHS STOXX EUROPE600 BANKS	0	2.388.554	2.388.554
**D	BLACKROCK AM DE FOR ISHARES EURO STOXX 50 (DE)	0	12.512.705	12.512.705
**D	BLACKROCK AM DE FOR ISHARES EURO STOXX BANKS (DE)	0	6.224.219	6.224.219
**D	BLACKROCK AM DE FOR ISHARES DJ EUROZONE SUST SCREENED (DE)	0	324.338	324.338

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	BLACKROCK AM DE FOR ISHARES EURO STOXX (DE)	0	1.222.219	1.222.219
**D	BLACKROCK AM DE FOR ISHARES STOXX EUROPE LARGE 200 (DE)	0	18.825	18.825
**D	BLACKROCK AM DE FOR ISHARES STOXX EUROPE 600 (DE)	0	1.883.861	1.883.861
**D	THE GM CANADA FOREIGN TRUST	0	473.437	473.437
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	AMUNDI FUNDS EQUITY GLOBAL RESOURCES	0	1	1
**D	AMUNDI FUNDS GLOBAL AGRICULTURE	0	243.654	243.654
**D	AMUNDI FUNDS INDEX EQUITY EURO	0	202.894	202.894
**D	AMUNDI FUNDS INDEX EUROPE ACCOUNT	0	53	53
**D	AMUNDI FD INDEX NORTH AMERICA	0	254.253	254.253
**D	AMUNDI FUNDS SELECT EURO	0	80.000	80.000
**D	AMUNDI FUNDS GLOBAL EQUITIES	0	330.968	330.968
**D	AMUNDI FUNDS EQUITY EUROLAND VALUE	0	22.572	22.572
**D	AMUNDI FUNDS EQUITY GLOBAL GOLDMINES	0	1	1
**D	POLARIS FUND-GEO EQUITY GLOBALE1	0	973.898	973.898
**D	STRUCTURA-ASYMMETRY EUROPE EQUITIES	0	40.665	40.665
**D	STRUCTURA - SMART EURO EQUITIES	0	56.350	56.350
**D	FONDACO ROMA GLOBAL EQUITY SATELLITE II	0	50.302	50.302
**D	FONDACO ROMA EURO BALANCED CORE	0	37.448	37.448
**D	FCP A.A.-DEXIA-ISR	0	5.850	5.850
**D	MEDI ACTIONS	0	550.000	550.000
**D	FCP AMUNDI PULSACTIONS	0	654.358	654.358
**D	SICAV AMUNDI SELECT EUROPE	0	150.000	150.000
**D	APOLLINE 1 ACTIONS	0	218.208	218.208
**D	ATOUT QUANTEUROLAND	0	494.346	494.346
**D	CAAM INDICIA MEDIAN	0	238.224	238.224
**D	CAAM ACTIONS DURABLES	0	156.178	156.178
**D	CAAM DYNALION EUROPE (CA) - L025	0	45.937	45.937
**D	SICAV AMUNDI ACTIONS EURO ISR	0	285.012	285.012
**D	ATOUT EUROPE MONDE	0	410	410
**D	EPARGNE PRUDENCE THALES	0	35.240	35.240
**D	CAAM LABEL EQUILIBRE	0	86	86
**D	EVIAN A EQUILIBRE	0	9.499	9.499

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	L.S. DYNAMIQUE	0	7.018	7.018
**D	N 1 RENDEMENT USINOR	0	12.492	12.492
**D	VOCATION MARCHE ARIANESPACE CONSEIL DE SURVEILLANCE DU FCP	0	3.531	3.531
**D	CAAM LABEL PRUDENCE	0	63	63
**D	CAAM LABEL DYNAMIQUE	0	11	11
**D	LV CHALLENGE	0	35.015	35.015
**D	ASSURDIX	0	92	92
**D	CAAM INDEX EURO	0	401.127	401.127
**D	CAAM RESA ACTIONS EURO	0	8	8
**D	ATOUT MODERATIONS	0	475.842	475.842
**D	FCPE AMUNDI RESA ESG ACTIONS EURO	0	28	28
**D	PFP-ISR	0	6.046	6.046
**D	A.A.-IDEAM-ISR	0	77	77
**D	CPR MM EURO ACTIONS	0	66.321	66.321
**D	FCP ARRCO LONG TERME C	0	214.810	214.810
**D	CPR RENAISSANCE MONDE	0	94	94
**D	ABELIO-SR	0	112.818	112.818
**D	ADPACTIONS	0	3.250	3.250
**D	PREDICA ISR EUROPE	0	21.300	21.300
**D	FCP FMS 3	0	35.185	35.185
**D	FCP ALTIBEST	0	44.436	44.436
**D	FCP PREDIQUANT A2	0	71.053	71.053
**D	AVA EUROPE 4	0	277.059	277.059
**D	I.P.I.E.E.S.	0	12.448	12.448
**D	FCP VILLIERS ALLEGRO	0	120.000	120.000
**D	CPR EUROLAND	0	154.620	154.620
**D	FCP CPR ACTIVE EUROPE	0	35.485	35.485
**D	FCP RSI EURO P	0	1.372.992	1.372.992
**D	FCP ICARE	0	17.549	17.549
**D	FCP GRD 18	0	1.000.000	1.000.000
**D	FDC A2	0	21.037	21.037
**D	CPR PROGRES DURABLE EUROPE	0	50.484	50.484
**D	FCPE TECHNIP DYNAMIQUE	0	9.461	9.461
**D	FCP LCL TRIPLE HORIZON AV(FEV 2011)	0	15.022	15.022
**D	AGIRA LARGE CAP EURO C	0	92.021	92.021
**D	VILLIERS ALTO	0	79.360	79.360
**D	FCP MEDI ACTIONS EURO	0	90.000	90.000
**D	FCP AMUNDI HORIZON	0	10.548	10.548
**D	IBM FRANCE	0	156.000	156.000
**D	HAMELIN DIVERSIFIE FLEX II	0	31.379	31.379
**D	FORTIS INVESTMENT MANAGEMENT	0	223.812	223.812
**D	FCP CARPIMKO EUROPE	0	175.775	175.775
**D	FCP TONI ACTIONS 100	0	200.767	200.767

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	VIVACCIO ACTIONS	0	736.053	736.053
**D	LBPAM ACTIONS INDICE	0	1.107.747	1.107.747
**D	LBPAM PROFIL 80 PEA	0	89.459	89.459
**D	LBPAM PROFIL 100	0	35.294	35.294
**D	FCP CAVEC METROPOLE DIVERSIFIE	0	500.000	500.000
**D	FCP ERAFP ACTIONS EUROS2 ROBECO	0	1.250.000	1.250.000
**D	FCP VILLIERS DIVERSIFIE CPR AM	0	540.145	540.145
**D	FCP VILLIERS ACTIONS AGI	0	2.225.000	2.225.000
**D	VILLIERS DIVERSIFIE AGI	0	880.000	880.000
**D	FCP ERAFP ACTIONS EUROS1 EDEAM	0	541.452	541.452
**D	VANGUARD INVESTMENTS EUROPE SA	0	2.188.661	2.188.661
**D	AMUNDI LOT53 FRR02J	0	71.431	71.431
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
**D	LO SELECTION THE VEMIDAM CSA LO	0	120.000	120.000
**D	MULTILATERAL INVESTMENT GUARANTEE AGENCY	0	29.508	29.508
**D	EQUIPSUPER	0	365.645	365.645
**D	CONSTRUCTION AND BUILDING UNIONS SUPERANNUATION FUND	0	113.870	113.870
**D	QUEENSLAND INVESTMENT TRUST NO 2	0	137.541	137.541
**D	ING TEMPLETON GLOBAL GROWTH PORTFOLIO	0	1.398.491	1.398.491
**D	VICTORIAN SUPERANNUATION FUND	0	278.286	278.286
**D	UNISUPER	0	312.993	312.993
**D	GOVERNMENT EMPLOYEES SUPERANNUATION_ BOARD	0	279.527	279.527
**D	MAXIM MFS INTERN. VALUE PORTF. OF MAXIM SERIES FUND INC 8515	0	873.466	873.466
**D	QIC INTERNATIONAL EQUITIES FUND	0	35.181	35.181
**D	BUENA VISTA UNIVERSITY	0	46.614	46.614
**D	NATIXIS	0	107.062	107.062
**D	THE PRUDENTIAL INVESTMENT PORTFOLIOS INCDRYDEN ACTIVE ALLOCATION	0	6.478	6.478
**D	RIO TINTO STAFF SUPERANNUATION FUND	0	239.962	239.962
**D	TEMPLETON GLOBAL INCOME FUND	0	96.153	96.153
**D	AK STEEL CORPORATION MASTER PENSION TRUST	0	803.577	803.577
**D	ING TEMPLETON FOREIGN EQUITY PORTFOLIO	0	1.735.102	1.735.102
**D	LOCAL 705 INTERNATIONAL BROTHERHOOD OF TEAMSTERS PENSION FUND	0	46.951	46.951
**D	VISION POOLED SUPERANNUATION TRUST	0	62.673	62.673
**D	CITY OF NEW YORK GROUP TRUST	0	593.197	593.197
**D	THE GREAT EASTERN LIFE ASSURANCE COMPANY LIMITED	0	7.290	7.290
**D	BLACKROCK GLOBAL FUNDS	0	19.218.923	19.218.923
**D	ING DUURAZAAM REND BASIS FUND	0	186.307	186.307
**D	TEMPLETON GLOBAL INVESTMENT TRUST-TEMPLETON GLOBAL BALANCED FUND	0	1.161.658	1.161.658
**D	PRINCIPAL FUNDS INC- INTERNATIONAL GROWTH FUND	0	39.271	39.271
**D	PNC BANK N.A.	0	15.966	15.966
**D	GS TACS MARKET CONTINUOUS (INTL) LLC	0	523.521	523.521
**D	ING INTERNATIONAL INDEX PORTFOLIO	0	153.663	153.663
**D	PRINCIPAL FUNDS INC INTERNATIONAL VALUE FUND 1	0	161.764	161.764

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	LIBERTY BANK	0	90.386	90.386
**D	THE BANK OF KOREA	0	18.362	18.362
**D	ING EURO STOXX 50 INDEX PORTFOLIO	0	1.237.134	1.237.134
**D	AFFINITY HEALTH SYSTEM RETIREMENT PLAN	0	34.283	34.283
**D	UNIPENSION INVEST FMBA EUROPÆISKE AKTIER	0	193.723	193.723
**D	DBX MSCI EAFE CURRENCY -HEDGED EQUITY FUND	0	10.030	10.030
**D	MAXIM INTERNATIONAL INDEX PORTFOLIO OF MAXIM SERIES FUND, INC	0	141.371	141.371
**D	UNIPENSION INVEST FMBA GLOBAL AKTIER II	0	69.666	69.666
**D	FRANKLIN TEMPLETON INTERNATIONAL TRUST-F.T. GLOBAL ALLOCATION FD	0	19.987	19.987
**D	MLC LIMITED	0	20.503	20.503
**D	PRINCIPAL FUNDS INC.-INTERNATIONAL EQUITY INDEX FUND	0	207.268	207.268
**D	TEMPLETON EUROPE FUND	0	45.042	45.042
**D	WILMINGTON MULTI-MANAGER INTERNATIONAL FUND	0	126.325	126.325
**D	STANLIB FUNDS LIMITED STANDARD BANK HOUSE	0	78.846	78.846
**D	INVESTIN PRO F.M.B.A.	0	883.152	883.152
**D	BLACKROCK LIFE LIMITED	0	12.942.109	12.942.109
**D	ALLIANZ GLOBAL INVESTORS KAPITALANLA GEGESELLSCHAFT MBH AG	0	447.335	447.335
**D	ALLIANZ GLOBAL INVESTORS EUROPEGMBH ALD FONDS	0	229.803	229.803
**D	ADVANCED SERIES TRUST AST FRANKLIN TEMPLETON FOUNDING FD ALLOCAT	0	3.376.677	3.376.677
**D	DUNHAM INTERNATIONAL STOCK FUND	0	97.549	97.549
**D	PENN SERIES DEVELOPED INTERNATIONAL INDEX FUND	0	33.711	33.711
**D	WM POOL EQUITIES TRUST NO.38	0	93.478	93.478
**D	TEMPLETON GROWTH FUND ISS 88 FRANKLIN TEMPLETON	0	490.276	490.276
**D	SEVENTH SWEDISH NATIONAL PENSION FUND - AP7 EQUITY FUND	0	2.897.237	2.897.237
**D	MEYER MEMORIAL TRUST	0	183.904	183.904
**D	ADVANCED SER TR AST SCHRODERS MULTI-AS.WORLD STRATEGIC PORTFOLIO	0	185.054	185.054
**D	ADVANCED SERIES TRUST-AST SCHRODERS GLOBAL TACTICAL PORTFOLIO	0	130.190	130.190
**D	ABB INC. MASTER TRUST .	0	17.241	17.241
**D	AIR CANADA PENSION MASTER TRUSTFUND	0	1.003.087	1.003.087
**D	AMERICAN ELECTRIC POWER MASTER RETIREMENT TRUST	0	318.377	318.377
**D	RUSSELL OVERSEAS EQUITY FUND .	0	129.399	129.399
**D	RUSSELL GLOBAL EQUITY FUND .	0	130.185	130.185
**D	RUSSELL OVERSEAS EQUITY POOL .	0	122.889	122.889
**D	RUSSELL GLOBAL EQUITY POOL	0	56.336	56.336
**D	ALASKA PERMANENT FUND CORPORATION	0	357.707	357.707
**D	EAFE EQUITY FUND .	0	20.970	20.970
**D	ALLIANT TECHSYSTEMS INC DEFINEDBENEFIT MAST	0	16.364	16.364
**D	AZL FRANKLIN TEMPLETON FOUNDINGSTRATEGY PLUS FUND	0	282.845	282.845
**D	AZL INTERNATIONAL INDEX FUND	0	218.718	218.718
**D	AZL BLACKROCK GLOBAL ALLOCATIONFUND	0	84.390	84.390
**D	OIL INVESTMENT CORPORATION LTD&OIL CAS INVESTMENT	0	111.618	111.618
**D	BOSTON COMMON INTERNATIONAL FUND	0	496.445	496.445
**D	BELLSOUTH CORPORATION RFA VEBE TRUST	0	120.162	120.162

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subject: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	AAA NORTHERN CALIFORNIA NEVADA & UTAH INSURANCE EXCHANGE	0	299.860	299.860
**D	CASEY FAMILY PROGRAMS	0	180.295	180.295
**D	CONNECTICUT GENERAL LIFE INSURANCE COMPANY	0	5.617	5.617
**D	CANADIAN PACIFIC RAILWAY COMPANY PENSION PLAN	0	1.252.579	1.252.579
**D	AMERICAN ELECTRIC POWER SYSTEM RETIREE LIFE INSURANCE TRUST	0	33.601	33.601
**D	AMERICAN ELECTRIC POWER SYSTEM RETIREE MEDICAL TRUST FOR CERTAIN UNION	0	106.924	106.924
**D	THE CHRYSLER CANADA INC.CANADIAN MASTER TRUST FUND	0	736.533	736.533
**D	THE DEARBORN PARTNERS GROUP TRUST	0	74.169	74.169
**D	ONTARIO POWER GENERATION INC .	0	456.767	456.767
**D	COLLEGES OF APPLIED ARTS AND TECHNOLOGY PENSION P	0	850.542	850.542
**D	SISTERS OF CHARITY OF LEAVENWORTH HEALTH S	0	94.598	94.598
**D	INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT	0	305.811	305.811
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	3.558.427	3.558.427
**D	ASCENSION HEALTH .	0	243.433	243.433
**D	ADVANTAGE FUNDS INC - GLOBAL ALPHA FUND	0	15.215	15.215
**D	DREYFUS INDEX FUNDS INC DREYFUS INTERNATIONAL STC	0	170.855	170.855
**D	DENVER EMPLOYEES RETIREMENT PLAN	0	123.409	123.409
**D	DUKE ENERGY QUALIFIED NUCLEAR DECOMMISSIONING TRUS	0	530.181	530.181
**D	COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF COOK COUNTY	0	105.303	105.303
**D	IBERDROLA USA DEFINED BENEFIT MASTER TRUST I	0	455.538	455.538
**D	EVANGELICAL LUTHERAN CHURCH INAMERICA BOARD OF PEN	0	88.040	88.040
**D	CBIS GLOBAL FUNDS PLC	0	60.000	60.000
**D	ARROWSTREET MULTI STRATEGY UMBRELLA PLC	0	2.269.836	2.269.836
**D	ACHMEA PENSIOEN EN LEVENSVZERZEKERINGEN N.V.	0	23.664	23.664
**D	FAIRFAX COUNTY UNIFORMED RETIREMENT SYSTEM	0	27.440	27.440
**D	FIDELITY COMMONWEALTH TRUST II FID INTERNAT ENCHANGED INDEX FUND	0	1	1
**D	FIDELITY CONCORD STREET TRUST: SPARTAN INTERNATIONAL INDEX FD	0	3.423.985	3.423.985
**D	ACHMEA PENSIOEN EN LEVENSVZERZEKERINGEN N.V.	0	41.415	41.415
**D	ACHMEA VARIABLE SECURITIES HEALTH FUND	0	12.756	12.756
**D	STICHTING PENSIOENFONDS VAN DE ABN AMBRO BANK N.V.	0	2.215.646	2.215.646
**D	MCKINLEY CAPITAL MANAGEMENT FUND PLC	0	5.961	5.961
**D	STICHTING PENSIOENFONDS HORECA & CATERING	0	314.035	314.035
**D	STATE OF FLORIDA BIRTH-RELATED NEUROLOGICAL INJURY COMPENSATION ASSOCIATION	0	170.027	170.027
**D	FLORIDA RETIREMENT SYSTEM .	0	10.334.975	10.334.975
**D	STICHTING BEDRIJFSTAKPENSIOEN FONDS VOORDE MEDIA PNO	0	1.870.200	1.870.200
**D	STICHTING DEPOSITARY APG DEVELOPED MARKETS EQUITY POOL	0	21.048.639	21.048.639
**D	RIVERWOOD INTERNATIONAL CORPORATION MASTER PENSION TRUST	0	85.089	85.089
**D	TELUS FOREIGN EQUITY ACTIVE BETA POOL	0	106.792	106.792
**D	THE HEWLETT-PACKARD COMPANY 401 (K) PLAN	0	790.689	790.689
**D	HRK INVESTMENTS LLP	0	73.896	73.896
**D	ST BEDRIJFSTAKPFD V/H SCHILDERS-AFW- GLASZE	0	440.105	440.105
**D	STICHTING PENSIOENFONDS UWV .	0	328.631	328.631
**D	ACHMEA UNIT LINKED BELEGGINGSFONDSEN	0	112.671	112.671

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	WELLMARK INC. .	0	77.846	77.846
**D	WELLMARK OF SOUTH DAKOTA INC .	0	42.022	42.022
**D	ARCELORMITTAL USA LLC PENSION TRUST	0	47.931	47.931
**D	IG TEMPLETON INTERNATIONAL EQUITY FD	0	419.850	419.850
**D	QUADRUS TEMPLETON INTERNATIONALEQUITY FUND	0	289.393	289.393
**D	IOWA PUBLIC EMPLOYEES` RETIREMENT SYSTEM	0	786.335	786.335
**D	BUCKINGHAMSHIRE COUNTY COUNCIL PENSION FUND	0	61.664	61.664
**D	BOC PENSION INVESTMENT FUND .	0	143.905	143.905
**D	CHESHIRE PENSION FUND .	0	444.570	444.570
**D	MASSEY FERGUSON WORKS PENSION SCHEME	0	6.259	6.259
**D	HJ HEINZ PENSION TRUST LIMITED.	0	379.981	379.981
**D	HEINZ MANAGEMENT PENSION PLAN	0	86.040	86.040
**D	IG TEMPLETON INTERNATIONAL EQUITY CLASS	0	81.870	81.870
**D	INDIANA UNIVERSITY FOUNDATION	0	95.557	95.557
**D	JOHN DEERE PENSION TRUST .	0	274.251	274.251
**D	RHM PENSION SCHEME .	0	45.252	45.252
**D	NATIONAL PENSIONS RESERVE FUNDCOMMISSION	0	904.529	904.529
**D	BMO INTERNATIONAL EQUITY HEDGEDTO CAD INDEX ETF	0	103.963	103.963
**D	KEYSPAN CORPORATION PENSION MASTER TRUST	0	107.975	107.975
**D	KANSAS PUBLIC EMPLOYEES RETIREMENT	0	504.834	504.834
**D	ESB GENERAL EMPLOYEES SUPERANNUATION SCHEME	0	299.537	299.537
**D	DELAWARE VIP INTERNATIONAL VALUE EQUITY SERIES	0	114.824	114.824
**D	DELAWARE INTERNATIONAL VALUE EQUITY FUND	0	614.982	614.982
**D	DELAWARE DIVIDEND INCOME FUND .	0	20.638	20.638
**D	DELAWARE GROUP FOUNDATION FUNDSDELAWARE FOUNDATION GROWTH ALLOC	0	42.777	42.777
**D	STICHTING BEWAARNEMING APG-IS2	0	25.533	25.533
**D	BELEGGINSPOOL ACHMEA AANDELEN WERELD	0	13.597	13.597
**D	BELEGGINSPOOL ACHMEA	0	110.939	110.939
**D	DELAWARE GROUP FOUNDATION FDS DELAWARE FOUNDAT CONSERVATIVE ALL	0	31.500	31.500
**D	DELAWARE MODERATE ALLOCATION PORTFOLIO	0	123.332	123.332
**D	DELAWARE ENHANCED GLOBAL DIVIDEND AND INCOME FUND	0	168.849	168.849
**D	STICHTING BEWAARDER ACHMEA BELEGGIN GSPOOLS	0	26.887	26.887
**D	INTERPOLIS PENSIOENEN EUROPA POOL	0	97.891	97.891
**D	STICHTING ACHMEA GLOBAL EQUITY	0	8.817	8.817
**D	STICHTING RABOBANK PENSIOENFONDS	0	3.715	3.715
**D	WATER AND POWER EMPLOYEES RETIREMENT PLAN	0	820.178	820.178
**D	LUCENT TECHNOLOGIES INC. DEFINED CONTRIBUTION PLAN MASTER TRUST	0	257.750	257.750
**D	LUCENT TECHNOLOGIES INC. MASTERPENSION TRUST	0	70.093	70.093
**D	LVIP TEMPLETON GROWTH FUND .	0	552.660	552.660
**D	LVIP SSGA INTERNATIONAL INDEX FUND	0	404.026	404.026
**D	LVIP DELAWARE FOUNDATION CONSERVATIVE ALLOCATION FUND	0	69.054	69.054
**D	LVIP DELAWARE FOUNDATION MODERATE A	0	28.491	28.491
**D	LVIP DELAWARE FOUNDATION AGGRESSIVE ALLOCATION FUND	0	105.121	105.121

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	LOUISIANA STATE EMPLOYEES` RETIREMENT SYSTEM	0	344.900	344.900
**D	MANVILLE PERSONAL INJURY SETTLEMENT TRUST	0	31.443	31.443
**D	SULTANATE OF OMAN MINISTRY OF DEFENCE PENSION FUND	0	52.038	52.038
**D	MERCY INVESTMENT SERVICES	0	229.069	229.069
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPI	0	220.559	220.559
**D	MINISTRY OF FINANCE OF THE REPUBLIC OF KAZAKHST	0	287.241	287.241
**D	TREASURER OF THE STATE OF NORTHCAROLINAEQUITY INVESTMENT FUND POOLED	0	923.175	923.175
**D	TREASURER OF THE STATE OF NORTHCAROLINAEQUITY INVESTMENT FUND POOLED	0	448.067	448.067
**D	ROGERSCASEY TARGET SOLUTIONS LLC.	0	175.519	175.519
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF NEVADA	0	2.123.848	2.123.848
**D	RETIREMENT BENEFITS INVESTMENT FUND	0	11.034	11.034
**D	NEW YORK STATE DEFERRED COMPENSATION PLAN	0	253.424	253.424
**D	BELL ATLANTIC MASTER TRUST	0	1.634.525	1.634.525
**D	OPERATING ENGINEERS LOCAL 101 PENSION FUND	0	52.766	52.766
**D	POINT BEACH UNIT 1 AND UNIT 2 NQ TRUST-ACCOUNTING MECHANISM	0	18.280	18.280
**D	PACIFIC GAS AND ELECTRIC QUALIFIED CPUC DECOMMISSIONING TRUST	0	156.630	156.630
**D	PG&E POSTRET. MEDICAL PLAN TR.MGMT & NONBARGAINING	0	9.234	9.234
**D	POOL REINSURANCE COMPANY LIMITED	0	376.057	376.057
**D	PENSION RESERVES INVESTMENT TRUST FUND	0	1.902.951	1.902.951
**D	INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	0	790.229	790.229
**D	PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO	0	187.815	187.815
**D	ARIZONA PSPRS TRUST	0	210.463	210.463
**D	CC & L ARROWSTREET EAFE EQUITY FUND	0	668.368	668.368
**D	ROCHE US DB PLANS MASTER TRUST	0	352.410	352.410
**D	ARROWSTREET US GROUP TRUST	0	238.473	238.473
**D	RR DONNELLEY SAVING PLAN MASTERTRUST	0	280.825	280.825
**D	AON HEWITT GROUP TRUST	0	34.072	34.072
**D	SOUTHERN CALIFORNIA EDISON CO NUCLEAR FACILITIES Q	0	163.442	163.442
**D	GLAXOSMITHKLINE MASTER RETIREMENT TRUST	0	352.518	352.518
**D	AT&T UNION WELFARE BENEFIT TRUST	0	355.569	355.569
**D	SOUTHERN CALIFORNIA EDISON COMPANY RETIREMENT P	0	25.689	25.689
**D	SEMPRA ENERGY PENSION MASTER TRUST	0	157.168	157.168
**D	SHELL PENSION TRUST .	0	498.026	498.026
**D	SASKATCHEWAN HEALTHCARE EMPLOYEES` PENSION PLAN	0	941.910	941.910
**D	SAN DIEGO GAS AND ELEC CO NUCLEAR FACILITIES QUAL DEC	0	41.149	41.149
**D	STATE OF WISCONSIN INVESTMENT BOARD	0	4.840.814	4.840.814
**D	TD EMERALD INTERNATIONAL EQUITYINDEX FUND	0	978.686	978.686
**D	TD GLOBAL MULTI-CAP FUND	0	587.736	587.736
**D	TD INTERNATIONAL INDEX FUND	0	83.888	83.888
**D	TD EUROPEAN INDEX FUND .	0	24.800	24.800
**D	EMPLOYEES RETIREMENT SYSTEM OF TEXAS	0	876.484	876.484
**D	PUBLIC SECTOR PENSION INVESTMENT BOARD	0	1.643.140	1.643.140
**D	TEXAS EDUCATION AGENCY .	0	1.165.919	1.165.919

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

**D	TEACHERS` RETIREMENT ALLOWANCESFUND	0	414.047	414.047
**D	IMPERIAL INTERNATIONAL EQUITY POOL	0	281.072	281.072
**D	TENNESSEE VALLEY AUTHORITY RETIREMENT SYSTEM	0	55.475	55.475
**D	REGENTS OF THE UNIVERSITY OF MICHIGAN	0	33.901	33.901
**D	UNITED TECHNOLOGIES CORP. MASTER RETIREMENT TR	0	533.412	533.412
**D	VEBA PARTNERSHIP N LP .	0	49.385	49.385
**D	VIRGINIA RETIREMENT SYSTEM .	0	4.528.153	4.528.153
**D	VERIZON MASTER SAVINGS TRUST .	0	30.646	30.646
**D	WELLPOINT MASTER TRUST	0	154.729	154.729
**D	CIBC INTERNATIONAL INDEX FUND	0	54.285	54.285
**D	STICHTING BEWAARDER INTERPOLIS PENSIOENEN BELEGGINGSPOLS	0	93.943	93.943
**D	PETTELAAR EFF.BEW.BEDR.INZAKE SNS EURO AAND	0	4.190.000	4.190.000
**D	SRLEV NV INZ. AAND. POOL INT. MNDT SNS ASSET MNG	0	365.722	365.722
**D	STG PFDS CORP EXPRESS MANDAAT ALLIANCE CAPITA	0	31.545	31.545
**D	ST.BW. ZWITSERL BELFDS MANDAAT SNS AM	0	1.809.062	1.809.062
**D	STICHTING PENSIOENFONDS ELSEVIER	0	53.940	53.940
**D	STG PFDS V.D. GRAFISCHE	0	895.913	895.913
**D	STICHTING BEWAARDER AZL EQUITY FUND	0	176.700	176.700
**D	BPL	0	1.111.490	1.111.490
**D	STICHTING PENSIOENFONDS CARIBISCH	0	6.981	6.981
**D	STG BEDRIJFSTAKPFDS V H	0	42.293	42.293
**D	SRLEV NV AANDELENPOOL EUROPA MND SNS ASS.MAN	0	287.966	287.966
**D	PETTELAAR EFFECTENBEW INZ SNSRESP IND FND	0	582.967	582.967
**D	STICHTING PFDS VOOR DE TANDTECHNIEK	0	22.425	22.425
**D	STICHTING CZ FUND DEPOSITARY	0	65.909	65.909
**D	BNYMTD (UK) LTD AS TTEE OF BLACKROCK INSTITUTIONAL EQUITY FUNDS	0	770.261	770.261
**D	BNYMTD UK LTD AS TTE OF BLACKROCK INTERNATIONAL EQUITY FUND	0	64.354	64.354
**D	BNYMTD (UK) AS TRUSTEE OF BLACKROCK CONTINENTAL EUROPE EQUITY TRY TRACKER FUND	0	1.921.740	1.921.740
**D	BOSTON COMMON INTERNATIONAL CATHOLIC SRI FUND, LLC	0	786.010	786.010
**D	CF INTERNATIONAL STOCK INDEX FUND ONE	0	268.505	268.505
**D	DT INTERNATIONAL STOCK INDEX FUND ONE	0	433.540	433.540
**D	THE PASSIVE GLOBAL SHARE TRUSTT	0	186.189	186.189
**D	FRIENDS FIDUCIARY CORPORATION	0	124.030	124.030
**D	FEDERATED INTERNATIONAL LEADERSFUND	0	2.696.710	2.696.710
**D	BRETHREN FOUNDATION INC	0	21.735	21.735
**D	CHURCH OF THE BRETHREN BENEFIT TRUST INC	0	76.040	76.040
**D	THE BOARD OF PENSIONS OF THE PRESBYTERIAN CHURCH	0	538.989	538.989
**D	BOSTON COMMON ALL COUNTRY INTERNAT IONAL FUND, LLC	0	100.195	100.195
**D	BELLSOUTH CORP RFA VEBA TRUST FOR NONREPRESENTABLE EMPLOYEES	0	21.045	21.045
**D	TEACHERS` RETIREMENT SYSTEM OF LOUISIANA	0	580.069	580.069
**D	UMC BENEFIT BOARD, INC	0	1.603.396	1.603.396
1948	BONINI BARBARA	2.104	0	2.104

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subject: Appointment of the Board of Statutory Auditors

IN FAVOUR at LIST 2

Total vote	1.300.072.321
Percentage of voters%	42,541839
Percentage of Capital%	22,456819

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTINGSubJet : **Remuneration to the Board of Statutory Auditors**

26 (*) persons entitled to vote took part in the voting, representing **3.055.987.867** ordinary shares, equating to **52,787652** % of ordinary share capital of which **34.316.803** shares were represented in person and **3.021.671.064** by proxy. **3.055.987.867** ordinary shares were admitted to voting, corresponding to **100,000000**% of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.944.711.075	votes equating to	96,358729	50,865510
AGAINST	62.498.671	votes equating to	2,045122	1,079572
Sub-Total	3.007.209.746	votes equating to	98,403851	51,945082
Abstentions	36.193.120	votes equating to	1,184335	0,625182
Not Voting	12.585.001	votes equating to	0,411814	0,217387
Sub-Total	48.778.121	votes equating to	1,596149	0,842570
Total	3.055.987.867	votes equating to	100,000000	52,787652

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000**% of the shares represented at the meeting.

(*)NOTE:

There were 0 more people in attendance entitled to vote relative to the previous count, representing an additional 0,000007% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Remuneration to the Board of Statutory Auditors

AGAINST

1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	0	105.700	105.700
**D	BAYERNINVEST KAG MBH	0	906.092	906.092
**D	BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	0	383.653	383.653
**D	UNPMF	0	6.389	6.389
**D	FCP REGARD ACT.CROISS.	0	160.000	160.000
**D	FCP ACTIONS ISR	0	1.400.000	1.400.000
**D	FCP AG2R EURO ACTIONES	0	1.995.000	1.995.000
**D	FCP REGARD SEL.ACT EURO.	0	647.003	647.003
**D	REGARD ACTIONS EUROPE	0	480.000	480.000
**D	REGARD ACTIONS EURO	0	1.500.000	1.500.000
**D	REGARD ACTIONS DEVELOPPEMENT DURABLE	0	600.000	600.000
**D	FDT ETHOS	0	66.134	66.134
**D	CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	0	74.894	74.894
**D	ROBECO CAPITAL GROWTH FUNDS	0	450.000	450.000
**D	FEDERATED UNIT TRUST	0	1.357.613	1.357.613
**D	RETIREMENT PLAN FOR EMPLOYEES OF AETNA I	0	630.796	630.796
**D	THE HARTFORD INTERNATIONAL SMALL CO	0	30.681	30.681
**D	THE HARTFORD DIVERSIFIED INTERNATIONAL FUND	0	9.676	9.676
**D	THE HARTFORD INTERNATIONAL GROWTH FUND	0	238.977	238.977
**D	LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	0	147.482	147.482
**D	NATIXIS AM	0	701.618	701.618

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Remuneration to the Board of Statutory Auditors

AGAINST

**D	MACIF GESTION	0	21.851	21.851
**D	OFI AM	0	240.000	240.000
**D	THE PUTNAM ADVISORY COMPANY LLC	0	18.744	18.744
**D	ROBECO INSTITUTIONEEL GLOBAL ENHANCED INDEX FONDS	0	18.807	18.807
**D	PUTNAM VOYAGER FUND	0	1.346.483	1.346.483
**D	PUTNAM EUROPE EQUITY FUND	0	291.188	291.188
**D	PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL ASSET ALLOCATION F	0	8.706	8.706
**D	PUTNAM DYNAMIC ASSET ALLOCATION GROWTH FUND	0	67.863	67.863
**D	PUTNAM DYNAMIC ASSET ALLOCATION BALANCED FUND	0	4.981	4.981
**D	PUTNAM VARIABLE TRUST - PUTNAM INTERNATIONAL VALUE FUND	0	287.199	287.199
**D	PUTNAM VAR TRUST - PUTNAM VT INT VALUE FUND	0	151.717	151.717
**D	PUTNAM VARIABLE TRUST - PUTNAM VT INTERNATIONAL EQUITY FUND	0	671.705	671.705
**D	PUTNAM VAR TRUST - PUTNAM VT INT GROWTH FUND	0	57.874	57.874
**D	PUTNAM INTERNATIONAL GROWTH FUND	0	34.821	34.821
**D	PUTNAM INTERNATIONAL EQUITY FUND	0	568.095	568.095
**D	PUTNAM VARIABLE TRUST - PUTNAM VT VOYAGER FUND	0	697.242	697.242
**D	PUTNAM GLOBAL EQUITY FUND	0	125.771	125.771
**D	PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL EQUITY FUND	0	272.685	272.685
**D	PUTNAM INTERNATIONAL GROWTH EQUITY TRUST	0	123.926	123.926
**D	PUTNAM INTERNATIONAL EQUITY FUND, LLC	0	50.820	50.820
**D	PUTNAM GLOBAL FINANCIAL FUND	0	4.424	4.424
**D	RUSSELL TRUST CO COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST	0	530.587	530.587
**D	UNITED AIRLINES PILOT DIRECTED ACCOUNT PLAN TRUST	0	89.920	89.920
**D	MICROSOFT CORPORATION SAVINGS PLUS 401(K) PLAN	0	618.611	618.611
**D	RUSSELL INVESTMENT COMPANY PLC	0	1.296.292	1.296.292
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	123.960	123.960
**D	INTERNATIONAL INVESTMENT FUND	0	141.025	141.025
**D	PUTNAM WORLD TRUST	0	8.021	8.021
**D	MINISTRY OF STRATEGY AND FINANCE	0	21.483	21.483
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	2.615.515	2.615.515
**D	THE WELLINGTON TR COM NATIONAL ASS MULT COLLECT INV F TRUST	0	228.011	228.011
**D	THE WELLINGTON TR CO NAT ASS MULT C TR F TR, OPPORT EQ PTF	0	56.866	56.866
**D	WELLINGTON TR CO NA MULT COM TR FD TR T-SEL OPP INT GR PTF	0	42.197	42.197
**D	THE WELLINGTON TR CO NAT ASS MULT COLLECTIVE INV F TRUST II	0	77.284	77.284
**D	RUSSELL INVESTMENT COMPANY II PLC	0	118.268	118.268
**D	RUSSELL GLOBAL OPPORTUNITIES FUND	0	354.843	354.843
**D	RUSSELL INVESTMENT COMPANY GLOBAL EQUITY FUND	0	1.131.779	1.131.779
**D	MULTI-STYLE, MULTI-MANAGER FUNDS PLC	0	45.000	45.000
**D	THE WELLINGTON TR CO NAT ASS MULT COM ALPHA STRATEGIES PTF	0	220.904	220.904
**D	AARGAUISCHE PENSIONS KASSE	0	210.564	210.564
**D	BOURBON 4	0	85.100	85.100
**D	FC CARPIMKO	0	142.000	142.000
**D	CNP ACP ACTIONS LT	0	80.621	80.621

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Remuneration to the Board of Statutory Auditors

AGAINST

**D	CROISSANCE DIVERSIFIE		0	4.180	4.180
**D	CONCORDE 96		0	86.604	86.604
**D	CARPIMKO INTERNATIONAL		0	134.433	134.433
**D	IXIS FLAMME		0	114.950	114.950
**D	I CROISSANCE		0	66.182	66.182
**D	CMD AGIRC IXIS D		0	128.567	128.567
**D	CDC AD-EUROPE		0	145.830	145.830
**D	OACET		0	16.420	16.420
**D	IXIS EURO ACTIONS		0	1.067.125	1.067.125
**D	CNP ASSUR PIERRE		0	23.424	23.424
**D	FCP CNP GGR		0	28.994	28.994
**D	ABP ACTIONS		0	4.343.080	4.343.080
**D	AREGE 2IC		0	60.287	60.287
**D	FCP NATIXIS ACTIONS EUROPEENNES		0	430.425	430.425
**D	IMPACT ISR CROISSANCE		0	64.003	64.003
**D	AREVA DIVERSIFIE OBLIGATAIRE		0	41.354	41.354
**D	OCP EPARGNE		0	9.858	9.858
**D	FCPE SAFRAN DYNAMIQUE		0	96.980	96.980
**D	ECEPARGNE 2		0	444.356	444.356
**D	HUTCHINSON ACTIONS		0	21.064	21.064
**D	FCPE FCP REGULIER AIR LIQUIDE	DEVELOPPEMENT	0	6.424	6.424
**D	FCPE FODEP		0	50.762	50.762
**D	FCPE FODIV		0	21.900	21.900
**D	FCPE NATIXIS AVENIR 1 PERFORMANCE		0	119.467	119.467
**D	FCPE NATIXIS AVENIR 2 DYNAMIQUE		0	21.025	21.025
**D	FCPE NATIXIS AVENIR 3 CROISSANCE		0	56.389	56.389
**D	FCPE NATIXIS AVENIR 4 EQUILIBRE		0	86.028	86.028
**D	FCPE NATIXIS AVENIR 5 RENDEMENT		0	33.070	33.070
**D	SAFRAN MIXTE		0	22.647	22.647
**D	NATIXIS ES ACTIONS EURO		0	146.006	146.006
**D	IMPACT ISR RENDEMENT SOLIDAIRE		0	97.962	97.962
**D	FCPE IMPACT ISR PERFORMANCE		0	145.536	145.536
**D	IMPACT ISR DYNAMIQUE		0	34.210	34.210
**D	IMPACT ISR EQUILIBRE		0	282.742	282.742
**D	FCPE NATIXIS AVENIR MIXTE SOLIDAIRE		0	16.703	16.703
**D	CNP ASSURANCES SA		0	9.390.392	9.390.392
**D	INVESTISSEMENT TRESOR VIE		0	22.504	22.504
**D	LA BANQUE POSTALE DE PREVOYANCE		0	14.425	14.425
**D	PREVIPOSTE		0	137.797	137.797
**D	CAISSE DES DEPOTS ET CONSIGNATION		0	2.747.506	2.747.506
**D	RUSSELL OVERSEAS EQUITY FUND .		0	129.399	129.399
**D	RUSSELL GLOBAL EQUITY FUND .		0	130.185	130.185
**D	RUSSELL OVERSEAS EQUITY POOL .		0	122.889	122.889

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Remuneration to the Board of Statutory Auditors

AGAINST

**D	RUSSELL GLOBAL EQUITY POOL	0	56.336	56.336
**D	CONOCOPHILLIPS MASTER TRUST	0	140.054	140.054
**D	ACHMEA PENSIOEN EN LEVENSVZERZEKERINGEN N.V.	0	41.415	41.415
**D	ACHMEA VARIABLE SECURITIES HEALTH FUND	0	12.756	12.756
**D	FLORIDA RETIREMENT SYSTEM .	0	10.334.975	10.334.975
**D	ACHMEA UNIT LINKED BELEGGINGSFONDSEN	0	112.671	112.671
**D	BELEGGINSPOOL ACHMEA AANDELEN WERELD	0	13.597	13.597
**D	BELEGGINGSPOOL ACHMEA	0	110.939	110.939
**D	STICHTING BEWAARDER ACHMEA BELEGGIN GSPOLS	0	26.887	26.887
**D	STICHTING ACHMEA GLOBAL EQUITY	0	8.817	8.817
**D	STICHTING RABOBANK PENSIOENFONDS	0	3.715	3.715
**D	TREASURER OF THE STATE OF NORTHCAROLINAEQUITY INVESTMENT FUND POOLED	0	923.175	923.175
**D	FEDERATED INTERNATIONAL LEADERSFUND	0	2.696.710	2.696.710
**D	UMC BENEFIT BOARD, INC	0	1.603.396	1.603.396
2009	LOMBARDI GIANFRANCO	14.262	0	14.262
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63

Total vote 62.498.671
Percentage of voters% 2,045122
Percentage of Capital% 1,079572

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Remuneration to the Board of Statutory Auditors

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	SCHWAB INTERNATIONAL INDEX FUND	0	579.843	579.843
**D	SCHWAB FUNDAMENTAL INTER LARGE COMP IN F	0	630.986	630.986
**D	SAS TRUSTEE CORPORATION	0	312.891	312.891
**D	OPTIMIX WHOLESALE GLOBAL SHARE TRUST	0	120.035	120.035
**D	VARIABLE PORTFOLIO - DFA INTERNATIONAL VALUE FUND	0	1.123.446	1.123.446
**D	HARTFORD LIFE INSURANCE COMPANY	0	119.424	119.424
**D	COLUMBIA OVERSEAS VALUE FUND	0	332.613	332.613
**D	CHILDREN`S HELATHCARE ATLANTIA INC	0	144.856	144.856
**D	RESURRECTION HEALTH CARE	0	28.165	28.165
**D	WEST SUBURBAN RETIREMENT INCOME PLAN	0	3.836	3.836
**D	RESURRECTION HEALTH CARE PENSION PLAN	0	11.349	11.349
**D	COLORADO PUBLIC EMPLOYEES RETIREMENT	0	1.346.829	1.346.829
**D	UTAH STATE RETIREMENT SYSTEMS	0	840.260	840.260
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	HARTFORD INTERNATIONAL GLOBAL EQUITY (EX-JAPAN) INDEX FUND	0	338.078	338.078
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	COLONIAL FIRST STATE INVESTMENT LTD	0	896.471	896.471
**D	SDA INTERNATIONAL EQUITY INDEX FUND	0	87.391	87.391
**D	LAUDUS INTERNATIONAL MARKETMASTERS FUND	0	61.264	61.264
**D	SCHWAB INTERNATIONAL EQUITY ETF	0	376.913	376.913
**D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	120.123	120.123
**D	DYNAMIC EUROPEAN VALUE FUND	0	320.000	320.000
**D	PAX MSCI EAFE ESG INDEX ETF	0	16.743	16.743
**D	RIDGEWORTH INTERNATIONAL EQUITY INDEX FUND	0	318.672	318.672
**D	PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY	0	158.871	158.871
**D	OREGON UNIVERSITY SYSTEM	0	30.957	30.957
**D	DEPARTMENT OF STATE LANDS	0	11.698	11.698
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Remuneration to the Board of Statutory Auditors

ABSTENTIONS

**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	CONSTRUCTION AND BUILDING UNIONS SUPERANNUATION FUND	0	113.870	113.870
**D	CONNECTICUT GENERAL LIFE INSURANCE COMPANY	0	5.617	5.617
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
**D	STICHTING PENSIOENFONDS VAN DE ABN AMBRO BANK N.V.	0	2.215.646	2.215.646
**D	WATER AND POWER EMPLOYEES RETIREMENT PLAN	0	820.178	820.178
2312	PEDERSOLI LANFRANCO	1.044	0	1.044
2869	CHIURAZZI LUIGI	2.445	0	2.445
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.253	2.253

Total vote 36.193.120
Percentage of voters% 1,184335
Percentage of Capital% 0,625182

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Remuneration to the Board of Statutory Auditors**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
Total vote			12.585.001	
Percentage of voters%			0,411814	
Percentage of Capital%			0,217387	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTINGSubJet : **Appointment of the Directors**

26 (*) persons entitled to vote took part in the voting, representing **3.028.387.035** ordinary shares, equating to **52,310888 %** of ordinary share capital of which **6.715.970** shares were represented in person and **3.021.671.065** by proxy. **3.028.387.035** ordinary shares were admitted to voting, corresponding to **100,000000%** of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.899.638.187	votes equating to	95,748600	50,086943
AGAINST	68.881.041	votes equating to	2,274512	1,189818
Sub-Total	2.968.519.228	votes equating to	98,023112	51,276761
Abstentions	47.282.806	votes equating to	1,561320	0,816740
Not Voting	12.585.001	votes equating to	0,415568	0,217387
Sub-Total	59.867.807	votes equating to	1,976888	1,034127
Total	3.028.387.035	votes equating to	100,000000	52,310888

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000%** of the shares represented at the meeting.

(*)NOTE:

There were 0 more people in attendance entitled to vote relative to the previous count, representing an additional -0,476763% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Directors

AGAINST

1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	0	105.700	105.700
**D	BAYERNINVEST KAG MBH	0	906.092	906.092
**D	BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	0	383.653	383.653
**D	UNPMF	0	6.389	6.389
**D	FCP REGARD ACT.CROISS.	0	160.000	160.000
**D	FCP ACTIONS ISR	0	1.400.000	1.400.000
**D	FCP AG2R EURO ACTIONES	0	1.995.000	1.995.000
**D	FCP REGARD SEL.ACT EURO.	0	647.003	647.003
**D	REGARD ACTIONS EUROPE	0	480.000	480.000
**D	REGARD ACTIONS EURO	0	1.500.000	1.500.000
**D	REGARD ACTIONS DEVELOPPEMENT DURABLE	0	600.000	600.000
**D	FDT ETHOS	0	66.134	66.134
**D	CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	0	74.894	74.894
**D	PETERCAM B FUND	0	1.510.000	1.510.000
**D	SOMERSET COUNTY COUNCIL PENSION FUND	0	107.303	107.303
**D	WEST MIDLANDS METROPOLITAN AUTHORITI	0	497.000	497.000
**D	WEST YORKSHIRE PENSION FUND	0	27.650	27.650
**D	OSPREY POINT INVESTMENTS II LIMITED	0	46.920	46.920
**D	DFE ASSET MANAGEMENT LLC	0	10.980	10.980
**D	CITY OF LOS ANGELES FIRE POLICE PLAN	0	62.940	62.940
**D	PARK FOUNDATION INC	0	41.090	41.090

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subject: Appointment of the Directors

AGAINST

**D	LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	0	147.482	147.482
**D	NATIXIS AM	0	701.618	701.618
**D	METROPOLE GESTION	0	6.820.000	6.820.000
**D	MACIF GESTION	0	21.851	21.851
**D	AGI FRANCE	0	3.670.000	3.670.000
**D	OFI AM	0	240.000	240.000
**D	THE PUTNAM ADVISORY COMPANY LLC	0	18.744	18.744
**D	SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	932.426	932.426
**D	MERCK FAMILY FUND	0	11.930	11.930
**D	MANUFACTURERS AND TRADERS TRUST COMPANY	0	8.360	8.360
**D	PUTNAM VOYAGER FUND	0	1.346.483	1.346.483
**D	PUTNAM EUROPE EQUITY FUND	0	291.188	291.188
**D	PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL ASSET ALLOCATION F	0	8.706	8.706
**D	PUTNAM DYNAMIC ASSET ALLOCATION GROWTH FUND	0	67.863	67.863
**D	PUTNAM DYNAMIC ASSET ALLOCATION BALANCED FUND	0	4.981	4.981
**D	PUTNAM VARIABLE TRUST - PUTNAM INTERNATIONAL VALUE FUND	0	287.199	287.199
**D	PUTNAM VAR TRUST - PUTNAM VT INT VALUE FUND	0	151.717	151.717
**D	PUTNAM VARIABLE TRUST - PUTNAM VT INTERNATIONAL EQUITY FUND	0	671.705	671.705
**D	PUTNAM VAR TRUST - PUTNAM VT INT GROWTH FUND	0	57.874	57.874
**D	PUTNAM INTERNATIONAL GROWTH FUND	0	34.821	34.821
**D	PUTNAM INTERNATIONAL EQUITY FUND	0	568.095	568.095
**D	PUTNAM VARIABLE TRUST - PUTNAM VT VOYAGER FUND	0	697.242	697.242
**D	PUTNAM GLOBAL EQUITY FUND	0	125.771	125.771
**D	PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL EQUITY FUND	0	272.685	272.685
**D	PUTNAM INTERNATIONAL GROWTH EQUITY TRUST	0	123.926	123.926
**D	PUTNAM INTERNATIONAL EQUITY FUND, LLC	0	50.820	50.820
**D	PUTNAM GLOBAL FINANCIAL FUND	0	4.424	4.424
**D	METROPOLITAN LIFE INSURANCE COMPANY	0	123.159	123.159
**D	BOSTON COMMON	0	218.440	218.440
**D	DIGNITY HEALTH	0	369.246	369.246
**D	DIGNITY HEALTH RETIREMENT PLAN TRUST	0	407.387	407.387
**D	FONDS PRIVE GPD ACTIONS EAEO	0	826.738	826.738
**D	VALIC COMPANY I - GLOBAL SOCIAL AWARENESS FUND	0	9.305	9.305
**D	SUNAMERICA SERIES TRUST FOREIGN VALUE PORTFOLIO	0	458.213	458.213
**D	SUNAMERICA SERIES TRUST INT DIVERSIFIED EQ PTF	0	95.813	95.813
**D	SUNAMERICA SERIES TRUST INTERNATIONAL GROWTH AND INCOME PTF	0	468.453	468.453
**D	SEASONS SERIES TRUST ASSET ALLOCATION:DIVERSIFIED GROWTH PTF	0	6.889	6.889
**D	SEASONS SERIES TRUST INTERNATIONAL EQUITY PORTFOLIO	0	51.675	51.675
**D	INTERNATIONAL INVESTMENT FUND	0	141.025	141.025
**D	PAX MSCI EAFE ESG INDEX ETF	0	16.743	16.743
**D	PUTNAM WORLD TRUST	0	8.021	8.021
**D	STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	0	2.217	2.217
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	2.615.515	2.615.515

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Directors

AGAINST

**D	DESJARDINS OVERSEAS EQUITY GROWTH FUND	0	1.163.016	1.163.016
**D	VALIC COMPANY I - INTERNATIONAL EQUITIES FUND	0	150.329	150.329
**D	VALIC COMPANY I - FOREIGN VALUE FUND	0	2.772.333	2.772.333
**D	VALIC COMPANY I - GLOBAL STRATEGY FUND	0	468.504	468.504
**D	METROPOLITAN SERIES FUND MORGAN STANLEY EAFE INDEX PORTFOLIO	0	272.769	272.769
**D	AARGAUISCHE PENSIONS KASSE	0	210.564	210.564
**D	FCP CAVEC METROPOLE DIVERSIFIE	0	500.000	500.000
**D	BOURBON 4	0	85.100	85.100
**D	FC CARPIMKO	0	142.000	142.000
**D	CNP ACP ACTIONS LT	0	80.621	80.621
**D	CROISSANCE DIVERSIFIE	0	4.180	4.180
**D	CONCORDE 96	0	86.604	86.604
**D	CARPIMKO INTERNATIONAL	0	134.433	134.433
**D	IXIS FLAMME	0	114.950	114.950
**D	I CROISSANCE	0	66.182	66.182
**D	CMD AGIRC IXIS D	0	128.567	128.567
**D	CDC AD-EUROPE	0	145.830	145.830
**D	OACET	0	16.420	16.420
**D	IXIS EURO ACTIONS	0	1.067.125	1.067.125
**D	CNP ASSUR PIERRE	0	23.424	23.424
**D	FCP CNP GGR	0	28.994	28.994
**D	ABP ACTIONS	0	4.343.080	4.343.080
**D	AREGE 2IC	0	60.287	60.287
**D	FCP NATIXIS ACTIONS EUROPEENNES	0	430.425	430.425
**D	IMPACT ISR CROISSANCE	0	64.003	64.003
**D	AREVA DIVERSIFIE OBLIGATAIRE	0	41.354	41.354
**D	OCF EPARGNE	0	9.858	9.858
**D	FCPE SAFRAN DYNAMIQUE	0	96.980	96.980
**D	EGEPARGNE 2	0	444.356	444.356
**D	HUTCHINSON ACTIONS	0	21.064	21.064
**D	FCPE FCP REGULIER AIR LIQUIDE DEVELOPPEMENT	0	6.424	6.424
**D	FCPE FODEP	0	50.762	50.762
**D	FCPE FODIV	0	21.900	21.900
**D	FCPE NATIXIS AVENIR 1 PERFORMANCE	0	119.467	119.467
**D	FCPE NATIXIS AVENIR 2 DYNAMIQUE	0	21.025	21.025
**D	FCPE NATIXIS AVENIR 3 CROISSANCE	0	56.389	56.389
**D	FCPE NATIXIS AVENIR 4 EQUILIBRE	0	86.028	86.028
**D	FCPE NATIXIS AVENIR 5 RENDEMENT	0	33.070	33.070
**D	SAFRAN MIXTE	0	22.647	22.647
**D	NATIXIS ES ACTIONS EURO	0	146.006	146.006
**D	IMPACT ISR RENDEMENT SOLIDAIRE	0	97.962	97.962
**D	FCPE IMPACT ISR PERFORMANCE	0	145.536	145.536
**D	IMPACT ISR DYNAMIQUE	0	34.210	34.210

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Directors

AGAINST

**D	IMPACT ISR EQUILIBRE	0	282.742	282.742
**D	FCPE NATIXIS AVENIR MIXTE SOLIDAIRE	0	16.703	16.703
**D	CNP ASSURANCES SA	0	9.390.392	9.390.392
**D	INVESTISSEMENT TRESOR VIE	0	22.504	22.504
**D	LA BANQUE POSTALE DE PREVOYANCE	0	14.425	14.425
**D	PREVIPOSTE	0	137.797	137.797
**D	CAISSE DES DEPOTS ET CONSIGNATION	0	2.747.506	2.747.506
**D	VILLIERS DIVERSIFIE AGI	0	880.000	880.000
**D	FCP ERAFP ACTIONS EUROS1 EDEAM	0	541.452	541.452
**D	UNISUPER	0	312.993	312.993
**D	NATIXIS	0	107.062	107.062
**D	BOSTON COMMON INTERNATIONAL FUND	0	496.445	496.445
**D	CONOCOPHILLIPS MASTER TRUST	0	140.054	140.054
**D	STATE OF WISCONSIN INVESTMENT BOARD	0	4.840.814	4.840.814
**D	BOSTON COMMON INTERNATIONAL CATHOLIC SRI FUND, LLC	0	786.010	786.010
**D	FRIENDS FIDUCIARY CORPORATION	0	124.030	124.030
**D	BRETHREN FOUNDATION INC	0	21.735	21.735
**D	CHURCH OF THE BRETHREN BENEFIT TRUST INC	0	76.040	76.040
**D	BOSTON COMMON ALL COUNTRY INTERNAT IONAL FUND, LLC	0	100.195	100.195
2869	CHIURAZZI LUIGI	2.445	0	2.445
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63

Total vote 68.881.041
Percentage of voters% 2,274512
Percentage of Capital% 1,189818

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Directors

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	AVIVA INVEST FUND DIVERSIFIED STRATEGY F	0	24.521	24.521
**D	AVIVA LIFE & PENSIONS UK LIMITED	0	416.671	416.671
**D	AVIVA LIFE AND PENSIONS UK LIMITED	0	430.633	430.633
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	AVIVA INVESTORS INTERNATIONAL INDEX TRACKING FUND	0	83.652	83.652
**D	AVIVA INVESTORS BALANCED MANAGED FUND	0	2.410	2.410
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	FCP A.A.-DEXIA-ISR	0	5.850	5.850
**D	MLC LIMITED	0	20.503	20.503
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
**D	STICHTING DEPOSITARY APG DEVELOPED MARKETS EQUITY POOL	0	21.048.639	21.048.639
**D	STICHTING BEWAARNEMING APG-IS2	0	25.533	25.533
1921	DE BONIS MICHELE	0	1	1
710	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	0	523.980	523.980
DE*	DIRCREDITO	0	60	60

Total vote 47.282.806

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subject: Appointment of the Directors

Percentage of voters%	1,561320
Percentage of Capital%	0,816740

ABSTENTIONS

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Appointment of the Directors**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
Total vote			12.585.001	
Percentage of voters%			0,415568	
Percentage of Capital%			0,217387	

Ordinary Shareholders' Meeting of 11 May 2013

Results of Voting			
1: Mohamed Al Fahim		In Favour	2.899.638.187
		% Present:	95,748600%
		% Capital:	50,086943%
	Against		
	ROSANIA ELMAN		
	CARDARELLI ANGELO		
	CHIURAZZI LUIGI		
	Abstentions		
	CARDARELLI ANGELO		
	DE BONIS MICHELE		
	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT		
	AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO		
	Not Voting		
	ROSANIA ELMAN		
	CARDARELLI ANGELO		
2: Giovanni Quaglia		In favour	2.899.638.187
		% Present:	95,748600%
		% Capital:	50,086943%
	Against		
	ROSANIA ELMAN		
	CARDARELLI ANGELO		
	CHIURAZZI LUIGI		
	Abstentions		
	CARDARELLI ANGELO		
	DE BONIS MICHELE		
	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT		
	AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO		
	Not Voting		
	ROSANIA ELMAN		
	CARDARELLI ANGELO		
3: Alexander Wolfgring		In favour	2.899.638.187
		% Present:	95,748600%
		% Capital:	50,086943%
	Against		
	ROSANIA ELMAN		
	CARDARELLI ANGELO		
	CHIURAZZI LUIGI		
	Abstentions		
	CARDARELLI ANGELO		
	DE BONIS MICHELE		
	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT		
	AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO		
	Not Voting		
	ROSANIA ELMAN		
	CARDARELLI ANGELO		

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTINGSubJet : **Authorization competing activities**

26 (*) persons entitled to vote took part in the voting, representing **3.028.387.035** ordinary shares, equating to **52,310888** % of ordinary share capital of which **6.715.970** shares were represented in person and **3.021.671.065** by proxy. **3.028.387.035** ordinary shares were admitted to voting, corresponding to **100,000000**% of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.899.635.644	votes equating to	95,748516	50,086899
AGAINST	68.881.042	votes equating to	2,274513	1,189818
Sub-Total	2.968.516.686	votes equating to	98,023028	51,276717
Abstentions	47.283.849	votes equating to	1,561354	0,816758
Not Voting	12.586.500	votes equating to	0,415617	0,217413
Sub-Total	59.870.349	votes equating to	1,976972	1,034171
Total	3.028.387.035	votes equating to	100,000000	52,310888

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000**% of the shares represented at the meeting.

(*)NOTE:

There were 0 more people in attendance entitled to vote relative to the previous count, representing an additional 0,000000% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Authorization competing activities**AGAINST**

1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	0	105.700	105.700
**D	BAYERNINVEST KAG MBH	0	906.092	906.092
**D	BBH BOS MTBJ RE: MANULIFE INTL BOND INDEX MOTH FND	0	383.653	383.653
**D	UNPMF	0	6.389	6.389
**D	FCP REGARD ACT.CROISS.	0	160.000	160.000
**D	FCP ACTIONS ISR	0	1.400.000	1.400.000
**D	FCP AG2R EURO ACTIONES	0	1.995.000	1.995.000
**D	FCP REGARD SEL.ACT EURO.	0	647.003	647.003
**D	REGARD ACTIONS EUROPE	0	480.000	480.000
**D	REGARD ACTIONS EURO	0	1.500.000	1.500.000
**D	REGARD ACTIONS DEVELOPPEMENT DURABLE	0	600.000	600.000
**D	FDT ETHOS	0	66.134	66.134
**D	CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	0	74.894	74.894
**D	PETERCAM B FUND	0	1.510.000	1.510.000
**D	SOMERSET COUNTY COUNCIL PENSION FUND	0	107.303	107.303
**D	WEST MIDLANDS METROPOLITAN AUTHORITI	0	497.000	497.000
**D	WEST YORKSHIRE PENSION FUND	0	27.650	27.650
**D	OSPREY POINT INVESTMENTS II LIMITED	0	46.920	46.920
**D	DFE ASSET MANAGEMENT LLC	0	10.980	10.980
**D	CITY OF LOS ANGELES FIRE POLICE PLAN	0	62.940	62.940
**D	PARK FOUNDATION INC	0	41.090	41.090

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Authorization competing activities

AGAINST

**D	LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	0	147.482	147.482
**D	NATIXIS AM	0	701.618	701.618
**D	METROPOLE GESTION	0	6.820.000	6.820.000
**D	MACIF GESTION	0	21.851	21.851
**D	AGI FRANCE	0	3.670.000	3.670.000
**D	OFI AM	0	240.000	240.000
**D	THE PUTNAM ADVISORY COMPANY LLC	0	18.744	18.744
**D	SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	932.426	932.426
**D	MERCK FAMILY FUND	0	11.930	11.930
**D	MANUFACTURERS AND TRADERS TRUST COMPANY	0	8.360	8.360
**D	PUTNAM VOYAGER FUND	0	1.346.483	1.346.483
**D	PUTNAM EUROPE EQUITY FUND	0	291.188	291.188
**D	PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL ASSET ALLOCATION F	0	8.706	8.706
**D	PUTNAM DYNAMIC ASSET ALLOCATION GROWTH FUND	0	67.863	67.863
**D	PUTNAM DYNAMIC ASSET ALLOCATION BALANCED FUND	0	4.981	4.981
**D	PUTNAM VARIABLE TRUST - PUTNAM INTERNATIONAL VALUE FUND	0	287.199	287.199
**D	PUTNAM VAR TRUST - PUTNAM VT INT VALUE FUND	0	151.717	151.717
**D	PUTNAM VARIABLE TRUST - PUTNAM VT INTERNATIONAL EQUITY FUND	0	671.705	671.705
**D	PUTNAM VAR TRUST - PUTNAM VT INT GROWTH FUND	0	57.874	57.874
**D	PUTNAM INTERNATIONAL GROWTH FUND	0	34.821	34.821
**D	PUTNAM INTERNATIONAL EQUITY FUND	0	568.095	568.095
**D	PUTNAM VARIABLE TRUST - PUTNAM VT VOYAGER FUND	0	697.242	697.242
**D	PUTNAM GLOBAL EQUITY FUND	0	125.771	125.771
**D	PUTNAM VARIABLE TRUST - PUTNAM VT GLOBAL EQUITY FUND	0	272.685	272.685
**D	PUTNAM INTERNATIONAL GROWTH EQUITY TRUST	0	123.926	123.926
**D	PUTNAM INTERNATIONAL EQUITY FUND, LLC	0	50.820	50.820
**D	PUTNAM GLOBAL FINANCIAL FUND	0	4.424	4.424
**D	METROPOLITAN LIFE INSURANCE COMPANY	0	123.159	123.159
**D	BOSTON COMMON	0	218.440	218.440
**D	DIGNITY HEALTH	0	369.246	369.246
**D	DIGNITY HEALTH RETIREMENT PLAN TRUST	0	407.387	407.387
**D	FONDS PRIVE GPD ACTIONS EAEO	0	826.738	826.738
**D	VALIC COMPANY I - GLOBAL SOCIAL AWARENESS FUND	0	9.305	9.305
**D	SUNAMERICA SERIES TRUST FOREIGN VALUE PORTFOLIO	0	458.213	458.213
**D	SUNAMERICA SERIES TRUST INT DIVERSIFIED EQ PTF	0	95.813	95.813
**D	SUNAMERICA SERIES TRUST INTERNATIONAL GROWTH AND INCOME PTF	0	468.453	468.453
**D	SEASONS SERIES TRUST ASSET ALLOCATION:DIVERSIFIED GROWTH PTF	0	6.889	6.889
**D	SEASONS SERIES TRUST INTERNATIONAL EQUITY PORTFOLIO	0	51.675	51.675
**D	INTERNATIONAL INVESTMENT FUND	0	141.025	141.025
**D	PAX MSCI EAFE ESG INDEX ETF	0	16.743	16.743
**D	PUTNAM WORLD TRUST	0	8.021	8.021
**D	STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	0	2.217	2.217
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	2.615.515	2.615.515

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Authorization competing activities

AGAINST

**D	DESJARDINS OVERSEAS EQUITY GROWTH FUND	0	1.163.016	1.163.016
**D	VALIC COMPANY I - INTERNATIONAL EQUITIES FUND	0	150.329	150.329
**D	VALIC COMPANY I - FOREIGN VALUE FUND	0	2.772.333	2.772.333
**D	VALIC COMPANY I - GLOBAL STRATEGY FUND	0	468.504	468.504
**D	METROPOLITAN SERIES FUND MORGAN STANLEY EAFE INDEX PORTFOLIO	0	272.769	272.769
**D	AARGAUISCHE PENSIONSASSE	0	210.564	210.564
**D	FCP CAVECE METROPOLE DIVERSIFIE	0	500.000	500.000
**D	BOURBON 4	0	85.100	85.100
**D	FC CARPIMKO	0	142.000	142.000
**D	CNP ACP ACTIONS LT	0	80.621	80.621
**D	CROISSANCE DIVERSIFIE	0	4.180	4.180
**D	CONCORDE 96	0	86.604	86.604
**D	CARPIMKO INTERNATIONAL	0	134.433	134.433
**D	IXIS FLAMME	0	114.950	114.950
**D	I CROISSANCE	0	66.182	66.182
**D	CMD AGIRC IXIS D	0	128.567	128.567
**D	CDC AD-EUROPE	0	145.830	145.830
**D	OACET	0	16.420	16.420
**D	IXIS EURO ACTIONS	0	1.067.125	1.067.125
**D	CNP ASSUR PIERRE	0	23.424	23.424
**D	FCP CNP GGR	0	28.994	28.994
**D	ABP ACTIONS	0	4.343.080	4.343.080
**D	AREGE 2IC	0	60.287	60.287
**D	FCP NATIXIS ACTIONS EUROPEENNES	0	430.425	430.425
**D	IMPACT ISR CROISSANCE	0	64.003	64.003
**D	AREVA DIVERSIFIE OBLIGATAIRE	0	41.354	41.354
**D	OCF EPARGNE	0	9.858	9.858
**D	FCPE SAFRAN DYNAMIQUE	0	96.980	96.980
**D	EGEPARGNE 2	0	444.356	444.356
**D	HUTCHINSON ACTIONS	0	21.064	21.064
**D	FCPE FCP REGULIER AIR LIQUIDE DEVELOPPEMENT	0	6.424	6.424
**D	FCPE FODEP	0	50.762	50.762
**D	FCPE FODIV	0	21.900	21.900
**D	FCPE NATIXIS AVENIR 1 PERFORMANCE	0	119.467	119.467
**D	FCPE NATIXIS AVENIR 2 DYNAMIQUE	0	21.025	21.025
**D	FCPE NATIXIS AVENIR 3 CROISSANCE	0	56.389	56.389
**D	FCPE NATIXIS AVENIR 4 EQUILIBRE	0	86.028	86.028
**D	FCPE NATIXIS AVENIR 5 RENDEMENT	0	33.070	33.070
**D	SAFRAN MIXTE	0	22.647	22.647
**D	NATIXIS ES ACTIONS EURO	0	146.006	146.006
**D	IMPACT ISR RENDEMENT SOLIDAIRE	0	97.962	97.962
**D	FCPE IMPACT ISR PERFORMANCE	0	145.536	145.536
**D	IMPACT ISR DYNAMIQUE	0	34.210	34.210

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Authorization competing activities**AGAINST**

**D	IMPACT ISR EQUILIBRE	0	282.742	282.742
**D	FCPE NATIXIS AVENIR MIXTE SOLIDAIRE	0	16.703	16.703
**D	CNP ASSURANCES SA	0	9.390.392	9.390.392
**D	INVESTISSEMENT TRESOR VIE	0	22.504	22.504
**D	LA BANQUE POSTALE DE PREVOYANCE	0	14.425	14.425
**D	PREVIPOSTE	0	137.797	137.797
**D	CAISSE DES DEPOTS ET CONSIGNATION	0	2.747.506	2.747.506
**D	VILLIERS DIVERSIFIE AGI	0	880.000	880.000
**D	FCP ERAFP ACTIONS EUROS1 EDEAM	0	541.452	541.452
**D	UNISUPER	0	312.993	312.993
**D	NATIXIS	0	107.062	107.062
**D	BOSTON COMMON INTERNATIONAL FUND	0	496.445	496.445
**D	CONOCOPHILLIPS MASTER TRUST	0	140.054	140.054
**D	STATE OF WISCONSIN INVESTMENT BOARD	0	4.840.814	4.840.814
**D	BOSTON COMMON INTERNATIONAL CATHOLIC SRI FUND, LLC	0	786.010	786.010
**D	FRIENDS FIDUCIARY CORPORATION	0	124.030	124.030
**D	BRETHREN FOUNDATION INC	0	21.735	21.735
**D	CHURCH OF THE BRETHREN BENEFIT TRUST INC	0	76.040	76.040
**D	BOSTON COMMON ALL COUNTRY INTERNAT IONAL FUND, LLC	0	100.195	100.195
1921	DE BONIS MICHELE	0	1	1
2869	CHIURAZZI LUIGI	2.445	0	2.445
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63

Total vote 68.881.042
Percentage of voters% 2,274513
Percentage of Capital% 1,189818

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Authorization competing activities

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	AVIVA INVEST FUND DIVERSIFIED STRATEGY F	0	24.521	24.521
**D	AVIVA LIFE & PENSIONS UK LIMITED	0	416.671	416.671
**D	AVIVA LIFE AND PENSIONS UK LIMITED	0	430.633	430.633
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	AVIVA INVESTORS INTERNATIONAL INDEX TRACKING FUND	0	83.652	83.652
**D	AVIVA INVESTORS BALANCED MANAGED FUND	0	2.410	2.410
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	FCP A.A.-DEXIA-ISR	0	5.850	5.850
**D	MLC LIMITED	0	20.503	20.503
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
**D	STICHTING DEPOSITARY APG DEVELOPED MARKETS EQUITY POOL	0	21.048.639	21.048.639
**D	STICHTING BEWAARNEMING APG-IS2	0	25.533	25.533
2312	PEDERSOLI LANFRANCO	1.044	0	1.044
710	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	0	523.980	523.980
DE*	DIRCREDITO	0	60	60

Total vote 47.283.849

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subject: Authorization competing activities

ABSTENTIONS

Percentage of voters%	1,561354
Percentage of Capital%	0,816758

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Authorization competing activities**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
3006	ROSSI AGOSTINO	400	1.099	1.499

Total vote 12.586.500
Percentage of voters% 0,415617
Percentage of Capital% 0,217413

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTINGSubJet : **Restatement remuneration to the Directors**

26 (*) persons entitled to vote took part in the voting, representing **3.028.387.035** ordinary shares, equating to **52,310888** % of ordinary share capital of which **6.715.970** shares were represented in person and **3.021.671.065** by proxy. **3.028.387.035** ordinary shares were admitted to voting, corresponding to **100,000000**% of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.840.780.874	votes equating to	93,805080	49,070271
AGAINST	150.262.691	votes equating to	4,961806	2,595565
Sub-Total	2.991.043.565	votes equating to	98,766886	51,665835
Abstentions	24.758.469	votes equating to	0,817546	0,427666
Not Voting	12.585.001	votes equating to	0,415568	0,217387
Sub-Total	37.343.470	votes equating to	1,233114	0,645053
Total	3.028.387.035	votes equating to	100,000000	52,310888

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000**% of the shares represented at the meeting.

(*)NOTE:

There were 0 more people in attendance entitled to vote relative to the previous count, representing an additional 0,000000% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Restatement remuneration to the Directors

AGAINST

1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	0	105.700	105.700
**D	UNION INVESTMENT PRIVATFONDS	0	120.000	120.000
**D	UNION INVESTMENT INSTITUTIONAL GMBH	0	50.000	50.000
**D	BAYERNINVEST KAG MBH	0	906.092	906.092
**D	UNPMF	0	6.389	6.389
**D	FCP REGARD ACT.CROISS.	0	160.000	160.000
**D	FCP ACTIONS ISR	0	1.400.000	1.400.000
**D	FCP AG2R EURO ACTIONES	0	1.995.000	1.995.000
**D	FCP REGARD SEL.ACT EURO.	0	647.003	647.003
**D	REGARD ACTIONS EUROPE	0	480.000	480.000
**D	REGARD ACTIONS EURO	0	1.500.000	1.500.000
**D	REGARD ACTIONS DEVELOPPEMENT DURABLE	0	600.000	600.000
**D	FDT ETHOS	0	66.134	66.134
**D	CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	0	74.894	74.894
**D	EUROPACIFIC GROWTH FUND	0	92.721.238	92.721.238
**D	NEW WORLD FUND, INC	0	12.447.069	12.447.069
**D	CAPITAL WORLD GROWTH INCOME FUND INC	0	9.629.006	9.629.006
**D	PETERCAM B FUND	0	1.510.000	1.510.000
**D	LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	0	147.482	147.482
**D	MACIF GESTION	0	21.851	21.851
**D	OFI AM	0	240.000	240.000

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Restatement remuneration to the Directors**AGAINST**

**D	DIGNITY HEALTH	0	369.246	369.246
**D	DIGNITY HEALTH RETIREMENT PLAN TRUST	0	407.387	407.387
**D	AMERICAN FUNDS INSURANCE SERIES INTERNATIONAL FUND	0	9.270.336	9.270.336
**D	AARGAUISCHE PENSIONS KASSE	0	210.564	210.564
**D	FCP TONI ACTIONS 100	0	200.767	200.767
**D	VIVACCIO ACTIONS	0	736.053	736.053
**D	LBPAM ACTIONS INDICE	0	1.107.747	1.107.747
**D	LBPAM PROFIL 80 PEA	0	89.459	89.459
**D	LBPAM PROFIL 100	0	35.294	35.294
**D	CNP ASSURANCES SA	0	9.390.392	9.390.392
**D	INVESTISSEMENT TRESOR VIE	0	22.504	22.504
**D	LA BANQUE POSTALE DE PREVOYANCE	0	14.425	14.425
**D	PREVIPOSTE	0	137.797	137.797
**D	CAISSE DES DEPOTS ET CONSIGNATION	0	2.747.506	2.747.506
**D	FCP ERAFP ACTIONS EUROS1 EDEAM	0	541.452	541.452
**D	BRETHREN FOUNDATION INC	0	21.735	21.735
**D	CHURCH OF THE BRETHREN BENEFIT TRUST INC	0	76.040	76.040
1921	DE BONIS MICHELE	0	1	1
2009	LOMBARDI GIANFRANCO	14.262	0	14.262
2869	CHIURAZZI LUIGI	2.445	0	2.445
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63

Total vote 150.262.691
Percentage of voters% 4,961806
Percentage of Capital% 2,595565

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Restatement remuneration to the Directors

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	CITY OF PHILADELPHIA PUBLIC RETIREMENT	0	54.819	54.819
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
2312	PEDERSOLI LANFRANCO	1.044	0	1.044
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.253	2.253
Total vote			24.758.469	
Percentage of voters%			0,817546	
Percentage of Capital%			0,427666	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Restatement remuneration to the Directors**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
Total vote			12.585.001	
Percentage of voters%			0,415568	
Percentage of Capital%			0,217387	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTINGSubJet : **Group remuneration policy 2013**

25 (*) persons entitled to vote took part in the voting, representing **2.978.487.035** ordinary shares, equating to **51,448940** % of ordinary share capital of which **6.715.970** shares were represented in person and **2.971.771.065** by proxy. **2.978.487.035** ordinary shares were admitted to voting, corresponding to **100,000000**% of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.735.871.390	votes equating to	91,854400	47,258115
AGAINST	46.209.785	votes equating to	1,551452	0,798205
Sub-Total	2.782.081.175	votes equating to	93,405851	48,056320
Abstentions	183.820.859	votes equating to	6,171619	3,175232
Not Voting	12.585.001	votes equating to	0,422530	0,217387
Sub-Total	196.405.860	votes equating to	6,594149	3,392620
Total	2.978.487.035	votes equating to	100,000000	51,448940

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000**% of the shares represented at the meeting.

(*)NOTE:

There were -1 more people in attendance entitled to vote relative to the previous count, representing an additional -0,861948% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Group remuneration policy 2013

AGAINST

1655	DITARANTO ROBERTO	0	501	501
1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	0	105.700	105.700
**D	UNION INVESTMENT PRIVATFONDS	0	120.000	120.000
**D	UNION INVESTMENT INSTITUTIONAL GMBH	0	50.000	50.000
**D	BAYERNINVEST KAG MBH	0	906.092	906.092
**D	UNPMF	0	6.389	6.389
**D	BIEVRE EPARGNE	0	149.650	149.650
**D	EASY ETF EURO STOXX 50	0	1.278.032	1.278.032
**D	FCP BNP PARIBAS ACTIONS EUROLAND	0	940.647	940.647
**D	FCP BNP ACTION EUROPE	0	22.594	22.594
**D	FCP SURVAL 47	0	13.898	13.898
**D	FCP SURVAL 21	0	40.530	40.530
**D	FCP CAMGEST VALEURS EURO	0	551.371	551.371
**D	NAVARE INVESTISSEMENT	0	14.436	14.436
**D	FCPE HORIZON EP. ACTION	0	46.500	46.500
**D	FCP GLOBAL EURO	0	368.014	368.014
**D	FCP GERISO	0	42.117	42.117
**D	FCP CAMGEST.SIT.SPECIAL.	0	75.000	75.000
**D	FCP CAMGESTION REUNICA	0	19.287	19.287
**D	FCP CARDIF RENDACTIS	0	599.744	599.744
**D	CAMGETSION ACTIONS RENDEMENT	0	192.173	192.173

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Group remuneration policy 2013

AGAINST

**D	FCP REGARD ACT.CROISS.	0	160.000	160.000
**D	FCP ACTIONS ISR	0	1.400.000	1.400.000
**D	FCP AG2R EURO ACTIONES	0	1.995.000	1.995.000
**D	FCP REGARD SEL.ACT EURO.	0	647.003	647.003
**D	REGARD ACTIONS EUROPE	0	480.000	480.000
**D	REGARD ACTIONS EURO	0	1.500.000	1.500.000
**D	REGARD ACTIONS DEVELOPPEMENT DURABLE	0	600.000	600.000
**D	FCP BNP PARIBAS INDICE EURO	0	253.612	253.612
**D	PARWORLD	0	248.934	248.934
**D	GA FUND B	0	202.487	202.487
**D	BNP PARIBAS L1	0	139.019	139.019
**D	FDT ETHOS	0	66.134	66.134
**D	CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	0	74.894	74.894
**D	CITY OF PHILADELPHIA PUBLIC RETIREMENT	0	54.819	54.819
**D	PETERCAM B FUND	0	1.510.000	1.510.000
**D	SOMERSET COUNTY COUNCIL PENSION FUND	0	107.303	107.303
**D	WEST MIDLANDS METROPOLITAN AUTHORITI	0	497.000	497.000
**D	WEST YORKSHIRE PENSION FUND	0	27.650	27.650
**D	OSPREY POINT INVESTMENTS II LIMITED	0	46.920	46.920
**D	DFE ASSET MANAGEMENT LLC	0	10.980	10.980
**D	CITY OF LOS ANGELES FIRE POLICE PLAN	0	62.940	62.940
**D	PARK FOUNDATION INC	0	41.090	41.090
**D	STICHTING PENSIOENFONDS VAN DE METALEKTR	0	1.712.369	1.712.369
**D	LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	0	147.482	147.482
**D	METROPOLE GESTION	0	6.820.000	6.820.000
**D	MACIF GESTION	0	21.851	21.851
**D	OFI AM	0	240.000	240.000
**D	STICHTING PENSIOENFONDS METAAL EN TECHNIEK	0	1.474.274	1.474.274
**D	STICHTING MN SERVICES AANDELENFONDS EUROPA	0	173.150	173.150
**D	STICHTING MN SERVICES EUROPE EX UK EQUITY FUND	0	3.227	3.227
**D	MERCK FAMILY FUND	0	11.930	11.930
**D	MANUFACTURERS AND TRADERS TRUST COMPANY	0	8.360	8.360
**D	BOSTON COMMON	0	218.440	218.440
**D	DIGNITY HEALTH	0	369.246	369.246
**D	DIGNITY HEALTH RETIREMENT PLAN TRUST	0	407.387	407.387
**D	STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	0	2.217	2.217
**D	AARGAUISCHE PENSIONSKASSE	0	210.564	210.564
**D	FCP A.A.-DEXIA-ISR	0	5.850	5.850
**D	IBM FRANCE	0	156.000	156.000
**D	HAMELIN DIVERSIFIE FLEX II	0	31.379	31.379
**D	FORTIS INVESTMENT MANAGEMENT	0	223.812	223.812
**D	FCP CARPIMKO EUROPE	0	175.775	175.775
**D	FCP TONI ACTIONS 100	0	200.767	200.767

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Group remuneration policy 2013**AGAINST**

**D	VIVACCIO ACTIONS	0	736.053	736.053
**D	LBPAM ACTIONS INDICE	0	1.107.747	1.107.747
**D	LBPAM PROFIL 80 PEA	0	89.459	89.459
**D	LBPAM PROFIL 100	0	35.294	35.294
**D	FCP CAVEC METROPOLE DIVERSIFIE	0	500.000	500.000
**D	CNP ASSURANCES SA	0	9.390.392	9.390.392
**D	INVESTISSEMENT TRESOR VIE	0	22.504	22.504
**D	LA BANQUE POSTALE DE PREVOYANCE	0	14.425	14.425
**D	PREVIPOSTE	0	137.797	137.797
**D	CAISSE DES DEPOTS ET CONSIGNATION	0	2.747.506	2.747.506
**D	FCP ERAFP ACTIONS EUROS1 EDEAM	0	541.452	541.452
**D	UNISUPER	0	312.993	312.993
**D	NATIXIS	0	107.062	107.062
**D	BOSTON COMMON INTERNATIONAL FUND	0	496.445	496.445
**D	BOSTON COMMON INTERNATIONAL CATHOLIC SRI FUND, LLC	0	786.010	786.010
**D	FRIENDS FIDUCIARY CORPORATION	0	124.030	124.030
**D	BRETHREN FOUNDATION INC	0	21.735	21.735
**D	CHURCH OF THE BRETHREN BENEFIT TRUST INC	0	76.040	76.040
**D	BOSTON COMMON ALL COUNTRY INTERNAT IONAL FUND, LLC	0	100.195	100.195
1921	DE BONIS MICHELE	0	1	1
2009	LOMBARDI GIANFRANCO	14.262	0	14.262
2869	CHIURAZZI LUIGI	2.445	0	2.445
710	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	0	523.980	523.980
DE*	DIRCREDITO	0	60	60
Total vote			46.209.785	
Percentage of voters%			1,551452	
Percentage of Capital%			0,798205	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Group remuneration policy 2013

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	FEDERATED UNIT TRUST	0	1.357.613	1.357.613
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	APPALOOSA INVESTMENT L.P 1	0	1.052.079	1.052.079
**D	PALOMINO FUND LTD	0	1.499.098	1.499.098
**D	THOROUGHbred FUND LP	0	364.584	364.584
**D	THOROUGHbred MASTER LTD	0	376.081	376.081
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
**D	FEDERATED INTERNATIONAL LEADERSFUND	0	2.696.710	2.696.710
2312	PEDERSOLI LANFRANCO	1.044	0	1.044
2603	BOCCARDO SILVIO	0	0	0
**D	FONDAZIONE CASSA DI RISPARMIO DI TORINO	0	145.099.006	145.099.006
**D	MEDIOBANCA BANCA DI CREDITO FINANZIARIO SPA	0	6.671.975	6.671.975
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.316	2.316
Total vote			183.820.859	
Percentage of voters%			6,171619	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subject: Group remuneration policy 2013

ABSTENTIONS

Percentage of Capital% 3,175232

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Group remuneration policy 2013**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000

Total vote 12.585.001

Percentage of voters% 0,422530

Percentage of Capital% 0,217387

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

SubJet : 2013 Group Incentive System

25 (*) persons entitled to vote took part in the voting, representing **2.978.487.035** ordinary shares, equating to **51,448940** % of ordinary share capital of which **6.715.970** shares were represented in person and **2.971.771.065** by proxy. **2.978.487.035** ordinary shares were admitted to voting, corresponding to **100,000000**% of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.753.751.556	votes equating to	92,454710	47,566968
AGAINST	32.386.258	votes equating to	1,087339	0,559425
Sub-Total	2.786.137.814	votes equating to	93,542049	48,126393
Abstentions	179.764.220	votes equating to	6,035421	3,105160
Not Voting	12.585.001	votes equating to	0,422530	0,217387
Sub-Total	192.349.221	votes equating to	6,457951	3,322547
Total	2.978.487.035	votes equating to	100,000000	51,448940

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000**% of the shares represented at the meeting.

(*)NOTE:

There were 0 more people in attendance entitled to vote relative to the previous count, representing an additional 0,000000% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 Group Incentive System

AGAINST

1655	DITARANTO ROBERTO	0	501	501
1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	0	105.700	105.700
**D	BAYERNINVEST KAG MBH	0	906.092	906.092
**D	UNPMF	0	6.389	6.389
**D	FCP FEDERIS EURO ACTIONS	0	730.000	730.000
**D	FCP FEDERIS ACTION	0	349.600	349.600
**D	FCP FEDERIS EUROPE ACTIONS	0	29.000	29.000
**D	FEDERIS AVENIR EURO-PE	0	855.400	855.400
**D	FCP REGARD ACT.CROISS.	0	160.000	160.000
**D	FCP EURO ETHIQUE INSTITUTIONS	0	720.000	720.000
**D	FCP ACTIONS ISR	0	1.400.000	1.400.000
**D	FCP AG2R EURO ACTIONES	0	1.995.000	1.995.000
**D	FCP REGARD SEL.ACT EURO.	0	647.003	647.003
**D	REGARD ACTIONS EUROPE	0	480.000	480.000
**D	REGARD ACTIONS EURO	0	1.500.000	1.500.000
**D	REGARD ACTIONS DEVELOPPEMENT DURABLE	0	600.000	600.000
**D	FEDERIS EPARGNE EQUILIBREE	0	50.508	50.508
**D	FCP FEDERIS IRC ACTIONS	0	469.983	469.983
**D	FCP ARPEGE ACTIONS	0	20.000	20.000
**D	FCP UNION LONG SHORT EUROPE	0	91.293	91.293
**D	FCPE ACCOR DIVERSIFIE	0	35.000	35.000

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 Group Incentive System

AGAINST

**D	FCP DAY SOLVAY	0	55.000	55.000
**D	CM-CIC PERSPECTIVE STRATEGIE 50	0	39.305	39.305
**D	SICAV C I P E C	0	65.000	65.000
**D	FCPE COFACE	0	10.000	10.000
**D	FCP_CAGNI	0	30.000	30.000
**D	FCPE BARCLAYS DIVERIFIE ACTIONS	0	50.000	50.000
**D	OTIS EP DIVERSIFIE SOLIDAIRE	0	36.374	36.374
**D	FCP GAILLON 130/30	0	41.303	41.303
**D	FCP ES GESTION EQUILIBRE	0	400.000	400.000
**D	FCP ES DYNAMIQUE	0	179.484	179.484
**D	FCP ES TEMPERE	0	37.104	37.104
**D	FCP GAILLON MAITRE ACTIONS	0	75.532	75.532
**D	LOGICA MOTIVATION	0	2.760	2.760
**D	FCP UNI 1	0	44.871	44.871
**D	FCPE THALES AVIONICS	0	25.000	25.000
**D	STAUBLI 80 20 CREDIT MUTUEL FCPE	0	10.000	10.000
**D	STAUBLI 50 50 CREDIT MUTUEL FCPE	0	10.000	10.000
**D	SOCIAL ACTIVE DIVERSIFIE	0	18.631	18.631
**D	SOCIAL ACTIVE ACTIONS	0	28.037	28.037
**D	FCP SKF DIVERSIFIE 8434	0	12.000	12.000
**D	SICAV MONT	0	110.000	110.000
**D	FCP BRONGNIART AVENIR	0	21.555	21.555
**D	FCPE ROUSSELOT DYNAMIQUE	0	4.281	4.281
**D	FCPE PIPE LINE SUD EUROPEEN	0	11.000	11.000
**D	MONSANTO ACTIONS	0	15.021	15.021
**D	FCP MGE DYNAMIQUE EURO	0	21.000	21.000
**D	FCP METSO MINERALS	0	21.000	21.000
**D	LEXMARK DYNAMIQUE	0	15.000	15.000
**D	FCP HENKEL DIVERSIFIE N 1	0	5.600	5.600
**D	FCP GROUPE ROCHE	0	80.000	80.000
**D	FCP GROUPE FORD FRANCE	0	45.000	45.000
**D	FCP GROUPE BROSSETTE	0	35.000	35.000
**D	FCP GROUPE BRIAND	0	2.427	2.427
**D	GP 3 MATURITE FCPE	0	10.000	10.000
**D	GP 2 CROISSANCE FCPE	0	25.000	25.000
**D	GP 1 VITALITE FCPE	0	40.000	40.000
**D	1515 FCP GERARD PERRIER	0	1.305	1.305
**D	1448 FCPE GE FACTOFRANCE	0	15.000	15.000
**D	FREESCALE DYNAMIQUE	0	14.811	14.811
**D	FREESCALE DIVERSIFIE	0	17.250	17.250
**D	FCPE FLEURY MICHON DIVERFISIE	0	6.992	6.992
**D	1584 FCP FERTILSODEBO	0	15.000	15.000
**D	HEINEKEN ENTREPRISE DIVERSIFIE	0	16.300	16.300

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 Group Incentive System

AGAINST

**D	FCPE EUROP ASSISTANCE DIVERSIFIE	0	15.117	15.117
**D	FCP ESSO DIVERSIFIE	0	100.000	100.000
**D	FCP DEGUSSA MIXTE	0	2.200	2.200
**D	FCP DEGUSSA DYNAMIQUE	0	7.700	7.700
**D	FCP CRYOSTAR FRANCE	0	3.300	3.300
**D	1495 FCP CONTINENTAL	0	5.400	5.400
**D	CM VALEURS ETHIQUES	0	97.256	97.256
**D	CIC SOCIALEMENT RESPONSABLE	0	159.284	159.284
**D	FCP CH RIVER LABORATOIRES FRANCE	0	10.000	10.000
**D	FCP CAPSUGEL	0	6.525	6.525
**D	FCP BIO MERIEUX AVENIR	0	23.000	23.000
**D	1262 FCP BEHR FRANCE	0	800	800
**D	FDT ETHOS	0	66.134	66.134
**D	CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	0	74.894	74.894
**D	CITY OF PHILADELPHIA PUBLIC RETIREMENT	0	54.819	54.819
**D	SOMERSET COUNTY COUNCIL PENSION FUND	0	107.303	107.303
**D	WEST MIDLANDS METROPOLITAN AUTHORITI	0	497.000	497.000
**D	WEST YORKSHIRE PENSION FUND	0	27.650	27.650
**D	STICHTING PENSIOENFONDS VAN DE METALEKTR	0	1.712.369	1.712.369
**D	LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	0	147.482	147.482
**D	MACIF GESTION	0	21.851	21.851
**D	OFI AM	0	240.000	240.000
**D	STICHTING PENSIOENFONDS METAAL EN TECHNIEK	0	1.474.274	1.474.274
**D	STICHTING MN SERVICES AANDELENFONDS EUROPA	0	173.150	173.150
**D	STICHTING MN SERVICES EUROPE EX UK EQUITY FUND	0	3.227	3.227
**D	AARGAUISCHE PENSIONS KASSE	0	210.564	210.564
**D	FCP A.A.-DEXIA-ISR	0	5.850	5.850
**D	CNP ASSURANCES SA	0	9.390.392	9.390.392
**D	INVESTISSEMENT TRESOR VIE	0	22.504	22.504
**D	LA BANQUE POSTALE DE PREVOYANCE	0	14.425	14.425
**D	PREVIPOSTE	0	137.797	137.797
**D	CAISSE DES DEPOTS ET CONSIGNATION	0	2.747.506	2.747.506
**D	FCP ERAFP ACTIONS EUROS1 EDEAM	0	541.452	541.452
**D	UNISUPER	0	312.993	312.993
**D	NATIXIS	0	107.062	107.062
**D	STICHTING PENSIOENFONDS UWV .	0	328.631	328.631
**D	BRETHREN FOUNDATION INC	0	21.735	21.735
**D	CHURCH OF THE BRETHREN BENEFIT TRUST INC	0	76.040	76.040
1921	DE BONIS MICHELE	0	1	1
2869	CHIURAZZI LUIGI	2.445	0	2.445
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.316	2.316
710	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	0	523.980	523.980
DE*	DIRCREDITO	0	60	60

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 Group Incentive System

AGAINST

Total vote	32.386.258
Percentage of voters%	1,087339
Percentage of Capital%	0,559425

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 Group Incentive System

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	APPALOOSA INVESTMENT L.P 1	0	1.052.079	1.052.079
**D	PALOMINO FUND LTD	0	1.499.098	1.499.098
**D	THOROUGHBRED FUND LP	0	364.584	364.584
**D	THOROUGHBRED MASTER LTD	0	376.081	376.081
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
2312	PEDERSOLI LANFRANCO	1.044	0	1.044
2603	BOCCARDO SILVIO	0	0	0
**D	FONDAZIONE CASSA DI RISPARMIO DI TORINO	0	145.099.006	145.099.006
**D	MEDIOBANCA BANCA DI CREDITO FINANZIARIO SPA	0	6.671.975	6.671.975
Total vote			179.764.220	
Percentage of voters%			6,035421	
Percentage of Capital%			3,105160	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 Group Incentive System**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
Total vote			12.585.001	
Percentage of voters%			0,422530	
Percentage of Capital%			0,217387	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

SubJet : 2013 UniCredit Group Employee Share Plan

24 (*) persons entitled to vote took part in the voting, representing **2.953.097.046** ordinary shares, equating to **51,010366** % of ordinary share capital of which **6.715.970** shares were represented in person and **2.946.381.076** by proxy. **2.953.097.046** ordinary shares were admitted to voting, corresponding to **100,000000**% of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.874.821.084	votes equating to	97,349360	49,658265
AGAINST	37.695.468	votes equating to	1,276472	0,651133
Sub-Total	2.912.516.552	votes equating to	98,625833	50,309398
Abstentions	27.995.492	votes equating to	0,948004	0,483581
Not Voting	12.585.002	votes equating to	0,426163	0,217387
Sub-Total	40.580.494	votes equating to	1,374167	0,700968
Total	2.953.097.046	votes equating to	100,000000	51,010366

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000**% of the shares represented at the meeting.

(*)NOTE:

There were -1 more people in attendance entitled to vote relative to the previous count, representing an additional -0,438574% of ordinary share capital.

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 UniCredit Group Employee Share Plan

AGAINST

1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	OSPREY POINT INVESTMENTS II LIMITED	0	46.920	46.920
**D	DFE ASSET MANAGEMENT LLC	0	10.980	10.980
**D	CITY OF LOS ANGELES FIRE POLICE PLAN	0	62.940	62.940
**D	PARK FOUNDATION INC	0	41.090	41.090
**D	ONTARIO PUBLIC SERVICE EMPLOYEES UNION P	0	756.264	756.264
**D	FCP GROUPAMA DEPANDANCE	0	37.374	37.374
**D	FCP GROUPAMA AAEXA	0	100.000	100.000
**D	FCP GROUPAMA BILANCIATO	0	21.631	21.631
**D	FCP GROUPAMA DINAMICO	0	44.847	44.847
**D	JANUS CAPITAL FUNDS PLC JANUS EUROPE FUND	0	116.830	116.830
**D	MERCK FAMILY FUND	0	11.930	11.930
**D	MANUFACTURERS AND TRADERS TRUST COMPANY	0	8.360	8.360
**D	METROPOLITAN LIFE INSURANCE COMPANY	0	123.159	123.159
**D	BOSTON COMMON	0	218.440	218.440
**D	PAX MSCI EAFE ESG INDEX ETF	0	16.743	16.743
**D	STATE OF CONNECTICUT RETIREMENT PLANS & TRUST FUNDS	0	2.217	2.217
**D	METROPOLITAN SERIES FUND MORGAN STANLEY EAFE INDEX PORTFOLIO	0	272.769	272.769
**D	CAISSE DES DEPOTS ET CONSIGNATION	0	2.747.506	2.747.506
**D	BOSTON COMMON INTERNATIONAL FUND	0	496.445	496.445
**D	FLORIDA RETIREMENT SYSTEM .	0	10.334.975	10.334.975
**D	STICHTING DEPOSITARY APG DEVELOPED MARKETS EQUITY POOL	0	21.048.639	21.048.639

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 UniCredit Group Employee Share Plan**AGAINST**

**D	STICHTING BEWAARNEMING APG-IS2	0	25.533	25.533
**D	BOSTON COMMON INTERNATIONAL CATHOLIC SRI FUND, LLC	0	786.010	786.010
**D	FRIENDS FIDUCIARY CORPORATION	0	124.030	124.030
**D	BRETHREN FOUNDATION INC	0	21.735	21.735
**D	CHURCH OF THE BRETHREN BENEFIT TRUST INC	0	76.040	76.040
**D	BOSTON COMMON ALL COUNTRY INTERNAT IONAL FUND, LLC	0	100.195	100.195
2869	CHIURAZZI LUIGI	2.445	0	2.445
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63

Total vote 37.695.468

Percentage of voters% 1,276472

Percentage of Capital% 0,651133

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 UniCredit Group Employee Share Plan

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	APPALOOSA INVESTMENT L.P 1	0	1.052.079	1.052.079
**D	PALOMINO FUND LTD	0	1.499.098	1.499.098
**D	THOROUGHBRED FUND LP	0	364.584	364.584
**D	THOROUGHBRED MASTER LTD	0	376.081	376.081
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
2312	PEDERSOLI LANFRANCO	1.044	0	1.044
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.253	2.253
Total vote			27.995.492	
Percentage of voters%			0,948004	
Percentage of Capital%			0,483581	

ORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: 2013 UniCredit Group Employee Share Plan**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
1921	DE BONIS MICHELE	0	1	1
Total vote			12.585.002	
Percentage of voters%			0,426163	
Percentage of Capital%			0,217387	

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTINGSubJet : **Amendments of the Articles of Association**

24 (*) persons entitled to vote took part in the voting, representing **2.953.097.046** ordinary shares, equating to **51,010366 %** of ordinary share capital of which **6.715.970** shares were represented in person and **2.946.381.076** by proxy. **2.953.097.046** ordinary shares were admitted to voting, corresponding to **100,000000%** of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.779.900.556	votes equating to	94,135090	48,018654
AGAINST	132.617.041	votes equating to	4,490778	2,290762
Sub-Total	2.912.517.597	votes equating to	98,625868	50,309416
Abstentions	27.994.448	votes equating to	0,947969	0,483563
Not Voting	12.585.001	votes equating to	0,426163	0,217387
Sub-Total	40.579.449	votes equating to	1,374132	0,700950
Total	2.953.097.046	votes equating to	100,000000	51,010366

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000%** of the shares represented at the meeting.

(*)NOTE:

There were 0 more people in attendance entitled to vote relative to the previous count, representing an additional 0,000000% of ordinary share capital.

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Amendments of the Articles of Association

AGAINST

1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	BIEVRE EPARGNE	0	149.650	149.650
**D	EASY ETF EURO STOXX 50	0	1.278.032	1.278.032
**D	FCP BNP PARIBAS ACTIONS EUROLAND	0	940.647	940.647
**D	FCP BNP ACTION EUROPE	0	22.594	22.594
**D	FCP SURVAL 47	0	13.898	13.898
**D	FCP SURVAL 21	0	40.530	40.530
**D	FCP CAMGEST VALEURS EURO	0	551.371	551.371
**D	NAVARRE INVESTISSEMENT	0	14.436	14.436
**D	FCPE HORIZON EP. ACTION	0	46.500	46.500
**D	FCP GLOBAL EURO	0	368.014	368.014
**D	FCP GERISO	0	42.117	42.117
**D	FCP CAMGEST.SIT.SPECIAL.	0	75.000	75.000
**D	FCP CAMGESTION REUNICA	0	19.287	19.287
**D	FCP CARDIF RENDACTIS	0	599.744	599.744
**D	CAMGETSION ACTIONS RENDEMENT	0	192.173	192.173
**D	FCP BNP PARIBAS INDICE EURO	0	253.612	253.612
**D	PARWORLD	0	248.934	248.934
**D	GA FUND B	0	202.487	202.487
**D	BNP PARIBAS L1	0	139.019	139.019
**D	EUROPACIFIC GROWTH FUND	0	92.721.238	92.721.238
**D	NEW WORLD FUND, INC	0	12.447.069	12.447.069

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Amendments of the Articles of Association**AGAINST**

**D	CAPITAL WORLD GROWTH INCOME FUND INC	0	9.629.006	9.629.006
**D	AMERICAN FUNDS INSURANCE SERIES INTERNATIONAL FUND	0	9.270.336	9.270.336
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	2.615.515	2.615.515
**D	IBM FRANCE	0	156.000	156.000
**D	HAMELIN DIVERSIFIE FLEX II	0	31.379	31.379
**D	FORTIS INVESTMENT MANAGEMENT	0	223.812	223.812
**D	FCP CARPINKO EUROPE	0	175.775	175.775
**D	NATIXIS	0	107.062	107.062
1921	DE BONIS MICHELE	0	1	1
2869	CHIURAZZI LUIGI	2.445	0	2.445

Total vote 132.617.041

Percentage of voters% 4,490778

Percentage of Capital% 2,290762

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Amendments of the Articles of Association

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	APPALOOSA INVESTMENT L.P 1	0	1.052.079	1.052.079
**D	PALOMINO FUND LTD	0	1.499.098	1.499.098
**D	THOROUGHBRED FUND LP	0	364.584	364.584
**D	THOROUGHBRED MASTER LTD	0	376.081	376.081
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.253	2.253
Total vote			27.994.448	
Percentage of voters%			0,947969	
Percentage of Capital%			0,483563	

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Amendments of the Articles of Association**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
Total vote			12.585.001	
Percentage of voters%			0,426163	
Percentage of Capital%			0,217387	

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTINGSubJet : **Delegation to the BoD for free capital increase**

24 (*) persons entitled to vote took part in the voting, representing **2.953.097.046** ordinary shares, equating to **51,010366 %** of ordinary share capital of which **6.715.970** shares were represented in person and **2.946.381.076** by proxy. **2.953.097.046** ordinary shares were admitted to voting, corresponding to **100,000000%** of the shares represented at the meeting.

The counting of votes produced the following results:

			% of share capital present and entitled to vote %ordinary capital	
In Favour	2.727.099.571	votes equating to	92,347103	47,106595
AGAINST	33.632.783	votes equating to	1,138899	0,580956
Sub-Total	2.760.732.354	votes equating to	93,486002	47,687551
Abstentions	179.779.691	votes equating to	6,087836	3,105427
Not Voting	12.585.001	votes equating to	0,426163	0,217387
Sub-Total	192.364.692	votes equating to	6,513998	3,322814
Total	2.953.097.046	votes equating to	100,000000	51,010366

Pursuant to art. 135-undecies of TUF **0** shares were not counted for the calculation of the majority and of share capital needed for approval to voting, corresponding to **0,000000%** of the shares represented at the meeting.

(*)NOTE:

There were 0 more people in attendance entitled to vote relative to the previous count, representing an additional 0,000000% of ordinary share capital.

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Delegation to the BoD for free capital increase

AGAINST

1655	DITARANTO ROBERTO	0	501	501
1702	ROSANIA ELMAN	0	0	0
***	TELESCA FRANCESCO SAVERIO	0	17	17
***	CAPPIELLO ANDREA	0	6	6
***	SARI ANGELO	0	1.821	1.821
***	GALANO PASQUALE	0	1.098	1.098
***	ACQUAVIA VITO ANTONIO	0	1	1
***	POTENZA DONATO	0	2.000	2.000
***	ATELLA GIANFRANCO	0	173	173
***	DELLI COLLI CLEMENTE	0	2.490	2.490
***	NOTARGIACOMO GIULIA	0	21.371	21.371
***	NOLE` ORIANA	0	331	331
***	GIGLIO DOMENICO	0	14	14
***	MIMMO ANTONIO	0	1.428	1.428
***	DELLI COLLI VALERIA	0	7.382	7.382
***	CORDASCO DOMENICO	0	1	1
***	MITRIONE MARIA ADELAIDE	0	617	617
***	CATAPANO SALVATORE	0	10	10
***	VARLOTTA CINZIA ANNAMARIA	0	1	1
***	DI LUCCHIO LOREDANA ERMINIA	0	198	198
***	VARLOTTA GIOVANNI	0	1	1
***	DI LUCCHIO GIANPAOLO CRISTIAN	0	398	398
1916	CARDARELLI ANGELO	0	0	0
**D	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT M	0	105.700	105.700
**D	BAYERNINVEST KAG MBH	0	906.092	906.092
**D	UNPMF	0	6.389	6.389
**D	FCP REGARD ACT.CROISS.	0	160.000	160.000
**D	FCP ACTIONS ISR	0	1.400.000	1.400.000
**D	FCP AG2R EURO ACTIONES	0	1.995.000	1.995.000
**D	FCP REGARD SEL.ACT EURO.	0	647.003	647.003
**D	REGARD ACTIONS EUROPE	0	480.000	480.000
**D	REGARD ACTIONS EURO	0	1.500.000	1.500.000
**D	REGARD ACTIONS DEVELOPPEMENT DURABLE	0	600.000	600.000
**D	FCP ARPEGE ACTIONS	0	20.000	20.000
**D	FCP UNION LONG SHORT EUROPE	0	91.293	91.293
**D	FCPE ACCOR DIVERSIFIE	0	35.000	35.000
**D	FCP DAY SOLVAY	0	55.000	55.000
**D	CM-CIC PERSPECTIVE STRATEGIE 50	0	39.305	39.305
**D	SICAV C I P E C	0	65.000	65.000
**D	FCPE COFACE	0	10.000	10.000
**D	FCP CAGNI	0	30.000	30.000
**D	FCPE BARCLAYS DIVERIFIE ACTIONS	0	50.000	50.000
**D	OTIS EP DIVERSIFIE SOLIDAIRE	0	36.374	36.374

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Delegation to the BoD for free capital increase**AGAINST**

**D	FCP GAILLON 130/30	0	41.303	41.303
**D	FCP ES GESTION EQUILIBRE	0	400.000	400.000
**D	FCP ES DYNAMIQUE	0	179.484	179.484
**D	FCP ES TEMPERE	0	37.104	37.104
**D	FCP GAILLON MAITRE ACTIONS	0	75.532	75.532
**D	LOGICA MOTIVATION	0	2.760	2.760
**D	FCP UNI 1	0	44.871	44.871
**D	FCPE THALES AVIONICS	0	25.000	25.000
**D	STAUBLI 80 20 CREDIT MUTUEL FCPE	0	10.000	10.000
**D	STAUBLI 50 50 CREDIT MUTUEL FCPE	0	10.000	10.000
**D	SOCIAL ACTIVE DIVERSIFIE	0	18.631	18.631
**D	SOCIAL ACTIVE ACTIONS	0	28.037	28.037
**D	FCP SKF DIVERSIFIE 8434	0	12.000	12.000
**D	SICAV MONT	0	110.000	110.000
**D	FCP BRONGNIART AVENIR	0	21.555	21.555
**D	FCPE ROUSSELOT DYNAMIQUE	0	4.281	4.281
**D	FCPE PIPE LINE SUD EUROPEEN	0	11.000	11.000
**D	MONSANTO ACTIONS	0	15.021	15.021
**D	FCP MGE DYNAMIQUE EURO	0	21.000	21.000
**D	FCP METSO MINERALS	0	21.000	21.000
**D	LEXMARK DYNAMIQUE	0	15.000	15.000
**D	FCP HENKEL DIVERSIFIE N 1	0	5.600	5.600
**D	FCP GROUPE ROCHE	0	80.000	80.000
**D	FCP GROUPE FORD FRANCE	0	45.000	45.000
**D	FCP GROUPE BROSSETTE	0	35.000	35.000
**D	FCP GROUPE BRIAND	0	2.427	2.427
**D	GP 3 MATURITE FCPE	0	10.000	10.000
**D	GP 2 CROISSANCE FCPE	0	25.000	25.000
**D	GP 1 VITALITE FCPE	0	40.000	40.000
**D	1515 FCP GERARD PERRIER	0	1.305	1.305
**D	1448 FCPE GE FACTOFrance	0	15.000	15.000
**D	FREESCALE DYNAMIQUE	0	14.811	14.811
**D	FREESCALE DIVERSIFIE	0	17.250	17.250
**D	FCPE FLEURY MICHON DIVERFISIE	0	6.992	6.992
**D	1584 FCP FERTILSODEBO	0	15.000	15.000
**D	HEINEKEN ENTREPRISE DIVERSIFIE	0	16.300	16.300
**D	FCPE EUROP ASSISTANCE DIVERSIFIE	0	15.117	15.117
**D	FCP ESSO DIVERSIFIE	0	100.000	100.000
**D	FCP DEGUSSA MIXTE	0	2.200	2.200
**D	FCP DEGUSSA DYNAMIQUE	0	7.700	7.700
**D	FCP CRYOSTAR FRANCE	0	3.300	3.300
**D	1495 FCP CONTINENTAL	0	5.400	5.400
**D	CM VALEURS ETHIQUES	0	97.256	97.256

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Delegation to the BoD for free capital increase

AGAINST

**D	CIC SOCIALEMENT RESPONSABLE	0	159.284	159.284
**D	FCP CH RIVER LABORATOIRES FRANCE	0	10.000	10.000
**D	FCP CAPSUGEL	0	6.525	6.525
**D	FCP BIO MERIEUX AVENIR	0	23.000	23.000
**D	1262 FCP BEHR FRANCE	0	800	800
**D	FDT ETHOS	0	66.134	66.134
**D	CAPACITY FONDS INSTITUTIONEL-ACTIONS ETRANGERES PIB	0	74.894	74.894
**D	CITY OF PHILADELPHIA PUBLIC RETIREMENT	0	54.819	54.819
**D	SOMERSET COUNTY COUNCIL PENSION FUND	0	107.303	107.303
**D	WEST MIDLANDS METROPOLITAN AUTHORITY	0	497.000	497.000
**D	WEST YORKSHIRE PENSION FUND	0	27.650	27.650
**D	STICHTING PENSIOENFONDS VAN DE METALEKTR	0	1.712.369	1.712.369
**D	LOMBARD ODIER DARIER HFM SA INSTITUTIONNEL-3D	0	147.482	147.482
**D	MACIF GESTION	0	21.851	21.851
**D	AGI FRANCE	0	3.670.000	3.670.000
**D	OFI AM	0	240.000	240.000
**D	STICHTING PENSIOENFONDS METAAL EN TECHNIEK	0	1.474.274	1.474.274
**D	STICHTING MN SERVICES AANDELENFONDS EUROPA	0	173.150	173.150
**D	STICHTING MN SERVICES EUROPE EX UK EQUITY FUND	0	3.227	3.227
**D	AARGAUISCHE PENSIONSKASSE	0	210.564	210.564
**D	FCP A.A.-DEXIA-ISR	0	5.850	5.850
**D	CNP ASSURANCES SA	0	9.390.392	9.390.392
**D	INVESTISSEMENT TRESOR VIE	0	22.504	22.504
**D	LA BANQUE POSTALE DE PREVOYANCE	0	14.425	14.425
**D	PREVIPOSTE	0	137.797	137.797
**D	CAISSE DES DEPOTS ET CONSIGNATION	0	2.747.506	2.747.506
**D	VILLIERS DIVERSIFIE AGI	0	880.000	880.000
**D	FCP ERAFP ACTIONS EUROS1 EDEAM	0	541.452	541.452
**D	UNISUPER	0	312.993	312.993
**D	NATIXIS	0	107.062	107.062
**D	STICHTING PENSIOENFONDS UWV .	0	328.631	328.631
1921	DE BONIS MICHELE	0	1	1
2312	PEDERSOLI LANFRANCO	1.044	0	1.044
2869	CHIURAZZI LUIGI	2.445	0	2.445
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	63	63
710	ASSOCIAZIONE DEI PICCOLI AZIONISTI UNICREDIT AZIONE UNICREDIT IN PERSONA DI CASSARA AGOSTINO	0	523.980	523.980
DE*	DIRCREDITO	0	60	60
Total vote			33.632.783	
Percentage of voters%			1,138899	
Percentage of Capital%			0,580956	

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Delegation to the BoD for free capital increase

ABSTENTIONS

1916	CARDARELLI ANGELO	0	0	0
**D	ARCA SGR FONDO ARCA AZIONI ITALIA	0	4.800.000	4.800.000
**D	ARCA SGR FONDO ARCA BB	0	1.200.000	1.200.000
**D	ANIMA SGR SPA - FONDO ANIMA ITALIA	0	800.000	800.000
**D	SCOTIA CAPITAL INC	0	35.800	35.800
**D	EIS EUROPE EQUITIES	0	32.000	32.000
**D	EEF EQUITY EUROPE	0	64.494	64.494
**D	EEF EQUITY ITALY	0	870.768	870.768
**D	PB EQUITY EUR	0	1.768.000	1.768.000
**D	EEF EQUITY FINANCIAL LTE	0	52.000	52.000
**D	EMAF DYNAMIC	0	30.000	30.000
**D	EEF EQUITY EUROPE LTE	0	502.000	502.000
**D	EEF EQUITY EURO LTE	0	160.000	160.000
**D	EEF EQUITY ITALY LTE	0	557.000	557.000
**D	ROSSINI LUX FUND AZIONARIO EURO	0	23.000	23.000
**D	ROSSINI LUX FUND BILANCIATO	0	1.000	1.000
**D	APPALOOSA INVESTMENT L.P 1	0	1.052.079	1.052.079
**D	PALOMINO FUND LTD	0	1.499.098	1.499.098
**D	THOROUGHBRED FUND LP	0	364.584	364.584
**D	THOROUGHBRED MASTER LTD	0	376.081	376.081
**D	ANIMA SGR SPA - PRIMA GEO ITALIA	0	1.700.000	1.700.000
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI INTERNAZIONALI	0	1.144.286	1.144.286
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONI AREA EURO	0	1.782.402	1.782.402
**D	EURIZON CAPITAL SGR SPA - EURIZON AZIONARIO INTERNAZIONALE E	0	135.759	135.759
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI EUROPA	0	4.363.521	4.363.521
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI FINANZA	0	528.426	528.426
**D	EURIZON CAPITAL SGR SPA - EURIZON DIVERSIFICATO ETICO	0	18.288	18.288
**D	EURIZON CAPITAL SGR S.P.A. - EURIZON AZIONI ITALIA	0	4.000.619	4.000.619
**D	EURIZON CAPITAL SGR SPA MALATESTA AZIONARIO EUROPA	0	52.590	52.590
**D	CANSO CATALINA FUND	0	11.200	11.200
**D	CANSO RECONNAISSANCE FUND	0	16.000	16.000
**D	CANSO SALVAGE FUND	0	25.000	25.000
**D	LYSANDER BALANCED FUND 100 YORKBLV	0	26.200	26.200
2009	LOMBARDI GIANFRANCO	14.262	0	14.262
2603	BOCCARDO SILVIO	0	0	0
**D	FONDAZIONE CASSA DI RISPARMIO DI TORINO	0	145.099.006	145.099.006
**D	MEDIOBANCA BANCA DI CREDITO FINANZIARIO SPA	0	6.671.975	6.671.975
RA	SERVIZIO TITOLI SPA COME RAPPR. DESIGNATO EX ART 135 UNDECIES TUF IN PERSONA DI ENRICO CARUSO	0	2.253	2.253
Total vote			179.779.691	
Percentage of voters%			6,087836	
Percentage of Capital%			3,105427	

EXTRAORDINARY SHAREHOLDERS' MEETING of 11 May 2013

RESULTS OF VOTING

Subjetc: Delegation to the BoD for free capital increase**NOT VOTING**

1702	ROSANIA ELMAN	0	0	0
***	DIODATO MARIA ROSARIA	0	1	1
1916	CARDARELLI ANGELO	0	0	0
**D	CHALLENGE FUNDS	0	965.000	965.000
**D	KAIROS INTERNATIONAL SICAV - SELECTION	0	100.000	100.000
**D	FIDEURAM GESTIONS S.A. FONDITALIA EQUITY ITALY	0	5.000.000	5.000.000
**D	ALLIANZ GLOBAL INVESTOR ITALIA SGR SPA ALLIANZ AZIONI ITALIA	0	3.400.000	3.400.000
**D	KAIROS PARTNERS SGR SPA KAIROS ITALIA	0	400.000	400.000
**D	MEDIOLANUM GESTIONE FONDI SGR SPA	0	2.000.000	2.000.000
**D	FIDEURAM INVESTIMENTI SGR SPA - FIDEURAM ITALIA	0	240.000	240.000
**D	ERSEL ASSET MANAGEMENT SGR SPA - FONDERSEL PMI	0	480.000	480.000
Total vote			12.585.001	
Percentage of voters%			0,426163	
Percentage of Capital%			0,217387	