



Ordinary and Extraordinary Shareholders' Meeting 13th May 2014

- **Summary report of the votes**

UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

13th of May 2014

Attendance to the meeting: no. 2.407 Shareholders in person or by proxy
representing no. 3.435.674.420 ordinary shares corresponding to 59,259183% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

Financial statements as at December 31, 2013

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	2086	3.336.505.935	99,368730	99,368730	57,548705
Against	263	2.526.005	0,075230	0,075230	0,043569
Abstentions	5	5.190.251	0,154577	0,154577	0,089522
Not Voting	9	13.479.897	0,401462	0,401462	0,232504
Total	2363	3.357.702.088	100,000000	100,000000	57,914301

Allocation 2013 operating result

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	2058	3.292.766.701	98,066121	98,066121	56,794283
Against	266	6.815.383	0,202978	0,202978	0,117553
Abstentions	29	44.640.065	1,329483	1,329483	0,769961
Not Voting	7	13.478.430	0,401418	0,401418	0,232479
Total	2360	3.357.700.579	100,000000	100,000000	57,914275

Distribution of a dividend in form of scrip dividend

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	2063	3.295.232.580	98,139562	98,139562	56,836815
Against	259	4.349.471	0,129537	0,129537	0,075021
Abstentions	29	44.640.065	1,329483	1,329483	0,769961
Not Voting	6	13.478.388	0,401417	0,401417	0,232478
Total	2357	3.357.700.504	100,000000	100,000000	57,914274

Increase of the legal reserve

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	2062	3.295.981.834	98,161877	98,161877	56,849738
Against	257	3.599.468	0,107200	0,107200	0,062084
Abstentions	32	44.640.814	1,329506	1,329506	0,769973
Not Voting	6	13.478.388	0,401417	0,401417	0,232478
Total	2357	3.357.700.504	100,000000	100,000000	57,914274

Appointment of Substitute Statutory Auditor

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	2087	3.336.600.664	99,372133	99,372133	57,550339
Against	26	430.147	0,012811	0,012811	0,007419
Abstentions	234	7.171.481	0,213584	0,213584	0,123695
Not Voting	8	13.480.141	0,401472	0,401472	0,232508
Total	2355	3.357.682.433	100,000000	100,000000	57,913962

Taking on of cost of remuneration Representative savings shareholders

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	2093	3.338.698.062	99,434599	99,434599	57,586516
Against	23	38.321	0,001141	0,001141	0,000661
Abstentions	232	5.467.659	0,162840	0,162840	0,094307
Not Voting	7	13.478.391	0,401419	0,401419	0,232478
Total	2355	3.357.682.433	100,000000	100,000000	57,913962

Ratio between variable and fixed components personnel compensation

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1385	2.922.272.702	87,032433	87,032433	50,403930
Against	951	414.176.302	12,335184	12,335184	7,143794
Abstentions	12	7.755.038	0,230964	0,230964	0,133760
Not Voting	6	13.478.388	0,401419	0,401419	0,232478
Total	2354	3.357.682.430	100,000000	100,000000	57,913962

2014 Group Compensation Policy

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1298	2.851.131.703	84,913680	84,913680	49,176876
Against	1042	482.542.770	14,371305	14,371305	8,322992
Abstentions	8	10.529.569	0,313596	0,313596	0,181616
Not Voting	5	13.478.387	0,401419	0,401419	0,232478
Total	2353	3.357.682.429	100,000000	100,000000	57,913962

2014 Group Incentive System

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1326	2.908.281.781	86,615749	86,615749	50,162612
Against	1013	428.880.920	12,773123	12,773123	7,397422
Abstentions	9	7.041.341	0,209708	0,209708	0,121450
Not Voting	5	13.478.387	0,401419	0,401419	0,232478
Total	2353	3.357.682.429	100,000000	100,000000	57,913962

Employee Share Ownership Plan 2014

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	2254	3.278.964.037	97,655574	97,655574	56,556212
Against	88	60.071.538	1,789077	1,789077	1,036126
Abstentions	6	5.168.467	0,153930	0,153930	0,089147
Not Voting	5	13.478.387	0,401419	0,401419	0,232478
Total	2353	3.357.682.429	100,000000	100,000000	57,913962

Capital increase for no consideration

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	2054	3.292.879.664	98,070066	98,070066	56,796231
Against	263	6.672.390	0,198720	0,198720	0,115087
Abstentions	28	44.638.315	1,329439	1,329439	0,769930
Not Voting	7	13.490.310	0,401775	0,401775	0,232683
Total	2352	3.357.680.679	100,000000	100,000000	57,913932

Amendments Clause 8 Articles of Association

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1422	2.918.036.274	86,906307	86,906307	50,330859
Against	918	420.988.628	12,538078	12,538078	7,261294
Abstentions	5	5.165.467	0,153840	0,153840	0,089095
Not Voting	7	13.490.310	0,401775	0,401775	0,232683
Total	2352	3.357.680.679	100,000000	100,000000	57,913932

Delegation to BoD to carry out a free capital increase

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1341	2.905.670.906	86,538036	86,538036	50,117579
Against	994	431.458.152	12,849886	12,849886	7,441874
Abstentions	10	7.061.311	0,210303	0,210303	0,121795
Not Voting	7	13.490.310	0,401775	0,401775	0,232683
Total	2352	3.357.680.679	100,000000	100,000000	57,913932