



Ordinary and Extraordinary Shareholders' Meeting 13th May 2015

- **Summary report of the votes**

UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
13TH OF MAY 2015

Attendance to the meeting: no. 2,110 Shareholders in person or by proxy
representing no. 3,104,240,109 ordinary shares corresponding to 52.796404% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

Financial statements as at December 31. 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	2.018	3.061.941.192	98,640541%	98,717998%	52,076991%
Against	36	7.868.996	0,253500%	0,253699%	0,133835%
Abstentions	9	3.049.182	0,098230%	0,098307%	0,051860%
Not Voting	19	28.845.733	0,929266%	0,929996%	0,490603%
Total	2.082	3.101.705.103	99,921537%	100,000000%	52,753289%

Allocation of 2014 net profit of the year

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.990	2.995.597.664	96,503282%	96,579061%	50,948631%
Against	34	7.797.307	0,251191%	0,251388%	0,132615%
Abstentions	36	62.973.338	2,028688%	2,030281%	1,071040%
Not Voting	22	35.336.794	1,138376%	1,139270%	0,601002%
Total	2.082	3.101.705.103	99,921537%	100,000000%	52,753289%

Distribution of 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	1.993	3.001.157.288	96,682385%	96,758305%	51,043188%
Against	32	2.237.689	0,072087%	0,072144%	0,038058%
Abstentions	36	62.973.336	2,028688%	2,030281%	1,071040%
Not Voting	21	35.336.790	1,138376%	1,139270%	0,601002%
Total	2.082	3.101.705.103	99,921537%	100,000000%	52,753289%

Set of the number of Board members

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.878	2.990.736.170	96,362296%	96,437977%	50,865948%
Against	150	47.635.315	1,534822%	1,536028%	0,810174%
Abstentions	22	27.493.411	0,885845%	0,886541%	0,467603%
Not Voting	25	35.336.794	1,138561%	1,139455%	0,601002%
Total	2.075	3.101.201.690	99,921524%	100,000000%	52,744727%

Definition of duration of Board members

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.949	3.030.709.491	97,650247%	97,726940%	51,545807%
Against	80	7.479.309	0,240985%	0,241175%	0,127207%
Abstentions	23	27.676.089	0,891731%	0,892431%	0,470710%
Not Voting	22	35.336.791	1,138561%	1,139455%	0,601002%
Total	2.074	3.101.201.680	99,921524%	100,000000%	52,744727%

Appointment of Directors

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
LISTA 1	198	1.371.406.336	44,187068%	44,221772%	23,324653%
LISTA 2	1.755	1.694.743.751	54,605084%	54,647970%	28,823922%
Against	89	34.656.594	1,116644%	1,117521%	0,589434%
Abstentions	28	392.306	0,012640%	0,012650%	0,006672%
Not Voting	4	2.693	0,000087%	0,000087%	0,000046%
Total	2.074	3.101.201.680	99,921524%	100,000000%	52,744727%

Authorization for competing activities

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	397	1.746.482.837	56,849158%	56,894265%	29,703892%
Against	1.608	1.179.825.764	38,404100%	38,434571%	20,066282%
Abstentions	40	108.048.693	3,517056%	3,519846%	1,837674%
Not Voting	25	35.341.993	1,150405%	1,151318%	0,601091%
Total	2.070	3.069.699.287	99,920719%	100,000000%	52,208939%

Determination of the remuneration for Directors

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.867	2.885.506.502	92,971769%	93,044787%	49,076219%
Against	145	140.263.929	4,519340%	4,522890%	2,385586%
Abstentions	39	40.094.457	1,291854%	1,292868%	0,681920%
Not Voting	22	35.336.791	1,138561%	1,139455%	0,601002%
Total	2.073	3.101.201.679	99,921524%	100,000000%	52,744727%

Integration of Statutory Auditors Board

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
ANGELO ROCCO BONISSONI	1.932	3.009.175.434	96,956414%	97,032561%	51,179560%
PIERLUIGI CAROLLO	6	46.787	0,001507%	0,001509%	0,000796%
Against	56	12.296.932	0,396210%	0,396522%	0,209144%
Abstentions	55	44.345.716	1,428830%	1,429953%	0,754225%
Not Voting	25	35.336.831	1,138562%	1,139456%	0,601003%
Total	2.074	3.101.201.700	99,921524%	100,000000%	52,744727%

2015 Group Compensation Policy

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.865	2.990.095.959	96,342160%	96,417826%	50,855059%
Against	146	35.590.742	1,146749%	1,147649%	0,605321%
Abstentions	33	40.161.768	1,294029%	1,295046%	0,683065%
Not Voting	22	35.337.370	1,138585%	1,139479%	0,601012%
Total	2.066	3.101.185.839	99,921524%	100,000000%	52,744457%

2015 Group Incentive System

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.895	2.977.009.235	95,920501%	95,995835%	50,632482%
Against	125	54.957.016	1,770738%	1,772129%	0,934700%
Abstentions	23	33.875.777	1,091492%	1,092349%	0,576154%
Not Voting	23	35.343.811	1,138793%	1,139687%	0,601122%
Total	2.066	3.101.185.839	99,921524%	100,000000%	52,744457%

Long Term Incentive plan for Top Management

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.878	2.971.733.595	95,750517%	95,825718%	50,542755%
Against	143	60.239.656	1,940947%	1,942472%	1,024546%
Abstentions	24	33.875.798	1,091493%	1,092350%	0,576154%
Not Voting	21	35.336.790	1,138566%	1,139461%	0,601002%
Total	2.066	3.101.185.839	99,921524%	100,000000%	52,744457%

Group Termination Payments Policy

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.749	2.891.923.516	93,179003%	93,252184%	49,185358%
Against	271	140.049.732	4,512462%	4,516006%	2,381943%
Abstentions	24	33.875.780	1,091492%	1,092349%	0,576154%
Not Voting	22	35.336.811	1,138567%	1,139461%	0,601003%
Total	2.066	3.101.185.839	99,921524%	100,000000%	52,744457%

Group Employee Share Ownership Plan 2015

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.932	2.992.093.205	96,406513%	96,482228%	50,889028%
Against	88	39.880.043	1,284952%	1,285961%	0,678273%
Abstentions	25	33.875.801	1,091493%	1,092350%	0,576154%
Not Voting	21	35.336.790	1,138566%	1,139461%	0,601002%
Total	2.066	3.101.185.839	99,921524%	100,000000%	52,744457%

Capital increase art, 2442 CC for 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	1.987	3.000.641.262	96,681935%	96,757867%	51,034412%
Against	25	2.237.624	0,072097%	0,072154%	0,038057%
Abstentions	34	62.972.827	2,029011%	2,030605%	1,071031%
Not Voting	20	35.334.126	1,138481%	1,139375%	0,600957%
Total	2.066	3.101.185.839	99,921524%	100,000000%	52,744457%

Amendments clauses 6 8 20 23 30 of the 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	2.000	3.045.616.068	98,131042%	98,208112%	51,799336%
Against	28	11.233.946	0,361963%	0,362247%	0,191065%
Abstentions	17	8.999.035	0,289953%	0,290180%	0,153054%
Not Voting	21	35.336.790	1,138566%	1,139461%	0,601002%
Total	2.066	3.101.185.839	99,921524%	100,000000%	52,744457%

Delegation BoD free cap, increase 2014 Incent Sys,

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.125	2.497.493.620	80,470334%	80,533534%	42,476960%
Against	896	534.479.631	17,221167%	17,234692%	9,090341%
Abstentions	24	33.875.798	1,091493%	1,092350%	0,576154%
Not Voting	22	35.335.649	1,138530%	1,139424%	0,600983%
Total	2.067	3.101.184.698	99,921523%	100,000000%	52,744438%

Delegation BoD free cap, increase 2015 Incent Sys,

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	1.907	2.997.215.392	96,571587%	96,647433%	50,976145%
Against	114	34.757.859	1,119913%	1,120793%	0,591156%
Abstentions	23	33.875.777	1,091492%	1,092350%	0,576154%
Not Voting	23	35.335.670	1,138531%	1,139425%	0,600983%
Total	2.067	3.101.184.698	99,921523%	100,000000%	52,744438%