



# **Ordinary and Extraordinary Shareholders' Meeting 14<sup>th</sup> April 2016**

- **Summary report of the votes**

UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
14<sup>TH</sup> OF APRIL 2016

Attendance to the meeting: no. 2,098 Shareholders in person or by proxy  
representing no. 2,928,060,119 ordinary shares corresponding to 48.971001% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

Financial statements as at December 31. 2015

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	2009	2,861,581,626	97.746962	97.810694	47.859166
Against	29	6,419,701	0.219287	0.219429	0.107368
Abstentions	17	17,870,305	0.610420	0.610818	0.298876
Not Voting	17	39,761,051	1.358173	1.359058	0.664993
<b>Total</b>	<b>2072</b>	<b>2,925,632,683</b>	<b>99.934841</b>	<b>100.000000</b>	<b>48.930403</b>

Allocation of 2015 net profit of the year

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1985	2,849,424,927	97.331991	97.395453	47.655849
Against	27	44,599	0.001523	0.001524	0.000746
Abstentions	45	36,408,410	1.243656	1.244466	0.608921
Not Voting	11	39,746,244	1.357671	1.358556	0.664745
<b>Total</b>	<b>2068</b>	<b>2,925,624,180</b>	<b>99.934841</b>	<b>100.000000</b>	<b>48.930261</b>

#### Distribution of dividend in form of scrip dividend

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1977	2,833,411,877	96.785010	96.848115	47.388035
Against	30	16,052,588	0.548332	0.548689	0.268475
Abstentions	45	36,410,227	1.243718	1.244529	0.608951
Not Voting	15	39,749,485	1.357782	1.358667	0.664799
<b>Total</b>	<b>2067</b>	<b>2,925,624,177</b>	<b>99.934841</b>	<b>100.000000</b>	<b>48.930261</b>

#### Increase of the legal reserve

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	2013	2,861,966,976	97.760409	97.824150	47.865611
Against	24	37,289	0.001274	0.001275	0.000624
Abstentions	16	23,870,125	0.815367	0.815899	0.399221
Not Voting	14	39,749,787	1.357792	1.358677	0.664804
<b>Total</b>	<b>2067</b>	<b>2,925,624,177</b>	<b>99.934841</b>	<b>100.000000</b>	<b>48.930261</b>

#### Appointment of the Board of Statutory Auditors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
LISTA 1	1346	2,545,796,880	87.109148	87.166041	42.577753
LISTA 2	480	304,664,750	10.424668	10.431476	5.095434
Against	57	39,158,801	1.339891	1.340766	0.654920
Abstentions	154	2,396,802	0.082011	0.082065	0.040086
Not Voting	27	28,611,997	0.979012	0.979652	0.478528
<b>Total</b>	<b>2064</b>	<b>2,920,629,230</b>	<b>99.934730</b>	<b>100.000000</b>	<b>48.846721</b>

### Determination of remuneration Statutory Auditors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1995	2,848,739,576	97.474892	97.538556	47.644387
Against	4	2,743,200	0.093864	0.093925	0.045879
Abstentions	29	29,357,575	1.004524	1.005180	0.490997
Not Voting	35	39,788,878	1.361450	1.362339	0.665458
<b>Total</b>	<b>2063</b>	<b>2,920,629,229</b>	<b>99.934730</b>	<b>100.000000</b>	<b>48.846721</b>

### Integration of Board of Directors

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1733	2,619,710,048	89.638225	89.696771	43.813931
Against	120	54,956,873	1.880451	1.881679	0.919139
Abstentions	177	206,178,744	7.054787	7.059395	3.448283
Not Voting	32	39,783,506	1.361266	1.362155	0.665368
<b>Total</b>	<b>2062</b>	<b>2,920,629,171</b>	<b>99.934730</b>	<b>100.000000</b>	<b>48.846720</b>

### 2016 Group Compensation Policy

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1676	2,747,812,237	94.021593	94.083001	45.956405
Against	348	95,877,915	3.280644	3.282787	1.603532
Abstentions	27	37,189,243	1.272500	1.273331	0.621980
Not Voting	8	39,746,230	1.359992	1.360881	0.664745
<b>Total</b>	<b>2059</b>	<b>2,920,625,625</b>	<b>99.934730</b>	<b>100.000000</b>	<b>48.846661</b>

## 2016 Group Incentive System

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1783	2,803,361,624	95.922320	95.984970	46.885453
Against	248	53,785,303	1.840366	1.841568	0.899544
Abstentions	19	23,730,654	0.811989	0.812520	0.396889
Not Voting	9	39,748,044	1.360055	1.360943	0.664775
<b>Total</b>	<b>2059</b>	<b>2,920,625,625</b>	<b>99.934730</b>	<b>100.000000</b>	<b>48.846661</b>

## Group Employee Share Ownership Plan 2016

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1961	2,803,230,288	95.917826	95.980473	46.883256
Against	65	53,914,056	1.844771	1.845976	0.901698
Abstentions	19	23,730,654	0.811989	0.812520	0.396889
Not Voting	14	39,750,627	1.360143	1.361031	0.664818
<b>Total</b>	<b>2059</b>	<b>2,920,625,625</b>	<b>99.934730</b>	<b>100.000000</b>	<b>48.846661</b>

Capital increase for no consideration scrip div

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1967	2,828,381,059	96.778569	96.841778	47.303896
Against	7	16,015,291	0.547994	0.548352	0.267851
Abstentions	45	36,428,185	1.246461	1.247275	0.609251
Not Voting	38	39,796,203	1.361705	1.362594	0.665581
<b>Total</b>	<b>2057</b>	<b>2,920,620,738</b>	<b>99.934729</b>	<b>100.000000</b>	<b>48.846579</b>

Delegation BoD free capital increase 2015 policy

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1791	2,830,382,980	96.847251	96.910505	47.337378
Against	75	26,371,127	0.902341	0.902931	0.441050
Abstentions	152	24,070,258	0.823612	0.824150	0.402568
Not Voting	37	39,790,886	1.361525	1.362415	0.665492
<b>Total</b>	<b>2055</b>	<b>2,920,615,251</b>	<b>99.934729</b>	<b>100.000000</b>	<b>48.846488</b>

Delegation BoD free capital increase 2016 policy

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON ORDINARY SHARES REPRESENTED</b>	<b>% ON SHARES ADMITTED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1787	2,826,794,674	96.724469	96.787643	47.277364
Against	213	20,497,282	0.701356	0.701814	0.342811
Abstentions	19	33,532,579	1.147385	1.148134	0.560823
Not Voting	36	39,790,716	1.361519	1.362409	0.665489
<b>Total</b>	<b>2055</b>	<b>2,920,615,251</b>	<b>99.934729</b>	<b>100.000000</b>	<b>48.846488</b>