



Ordinary and Extraordinary Shareholders' Meeting 20th April 2017

- **Summary report of the votes**

UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
14TH OF APRIL 2016

Attendance to the meeting: no. 2,155 Shareholders in person or by proxy
representing no. 1,280,523,954 ordinary shares corresponding to 57.533724% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

Approval 2016 financial statements UniCredit SpA

	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	2103	1,271,737,350	99.318070	99.417180	57.138943
Against	34	2,427,144	0.189551	0.189740	0.109051
Abstentions	9	5,028,245	0.392688	0.393080	0.225918
Not Voting	2	2	0.000000	0.000000	0.000000
Total	2148	1,279,192,741	99.900309	100.000000	57.473913

Allocation of the result of the year 2016

	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	2110	1,276,553,595	99.694201	99.793687	57.355336
Against	26	1,460,591	0.114067	0.114181	0.065624
Abstentions	9	1,177,564	0.091963	0.092055	0.052908
Not Voting	3	991	0.000077	0.000077	0.000045
Total	2148	1,279,192,741	99.900309	100.000000	57.473913

2017 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	2033	1,168,459,218	95.913148	95.913148	52.498674
Against	92	5,388,216	0.442293	0.442293	0.242092
Abstentions	11	44,399,113	3.640693	3.644508	1.994845
Not Voting	4	632	0.000052	0.000052	0.000028
Total	2140	1,218,247,179	99.895327	100.000000	54.735639

2017-2019 Long-term Incentive Plan

	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	2042	1,170,357,800	95.968430	96.068989	52.583977
Against	84	3,485,803	0.285833	0.286133	0.156617
Abstentions	11	44,402,502	3.640971	3.644786	1.994997
Not Voting	5	1,132	0.000093	0.000093	0.000051
Total	2142	1,218,247,237	99.895327	100.000000	54.735642

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	2055	1,208,704,356	99.112856	99.216710	54.306882
Against	73	8,351,219	0.684794	0.685511	0.375219
Abstentions	6	1,177,698	0.096570	0.096672	0.052914
Not Voting	7	13,494	0.001106	0.001108	0.000606
Total	2141	1,218,246,767	99.895327	100.000000	54.735620

2017 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	1842	1,061,609,201	87.051167	87.142382	47.697921
Against	277	110,779,102	9.083804	9.093322	4.977286
Abstentions	14	45,846,917	3.759413	3.763352	2.059894
Not Voting	6	11,494	0.000942	0.000943	0.000516
Total	2139	1,218,246,714	99.895327	100.000000	54.735618

Delegation to BoD for 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	2046	1,167,602,431	95.728924	95.829217	52.460179
Against	62	2,904,849	0.238162	0.238411	0.130514
Abstentions	13	47,901,792	3.927353	3.931468	2.152219
Not Voting	10	11,019	0.000903	0.000904	0.000495
Total	2131	1,218,420,091	99.895342	100.000000	54.743408

Delegation BoD free capital increase inc, 2017

	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	2031	1,170,047,556	95.929394	96.029897	52.570038
Against	81	3,953,744	0.324158	0.324498	0.177641
Abstentions	8	44,398,823	3.640153	3.643967	1.994832
Not Voting	11	19,968	0.001637	0.001639	0.000897
Total	2131	1,218,420,091	99.895342	100.000000	54.743408