

# Ordinary and Extraordinary Shareholders' Meeting 4<sup>th</sup> December 2017

Summary report of the votes

### UNICREDIT S.p.A.

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 4<sup>TH</sup> OF DECEMBER 2017

## Attendance to the meeting: no. 2,457 Shareholders in person or by proxy representing no. 1,401,067,324 ordinary shares corresponding to 62.949717% of the ordinary share capital.

#### SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

#### to grant BoD with power to submit its own list

	NO. OF	NO. OF SHARES	% ON ORDINARY SHARES	% ON SHARES ADMITTED	% ON ORDINARY
	SHAREHOLDERS		REPRESENTED	TO VOTE	SHARE
	(IN PERSON OR BY				CAPITAL
	PROXY)				
In Favour	2394	1,380,887,102	98.572412	98.662315	62.043023
Against	10	2,595	0.000185	0.000185	0.000117
Abstentions	18	9,750,103	0.695995	0.696630	0.438070
Not Voting	32	8,969,672	0.640286	0.640870	0.403006
Total	2454	1,399,609,472	99.908878	100.000000	62.884216
Elimination of the 5%	limit NO. OF	NO. OF SHARES	% ON ORDINARY SHARES	% ON SHARES ADMITTED	% ON ORDINARY
	SHAREHOLDERS	NO. OF SHARES	REPRESENTED	TO VOTE	SHARE
	(IN PERSON OR BY PROXY)		REFRESENTED	TOVOIL	CAPITAL
In Favour	2398	1,380,891,282	98.572710	98.662613	62.043211
Against	6	1,288	0.000092	0.000092	0.000058
Abstentions	17	9,745,790	0.695688	0.696322	0.437877
Not Voting	33	8,971,112	0.640388	0.640973	0.403071
Total	2454	1,399,609,472	99.908878	100.000000	62.884216

#### Mandatory conversion of saving shares

No. OF Against   12   5.79,278   98.375774   98.465497   61.919256   Against   12   5.79,278   0.041351   0.041389   0.026027   Abstentions   16   11,919,445   0.850850   0.851626   0.535539   Not Voting   3.5   8.978,322   0.640903   0.641488   0.403394   Total   2454   1,399,609,472   99.908878   100.000000   62.884215      Transfer of registered office		NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
Against	In Favour	•	1.378.132.427	98.375774	98.465497	61.919256
Abstentions				0.041351	0.041389	0.026027
Transfer of registered office    NO. OF   SHARES   SHAREHOLDERS (IN PERSON OR BY PROXY)	_	16	11,919,445	0.850850	0.851626	0.535539
Transfer of registered office    NO. OF SHARES   NO. OF SHARES   SON ORDINARY SHARES   SHARES   SHARE   SHARE   SHARE   SHARE   SHARE   CAPITAL	Not Voting	35	8,978,322	0.640903	0.641488	0.403394
NO. OF SHARES   NO. OF SHARES   SON ORDINARY SHARES   SON SHARES ADMITTED   SHARE   SHARE   CAPITAL	Total	2454	1,399,609,472	99.908878	100.000000	62.884216
SHAREHOLDERS   REPRESENTED   TO VOTE   CAPITAL	Transfer of register	red office				
PROXY    PROXY		SHAREHOLDERS	NO. OF SHARES			SHARE
In Favour		•				CAPITAL
Against         2         31         0.000002         0.000002         0.000001           Abstentions         10         5,279,877         0.376896         0.377239         0.237224           Not Voting         35         8,969,755         0.640292         0.640876         0.403010           Total         2453         1,399,609,471         99.908878         100.000000         62.884216           Permanent Statutory Auditor (Laghi vacancy)         NO. OF NO. OF SHARES REPRESENTED         % ON SHARES ADMITTED TO VOTE         % ON ORDINARY SHARES REPRESENTED         TO VOTE         SHARE CAPITAL           (IN PERSON OR BY PROXY)         FROXY)         TO VOTE         SHARE CAPITAL           PAOLUCCI         1420         828,847,265         59.166467         59.20430         37.239967           CAROLLO         84         31,574,033         2.253882         2.255938         1.418616           Against         622         261,836,182         18.690925         18.707972         11.764255           Abstentions         249         257,321,004         18.368613         18.385366         11.561389           Not Voting         68         20,018,344         1.428990         1.430294         0.899421						
Abstentions 10 5,279,877 0.376896 0.377239 0.237224 Not Voting 35 8,969,755 0.640292 0.640876 0.403010 Total 2453 1,399,609,471 99.908878 100.000000 62.884216  Permanent Statutory Auditor (Laghi vacancy)    NO. OF	In Favour		1,385,359,808	98.891689	98.981883	
Not Voting   35   8,969,755   0.640292   0.640876   0.403010     Total   2453   1,399,609,471   99.908878   100.000000   62.884216     Permanent Statutory Auditor (Laghi vacancy)	Against			0.000002		
Total         2453         1,399,609,471         99.908878         100.00000         62.884216           Permanent Statutory Auditor (Laghi vacancy)           NO. OF SHARES SHARES SHARES SHARES (IN PERSON OR BY PROXY)         NO. OF SHARES SHARES REPRESENTED         % ON SHARES ADMITTED SHARE CAPITAL         % ON ORDINARY SHARES OF SHARES ADMITTED SHARES SHARES CAPITAL         SHARE CAPITAL         CAPITAL         PAOLUCCI         1420         828,847,265         59.166467         59.220430         37.239967         CAROLLO SAROLLO						
Permanent Statutory Auditor (Laghi vacancy)  NO. OF NO. OF SHARES SHARES SHAREHOLDERS (IN PERSON OR BY PROXY)  PAOLUCCI 1420 828,847,265 59.166467 59.220430 37.239967 CAROLLO 84 31,574,033 2.253882 2.255938 1.418616 Against 622 261,836,182 18.690925 18.707972 11.764255 Abstentions 249 257,321,004 18.368613 18.385366 11.561389 Not Voting 68 20,018,344 1.428990 1.430294 0.899421	•					
NO. OF SHARES   NO. OF SHARES   SHARE   CAPITAL   SHARES   CAPITAL   SHARES   SHAR	Total	2453	1,399,609,471	99.908878	100.000000	62.884216
SHAREHOLDERS (IN PERSON OR BY (IN PERSON OR BY PROXY)   S9.166467   S9.220430   S7.239967	Permanent Statuto	ory Auditor (Laghi vacancy)				
(IN PERSON OR BY PROXY)           CAPITAL CAPITAL PROXY)           PAOLUCCI 1420 828,847,265 59.166467 59.220430 37.239967           CAROLLO         84 31,574,033 2.253882 2.255938 1.418616           Against Against 622 261,836,182 18.690925 18.707972 11.764255           Abstentions Abstentions 1249 257,321,004 18.368613 18.385366 11.561389           Not Voting 68 20,018,344 1.428990 1.430294 0.899421		NO. OF	NO. OF SHARES	% ON ORDINARY SHARES	% ON SHARES ADMITTED	% ON ORDINARY
PROXY)           PAOLUCCI         1420         828,847,265         59.166467         59.220430         37.239967           CAROLLO         84         31,574,033         2.253882         2.255938         1.418616           Against         622         261,836,182         18.690925         18.707972         11.764255           Abstentions         249         257,321,004         18.368613         18.385366         11.561389           Not Voting         68         20,018,344         1.428990         1.430294         0.899421		SHAREHOLDERS		REPRESENTED	TO VOTE	SHARE
PROXY)           PAOLUCCI         1420         828,847,265         59.166467         59.220430         37.239967           CAROLLO         84         31,574,033         2.253882         2.255938         1.418616           Against         622         261,836,182         18.690925         18.707972         11.764255           Abstentions         249         257,321,004         18.368613         18.385366         11.561389           Not Voting         68         20,018,344         1.428990         1.430294         0.899421		(IN PERSON OR BY				CAPITAI
PAOLUCCI         1420         828,847,265         59.166467         59.220430         37.239967           CAROLLO         84         31,574,033         2.253882         2.255938         1.418616           Against         622         261,836,182         18.690925         18.707972         11.764255           Abstentions         249         257,321,004         18.368613         18.385366         11.561389           Not Voting         68         20,018,344         1.428990         1.430294         0.899421		•				CALLIAL
CAROLLO         84         31,574,033         2.253882         2.255938         1.418616           Against         622         261,836,182         18.690925         18.707972         11.764255           Abstentions         249         257,321,004         18.368613         18.385366         11.561389           Not Voting         68         20,018,344         1.428990         1.430294         0.899421	PAOLUCCI	•	828.847 265	59 166467	59,220430	37.239967
Against       622       261,836,182       18.690925       18.707972       11.764255         Abstentions       249       257,321,004       18.368613       18.385366       11.561389         Not Voting       68       20,018,344       1.428990       1.430294       0.899421			• •			
Abstentions 249 257,321,004 18.368613 18.385366 11.561389 Not Voting 68 20,018,344 1.428990 1.430294 0.899421			, ,			
Not Voting 68 20,018,344 1.428990 1.430294 0.899421	•					
			• •			
	•	2443		99.908877	100.000000	62.883648

## Permanent Statutory Auditor (Spinardi Vacancy)

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
BIENTINESI	2202	1,132,458,924	80.839494	80.913225	50.881187
CAROLLO	84	31,572,288	2.253758	2.255813	1.418538
Against	5	44,374,820	3.167654	3.170543	1.993753
Abstentions	127	189,530,651	13.529464	13.541803	8.515580
Not Voting	24	1,660,144	0.118508	0.118616	0.074590
Total	2442	1,399,596,827	99.908877	100.000000	62.883648

## Stand-in Statutory Auditor appointment (Pagani)

	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	1565	881,230,797	62.905815	62.963189	39.593550
Against	563	261,013,920	18.632228	18.649222	11.727311
Abstentions	251	238,213,289	17.004627	17.020136	10.702883
Not Voting	62	19,138,820	1.366206	1.367452	0.859904
Total	2441	1,399,596,826	99.908877	100.000000	62.883648

## Stand-in Statutory Auditor appointment (Amato)

	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	2217	1,144,150,340	81.674075	81.748567	51.406481
Against	68	45,956,386	3.280553	3.283545	2.064813
Abstentions	137	208,709,479	14.898526	14.912114	9.377281
Not Voting	18	780,611	0.055723	0.055774	0.035073
Total	2440	1,399,596,816	99.908877	100.000000	62.883647