

One Bank, One UniCredit.

Summary Report of the Votes

11th April 2019

Ordinary and Extraordinary Shareholders' Meeting

UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
11TH OF APRIL 2019

Attendance to the meeting: no. 2,374 Shareholders in person or by proxy
representing no. 1,379,357,211 ordinary shares corresponding to 61.849684% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

Approval of the 2018 financial statements; elimination of so-called "negative reserves" for components not subject to change by means of their definitive coverage

	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	2,299	1,356,284,464	98.331092	98.331092	60.815113
Against	21	2,671,255	0.193667	0.193667	0.119778
Abstentions	26	14,141,434	1.025259	1.025259	0.634095
Not Voting	14	6,206,618	0.449982	0.449982	0.278302
Total	2,360	1,379,303,771	100.000000	100.000000	61.847287

Allocation of the net profit of the year 2018

	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	2,298	1,362,578,090	98.787440	98.787440	61.097316
Against	17	404,757	0.029345	0.029345	0.018149
Abstentions	21	4,182,700	0.303247	0.303247	0.187550
Not Voting	22	12,137,424	0.879968	0.879968	0.544236
Total	2,358	1,379,302,971	100.000000	100.000000	61.847252

Appointment of the Board of Statutory Auditors and of the substitute Statutory Auditors

	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	1,929	1,195,534,613	86.677576	86.677576	53.607171
LISTA 2	357	108,759,466	7.885181	7.885181	4.876720
Against	16	3,832,221	0.277840	0.277840	0.171835
Abstentions	41	70,932,538	5.142687	5.142687	3.180579
Not Voting	7	230,555	0.016715	0.016715	0.010338
Total	2,350	1,379,289,393	100.000000	100.000000	61.846643

Determination of the remuneration due to the Board of Statutory Auditors

	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	2,262	1,313,599,117	95.237478	95.237478	58.901124
Against	33	635,336	0.046063	0.046063	0.028488
Abstentions	33	53,980,339	3.913638	3.913638	2.420451
Not Voting	19	11,073,219	0.802821	0.802821	0.496518
Total	2,347	1,379,288,011	100.000000	100.000000	61.846581

Integration of the Board 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
In Favour	2,288	1,360,438,467	98.634591	98.634591	61.001377
Against	4	8,152	0.000591	0.000591	0.000366
Abstentions	17	4,182,715	0.303255	0.303255	0.187551
Not Voting	34	14,641,822	1.061562	1.061562	0.656532
Total	2,343	1,379,271,156	100.000000	100.000000	61.845825

2019 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	2,219	1,308,075,504	94.838640	94.838640	58.653448
Against	72	10,872,318	0.788269	0.788269	0.487509
Abstentions	24	48,178,792	3.493079	3.493079	2.160313
Not Voting	22	12,137,692	0.880012	0.880012	0.544248
Total	2,337	1,379,264,306	100.000000	100.000000	61.845518

2019 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	2,176	1,298,321,576	94.131456	94.131456	58.216086
Against	113	20,624,896	1.495355	1.495355	0.924810
Abstentions	26	48,179,242	3.493112	3.493112	2.160333
Not Voting	22	12,138,592	0.880077	0.880077	0.544288
Total	2,337	1,379,264,306	100.000000	100.000000	61.845518

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	1,999	1,277,783,278	92.642380	92.642380	57.295160
Against	244	35,240,741	2.555039	2.555039	1.580177
Abstentions	71	54,099,802	3.922367	3.922367	2.425808
Not Voting	23	12,140,485	0.880215	0.880215	0.544373
Total	2,337	1,379,264,306	100.000000	100.000000	61.845518

Authorization to purchase and dispose of treasury shares

	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	2,273	1,359,886,025	98.595099	98.595099	60.976605
Against	6	21,517	0.001560	0.001560	0.000965
Abstentions	23	7,212,711	0.522939	0.522939	0.323414
Not Voting	34	12,143,053	0.880401	0.880401	0.544488
Total	2,336	1,379,263,306	100.000000	100.000000	61.845473

Delegation to the Board of Directors to carry out a free capital increase for a maximum amount of Euro 7.344.935 in order to complete the execution of the 2018 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	2,223	1,308,718,288	94.885793	94.885793	58.682270
Against	55	10,593,366	0.768049	0.768049	0.475001
Abstentions	33	47,807,063	3.466148	3.466148	2.143645
Not Voting	21	12,137,592	0.880010	0.880010	0.544244
Total	2,332	1,379,256,309	100.000000	100.000000	61.845159

Delegation to the Board of Directors to carry out a free capital increase for a maximum amount of Euro 131.453.966 in order to execute the 2019 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	2,219	1,308,132,257	94.843304	94.843304	58.655992
Against	55	10,802,891	0.783240	0.783240	0.484396
Abstentions	25	48,179,061	3.493119	3.493119	2.160325
Not Voting	33	12,142,100	0.880337	0.880337	0.544446
Total	2,332	1,379,256,309	100.000000	100.000000	61.845159

Amendments to clause no, 6 of the 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	2,271	1,360,343,482	98.628766	98.628766	60.997118
Against	6	9,572	0.000694	0.000694	0.000429
Abstentions	22	6,761,405	0.490221	0.490221	0.303178
Not Voting	33	12,141,850	0.880319	0.880319	0.544434
Total	2,332	1,379,256,309	100.000000	100.000000	61.845159