

# One Bank, One Team, One UniCredit.

## Summary Report of the Votes

April 9, 2020

Ordinary and Extraordinary Shareholders' Meeting

## UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
09<sup>TH</sup> OF APRIL 2020

Attendance to the meeting: no. 2,302 Shareholders in person or by proxy  
representing no. 1,336,096,383 ordinary shares corresponding to 59.720162% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

## Approval of the 2019 financial statements

	<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	2,283	1,321,213,431	98.886087	98.886087	59.054932
Against	13	740,735	0.055440	0.055440	0.033109
Abstentions	6	14,142,217	1.058473	1.058473	0.632122
Not Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

## Allocation of the result of the year 2019

	<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	2,260	1,333,047,753	99.771826	99.771826	59.583896
Against	41	3,048,535	0.228167	0.228167	0.136262
Abstentions	1	95	0.000007	0.000007	0.000004
Not Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

## Elimination of so-called "negative reserves" for components not subject to change by means of their definitive coverage

	<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	2,272	1,322,259,730	98.964397	98.964397	59.101699
Against	28	12,836,558	0.960751	0.960751	0.573762
Abstentions	1	95	0.000007	0.000007	0.000004
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

## Setting the number 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	2,289	1,335,076,834	99.923692	99.923692	59.674591
Against	11	19,454	0.001456	0.001456	0.000870
Abstentions	1	95	0.000007	0.000007	0.000004
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

## Appointment of the Director Beatriz Lara Bartolomé

	<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	2,282	1,330,738,342	99.598978	99.598978	59.480671
Against	16	1,157,946	0.086666	0.086666	0.051757
Abstentions	1	95	0.000007	0.000007	0.000004
Not Voting	3	4,200,000	0.314349	0.314349	0.187729
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

**Appointment of the Director Diego De Giorgi**

	<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	2,276	1,324,955,666	99.166174	99.166174	59.222200
Against	22	6,940,622	0.519470	0.519470	0.310228
Abstentions	1	95	0.000007	0.000007	0.000004
Not Voting	3	4,200,000	0.314349	0.314349	0.187729
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

**Appointment of the external auditor for the years 2022-2030 and determination of fees**

	<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	2,277	1,329,026,110	99.470826	99.470826	59.404139
Against	21	5,587,769	0.418216	0.418216	0.249759
Abstentions	3	482,504	0.036113	0.036113	0.021567
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

**2020 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	2,262	1,285,821,416	96.237175	96.237175	57.472997
Against	33	11,807,766	0.883751	0.883751	0.527778
Abstentions	6	37,467,201	2.804229	2.804229	1.674690
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

**2020 Group Remuneration 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	2,228	1,279,870,677	95.791793	95.791793	57.207014
Against	63	16,526,632	1.236934	1.236934	0.738699
Abstentions	10	38,699,074	2.896428	2.896428	1.729752
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

**Remuneration Report**

	<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	2,205	1,279,808,476	95.787137	95.787137	57.204234
Against	92	18,197,016	1.361954	1.361954	0.813361
Abstentions	4	37,090,891	2.776064	2.776064	1.657870
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

**2020-2023 Long-Term Incentive Plan (2020-2023 LTI Plan)**

	<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	2,247	1,281,503,792	95.914023	95.914023	57.280010
Against	48	15,407,681	1.153186	1.153186	0.688685
Abstentions	6	38,184,910	2.857946	2.857946	1.706770
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

## Delegation to the BOD to carry out a free capital increase for a maximum amount of EUR 18,779,138 in order to complete the execution of the 2019 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	2,260	1,285,031,932	96.178086	96.178086	57.437709
Against	34	11,764,541	0.880516	0.880516	0.525846
Abstentions	7	38,299,910	2.866553	2.866553	1.711910
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

## Delegation to the BOD to carry out a free capital increase for a maximum amount of EUR 123,146,209 in order to execute the 2020 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	2,258	1,284,603,256	96.146002	96.146002	57.418549
Against	33	11,701,907	0.875828	0.875828	0.523046
Abstentions	10	38,791,220	2.903325	2.903325	1.733870
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>

## Amendments to clause 6 of the Articles of Association

	<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	2,288	1,334,858,487	99.907350	99.907350	59.664832
Against	11	19,454	0.001456	0.001456	0.000870
Abstentions	2	218,442	0.016349	0.016349	0.009764
Not Voting	1	1,000,000	0.074845	0.074845	0.044697
<b>Total</b>	<b>2,302</b>	<b>1,336,096,383</b>	<b>100.000000</b>	<b>100.000000</b>	<b>59.720162</b>