



# Unlocking...

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## Summary Reports of the Votes

31 March 2023

Ordinary and Extraordinary Shareholders' Meeting

UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
31<sup>st</sup> MARCH 2023

Attendance to the meeting: no. 3,641 Shareholders in person or by proxy  
representing no. 1,336,844,847 ordinary shares corresponding to 68.881908% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

Approval of the 2022 financial statements

|              | NO. OF<br>SHAREHOLDERS (IN<br>PERSON OR BY<br>PROXY) | NO. OF SHARES        | % ON ORDINARY SHARES<br>REPRESENTED | % ON SHARES ADMITTED<br>TO VOTE | % ON ORDINARY<br>SHARE<br>CAPITAL |
|--------------|--|----------------------|-------------------------------------|---------------------------------|-----------------------------------|
| In Favour    | 3,564  | 1,319,723,303        | 98.719257                           | 98.719257                       | 67.999708                         |
| Against      | 40   | 3,360,780            | 0.251396                            | 0.251396                        | 0.173167                          |
| Abstentions  | 37   | 13,760,764           | 1.029346                            | 1.029346                        | 0.709033                          |
| <b>Total</b> | <b>3,641</b>   | <b>1,336,844,847</b> | <b>100.000000</b>                   | <b>100.000000</b>               | <b>68.881908</b>                  |
| Non counted* | 0  | 0                    |                                     |                                 |                                   |

Allocation of the net profit of the year 2022

|              | NO. OF<br>SHAREHOLDERS (IN<br>PERSON OR BY<br>PROXY) | NO. OF SHARES        | % ON ORDINARY SHARES<br>REPRESENTED | % ON SHARES ADMITTED<br>TO VOTE | % ON ORDINARY<br>SHARE<br>CAPITAL |
|--------------|--|----------------------|-------------------------------------|---------------------------------|-----------------------------------|
| In Favour    | 3,628  | 1,336,418,974        | 99.968211                           | 99.968211                       | 68.859964                         |
| Against      | 7  | 380,479              | 0.028461                            | 0.028461                        | 0.019604                          |
| Abstentions  | 4  | 44,494               | 0.003328                            | 0.003328                        | 0.002293                          |
| <b>Total</b> | <b>3,639</b>   | <b>1,336,843,947</b> | <b>100.000000</b>                   | <b>100.000000</b>               | <b>68.881861</b>                  |
| Non counted* | 2  | 900                  |                                     |                                 |                                   |

\*They were not counted in the vote, pursuant to Article 135 undecies, third paragraph, TUF, because the proxies received did not contain voting instructions.

Elimination of negative reserves for the components not subject to change by means of their definitive coverage

|              | NO. OF<br>SHAREHOLDERS (IN<br>PERSON OR BY<br>PROXY) | NO. OF SHARES        | % ON ORDINARY SHARES<br>REPRESENTED | % ON SHARES ADMITTED<br>TO VOTE | % ON ORDINARY<br>SHARE<br>CAPITAL |
|--------------|--|----------------------|-------------------------------------|---------------------------------|-----------------------------------|
| In Favour    | 3,628  | 1,336,767,115        | 99.994210                           | 99.994210                       | 68.877902                         |
| Against      | 6  | 509                  | 0.000038                            | 0.000038                        | 0.000026                          |
| Abstentions  | 6  | 76,894               | 0.005752                            | 0.005752                        | 0.003962                          |
| <b>Total</b> | <b>3,640</b>   | <b>1,336,844,518</b> | <b>100.000000</b>                   | <b>100.000000</b>               | <b>68.881891</b>                  |
| Non counted* | 1  | 329                  |                                     |                                 |                                   |

Authorisation to purchase treasury shares aimed at remunerating the shareholders

|              | NO. OF<br>SHAREHOLDERS (IN<br>PERSON OR BY<br>PROXY) | NO. OF SHARES        | % ON ORDINARY SHARES<br>REPRESENTED | % ON SHARES ADMITTED<br>TO VOTE | % ON ORDINARY<br>SHARE<br>CAPITAL |
|--------------|--|----------------------|-------------------------------------|---------------------------------|-----------------------------------|
| In Favour    | 3,483  | 1,299,828,027        | 97.231031                           | 97.231031                       | 66.974589                         |
| Against      | 146  | 34,135,378           | 2.553429                            | 2.553429                        | 1.758850                          |
| Abstentions  | 12   | 2,881,442            | 0.215540                            | 0.215540                        | 0.148468                          |
| <b>Total</b> | <b>3,641</b>   | <b>1,336,844,847</b> | <b>100.000000</b>                   | <b>100.000000</b>               | <b>68.881908</b>                  |
| Non counted* | 0  | 0                    |                                     |                                 |                                   |

2023 Group Remuneration Policy

|              | NO. OF<br>SHAREHOLDERS (IN<br>PERSON OR BY<br>PROXY) | NO. OF SHARES        | % ON ORDINARY SHARES<br>REPRESENTED | % ON SHARES ADMITTED<br>TO VOTE | % ON ORDINARY<br>SHARE<br>CAPITAL |
|--------------|--|----------------------|-------------------------------------|---------------------------------|-----------------------------------|
| In Favour    | 1,472  | 920,016,587          | 69.104222                           | 69.104222                       | 47.404527                         |
| Against      | 2,041  | 394,556,752          | 29.635919                           | 29.635919                       | 20.329825                         |
| Abstentions  | 84   | 16,773,091           | 1.259859                            | 1.259859                        | 0.864246                          |
| <b>Total</b> | <b>3,597</b>   | <b>1,331,346,430</b> | <b>100.000000</b>                   | <b>100.000000</b>               | <b>68.598598</b>                  |
| Non counted* | 44   | 5,498,417            |                                     |                                 |                                   |

\*They were not counted in the vote, pursuant to Article 135 undecies, third paragraph, TUF, because the proxies received did not contain voting instructions.

## Remuneration Report

|              | <b>NO. OF<br/>SHAREHOLDERS (IN<br/>PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON ORDINARY SHARES<br/>REPRESENTED</b> | <b>% ON SHARES ADMITTED<br/>TO VOTE</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|---|---|--|
| In Favour    | 3,194  | 1,241,725,957        | 92.884822                                   | 92.884822                               | 63.980837                                  |
| Against      | 394  | 83,546,194           | 6.249506                                    | 6.249506                                | 4.304779                                   |
| Abstentions  | 53   | 11,572,696           | 0.865672                                    | 0.865672                                | 0.596292                                   |
| <b>Total</b> | <b>3,641</b>   | <b>1,336,844,847</b> | <b>100.000000</b>                           | <b>100.000000</b>                       | <b>68.881908</b>                           |
| Non counted* | 0  | 0                    |   |   |  |

## 2023 Group Incentive System

|              | <b>NO. OF<br/>SHAREHOLDERS (IN<br/>PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON ORDINARY SHARES<br/>REPRESENTED</b> | <b>% ON SHARES ADMITTED<br/>TO VOTE</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|---|---|--|
| In Favour    | 1,644  | 946,275,138          | 71.076552                                   | 71.076552                               | 48.757518                                  |
| Against      | 1,909  | 372,015,943          | 27.942836                                   | 27.942836                               | 19.168393                                  |
| Abstentions  | 44   | 13,055,349           | 0.980612                                    | 0.980612                                | 0.672686                                   |
| <b>Total</b> | <b>3,597</b>   | <b>1,331,346,430</b> | <b>100.000000</b>                           | <b>100.000000</b>                       | <b>68.598598</b>                           |
| Non counted* | 44   | 5,498,417            |   |   |  |

## Application of the ratio between variable and fixed remuneration of 2:1 across the organization

|              | <b>NO. OF<br/>SHAREHOLDERS (IN<br/>PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON ORDINARY SHARES<br/>REPRESENTED</b> | <b>% ON SHARES ADMITTED<br/>TO VOTE</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|---|---|--|
| In Favour    | 3,575  | 1,324,523,208        | 99.078304                                   | 99.078304                               | 68.247026                                  |
| Against      | 60   | 10,292,217           | 0.769889                                    | 0.769889                                | 0.530314                                   |
| Abstentions  | 6  | 2,029,422            | 0.151807                                    | 0.151807                                | 0.104567                                   |
| <b>Total</b> | <b>3,641</b>   | <b>1,336,844,847</b> | <b>100.000000</b>                           | <b>100.000000</b>                       | <b>68.881908</b>                           |
| Non counted* | 0  | 0                    |   |   |  |

\*They were not counted in the vote, pursuant to Article 135 undecies, third paragraph, TUF, because the proxies received did not contain voting instructions.

**Determination of the number of Directors**

|              | <b>NO. OF<br/>SHAREHOLDERS (IN<br/>PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON ORDINARY SHARES<br/>REPRESENTED</b> | <b>% ON SHARES ADMITTED<br/>TO VOTE</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|---|---|--|
| In Favour    | 3,622  | 1,334,485,144        | 99.824473                                   | 99.824473                               | 68.760322                                  |
| Against      | 10   | 265,498              | 0.019860                                    | 0.019860                                | 0.013680                                   |
| Abstentions  | 8  | 2,081,005            | 0.155667                                    | 0.155667                                | 0.107225                                   |
| <b>Total</b> | <b>3,640</b>   | <b>1,336,831,647</b> | <b>100.000000</b>                           | <b>100.000000</b>                       | <b>68.881228</b>                           |
| Non counted* | 1  | 13,200               |   |   |  |

**Delegation to the Board of Directors to carry out a free capital increase to the service of the 2017-2019 LTI Plan and amendment and integration of the delegations of authority given to service to the Group incentive systems**

|              | <b>NO. OF<br/>SHAREHOLDERS (IN<br/>PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON ORDINARY SHARES<br/>REPRESENTED</b> | <b>% ON SHARES ADMITTED<br/>TO VOTE</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|---|---|--|
| In Favour    | 3,607  | 1,329,794,060        | 99.472580                                   | 99.472580                               | 68.518611                                  |
| Against      | 29   | 5,025,565            | 0.375927                                    | 0.375927                                | 0.258946                                   |
| Abstentions  | 5  | 2,025,222            | 0.151493                                    | 0.151493                                | 0.104351                                   |
| <b>Total</b> | <b>3,641</b>   | <b>1,336,844,847</b> | <b>100.000000</b>                           | <b>100.000000</b>                       | <b>68.881908</b>                           |
| Non counted* | 0  | 0                    |   |   |  |

**Delegation to the Board of Directors to carry out a free capital increase to service the 2022 Group Incentive System and other forms of variable compensation and consequent integration of clause 6 of the Articles of Association**

|              | <b>NO. OF<br/>SHAREHOLDERS (IN<br/>PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON ORDINARY SHARES<br/>REPRESENTED</b> | <b>% ON SHARES ADMITTED<br/>TO VOTE</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|---|---|--|
| In Favour    | 3,421  | 1,292,224,653        | 96.662276                                   | 96.662276                               | 66.582820                                  |
| Against      | 212  | 39,702,240           | 2.969847                                    | 2.969847                                | 2.045687                                   |
| Abstentions  | 8  | 4,917,954            | 0.367878                                    | 0.367878                                | 0.253401                                   |
| <b>Total</b> | <b>3,641</b>   | <b>1,336,844,847</b> | <b>100.000000</b>                           | <b>100.000000</b>                       | <b>68.881908</b>                           |
| Non counted* | 0  | 0                    |   |   |  |

\*They were not counted in the vote, pursuant to Article 135 undecies, third paragraph, TUF, because the proxies received did not contain voting instructions.

Cancellation of treasury shares with no reduction of share capital; consequent amendment to clause 5 of the Articles of Association

|              | <b>NO. OF<br/>SHAREHOLDERS (IN<br/>PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON ORDINARY SHARES<br/>REPRESENTED</b> | <b>% ON SHARES ADMITTED<br/>TO VOTE</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|---|---|--|
| In Favour    | 3,571  | 1,320,998,716        | 98.814662                                   | 98.814662                               | 68.065424                                  |
| Against      | 65   | 15,683,007           | 1.173136                                    | 1.173136                                | 0.808078                                   |
| Abstentions  | 5  | 163,124              | 0.012202                                    | 0.012202                                | 0.008405                                   |
| <b>Total</b> | <b>3,641</b>   | <b>1,336,844,847</b> | <b>100.000000</b>                           | <b>100.000000</b>                       | <b>68.881908</b>                           |
| Non counted* | 0  | 0                    |   |   |  |

\*They were not counted in the vote, pursuant to Article 135 undecies, third paragraph, TUF, because the proxies received did not contain voting instructions.