



# Summary report of the votes

**Ordinary and Extraordinary Shareholders' Meeting**

27 March 2025

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UNICREDIT S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
27<sup>TH</sup> OF MARCH 2025

Attendance to the meeting: no. 4,494 Shareholders in person or by proxy  
representing no. 1,052,073,233 ordinary shares corresponding to 67.541247% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

1. Approval of the 2024 financial statements

	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	4,450	1,046,399,074	99.461299	99.461299	67.176976
Against	12	34,134	0.003244	0.003244	0.002191
Abstentions	18	5,632,838	0.535407	0.535407	0.361618
Not Voting	4	519	0.000049	0.000049	0.000033
<b>Total</b>	<b>4,484</b>	<b>1,052,066,565</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.540819</b>

2. Allocation of the net profit of the year 2024

	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	4,459	1,051,656,488	99.961022	99.961022	67.514492
Against	12	308,004	0.029276	0.029276	0.019773
Abstentions	9	101,610	0.009658	0.009658	0.006523
Not Voting	3	462	0.000044	0.000044	0.000030
<b>Total</b>	<b>4,483</b>	<b>1,052,066,564</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.540819</b>

### 3. Elimination of negative reserves for the 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	4,456	1,051,946,409	99.989735	99.989735	67.533105
Against	13	3,752	0.000357	0.000357	0.000241
Abstentions	10	103,781	0.009865	0.009865	0.006663
Not Voting	3	462	0.000044	0.000044	0.000030
<b>Total</b>	<b>4,482</b>	<b>1,052,054,404</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.540038</b>

### 4. Authorisation to purchase treasury shares aimed at remunerating the shareholders

	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	4,434	1,049,824,677	99.787127	99.787127	67.396893
Against	22	1,509,754	0.143504	0.143504	0.096924
Abstentions	15	726,741	0.069078	0.069078	0.046655
Not Voting	3	3,066	0.000291	0.000291	0.000197
<b>Total</b>	<b>4,474</b>	<b>1,052,064,238</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.540669</b>

### 5. 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	4,439	1,047,387,325	99.975977	99.975977	67.240420
Against	12	146,637	0.013997	0.013997	0.009414
Abstentions	12	104,585	0.009983	0.009983	0.006714
Not Voting	1	451	0.000043	0.000043	0.000029
<b>Total</b>	<b>4,464</b>	<b>1,047,638,998</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.256577</b>

## 6. 2025 Group Remuneration 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	1,614	695,675,331	66.531250	66.531250	44.661130
Against	2,831	349,008,040	33.377554	33.377554	22.405701
Abstentions	18	950,507	0.090902	0.090902	0.061021
Not Voting	3	3,066	0.000293	0.000293	0.000197
<b>Total</b>	<b>4,466</b>	<b>1,045,636,944</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.128048</b>

## 7. Remuneration Report

	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	1,512	685,898,605	65.596247	65.596247	44.033481
Against	2,934	358,769,081	34.311056	34.311056	23.032342
Abstentions	17	966,151	0.092398	0.092398	0.062025
Not Voting	4	3,123	0.000299	0.000299	0.000200
<b>Total</b>	<b>4,467</b>	<b>1,045,636,960</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.128049</b>

## 8. 2025 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	2,363	778,670,302	74.468514	74.468514	49.989261
Against	2,087	266,821,134	25.517569	25.517569	17.129446
Abstentions	13	142,456	0.013624	0.013624	0.009145
Not Voting	3	3,066	0.000293	0.000293	0.000197
<b>Total</b>	<b>4,466</b>	<b>1,045,636,958</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.128049</b>

**1. Proposal to grant the BoD power to increase share capital by 31/12/2025, issuing up to 278,000,000 ordinary shares without pre-emption rights, for a voluntary public exchange offer on Banco BPM S.p.A.; amend Art. 6 of the by-laws.**

	<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	4,421	1,048,798,292	99.880142	99.880142	67.331001
Against	23	275,067	0.026195	0.026195	0.017659
Abstentions	20	983,054	0.093619	0.093619	0.063110
Not Voting	2	452	0.000043	0.000043	0.000029
<b>Total</b>	<b>4,466</b>	<b>1,050,056,865</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.411799</b>

**2. Cancellation of treasury shares with no reduction of share capital; consequent amendment of Article 5 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	4,435	1,047,762,663	99.782087	99.782087	67.264516
Against	13	2,200,019	0.209515	0.209515	0.141237
Abstentions	9	87,556	0.008338	0.008338	0.005621
Not Voting	8	627	0.000060	0.000060	0.000040
<b>Total</b>	<b>4,465</b>	<b>1,050,050,865</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.411414</b>

**3. Delegation to the BoD to carry out a free capital increase by a maximum of 1,540 UniCredit ordinary shares to service the 2019 Group Incentive System and consequent integration of 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	4,420	1,048,580,468	99.860195	99.860195	67.317017
Against	25	1,365,772	0.130068	0.130068	0.087680
Abstentions	10	101,676	0.009683	0.009683	0.006527
Not Voting	7	570	0.000054	0.000054	0.000037
<b>Total</b>	<b>4,462</b>	<b>1,050,048,486</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.411261</b>

**4. Delegation to the BoD to carry out a free capital increase by up to 250,000 UniCredit ordinary shares for the 2020 Group Incentive System and other variable compensation; integrate 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	4,418	1,048,542,650	99.857823	99.857823	67.314589
Against	23	1,360,658	0.129582	0.129582	0.087352
Abstentions	11	131,676	0.012540	0.012540	0.008453
Not Voting	7	570	0.000054	0.000054	0.000037
<b>Total</b>	<b>4,459</b>	<b>1,050,035,554</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.410431</b>

5. Delegation to the BoD to carry out a free capital increase by up to 850,000 UniCredit ordinary shares for the 2022 Group Incentive System and other variable compensation; integrate clause 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	4,417	1,048,490,213	99.851879	99.851879	67.311223
Against	24	1,422,795	0.135498	0.135498	0.091341
Abstentions	12	131,976	0.012569	0.012569	0.008473
Not Voting	7	570	0.000054	0.000054	0.000037
<b>Total</b>	<b>4,460</b>	<b>1,050,045,554</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.411073</b>

6. Delegation to the BoD to carry out a free capital increase by up to 600,000 UniCredit ordinary shares for the 2023 Group Incentive System and other variable compensation; integrate clause 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	4,328	1,038,775,137	98.926675	98.926675	66.687532
Against	111	11,107,324	1.057795	1.057795	0.713071
Abstentions	13	162,509	0.015476	0.015476	0.010433
Not Voting	7	570	0.000054	0.000054	0.000037
<b>Total</b>	<b>4,459</b>	<b>1,050,045,540</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.411072</b>

**7. Delegation to the BoD to carry out a free capital increase by up to 3,300,000 UniCredit ordinary shares for the 2024 Group Incentive System and other variable compensation; integrate 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	2,519	792,471,402	76.012433	76.012433	50.875267
Against	1,917	249,937,230	23.973530	23.973530	16.045530
Abstentions	13	145,776	0.013983	0.013983	0.009359
Not Voting	7	570	0.000055	0.000055	0.000037
<b>Total</b>	<b>4,456</b>	<b>1,042,554,978</b>	<b>100.000000</b>	<b>100.000000</b>	<b>66.930191</b>

**8. Delegation to the BoD to carry out a free capital increase by up to 650,000 UniCredit ordinary shares for the 2020-2023 LTI Plan; integrate 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	4,395	1,043,125,217	99.631821	99.631821	66.966800
Against	43	3,722,095	0.355508	0.355508	0.238952
Abstentions	11	131,975	0.012605	0.012605	0.008473
Not Voting	9	691	0.000066	0.000066	0.000044
<b>Total</b>	<b>4,458</b>	<b>1,046,979,978</b>	<b>100.000000</b>	<b>100.000000</b>	<b>67.214269</b>

UniCredit S.p.A. Joint stock company - Registered Office and Head Office: Piazza Gae Aulenti, 3 Tower A, 20154 Milan, Italy - Registered in the Register of Banking Groups and Parent Company of the UniCredit Group, with code 02008.1; ABI code 02008.1 - Fiscal Code, VAT number and Registration number with the Company Register of Milan-Monza-Brianza-Lodi: 00348170101 - Member of the National Interbank Deposit Guarantee Fund and the National Compensation Fund - Stamp duty paid virtually, if due - Auth. Agenzia delle Entrate, Ufficio di Roma 1, no. 143106/07 of 21.12.2007.

