

UNICREDIT GROUP

Alessandro Profumo Chief Executive Office

Warsaw, 20th December 2007



DELIVERING VALUE FOR SHAREHOLDER THROUGH LEADERSHIP IN EUROPEAN MARKETS

Unique European franchise well rooted in some of the wealthiest countries as well as in the fast growing CEE region and beyond

Divisional model and organization ensuring superior service to customers, thus providing a major contribution to growth

Consistent delivery in results and integration

Solid track record of value creation for all stakeholders





- UniCredit Group today
 - Group strategy, strengths & results
 - Focus on Poland
 - Conclusions



UNICREDIT GROUP - AT A GLANCE



■ EUROPEAN FRANCHISE(1)

- ✓ Banking operations in 23 Countries
- ✓ Over 40 million Customers
- √ ~ 10,000 Branches⁽²⁾
- √ ~ 180,000 Employees⁽²⁾
- ✓ International network spanning 50 Countries

■ SIZE & PROFITABILITY^(2,3)

- √ ~29 bn eur Total Revenues
- ✓ ~7 bn eur Net Income
- √ ~542 bn eur Customer Loans
- √ ~357 bn eur Customer Deposits
- √ ~1 trillion eur Total Assets, ranking 5th in Eurozone

■ RATINGS⁴

- ✓ S&P: A+ (stable)
- ✓ Moody's: Aa2 (stable)
- ✓ Fitch Ratings: A+ (positive)



⁽¹⁾ Figures at September 2007

⁽²⁾ Pro-forma, UniCredit + Capitalia + ATF + Ukrsotsbank

⁽³⁾ Dec06 data

⁽⁴⁾ Long term rating & outlook



SOLID INTEGRATION AND DIVERSIFICATION PATH, DOMESTICALLY AS WELL AS CROSS-BORDER

1993

■ PRIVATISATION: Credito Italiano first Italian State-owned bank to be privatised

1998 - 2000

UNICREDITO CREATION AND INTEGRATION: merger and integration of 7 Italian banks

2001 - 2003

■ REORGANISATION BY CLIENT SEGMENT: 3 segment banks established

2005 - 2006

HVB GROUP MERGER AND INTEGRATION: new Group full divisionalisation; mergers of Group banks in CEE countries

2007

- CAPITALIA MERGER: strengthening position in Italy
- NEW ACQUISITIONS IN CEE: announcement of two new deals in Ukraine and Kazakhstan

1999 - YTD

TRATE DIVERSIFICATION

Asset management: Pioneer, Momentum Pekao, Zagrebacka,

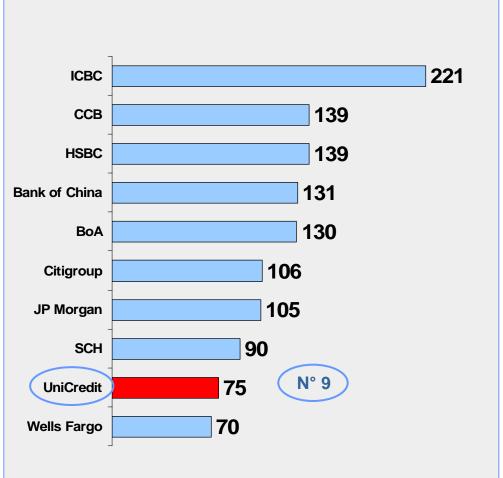


A LEADER IN EUROZONE

Market Cap in Eurozone (Euro bn)(1)

SCH 90 N° 2 **75 UniCredit** 69 Intesa SP **67 ABN Amro BNP Paribas** 66 63 **BBVA** 46 Soc Gen 46 **Deutsche Bank** 39 **Fortis** 39 **Credit Agricole**

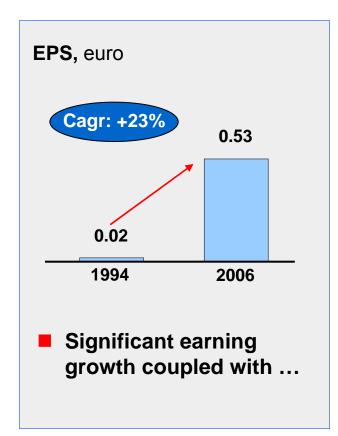
Market Cap World Wide (Euro bn)(1)

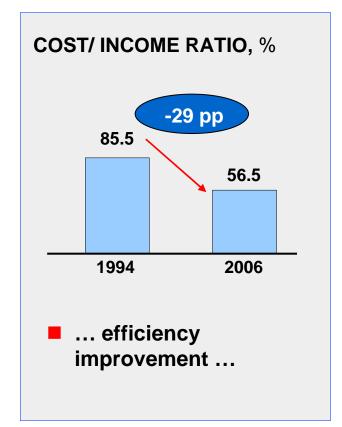


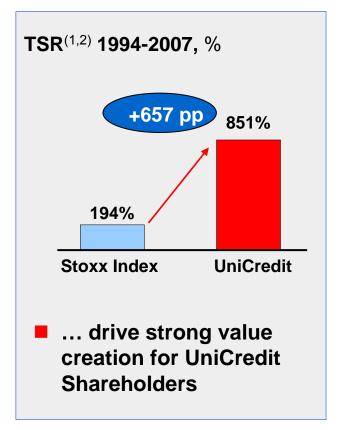




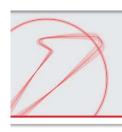
A STRONG TRACK-RECORD IN VALUE CREATION FOR UNICREDIT SHAREHOLDERS ...



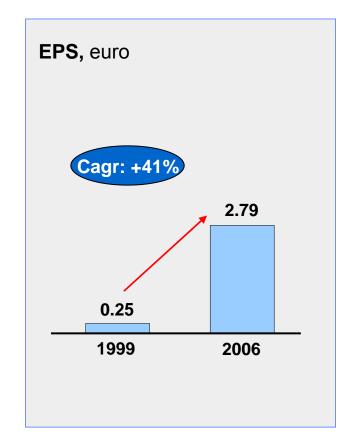


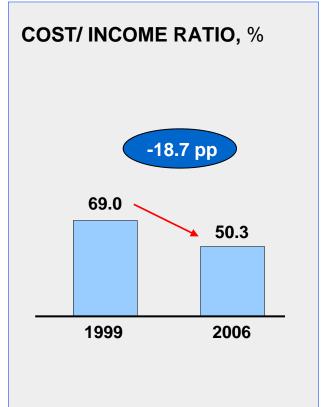


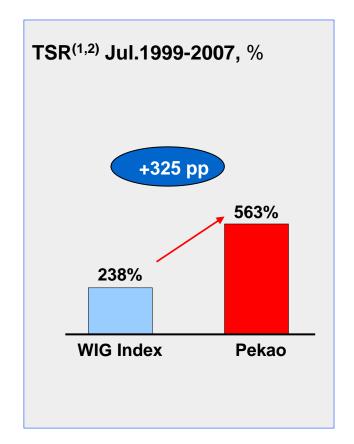




... AS WELL AS FOR PEKAO SHAREHOLDERS











LEADING POSITION IN SOME OF THE WEALTHIEST REGIONS IN EUROPE



#2 WITH 16.6% MARKET SHARE

- ✓ Total Loans 245 bn
- ✓ Total Deposits 112 bn
- ✓ Branches 5,074
- ✓ Employees ~94,000
- ✓ Customers ~10.8 mln



#3 WITH 4.3% MARKET SHARE

- ✓ Total Loans 116 bn
- ✓ Total Deposits 90 bn

- ✓ Branches 795
- ✓ Employees ~23,500
- ✓ Customers ~4.0 mln



#1 WITH 18.3% MARKET SHARE

- ✓ Total Loans 53 bn
- ✓ Total Deposits 39 bn

- ✓ Branches 387
- ✓ Employees ~11,000
- ✓ Customers ~1.7 mln

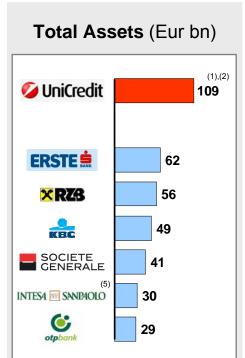
■ GDP of the combined area accounting for 48% of Europe GDP (EU13)

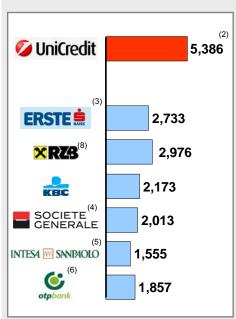




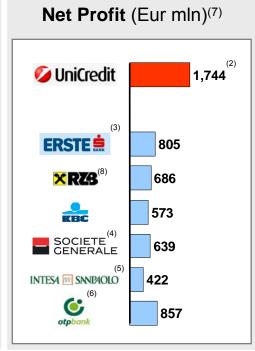
UNDISPUTED N° 1 IN CEE REGION SIZE AND PROFITABILITY

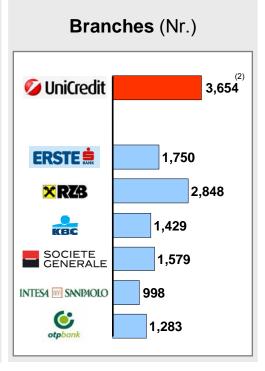
Central & Eastern Europe – Top Financial Groups*





Total Revenues (Eur mln)







^{*)} As at end of 2006 (pro forma - incl. acquisitions until 05/2007)

100% of total assets and revenues for controlled Companies (stake > 50%) and share owned for non controlled companies.

100% of branches for all banks. Figures for UCI banks are from accounting except for Turkey (from FMC)



EXTENSIVE PRESENCE IN CENTRAL EUROPE ...

CENTRAL EUROPE



Poland: # 1; 18.8%⁽¹⁾ mkt share

■ FTEs: 25,209¹

■ Branches: ~1,100¹

■ GDP per capita: 7,122 euro

Population: 38 mln

Hungary: # 7; 5.6% mkt share

FTEs: 1,520

■ Branches: 76

■ GDP per capita: 8,919 euro

Population: 10 mln

Czech Republic: # 4; 10.1% mkt share

■ FTEs: 1,780

■ Branches: 79

■ GDP per capita: 11,066 euro

Population: 10 mln

🔤 Slovakia # 4; 10.8% mkt share

■ FTEs: 1,369

■ Branches: 93

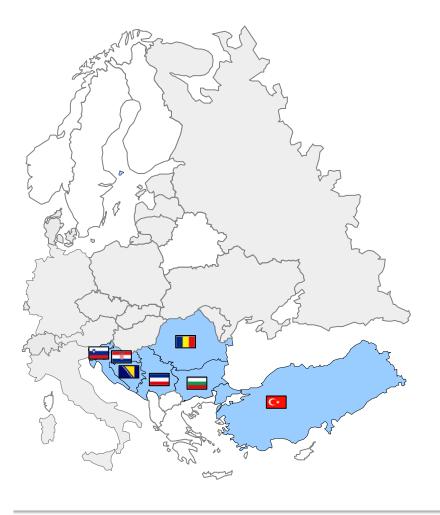
■ GDP per capita: 8,145 euro

Population: 5 mln



... IN SOUTH EASTERN EUROPE & TURKEY...

SOUTH EASTERN EUROPE & TURKEY



Croatia: # 1; 23.5% mkt share

FTEs: 4,744Branches: 127

■ GDP per capita: 7,704 euro

Population: 4 mln

FTEs: 1,805Branches: 174

■ GDP per capita: 2,541 euro

■ Population: 4 mln

Romania: # 4; 6.8% mkt share

FTEs: 2,528Branches: 132

■ GDP per capita: 4,501 euro

■ Population: 22 mln

Bulgaria: # 1; 18.6% mkt share

FTEs: 4,703Branches: 317

■ GDP per capita: 3,268 euro

■ Population: 8 mln

Slovenia: # 5; 6.4% mkt share

FTEs: 388Branches: 14

■ GDP per capita: 15,167 euro

■ Population: 2 mln

Serbia: # 6; 4.6% mkt share

FTEs: 609Branches: 46

GDP per capita: 3,394 euro

■ Population: 7 mln

Turkey: # 4; 10.2% mkt share

FTEs: 15,792Branches: 653

■ GDP per capita: 4,365 euro

■ Population: 73 mln

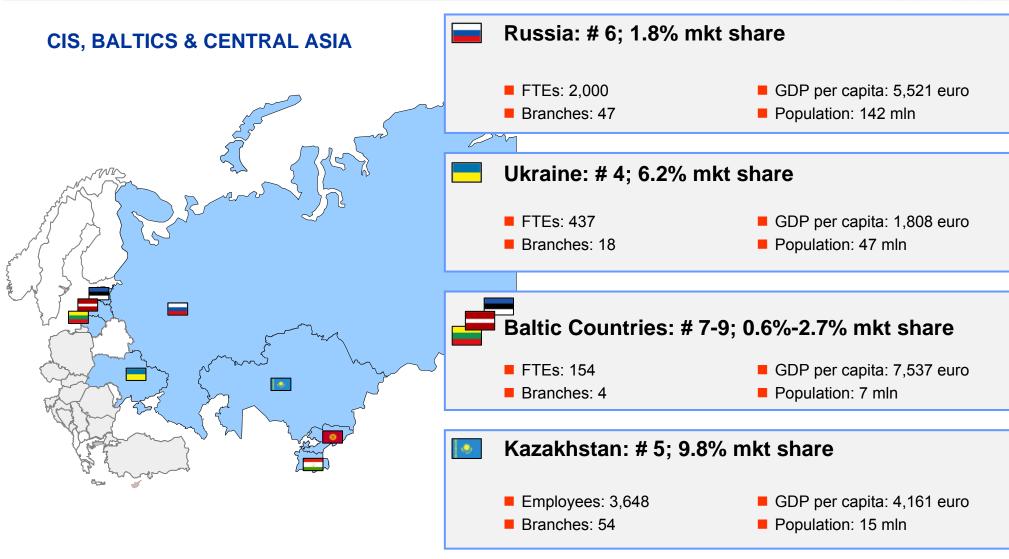
_ 1⊿

Source: UniCredit as of 31/12/2006; Ranking and market shares on total loans as at Dec06 based on local countries' IAS/LAS
Note: All countries at 100%, Rep. Offices not included





... AS WELL AS IN RUSSIA, UKRAINE, BALTIC COUNTRIES AND KAZAKHSTAN







GLOBAL PRODUCTS AND SERVICES

PIONEER, our global asset manager, with ~ 261 bn AuM⁽¹⁾, ~400 investment professionals, 5 global investment hubs (Dublin, London, Boston, NY, Singapore) with local presence in more than 20 countries

MARKETS AND INVESTMENT BANKING, a highly complementary international investment banking platform, with over 3'400 employees in 39 offices around the world and leading market positions in core competences and markets⁽²⁾

PRIVATE BANKING & ASSET GATHERING, with more than 230 bn⁽¹⁾ total financial assets, first in onshore private banking in Europe and leading position in IFA's / brokerage business thanks to the unique coverage of >1'100 relationship managers and ~3'000 financial advisors

UNICREDIT CONSUMER FINANCING, ~13 bn outstanding loans (of which ~5 bn in core Italian market) and ~6 mln customers in 16 countries; large potential to be exploited leveraging on the Group widespread presence in retail banking across Europe

GLOBAL LEASING, 1st European player⁽¹⁾ (2006 new business ranking), presence in 17 countries with ~24 bn loans (9M07) and ~570 mln revenues (FY06)

GLOBAL FINANCIAL SERVICES, a new global factory with ~1 bn revenues (FY06), providing innovative trade finance/cash management solutions to international financial institutions and local client franchise





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KEY STRENGTHS OF UNICREDIT GROUP ...

DIVERSIFICATION - DIVISIONAL MODEL

- Good diversification by geography and by business
- Consistent and effective divisional model

GROWTH

- CEE: leadership in the region and market dynamism offering exceptional growth opportunities
- Strong commercial retail and corporate network leveraging on an established divisional service model
- Strategic focus on global product factories (Asset management, Markets & Investment Banking, Consumer Financing, Leasing, Global Financial Services)
 - CEE offering large potential thanks to a distinctive network positioning

INTEGRATION

- Strong track-record in integration in both domestic and cross-border mergers
- Further significant synergies from Capitalia merger
 - full speed integration highlighting faster and higher synergies than initially announced





... ENABLING A SOLID FINANCIAL PERFORMANCE

DELIVERY ON RESULTS

Positive YTD results

- ✓ sound revenue growth
- ✓ costs below inflation
- ✓ positive trend in asset quality and continued de-risking of balance sheet
- Limited impact of credit market turmoil on financial performance
 - negligible exposure to US sub-prime, limited and declining exposure to conduit business
 - ✓ no liquidity concern

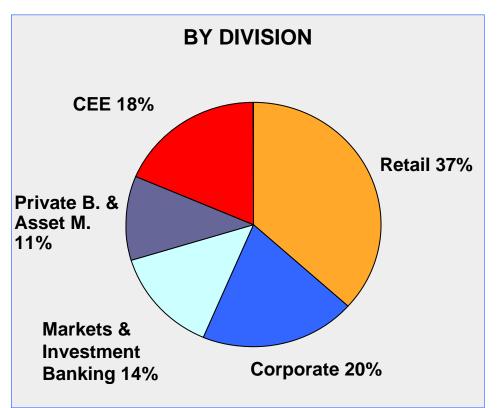


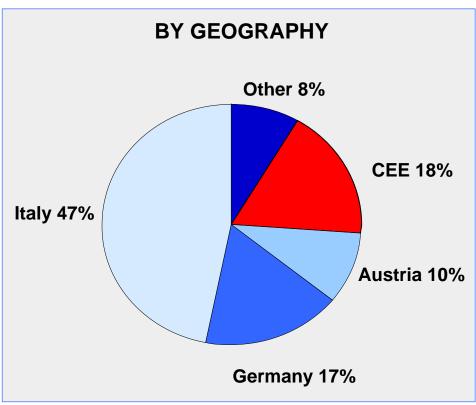


DIVERSIFIED BUSINESS PORTFOLIO ACROSS DIFFERENT GEOGRAPHIES

DIVERSIFICATION / DIVISIONAL MODEL

TOTAL REVENUE BREAKDOWN





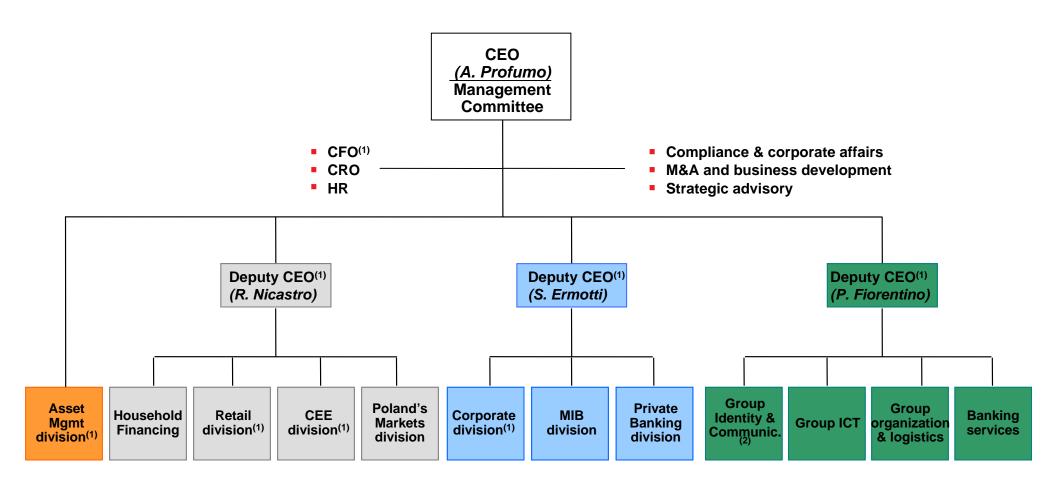
- All Divisions below 1/3 contribution to operating profit
- Italy 47% of consolidated revenues, Germany & Austria 27%, CEE 18%, other regions 8%





NEW ORGANISATIONAL STRUCTURE TO ENHANCE UCI'S DIVISIONAL MODEL AS A KEY TOOL TO EXTRACT VALUE

DIVERSIFICATION / DIVISIONAL MODEL

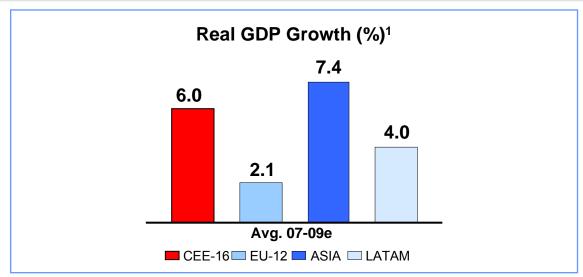




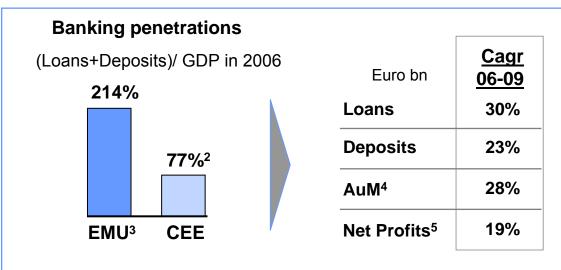


CEE: UNIQUE COMBINATION OF STRONG GROWTH POTENTIAL AND IMPROVING RISK PROFILE

GROWTH - CEE



- Stronger economic growth in CEE vs EU ...
 - ✓ ∆ avg. real GDP growth 07-09e
 ~4 pp vs. EU
- ... with improved risk profile
 - ✓ country rating (weighted for GDP⁶) > BBB- ~78% in Nov 2007(~+40 pp in the last 3 years)



- Under penetrated banking sector
- High volume growth rates expected

⁽¹⁾ CEE-16: BiH, BG, HR, CZ, HU, EE, LV, LT, PL, RO, RU, SK, SI, SRB, TK, UA; Source EIU (economist intelligence unit) for Asia and Latam

⁽²⁾ Total loans/deposits include general gov.t, non-financial corporations, households and when available non-profit institutions serving households (NPISHs) and non-monetary financial institutions (Non-MFIs); CEE: new EU members, Croatia, Turkey, Bosnia, Serbia, Russia and Ukraine

⁽³⁾ European Monetary Union

⁽⁴⁾ Calculated for CEE 11, including Poland, Czech Rep., Hungary, Slovakia, Slovenia, Croatia, Bulgaria, Romania, Turkey, Russia & Latvia

⁽⁵⁾ Net Profits (Before Tax & Extr. Items) are calculated for CEE 16

⁽⁶⁾ For Nov 2007 S&P rates - GDP as year end '06; For May 2004 S&P rates - GDP as year end '03 Sources: Central Banks and UniCredit Group New Europe Research Network



SIGNIFICANT GROWTH OPPORTUNITIES LEVERAGING ON GROUP POSITIONING AND MARKET POTENTIAL

GROWTH – CEE

MARKET KEY ACTIONS UNICREDIT STRATEGY POTENTIAL⁽¹⁾ Where n°1... **Increase product penetration** leveraging on **POLAND** BULGARIA **Group's product factories** +11.4% **CROATIA** BOSNIA H Optimize branch network after merger and ...ride the market growth consolidating integration activities market shares In high-growth markets with solid presence... Significant branch opening plan: ~900 new **ROMANIA** branches in 3 years +20.8% TURKEY UKRAINE RUSSIA KAZAKH. Increase Retail customer reach .aggressive organic growth In other countries of presence... Selective branch opening CZECH R. **SERBIA** +10.5% SLOVAKIA SLOVENIA Strengthen retail positioning HUNGARY **BALTICS**

..selective organic growth

UniCredit Group

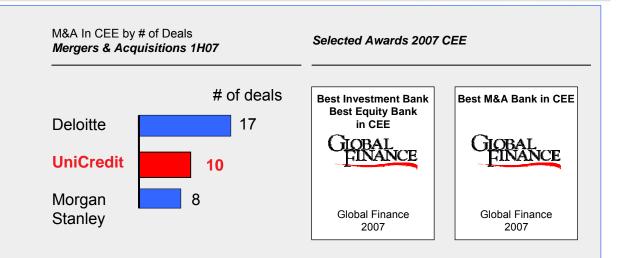


MARKETS & INVESTMENT BANKING AND PIONEER IN CEE: GLOBAL PLATFORM AND STRONG BRAND LEVERAGING ON A WIDE NETWORK

GROWTH - CEE

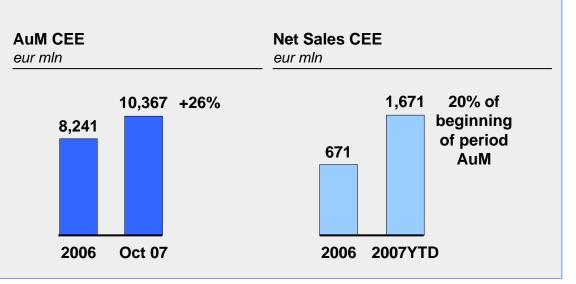


- Leading position in CEE in Equity Capital Markets and M&A; # 1 in Poland in IPO, Trading, Commercial Paper, Corporate Bond
- Best Investment Bank in Central & Eastern Europe 2007 (UniCredit, Global Finance)





- # 1 in the region with over 10 bn AuM and 80 mln EBIT (9M07) and among the top 3 in most major markets
- Leverage on international brand recognition, one engine for investments, wide range of global and local products
- 1.7 bn net sales YTD, i.e. 20% of beginning of period AuM
- Entering new fast growing markets: Russia and beyond







LEASING, GFS (GLOBAL FINANCIAL SERVICES) AND CONSUMER FINANCING IN CEE: BEST IN CLASS OFFER TO INCREASE CROSS-SELLING AND ATTRACT NEW CLIENTS GROWTH - CEE



- # 1 in the region with presence in 14 CEE countries
- ~3 bn new business volume and ~200 mln revenues⁽¹⁾ in the region in 2006



- Started roll-out of common platform for international payments and cash management (pilot in Russia, Romania, Bulgaria)
- Started rationalization of Correspondent Banking activities in all CEE countries gaining easy and efficient access to 4,400 banks worldwide



- ■~6.5 million cards at Group level in CEE
- Fast implementation of specialist model leveraging on local distribution
- Top priorities: Poland, Russia, Romania, Bulgaria
- First products to be introduced: personal loans & POS Financing. Revolving cards to follow





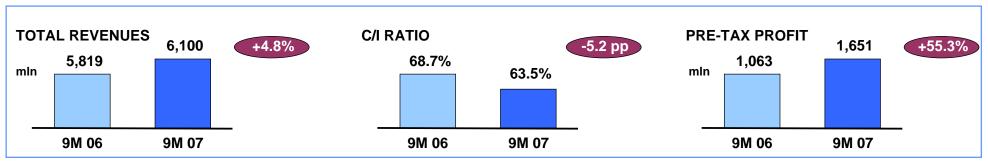
SIGNIFICANT OPPORTUNITIES IN RETAIL ...

GROWTH - RETAIL

KEY STRATEGIC GUIDELINES

- ITALY: accelerating current successful growth through:
 - ✓ Customer base enlargement: 100,000 new customers in Jan-Sep07
 - ✓ Customer satisfaction: continuous improvement (TRIM⁽¹⁾ index @ 61 vs 51 of top 5 peers)
 - ✓ More cost efficiency and productivity, thanks to higher automation/online migration.
 - ✓ Capitalia integration: strong opportunities in both revenues and costs
- GERMANY & AUSTRIA: continuing restructuring to pave the way for future growth:
 - ✓ Cost efficiency addressing high direct and indirect costs
 - ✓ Cross-selling with focus on highly attractive Affluent segment
 - ✓ Turnaround of unprofitable Mass Market (mainly in GE) and Small Business (mainly in AT) segments

DIVISIONAL RESULTS - 9M07





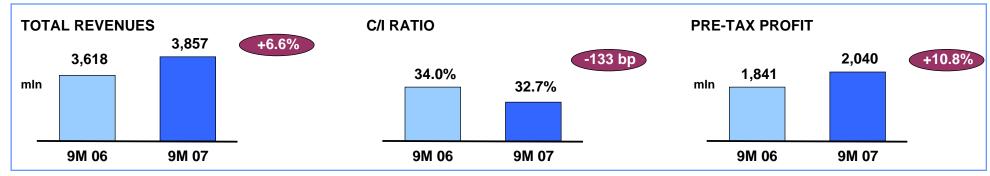
... AS WELL AS IN CORPORATE

<u>GROWTH – CORPORATE</u>

KEY STRATEGIC GUIDELINES

- Accelerate growth on Revenues:
 - ✓ Higher focus on International clients (all segments) and domestic Mid/Large Caps
 - ✓ **Gain market share in Italy** (~14% after merger with Capitalia), particularly in very interesting target regions (Lombardy, Tuscany)
 - ✓ Gain market share in Germany through an aggressive expansion plan in selective regions (5 new locations already opened)
 - ✓ Strong push of GFS products (cash management and trade finance)
 - ✓ Increase cross-selling of fee-based products in all markets
- Improve Revenue mix:
 - ✓ Increase share of fee-based business on all client segments (net fees of 945 mln in 9M07, +5.2% y/y)
 - ✓ **Greater push on deposits** (customer deposits +12% in Sep07 vs Dec06)

DIVISIONAL RESULTS – 9M07





INTEGRATION CAPABILITIES IMPLEMENTED IN CAPITALIA WITH ~1.2 BN GROSS SYNERGIES (68% COSTS) BY 2010

INTEGRATION

MAIN INTEGRATION INITIATIVES

HR

QUICK RIGHTSIZING WITH RESULTS ABOVE EXPECTATIONS

- Union agreement signed well ahead of plan
- ~7,800 headcounts joining the exit plans as at 16 Nov 07 vs. 5,000 initial agreement
 - √ ~2,800 exiting by end 2007

IT

A FULL SPEED MIGRATION

Integration to a single IT Platform by October 2008, with reduction in maintenance and development costs

NETWORK
PRODUCTIVITY
& JOINT
COMMERCIAL
INITIATIVES

ALIGNMENT TO BEST PRACTICES IN RETAIL NETWORK

- Average portfolio size^(1,2): 40% gap to be closed between Capitalia (533) and UCB (885)
- Direct channel utilization⁽²⁾: 19 pp gap (50% Capitalia vs. 69% UCB)

SHARING OF PRODUCT PORTFOLIO

6 joint initiatives already launched in October and November to increase customer acquisition and retention ratios



²⁶



GROUP 9M07 RESULTS: >4.7 BN NET INCOME, +27% ON A NORMALIZED BASIS, NOTWITHSTANDING DIFFICULT MARKET CONDITIONS

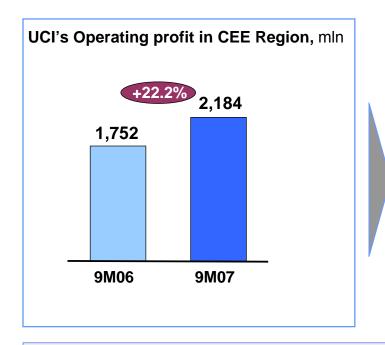
- **Total Revenue** growth sustained by net interest income (+9%) and net commissions (+10%), completely offsetting the impact of market turmoil on trading profits
- Operating costs' growth below inflation;C/I ratio at a sound 52.5%, -3.3 pp vs 9M06
- Operating profit increase driven by strong performance across all divisions: CEE region +19%, Retail +22%, Corporate +9%, MIB +10%, Private B. +24%, Asset Manag. +13%
- **Net income** at 4,729 mln, +27% y/y on an adjusted basis (excluding extraordinary net gains in 9M06 and the German Tax Reform impact in 9M07)
- EVA strong increase thanks to positive contribution from commercial banking

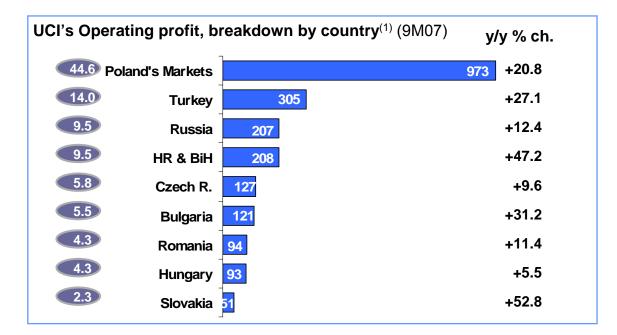




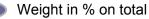


EXCELLENT PERFORMANCE IN CEE REGION





- Strong top line growth delivered across all countries, driven by volume expansion, careful pricing and high standard services to customers
- Improved efficiency (C/I ratio to 48.0% -3.0 pp y/y) while delivering organic growth







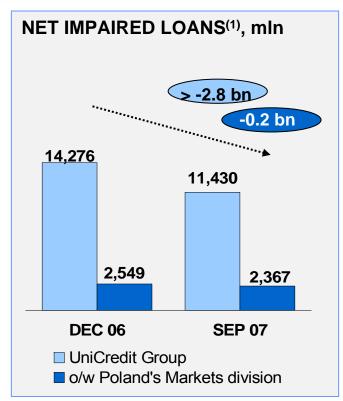
SOUND RISK CONTROL AND DIVERSIFICATION LIMITING IMPACT OF CREDIT MARKET TURMOIL

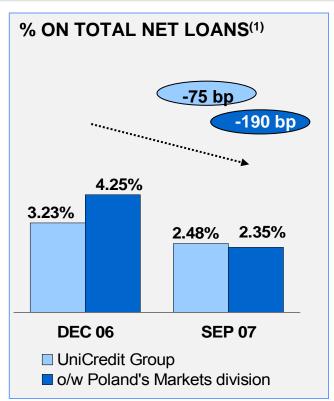
- Limited P&L impact for the Markets & Investment Banking division in 3Q07:
 - ✓ negative result of the Structured Credit business (-272 mln, mainly related to ABS/CDO portfolio) more than offset by record performance of the other business lines
- High quality ABS trading portfolio, well diversified by underlying loans and geography
 - ✓ 97% investment grade, o/w 84% AAA, none of the issues recently downgraded, none on watch-list for potential downgrading
 - ✓ active risk management: disposal of synthetic CDOs in 1Q/2Q07
- Negligible US sub-prime exposure
 - ✓ 246 mln as of 30/09/07, down by ~100 mln vs 30/06/07
- Conduit business: continuous reduction without any credit losses
 - ✓ 10.3 bn total size as of Nov07, -1.5 bn vs Sep07
- Solid liquidity position
 - ✓ well-balanced asset & liability structure, clear funding and liquidity management

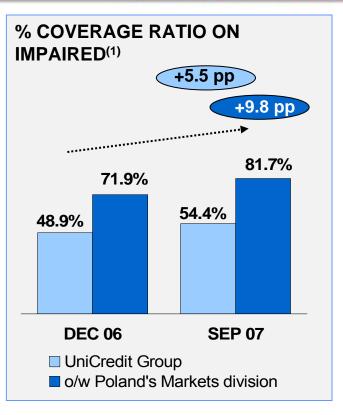




CONTINUOUS IMPROVEMENT OF ASSET QUALITY







- Group asset quality: further de-risking of balance sheet and significant increase of coverage ratio
 - ✓ Net Impaired loans / Total Regulatory Capital ratio reduced from 32.2% as of Dec06 to 24.7% as of Sep07 (~-7.5 pp)
 - ✓ RER portfolio reduced by ~82.5% since creation (2.7 bn in Sep07 vs. 15.4 bn in Dec04)
- Poland: positive trends in asset quality with continuous improvement of coverage ratio

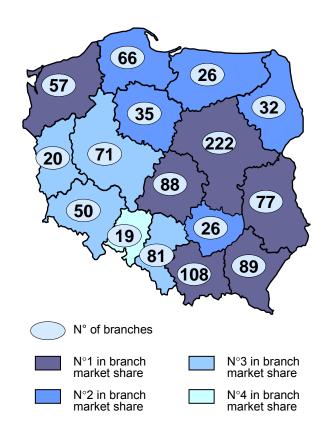




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PEKAO TODAY



STRONG NATIONWIDE PRESENCE

- ✓ ~1,100⁽¹⁾ branches, with room for further expansion in selected regions
- √ ~3,000⁽²⁾ ATMs, the largest network in Poland

TOP BANK IN POLAND

- √ ~30 bn Customer Funds⁽³⁾
- √ ~16 bn Customer Loans⁽⁴⁾

■ PEKAO RATINGS(5)

- √ S&P: A (stable)
- ✓ Moody's (unsolicited): A2 (stable)
- ✓ Fitch Ratings: A (stable)

■ COUNTRY RATINGS(5)

- √ S&P: A- (stable)
- ✓ Moody's: A2 (stable)
- ✓ Fitch Ratings: A- (stable)



 ⁽¹⁾ Including only Banking Branches; 1,059 branches as at Sep07
 (2) Including Euronet ATMs (3rd parties provider)
 (3) Deposits + Mutual funds managed by entities in Group

⁽⁴⁾ Nominal value: Net loans

⁽⁵⁾ Long term rating & outlook



OPERATIONAL INTEGRATION IN LINE WITH PLAN

CUSTOMERS

- One brand
- Unified commercial approach ensuring immediate integration benefits
- Strong business focus maintained: very limited customer churn

OPERATIONS

- Big-bang migration of brokerage and corporate, ensuring quick access to enhanced offer
- Reduced disruption risk with roll-out retail customers migration to Pekao updated IT platform
- Continuity of service ensured thanks to outsourcing agreements (eg. transactions, operations, archiving)

PEOPLE

- Management structure in place, combining key talents
- Very limited employee churn
- Investment in people training





KEY STRATEGIC INITIATIVES TO SUPPORT FUTURE GROWTH

- Customer acquisition and cross-selling, based on innovative products/services in most attractive segments:
 - Retail family by focusing on mortgages & consumer loans



✓ Affluent by enhancing the advisory proposition & investment products



- ✓ SMEs by further improving service and loans processes
- Corporate by combining financing and transactional capabilities
- Leveraging strongest distribution reach with multi-channel approach
- IT platform enhancement supporting offer enrichment
- Best practice in cost management





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CONCLUSIONS

Unique European franchise well rooted in some of the wealthiest countries as well as in the fast growing CEE region and beyond

Divisional model and organization ensuring superior service to customers, thus providing a major contribution to growth

Consistent delivery in results and integration

Solid track record of value creation for all stakeholders

