

NOTIFICATION IN ORDER TO ATTEND THE MEETING

The legitimate attendance of shareholders' meetings and the exercise of voting rights is confirmed by a statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote. The statement shall be issued by the intermediary on the basis of balances recorded at the end of the seventh trading day prior to the date of the shareholders' meeting on first or single call (**i.e. on 6th December 2011**). Credit and debit records entered on accounts after this deadline shall not be considered for the purpose of legitimising the exercise of voting rights at the shareholders' meeting.

Polish investors¹ are kindly required to apply to their local Broker/Depository Bank which maintains their securities accounts in order to be enabled to attend the UniCredit Meeting.

To this end Brokers/Depository Banks will require to a Monte Titoli² participant the issue of the notification, providing such Monte Titoli participant with information on the number of UniCredit's Shares registered on a given shareholder's securities account and other details related to such shareholder. The notification, in accordance with article 13 of UniCredit's Articles of Association will be directly sent by Monte Titoli participant to UniCredit in order to allow the shareholder to join the Meeting. A copy of such notification may be delivered by the Broker/Depository Bank to the shareholder who is kindly request to present it at the Meetings' reception desk along with his/her identification document or, if applicable, the excerpt from relevant commercial register concerning the entity he/she represents in accordance with rules of representation described in that excerpt (if such a document contains information presented in Polish language only, it has to be provided along with its sworn translation into Italian or English language).

It has to be pointed out the notification has to be received by UniCredit no later than the third day of open trading prior to the date set for the first call of the Meeting. In order to ensure the completion of the procedure within the prescribed timeframe, the shareholders are kindly advised to contact their Brokers/Depository Banks duly in advance of the date of the given Meeting.

Shares registered under the name of two or more shareholders: shares are indivisible. In the event of joint ownership, the rights of the co-owners shall be exercised by a common representative specified on the notification.

¹ The "Polish investor" ("Polish shareholder") shall mean any person who holds shares in UniCredit recorded on his/her securities account maintained in Poland by a participant of the National Depository of Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*).

² The Italian Centralised Depository System.

PROXY

Pursuant to section 2372 of the Italian Civil Code³ and section 14 of the Articles of Association, Shareholders can be represented by **a delegate**. There's not a specific form in which a proxy has to be drafted; however, the proxy must show the reference to the AGM, the number of shares, the names of shareholder and the delegate and must be signed by the shareholder.

The proxy must be drawn up in Italian or English language⁴.

The original of the proxy has to be delivered to the Meetings' reception desk by the delegate who shall be requested to provide his/her identification document (If such a document contains information presented in Polish, it has to be provided along with its sworn translation into Italian or English language).

Pursuant to section 135-undecies of D.lgs 58/98 Shareholders can also be represented by the "Appointed representative of the Company" at this purpose, shareholder can use the special form available by the Company website.

Should any further and relevant information arise concerning the attendance to the shareholders' meeting, UniCredit shall promptly disclose to the public in Poland such information in the form of current report.

³ **Sect 2372 of the Italian Civil Code**

Unless otherwise provided in the articles of association, shareholders may attend meetings by proxy. The proxy shall be granted in writing and the related documents shall be kept on record by the company.

In companies which have recourse to capital markets, proxies may be granted only for a specific meeting, with effect also for subsequent calls, unless it is a general proxy or a proxy granted by a company, association, foundation or another collective entity or institution to one of its own employees.

A proxy may not be issued leaving the name of the proxy blank and it may always be revoked regardless of any agreement to the contrary. The proxy bearer may have himself replaced only by a person expressly specified in the proxy.

If the proxy is granted to a company, association, foundation or other collective entity or institution, these may delegate only to one of their own employees or staff.

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⁴ **Example of proxy:**

In English:

Ordinary / extraordinary meeting on [the date of first call] and following calls

UniCredit ordinary shares: n°

We/I delegate

Mr/Ms to represent us/me and exercise the right to vote in the above meeting.

Date signature

In Polish:

Zwyczajne / nadzwyczajne walne zgromadzenie w dniu [data walnego zgromadzenia zwołanego w pierwszym terminie] i późniejsze posiedzenia

Liczba akcji zwykłych UniCredit:

My/Ja niniejszym udzielamy/am pełnomocnictwa

Panu/Pani w celu reprezentowania nas/mnie i wykonywania prawa głosu na wyżej wymienionym zgromadzeniu.

Dnia podpis