



PRESS RELEASE

OFFER FOR THE REPURCHASE OF SUBORDINATED NOTES ISSUED BY UNICREDIT

EFFECTIVENESS OF THE OFFER AND TODAY SETTLEMENT OF THE APPLICATIONS RECEIVED FROM 13 APRIL TO 30 APRIL 2015, FOR AN AGGREGATE NOMINAL AMOUNT OF EURO 1,325,315,000 REPRESENTING 58 % OF THE EXISTING NOTES

Milan, 5 May 2015 – UniCredit S.p.A. (“**UniCredit**” or the “**Offeror**”) hereby announces, pursuant to the terms and conditions set forth in the tender offer memorandum referred to the offer for the voluntary repurchase of subordinated notes issued by UniCredit and available on the Offeror’s website www.unicreditgroup.eu/repurchasesubordinatednotes (the “**Offer**” and the “**Tender Offer Memorandum**”, respectively), that, as of today, no adverse events have occurred, in the national and/or international context, which could constitute a “material adverse change” under the MAC Condition, and therefore the Offer shall take effect.

The settlement of the Consideration for the applications validly submitted between 13 April and 30 April 2015 shall consequently take place today, in accordance with the provisions set forth in the Tender Offer Memorandum.

The details of the Existing Notes tendered to the Offer from 13 April 2015 to 30 April 2015, is shown, for each series, in the table displayed below in this press release.

Please note that, following the decision of the Offeror to extend the Offering Period, applications to tender the Existing Notes can be submitted until, and including, 15 May 2015 at 4.00 pm (the “**Extended Offering Period**”), subject to early closing, further extension, or reopening of the Offer, according to the procedures set forth in the Tender Offer Memorandum, as supplemented and/or amended, as the case may be, by the provisions of the press release dated 29 April 2015. The settlement date for the applications received during the Extended Offering Period shall be 19 May 2015, subject to further extension or reopening of the Offer.

The MAC Condition shall not apply to the applications validly submitted during the Extended Offering Period.

For the terms and conditions of the Offer, a description of the risk factors pertaining thereto and information on potential conflicts of interest that UniCredit has in relation to the Offer, please refer to the Tender Offer Memorandum, which is available, together with the other documents relating to the Offeror mentioned therein, online at www.unicreditgroup.eu/repurchasesubordinatednotes.

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Any capitalised terms not defined in this press release shall have the meaning attributed to them in the Tender Offer Memorandum.

Enquiries:

Media Relations: Tel. +39 02 88623569; e-mail: MediaRelations@unicredit.eu

Investor Relations: Tel: +39 02 88624324; e-mail: InvestorRelations@unicredit.eu

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Name	ISIN code	Due Date	Tendered nominal value from 13 April 2015 to 30 April 2015	Tendered nominal value / Total outstanding amount (%)
UniCredit S.p.A. 31 December 2012- 28 February 2020 seven years and two months step-up fixed rate amortising Subordinated Lower Tier II Notes - series 31/12	IT0004883689	28 February 2020	109,508,000	57.88
UniCredit S.p.A. 2013-2020 seven years and two months mixed rate amortising Subordinated Lower Tier II Notes - series 04/13	IT0004907785	30 June 2020	131,664,000	54.70
UniCredit S.p.A. 2013-2020 seven years and two months step-up fixed rate amortising Subordinated Lower Tier II Notes - series 05/13	IT0004907850	30 June 2020	193,968,000	57.36
UniCredit S.p.A. 2013-2020 seven years and two months step-up fixed rate amortising Subordinated Lower Tier II Notes - II - series 08/13	IT0004917867	15 July 2020	226,656,000	56.66
UniCredit S.p.A. 2013-2020 seven years and two months mixed rate amortising Subordinated <i>Lower Tier II</i> Notes - II - series 07/13	IT0004917917	15 July 2020	367,960,000	66.36
UniCredit S.p.A. 2013-2020 seven years and two months step-up fixed rate amortising Subordinated <i>Lower Tier II</i> Notes - III - series 12/13	IT0004941412	13 October 2020	157,825,000	53.07
UniCredit S.p.A. 2014-2021 seven years two months step-up fixed rate amortising Subordinated <i>Lower Tier II</i> Notes - series 01/14	IT0004982200	31 March 2021	137,734,000	51.51

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DISCLAIMER This announcement must be read in conjunction with both the Tender Offer Memorandum and the announcement dated 29 April 2015. This announcement, the Tender Offer Memorandum and the announcement dated 29 April 2015 contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement, the Tender Offer Memorandum, or the announcement dated 29 April 2015 or the action you should take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences. Any individual or company whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender the Existing Notes to the Offer. None of the financial advisor, the tender agent or the Offeror makes any recommendation as to Offer.

OFFER AND DISTRIBUTION RESTRICTIONS This announcement, the Tender Offer Memorandum and the announcement dated 29 April 2015 do not constitute an offer to buy or a solicitation of an offer to sell Existing Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws or otherwise. The distribution of this announcement, the Tender Offer Memorandum and the announcement dated 29 April 2015 in certain jurisdictions (in particular, the United States, Canada, Australia, and Japan) may be restricted by law. Persons into whose possession this announcement, the Tender Offer Memorandum or the announcement dated 29 April 2015 comes are required by the Offeror to inform themselves about, and to observe, any such restrictions.