

**Date:** 2015-05-15

**Abbreviated name:** UniCredit

**Subject:** Publication of the information memorandum of UniCredit.

**Legal basis:** Article 56 Section 1 Item 2 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (consolidated text: Journal of Laws of 2013 No. 1382)

In connection with the adoption by the Extraordinary General Shareholders' Meeting of UniCredit S.p.A. of May 13, 2015 ("**UniCredit**", the "**Company**") of a resolution on the capital increase for no consideration, pursuant to art. 2442 of the Italian Civil Code, to service the payment of a dividend from profit reserves of Euro 694,239,666.96, in the form of a scrip dividend, to be implemented through the issue of ordinary shares and savings shares of UniCredit without any nominal value per share and with rights identical to the outstanding shares of the same class, to be assigned, respectively, to the shareholders who have the right to receive the dividend in relation to the ordinary shares and the holders of savings shares of the Company without prejudice to the faculty to waive such shares' assignment and be paid the dividend in cash, the Company wishes to inform that pursuant to Article 39 Section 1 and Section 2, in conjunction with Article 7 Section 8 Item 1 and Article 7 Section 15 Item 1 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (consolidated text: Journal of Laws of 2013 No. 1382) an information memorandum in Polish ("**Information Memorandum**") – prepared in connection with the public offering on the territory of the Republic of Poland of up to 115,657,624 ordinary shares of UniCredit to be issued to service the payment of 2014 dividend out of UniCredit's ordinary shares and an intention of UniCredit to apply for admission of the new ordinary shares to trading on the regulated market (main market) operated by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) – was published today, i.e., on May 15, 2015, on the Company's website at <https://www.unicreditgroup.eu>. In addition, for convenience an English translation of the Information Memorandum has been published on the Company's website at <https://www.unicreditgroup.eu>. The only binding language version of the Information Memorandum is the Polish version.