



## PRESS RELEASE

### OFFER FOR THE REPURCHASE OF SUBORDINATED NOTES ISSUED BY UNICREDIT

#### FINAL RESULTS

Milan - 19 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 as supplemented by the press release dated 29 April 2015 (the “**Tender Offer Memorandum**”), in relation to the voluntary tender offer for the repurchase of some of the subordinated notes issued by UniCredit S.p.A. (the “**Tender Offer**” and the “**Existing Notes**”, respectively), that the aggregate nominal amount of the Existing Notes validly tendered to the Offer and accepted for purchase by UniCredit in the offering period between 4 and 15 May 2015 (the “**Extended Offering Period**”) is EUR 61,138,000.

Therefore, considering the Existing Notes purchased on 5 May 2015 following the end of the offering period as originally provided for by the Tender Offer Memorandum (i.e. 13 April 2015 - 30 April 2015), the aggregate nominal amount of the Existing Notes validly tendered to the Offer is EUR 1,386,453,000.

The settlement of the consideration for the applications received during the Extended Offering Period and accepted for purchase by the Offeror will take place today.

The table below shows the details of the Existing Notes validly tendered to the Offer and accepted for purchase by the Offeror for each series.

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Name	ISIN code	Maturity Date	Tendered nominal value	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	115,713,000	61.16
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	137,515,000	57.13
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	202,464,000	59.88
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	239,037,000	59.76
UniCredit S.p.A. 2013-2020 seven years and two months mixed rate amortising Subordinated Lower Tier II Notes - II - series 07/13	IT0004917917	15 July 2020	380,907,000	68.69
UniCredit S.p.A. 2013-2020 seven years and two months step-up fixed rate amortising Subordinated Lower Tier II Notes - III - series 12/13	IT0004941412	13 October 2020	166,124,000	55.86
UniCredit S.p.A. 2014-2021 seven years and two months step-up fixed rate amortising Subordinated Lower Tier II Notes - series 01/14	IT0004982200	31 March 2021	144,693,000	54.11

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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.