

	<p><i>UniCredit S.p.A. – joint-stock company under Italian law. Registered offices: Via A. Specchi 16, Rome (Italy) – Head Offices: Piazza Cordusi, Milan (Italy)</i></p> <p><i>Registered in the Rome Companies' Register under tax and VAT ID no. 00348170101 and in the Register of Banks. Parent company of the UniCredit Banking Group, registered in the Register of Banking Groups under code no. 3135.1. Member of the Interbank Guarantee Fund.</i></p> <p><i>Share capital: €9,648,314,240.50 fully paid.</i></p>
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**UniCredit S.p.A.**

**Rome/Italy**

Document

for the prospectus-exempt admission pursuant to Section 4 para. 2 no. 6 of the German Securities Prospectus Act (*Wertpapierprospektgesetz – WpPG*)

of

1,308,455

new registered ordinary shares,

which the Board of Directors resolved on June 23, 2009, on the basis of the authorisation of the Shareholders' Meeting held on May 12, 2006,

to increase the share capital,

each with a proportional share of the share capital of €0.50 per ordinary share with regular dividend rights

of

UniCredit S.p.A.

ISIN IT0000064854

to trading on the General Standard at the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).

On June 23, 2009, the Board of Directors of UniCredit S.p.A. resolved, pursuant to the powers granted by the Shareholders' Meeting held on May 12, 2006, to increase the share capital by issuing new registered ordinary shares to UniCredit Group's top management under a "2005 UniCredit Group Long Term Incentive Plan", which also stipulated the conditions for the issuance of the shares. It was resolved that 731 individuals of the top management should have the option to acquire new registered ordinary shares until 31 December 2008, subject to the Group's achieving certain business and divisional targets and based on a three-years' reference period. Upon expiration of the before mentioned reference period and evaluation of the specified business and divisional targets, it was determined that a total of 171 individuals of the top management were entitled to acquire a total of 1,305,455 new registered ordinary shares.

The above measure is, among other things, intended to strengthen the top management's commitment to the company.

The newly issued registered ordinary shares with regular dividend rights are of the same class as the "existing" registered ordinary shares of UniCredit S.p.A already issued. The capital increase was registered with the Commercial Register Court of Rome (*Camera di Commercio Industria Artigianato e Agricoltura di ROMA*) on 30 June 2009. The new registered ordinary shares represent co-ownership interests in the collective holdings of the foreign central securities depository Monte Titoli/Italy.

The prospectus-exempt admission of the 1,308,455 new registered ordinary shares of UniCredit S.p.A. to trading on the General Standard of the Frankfurt Stock Exchange will presumably take place on 5 March 2010. The inclusion in the existing trade on the General Standard is scheduled for 8 March 2010.

For more information on UniCredit S.p.A., please refer to [www.unicredit.eu](http://www.unicredit.eu).

Rome, March 2010

UniCredit S.p.A.