



UniCredit S.p.A. - Registered office - 16 Via Alessandro Specchi, 00186 Rome - Head Office: 3 Piazza Gae Aulenti - Tower A, 20154 Milan - Share capital € 20,846,893,436.94 fully paid-up - Bank entered in the Register of Banks and Parent Company of the UniCredit Banking Group, entered in the Register of Banking Groups under no. 02008.1 - ABI Code 02008.1 - Rome Trade and Companies Register, Tax Code and VAT No. 00348170101 - Member of the Interbank Deposit Protection Fund and the National Deposit Guarantee Fund

NOTICE OF PUBLICATION OF THE SUPPLEMENT TO THE PROSPECTUS RELATING TO THE SHARES OFFERED AS AN OPTION TO SHAREHOLDERS AND THE ADMISSION TO LISTING OF ORDINARY SHARES OF UNICREDIT S.P.A.

pursuant to Article 9 of the European Delegated Regulation 2016/301 of 30 November 2015 and Articles 9, paragraph 5 and 56, paragraph 5 of the CONSOB Regulation no. 11971/1999 (as subsequently amended and supplemented)

THE REGISTRATION DOCUMENT, THE SECURITIES NOTE AND THE SUMMARY NOTE JOINTLY COMPRISE THE PROSPECTUS

UniCredit S.p.A. (the “**Company**” or “**UniCredit**”) announces, pursuant to Article 9 of the European Delegated Regulation 2016/301 of 30 November 2015 and Articles 9, paragraph 5 and 56, paragraph 5 of the CONSOB Regulation no. 11971/1999 (as subsequently amended and supplemented), the publication of the supplement (the “**Supplement**”) to the Registration Document, the Securities Note and the Summary Note (as defined below), which comprise the prospectus relating to the shares offered as an option to shareholders and the admission to listing on the *Mercato Telematico Azionario* organised and managed by Borsa Italiana S.p.A., on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and the Warsaw Stock Exchange (*rynek podstawowy Giełdy Papierów Wartościowych w Warszawie S.A.*) of ordinary shares of UniCredit (the “**Prospectus**”).

The Prospectus is composed of the registration document filed with CONSOB on 30 January 2017, pursuant to the notice of approval in a memorandum dated 27 January 2017, ref. no. 0013115/17 (the “**Registration Document**”), the securities note and summary note filed with CONSOB on 3 February 2017, pursuant to the notice of approval in a memorandum dated 4 February 2017, ref. no. 00164717/17 (the “**Securities Note**” and the “**Summary Note**”, respectively).

The terms used in this notice with capital letters which are not expressly defined have the same meaning indicated in the Prospectus.

The Supplement, filed with CONSOB on 15 February 2017, pursuant to the notice of approval in a memorandum dated 15 February 2017, ref. no. 0021527/17, has been prepared, pursuant to article 94, paragraph 7, and article 113, paragraph 2, of the Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the “**Consolidated Financial Act**”), and the relevant implementing provisions, in order to supplement the information in the Prospectus following to (i) the resolution of the Issuer’s Board of Directors on 9 February 2017 which approved both on an individual and consolidated basis the preliminary figures relating to the Q4 2016 and the preliminary results for the year ended 31 December 2016, also for the purpose of European Union harmonised consolidated regulatory reporting (FINancial REPorting – FINREP) pursuant to the applicable binding implementation technical standards; and (ii) the subscription, on 4 February 2017, of the agreement with the trade union for the redundancies planned in Italy by the 2016-2019 UniCredit Group Strategic Plan.

Pursuant to art. 95-*bis*, paragraph 2, of the Consolidated Financial Act, the investors who have subscribed the New Shares offered under the scope of the Offering during the period between the beginning of the Offering (*i.e.*, 6 February 2017 in Italy and Germany and 8 February 2017 in Poland) and the date of publication of the Supplement (included) have the right to withdraw from their subscription within two working days following the publication of the Supplement (*i.e.*, until 17 February 2017, included) at the depositary intermediary where the subscription rights were exercised.

The publication of the Supplement does not represent any opinion of CONSOB on the investment opportunity proposed or on the merit of the data and information contained therein.

The Supplement has been published on 15 February 2017 and is available at the Registered Office (Via A. Specchi, 16, Rome), at the Head Office (Piazza Gae Aulenti 3 - Tower A, Milan) of UniCredit as well as on the website of UniCredit www.unicreditgroup.eu

Milan, 16 February 2017