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## **SHARE CAPITAL INCREASE OF UNICREDIT: SUBSCRIBED 99.8% OF THE OFFERING CORRESPONDING TO EURO 12,968,720,936.60 AT THE END OF THE SUBSCRIPTION PERIOD**

### **Unexercised rights to be offered on the Italian Stock Exchange from 27 February 2017**

UniCredit S.p.A. (the "**Company**" or "**UniCredit**") hereby announces that the subscription period relating to its recently announced rights offering to ordinary and saving shareholders of up to 1,606,876,817 newly issued ordinary shares with no par value (the "**New Shares**") ended on 23 February 2017 (in Italy and Germany) and on 22 February 2017 (in Poland).

During the subscription period (6 February 2017 - 23 February 2017 in Italy and Germany and 8 February 2017 - 22 February 2017 in Poland, the "**Subscription Period**") 616,559,900 subscription rights were exercised in respect of 1,603,055,740 New Shares, representing 99.8% of the total New Shares offered, for an aggregate amount of Euro 12,968,720,936.60

At the end of the Subscription Period, 1,469,645 rights relating to the subscription of 3,821,077 New Shares, representing 0.2% of the total New Shares offered, for an aggregate amount of Euro 30,912,512.93 remained unexercised (the "**Rights**").

The Rights will be auctioned by UniCredit on the Italian Stock Exchange, pursuant to Article 2441, paragraph 3, of the Italian Civil Code, through UniCredit Bank AG, Milan Branch, on 27 and 28 February 2017 and on 1, 2 and 3 March 2017 (the "**Auction**"), subject to early closing should the Rights be sold earlier.

All Rights will be offered during the first trading session; any residual Rights not taken up in the first trading session will be offered in subsequent trading sessions. Any purchased Right can be used to subscribe the New Shares for Euro 8.09 per New Share based on a ratio of 13 New Shares for every 5 Rights purchased.

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Exercise of Rights purchased in the Auction and the subsequent subscription of New Shares must be made, subject to forfeiture, by 6 March 2017, with immediately available funds, through authorized financial intermediaries that hold accounts with Monte Titoli S.p.A., except in the event the Auction closes earlier because the Rights have been taken up in full on 27 or 28 February 2017.

**Payment date in case of early closing of the Auction**

In case of the early closing of the Auction, the Rights purchased in the context of said auction must be exercised, subject to forfeiture, by and no later than the third business day following the notification of such early closing, and accordingly:

- by 2 March 2017, with immediately available funds, in case of early closing on 27 February 2017;
- by 3 March 2017, with immediately available funds, in case of early closing on 28 February 2017.

If the Rights are not taken up in full during the first two trading sessions referred to above (*i.e.*, on 27 and 28 February 2017), the last day for the subscription of the New Shares will be 6 March 2017.

The New Shares obtained by exercising the Rights will be deposited on the accounts held by the authorized intermediaries members of the centralized management system of Monte Titoli S.p.A. at the end of the accounting date of the last Rights exercise day, and will be made available as of the following settlement day.

The rights offering is underwritten by a syndicate coordinated and led by UniCredit Corporate & Investment Banking, Morgan Stanley and UBS Investment Bank acting as structuring advisors and, together with BofA Merrill Lynch, J.P. Morgan and Mediobanca, as joint global coordinators and joint bookrunners and in addition includes, Citigroup, Credit Suisse, Deutsche Bank, Goldman Sachs International and HSBC, acting as co-global coordinators and joint bookrunners, Banca IMI, Banco Santander, Barclays, BBVA, BNP PARIBAS, COMMERZBANK, Crédit Agricole CIB, Natixis and Société Générale acting as joint bookrunners, ABN AMRO, Banca Akros, and Macquarie Capital, as co-

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bookrunners, Danske Bank as co-lead manager, as well as CaixaBank, Equita SIM, Haitong, Jefferies, RBC Capital Markets, SMBC Nikko and Keefe, Bruyette & Woods, as co-managers. The underwriting syndicate members (with the exception of UniCredit Corporate & Investment Banking) have committed, severally and not jointly, to subscribe any newly issued shares that remain unsubscribed at the end of the Auction, up to a maximum amount equal to the aggregate amount of the offering. The underwriting agreement contains, *inter alia*, usual clauses which condition the effectiveness of the underwriting commitments or which grant underwriters the right to terminate the agreement, in line with international practice.

The Registration Document, the Securities Note and the Summary Note (jointly, the "Prospectus"), together with the Supplement to the Prospectus have been published pursuant to the law and, therefore, are available at the Registered Office of UniCredit, at Via A. Specchi, 16, Rome, at the Head Office of UniCredit, at Piazza Gae Aulenti 3 - Tower A, Milan and on the Company's website [www.unicreditgroup.eu](http://www.unicreditgroup.eu).

Milan, 23 February 2017

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This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended from time to time (the "Order") or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order or (iv) certified high net worth individuals and certified and self-certified sophisticated investors as described in Articles 48, 50, and 50A respectively of the Order or (v) persons to whom this communication may otherwise be lawfully communicated (all such persons together being referred to as "relevant persons"). Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.

This publication constitutes neither an offer to sell nor a solicitation to buy or subscribe for securities. This communication has been prepared on the basis that any offer of securities in any Member State of the European Economic Area ("EEA") which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), will be made on the basis of a prospectus approved by the competent authority or notified to the relevant competent authority and published in accordance with the Prospectus Directive (the "**Permitted Public Offer**") and/or pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of securities.

Accordingly, any person making or intending to make any offer of securities in a Relevant Member State other than the Permitted Public Offer, may only do so in circumstances in which no obligation arises for UniCredit or any of its consolidated subsidiaries or any of the Joint Global Coordinators, the Co-Global Coordinators or the Joint Bookrunners or any of the managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

The expression "Prospectus Directive" means Directive 2003/71/EC (this Directive and amendments thereto, including Directive 2010/73/EC, to the extent implemented in the Relevant Member State, together with any implementing measures in any member state).

The Prospectus (including the Supplement thereto) is available on the Company's website [www.unicreditgroup.eu](http://www.unicreditgroup.eu), as well as at the Registered Office of UniCredit S.p.A., at Via A. Specchi, 16, Rome, at the Head Office of UniCredit S.p.A., at Piazza Gae Aulenti 3 – Tower A, Milan. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in, respectively, the Prospectus (including the Supplement thereto) – in the case of investors in Italy, Germany and Poland – or an offering circular to be made available in due course by UniCredit – in the case of investors in the countries where the offer of securities referred to in this document is to be carried out based on a relevant prospectus exemption.

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