

Informazione Regolamentata n. 0263-95-2015	Data/Ora Ricezione 10 Aprile 2015 08:45:36	MTA
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 Informazione
 Regolamentata
 Nome utilizzatore : UNICREDITN05 - Berneri
 Tipologia : AVVI 16
 Data/Ora Ricezione : 10 Aprile 2015 08:45:36
 Data/Ora Inizio : 10 Aprile 2015 09:00:37
 Diffusione presunta
 Oggetto : Offer for the repurchase of Subordinated
 Notes issued by UniCredit. Determination
 of the repurchase price

Testo del comunicato

Vedi allegato.

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PRESS RELEASE

OFFER FOR THE REPURCHASE OF SUBORDINATED NOTES ISSUED BY UNICREDIT

DETERMINATION OF THE REPURCHASE PRICE

Milan, 10 April 2015 – Further to the press release published yesterday, UniCredit S.p.A. ("**UniCredit**" or the "**Offeror**") is announcing the repurchase price that will be applied in respect of the voluntary tender offer for the repurchase of some of the subordinated notes issued by itself (respectively, the "**Tender Offer**" and the "**Existing Notes**").

The Offer will be subject to the terms and conditions set forth in the tender offer memorandum, available to holders of the Existing Notes on the Offeror's website, at <http://www.unicreditgroup.eu/repurchasesubordinatednotes> (the "**Tender Offer Memorandum**").

The offering period will begin on 13 April 2015 at 12.00 pm, and terminates on 30 April 2015, at 4.00 pm, unless it is terminated early, there is an extension, or the Offer is reopened (the "**Offering Period**").

The Existing Notes, that will have been validly tendered, will be repurchased by the Offeror, upon the terms, and subject to the conditions, set forth in the Tender Offer Memorandum, at the price indicated below for each series of Existing Notes.

Name	ISIN code	Total amount outstanding (in Euros)	Repurchase Price ¹ %
UniCredit S.p.A. 31 December 2012- 28 February 2020 seven years and two months step-up fixed rate amortising Subordinated <i>Lower Tier II</i> Notes - series 31/12	IT0004883689	189,190,000	105.10
UniCredit S.p.A. 2013-2020 seven years and two months mixed rate amortising Subordinated <i>Lower Tier II</i> Notes - series 04/13	IT0004907785	240,693,000	102.66
UniCredit S.p.A. 2013-2020 seven years and two months step-up fixed rate amortising Subordinated <i>Lower Tier II</i> Notes - series 05/13	IT0004907850	338,143,000	106.10
UniCredit S.p.A. 2013-2020 seven years and two months step-up fixed rate amortising Subordinated <i>Lower Tier II</i> Notes - II - series 08/13	IT0004917867	399,997,000	106.20

¹ The Repurchase Price is expressed as a percentage of the principal amount of each Existing Note.

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Name	ISIN code	Total amount outstanding (in Euros)	Repurchase Price ¹ %
UniCredit S.p.A. 2013-2020 seven years and two months mixed rate amortising Subordinated <i>Lower Tier II</i> Notes - II - series 07/13	IT0004917917	554,497,000	102.80
UniCredit S.p.A. 2013-2020 seven years and two months step-up fixed rate amortising Subordinated <i>Lower Tier II</i> Notes - III - series 12/13	IT0004941412	297,369,000	104.90
UniCredit S.p.A. 2014-2021 seven years and two months step-up fixed rate amortising Subordinated <i>Lower Tier II</i> Notes - series 01/14	IT0004982200	267,407,000	104.45

Upon the Settlement Date (as defined below), any person who has tendered his Existing Notes to the Offer will receive consideration comprised as follows: (A) (i) the repurchase price for the relevant series of Existing Notes, as determined by the Offeror and set forth in the Tender Offer Memorandum, multiplied by (ii) the aggregate nominal value of the Existing Notes of the relevant series tendered for acceptance under the Offer, and settled by UniCredit (plus, where relevant, the repurchase price due in relation to any other series of Existing Notes tendered and accepted under the Offer by the same investor, calculated in the same way); and (B) (i) the interest accrued on each Existing Note tendered and repurchased by the Offeror under the Offer, from the interest payment date (inclusive) for the relevant series of Existing Notes immediately preceding the Settlement Date, to the Settlement Date under the Offer (exclusive), multiplied by (ii) the aggregate nominal value of the Existing Notes of the relevant series tendered for acceptance under the Offer, and settled by UniCredit.

The settlement date will be on 5 May 2015 (the “**Settlement Date**”), also in the event of the Offering Period's early termination. In the event of the Offering Period's extension or reopening of the Offer, the Offeror will set an appropriate settlement date for settlement of the tenders it has received in the course of that extension or reopening of the Offer, while the date for settlement of tenders received in the Offering Period will remain 5 May 2015, as originally established.

The Offer is brought in Italy, to the express exclusion of the United States of America, Canada, Japan and Australia, and of any other State in which this Offer is not permitted in the absence of authorisation from relevant authorities.

This press release is for information purposes only. For the terms and conditions of the Offer, a description of the risk factors pertaining thereto, and information on potential conflicts of interest that UniCredit has in relation to the Offer, please refer to the Tender Offer Memorandum, available, together with the other documents relating to the Offeror mentioned therein, online at <http://www.unicreditgroup.eu/repurchasesubordinatednotes>.

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DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum 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 or the Tender Offer Memorandum 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

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Offer. None of the financial advisor, the tender agent or the Offeror makes any recommendation as to Offer.

OFFER AND DISTRIBUTION RESTRICTIONS Neither this announcement nor the Tender Offer Memorandum 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 and the Tender Offer Memorandum in certain jurisdictions (in particular, the United States, Canada, Australia, and Japan) may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by the Offeror to inform themselves about, and to observe, any such restrictions.

Fine Comunicato n.0263-95

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