

Informazione Regolamentata n. 0263-128-2015	Data/Ora Ricezione 29 Aprile 2015 12:46:27	MTA
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Societa' : UNICREDIT

Identificativo : 57269

Informazione
Regolamentata

Nome utilizzatore : UNICREDITN05 - Berneri

Tipologia : AVVI 16

Data/Ora Ricezione : 29 Aprile 2015 12:46:27

Data/Ora Inizio : 29 Aprile 2015 13:01:27

Diffusione presunta

Oggetto : Offer for the repurchase of subordinated notes issued by UniCredit. Extension of the offering period

Testo del comunicato

Vedi allegato.



PRESS RELEASE

OFFER FOR THE REPURCHASE OF SUBORDINATED NOTES ISSUED BY UNICREDIT

AS OF 28 APRIL 2015 THE APPLICATIONS RECEIVED WERE EQUAL TO 55%

EXTENSION OF THE OFFERING PERIOD UNTIL 15 MAY 2015

SETTLEMENT DATE: 5 MAY 2015 FOR THE APPLICATIONS RECEIVED UNTIL, AND INCLUDING, 30 APRIL 2015, 19 MAY 2015 FOR THE APPLICATIONS RECEIVED FROM 4 TO 15 MAY 2015

Milan, 29 April 2015 - UniCredit S.p.A. (“**UniCredit**” or the “**Offeror**”) hereby announces, in relation to the voluntary tender offer for the repurchase of some of the bonds issued by UniCredit S.p.A. (the “**Tender Offer**” and the “**Existing Notes**”, respectively), that the Offeror (i) received applications, in the period between the start of the offering period (13 April 2015) and yesterday, Tuesday 28 April 2015, for an aggregate nominal amount of EUR 1,253,305,000, representing 55% of the Existing Notes; and (ii) intends to extend the offering period until 15 May 2015.

Provisional results of the Offer

The following table shows the details of the Existing Notes tendered to the Offer from 13 April 2015 to 28 April 2015 for each series.

Name	ISIN code	Due Date	Tendered nominal value from 13 April 2015 to 28 April 2015	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	104,667,000	55.32
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	121,953,000	50.67
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	184,065,000	54.43
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	213,252,000	53.31
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	15 July 2020	351,398,000	63.37

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Name	ISIN code	Due Date	Tendered nominal value from 13 April 2015 to 28 April 2015	Tendered nominal value / Total outstanding amount (%)
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	13 October 2020	148,887,000	50.07
UniCredit S.p.A. 2014-2021 seven years two months step-up fixed rate amortising Subordinated <i>Lower Tier II</i> Notes - series 01/14	IT0004982200	31 March 2021	129,083,000	48.27

Extension of the offering period

Considering the positive outcome of the Offer UniCredit has decided to extend the Offering Period until, and including, 15 May 2015 at 4.00 pm. Therefore, the holders of the Existing Notes may also tender their notes under the Offer after 30 April 2015, on each Business Day included in the period between, and including, 4 May 2015 at 8.30 am and 15 May 2015 at 4.00 pm, subject to early closing, or further extension, or reopening of the Offer (the “**Extended Offering Period**”).

The Existing Notes tendered under the Offer during the Extended Offering Period will be repurchased by the Offeror pursuant to the terms and conditions set forth in the tender offer memorandum dated 13 April 2015 and available on the Offeror’s website www.unicreditgroup.eu/repurchasesubordinatednotes (the “**Tender Offer Memorandum**”), as supplemented and/or amended, as the case may be, by the provisions of this press release.

The applications received during the Extended Offering Period shall be submitted according to the procedures set forth in the Tender Offer Memorandum, in view of the extension of the Offering Period and of the provisions referred to in this press release (see, in particular, Paragraph E. “*Modalità di adesione e ulteriori termini e condizioni dell’Offerta*” of the Tender Offer Memorandum), by the subscription and delivery of the appropriate acceptance form set for the Extended Offering Period (the “**Acceptance Form for the Extended Offering Period**”).

Any defect or irregularity noticed by the Offeror in respect of the applications received during the Extended Offering Period must be remedied by 18 May 2015 at 10.00 am.

The Repurchase Price of each series of Existing Notes shall be the same as the one announced by the Offeror in the press release dated 10 April 2015 (available on the Offeror’s website www.unicreditgroup.eu/repurchasesubordinatednotes) and set forth in the Tender Offer Memorandum (see Paragraph D. “*Corrispettivo*” of the Tender Offer Memorandum). The Interest Accrual for each series of Existing Notes was recalculated by the Offeror to take into account the Second Settlement Date (as defined below) and is displayed in the table below.

While the settlement date for the applications validly submitted by, and including, 30 April 2015 and accepted by the Offeror shall remain 5 May 2015, the settlement date for the applications to be validly submitted during the Extended Offering Period and accepted by the Offeror shall be 19 May 2015 (the “**Second Settlement Date**”), including in the event of early closing. In the event of further extension or reopening of the Offer, the Offeror shall set a specific value date for the settlement of the applications received during such further extension period or reopening of the Offer.

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, which is available, together with the other documents relating to the Offeror mentioned therein, online at www.unicreditgroup.eu/repurchasesubordinatednotes.

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Please note that the Offer is still subject to the MAC Condition, as defined in the Tender Offer Memorandum. The Offeror shall announce the occurrence or non-occurrence of any of the events triggering the MAC Condition by 5 May 2015 at 9.00 am.

Any capitalised terms not defined in this press release shall have the meaning attributed to them in the Tender Offer Memorandum.

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The following table shows the Interest Accrual for each series of the Existing Notes to be paid by the Offeror on the Second Settlement Date, together with the relevant Repurchase Price for each Existing Note tendered and accepted by UniCredit pursuant to the terms and conditions of the Offer as set forth in the Tender Offer Memorandum and as supplemented and/or amended by this press release.

Name	ISIN code	Gross Interest Accrued as at the Second Settlement Date (%)
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	0.90000
UniCredit S.p.A. 2013-2020 seven years and two months mixed rate amortising Subordinated Lower Tier II Notes - series 04/13	IT0004907785	0.61250
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	3.10139
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	2.95556
UniCredit S.p.A. 2013-2020 seven years and two months mixed rate amortising Subordinated Lower Tier II Notes - II - series 07/13	IT0004917917	0.31639
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	2.04000
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	0.38111

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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 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.0263-128

Numero di Pagine: 6