



UniCredit S.p.A. - Registered Office and Head Office: Piazza Gae Aulenti no. 3 - Tower A - 20154 Milan - Share Capital € 20,880,549,801.81 fully paid-up – Bank registered with the National Register of Banks and with the Register of Banking Groups and Parent Company of the UniCredit Banking Group, code 02008.1 - ABI (Italian Banking Association) Code 02008.1 – registration no. in the Milan-Monza-Brianza-Lodi Companies' Register, fiscal code and VAT no. 00348170101 - Member of the National Interbank Deposit Guarantee Fund and of the National Compensation Fund - Stamp duty paid virtually, if due - Auth. Agenzia delle Entrate, Ufficio di Roma 1, no. 143106/07 of 21.12.2007.

NOTICE TO THE SHAREHOLDERS OF ORDINARY AND SAVINGS SHARES (pursuant to Article 84 of the Consob Regulation no. 11971/1999)

RESULTS OF THE OFFER IN OPTION OF UNICREDIT ORDINARY AND SAVINGS SHARES PURSUANT TO ART. 2437- QUATER OF THE ITALIAN CIVIL CODE

CONVERSION OF SAVINGS SHARES INTO ORDINARY SHARES

SETTLEMENT DATES

UniCredit S.p.A. hereby informs that the offer on an option and pre-emption right basis expired on 21 February 2018 and all the ordinary and savings shares subject to withdrawal – as a result of the exercise of the option and pre-emption right pursuant to art. 2437-quater, paragraphs 2 and 3 of the Italian Civil Code – have been purchased. Such withdrawal rights arose from the resolution resolved upon by the Extraordinary Shareholders Meeting and the Special Meeting of Savings Shareholders held on December 4, 2017, which have approved – *inter alia* – the elimination of the 5% limit for the exercise of the voting right and the mandatory conversion of savings shares into ordinary shares.

Recalling that:

- the withdrawing ordinary shares have been offered on an option right basis to the shareholders on the basis of a ratio of no. 1 withdrawing ordinary share for each no. 352 owned UniCredit shares at an offer price amounting to Euro 16.340, calculated in compliance with Article 2437-ter, paragraph 3, of the Italian Civil Code;
- the withdrawing savings shares have been offered on an option right basis to the shareholders on the basis of a ratio of no. 1 withdrawing savings share for each no. 14,851 owned UniCredit shares at an offer price amounting to Euro 61.10, calculated in compliance with Article 2437-ter, paragraph 3, of the Italian Civil Code;
- the conversion ratio, for each savings share, is made up partly of no. 3.82 UniCredit ordinary shares and a cash adjustment of Euro 27.25;

it should be noted that:

- the settlement of the shares subject to withdrawal and the related operations subsequent to the exercise of the option and pre-emption concerning the ordinary and savings shares will take place on 12 March 2018;
- the last trading date of UniCredit savings shares will be on 9 March 2018;
- the mandatory conversion of savings shares into ordinary shares will be effective on 12 March 2018 and therefore starting from that date will be traded on the regulated market of the Electronic Market of Borsa Italiana S.p.A. only UniCredit ordinary shares; with a value date of 14 March 2018 will be paid the cash adjustment;
- after the effectiveness of the mandatory conversion of the n. 252,489 savings shares into ordinary shares, the UniCredit share capital equal to Euro 20,880,549,801.81, fully subscribed and paid-up, shall be divided into no. 2,226,657,313 ordinary shares with no par value;
- the remaining fractions deriving from the conversion of the savings shares will be monetized at the official market price of the ordinary shares as of 9 March 2018 and they will be settled by means of the intermediaries of the entitled shareholders.

This notice is published on the newspapers "MF" and "Il Sole 24 Ore".

Milan, March 6th 2018

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by Giuseppe Vita