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This communication and the information contained herein does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase or subscribe securities, in the United States, Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the "Other Countries"). Any public offering is being conducted in, respectively, Italy, Germany and Poland pursuant to the Prospectus (as defined below), including any supplements thereto, duly authorized by the *Commissione Nazionale per le Società e la Borsa* ("Consob") and notified to the German Financial Supervisory Authority (BaFin) and the Polish Financial Supervisory Authority (KNF) in accordance with applicable regulations. Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or pursuant to the corresponding regulations in force in the Other Countries. The securities may not be offered or sold in the United States unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. UniCredit S.p.A. does not intend to register any portion of any offering in the United States



UNICREDIT: EARLY ENDING OF THE OFFER TO THE MARKET OF THE UNEXERCISED RIGHTS

Following the press release issued on 23 February 2017, UniCredit S.p.A. ("**UniCredit**" or the "**Company**"), announces that during the first trading session held today all 1,469,645 rights not exercised during offering period (the "**Unexercised Rights**"), for the subscription of 3,821,077 newly issued UniCredit ordinary shares (the "**New Shares**") have been sold for a total amount of Euro 15,063,861.25.

Therefore, the exercise of the Unexercised Rights purchased during the auction and, therefore, the subscription of the related New Shares shall be carried out, under penalty of forfeiture, by and no later than the third trading day following the early closing notification, and, hence, by 2 March 2017.

The Unexercised Rights will be made available to purchasers through authorized intermediaries members of the centralized management system of Monte Titoli S.p.A. and may be used to subscribe the New Shares - having the same characteristics of the outstanding UniCredit ordinary shares and with regular entitlement – at a price of Euro 8.09 per share based on a ratio of 13 New Shares for every 5 Unexercised Rights.

It is also recalled that: (i) during the offering period, 616,559,900 rights have been exercised and 1,603,055,740 new ordinary UniCredit shares, representing 99.8% of the total new shares offered, have been subscribed, for an aggregate amount of Euro 12,968,720,936.60; and (ii) the offering remains underwritten by a syndicate composed by UniCredit Corporate & Investment Banking (without any underwriting commitment), 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

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bookrunners, ABN AMRO, Banca Akros, and Macquarie Capital, as co-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 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.

Milan, 27 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,

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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, 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.

None of the joint global coordinators, the co-global coordinators, the joint bookrunners, the other managers or any of their affiliates or any of its or their respective directors, officers, employees, advisers or agents accepts any responsibility or liability for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement or any other information relating to UniCredit, its subsidiaries or associated companies, or for any loss arising from any use of this announcement or its contents or in connection therewith. They will not regard any other person as their respective clients in relation to the rights issue and will not be responsible to anyone other than UniCredit for providing the protections afforded to their respective clients, nor for providing advice in relation to the

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