



**SUPPLEMENT DATED 21 DECEMBER 2015  
TO THE BASE PROSPECTUS DATED 15 JUNE 2015**

**UNICREDIT S.p.A.**

(incorporated with limited liability as a *Società per Azioni* in the Republic of Italy under registered number 00348170101)

and

**UNICREDIT BANK IRELAND p.l.c.**

(incorporated with limited liability in Ireland under registered number 240551)

and

**UNICREDIT INTERNATIONAL BANK (Luxembourg) S.A.**

(incorporated as a public limited liability company (*société anonyme*) under the laws of the Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies register under number B.103.341)

**unconditionally and irrevocably guaranteed by**

**UNICREDIT S.p.A.**

**in the case of Notes issued by UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A.**

**€60,000,000,000 EURO MEDIUM TERM NOTE PROGRAMME**

This supplement (the **Supplement**) to the base prospectus dated 15 June 2015 as previously supplemented by the first supplement dated 13 August 2015 (the **Base Prospectus**), constitutes a supplement for the purposes of Article 13.1 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities, as amended (the **Prospectus Act**) and is prepared in connection with the €60,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by UniCredit S.p.A. (**UniCredit** and, in the case of Notes issued by UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A., the **Guarantor**), UniCredit Bank Ireland p.l.c. (**UniCredit Ireland**) and UniCredit International Bank (Luxembourg) S.A. (**UniCredit International Luxembourg**) (each an **Issuer** and together the **Issuers**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuers and the Guarantor (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and contains no omissions likely to affect its import.

**Purpose of the Supplement**

The purpose of the submission of this Supplement is to (i) update the “Documents Incorporated by Reference” section of the Base Prospectus to incorporate by reference the Consolidated Interim Report as at September 30, 2015- Press Release (as defined below) and some recent press releases relating to UniCredit, (ii) update the “Summary Note” section of the Base Prospectus, (iii) update the “Risk Factors” section of the Base Prospectus, (iv) update the “Description of UniCredit and the UniCredit Group” section of the Base Prospectus, (v) update the “General Information” section of the Base Prospectus and (vi) update the “Taxation” section of the Base Prospectus.

## Documents Incorporated by Reference

On 11 November 2015, the Board of Directors of UniCredit approved the unaudited consolidated interim financial statements of UniCredit in respect of the three months ended 30 September 2015 (the **Consolidated Interim Report as at September 30, 2015 - Press Release**).

On 10 December 2015, UniCredit issued a press release concerning the specific capital requirements set by ECB.

On 10 December 2015, UniCredit issued a press release concerning the resignation of Statutory Auditor.

On 2 December 2015, UniCredit issued a press release concerning the ratings from Standard & Poor's.

On 11 November 2015, UniCredit issued a press release concerning the resignation of a Permanent Statutory Auditor and the assessment of a new Director's requirements.

On 6 October 2015, UniCredit issued a press release concerning a Director's appointment proposal.

Copies of the Consolidated Interim Report as at September 30, 2015 - Press Release and the five press releases mentioned above (the **Press Releases**) have been filed with the *Commission de Surveillance du Secteur Financier (CSSF)* and, by virtue of this Supplement, are incorporated by reference in, and form part of, the Base Prospectus.

The following information set out in the Consolidated Interim Report as at September 30, 2015- Press Release and the Press Releases shall be incorporated by reference in, and form a part of, the Base Prospectus:

<b>Documents</b>	<b>Information Incorporated</b>	<b>Page Reference</b>
"Consolidated Interim Report as at September 30, 2015 - Press Release" dated 11 November 2015	Group Results	1-6
	UniCredit Group: Reclassified Income Statement	7
	UniCredit Group: Reclassified Balance Sheet	8
	Other UniCredit Group Tables (Core and non-core Reclassified Income Statement, Shareholders' Equity, EPS evolution, Loans to customers – Asset Quality, Staff and Branches, Ratings)	9-13
	Bases for Preparation	14-15
	Certification	16
Press Release "UniCredit Group well above the specific capital requirements set by ECB" dated 10 December 2015	Entire Document	All
Press Release "Resignation of Statutory Auditor" dated 10 December 2015	Entire Document	All
Press Release "UniCredit: S&P's affirmed UniCredit SpA's ratings" dated 2 December 2015	Entire Document	All

Press Release “Resignation of a Permanent Statutory Auditor - Assessment of a new Director's requirements” dated 11 November 2015 Entire Document All

Press Release “UNICREDIT: Director's appointment proposal” dated 6 October 2015 Entire Document All

### Summary Note of the Base Prospectus

The Summary Note of the Programme included in the Base Prospectus is deleted in its entirety and replaced with the information set out in the Appendix 1 to this Supplement. The following elements of the Summary Note of the Programme have been amended:

- Element B.12 in relation to UniCredit as Issuer has been updated further to the approval of the Consolidated Interim Financial Report as at 30 September 2015 - Press Release;
- Element B.19 B12 in relation to UniCredit as Guarantor has been updated further to the approval of the Consolidated Interim Financial Report as at 30 September 2015 - Press Release;
- Element D.2 has been amended to align it to the risk factors included in the Risk Factors section of the Base Prospectus.

### Risk Factors

#### *Factors that may affect the Issuer's ability to fulfil its obligations under Notes issued under the Programme*

The sub-section “*The bank recovery and resolution directive is intended to enable a range of actions to be taken in relation to credit institutions and investment firms considered to be at risk of failing. The implementation of the directive or the taking of any action under it could materially affect the value of any Notes*” on page 55 et seq. of the Base Prospectus is deleted in its entirety and replaced as follows:

“On 2 July 2014, the directive providing for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and investment firms (Directive 2014/59/EU) (the **Bank Recovery and Resolution Directive** or **BRRD**) entered into force. The BRRD is designed to provide authorities with a credible set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system.

The BRRD contains four resolution tools and powers which may be used alone or in combination where the relevant resolution authority considers that (a) an institution is failing or likely to fail, (b) there is no reasonable prospect that any alternative private sector measures would prevent the failure of such institution within a reasonable timeframe, and (c) a resolution action is in the public interest: (i) sale of business - which enables resolution authorities to direct the sale of the firm or the whole or part of its business on commercial terms; (ii) bridge institution - which enables resolution authorities to transfer all or part of the business of the firm to a “bridge institution” (an entity created for this purpose that is wholly or partially in public control); (iii) asset separation - which enables resolution authorities to transfer impaired or problem assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only); and (iv) bail-in - which gives resolution authorities the power to write down certain claims of unsecured creditors of a failing institution and to convert certain unsecured debt claims (including Notes) to shares or other instruments of ownership (i.e. shares, other instruments that confer ownership, instruments that are convertible into or give the right to acquire shares or other instruments of ownership, and instruments representing interests in shares or other instruments of ownership) (the **general bail-in tool**), which could also be subject to any future application of the general bail-in tool.

The BRRD also provides for a Member State as a last resort, after having assessed and exploited the above resolution tools (including the general bail-in tool) to the maximum extent practicable whilst maintaining financial stability, to be able to provide extraordinary public financial support through additional financial stabilisation tools. These consist

of the public equity support and temporary public ownership tools. Any such extraordinary financial support must be provided in accordance with the burden sharing requirements of the EU state aid framework and the BRRD.

An institution will be considered as failing or likely to fail when: it is, or is likely in the near future to be, in breach of its requirements for continuing authorisation; its assets are, or are likely in the near future to be, less than its liabilities; it is, or is likely in the near future to be, unable to pay its debts as they fall due; or it requires extraordinary public financial support (except in limited circumstances).

In addition to the general bail-in tool, the BRRD provides for resolution authorities to have the further power to permanently write-down/convert into equity capital instruments such as Subordinated Notes at the point of non-viability and before any other resolution action is taken (**non-viability loss absorption**). Any shares issued to holders of Subordinated Notes upon any such conversion into equity capital instruments may also be subject to any application of the general bail-in tool.

For the purposes of the application of any non-viability loss absorption measure, the point of non-viability under the BRRD is the point at which the relevant authority determines that the institution meets the conditions for resolution (but no resolution action has yet been taken) or that the institution will no longer be viable unless the relevant capital instruments (such as Subordinated Notes) are written-down/converted or extraordinary public support is to be provided and without such support the appropriate authority determines that the institution would no longer be viable.

The BRRD provides that Member States should apply the new “crisis management” measures from 1 January 2015, except for the general bail-in tool which is to be applied from 1 January 2016. In the context of these resolution tools, the resolution authorities have the power to amend or alter the maturity of debt instruments and other eligible liabilities issued by an institution under resolution or amend the amount of interest payable under such instruments and other eligible liabilities, or the date on which the interest becomes payable, including by suspending payment for a temporary period, except for those secured liabilities which are subject to Article 44(2) of the BRRD.

The BRRD has been implemented in Italy through the adoption of two Legislative Decrees by the Italian Government, namely, Legislative Decrees No. 180/2015 and 181/2015 (together, the **BRRD Decrees**), both of which were published in the Italian Official Gazette (*Gazzetta Ufficiale*) on 16 November 2015. Legislative Decree No. 180/2015 is a stand-alone law which implements the provisions of BRRD relating to resolution actions, while Legislative Decree No. 181/2015 amends the existing Banking Law (Legislative Decree No. 385 of 1 September 1993, as amended) and deals principally with recovery plans, early intervention and changes to the creditor hierarchy.

The BRRD Decrees entered into force on the date of publication on the Italian Official Gazette (i.e. 16 November 2015), save that: (i) the bail-in tool will apply from 1 January 2016; and (ii) a “depositor preference” granted for deposits other than those protected by the deposit guarantee scheme and excess deposits of individuals and SME’s will apply from 1 January 2019.

In addition, because (i) Article 44(2) of the BRRD excludes certain liabilities from the application of the general bail-in tool and (ii) the BRRD provides, at Article 44(3), that the resolution authority may partially or fully exclude certain further liabilities from the application of the general bail-in tool, the BRRD specifically contemplates that *pari passu* ranking liabilities may be treated unequally. Accordingly, holders of Senior Notes and Subordinated Notes of a Series may be subject to write-down/conversion upon an application of the general bail-in tool while other Series of Senior Notes or, as appropriate, Subordinated Notes (or, in each case, other *pari passu* ranking liabilities) are partially or fully excluded from such application of the general bail-in tool. Further, although the BRRD provides a safeguard in respect of shareholders and creditors upon application of resolution tools, Article 75 of the BRRD sets out that such protection is limited to the incurrence by shareholders or, as appropriate, creditors, of greater losses as a result of the application of the bail-in tool than they would have incurred in a winding up under normal insolvency proceedings. It is therefore possible not only that, in circumstances in which Senior Notes or Subordinated Notes have been partially or fully written-down/converted into equity capital instruments on an application of the general bail-in tool, the claims of other holders of junior or *pari passu* liabilities may have been excluded from the application of the general bail-in tool and therefore the holders of such claims receive a treatment which is more favourable than that received by holders of Senior Notes or Subordinated Notes, but also that the safeguard referred to above does not apply to ensure equal (or better) treatment compared to the holders of such fully or partially excluded claims because the safeguard is not intended to address such possible unequal treatment but rather to ensure that shareholders or creditors do not incur greater losses in a bail-in (or other application of a resolution tool) than they would have received in a winding up under normal insolvency proceedings.

Also, in respect of Senior Notes, Article 108 of the BRRD requires that Member States modify their national insolvency regimes such that deposits of natural persons and micro, small and medium sized enterprises in excess of the coverage level contemplated by deposit guarantee schemes created pursuant to Directive 2014/49/EU have a ranking in normal insolvency proceedings which is higher than the ranking which applies to claims of ordinary, unsecured, non-preferred creditors, such as holders of Senior Notes. In addition, the BRRD does not prevent Member States, including Italy, from amending national insolvency regimes to provide other types of creditors, with rankings in insolvency higher than ordinary, unsecured, non-preferred creditors. Legislative Decree No. 181/2015 has amended the bail in creditor hierarchy in the case of admission of Italian banks and investment firms to resolution, by providing that, as from 1 January 2019, all deposits other than those protected by the deposit guarantee scheme and excess deposits of individuals and SME's will benefit from a preference in respect of senior unsecured liabilities, though with a ranking which is lower than that provided for individual/SME deposits exceeding the coverage limit of the deposit guarantee scheme. This means that, as from 1 January 2019, significant amounts of liabilities in the form of large corporate and interbank deposits, which under the national insolvency regime currently in force in Italy rank *pari passu* with Senior Notes, will rank higher than Senior Notes in normal insolvency proceedings and therefore that, on application of the general bail-in tool, such creditors will be written-down/converted into equity capital instruments only after Senior Notes. Therefore, the safeguard set out in Article 75 of the BRRD (referred to above) would not provide any protection since, as noted above, Article 75 of the BRRD only seeks to achieve compensation for losses incurred by creditors which are in excess of those which would have been incurred in a winding-up under normal insolvency proceedings.

Legislative Decree No. 181/2015 has also introduced strict limitations on the exercise of the statutory rights of set-off normally available under Italian insolvency laws, in effect prohibiting set-off by any creditor in the absence of an express agreement to the contrary. Since each holder of any Senior Notes or Subordinated Notes will have expressly waived any rights of set-off, counterclaim, abatement or other similar remedy which it might otherwise have, under the laws of any jurisdiction, in respect of such Senior Notes or Subordinated Notes, it is clear that the statutory right of set-off available under Italian insolvency laws will likewise not apply.

The powers set out in the BRRD will impact how credit institutions and investment firms are managed as well as, in certain circumstances, the rights of creditors. Once the BRRD is fully implemented, holders of Senior Notes and Subordinated Notes may be subject to write-down/conversion into equity capital instruments on any application of the general bail-in tool and, in the case of Subordinated Notes, non-viability loss absorption, which may result in such holders losing some or all of their investment. The exercise of any power under the BRRD or any suggestion of such exercise could, therefore, materially adversely affect the rights of Noteholders, the price or value of their investment in any Notes and/or the ability of the relevant Issuer and/or the Guarantor, as the case may be, to satisfy its obligations under any Notes and/or the Guarantee.

As of 2016 (or, if earlier, the date of national implementation of the BRRD), European banks will also have to comply with a Minimum Requirement for Own Funds and Eligible Liabilities (the **MREL**). The BRRD does not foresee an absolute minimum, but attributes the competence to set a minimum amount for each bank to national resolution authorities (for banks not being part of the Banking Union) or to the Single Resolution Board (the **SRB**) for banks being part of the Banking Union. The European Banking Authority (**EBA**) is currently consulting on Regulatory Technical Standards (the **RTS**) which shall further define the way in which resolution authorities/the SRB shall calculate MREL. The EBA consultation paper suggests that the MREL requirements can be implemented for G-SIBs in a manner that is "consistent with" the international framework, and contemplates a possible increase in the MREL requirement over time in order to provide for an adequate transition to compliance with the TLAC requirements that are currently projected to apply from January 2019."

The sub-section "*Risks connected with failure to implement the Strategic Plan*" on pages 61 and 62 of the Base Prospectus is deleted in its entirety and replaced as follows:

"On 11 November 2015 the Board of Directors of UniCredit at its meeting resolved to set out a new Strategic Plan focused on five key actions:

- Acceleration of **cost cutting** measures in staff and other administrative expenses as well as streamlining corporate centres, aimed at staff cuts of c.18,200 FTEs by 2018;
- **Exit or restructuring of poorly performing businesses** such as retail banking in Austria and leasing in Italy, on top of the ongoing rundown of the Non Core Division;

- **Strong focus on the new digital agenda**, underpinned by €1.2 billion investments over the 2016-18 horizon, which will accelerate the Group's retail and corporate multi-channel transformation and create further discontinuity from traditional banking;
- **Becoming a simpler and more integrated Group**, with the elimination of the Austrian sub-holding with direct shareholding control of CEE subsidiaries by UniCredit Holding (while preserving CEE Division know-how) by the end of 2016, strengthening central governing functions and focusing on commercial synergies between global platforms (CIB) and the Commercial Banks networks;
- **Leverage on growth businesses in CEE Region, Asset Management and Asset Gathering**, increasing capital allocation towards CEE whilst increasing and rebalancing the revenue stream towards capital light businesses.

The Strategic Plan is based on a series of estimates and projections relating to the occurrence of future events and actions that will have to be undertaken by the management on the time horizon of the Strategic Plan.

The main projections on which the Strategic Plan is based include those relating to the macroeconomic scenario, which cannot be influenced by the management, as well as hypothetical assumptions relating to the effects of specific actions or concerning future events which can only be partially influenced by the management and which may not happen or may change over the period of time covered in the plan. These circumstances could therefore mean that the actual results achieved may differ considerably from the forecasts, and could have significant repercussions on the Group's prospects.

In light of the uncertainty that characterises not only the projected data, but also the potential effects of the actions and managerial choices of the Group's management based on the Strategic Plan, investors are reminded that they should not make their investment decisions based exclusively on this data."

***Factors which are material for the purpose of assessing the market risks associated with notes issued under the programme***

The sub-section "*Withholding under the EU Savings Directive*" on pages 70-71 of the Base Prospectus is deleted in its entirety and replaced as follows:

"Under Council Directive 2003/48/EC on the taxation of savings income (the **Saving Directive**), EU Member States are required to provide to the tax authorities of other EU Member States details of certain payments of interest or similar income paid or secured by a person established in a EU Member State or for the benefit of an individual resident in another EU Member State or certain limited types of entities established in another EU Member State.

For a transitional period, Austria is required (unless during that period it elects otherwise) to operate a withholding system in relation to such payments. The end of the transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland).

On 10 November 2015, the Council of the European Union adopted a Council Directive repealing the Saving Directive from 1 January 2017 in the case of Austria and from 1 January 2016 in the case of all other EU Member States (subject to on-going requirements to fulfil administrative obligations such as the reporting and exchange of information relating to, and accounting for withholding taxes on, payments made before those dates). This is to prevent overlap between the Saving Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU).

If a payment were to be made in or collected through a EU Member State which has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment, neither the relevant Issuer, the Guarantor, the Principal Paying Agent, nor any of the Paying Agents (as defined in the Conditions of the Notes), nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. The relevant Issuer is required to maintain a Paying Agent in an EU Member State that is not obliged to withhold or deduct tax pursuant to the Savings Directive."

**Description of UniCredit and the UniCredit Group**

***Principal Shareholders***

The paragraph titled “Principal Shareholders” on pages 220-221 of the Base Prospectus is deleted in its entirety and replaced as follows:

“As at 11 November 2015, UniCredit share capital, fully subscribed and paid-up, amounted to €20,257,667,511.62 and comprised 5,969,658,488 shares without nominal value, of which 5,967,177,811 are ordinary shares and 2,480,677 are savings shares. UniCredit ordinary shares are listed on the Italian, German and Polish regulated markets. The shares traded on these markets have the same characteristics and confer the same rights on the holder. UniCredit savings shares (shares without voting rights and with preferential economic rights) are only listed on the Italian regulated market.

As at 11 November 2015, according to available information, the main shareholders holding, directly or indirectly, a relevant participation in the Issuer were:

<b>Main Shareholders</b>	<b>Ordinary Shares</b>	<b>% owned *</b>
Aabar Luxembourg S.a.r.l.	301,280,851	5.049
BlackRock Inc.	299,912,608	5.026
Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	206,864,640	3.467
Central Bank of Libya	174,765,354	2.929
Fondazione Cassa di Risparmio di Torino	150,467,668	2.522
Norges Bank	128,835,804	2.159

\* On ordinary share capital as at 11 November 2015.

According to Clause 5 of UniCredit’s Articles of Association, no one entitled to vote may vote, for any reason whatsoever, for a number of shares exceeding 5 per cent. of the share capital bearing voting rights.

For the purposes of computing said threshold, one must take into account the global stake held by the controlling party, (be it a private individual, legal entity or company), all subsidiaries – both direct and indirect – and affiliates, as well as those shares held through trustee companies and/or third parties and/or those shares whose voting rights are attributed for any purpose or reason to a party other than their owner; those shareholdings included in the portfolios of mutual funds managed by subsidiaries or affiliates, on the other hand, must not be taken into consideration.

No individual or entity controls the Issuer within the meaning provided for in Article 93 of the Financial Services Act, as amended.”

### ***Recent Developments***

The sub-section “*Recent Developments*” is amended by adding the following paragraph at page 236 of the Base Prospectus:

“As a result of the macro-economic scenario characterized by interest rates at historical lows and regulatory changes, which are impacting the European banking sector, the Board of Directors of UniCredit at its meeting on 11 November 2015 resolved to set out a new Strategic Plan outlining the business direction, structure and organization of UniCredit to ensure sustainable return to shareholders. The 2018 key targets are summarized below:

- A solid capital base;
- Strict cost control aiming at the reduction in operating expenses of €1.6 billion;
- A substantial dividend pool available for distribution

UniCredit’s Top Management execution will be focused on five key actions:

- Acceleration of cost cutting measures in staff and other administrative expenses, across UniCredit's geographies and divisions, as well as streamlining corporate centres, aimed at staff cuts of c.18,200 FTEs by 2018;
- Exit or restructuring of poorly performing businesses such as retail banking in Austria and leasing in Italy, on top of the ongoing rundown of the Non Core Division;
- Strong focus on the new digital agenda, underpinned by €1.2 billion investments over the 2016-18 horizon, which will accelerate the Group's retail and corporate multi-channel transformation and create further discontinuity from traditional banking; UniCredit aims at delivering a service model upgrade which will increase quality, speed of service and customer experience.
- Becoming a simpler and more integrated Group, with the elimination of the Austrian sub-holding with direct shareholding control of CEE subsidiaries by UniCredit Holding (while preserving CEE Division know-how) by the end of 2016, strengthening central governing functions and focusing on commercial synergies between global platforms (CIB) and the Commercial Banks networks. Several initiatives and organisational changes to enhance integration across divisions and to fully exploit commercial synergies have already been launched such as the joint ventures between Commercial Banks and CIB.
- Leverage on growth businesses in CEE Region, Asset Management and Asset Gathering, increasing capital allocation towards CEE whilst increasing and rebalancing the revenue stream towards capital light businesses. In Private Banking, UniCredit will continue to focus on "*ultra-high net worth individuals*".

UniCredit confirms its mission as a well-diversified Pan-European commercial bank with a leading position across Western and Central European countries."

## **Taxation**

### ***Taxation in the Republic of Italy***

The paragraph titled "*Taxation in the Republic of Italy*" at page 244 et seq. of the Base Prospectus is deleted in its entirety and replaced with the information set out in the Appendix 2 to this Supplement.

## **General Information**

### ***Significant or Material Change***

The paragraph titled "Significant or Material Change" on page 279 of the Base Prospectus is deleted in its entirety and replaced as follows:

"There has been no significant change in the financial or trading position of UniCredit and the Group since 30 September 2015 and there has been no material adverse change in the prospects of UniCredit and the Group since 31 December 2014.

There has been no significant change in the financial or trading position of UniCredit Ireland since 30 June 2015 and there has been no material adverse change in the prospects of UniCredit Ireland since 31 December 2014. Consistent with previous years UniCredit Ireland paid a dividend of 74 million, representing over 90% of its distributable profits for the financial year ending 31 December 2014, to its shareholders on 9 June 2015.

There has been no significant change in the financial or trading position of UniCredit International Luxembourg since 31 December 2014 and there has been no material adverse change in the prospects of UniCredit International Luxembourg since 31 December 2014."

## **General**

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

In accordance with Article 13.2 of Chapter 1 of Part II of the Prospectus Act, investors who have agreed to purchase or subscribe for Notes issued under the Programme before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this

Supplement was published, to withdraw their acceptances. This right to withdraw shall expire by close of business on 23 December 2015.

## Appendix 1

### Summary of the Programme

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7).

This Summary contains all the Elements required to be included in a summary for the Notes, the Issuers and the Guarantor. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

### Section A – Introduction and warnings

Element		
A.1	<b>Warnings</b>	<ul style="list-style-type: none"> <li>• This summary should be read as an introduction to the Base Prospectus.</li> <li>• Any decision to invest in any Notes should be based on a consideration of this Base Prospectus as a whole, including any documents incorporated by reference.</li> <li>• Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</li> <li>• Civil liability will attach only to the persons who have tabled this summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</li> </ul>
A.2	<b>Consent</b>	<p>[Certain Tranches of Notes with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a Non-exempt Offer.]<sup>27</sup></p> <p>[Not Applicable – the Notes are not being offered to the public as a part of a Non-exempt Offer] [<i>Consent:</i> Subject to the conditions set out below, [each of] the Issuer [and the Guarantor] consent[s] to the use of this Base Prospectus in connection with a Non-exempt Offer of Notes by the Managers[, [<i>names of specific financial intermediaries listed in final terms,</i>] [and] [each financial intermediary whose name is published on the Issuer’s website (<a href="http://www.unicreditgroup.eu">www.unicreditgroup.eu</a>) and identified as an Authorised Offeror in respect of the relevant Non-exempt Offer] [and any financial intermediary which is authorised to make such offers under [the Financial Services and Markets Act 2000, as amended, or other ]applicable legislation implementing the Markets in Financial Instruments Directive (Directive 2004/39/EC) and publishes on its</p>

<sup>27</sup> Delete this paragraph when preparing an issue specific summary.

		<p>website the following statement (with the information in square brackets being completed with the relevant information):</p> <p><i>"We, [insert legal name of financial intermediary], refer to the offer of [insert title of relevant Notes] (the <b>Notes</b>) described in the Final Terms dated [insert date] (the <b>Final Terms</b>) published by [UniCredit S.p.A./UniCredit Bank Ireland p.l.c./UniCredit International Bank (Luxembourg) S.A.] (the <b>Issuer</b>)[and unconditionally and irrevocably guaranteed by UniCredit S.p.A. (the <b>Guarantor</b>)]. In consideration of the Issuer offering to grant its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Notes in [specify Member State(s)] during the Offer Period and subject to the other conditions to such consent, each as specified in the Base Prospectus, we hereby accept the offer by the Issuer in accordance with the Authorised Offeror Terms (as specified in the Base Prospectus), and confirm that we are using the Base Prospectus accordingly."</i></p> <p><i>Offer period:</i> The Issuer's consent referred to above is given for Non-exempt Offers of Notes during [offer period for the issue to be specified here] (the <b>Offer Period</b>).</p> <p><i>Conditions to consent:</i> The conditions to the Issuer's [and the Guarantor's] consent (in addition to the conditions referred to above) are that such consent (a) is only valid during the Offer Period; and (b) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Notes in [specify each relevant Member State in which the particular Tranche of Notes can be offered].</p> <p><b>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE RELEVANT INFORMATION WILL BE PROVIDED BY THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER.</b></p>
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**Section B – Issuers [and Guarantor]**

<b>Element</b>	<b>Title</b>	
<b>[B.1]</b>	<b>Legal and commercial name of the Issuer</b>	UniCredit S.p.A. ( <b>UniCredit</b> )
<b>B.2</b>	<b>Domicile/ legal form/ legislation/ country of incorporation</b>	UniCredit is a <i>Società per Azioni</i> incorporated under the laws of the Republic of Italy and domiciled in the Republic of Italy with registered office at Via A. Specchi 16, 00186, Rome, Italy.
<b>B.4b</b>	<b>Trend information</b>	Not Applicable - There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for its current financial year.
<b>B.5</b>	<b>Description of the Group</b>	The UniCredit Banking Group, registered with the Register of Banking Groups held by the Bank of Italy pursuant to Article 64 of the Legislative Decree No. 385 of 1 September 1993 as amended (the <b>Banking Act</b> ) under number 02008.1 (the <b>Group</b> or the <b>UniCredit Group</b> ) is a leading financial services group with a well established commercial network in 20 countries, including Italy, Germany, Austria, Poland and several other Central and Eastern European (CEE) countries. As at 31 December 2014, UniCredit Group is present in approximately 50 markets with over 147,000 (Including YAPI KREDI GROUP) full time equivalent employees (FTEs). The Group's portfolio of activities is highly diversified by segments and geographical areas, with a strong focus on commercial banking. Its wide range of banking, financial and related activities includes deposit-taking, lending, asset management, securities trading and brokerage, investment banking, international trade finance, corporate finance, leasing, factoring and the distribution of certain life insurance products through bank branches ( <i>bancassurance</i> ).
<b>B.9</b>	<b>Profit forecast or estimate</b>	Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus.
<b>B.10</b>	<b>Audit report qualifications</b>	Not Applicable - No qualifications are contained in any audit or review report included in the Base Prospectus.
<b>B.12</b>		<p align="center"><b>Selected historical key financial information:</b></p> <p align="center"><i>Income Statement</i></p> <p>The table below sets out summary information extracted from the audited consolidated annual financial statements as at and for each of the financial years ended 31 December 2014 and 31 December 2013 for the UniCredit Group:</p>

<b>Element</b>	<b>Title</b>			
	<i>€ millions</i>	<b>Year ended 31 December 2014</b>	<b>Year ended 31 December 2013 (**)</b>	<b>Year ended 31 December 2013(*)</b>
	Operating income of which:	22,513	23,335	23,973
	– net interest	12,442	12,303	12,990
	– dividends and other income from equity investments	794	964	324
	– net fees and commissions	7,572	7,361	7,728
	Operating costs	(13,838)	(14,253)	(14,801)
	Operating profit	8,675	9,082	9,172
	Profit (loss) before tax	4,091	(5,220)	(4,888)
	Net profit (loss) attributable to the Group	2,008	(13,965)	(13,965)
<p>(*) As published in "2013 Consolidated Reports and Accounts".</p> <p>(**) Reclassified income statement. Comparative figures as at 31 December 2013 have been restated mainly following the introduction of IFRS 10 and IFRS 11.</p> <p>The figures in this table refer to the reclassified income statement.</p> <p>The table below sets out summary information extracted from the unaudited consolidated interim reports as at 30 September 2015 – Press Release of UniCredit and the unaudited consolidated interim reports as at 30 September 2014 for the UniCredit Group:</p>				
	<i>€ millions</i>	<b>30 September 2015</b>	<b>30 September 2014 (***)</b>	<b>30 September 2014 (****)</b>
	Operating income	16,816	16,948	16,863
	of which:			
	- net interest	8,887	9,378	9,378
	- dividends and other income from equity investments	579	603	547
	- net fees and commissions	5,914	5,710	5,690
	Operating costs (loss)	(10,236)	(10,075)	(10,332)
	Operating profit	6,580	6,873	6,531
	Profit before tax	2,925	3,731	3,731
	Net profit attributable to the	1,541	1,837	1,837

Element	Title			
	Group			
	<p>(***) Comparative figures as at 30 September, 2014 have been restated.            (****) As published in "Consolidated Interim Report as at 30 September, 2014".</p> <p style="text-align: center;"><b>Statement of Financial Position</b></p> <p>The table below sets out summary information extracted from the UniCredit Group's consolidated audited statement of financial positions as at and for the financial years ended 31 December 2014 and 31 December 2013:</p>			
	<i>€ millions</i>	<b>Year ended 31 December 2014</b>	<b>Year ended 31 December 2013<sup>(**)</sup></b>	<b>Year ended 31 December 2013<sup>(*)</sup></b>
	Total assets	844,217	825,919	845,838
	Financial assets held for trading	101,226	80,701	80,910
	Loans and receivables with customers of which:	470,569	483,684	503,142
	– impaired loans	41,092	39,746	39,815
	Financial liabilities held for trading	77,135	63,799	63,169
	Deposits from customers and debt securities in issue of which:	560,688	557,379	571,024
	– deposits from customers	410,412	393,113	410,930
	– securities in issue	150,276	164,266	160,094
	Shareholders' Equity	49,390	46,722	46,841
	<p>(*) As published in "2013 Consolidated Reports and Accounts".            (**) Reclassified Balance sheet. Comparative figures as at 31 December 2013 have been restated mainly following the introduction of IFRS 10 and IFRS 11.</p> <p>The figures in this table refer to the reclassified balance sheet.</p> <p>The table below sets out summary information extracted from the unaudited consolidated interim reports as at 30 September 2015 – Press Release of UniCredit and the unaudited consolidated interim report as at 30 September 2014 for the UniCredit Group:</p>			
	<i>€ million</i>	<b>30 September 2015</b>	<b>30 September 2014 (***)</b>	<b>30 September 2014 (****)</b>
	Total assets	873,506	855,793	858,013

<b>Element</b>	<b>Title</b>				
	Financial assets held for trading	91,612	93,026	93,026	
	Loans and receivables with customers	474,122	470,356	470,356	
	Financial liabilities held for trading	67,334	72,237	72,237	
	Deposits from customers and debt securities in issue	587,695	554,908	554,908	
	of which:				
	- deposits from customers	450,204	399,695	399,695	
	- securities in issue	137,491	155,213	155,213	
	Shareholders' Equity	50,239	51,357	51,357	
<p>(***) Comparative figures as at September 30, 2014 have been restated. (***) As published in "Consolidated Interim Report as at September 30, 2014".</p>					
<p><b>Statements of no significant or material adverse change</b></p> <p>There has been no significant change in the financial or trading position of UniCredit and the Group since 30 September 2015 and there has been no material adverse change in the prospects of UniCredit and the Group since 31 December 2014.</p>					
<b>B.13</b>	<b>Events impacting the Issuer's solvency</b>	Not Applicable - There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.			
<b>B.14</b>	<b>Dependence upon other group entities</b>	<p>UniCredit is the parent company of the UniCredit Group and carries out, in addition to banking activities, organic policy, governance and control functions vis-à-vis its subsidiary banking, financial and instrumental companies.</p> <p>Please also see Element B.5 above</p>			
<b>B.15</b>	<b>Principal activities</b>	<p>UniCredit, as a bank which undertakes management and co-ordination activities for the UniCredit Group, pursuant to the provisions of Article 61 of the Italian Banking Act, issues, when exercising these management and co-ordination activities, instructions to the other members of the banking group in respect of the fulfilment of the requirements laid down by the Bank of Italy in the interest of the banking group's stability.</p>			
<b>B.16</b>	<b>Controlling shareholders</b>	Not Applicable - No individual or entity controls the Issuer within the meaning provided for in Article 93 of the Legislative Decree No. 58 of 24 February 1998 (the <b>Financial Services Act</b> ), as amended.			
<b>B.17</b>	<b>Credit ratings</b>	UniCredit S.p.A. has been rated:			
		<b>Description</b>	<b>Standard &amp;</b>	<b>Moody's</b>	<b>Fitch</b>

Element	Title				
			<b>Poor's</b>		<b>ratings</b>
		Short Term Counterparty Credit Rating	A-3	P-2	F2
		Long Term Counterparty Credit Rating	BBB-	Baa1	BBB+
		Outlook	stable	stable	stable
		Tier II Subordinated Debt	BB	Ba1	BBB
		<p>[The Notes [have been/are expected to be] rated [<i>specify rating(s) of Tranche being issued</i>] by [<i>specify rating agent(s)</i>].]</p> <p>[[Each of] [<i>specify rating agent(s)</i>] is established in the European Union and registered under Regulation (EC) No 1060/2009 on credit rating agencies as amended from time to time (the CRA Regulation) as set out in the list of credit rating agencies registered in accordance with the CRA Regulation published on the website of the European Securities and Markets Authority pursuant to the CRA Regulation (for more information please visit the ESMA webpage).]</p> <p>[No ratings have been assigned to the Notes at the request of or with the co-operation of the Issuer in the rating process.]</p>			

Element	Title	
<b>[B.1]</b>	<b>Legal and commercial name of the Issuer</b>	UniCredit Bank Ireland p.l.c. ( <b>UniCredit Ireland</b> )
<b>B.2</b>	<b>Domicile/ legal form/ country of legislation/ incorporation</b>	UniCredit Ireland is a public limited liability company incorporated under the laws of Ireland and domiciled in Ireland with registered office at La Touche House, International Financial Services Centre, Dublin 1, Ireland.
<b>B.4b</b>	<b>Trend information</b>	Not Applicable - There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for its current financial year.
<b>B.5</b>	<b>Description of the Group</b>	The UniCredit Banking Group, registered with the Register of Banking Groups held by the Bank of Italy pursuant to Article 64 of the Legislative Decree No. 385 of 1 September 1993 as amended (the <b>Banking Act</b> ) under number 02008.1 (the <b>Group</b> or the <b>UniCredit Group</b> ) is a leading financial services group with a well established commercial network in 20 countries, including Italy, Germany, Austria, Poland and several other Central and Eastern European ( <b>CEE</b> ) countries. As at 31 December 2014, UniCredit Group is present in approximately 50 markets with over 147,000 (Including YAPI KREDI GROUP) full time equivalent employees ( <b>FTEs</b> ). The Group's portfolio of activities is highly diversified by segments and geographical areas, with a strong focus on commercial banking. Its wide range of banking, financial and related activities includes deposit-taking, lending, asset management, securities trading and brokerage, investment banking, international trade finance, corporate finance, leasing, factoring and the distribution of certain life insurance products through bank branches

Element	Title	
		<i>(bancassurance).</i>
<b>B.9</b>	<b>Profit forecast or estimate</b>	Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus.
<b>B.10</b>	<b>Audit report qualifications</b>	Not Applicable - No qualifications are contained in any audit or review report included in the Base Prospectus.
<b>B.12</b>	<b>Selected historical key financial information:</b>  <i>Income Statement</i>  The table below sets out summary information extracted from the audited annual financial statements as at and for each of the financial years ended 31 December 2014 and 31 December 2013 for UniCredit Ireland:	
	<b>UniCredit Ireland</b>	<b>As at</b>
	<i>€ millions</i>	<b>31 December 2014</b>
		<b>31 December 2013</b>
	Operating income of which:	82
	– net interest	56
	– dividends and other income from equity investments	91
	– net fees and commissions	-
		(17)
	Operating costs	(6)
	Operating profit	(7)
	Profit (loss) before tax	76
	Net profit (loss)	85
		54
		74
		47
	The table below sets out summary information extracted from the unaudited interim report as at 30 June 2015 and 30 June 2014 for UniCredit Ireland:	
	<i>€ millions</i>	<b>30 June 2015</b>
		<b>30 June 2014</b>
	Operating income of which:	36
	– net interest	45
	– dividends and other income	52
		-

<b>Element</b>	<b>Title</b>			
	from equity investments			
	– net fees and commissions	(11)	(7)	
	Operating costs	(3)	(3)	
	Operating profit	36	42	
	Profit (loss) before tax	32	48	
	Net profit (loss)	28	42	
<b>Statement of Financial Position</b>				
The table below sets out summary information extracted from for UniCredit Ireland audited statement of financial position as at 31 December 2014 and 31 December 2013:				
<b>€ millions</b>		<b>31 December 2014</b>	<b>31 December 2013</b>	
Total assets		28,346	26,206	
Financial assets held for trading		4	3	
Loans and receivables with customers of which:		1,283	1,669	
– impaired loans		-	-	
Financial liabilities held for trading		5	1	
Deposits from customers and debt securities in issue of which:		7,596	7,314	
– deposits from customers		1,727	1,576	
– securities in issue		5,869	5,737	
Shareholders' Equity		2,221	2,123	
The table below sets out summary information extracted from the financial reports as at and for each of the financial periods ended 30 June 2015, 31 December 2014 and 30 June 2014 for UniCredit Ireland:				
<b>€ millions</b>		<b>30 June 2015</b>	<b>31 December 2014</b>	<b>30 June 2014</b>

<b>Element</b>	<b>Title</b>			
	Total assets	24,895	28,346	27,357
	Financial assets held for trading	10	4	1
	Loans and receivables with customers of which:	1,283	1,283	1,411
	– impaired loans	-	-	-
	Financial liabilities held for trading	4	5	1
	Deposits from customers and debt securities in issue of which:	7,463	7,596	8,099
	– deposits from customers	1,923	1,727	1,643
	– securities in issue	5,540	5,869	6,456
	Shareholders' Equity	2,185	2,221	2,206
	<b>Statements of no significant or material adverse change</b>			
	Not Applicable - There has been no significant change in the financial or trading position of UniCredit Ireland since 30 June 2015.			
	There has been no material adverse change in the prospects of UniCredit Ireland since 31 December 2014.			
	Consistent with previous years UniCredit Ireland paid a dividend of €74 million, representing over 90% of its distributable profits for the financial year ending 31 December 2014, to its shareholders on 9 June 2015.			
<b>B.13</b>	<b>Events impacting the Issuer's solvency</b>	Not Applicable - There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.		
<b>B.14</b>	<b>Dependence upon other group entities</b>	UniCredit Ireland is an autonomous operating unit within the wider Group and as a fully owned subsidiary is subject to the coordination and support of the parent entity. This support extends to UniCredit Ireland's financial dependence as evidenced by UniCredit's injection of €2.2 billion in share capital and capital contributions to facilitate its ongoing trading activities.  Please also see Element B.5 above		
<b>B.15</b>	<b>Principal activities</b>	UniCredit Ireland is engaged in the business of banking and provision of financial services. Its main business areas include credit and structured finance (including investing in loans, bonds, securitisation and other forms of		

Element	Title	
		asset financing), treasury activities (money market, repurchase agreements or "repos", Euro Over Night Index Average (EONIA) and other interest rate swaps and foreign exchange) and the issue of certificates of deposit, medium term notes and commercial paper.
<b>B.16</b>	<b>Controlling shareholders</b>	UniCredit Ireland is a wholly owned subsidiary of UniCredit S.p.A.
<b>B.17</b>	<b>Credit ratings</b>	<p>UniCredit Ireland is not rated.</p> <p>[The Notes [have been/are expected to be] rated [<i>specify rating(s) of Tranche being issued</i>] by [<i>specify rating agent(s)</i>].]</p> <p>[No ratings have been assigned to the Notes at the request of or with the co-operation of the Issuer in the rating process.]</p>

Element	Title	
<b>[B.1]</b>	<b>Legal and commercial name of the Issuer</b>	UniCredit International Bank (Luxembourg) S.A. ( <b>UniCredit International Luxembourg</b> ).
<b>B.2</b>	<b>Domicile/ legal form/ legislation/ country of incorporation</b>	UniCredit International Luxembourg is a public limited liability company ( <i>société anonyme</i> ) incorporated under the laws of the Grand Duchy of Luxembourg and domiciled in Luxembourg with registered office at 8-10 rue Jean Monnet, L-2180 Luxembourg.
<b>B.4b</b>	<b>Trend information</b>	Not Applicable - There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for its current financial year.
<b>B.5</b>	<b>Description of the Group</b>	The UniCredit Banking Group, registered with the Register of Banking Groups held by the Bank of Italy pursuant to Article 64 of the Legislative Decree No. 385 of 1 September 1993 as amended (the <b>Banking Act</b> ) under number 02008.1 (the <b>Group</b> or the <b>UniCredit Group</b> ) is a leading financial services group with a well established commercial network in 20 countries, including Italy, Germany, Austria, Poland and several other Central and Eastern European ( <b>CEE</b> ) countries. As at 31 December 2014, UniCredit Group is present in approximately 50 markets with over 147,000 (Including YAPI KREDI GROUP) full time equivalent employees ( <b>FTEs</b> ). The Group's portfolio of activities is highly diversified by segments and geographical areas, with a strong focus on commercial banking. Its wide range of banking, financial and related activities includes deposit-taking, lending, asset management, securities trading and brokerage, investment banking, international trade finance, corporate finance, leasing, factoring and the distribution of certain life insurance products through bank branches ( <i>bancassurance</i> ).
<b>B.9</b>	<b>Profit forecast or estimate</b>	Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus.
<b>B.10</b>	<b>Audit report qualifications</b>	Not Applicable - No qualifications are contained in any audit or review report included in the Base Prospectus.

Element	Title																									
B.12	<p><b>Selected historical key financial information:</b></p> <p><i>Income Statement</i></p> <p>The table below sets out summary information extracted from the audited consolidated annual financial statements as at and for each of the financial years ended 31 December 2014 and 31 December 2013 for UniCredit International Luxembourg:</p> <table border="1" data-bbox="341 506 1477 1171"> <thead> <tr> <th data-bbox="341 506 603 629">UniCredit International Luxembourg</th> <th colspan="2" data-bbox="603 506 1477 629">As at</th> </tr> <tr> <th data-bbox="341 629 603 725"><i>€ millions</i></th> <th data-bbox="603 629 1019 725">Year ended 31 December 2014</th> <th data-bbox="1019 629 1477 725">Year ended 31 December 2013</th> </tr> </thead> <tbody> <tr> <td data-bbox="341 725 603 831">Operating income of which:</td> <td data-bbox="603 725 1019 831">13</td> <td data-bbox="1019 725 1477 831">12</td> </tr> <tr> <td data-bbox="341 831 603 887">– net interest</td> <td data-bbox="603 831 1019 887">13</td> <td data-bbox="1019 831 1477 887">12</td> </tr> <tr> <td data-bbox="341 887 603 949">Operating costs</td> <td data-bbox="603 887 1019 949">(6)</td> <td data-bbox="1019 887 1477 949">(5)</td> </tr> <tr> <td data-bbox="341 949 603 1012">Profit</td> <td data-bbox="603 949 1019 1012">8</td> <td data-bbox="1019 949 1477 1012">7</td> </tr> <tr> <td data-bbox="341 1012 603 1106">Profit (loss) before tax</td> <td data-bbox="603 1012 1019 1106">8</td> <td data-bbox="1019 1012 1477 1106">7</td> </tr> <tr> <td data-bbox="341 1106 603 1171">Net profit (loss)</td> <td data-bbox="603 1106 1019 1171">5</td> <td data-bbox="1019 1106 1477 1171">5</td> </tr> </tbody> </table>		UniCredit International Luxembourg	As at		<i>€ millions</i>	Year ended 31 December 2014	Year ended 31 December 2013	Operating income of which:	13	12	– net interest	13	12	Operating costs	(6)	(5)	Profit	8	7	Profit (loss) before tax	8	7	Net profit (loss)	5	5
UniCredit International Luxembourg	As at																									
<i>€ millions</i>	Year ended 31 December 2014	Year ended 31 December 2013																								
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	<p><i>Statement of Financial Position</i></p> <p>The table below sets out summary information extracted from UniCredit International Luxembourg's audited consolidated statement of financial position as at and for each of the financial years ended 31 December 2014 and 31 December 2013:</p> <table border="1" data-bbox="341 1357 1477 1984"> <thead> <tr> <th data-bbox="341 1357 603 1453"><i>€ millions</i></th> <th data-bbox="603 1357 1019 1453">Year ended 31 December 2014</th> <th data-bbox="1019 1357 1477 1453">Year ended 31 December 2013</th> </tr> </thead> <tbody> <tr> <td data-bbox="341 1453 603 1516">Total assets</td> <td data-bbox="603 1453 1019 1516">3,162</td> <td data-bbox="1019 1453 1477 1516">3,187</td> </tr> <tr> <td data-bbox="341 1516 603 1610">Financial assets held for trading</td> <td data-bbox="603 1516 1019 1610">2</td> <td data-bbox="1019 1516 1477 1610">2</td> </tr> <tr> <td data-bbox="341 1610 603 1733">Loans and receivables with customers</td> <td data-bbox="603 1610 1019 1733">34</td> <td data-bbox="1019 1610 1477 1733">123</td> </tr> <tr> <td data-bbox="341 1733 603 1827">Financial liabilities held for trading</td> <td data-bbox="603 1733 1019 1827">2</td> <td data-bbox="1019 1733 1477 1827">2</td> </tr> <tr> <td data-bbox="341 1827 603 1984">Deposits from customers and debt securities in issue of which:</td> <td data-bbox="603 1827 1019 1984">2,430</td> <td data-bbox="1019 1827 1477 1984">2,496</td> </tr> </tbody> </table>		<i>€ millions</i>	Year ended 31 December 2014	Year ended 31 December 2013	Total assets	3,162	3,187	Financial assets held for trading	2	2	Loans and receivables with customers	34	123	Financial liabilities held for trading	2	2	Deposits from customers and debt securities in issue of which:	2,430	2,496						
<i>€ millions</i>	Year ended 31 December 2014	Year ended 31 December 2013																								
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<b>Element</b>	<b>Title</b>		
	– deposits from customers	374	593
	– securities in issue	2,055	1,903
	Shareholders' Equity	270	250
	<p><b>Statements of no significant or material adverse change</b></p> <p>Not Applicable - there has been no significant change in the financial or trading position of UniCredit International Luxembourg since 31 December 2014.</p> <p>There has been no material adverse change in the prospects of UniCredit International Luxembourg since 31 December 2014.</p>		
<b>B.13</b>	<b>Events impacting the Issuer's solvency</b>	Not Applicable - There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.	
<b>B.14</b>	<b>Dependence upon other group entities</b>	<p>UniCredit International Luxembourg is a wholly owned subsidiary of UniCredit and owns a 100 per cent. interest in a subsidiary named UniCredit Luxembourg Finance S.A., whose principal object is the issue of securities in the US market under a USD 10 billion medium term note programme guaranteed by UniCredit S.p.A.</p> <p>Please also see Element B.5 above</p>	
<b>B.15</b>	<b>Principal activities</b>	<p>UniCredit International Luxembourg is engaged in the business of banking and the provision of financial services. Its main business areas include treasury activities (money market, repurchase agreements or "repos", interest rate swaps, foreign exchange), issue of certificates of deposit and structured notes, selective investments for its own account, treasury services for institutional and corporate counterparties, management of the remaining credit portfolio.</p>	
<b>B.16</b>	<b>Controlling shareholders</b>	UniCredit International Luxembourg is a wholly owned subsidiary of UniCredit.	
<b>B.17</b>	<b>Credit ratings</b>	<p>UniCredit International Luxembourg is not rated.</p> <p>[The Notes [have been/are expected to be] rated [<i>specify rating(s) of Tranche being issued</i>] by [<i>specify rating agent(s)</i>].]</p> <p>[No ratings have been assigned to the Notes at the request of or with the co-operation of the Issuer in the rating process.]]</p>	
<b>[B.18]</b>	<b>Description of the Guarantee</b>	<p>[The Notes issued by [UniCredit Ireland] [UniCredit International Luxembourg] will be unconditionally and irrevocably guaranteed by the Guarantor.]</p> <p>[[<i>To include in the case of Senior Notes:</i>]The obligations of the Guarantor under its guarantee will be direct, unconditional and unsecured obligations of the Guarantor and will rank <i>pari passu</i> and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations</p>	

Element	Title			
		(other than subordinated obligations, if any) of the Guarantor from time to time outstanding.] [[To include in the case of Subordinated Notes issued by UniCredit Ireland:]The obligations of the Guarantor under its guarantee will constitute, direct, unsecured and subordinated obligations of the Guarantor.]]		
[B.19	<b>Information about the Guarantor</b>			
B.19 B.1	<b>Legal and commercial name of the Guarantor</b>	UniCredit S.p.A. ( <b>UniCredit</b> )		
B.19 B.2	<b>Domicile/ legal form/ legislation/ country of incorporation</b>	The Guarantor is a <i>Società per Azioni</i> incorporated under the laws of the Republic of Italy and domiciled in the Republic of Italy with registered office at Via A. Specchi 16, 00186, Rome, Italy.		
B.19 B.4b	<b>Trend information</b>	Not Applicable - There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Guarantor's prospects for its current financial year.		
B.19 B.5	<b>Description of the Group</b>	The UniCredit Banking Group, registered with the Register of Banking Groups held by the Bank of Italy pursuant to Article 64 of the Legislative Decree No. 385 of 1 September 1993 as amended (the <b>Banking Act</b> ) under number 02008.1 (the <b>Group</b> or the <b>UniCredit Group</b> ) is a leading financial services group with a well established commercial network in 20 countries, including Italy, Germany, Austria, Poland and several other Central and Eastern European ( <b>CEE</b> ) countries. As at 31 December 2014, UniCredit Group is present in approximately 50 markets with over 147,000 (Including YAPI KREDI GROUP) full time equivalent employees ( <b>FTEs</b> ). The Group's portfolio of activities is highly diversified by segments and geographical areas, with a strong focus on commercial banking. Its wide range of banking, financial and related activities includes deposit-taking, lending, asset management, securities trading and brokerage, investment banking, international trade finance, corporate finance, leasing, factoring and the distribution of certain life insurance products through bank branches ( <i>bancassurance</i> ).		
B.19 B.9	<b>Profit forecast or estimate</b>	Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus.		
B.19 B.10	<b>Audit report qualifications</b>	Not Applicable - No qualifications are contained in any audit or review report included in the Base Prospectus.		
B.19 B.12	<b>Selected historical key financial information:</b>			
	<i>Income Statement</i>			
	The table below sets out summary information extracted from the audited consolidated annual financial statements as at and for each of the financial years ended 31 December 2014 and 31 December 2013 for the UniCredit Group:			
	<i>€ millions</i>	<b>Year ended 31 December 2014</b>	<b>Year ended 31 December 2013 (**)</b>	<b>Year ended 31 December 2013 (*)</b>
	Operating income	22,513	23,335	23,973

<b>Element</b>	<b>Title</b>			
	of which:			
	– net interest	12,442	12,303	12,990
	– dividends and other income from equity investments	794	964	324
	– net fees and commissions	7,572	7,361	7,728
	<b>Operating costs</b>	<b>(13,838)</b>	<b>(14,253)</b>	<b>(14,801)</b>
	<b>Operating profit</b>	<b>8,675</b>	<b>9,082</b>	<b>9,172</b>
	<b>Profit (loss) before tax</b>	<b>4,091</b>	<b>(5,220)</b>	<b>(4,888)</b>
	<b>Net profit (loss) attributable to the Group</b>	<b>2,008</b>	<b>(13,965)</b>	<b>(13,965)</b>
<p>(*) As published in "2013 Consolidated Reports and Accounts".</p> <p>(**) Reclassified income statement Comparative figures as at 31 December 2013 have been restated mainly following the introduction of IFRS 10 and IFRS 11.</p> <p>The figures in this table refer to reclassified income statement.</p> <p>The table below sets out summary information extracted from the unaudited consolidated interim reports as at 30 September 2015 – Press Release of UniCredit and the unaudited consolidated interim reports as at 30 September 2014 for the UniCredit Group:</p>				
	<i>€ millions</i>	<b>30 September 2015</b>	<b>30 September 2014 (***)</b>	<b>30 September 2014 (****)</b>
	Operating income	16,816	16,948	16,863
	of which:			
	- net interest	8,887	9,378	9,378
	- dividends and other income from equity investments	579	603	547
	- net fees and commissions	5,914	5,710	5,690
	Operating costs (loss)	(10,236)	(10,075)	(10,332)
	Operating profit	6,580	6,873	6,531
	Profit before tax	2,925	3,731	3,731
	Net profit attributable to the Group	1,541	1,837	1,837

<b>Element</b>	<b>Title</b>			
	(***) Comparative figures as at 30 September, 2014 have been restated. (****) As published in "Consolidated Interim Report as at 30 September, 2014".			
	<b>Statement of Financial Position</b>			
	The table below sets out summary information extracted from UniCredit Group's audited statement of financial positions as at and for each of the financial years ended 31 December 2014 and 31 December 2013:			
<i>€ millions</i>	<b>Year ended 31 December 2014</b>	<b>Year ended 31 December 2013<sup>(**)</sup></b>	<b>Year ended 31 December 2013<sup>(*)</sup></b>	
Total assets	844,217	825,919	845,838	
Financial assets held for trading	101,226	80,701	80,910	
Loans and receivables with customers of which:	470,569	483,684	503,142	
– impaired loans	41,092	39,746	39,815	
Financial liabilities held for trading	77,135	63,799	63,169	
Deposits from customers and debt securities in issue of which:	560,688	557,379	571,024	
– deposits from customers	410,412	393,113	410,930	
– securities in issue	150,276	164,266	160,094	
Shareholders' Equity	43,390	46,722	46,841	
	(*) As published in "2013 Consolidated Reports and Accounts".			
	(**) Reclassified Balance sheet. Comparative figures as at 31 December 2013 have been restated mainly following the introduction of IFRS 10 and IFRS 11.			

Element	Title																																					
	<p>The figures in these tables refer to reclassified balance sheet.</p> <p>The table below sets out summary information extracted from the unaudited consolidated interim reports as at 30 September 2015 – Press Release of UniCredit and the unaudited consolidated interim report as at 30 September 2014 for the UniCredit Group:</p> <table border="1" data-bbox="357 472 1461 1305"> <thead> <tr> <th data-bbox="357 472 603 566"><i>€ million</i></th> <th data-bbox="603 472 823 566"><b>30 September 2015</b></th> <th data-bbox="823 472 1107 566"><b>30 September 2014 (***)</b></th> <th data-bbox="1107 472 1461 566"><b>30 September 2014 (****)</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="357 566 603 618">Total assets</td> <td data-bbox="603 566 823 618">873,506</td> <td data-bbox="823 566 1107 618">855,793</td> <td data-bbox="1107 566 1461 618">858,013</td> </tr> <tr> <td data-bbox="357 618 603 712">Financial assets held for trading</td> <td data-bbox="603 618 823 712">91,612</td> <td data-bbox="823 618 1107 712">93,026</td> <td data-bbox="1107 618 1461 712">93,026</td> </tr> <tr> <td data-bbox="357 712 603 837">Loans and receivables with customers</td> <td data-bbox="603 712 823 837">474,122</td> <td data-bbox="823 712 1107 837">470,356</td> <td data-bbox="1107 712 1461 837">470,356</td> </tr> <tr> <td data-bbox="357 837 603 931">Financial liabilities held for trading</td> <td data-bbox="603 837 823 931">67,334</td> <td data-bbox="823 837 1107 931">72,237</td> <td data-bbox="1107 837 1461 931">72,237</td> </tr> <tr> <td data-bbox="357 931 603 1211">Deposits from customers and debt securities in issue of which:</td> <td data-bbox="603 931 823 1211">587,695</td> <td data-bbox="823 931 1107 1211">554,908</td> <td data-bbox="1107 931 1461 1211">554,908</td> </tr> <tr> <td data-bbox="357 1211 603 1263">- deposits from customers</td> <td data-bbox="603 1211 823 1263">450,204</td> <td data-bbox="823 1211 1107 1263">399,695</td> <td data-bbox="1107 1211 1461 1263">399,695</td> </tr> <tr> <td data-bbox="357 1263 603 1305">- securities in issue</td> <td data-bbox="603 1263 823 1305">137,491</td> <td data-bbox="823 1263 1107 1305">155,213</td> <td data-bbox="1107 1263 1461 1305">155,213</td> </tr> <tr> <td data-bbox="357 1305 603 1357">Shareholders' Equity</td> <td data-bbox="603 1305 823 1357">50,239</td> <td data-bbox="823 1305 1107 1357">51,357</td> <td data-bbox="1107 1305 1461 1357">51,357</td> </tr> </tbody> </table> <p data-bbox="357 1339 1461 1406">(***) Comparative figures as at September 30, 2014 have been restated. (****) As published in "Consolidated Interim Report as at September 30, 2014".</p> <p data-bbox="357 1487 975 1518"><b>Statements of no significant or material adverse change</b></p> <p data-bbox="357 1552 1461 1641">There has been no significant change in the financial or trading position of UniCredit and the Group since 30 September 2015 and there has been no material adverse change in the prospects of UniCredit and the Group since 31 December 2014.</p>	<i>€ million</i>	<b>30 September 2015</b>	<b>30 September 2014 (***)</b>	<b>30 September 2014 (****)</b>	Total assets	873,506	855,793	858,013	Financial assets held for trading	91,612	93,026	93,026	Loans and receivables with customers	474,122	470,356	470,356	Financial liabilities held for trading	67,334	72,237	72,237	Deposits from customers and debt securities in issue of which:	587,695	554,908	554,908	- deposits from customers	450,204	399,695	399,695	- securities in issue	137,491	155,213	155,213	Shareholders' Equity	50,239	51,357	51,357	
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<b>B.19 B.13</b>	<b>Events impacting the Guarantor's solvency</b>	Not Applicable - There are no recent events particular to the Guarantor which are to a material extent relevant to the evaluation of the Guarantor's solvency.																																				
<b>B.19 B.14</b>	<b>Dependence upon other Group entities</b>	<p>The Guarantor is the parent company of the UniCredit Group and carries out, in addition to banking activities, organic policy, governance and control functions vis-à-vis its subsidiary banking, financial and instrumental companies.</p> <p>Please also see Element B.19 B.5 above</p>																																				

<b>Element</b>	<b>Title</b>																					
<b>B.19 B.15</b>	<b>The Guarantor's Principal activities</b>	The Guarantor, as a bank which undertakes management and co-ordination activities for the UniCredit Group, pursuant to the provisions of Article 61 of the Italian Banking Act, issues, when exercising these management and co-ordination activities, instructions to the other members of the banking group in respect of the fulfilment of requirements laid down by the Bank of Italy in the interest of the banking group's stability.																				
<b>B.19 B.16</b>	<b>Controlling shareholders</b>	Not Applicable - No individual or entity controls the Guarantor within the meaning provided for in Article 93 of the Legislative Decree No. 58 of 24 February 1998 (the <b>Financial Services Act</b> ), as amended.																				
<b>B.19 B.17</b>	<b>Credit ratings</b>	UniCredit S.p.A. has been rated:																				
		<table border="1"> <thead> <tr> <th><b>Description</b></th> <th><b>Standard &amp; Poor's</b></th> <th><b>Moody's</b></th> <th><b>Fitch ratings</b></th> </tr> </thead> <tbody> <tr> <td>Short Term Counterparty Credit Rating</td> <td>A-3</td> <td>P-2</td> <td>F2</td> </tr> <tr> <td>Long Term Counterparty Credit Rating</td> <td>BBB-</td> <td>Baa1</td> <td>BBB+</td> </tr> <tr> <td>Outlook</td> <td>stable</td> <td>stable</td> <td>stable</td> </tr> <tr> <td>Tier II Subordinated Debt</td> <td>BB</td> <td>Ba1</td> <td>BBB</td> </tr> </tbody> </table>	<b>Description</b>	<b>Standard &amp; Poor's</b>	<b>Moody's</b>	<b>Fitch ratings</b>	Short Term Counterparty Credit Rating	A-3	P-2	F2	Long Term Counterparty Credit Rating	BBB-	Baa1	BBB+	Outlook	stable	stable	stable	Tier II Subordinated Debt	BB	Ba1	BBB
		<b>Description</b>	<b>Standard &amp; Poor's</b>	<b>Moody's</b>	<b>Fitch ratings</b>																	
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		Long Term Counterparty Credit Rating	BBB-	Baa1	BBB+																	
		Outlook	stable	stable	stable																	
Tier II Subordinated Debt	BB	Ba1	BBB																			

## Section C – Securities

Element	Title	
C.1	<b>Description of Notes/ISIN</b>	<p>The Notes to be issued may be Fixed Rate Notes, Floating Rate Notes, Zero Coupon Notes, Inflation Linked Interest Notes or CMS Linked Interest Notes.</p> <p>The Notes are [ ] per cent. [Fixed Rate/Floating Rate/Zero Coupon/Inflation Linked Interest Notes/CMS Linked Interest][ ] [Extendible] Notes due [ ] [unconditionally and irrevocably guaranteed by UniCredit S.p.A.]</p> <p>International Securities Identification Number (ISIN): [ ]</p> <p>Common Code: [ ]</p> <p>[CUSIP: [ ]]</p> <p>[CINS: [ ]]</p> <p>[specify other identification code]]</p> <p>[The Notes will be consolidated and form a single series with [identify earlier Tranches] on [the Issue Date/ exchange of the Temporary Global Note for interests in the Permanent Global Note, which is expected to occur on or about [date]]]</p>
C.2	<b>Currency</b>	<p>Subject to compliance with all applicable laws, regulations and directives, Notes may be issued in any currency agreed between the Issuer and the relevant Dealer at the time of issue.</p> <p>The currency of this Series of Notes is [Pounds Sterling (£)/Euro (€)/U.S. dollars (U.S.\$)/Renminbi (CNY), which is the currency of the People's Republic of China/Other ([ ])].</p>
C.5	<b>Restrictions on transferability</b>	<p>The Notes may not be transferred prior to the Issue Date.</p>
C.8	<b>Rights attached to the Notes, including ranking and limitations on those rights</b>	<p>Notes issued under the Programme will have terms and conditions relating to, among other matters:</p> <p><b>Governing law</b></p> <p>The rights of the investors in connection with the Notes and any non-contractual obligations will be governed by English law[, except for the right of the investors in connection with the status of the [Subordinated Notes issued by UniCredit] [Subordinated Guarantee (in case of Subordinated Notes issued by UniCredit Ireland)] and any non-contractual obligations arising out thereof which shall be governed by, and construed in accordance with, Italian law]. [The rights of the investors and any non-contractual obligations arising out of or in connection with the status of the Subordinated Notes issued by UniCredit Ireland shall be governed by, and construed in accordance with, the laws of Ireland.]</p>

Element	Title	
		<p><b><i>Status[ and Subordination]</i></b></p> <p><i>[[Insert in the case of Senior Notes]</i>The Notes issued on a Senior basis constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time outstanding.]</p> <p><i>[Insert in the case of Subordinated Notes issued by UniCredit S.p.A.]</i> Early redemption may occur only at the option of UniCredit and with the prior approval of the relevant Competent Authority.]</p> <p><i>[Insert in the case of Subordinated Notes issued by UniCredit Ireland]</i> Notes having a stated maturity (which must be at least five years) may be redeemed on their Maturity Date or, if of indeterminate duration, may be redeemed where five years' notice of redemption has been given. Otherwise Subordinated Notes may only be redeemed with the consent of the relevant Competent Authority, which will only be given where the request is made at UniCredit Ireland's initiative and UniCredit Ireland's solvency is not in question.]</p> <p>This Series of the Notes is issued on a [Senior/ Subordinated] basis.</p> <p>Each holder of a Note unconditionally and irrevocably waives any right of set-off, counterclaim, abatement or other similar remedy which it might otherwise have, under the laws of any jurisdiction, in respect of such Note.</p> <p><b><i>Events of default</i></b></p> <p><i>[Insert in the case of Senior Notes]</i> [The terms of the Senior Notes will contain, amongst others, the following events of default:</p> <ul style="list-style-type: none"> <li>• default in payment of any principal or interest due in respect of the Notes, continuing for a specified period of time;</li> <li>• non-performance or non-observance by the Issuers [or, in the case of Guaranteed Notes, the Guarantor] of any of its other obligations under the conditions of the Notes or the Trust Deed, in certain cases continuing for a specified period of time;</li> <li>• if either (i) any indebtedness for Borrowed Money in excess of €35,000,000 (or its equivalent in any other currency or currencies) of the Issuer [or (in the case of Guaranteed Notes) the Guarantor] shall become repayable prior to the due date for payment thereof by reason of default by the Issuer [or, as the case may be, the Guarantor] or shall not be repaid at maturity as extended by any applicable grace period therefor and, in either case, steps shall have been taken to obtain repayment, or (ii) any guarantee given by the Issuer [or (in the case of Guaranteed Notes) the Guarantor] of any indebtedness for Borrowed Money in excess of €35,000,000 (or its equivalent in any other currency or currencies) shall not be honoured when due and called;</li> <li>• events relating to the insolvency, winding up or cessation of business of the Issuers[, (in the case of Guaranteed Notes) the Guarantor];</li> </ul>

Element	Title	
		<ul style="list-style-type: none"> <li>• certain final judgments for the payment of indebtedness remain unsatisfied for a specific period of time; and</li> <li>• (in the case of Guaranteed Notes) the Guarantee ceases to be in full force and effect.</li> <li>• upon of the occurrence of the above, the Trustee, at its discretion, may, and if so requested in writing by the holders of at least one quarter in principal amount of the Notes then outstanding, or if so directed by an Extraordinary Resolution of the Noteholders, shall give notice to the Issuer [and, in the case of the Guaranteed Notes, the Guarantor] that each Note is, and each Note shall thereupon immediately become, due and repayable at its Early Redemption Amount together with accrued interest.]</li> </ul> <p><i>[Insert in the case of Subordinated Notes]</i> [The terms of the Subordinated Notes will contain, amongst others, the following events of default:</p> <p><i>[Insert the case of Subordinated Notes issued by UniCredit]</i></p> <ul style="list-style-type: none"> <li>• UniCredit becoming subject to <i>Liquidazione Coatta Amministrativa</i> as defined in Legislative Decree No. 385 of 1 September 1993 of the Republic of Italy;</li> </ul> <p><i>[Insert the case of Subordinated Notes issued by UniCredit Ireland]</i></p> <ul style="list-style-type: none"> <li>• events relating to the insolvency or winding up of UniCredit Ireland.</li> </ul> <p>upon of the occurrence of the above, the Trustee, at its discretion, may, and if so requested in writing by the holders of at least one quarter in principal amount of the Notes then outstanding, or if so directed by an Extraordinary Resolution of the Noteholders, shall give notice to the Issuer and, in the case of the Guaranteed Notes, the Guarantor that each Note is, and each Note shall thereupon immediately become, due and repayable at its Early Redemption Amount together with accrued interest]</p> <p><b>Meetings</b></p> <p>The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p><b>Taxation</b></p> <p>All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by (a) the Republic of Italy, in the case of Notes issued by UniCredit and Guaranteed Notes, (b) Ireland, in the case of Notes issued by UniCredit Ireland and (c) Luxembourg, in the case of Notes issued by UniCredit International Luxembourg. In the event that any such deduction is made, the Issuers or, as the case may be, the Guarantor will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted.</p> <p>Payments of any amount in respect of Notes, Receipts or Coupons will</p>

Element	Title	
		<p>be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in any jurisdiction and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the <b>Code</b>) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or law implementing an intergovernmental approach thereto.</p> <p><b>Prescription</b></p> <p>The Notes (whether in bearer or registered form), Receipts and Coupons will become void unless presented for payment within a period of ten years (in the case of principal) and five years (in the case of interest) after the date on which such payment first becomes due.</p>
C.9	Interest/Redemption	<p><b>Interest</b></p> <p>Notes may or may not bear interest. Interest-bearing Notes will either bear interest payable at a fixed rate or a floating rate or calculated by reference the relevant inflation Index.</p> <p>[Payments (in respect of principal and interest) in respect of Notes denominated in Renminbi will be made in Renminbi, except in the case where "RMB Currency Event" is specified in the Final Terms and if by reason of a RMB Currency Event, as determined by the relevant Issuer acting in good faith and in a commercially reasonable manner, the relevant Issuer is not able to pay any amount in respect of the Notes, the relevant Issuer's obligation to make payment in Renminbi shall be replaced by an obligation to pay such amount in the Relevant Currency converted using the Spot Rate.]</p> <p><b>Interest Rate</b></p> <p>[[<i>Insert in the case of Fixed Rate Notes:</i>] The Notes bear interest [from their date of issue/from [ ]] at the fixed rate of [ ]% per annum.</p> <p>The yield in respect of the Notes is [ ]%.</p> <p>The yield is calculated at the Issue Date on the basis of the relevant Issue Price.</p> <p>Interest will be paid [annually/semi-annually/quarterly] in arrear on [ ] in each year. The first interest payment will be made on [ ].</p> <p>[[<i>Insert in the case of Floating Rate Notes:</i>] The Notes bear floating rate interest [from their date of issue/from [ ]] at floating rates calculated by reference to [[ ]-Euribor] [[ ]-Libor] [<i>insert CMS rate</i>] [for the relevant interest period[s][.]] [[<i>In the case of a factor insert:</i>], multiplied with a factor of [<i>Insert factor</i>]] [[<i>in the case of a margin insert:</i>], plus][, minus] the margin of [ ]% per annum][for the relevant interest period]. Interest will be paid [annually/semi-annually/quarterly] in arrear on [ ], and [ ] in each year, subject to adjustment for non-business days. The first interest payment will be made on [ ].]</p> <p>[[<i>Insert in the case of Inflation Linked Interest Notes:</i>] The Notes bear</p>

Element	Title	
		<p>Inflation linked interest [from their date of issue/from [ ]]. The interest rate is dependent on the performance of the [EUROSTAT Eurozone HICP (excluding Tobacco) Unrevised Series NSA Index which mirrors the weighted average of the harmonized indices of consumer prices in the Euro-Zone, excluding tobacco (non-revised series) (the <b>HICP</b>)] [Inflation for Blue Collar Workers and Employees - Excluding Tobacco Consumer Price Index Unrevised (<i>Indice dei prezzi al consumo per famiglie di operai e impiegati (FOI), senza tabacchi</i>) as calculated on a monthly basis by the ISTAT - Istituto Nazionale di Statistica (the Italian National Institute of Statistics) (the <b>Italy CPI</b>)] [ ] [for each interest period] [<i>In the case of a factor insert:</i>], multiplied with a factor of [<i>insert factor</i>] [<i>In the case of a margin, insert:</i>] [, plus][, minus] the margin of [<i>insert percentage</i>] % for the relevant interest period]. Interest will be paid [annually/semi-annually/quarterly] in arrear on [ ], and [ ] in each year, subject to adjustment for non-business days. The first interest payment will be made on [ ].]</p> <p>[<i>In the case of a minimum and/or maximum rate of interest, insert:</i>] The amount of interest payable on the Notes is subject to [<i>insert the minimum/maximum rate of interest.</i>]</p> <p>[The Notes do not bear any interest [and will be offered and sold at a discount to their nominal amount].]</p> <p><b>Underlyings</b></p> <p>[Not Applicable. Interest on the Notes is not based on an underlying.]</p> <p>[<i>Insert in the case of CMS Linked Notes:</i>][<i>insert CMS Rate(s)</i>]</p> <p>[<i>Insert in the case of Zero Coupon Notes:</i>] Not Applicable.]</p> <p>[<i>Insert in the case of Inflation Linked Interest Notes:</i>] The value of the Notes may be affected by the [performance of [<i>insert the relevant inflation index</i>]].</p> <p>[The Rate of Interest payable from time to time in respect of Inflation Linked Interest Notes, for each interest period, shall be determined in accordance with the following formula:</p> <p><i>Rate of Interest = [[Index Factor]*YoY Inflation] + Margin</i></p> <p><b>Index Factor</b> has the meaning given to it in the applicable Final Terms, provided that if Index Factor is specified as "Not Applicable", the Index Factor shall be deemed to be equal to one;</p> <p><b>Inflation Index</b> has the meaning given to it in the applicable Final Terms;</p> <p><b>Inflation Index (t)</b> means the value of the Inflation Index for the Reference Month in the calendar year in which the relevant Specified Interest Payment Date (as specified in the Final Terms) falls;</p> <p><b>Inflation Index (t-1)</b> means the value of the Inflation Index for the Reference Month in the calendar year preceding the calendar year in which the relevant Specified Interest Payment Date (as specified in the Final Terms) falls;</p>

Element	Title	
		<p><b>Margin</b> has the meaning given to it in the applicable Final Terms;</p> <p><b>Reference Month</b> has the meaning given to it in the applicable Final Terms; and</p> <p><b>YoY Inflation (t)</b> means in respect of the Specified Interest Payment Date (as specified in the Final Terms) falling in month (t), the value calculated in accordance with the following formula:</p> $\left[ \frac{\text{InflationIndex}(t)}{\text{InflationIndex}(t-1)} - 1 \right] 1$ <p><b>Redemption</b></p> <p>The terms under which Notes may be redeemed (including the maturity date and the price at which they will be redeemed on the maturity date as well as any provisions relating to early redemption) will be agreed between the Issuer and the relevant Dealer at the time of issue of the relevant Notes.</p> <p><i>[Insert in the case of Inflation Linked Interest Notes:] [Inflation Linked Interest Notes may be redeemed before their stated maturity at the option of the relevant Issuer, if the Index ceases to be published or any changes are made to it which, in the opinion of an Expert, constitute a fundamental change in the rules governing the Index and the change would, in the opinion of the Expert, be detrimental to the interests of the Noteholders.]</i></p> <p>Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on [ ] at par.</p> <p>The Notes may be redeemed early [for tax reasons] [or] [for regulatory reasons] [or][at the option of the Issuer] [or] [at the option of the Noteholders]] at <i>[specify the early redemption price and any maximum or minimum redemption amounts]</i>.</p> <p><b>Repayment Procedure</b></p> <p>[Payments of principal in respect of definitive Bearer Notes will (subject as provided below) be made only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of definitive Bearer Notes, and payments of interest in respect of definitive Bearer Notes will (subject as provided below) be made as aforesaid only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of Coupons, in each case at the specified office of any Paying Agent outside the United States (which expression, as used herein, means the United States of America (including the States and the District of Columbia, its territories, its possessions and other areas subject to its jurisdiction)).]</p> <p>[Payments of principal and interest (if any) in respect of Notes represented by any Global Note in bearer form will be made in the manner specified above in relation to definitive Bearer Notes and otherwise in the manner specified in the relevant Global Note against presentation or surrender, as the case may be, of such Global Note at the specified office of the Principal Paying Agent. A record of each payment made against presentation or surrender of any Global Note in bearer form, distinguishing between any</p>

Element	Title	
		<p>payment of principal and any payment of interest, will be made on such Global Note by the Principal Paying Agent and such record shall be <i>prima facie</i> evidence that the payment in question has been made.]</p> <p>[Payments of principal in respect of each Registered Note (whether or not in global form) will be made against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the Registered Note at the specified office of the Registrar or any of the Paying Agents.</p> <p>Payments of interest and principal in respect of each Registered Note (whether or not in global form) will be made by a cheque in the Specified Currency drawn on a Designated Bank and mailed by uninsured mail on the business day in the city where the specified office of the Registrar is located immediately preceding the relevant due date to the holder (or the first named of joint holders) of the Registered Note appearing in the Register.]</p> <p><b>Representative of holders</b></p> <p>The Issuer has appointed Citicorp Trustee Company Limited (the Trustee) to act as trustee for the holders of Notes. The trustee may, without the consent of any holders and without regard to the interests of particular holders, agree to (i) any modification of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Notes or (ii) determine without the consent of any holders that an event of default or potential event of default shall not be treated as such or (iii) the substitution of another company as principal debtor under the Notes in place of the Issuer.</p> <p>Please also refer to Element C.8.</p>
C.10	<b>Derivative component in the interest payments</b>	<p>[Interest payments under the Floating Rate Notes depend on the development of the [insert [ ]-Euribor] [insert [ ]-Libor] [insert CMS rate] for the relevant interest period.]</p> <p>[Interest payments under the Inflation Linked Interest Notes are linked to the performance of the [HICP][Italy CPI][ ].]</p> <p>[Not applicable – There is no derivative component in the interest payments.]</p> <p>Please also refer to Element C.9.</p>
C.11	<b>Admission to trading on a regulated market</b>	<p>Notes issued under the Programme may be admitted to trading on the Luxembourg Stock Exchange or such other stock exchange or regulated market specified below, or may be issued on an unlisted basis.</p> <p>[Application [has been][is expected to be] made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the [Luxembourg Stock Exchange.] [The Notes are not intended to be admitted to trading on any market.]</p>

## Section D – Risks

Element	Title	
D.2	<b>Key risks regarding the Issuers [and the Guarantor]</b>	<p>In purchasing Notes, investors assume the risk that the Issuers and the Guarantor may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the Issuers and the Guarantor becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuers and the Guarantor may not be aware of all relevant factors and certain factors which they currently deem not to be material may become material as a result of the occurrence of events outside the Issuers' and the Guarantor's control. The Issuers and the Guarantor have identified a number of factors which could materially adversely affect their businesses and ability to make payments due under the Notes. These factors include:</p> <ul style="list-style-type: none"> <li>• risks concerning liquidity which could affect the UniCredit Group's ability to meet its financial obligations as they fall due;</li> <li>• the UniCredit Group's results of operations, business and financial condition have been and will continue to be affected by adverse macroeconomic and market conditions;</li> <li>• the European sovereign debt crisis has adversely affected, and may continue to, adversely affect the Group's results of operations, business and financial condition;</li> <li>• the Group has exposure to European sovereign debt;</li> <li>• the liquidity available at country level could be subject to restrictions due to legal regulatory and political constraints;</li> <li>• systemic risk could adversely affect the Group's business;</li> <li>• risks connected to an economic slowdown and volatility of the financial markets – credit risk;</li> <li>• deteriorating asset valuations resulting from poor market conditions may adversely affect the Group's future earnings;</li> <li>• the economic conditions of the geographic markets in which the Group operates have had, and may continue to have, adverse effects on the Group's results of operations, business and financial condition;</li> <li>• non-traditional banking activities expose the Group to additional credit risks;</li> <li>• unidentified or unanticipated risks, by their nature, might not be captured in the current Group's risk management policies;</li> <li>• fluctuations in interest and exchange rates may affect the Group's results;</li> <li>• changes in the Italian and European regulatory framework could adversely affect the Group's business;</li> </ul>

		<ul style="list-style-type: none"> <li>• implementation of Basel III and CRD IV;</li> <li>• forthcoming regulatory changes;</li> <li>• ECB Single Supervisory Mechanism;</li> <li>• the bank recovery and resolution directive entered into force on 2 July 2014 and is intended to enable a range of actions to be taken in relation to credit institutions and investment firms considered to be at risk of failing. The implementation of the directive or the taking of any action under it could materially affect the value of any Notes;</li> <li>• as of 2016 the UniCredit Group will be subject to the provisions of the Regulation establishing the Single Resolution Mechanism;</li> <li>• the UniCredit Group may be subject to a proposed EU regulation on mandatory separation of certain banking activities;</li> <li>• the UniCredit Group may be affected by a proposed EU Financial Transactions Tax;</li> <li>• the UniCredit Group may be affected by new accounting and regulatory standards;</li> <li>• operational and IT risks are inherent in the Group's business;</li> <li>• intense competition, especially in the Italian market, where the Group has a substantial part of its businesses, could have a material adverse effect on the Group's results of operations and financial condition;</li> <li>• a certain level of uncertainty and professional judgment for the determination of the fair value of the shareholding held by UniCredit in the Bank of Italy;</li> <li>• the Group may fail to implement its Strategic Plan 2018;</li> <li>• risks related to the Goodwill Impairment Test;</li> <li>• any rating downgrades of UniCredit or other entities of the Group would increase the re-financing costs of the Group and may limit its access to the financial markets and other sources of liquidity;</li> <li>• as at the date of this Base Prospectus, there are certain legal proceedings pending against UniCredit and other companies belonging to the Group; and</li> <li>• the Group is involved in pending tax proceedings.</li> </ul>
<p><b>D.3</b></p>	<p><b>Key risks regarding the Notes</b></p>	<p>There are also risks associated with the Notes. These include a range of market risks (including that there may be no or only a limited secondary market in the Notes, that the value of an investor's investment may be adversely affected by exchange rate movements where the Notes are not denominated in the investor's own currency, that any credit rating assigned to the Notes may not adequately reflect all the risks associated with an investment in the Notes or may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency and that changes in interest rates will affect the value of Notes which bear interest at a fixed</p>

		<p>rate), the fact that the conditions of the Notes may be modified without the consent of the holder in certain circumstances, that the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the Issuer in order to comply with applicable law and that investors are exposed to the risk of changes in law or regulation affecting the value of Notes held by them.</p> <p><b>Key risks regarding to certain types of Notes</b></p> <p>Notes subject to optional redemption by the relevant Issuer: the relevant Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.</p> <p>If the relevant Issuer has the right to convert the interest rate on any Notes from a fixed rate to a floating rate, or vice versa, this may affect the secondary market and the market value of the Notes concerned.</p> <p>Notes which are issued at a substantial discount or premium may experience price volatility in response to changes in market interest rates.</p> <p>There are certain risks associated with investing in Senior Notes. These risks include the risk connected with the right of the Issuer to redeem the Senior Notes upon the occurrence of a Loss Absorption Disqualification Event.</p> <p>There are certain risks associated with investing in Subordinated Notes. These risks include:</p> <ul style="list-style-type: none"> <li>• an investor in Subordinated Notes assumes an enhanced risk of loss in the event of the relevant Issuer's insolvency as UniCredit and UniCredit Ireland obligations under Subordinated Notes will be unsecured and subordinated and will rank junior in priority of payment to Senior Liabilities;</li> <li>• Subordinated Notes may be subject to loss absorption on any application of the general bail-in tool or at the point of non-viability of the Issuer. Investors should be aware that, in addition to the general bail-in tools, the bank recovery and resolution directive contemplates that Subordinated Notes may be subject to a write-down or conversion into common shares at the point of non-viability should the Bank of Italy, the Central Bank of Ireland or other authority or authorities having prudential oversight of the relevant Issuer at the relevant time (the Relevant Authority) be given the power to do so. The Subordinated Notes issued under the Programme include provisions setting out that the obligations of the relevant Issuer under such Subordinated Notes are subject to the powers of the Relevant Authority pursuant to applicable law and/or regulation in force from time to time;</li> <li>• under the Subordinated Guarantee, in the event of winding-up, dissolution, liquidation or bankruptcy (including, <i>inter alia</i>, <i>Liquidazione coatta amministrativa</i>, as described in Articles 80 to 94 of the Italian Banking Act) of UniCredit, the Subordinated Guarantee will rank in right of payment after unsubordinated unsecured creditors (including depositors) of UniCredit; and</li> </ul>
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		<ul style="list-style-type: none"> <li>• the regulatory classification of the Notes - although it is the Issuers' expectation that the Notes qualify as "Tier 2 capital" there can be no representation that this is or will remain the case during the life of the Notes.</li> </ul> <p>There are certain risks associated with investing in Inflation Linked Interest Notes. These risks include:</p> <ul style="list-style-type: none"> <li>• potential investors in any such Notes should be aware that depending on the terms of the Inflation Linked Interest Notes they may receive no interest or a limited amount of interest;</li> <li>• Inflation Linked Interest Notes may be subject to certain disruption provisions or extraordinary event provisions and if the Calculation Agent determines that any such event has occurred this may delay valuations under and/or settlements in respect of the Notes and consequently adversely affect the value of the Notes;</li> <li>• the market price of Inflation Linked Interest Notes may be volatile and may depend on the time remaining to the maturity date or expiration and the volatility of the level of the inflation or consumer price index or indices; and</li> <li>• the level of the inflation or consumer price index or indices may be affected by the economic, financial and political events in one or more jurisdictions or areas.</li> </ul> <p>There are certain risks associated with investing in Renminbi Notes. These risks include:</p> <ul style="list-style-type: none"> <li>• the Renminbi is not freely convertible and there are significant restrictions on the remittance of the Renminbi into and outside the PRC which may affect the liquidity of the Notes;</li> <li>• there is only limited availability of Renminbi outside the PRC, which may affect the liquidity of the Notes and the relevant Issuer's ability to source Renminbi outside the PRC to service the Renminbi Notes;</li> <li>• an investment in Renminbi Notes is subject to exchange rate risk and interest rate risk;</li> <li>• an investment in Renminbi Notes is subject to interest rate risk;</li> <li>• an investment in Renminbi Notes is subject to risk of change in the regulatory regime governing the issuance of Renminbi Notes; and</li> <li>• payments in respect of the Renminbi Notes will only be made to investors in the manner specified in the Renminbi Notes;</li> </ul> <p>The value of Fixed Rate Notes may be adversely affected by movements in market interest rates.</p> <ul style="list-style-type: none"> <li>• Credit ratings assigned to the Issuers, the Guarantor or any Notes may not reflect all the risks associated with an investment in those Notes.</li> </ul>
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## Section E – Offer

Element	Title	
E.2b	<b>Reasons for the offer and use of proceeds</b>	<p>The net proceeds from each issue of Notes will be applied by the Issuers for their general corporate purposes, which include making a profit. If in respect of any particular issue other than making a profit and/or hedging certain risks, there is a particular identified use of proceeds, this will be stated in the applicable Final Terms.<sup>28</sup></p> <p>[The net proceeds from the issue of Notes will be applied by the Issuer for its general corporate purposes, which include making a profit [and[ ]].</p>
E.3	<b>Terms and conditions of the offer</b>	<p>The Notes may be offered to the Public as a public offer in one or more specified Public Offer Jurisdictions.</p> <p>The terms and conditions of each offer of Notes will be determined by agreement between the Issuer and the relevant Dealers at the time of issue. An Investor intending to acquire or acquiring any Notes in a Public Offer from an Authorised Offeror will do so, and offers and sales of such Notes to an Investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements.</p> <p>[Not Applicable – The Notes are not being offered to the public as part of a Non-Exempt Offer]</p> <p>[This issue of Notes is being offered in a Non-Exempt Offer in [ ]].</p> <p>The issue price of the Notes is [ ] per cent. of their nominal amount.</p> <p><i>[Summarise any public offer, copying the language from paragraphs [8viii] and [9] of Part B of the Final Terms.]</i></p>
E.4	<b>Interest of natural and legal persons involved in the issue/offer</b>	<p>The relevant Dealer may be paid fees in relation to any issue of Notes under the Programme. Any such Dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuers and the Guarantor and their affiliates in the ordinary course of business.<sup>29</sup></p> <p>The [Dealers/Managers] will be paid aggregate commissions equal to [ ] per cent. of the nominal amount of the Notes. Any [Dealer/Manager] and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer [and the Guarantor] and [its/their respective] affiliates in the ordinary course of business.</p> <p>[Other than as mentioned above,[ and save for [ ],] so far as the Issuers are aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.]</p>

<sup>28</sup> Delete this paragraph when preparing the issue specific summary note.

<sup>29</sup> Delete this paragraph when preparing the issue specific summary note.

Element	Title	
E.7	<b>Expenses charged to the investor by the Issuer or an Offeror</b>	<p>[Offer price: Issue Price.] [Authorised Offerors (as defined above) may, however, charge expenses to investors.]</p> <p>[Selling Concession: <i>[Insert selling concession.]</i>]</p> <p>[Other Commissions: <i>[Insert other commissions.]</i>]</p> <p>[Not applicable. No such expenses will be charged to the investor by the Issuer or a dealer.]</p>

## Appendix 2

### TAXATION IN THE REPUBLIC OF ITALY

#### Tax treatment of Notes issued by an Italian resident issuer

Legislative Decree No. 239 of 1 April 1996, as subsequently amended, (**Decree 239**) provides for the applicable regime with respect to the tax treatment of interest, premium and other income (including the difference between the redemption amount and the issue price) from Notes falling within the category of bonds (*obbligazioni*) or debentures similar to bonds (*titoli similari alle obbligazioni*), issued, *inter alia*, by Italian banks.

The tax regime set forth by Decree 239 also applies to interest, premium and other income from regulatory capital financial instruments complying with EU and Italian regulatory principles, issued by, *inter alia*, Italian banks, other than shares and assimilated instruments.

#### Italian resident Noteholders

Where an Italian resident Noteholder is (a) an individual not engaged in an entrepreneurial activity to which the Notes are connected (unless he has opted for the application of the *risparmio gestito* regime – see under “Capital gains tax” below); (b) a non-commercial partnership; (c) a non-commercial private or public institution; or (d) an investor exempt from Italian corporate income taxation, interest, premium and other income relating to the Notes, accrued during the relevant holding period, are subject to a withholding tax, referred to as “*imposta sostitutiva*”, levied at the rate of 26 per cent. In the event that the Noteholders described under (a) and (c) above are engaged in an entrepreneurial activity to which the Notes are connected, the *imposta sostitutiva* applies as a provisional tax.

Where an Italian resident Noteholder is a company or similar commercial entity, or a permanent establishment in Italy of a foreign company to which the Notes are effectively connected, and the Notes are deposited with an authorised intermediary, interest, premium and other income from the Notes will not be subject to *imposta sostitutiva*, but must be included in the relevant Noteholder’s income tax return and are therefore subject to general Italian corporate taxation (and, in certain circumstances, depending on the “status” of the Noteholder, also to the regional tax on productive activities (**IRAP**)).

Under the current regime provided by Law Decree No. 351 of 25 September 2001 converted into law with amendments by Law No. 410 of 23 November 2001 (**Decree 351**), and Article 9, par. 1, Legislative Decree No. 44 of 4 March 2014, payments of interest, premiums or other proceeds in respect of the Notes made to Italian resident real estate investment funds established pursuant to Article 37 of Legislative Decree No. 58 of 24 February 1998 (the **Financial Services Act**) or pursuant to Article 14-bis of Law No. 86 of 25 January 1994, and by Italian real estate investment companies with fixed capital (**Real Estate SICAFs**) are subject neither to *imposta sostitutiva* nor to any other income tax in the hands of a real estate investment fund or the Real Estate SICAF, but subsequent distributions made in favour of unitholders or shareholders will be subject, in certain circumstances, to a withholding tax of 26 per cent.

If the investor is resident in Italy and is an open-ended or closed-ended investment fund, a SICAF (an investment company with fixed capital other than a Real Estate SICAF) or a SICAV (an investment company with variable capital) established in Italy and either (i) the fund, the SICAF or the SICAV or (ii) their manager is subject to the supervision of a regulatory authority (the **Fund**), and the relevant Notes are held by an authorised intermediary, interest, premium and other income accrued during the holding period on such Notes will not be subject to *imposta sostitutiva*, but subsequent distributions made in favour of unitholders or shareholders will be subject, in certain circumstances, to a withholding tax of 26 per cent. (the **Collective Investment Fund Withholding Tax**).

Where an Italian resident Noteholder is a pension fund (subject to the regime provided for by Article 17 of the Legislative Decree No. 252 of 5 December 2005) and the Notes are deposited with an authorised intermediary, interest, premium and other income relating to the Notes and accrued during the holding period will not be subject to *imposta sostitutiva*, to be subject to a 20 per cent. substitute tax, with certain adjustments for the fiscal year 2014 as provided by Law No. 190 of 23 December 2014 (the **Italian Finance Act 2015**).

Pursuant to Decree 239, *imposta sostitutiva* is applied by banks, SIMs, fiduciary companies, SGRs, stockbrokers and other entities identified by a decree of the Ministry of Finance (each an **Intermediary**).

An Intermediary must (a) be resident in Italy or be a permanent establishment in Italy of a non-Italian resident financial intermediary and (b) intervene, in any way, in the collection of interest or in the transfer of the Notes. For the purpose of the application of the *imposta sostitutiva*, a transfer of Notes includes any assignment or other act, either with or without consideration, which results in a change of the ownership of the relevant Notes or in a change of the Intermediary with which the Notes are deposited.

Where the Notes are not deposited with an Intermediary, the *imposta sostitutiva* is applied and withheld by any entity paying interest to a Noteholder.

### **Non-Italian resident Noteholders**

Where the Noteholder is a non-Italian resident without a permanent establishment in Italy to which the Notes are connected, an exemption from the *imposta sostitutiva* applies provided that the non-Italian resident beneficial owner is either (a) resident, for tax purposes, in a country which allows for a satisfactory exchange of information with Italy as listed in the Italian Ministerial Decree of 4 September 1996, as amended from time to time (the **White List**) or in any other decree or regulation that will be issued in the future to provide the list of such countries (the **New White List**), including any country that will be deemed listed therein for the purpose of any interim rule; or (b) an international body or entity set up in accordance with international agreements which have entered into force in Italy; or (c) a Central Bank or an entity which manages, *inter alia*, the official reserves of a foreign State; or (d) an institutional investor which is resident in a country included in the White List (or New White List, once effective), even if it does not possess the status of taxpayer in its own country of residence.

The *imposta sostitutiva* will be applicable at the rate of 26 per cent. (or at the reduced rate provided for by the applicable double tax treaty, if any) to interest, premium and other income paid to Noteholders who are resident, for tax purposes, in countries which do not allow for a satisfactory exchange of information with Italy.

In order to ensure gross payment, non-Italian resident Noteholders must be the beneficial owners of the payments of interest, premium or other income and (a) deposit, directly or indirectly, the Notes with a resident bank or SIM or a permanent establishment in Italy of a non-Italian resident bank or SIM or with a non-Italian resident entity or company participating in a centralised securities management system which is in contact, via computer, with the Ministry of Economy and Finance and (b) file with the relevant depository, prior to or concurrently with the deposit of the Notes, a statement of the relevant Noteholder, which remains valid until withdrawn or revoked, in which the Noteholder declares to be eligible to benefit from the applicable exemption from *imposta sostitutiva*. Such statement, which is not requested for international bodies or entities set up in accordance with international agreements which have entered into force in Italy nor in case of foreign Central Banks or entities which manage, *inter alia*, the official reserves of a foreign State, must comply with the requirements set forth by Ministerial Decree of 12 December 2001, as subsequently amended.

### **Tax treatment of Notes issued by a non-Italian resident issuer**

Decree 239 also provides for the applicable regime with respect to the tax treatment of interest, premium and other income (including the difference between the redemption amount and the issue price) from notes falling within the category of bonds (*obbligazioni*) or debentures similar to bonds (*titoli similari alle obbligazioni*) issued, *inter alia*, by a non-Italian resident issuer.

### **Italian resident Noteholders**

Where the Italian resident Noteholder is (a) an individual not engaged in an entrepreneurial activity, to which the relevant Notes are connected (unless he has opted for the application of the "*risparmio gestito*" regime – see *Capital Gains Tax*, below), (b) a non-commercial partnership, (c) a non-commercial private or public institution, or (d) an investor exempt from Italian corporate income taxation, interest, premium and other income relating to Notes, accrued during the relevant holding period, are subject to a withholding tax, referred to as "*imposta sostitutiva*", levied at the rate of 26 per cent. In the event that Noteholders described under (a) and (c) above are engaged in an entrepreneurial activity to which the relevant Notes are connected, the *imposta sostitutiva* applies as a provisional tax.

Where an Italian resident Noteholder is a company or similar commercial entity or a permanent establishment in Italy of a foreign company to which the Notes are effectively connected and the Notes are deposited with an Intermediary, interest, premium and other income from the Notes will not be subject to *imposta sostitutiva*, but must be included in

the relevant Noteholder's annual income tax return and are therefore subject to general Italian corporate taxation (and, in certain circumstances, depending on the "status" of the Noteholder, also to IRAP).

Under the current regime provided by Decree 351 and Article 9, par. 1, Legislative Decree No. 44 of 4 March 2014, as clarified by the Italian Revenues Agency (*Agenzia delle Entrate*) through Circular No. 47/E of 8 August 2003 and Circular No. 11/E of 28 March 2011, payments of interest, premiums or other proceeds in respect of the Notes made to Italian resident real estate investment funds established pursuant to Article 37 of the Financial Services Act or pursuant to Article 14-bis of Law No. 86 of 25 January 1994 and Real Estate SICAFs, are subject neither to *imposta sostitutiva* nor to any other income tax in the hands of a real estate investment fund or the Real Estate SICAF, but subsequent distributions made in favour of unitholders or shareholders will be subject, in certain circumstances, to a withholding tax of 26 per cent.

If the investor is resident in Italy and is a Fund, and the relevant Notes are held by an authorised intermediary, interest, premium and other income accrued during the holding period on the Notes will not be subject to *imposta sostitutiva*, but must be included in the management result of the Fund. The Fund will not be subject to taxation on such result, but the Collective Investment Fund Withholding Tax will apply, in certain circumstances, to subsequent distributions made in favour of unitholders or shareholders.

Where an Italian resident Noteholder is a pension fund (subject to the regime provided for by Article 17 of the Legislative Decree No. 252 of 5 December 2005) and the Notes are deposited with an authorised intermediary, interest, premium and other income relating to the Notes and accrued during the holding period will not be subject to *imposta sostitutiva*, but must be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to a 20 per cent. substitute tax (with certain adjustments for the fiscal year 2014 as provided by the Italian Finance Act 2015).

Pursuant to Decree 239, *imposta sostitutiva* is applied by an Intermediary.

An Intermediary must (a) be resident in Italy or be a permanent establishment in Italy of a non-Italian resident financial intermediary and (b) intervene, in any way, in the collection of interest or in the transfer of the Notes.

For the purpose of the application of the *imposta sostitutiva*, a transfer of Notes includes any assignment or other act, either with or without consideration, which results in a change of the ownership of the relevant Notes or in a change of the Intermediary with which the Notes are deposited.

Where the Notes are not deposited with an Intermediary, the *imposta sostitutiva* is applied and withheld by any entity paying interest to a Noteholder.

### **Non-Italian resident Noteholders**

No Italian *imposta sostitutiva* is applied on payments to a non-Italian resident Noteholder of interest or premium relating to Notes issued by a non-Italian resident issuer, provided that, if such Notes are held in Italy, the non-Italian resident Noteholder declares itself to be a non-Italian resident according to Italian tax regulations.

### **Payments made by an Italian resident guarantor**

With respect to payments on the Notes made to Italian resident Noteholders by an Italian resident guarantor, in accordance with one interpretation of Italian tax law, any payment of liabilities equal to interest and other proceeds from the Notes may be subject to a provisional withholding tax at a rate of 26 per cent. pursuant to Presidential Decree No. 600 of 29 September 1973. In case of payments to non-Italian resident Noteholders, the final withholding tax may be applied at 26 per cent.

Double taxation treaties entered into by Italy may apply allowing for a lower (or, in certain cases, nil) rate of withholding tax.

In accordance with another interpretation, any such payment made by the Italian resident guarantor will be treated, in certain circumstances, as a payment by the relevant issuer and will thus be subject to the tax regime described in the previous paragraphs of this section.

### **Atypical securities**

Interest payments relating to Notes that are not deemed to fall within the category of bonds (*obbligazioni*) or debentures similar to bonds (*titoli similari alle obbligazioni*) may be subject to a withholding tax, levied at the rate of 26 per cent. For this purpose, debentures similar to bonds are securities that incorporate an unconditional obligation to pay, at maturity, an amount not lower than their nominal value.

In the case of Notes issued by an Italian resident issuer, where the Noteholder is (a) an Italian individual engaged in an entrepreneurial activity to which the Notes are connected; (b) an Italian company or a similar Italian commercial entity; (c) a permanent establishment in Italy of a foreign entity; (d) an Italian commercial partnership; or (e) an Italian commercial private or public institution, such withholding tax is a provisional withholding tax. In all other cases, including when the Noteholder is a non-Italian resident, the withholding tax is a final withholding tax. For non-Italian resident Noteholders, the withholding tax rate may be reduced by any applicable tax treaty.

If the Notes are issued by a non-Italian resident issuer, the withholding tax mentioned above does not apply to interest payments made to a non-Italian resident Noteholder and to an Italian resident Noteholder which is (a) a company or similar commercial entity (including the Italian permanent establishment of foreign entities); (b) a commercial partnership; or (c) a commercial private or public institution.

### **Capital gains tax**

Any gain obtained from the sale or redemption of the Notes would be treated as part of the taxable income (and, in certain circumstances, depending on the “status” of the Noteholder, also as part of the net value of the production for IRAP purposes) if realised by an Italian company or a similar commercial entity (including the Italian permanent establishment of foreign entities to which the Notes are connected) or Italian resident individuals engaged in an entrepreneurial activity to which the Notes are connected.

Where an Italian resident Noteholder is an (i) an individual holding the Notes not in connection with an entrepreneurial activity, (ii) a non-commercial partnership, (iii) a non-commercial private or public institution, any capital gain realised by such Noteholder from the sale or redemption of the Notes would be subject to an *imposta sostitutiva*, levied at the current rate of 26 per cent. Noteholders may set off losses with gains.

In respect of the application of *imposta sostitutiva*, taxpayers may choose one of the three regimes described below.

Under the tax declaration regime (*regime della dichiarazione*), which is the default regime for Italian resident individuals not engaged in an entrepreneurial activity to which the Notes are connected, the *imposta sostitutiva* on capital gains will be chargeable, on a cumulative basis, on all capital gains, net of any incurred capital loss, realised by the Italian resident individual Noteholder holding the Notes not in connection with an entrepreneurial activity pursuant to all sales or redemptions of the Notes carried out during any given tax year. Italian resident individuals holding the Notes not in connection with an entrepreneurial activity must indicate the overall capital gains realised in any tax year, net of any relevant incurred capital loss, in the annual tax return and pay *imposta sostitutiva* on such gains together with any balance income tax due for such year. Capital losses in excess of capital gains may be carried forward against capital gains realised in any of the four succeeding tax years. Pursuant to Law Decree No. 66 of 24 April 2014, as converted into law with amendments by Law No. 89 of 23 June 2014 (**Decree 66**), capital losses may be carried forward to be offset against capital gains of the same nature realised after 30 June 2014 for an overall amount of: (i) 48.08 per cent. of the relevant capital losses realised before 1 January 2012; (ii) 76.92 per cent. of the capital losses realised from 1 January 2012 to 30 June 2014.

As an alternative to the tax declaration regime, Italian resident individual Noteholders holding the Notes not in connection with an entrepreneurial activity may elect to pay the *imposta sostitutiva* separately on capital gains realised on each sale or redemption of the Notes (the “*risparmio amministrato*” regime). Such separate taxation of capital gains is allowed subject to (a) the Notes being deposited with Italian banks, SIMs or certain authorised financial intermediaries (including permanent establishments in Italy of foreign intermediaries) and (b) an express election for the *risparmio amministrato* regime being timely made in writing by the relevant Noteholder. The depository is responsible for accounting for *imposta sostitutiva* in respect of capital gains realised on each sale or redemption of the Notes (as well as in respect of capital gains realised upon the revocation of its mandate), net of any incurred capital loss, and is required to pay the relevant amount to the Italian tax authorities on behalf of the taxpayer, deducting a corresponding amount from the proceeds to be credited to the Noteholder or using funds provided by the Noteholder for this purpose. Under the *risparmio amministrato* regime, where a sale or redemption of the Notes results in a capital loss, such loss may be deducted from capital gains subsequently realised, within the same securities management, in the same tax year or in the following tax years up to the fourth. Under the *risparmio amministrato* regime, the Noteholder is not required to declare the capital gains in the annual tax return. Pursuant to

Decree 66, capital losses may be carried forward to be offset against capital gains of the same nature realised after 30 June 2014 for an overall amount of: (i) 48.08 per cent. of the relevant capital losses realised before 1 January 2012; (ii) 76.92 per cent. of the capital losses realised from 1 January 2012 to 30 June 2014.

Any capital gains realised by Italian resident individuals holding the Notes not in connection with an entrepreneurial activity who have entrusted the management of their financial assets, including the Notes, to an authorised intermediary and have opted for the so-called “*risparmio gestito*” regime will be included in the computation of the annual increase in value of the managed assets accrued, even if not realised, at year end, subject to a substitute tax at a rate of 26 per cent., to be paid by the managing authorised intermediary. Under the *risparmio gestito* regime, any depreciation of the managed assets accrued at year end may be carried forward against increase in value of the managed assets accrued in any of the four succeeding tax years. Under the *risparmio gestito* regime, the Noteholder is not required to declare the capital gains realised in the annual tax return. Pursuant to Decree 66, decreases in value of the management assets may be carried forward to be offset against any subsequent increase in value accrued as of 1 July 2014 for an overall amount of: (i) 48.08 per cent. of the relevant decreases in value registered before 1 January 2012; (ii) 76.92 per cent. of the decreases in value registered from 1 January 2012 to 30 June 2014.

Any capital gains realised by a Noteholder who is an Italian real estate fund to which the provisions of Decree 351 as subsequently amended apply will be subject neither to *imposta sostitutiva* nor to any other income tax at the level of the real estate investment fund.

Any capital gains realised by a Noteholder which is a Fund will not be subject to *imposta sostitutiva*. Such result will not be taxed with the Fund, but subsequent distributions in favour of unitholders of shareholders may be subject to the Collective Investment Fund Withholding Tax.

Any capital gains realised by a Noteholder who is an Italian pension fund (subject to the regime provided for by article 17 of the Legislative Decree No. 252 of 5 December 2005) will be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to the 20 per cent. substitute tax (with certain adjustments for the fiscal year 2014 as provided by the Italian Finance Act 2015).

Capital gains realised by non-Italian resident Noteholders, not having a permanent establishment in Italy to which the Notes are connected, from the sale or redemption of Notes issued by an Italian resident issuer and traded on regulated markets are neither subject to the *imposta sostitutiva* nor to any other Italian income tax.

Capital gains realised by non-Italian resident Noteholders from the sale or redemption of Notes issued by an Italian resident issuer not traded on regulated markets are not subject to the *imposta sostitutiva*, provided that the effective beneficiary: (a) is resident in a country included in the White List (or New White List, once effective); or (b) is an international entity or body set up in accordance with international agreements which have entered into force in Italy; or (c) is a Central Bank or an entity which manages, *inter alia*, the official reserves of a foreign State; or (d) is an institutional investor which is resident in a country included in the White List (or New White List, once effective), even if it does not possess the status of taxpayer in its own country of residence.

If none of the conditions above is met, capital gains realised by non-Italian resident Noteholders from the sale or redemption of Notes issued by an Italian resident issuer not traded on regulated markets are subject to the *imposta sostitutiva* at the current rate of 26 per cent.

In any event, non-Italian resident individuals or entities without a permanent establishment in Italy to which the Notes issued by an Italian resident issuer are connected that may benefit from a double taxation treaty with Italy providing that capital gains realised upon the sale or redemption of Notes are to be taxed only in the country of tax residence of the recipient, will not be subject to *imposta sostitutiva* in Italy on any capital gains realised upon the sale or redemption of Notes issued by an Italian resident issuer.

Capital gains realised by non-Italian resident Noteholders from the sale or redemption of Notes issued by a non-Italian resident issuer are not subject to Italian taxation, provided that the Notes are held outside Italy.

### **Inheritance and gift taxes**

Pursuant to Law Decree No. 262 of 3 October 2006, converted into Law No. 286 of 24 November 2006, as subsequently amended, the transfers of any valuable asset (including shares, notes or other securities) as a result of death or donation are taxed as follows:

- (i) transfers in favour of spouses and direct descendants or direct ancestors are subject to an inheritance and gift tax applied at a rate of 4 per cent. on the value of the inheritance or the gift exceeding, for each beneficiary, €1,000,000;
- (ii) transfers in favour of relatives to the fourth degree or relatives-in-law to the third degree are subject to an inheritance and gift tax at a rate of 6 per cent. on the entire value of the inheritance or the gift. Transfers in favour of brothers/sisters are subject to the 6 per cent. inheritance and gift tax on the value of the inheritance or the gift exceeding, for each beneficiary, €100,000; and
- (iii) any other transfer is, in principle, subject to an inheritance and gift tax applied at a rate of 8 per cent. on the entire value of the inheritance or the gift.

If the transfer is made in favour of persons with severe disabilities, the tax is levied at the rate mentioned above in (i), (ii) and (iii) on the value exceeding, for each beneficiary, €1,500,000.

### **Transfer tax**

Following the repeal of the Italian transfer tax, contracts relating to the transfer of securities are subject to the following registration tax: (i) public deeds and notarised deeds are subject to fixed registration tax at a rate of €200.00; (ii) private deeds are subject to registration tax only in the case of voluntary registration.

### **Stamp duty**

Pursuant to Article 19(1) of Decree No. 201 of 6 December 2011 (**Decree 201**), a proportional stamp duty applies on an annual basis to the periodic reporting communications sent by financial intermediaries to their clients for the Notes deposited in Italy. The stamp duty applies at a rate of 0.20 per cent.; and cannot exceed 14,000 for taxpayers other than individuals; this stamp duty is determined on the basis of the market value or – if no market value figure is available – the nominal value or redemption amount of the Notes held. Based on the wording of the law and the implementing decree issued by the Italian Ministry of Economy on 24 May 2012, the stamp duty applies to any investor who is a client (as defined in the regulations issued by the Bank of Italy) of an entity that exercises in any form a banking, financial or insurance activity within the Italian territory.

### **Wealth Tax on securities deposited abroad**

Pursuant to Article 19(18) of Decree 201, Italian resident individuals holding the Notes outside the Italian territory are required to pay an additional tax at a rate of 0.20 per cent.

This tax is calculated on the market value of the Notes at the end of the relevant year or – if no market value figure is available – the nominal value or the redemption value of such financial assets held outside the Italian territory. Taxpayers are entitled to an Italian tax credit equivalent to the amount of wealth taxes paid in the State where the financial assets are held (up to an amount equal to the Italian wealth tax due).

### **EU Savings Directive**

Under Council Directive 2003/48/EC on the taxation of savings income (the **Savings Directive**), EU Member States are required to provide to the tax authorities of other EU Member States details of certain payments of interest or similar income paid or secured by a person established in a EU Member State to or for the benefit of an individual resident in another EU Member State or certain limited types of entities established in another EU Member State.

For a transitional period, Austria is required (unless during that period it elects otherwise) to operate a withholding system in relation to such payments. The end of the transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland).

On 10 November 2015, the Council of the European Union adopted a Council Directive repealing the Saving Directive from 1 January 2017 in the case of Austria and from 1 January 2016 in the case of all other EU Member States (subject to on-going requirements to fulfil administrative obligations such as the reporting and exchange of information relating to, and accounting for withholding taxes on, payments made before those dates). This is to

prevent overlap between the Savings Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU). The proposal also provides that if it proceeds, EU Member States will not be required to apply the new requirements of the Amending Directive.

#### **IMPLEMENTATION IN ITALY OF THE EU SAVINGS DIRECTIVE**

Italy has implemented Council Directive 2003/48/EC on the taxation of savings income through Legislative Decree No. 84 of 18 April 2005 (**Decree 84**). Under Decree 84, subject to a number of important conditions being met, in the case of interest paid to individuals which qualify as beneficial owners of the interest payment and are resident for tax purposes in another EU Member State, Italian qualified paying agents shall report to the Italian tax authorities details of the relevant payments and personal information on the individual beneficial owner. Such information is transmitted by the Italian tax authorities to the competent tax authorities of the State of residence of the beneficial owner. On 10 November 2015, the Council of the European Union adopted a Council Directive repealing the Savings Directive in order to prevent overlap between the Savings Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation.