

Final Terms dated 30 May 2011

UniCredit S.p.A.

Issue of EUR 5.000.000 Putable Fixed Rate Notes due 1 December 2026

under the €60,000,000,000 Euro Medium Term Note Programme

Part A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the Prospectus dated 22 October 2010 and the Supplements to the Prospectus dated 29 October 2010, 30 December 2010, 29 March 2011 and 3 May 2011, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus and the Supplements to the Prospectus. The Prospectus and the Supplements to the Prospectus are available for viewing during normal business hours at UniCredit S.p.A., Via A. Specchi, 16, 00186, Rome, Italy and on the website of UniCredit www.unicreditgroup.eu, as well as on the website of the Luxembourg Stock Exchange, www.bourse.lu. Copies may be obtained, free of charge, from each of the Issuers at the addresses above.

- | | |
|--|---|
| 1. (a) Issuer: | UniCredit S.p.A. |
| (b) Guarantor: | Not Applicable |
| 2. (a) Series Number: | 453 |
| (b) Tranche Number: | 1 |
| 3. Specified Currency or Currencies: | Euro ("EUR") |
| 4. Aggregate Nominal Amount: | |
| (a) Series: | EUR 5,000,000 |
| (b) Tranche: | EUR 5,000,000 |
| 5. Issue Price: | 88.50 per cent. of the Aggregate Nominal Amount |
| 6. (a) Specified Denominations: | EUR 50,000 |
| (b) Calculation Amount: | EUR 50,000 |
| 7. (a) Issue Date: | 1 June 2011 |
| (b) Interest Commencement Date: | Issue Date |
| 8. Maturity Date: | 1 December 2026 |
| 9. Interest Basis: | 0.40 per cent. Fixed Rate Interest
(further particulars specified below) |
| 10. Redemption/Payment Basis: | 160 per cent. |
| 11. Change of Interest Basis or
Redemption/Payment Basis: | Not Applicable |
| 12. Put/Call Options: | Investor Put
(further particulars specified below) |
| 13. (a) Status of the Notes: | Senior |
| (b) Status of the Guarantee: | Not Applicable |
| 14. Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions:	Applicable
(a) Rate(s) of Interest:	0.40 per cent. per annum, unadjusted, payable annually in arrear
(b) Interest Payment Date(s):	1 December in each year from, and including 1 December 2012 up to, and including the Maturity Date, in accordance with the Following Business Day Convention. There will be a long first interest period from (and including) the Issue Date to (but excluding) 1 December 2012 (the “ Long First Interest Period ”)
(c) Fixed Coupon Amount(s): (Applicable to Notes in definitive form)	EUR 200 per Calculation Amount, payable annually in arrear on 1 December in each year from, and including 1 December 2013 up to, and including, the Maturity Date
(d) Broken Amount(s): (Applicable to Notes in definitive form)	For the Long First Interest Period, EUR 300.00 per Calculation Amount, payable annually in arrear on 1 December 2012
(e) Day Count Fraction:	Actual/Actual (ICMA), unadjusted
(f) Determination Date:	Each Interest Payment Date in each year
(g) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16. Floating Rate Note Provisions:	Not Applicable
17. Zero Coupon Note Provisions:	Not applicable
18. Index Linked Interest Note/other variable-linked interest Note Provisions:	Not Applicable
19. Dual Currency Note Provisions:	Not Applicable
20. Credit Linked Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21. Issuer Call:	Not Applicable
22. Regulatory Call:	Not Applicable
23. Investor Put:	Applicable The Investor has the right to redeem some or all of its holding of Notes at 125 per cent. on the Optional Redemption Date only, with a minimum notice period of 10 Business Days before such Optional Redemption Date to the Issuer.
(a) Optional Redemption Date(s)	1 December 2019
(b) Optional Redemption Amount and method, if any, of calculation of such amount(s):	EUR 62,500 per Calculation Amount

- (c) Notice period (if other than as set out in the Conditions): The Investor will inform the Issuer at least 10 Business Days prior to the Optional Redemption Date; for the avoidance of doubt, the Investor will inform the Issuer on 18 November 2019
24. Final Redemption Amount: EUR 80,000 per Calculation Amount (unless previously redeemed as per item 23. above)
25. Early Redemption Amount payable on redemption for taxation reasons (as contemplated by Condition 9.2) or on event of default (as contemplated by Condition 13) and/or the method of calculating the same (if required or if different from that set out in Condition 9.6 (Redemption and Repurchase – Early Redemption Amounts): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes
- (a) Form of Notes: Bearer Notes:
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Notes only upon an Exchange Event
- (b) New Global Note: Yes
27. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
28. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No
29. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
30. Details relating to Instalment Notes:
- (a) Instalment Amount(s): Not Applicable
- (b) Instalment Date(s): Not Applicable
31. Details relating to Extendible Notes: Not Applicable
32. Redenomination applicable: Redenomination not applicable
33. Other final terms: Not Applicable

DISTRIBUTION

34. (a) If syndicated, names of Managers: Not Applicable
- (b) Date of Subscription Agreement: Not Applicable
- (c) Stabilising Manager (if any): Not Applicable
35. If non-syndicated, name of relevant Dealer: UniCredit Bank AG
36. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D.

37. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Luxembourg Stock Exchange's Regulated Market of the Notes described herein pursuant to the €60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A. and UniCredit Bank Ireland p.l.c.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of UniCredit S.p.A.:

By:

Duly authorised

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and admission to trading: Application has been 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 and listed on the Official List of the Luxembourg Stock Exchange, in each case with effect from, or about, the Issue Date.
- (b) Estimate of total expenses related to admission to trading: EUR 5,790

2. RATINGS

Ratings: The Notes are not expected to be rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

The Issuer and the Dealer, UniCredit Bank AG, have a conflict of interest with respect to the Noteholders, as they belong to UniCredit Group.

Moreover the Dealer is also the arranger of the Notes and the swap counterparty.

4. YIELD (*Fixed Rate Notes only*)

- Indication of yield: 4.242 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS0620245182
- (b) Common Code: 062024518
- (c) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (f) Intended to be held in a manner which would allow Eurosystem eligibility: Yes
- Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with Clearstream Banking, société anonyme or Euroclear Bank S.A./N.V. as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.