

THIS AMENDED AND RESTATED FINAL TERMS HAS BEEN CREATED SOLELY AS A MATTER OF RECORD TO RECORD THE FINAL TERMS OF THE NOTES AS AT THE DATE OF ISSUE. NO OFFER OF ANY OF THE NOTES IS BEING MADE BY THE ISSUER PURSUANT TO THIS DOCUMENT OR OTHERWISE AND THE ISSUER DOES NOT ACCEPT ANY ADDITIONAL OBLIGATIONS TO NOTEHOLDERS IN RELATION TO THIS DOCUMENT.

Amended and Restated Final Terms dated 5 December 2013 amending the Final Terms dated 18 November 2013

UniCredit S.p.A.

Issue of €250,000,000 Floating Rate Notes due July 2015 (the New Notes) to be consolidated and to form a single series with the issue of €750,000,000 Floating Rate Notes due July 2015 issued on 24 July 2013 (the Original Notes and, together with the New Notes, the Notes)

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 set forth in the Base Prospectus dated 5 July 2013 and the supplements to it dated 16 July 2013 and 13 August 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). This document constitutes the Final Terms of the New Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the New Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus, as so supplemented. The Base Prospectus is available for viewing during normal business hours at UniCredit S.p.A., Via A. Specchi 16, 00186, Rome, Italy and has been published on the website of UniCredit [www.unicreditgroup.eu](http://www.unicreditgroup.eu), as well as on the website of the Luxembourg Stock Exchange, [www.bourse.lu](http://www.bourse.lu). Copies may be obtained, free of charge, from the Issuer at the address above.

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|----|-----|--|--|
| 1. | (a) | Series Number:   | 571  |
|    | (b) | Tranche Number:  | 2  |
|    | (c) | Date on which the Notes will be consolidated and form a single Series: | The New Notes will be consolidated and form a single Series with the Original Notes on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 27 below, which is expected to occur on or about 30 December 2013 |
| 2. |     | Specified Currency or Currencies:                                      | Euro (€)   |
| 3. |     | Aggregate Nominal Amount:  |  |
|    | (a) | Series:  | €1,000,000,000   |
|    | (b) | Tranche:   | €250,000,000   |
| 4. |     | Issue Price:   | 100.427 per cent. of the Aggregate Nominal Amount plus accrued interest from, and including, 24 October 2013 to, but excluding, the Issue Date. Such accrued interest is equal to €320,125   |
| 5. | (a) | Specified Denominations:   | €100,000   |
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|     | (b) | Calculation Amount:                                 | €100,000  |
| 6.  | (a) | Issue Date:   | 19 November 2013  |
|     | (b) | Interest Commencement Date:                         | 24 July 2013, being the Issue Date of the Original Notes                                |
| 7.  |     | Maturity Date:                                      | Interest Payment Date falling in or nearest to 24 July 2015                             |
| 8.  |     | Interest Basis:                                     | 3 month EURIBOR + 1.55 per cent. Floating Rate<br>(further particulars specified below) |
| 9.  |     | Redemption/Payment Basis:                           | 100 per cent.   |
| 10. |     | Change of Interest Basis:                           | Not Applicable  |
| 11. |     | Put/Call Options:                                   | Not Applicable  |
| 12. | (a) | Status of the Notes:                                | Senior  |
|     | (b) | Date Board approval for issuance of Notes obtained: | 29 January 2013   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|-----|--|--|
| 13. |     | Fixed Rate Note Provisions:  | Not Applicable   |
| 14. |     | Floating Rate Note Provisions:   | Applicable   |
|     | (a) | Specified Period(s)/Specified Interest Payment Dates:  | 24 October, 24 January, 24 April and 24 July in each year from and including 24 October 2013 |
|     | (b) | Business Day Convention:   | Modified Following Business Day Convention   |
|     | (c) | Additional Business Centre(s):   | London   |
|     | (d) | Manner in which the Rate of Interest and Interest Amount are to be determined:                 | Screen Rate Determination  |
|     | (e) | Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent): | Not Applicable   |
|     | (f) | Screen Rate Determination:   |  |
|     | -   | Reference Rate(s):   | 3 month EURIBOR  |
|     | -   | Relevant Financial Centre:   | Brussels   |
|     | -   | Reference Currency:  | Not Applicable   |
|     | -   | Designated Maturity:   | Not Applicable   |
|     | -   | Specified Time:  | Not Applicable   |

(g)	Interest Determination Date(s):	Second day on which the TARGET2 System is open prior to the start of each Interest Period
(h)	Relevant Screen Page:	Reuters page EURIBOR01
(i)	ISDA Determination:	Not Applicable
(j)	Difference in Rates:	Not Applicable
(k)	Margin(s):	+ 1.55 per cent. per annum
(l)	Minimum Rate of Interest:	Not Applicable
(m)	Maximum Rate of Interest:	Not Applicable
(n)	Day Count Fraction:	Actual/360
15.	Inflation Linked Interest Note Provisions	Not Applicable
16.	Change of Interest Basis Provisions:	Not Applicable
17.	Zero Coupon Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

18.	Notice periods for Condition 8.2:	Minimum period: 5 days Maximum period: 90 days
19.	Issuer Call:	Not Applicable
20.	Regulatory Call:	Not Applicable
21.	Investor Put:	Not Applicable
22.	Early Redemption Amount payable on redemption for taxation reasons (as contemplated by Condition 8.2) or on event of default:	As per Condition 8.2
23.	RMB Currency Event:	Not Applicable
24.	Spot Rate :	(i) Relevant Spot Rate Screen Page: Not Applicable (ii) Relevant Valuation Time: Not Applicable
25.	Party responsible for calculating the Spot Rate:	Not Applicable
26.	Relevant Currency:	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27.	Form of Notes
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|-----|---|---|
| (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   |
| 28. | Additional Financial Centre(s):                               | TARGET and London   |
| 29. | RMB Settlement Centre(s):                                     | Not Applicable  |
| 30. | Talons for future Coupons to be attached to Definitive Notes: | No  |

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

By:  .....

*Duly authorised*

By:  .....

*Duly authorised*



## Part B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING:**

Application has been made by the Issuer (or on its behalf) for the New Notes to be listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the Luxembourg Stock Exchange's regulated market with effect from 19 November 2013.

(a) Estimate of total expenses related to admission to trading: €750
2. **RATINGS**

Ratings: The New Notes to be issued have been rated:

Baa2 by Moody's Italia S.r.l. (**Moody's**);

BBB by Standard & Poor's Credit Market Services Italy S.r.l. (**S&P**); and

BBB+ by Fitch Italia S.p.A. (**Fitch**).

Each of Moody's, S&P and Fitch is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).
3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Managers and save for the fact that UniCredit Bank AG is part of the Issuer's group, so far as the Issuer is aware, no person involved in the issue of the New Notes has an interest material to the offer. The Managers and their affiliates 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 its affiliates in the ordinary course of business.
4. **YIELD** (Fixed Rate Notes only)

Indication of yield: Not Applicable
5. **HISTORIC INTEREST RATES** (Floating Rate Notes only)

EURIBOR rates can be obtained from Reuters.
6. **OPERATIONAL INFORMATION**

(a) ISIN Code: The temporary ISIN Code is XS0995094579. The New Notes will be consolidated and form a single series with the Original Notes 40 days after the Issue Date (being on or about 30 December 2013). Upon such consolidation, the New Notes will have the same ISIN Code as the Original Notes, being XS0955112528

(b) Common Code: The temporary Common Code is 099509457. The New Notes will be consolidated and form a single series with the Original Notes 40 days after the Issue Date (being on

or about 30 December 2013). Upon such consolidation, the New Notes will have the same Common Code as the Original Notes, being 095511252

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| (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) | Deemed delivery of clearing system notices for the purposes of Condition 17 (Notices):   | Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream, Luxembourg.   |
| (g) | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes. Note that the designation "yes" simply means that the New Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the New 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 the ECB being satisfied that Eurosystem eligibility criteria have been met. |

## 7. DISTRIBUTION

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|-------|---|---|
| (i)   | Method of distribution:                                 | Syndicated  |
| (ii)  | If syndicated, names and addresses of Managers:         | <p>DZ BANK AG Deutsche Zentral-Genossenschaftsbank,<br/>Frankfurt am Main<br/>Platz der Republik<br/>60265 Frankfurt am Main<br/>Germany</p> <p>Nykredit Bank A/S<br/>Kalvebod Brygge 47<br/>DK-1780 Copenhagen V<br/>Denmark</p> <p>UniCredit Bank AG<br/>Arabellastrasse 12<br/>81925, Munich<br/>Germany</p> |
| (iii) | Date of Subscription Agreement:                         | 18 November 2013  |
| (iv)  | Stabilising Manager(s) (if any):                        | Not Applicable  |
| (v)   | If non-syndicated, name and address of relevant Dealer: | Not Applicable  |

(vi) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D