

## FINAL TERMS

### UniCredit S.p.A.

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

**Issue of EUR 35,000,000 Floating Rate Notes due 12 July 2021  
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 15 June 2016 and the supplement to it dated 6 July 2016 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). 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 Base Prospectus. Full information on the Issuer[, the Guarantor] and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. 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.  | Series Number:  | 662   |
|     | (a) Tranche Number:   | 1   |
| 2.  | Specified Currency or Currencies:   | Euro  |
| 3.  | Aggregate Nominal Amount:   |   |
|     | (a) Series:   | Euro 35,000,000   |
|     | (b) Tranche:  | Euro 35,000,000   |
| 4.  | Issue Price:  | 100 per cent. of the Aggregate Nominal Amount   |
| 5.  | Specified Denominations:  | Euro 100,000  |
|     | (a) Calculation Amount ( <i>in relation to calculation of interest in global form see the Conditions</i> ): | Euro 100,000  |
| 6.  | Issue Date:   | 12 July 2016  |
|     | (a) Interest Commencement Date:   | Issue Date  |
| 7.  | Maturity Date:  | 12 July 2021  |
| 8.  | Interest Basis:   | 3 month EURIBOR+1.16 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. Status of the Notes: Senior
- (a) Date of Board approval for issuance of Notes 9 February 2016

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. Fixed Rate Note Provisions: Not Applicable
14. Floating Rate Note Provisions: Applicable
- (a) Specified Period(s)/Specified Interest Payment Dates: Quarterly on 12 January, 12 April, 12 July and 12 October in each year from and including 12 October 2016, subject to adjustment in accordance with the Business Day Convention set out in (b) below
- (b) Business Day Convention: Modified Following Business Day Convention
- (c) Additional Business Centre(s): TARGET
- (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
- (i) Interest Determination Date(s): Two (2) TARGET Business Days prior to the beginning of each Interest Period
- (ii) Relevant Screen Page: Reuters Screen Page “EURIBOR01” or any successor screen page
- CMS Rate definitions: Not Applicable
- (g) ISDA Determination: Not Applicable
- (h) Linear Interpolation: Not Applicable

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(i)	Difference in Rates:	Not Applicable
(j)	Margin(s):	+1.16 per cent. per annum
(k)	Minimum Rate of Interest:	Not Applicable
(l)	Maximum Rate of Interest:	Not Applicable Actual/360
(m)	Day Count Fraction:	
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 (Redemption for tax reasons):	Minimum period: 5 days Maximum period: 90 days
19.	Issuer Call:	Not Applicable
20.	Regulatory Call:	Not Applicable
21.	Issuer Call due to Loss Absorption Disqualification Event:	Applicable
22.	Investor Put:	Not Applicable
23.	Early Redemption Amount payable on redemption for taxation reasons (as contemplated by Condition 8.2) or on event of default (in the case of Subordinated Notes only, subject to the prior approval of the relevant Competent Authority, as applicable, and in accordance with applicable laws and regulations, including Articles 77(b) and 78 of the CRD IV Regulation):	As per Condition 8.2
24.	Extendible Notes:	Not Applicable
25.	RMB Currency Event:	Not Applicable
26.	Relevant Currency:	Not Applicable

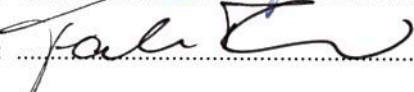
#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

27.	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

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|-----|---|----------------|
| (b) | New Global Note:  | Yes            |
| 28. | Additional Financial Centre(s):                               | TARGET         |
| 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:  .....

By:  .....

*Duly authorised signatories*

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## Part B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING:** Application has been made by the Issuer (or on its behalf) for the 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 12 July 2016.

- (a) Estimate of total expenses related to admission to trading: EUR 2,325.00

2. **RATINGS**

Ratings: The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally:

Baa1 stable by Moody's Investors Service Ltd. (Moody's);

BBB- stable by Standard & Poor's Credit Market Services Europe Limited (S&P); and

BBB+ negative 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 Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer 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**

EURIBOR rates can be obtained from Reuters.

6. **OPERATIONAL INFORMATION**

- (a) ISIN Code: XS1439492817
- (b) Common Code: 143949281
- (c) CUSIP: Not Applicable
- (d) CINS: Not Applicable



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|-----|---|---|
| (e) | Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): | Not Applicable  |
| (f) | Delivery:   | Delivery against payment  |
| (g) | Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable  |
| (h) | 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 one of the ICSDs 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 the ECB being satisfied that Eurosystem eligibility criteria have been met. |

## 7. DISTRIBUTION

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|-------|--|---|
| (i)   | Method of distribution:  | Non-syndicated  |
| (ii)  | If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable  |
| (iii) | Date of Subscription Agreement/other agreement:                              | Not Applicable  |
| (iv)  | Stabilisation Manager(s) (if any):   | Not Applicable  |
| (v)   | If non-syndicated, name and address of relevant Dealer:                      | <i>J.P. Morgan Securities plc<br/>25 Bank Street<br/>London E14 2DR</i>   |
| (vi)  | U.S. Selling Restrictions:   | Reg. S Compliance Category 2; TEFRA D   |
| (vii) | United States Tax Considerations   | The Notes shall not be treated as Specified Securities (as defined in the Base Prospectus) for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986. |