

This document constitutes a supplement pursuant to Article 10, paragraph 1, and Article 23, paragraph 5, of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**").



2nd Supplement dated 3 December 2024

(the "**Supplement**")

to the Registration Document dated 7 August 2024 of

UniCredit S.p.A.

approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**")

(the "**Registration Document**")

This Supplement is to be read and construed in conjunction with any information already supplemented by the 1st Supplement dated 11 November 2024 to the the Registration Document in accordance with Article 12(1) of the Prospectus Regulation.

The Registration Document, as approved by the CSSF and as supplemented, is a constituent part of the following prospectuses:

- the Base Prospectus for the issuance of Securities with Single Underlying and Multi Underlying (without capital protection) dated 7 August 2024 of UniCredit S.p.A.,
- the Base Prospectus for the issuance of Securities with Single Underlying and Multi Underlying (with (partial) capital protection) dated 7 August 2024 of UniCredit S.p.A.,
- the Base Prospectus for the issuance of Credit Linked Securities dated 18 September 2024 of UniCredit S.p.A.,

as approved by the CSSF and as supplemented from time to time (the “**Base Prospectuses**”). The terms used in this Supplement have the same meaning as the terms used in the Registration Document.

Any references to the Registration Document are to be read as references to the Registration Document as supplemented.

UniCredit S.p.A. (the “**Issuer**”) accepts responsibility for the information contained in this Supplement and declares that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. If there is an inconsistency between any information included in the Supplement and information included in the Registration Document, the information included in the Supplement should prevail.

Investors who have already agreed to purchase or subscribe for securities before the Supplement is published and where the Securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, shall have the right, exercisable within three working days after the publication of the Supplement, to withdraw their acceptances (Article 23 (2) of the Prospectus Regulation). Investors may therefore exercise the right of withdrawal up until 6 December 2024: (i) in relation to the public offers through distributors, contacting the relevant distributors as expressly specified in the relevant final terms / acceptance forms; and/or (ii) in relation to the public offers carried out without any distributors expressly specified in the relevant final terms / acceptance forms, contacting the Issuer through the following email address: info.investimenti@unicredit.it.

This Supplement, the Registration Document, as well as any further supplements to the Registration Document, and the Base Prospectuses are published on the following website of the Issuer: <https://www.investimenti.unicredit.it/it/info/documentazione.html#programmi-di-emissione-unicredit-spa>.

Furthermore, this Supplement and the documents incorporated by reference into the Registration Document by virtue of this Supplement will be published on the website of the Luxembourg Stock Exchange (www.luxse.com).

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy since the publication of the Registration Document.

This Supplement has been approved by the CSSF in its capacity as competent authority under the Prospectus Regulation.

Purpose of the Supplement

This Supplement serves as update to the Registration Document in connection with the publication of the press releases related to a voluntary public exchange offer launched by UniCredit S.p.A. for all of the shares of Banco BPM S.p.A..

In particular, the purpose of the submission of this Supplement is to update the information included into the following section of the Registration Document:

- a. "INFORMATION ABOUT THE ISSUER".

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1. Changes to the Registration Document

1.1. The "Section IV - Information about the Issuer", on page 25 et seq. of the Registration Document, shall be amended as follows:

1.1.1. In subsection "History and development of the Issuer", on pages 25 et seq. of the Registration Document, "Recent developments" paragraph on page 26 et seq. of the Registration Document shall be amended and the following paragraph shall be added:

"Recent Developments

[...]

- On 25 November 2024, UniCredit S.p.A. announced, pursuant to Article 102, paragraph 1, of Legislative Decree No. 58 of February 24, 1998, as subsequently amended, and Article 37 of the regulation adopted by Consob with resolution No. 11971 of May 14, 1999, as subsequently amended, a voluntary public exchange offer launched for all of the shares of Banco BPM S.p.A.. The relevant press releases are incorporated by reference in this Registration Document and are available to the public on the Issuer's website at the following links:
 - (i) [Notice-pursuant-art.102-TUF-UniCredit Banco-BPM-exchange-offer 25112024.pdf](#) (the "Exchange Offer Notice");
 - (ii) [PR-UniCredit Banco-BPM-exchange-offer 25112024.pdf](#) (the "Exchange Offer Press Release").

The following table shows where the information required under article 19(2) of Regulation (EU) 2017/1129 can be found in the above-mentioned documents:

Documents	Information Incorporated	Page Reference
Exchange Offer Notice	Entire document	
Exchange Offer Press Release	Entire document	

- On 25 November 2024, UniCredit S.p.A. announced the convening of the Shareholders' Meeting in extraordinary session, in Milan, UniCredit Tower Hall, via Fratelli Castiglioni 12 on April 10 2025 at 10:00 a.m., in a single call. The Meeting is convened to decide on the following agenda:

Extraordinary part

1. Proposal to grant the Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, with the power, to be exercised within 31 December 2025, to increase the share capital, in one or more tranches and in a divisible form, without pre-emption right pursuant to Art. 2441, paragraph 4, first sentence, of the Italian Civil Code, and with issuance of maximum no. 266,000,000 ordinary shares, with ordinary rights and the same characteristics as the shares already outstanding on the issue date, whose issuance price shall be determined by the Board of Directors pursuant to applicable laws, to be paid up by way of contribution in kind functional to a voluntary public exchange offer (*offerta pubblica di scambio volontaria*) on all the ordinary shares of Banco BPM S.p.A.; subsequent amendment of Art. 6 of the Company's by-laws; related and subsequent resolutions.

For further information please see the Issuer's website".