

SUMMARY OF THE SPECIFIC ISSUE

Section A - Introduction and warnings						
<p>Introduction and Warning: This summary should be read as an introduction to the Base Prospectus and the Final Terms to which this is annexed. Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the Final Terms. An investor in the Notes could lose all or part of the invested capital. Where a claim relating to information contained in the Base Prospectus and the Final Terms is brought before a court, the plaintiff may, under national law where the claim is brought, be required to bear the costs of translating the Base Prospectus and the Final Terms before the legal proceedings are initiated. Civil liability attaches only to the Offeror on the basis of this summary, including any translation of it, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or where it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Notes.</p> <p>Name and international securities number of the Notes: Issue of EUR20,000,000 Fixed Rate Step-Down Senior Notes due 9 October 2038 (the Notes) (ISIN: IT0005674111)</p> <p>Name of the Issuer: UniCredit S.p.A. (UniCredit or the Issuer)</p> <p>Contact details of the Issuer: UniCredit has its registered office at Piazza Gae Aulenti, 3 Tower A 20154 Milan, Italy. (Telephone: +39 02 88 621) (website: www.unicreditgroup.eu)</p> <p>LEI codes of the Issuer: 549300TRUWO2CD2G5692</p> <p>Competent Authority for approval of Base Prospectus: Commission de Surveillance du Secteur Financier (CSSF), 283, route d'Arlon L-1150 Luxembourg (Telephone (+352) 26 25 1 – 1). The Base Prospectus relating to the €60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A. has been approved by the CSSF on 8 May 2025 as supplemented on 28 May 2025 and on 4 August 2025.</p>						
Section B - Key information on the Issuer						
Who is the Issuer of the securities?						
<p>Domicile and legal form of the Issuer</p> <p>UniCredit is a joint-stock company established in Italy under Italian law, with its registered office, head office and principal centre of business at Piazza Gae Aulenti, 3 Tower A, 20154 Milan, Italy. UniCredit's Legal Entity Identifier (LEI) code is 549300TRUWO2CD2G5692.</p> <p>Principal activities of the Issuer</p> <p>UniCredit is a pan-European Commercial Bank with a unique service offering in Italy, Germany, Austria and Central and Eastern Europe. UniCredit's purpose is to empower communities to progress, delivering the high-quality services for all stakeholders, unlocking the potential of its clients and its people across Europe. UniCredit serves about 15 million customers worldwide. UniCredit is organized in five geographical areas (Business Divisions) and three product factories, Corporate, Individual and Payments Solutions.</p> <p>Major shareholders of the Issuer</p> <p>No individual or entity controls UniCredit within the meaning provided for in Article 93 of the Legislative Decree No. 58 of 24 February 1998 (the Financial Services Act) as amended. As at 28 April 2025, the main shareholders who have disclosed to hold, directly or indirectly, a relevant participation in UniCredit, pursuant to Article 120 of the Financial Services Act, were: BlackRock Group (shares: 114,907,383; 7.377 per cent. owned) and Capital Research and Management Company (shares: 80,421,723; 5.163 per cent. owned).</p> <p>Identity of the managing director of the Issuer</p> <p>The managing director of the Issuer is Mr. Andrea Orcel (Chief Executive Officer).</p> <p>Identity of the auditors of the Issuer</p> <p>The audit firm assigned with the statutory accounting supervision of the Issuer for the 2022-2030 nine-year period is KPMG S.p.A. (KPMG). KPMG is a company incorporated under the laws of Italy, enrolled with the Companies' Register of Milan under number 00709600159 and registered with the Register of Statutory Auditors (Registro dei Revisori Legali) maintained by Minister of Economy and Finance with registration number 70623, having its registered office at Via Vittor Pisani 25, 20124 Milan, Italy.</p>						
What is the key financial information regarding the Issuer?						
<p>UniCredit derived the selected consolidated financial information included in the table below for the years ended 31 December 2024 and 2023 from the audited consolidated financial statements for the financial year ended 31 December 2024 and 2023. The selected consolidated financial information included in the table below for the six months ended 30 June 2025 and 30 June 2024, was derived from the limited audit interim consolidated financial statements ended 30 June 2025 and 2024. The figures below for the items of income statement and balance sheet refer to the reclassified schemes.</p>						
Income statement						
EUR millions, except where indicated	As for the year ended			As for the six months ended		
	31 Dec 24 (*)	31 Dec 23 (**)	31 Dec 23 (***)	30 Jun 25 (****)	30 Jun 24 (*****)	30 Jun 24 (*****)
	audited			limited audited		
Net interest	14,358	14,005	14,005	6,934	7,138	7,143
Fees	8,139	7,565	7,463	4,426	4,273	4,220
Loan Loss Provisions (LLPs)	(641)	(560)	(548)	(192)	(118)	(118)
Trading income	1,739	1,743	1,845	833	989	1,028

Measure of financial performance used by the Issuer in the financial statements such as operating profit (Gross operating profit (Loss))	15,439	14,366	14,372	8,046	8,104	8,096
Group stated Net profit (loss)	9,719	9,507	9,507	6,115	5,236	5,236

Balance sheet					
EUR millions, except where indicated	As for the year ended			At the date of	Value as outcome from the Supervisory Review and Evaluation Process ('SREP' 31.12.2024)
	31 Dec 24 (*)	31 Dec 23 (**)	31 Dec 23 (***)	30 Jun 25 (****)	
	audited			limited audited	
Total assets	784,004	784,974	784,974	860,328	not applicable
Senior debt	not applicable	not applicable	not applicable	not applicable	not applicable
Subordinated debt (*****)	6,649	7,688	7,688	not applicable	not applicable
Loans and receivables from customers (net) [identified in the reclassified consolidated accounts as "Loans to customers"]	418,378	429,452	429,452	433,153	not applicable
Deposits from customers	499,505	495,716	495,716	494,291	not applicable
Group Shareholders' Equity	62,441	64,079	64,079	68,023	not applicable
Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance (%)	15.96%	16.14%	16.14%	16.02%	10.46%
Total Capital Ratio (%)	20.41%	20.90%	20.90%	20.36%	14.84%
Leverage Ratio calculated under applicable regulatory framework (%)	5.60%	5.78%	5.78%	5.69%	3%

- (*) The financial information relating to the financial year ended 31 December 2024 has been extracted from UniCredit's audited consolidated financial statements and for the year ended 31 December 2024, which have been audited by KPMG S.p.A., UniCredit's external auditors.
- (**) The comparative figure as at 31 December 2023 in this column have been restated. The amount related to year 2023 differs from the ones published in the "Consolidated Reports and Accounts".
- (***) As published in the "2023 Consolidated Reports and Accounts".
- (****) The financial information relating to 30 June 2025 has been extracted from UniCredit's limited audit Consolidated First Half Financial Report as at 30 June 2025.
- (*****) In 2025 Reclassified income statement, comparative figures as at 30 June 2024 have been restated.
- (*****) As published in UniCredit's limited audit Consolidated First Half Financial Report as at 30 June 2024.
- (*****) Amounts do not refer to reclassified schemes. They are extracted from the Consolidated financial statements - Notes to the consolidated accounts

What are the key risks that are specific to the Issuer?

Potential investors should be aware that in the case of the occurrence of one of the below mentioned risk factors the Notes may decline in value and that they may sustain a total loss of their investment.

The following risks are key risks specific to the Issuer:

Risks associated with the UniCredit Group's activities in different geographical areas

Despite the Group's business being materially connected to Italy and, therefore, to the state of its economy (Italy accounted for approximately 44 per cent. of the Group's revenues in 1H25, computed as sum of Italy, Germany, Austria, Central & Eastern Europe and Russia) the UniCredit Group is also present in Germany (accounting for approximately 22 per cent. of the Group's revenues in 1H25), in Austria (accounting for approximately 10 per cent. of the Group's revenues), in Central & Eastern Europe (accounting for approximately 18 per cent. and covering Czech Republic and Slovakia, Hungary, Slovenia, Croatia, Bulgaria, Romania, Bosnia & Herzegovina and Serbia). UniCredit also has marginal activities in Russia (accounting for approximately 5 per cent. of the Group's revenues in 1H25). The exposure to which has been reduced (including over the first quarter of 2025), since the start of the Ukrainian crisis. The UniCredit Group's geographical spread will also continue to expose it to risks and uncertainties of a varying nature and magnitude affecting each of the various countries in which it operates and which could be more complex in relation to countries outside the European Union. Central and eastern European countries in particular have historically experienced volatile capital and foreign exchange markets, often coupled with political, economic and financial instability (at present potentially increased due to the Ukrainian crisis). The evolution of the geopolitical landscape remains under continuous monitoring by UniCredit, with current factors including recent and constantly evolving U.S. trade policy decisions, that could have potential implications on global trade relationships both with upsides (e.g. new trade partnerships) and downsides (e.g. impact on export/import) as possible outcomes. This area is at the early stage of evolution and potential impacts, if any, on UniCredit's primary geographies will be duly taken into account as part of the normal processes of the risk management framework. As at the date of the Base Prospectus, the Issuer's presence in Russia exposes it to the specific risks connected to the ongoing Ukrainian crisis. Such risk exposure also requires the Issuer to constantly employ a significant amount of resources for the dynamic management of risks and ongoing assessment of the possible effects of the geopolitical crisis, while maintaining an overall prudent and sustainable approach to distributions. With regard to the assets and liabilities of Russian subsidiaries, the Group holds investments in Russia through AO UniCredit Bank and its subsidiaries OOO UniCredit Garant, and OOO UniCredit Leasing. The line-by-line consolidation determined the recognition of total assets for Euro 6,306 million vs. Euro 5,597 million as at 31 December 2024, mainly attributable to a change in financial assets at amortised cost for the application of the updated exchange rate. As at 30 June 2025, the revaluation reserves, whose treatment envisages the recycling through P&L in case of derecognition of the associated assets and liabilities, are equal to Euro -2,624 million mainly arising from the foreign exchange

revaluation reserve resulting from the conversion of assets and liabilities of these companies in EUR; the positive delta for Euro 697 million vs. year-end 2024 (Euro – 3,321 million), is mainly due to the appreciation of the Russian Ruble over the period.

As of 2Q2025 the loss of control over AO UniCredit Bank would determine the derecognition of net assets having a carrying value of Euro 6,426 million (also embedding the negative revaluation reserves), with a correspondent negative effect through P&L, in case the events leading to the derecognition would not envisage cash-in receivables; under a regulatory perspective over CET1 capital, the negative effect related to the revaluation Reserves (Euro -2,624 million) is basically neutral since it is already considered according to its nature and sign (also taking into account regulatory filters). In the first half 2025, the consolidated carrying value of AO UniCredit Bank has increased, as an effect of the results of the Bank and of the appreciation of the Russian Ruble. The extreme loss scenario impact on UniCredit CET1 ratio as of June 2025 is equal to -78bps or -88bps including impact from threshold deduction, if this were applicable at the time the event occurs.

Credit risk and risk of credit quality deterioration

The financial and capital strength, as well as the profitability of the UniCredit Group also depend on the creditworthiness of its customers. An unexpected change in the creditworthiness of a counterparty exposes the Group to the risk of a change in the value of the associated credit exposure, requiring it to be partially or totally written down. Such credit risk is inherent in, and material to, the traditional activity of providing credit. As at 30 June 2025, the value of the UniCredit Group's non-performing exposures (NPEs) was equal to Euro 11.7 billion (with a gross NPE ratio of 2.6 per cent.), stable Y/Y; the stock of loan loss provisions (LLPs) was equal to Euro 5.3 billion with a coverage ratio of 45.4 per cent..

As at 30 June 2025, the Group's net NPEs stood at Euro 6.4 billion (equal to 1.5 per cent. of total exposures of the Group). The UniCredit Group's CoR stood at 9 bps as at 30 June 2025 and Group's overlays on performing exposures was approximately Euro 1.7 billion. The UniCredit Group is also exposed to the non-traditional counterparty credit risk arising in the context of negotiations of derivative contracts and repurchase transactions (repos) on a wide range of products if a counterparty becomes unable to fulfil its obligations towards the UniCredit Group.

Risks associated with the exposure of the UniCredit Group to sovereign debt

The book value of sovereign debt securities exposures of the UniCredit Group as at 30 June 2025 amounted to Euro 129,983 million (Euro 116,130 million as at 31 December 2024) of which more than 74 per cent. is concentrated in eight countries: Italy (Euro 47,626 million), Spain (Euro 17,252 million), Germany (Euro 8,148 million), France (Euro 7,842 million), Czech Republic (Euro 4,284 million), Austria (Euro 4,156 million), United States of America (Euro 4,023 million) and Romania (Euro 3,108 million). Worsening of the spread between the return on government bonds and risk-free benchmark rates, downgrading of a sovereign entity's rating might impact negatively the value of UniCredit's securities portfolio may be detrimental to the capital position and operating results of the Issuer, although there were no indications of defaults over the course of 2025. The Group's sovereign debt exposure to Russia (Euro 763 million, as of 30 June 2025) is almost totally held by the Russian controlled bank in local currency and accordingly classified in the banking book. In addition to the exposures to sovereign debt securities, loans given to central and local governments and governmental bodies must be taken into account, amounting to Euro 27,617 million as at 30 June 2025 (as at 31 December 2024 it amounted to Euro 26,515 million).

Liquidity Risk

The UniCredit Group is and will be exposed to the possibility of being unable to meet its current and future, anticipated and unforeseen cash payment and delivery obligations without impairing its day-to-day operations or financial position. The liquidity risks specific to the activities of UniCredit concern funding / market liquidity and mismatch / contingency risks. As of 31 December 2024, the Liquidity Coverage Ratio (LCR) of the UniCredit Group was equal to 144 per cent., whereas at 31 December 2023, it was equal to 154 per cent. (calculated as the average of the 12 latest end of month ratios). As of 31 December 2024 the Net Stable Funding Ratio (NSFR) was above 128 per cent.. The regulatory liquidity indicators as at 30 June 2025 were as follows: (i) LCR above 140 per cent., (ii) preliminary NSFR above 125 per cent. and (iii) Loan to Deposit Ratio equal to 88 per cent..

Risks associated with capital adequacy requirements

Following the results of the SREP 2024, capital requirements to be met by UniCredit involve a P2R at 200 bps (minimum of 1.13 per cent. as CET1 capital and 1.50 per cent. as Tier 1 capital), a leverage ratio (P2R-LR) of zero and no additional liquidity requirements. As of June 2025, UniCredit is required to keep: (i) OCR at 10.46 per cent. in terms of CET1, at 12.34 per cent. in terms of Tier 1, and at 14.84 per cent. in terms of Total Capital, and (ii) OLRR at 3 per cent. on a consolidated basis. As of 30 June 2025, consolidated CET1 Capital, Tier 1 and Total Capital ratios were equal to, respectively: 16.0 per cent., 17.7 per cent. and 20.4 per cent., while the LRE was 5.70 per cent.. All in all, the outcome of the 2024 SREP as summarized by the P2R is in line with previous years' assessment, and there are no other impacts stemming from that relating to 2024. Furthermore, following the communication received by the SRB and the Bank of Italy in April 2025, UniCredit is required to comply, on a consolidated basis, with: (i) MREL requirement equal to 22.18 per cent. of RWAs – plus the applicable Combined Buffer Requirement (the CBR) – and 5.98 per cent. for Leverage Ratio Exposures (LRE); and subordinated MREL (i.e., to be met with subordinated instruments) equal to 14.49 per cent. of RWAs plus the applicable CBR – and 5.98 per cent. for the LRE.

Section C – Key Information on the Notes

What are the main features of the Notes?

Type, class and ISIN: The Notes are Dematerialised Fixed Rate Step Down Senior Notes due 9 October 2038 (the **Maturity Date**). International Securities Identification Number (ISIN): IT0005674111.
The Notes are not expected to be rated.

Currency: The currency of this Series of Notes is Euro (EUR) (the **Specified Currency**).

The Notes have a Specified Denomination of EUR 1,000. The Maturity Date of the Notes is 9 October 2038. The aggregate nominal amount of the Notes is EUR 20,000,000.

The Status and Subordination (Ranking) of the Notes: The Notes issued on a Senior basis constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer ranking (subject to any obligations preferred by applicable law) *pari passu* with all other unsecured obligations (other than obligations ranking junior to the Senior Notes from time to time (including Non-Preferred Senior Notes and any further obligations subsequently permitted by law to rank junior to the Senior Notes following the Issue Date), if any) of the Issuer, present and future and *pari passu* and rateably without any preference among themselves.

This Series of the Notes is issued on a Senior basis.

Each holder of a Note unconditionally and irrevocably waives any right of set-off, netting, counterclaim, abatement or other similar remedy which it might otherwise have, under the laws of any jurisdiction or otherwise, in respect of such Note.

The rights attached to the Notes: The Notes bear interest at different fixed Interest Rates in respect of different Interest Periods. In particular:

- 8.00 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2025 (the **Interest Commencement Date**) to but excluding 9 October 2026;
- 6.00 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2026 to but excluding 9 October 2027;
- 4.00 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2027 to but excluding 9 October 2028;
- 4.00 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2028 to but excluding 9 October 2029;
- 3.00 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2029 to but excluding 9 October 2030;
- 3.00 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2030 to but excluding 9 October 2031;
- 3.00 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2031 to but excluding 9 October 2032;
- 2.50 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2032 to but excluding 9 October 2033;
- 2.50 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2033 to but excluding 9 October 2034;
- 2.50 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2034 to but excluding 9 October 2035;
- 2.50 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2035 to but excluding 9 October 2036;
- 2.50 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2036 to but excluding 9 October 2037;
- 2.50 per cent. per annum payable in arrear on the relevant Interest Payment Date in respect of the Interest Period from and including 9 October 2037 to but excluding 9 October 2038.

The Interest Payment Dates are 9 October in each year, commencing on 9 October 2026 up to and including the Maturity Date, subject to adjustment in accordance with the Following Business Day Convention (Unadjusted).

In addition to the rights to payment of interest and principal amounts specified in these Final Terms, such rights include:

Taxation: Where an Italian resident Noteholder is the beneficial owner of the interest, premium and other income relating to the Notes and is (a) an individual not engaged in an entrepreneurial activity to which the Notes are connected; (b) a non-commercial partnership (with the exception of general partnership, limited partnership and similar entities); (c) a non-commercial private or public institution; or (d) an investor exempt from Italian corporate income taxation (unless the Noteholders has opted for the application of the risparmio gestito regime), interest, premium and other income relating to the Notes, accrued during the relevant holding period, are subject to a substitute 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.

Events of Default: The terms of the Senior Notes will contain, among others, the following event of default:

- UniCredit becoming subject to *Liquidazione Coatta Amministrativa* as defined in Legislative Decree No. 385 of 1 September 1993 of the Republic of Italy (as amended from time to time);

upon the occurrence of the above, any holder of the Notes may, by written notice at the specified office of the Paying Agent for the Dematerialised Notes, effective upon the date of receipt thereof by the Paying Agent for the Dematerialised Notes, declare any Note held by the holder to be forthwith due and payable whereupon the same shall become forthwith due and payable at its Early Redemption Amount together with accrued interest (if any) to the date of repayment, without presentment, demand, protest or other notice of any kind.

Meetings: 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.

Governing law: Italian law.

Redemption: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par. The Notes may be redeemed early at the occurrence of a Tax Event or at the occurrence of a MREL Disqualification Event at par.

Transferability: The Notes may not be transferred prior to the Issue Date.

Where will the Notes be traded?

Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the Electronic Bond Market organised and managed by Borsa Italiana S.p.A. (**MOT**) and admitted to trading on EuroTLX organised and managed by Borsa Italiana S.p.A. (**EuroTLX**).

What are the key risks that are specific to the Notes?

There are certain risks associated with investing in the Notes. These risks include:

Limited Events of Default and remedies

The circumstances upon which the Noteholders may declare the Notes to be immediately due and payable are limited: in particular, if the Issuer is subject to *Liquidazione Coatta Amministrativa*. In this case, the right of acceleration of principal can be restricted and the sole remedy available to Noteholders for recovery of amounts owing in respect of any of the Notes will be the institution of proceedings to enforce such payment. Notwithstanding the foregoing, the Issuer will not, by virtue of the institution of any such proceedings, be obliged to pay any sum or sums sooner than the same would otherwise have been payable by it;

Restricted early redemption and purchase

Any early redemption or purchase of Notes is subject to compliance by the Issuer with any conditions to such redemption or repurchase prescribed by the then applicable relevant regulations, including any requirements applicable to such redemption or repurchase due to the qualification of such Notes at such time as eligible liabilities available to meet the MREL Requirements, the prior approval of the Relevant Resolution Authority where applicable from time to time under the applicable Relevant Regulation or the decision of the Issuer of not exercising the option to redeem the Notes. In addition, the Issuer has the right to redeem all Notes upon the occurrence of a MREL Disqualification Event, and there can be no assurance that Noteholders will be able to reinvest the amounts received upon redemption at a rate that will provide the same rate of return as their investment in the Notes;

Modification without Noteholders' consent

In case of MREL Disqualification Event, Tax Event or to enforce the provisions related to the statutory bail-in power, the Issuer may, subject to giving any notice required to be given to, and receiving any consent required from the Competent Authority and/or as appropriate the Relevant Resolution Authority, vary the terms of the Notes and in such case no assurance can be given as to whether any of these changes will negatively affect any particular Noteholder;

Application of the general bail-in tool

The Notes may be subject to write-down or conversion into equity capital instruments on any application of the general bail-in tool, which may result in the relevant holders losing some or all of their investment. The exercise of the general bail-in tool, or any other power under the BRRD or any suggestion or perceived suggestion of such exercise could, therefore, materially adversely affect the rights of holders of the Notes, the price or value of their investment in any such Notes and/or the ability of the Issuer to satisfy its obligations under such Notes;

Dematerialised Notes

In no circumstances would physical documents of title be issued in respect of the Notes issued in dematerialised form. While the Notes are represented by book entries, investors will be able to trade their beneficial interests only through Monte Titoli and the authorised financial intermediaries holding accounts on behalf of their customers with Monte Titoli. As the Notes are held in dematerialised form with Monte Titoli, investors will have to rely on the procedures of Monte Titoli and the financial intermediaries authorised to hold accounts therewith, for transfer, payment and communication to the Issuer;

Waiver of set-off

As a result of the waiver of set-off, each Noteholder unconditionally and irrevocably waives to any right of set-off, netting, counterclaim, abatement or other similar remedy which it might otherwise have, under the laws of any jurisdiction or otherwise, in respect of such Note;

Changes in Italian laws or administrative practice

Changes in Italian laws or administrative practice and/or any judicial decision could materially adversely impact the value of any Notes affected by it;

Risks related to the market generally

Credit ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. In addition, an active secondary market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell his Notes. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. In addition, the Notes are subscribed by an affiliate of the Issuer for resales on the secondary market thereafter on the basis of investors' demand. Accordingly, in these cases investors purchasing the Notes should be aware that there may not be a liquid secondary market for the relevant Notes immediately. Even if a market does develop subsequently, it may not be liquid. Furthermore, investors should note that when subscribing the Notes the Dealer may receive in consideration underwriting commissions and selling concessions. In addition, the Issuer or one of its affiliates may act market maker, liquidity provider or specialist or perform other similar roles in connection with the Notes, including inter alia acting as intermediary performing the investment service of execution of orders; in such cases, the Issuer or one of its affiliates can purchase the Notes issued by itself. In light of the above, circumstances potential conflicts of interest may exist between the Issuer and/or its affiliates acting in such capacity of owners/holders of the Notes and/or market maker, liquidity provider or specialist or intermediary on the one hand and investors in the Notes on the other. Where the liquidity of the Notes is supported by one or more subjects operating on the secondary market, there is a risk that the purchase price of the Notes is influenced in a prevalent manner by the activity of such subjects if the purchase price is formulated on the basis of pre-determined criteria; in such a case, in fact, the price may not reflect all the market variables and may not be indicative of the same and may, therefore, be different than the price that would have been determined independently on the market. The Issue Price of the Notes includes implicit fees that may not be taken into account for the purposes of determining the price of the Notes in the secondary market and could result in a difference between the Issue Price, the theoretical value of the Notes and/or the actual bid/offer price quoted by any intermediary in the secondary market. Any such difference may have an adverse effect on the value of the Notes, particularly immediately following the offer and the issue date relating to such Notes, where any such fees may be deducted from the price at which such Notes can be sold by the initial investor in the secondary market. The Issuer reserves the right to cancel some or all of the Notes held by the Issuer itself at any time prior to the final maturity of the Notes. Accordingly, the aggregate nominal amount or number of Notes outstanding at any time may be significantly less than the nominal amount outstanding on the Issue Date, and this could have a negative impact on the investor's ability to sell the Notes in the secondary market. While this risk applies to all Notes, it may be particularly the case with regard to Notes intended to be listed and/or admitted to trading on the MOT and EuroTLX. Moreover, the repayment of the nominal amount of the Notes at maturity does not protect investors from the risk of inflation. Consequently, the real return of the Notes, which is the adjusted return taking into account the inflation rate measured during the life of the Notes themselves, could be negative.

Section D – Key Information on the Offer of the Notes to the Public and/or Admission to Trading on a Regulated Market**Under which conditions and timetable can I invest in these securities?**

The Notes will be offered at the market price which will be determined by UniCredit S.p.A. (the **Offer Price**). During the Offer Period, depending on market conditions and subject to the rules and instructions of the MOT and EuroTLX, the Offer Price shall be equal to the Issue Price of the Notes (i.e., the 100 per cent. of the Aggregate Nominal Amount). After the Offer Period, the Notes will be offered at the market price which will be determined by UniCredit S.p.A. on a continuous basis in accordance with the market conditions then prevailing. UniCredit S.p.A. (in its capacity as liquidity contributor under the MOT and EuroTLX rules) (the **Liquidity Contributor**) will publish offer prices (and bid prices) at which the Liquidity Contributor is prepared to sell (and purchase) the Notes on the MOT and EuroTLX. The Notes will be offered to eligible counterparties, professional clients and retail clients by way of a public offering through financial intermediaries. The Notes will be offered during the offer period: from (and including) the first day on which the Notes are traded on MOT and EuroTLX to (and including) 7 November 2025, the date on which UniCredit Bank GmbH, acting through its Milan Branch (Piazza Gae Aulenti 4, Tower C 20154 Milan Italy) (**UCB GmbH**) ceases to carry on active marketing activities in respect of the Notes in the Republic of Italy (the **Offer Period**). An offer of the Notes may be made by UniCredit S.p.A. other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Italy during the Offer Period. The Offer Period is subject to early termination or extension by the Issuer and in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available on www.unicreditgroup.eu. The offer of the Notes may be withdrawn or extended in whole or in part at any time at the discretion of the Issuer and any such withdrawal or extension will be set out in one or more notices to be made available on www.unicreditgroup.eu.

The offer is subject to the admission to listing of the Notes on the MOT and admission to trading on EuroTLX. The Issuer may, during the Offer Period, terminate early the Offer Period and immediately suspend the acceptance of additional orders without any prior notice. If the Offer Period is terminated early, a notice to that effect will be made available during normal business hours on www.unicreditgroup.eu.

The Notes may be purchased from any market intermediary approved and admitted to trading on the MOT and EuroTLX by Borsa Italiana S.p.A. (each, an **Authorised Intermediary**), and purchase and settlement of the Notes shall be in accordance with the relevant rules and regulation of the MOT and EuroTLX.

Investors may purchase the Notes on MOT and EuroTLX by payment of the purchase price to an Authorised Intermediary. Purchase and sale contracts concluded on the MOT market and EuroTLX shall be settled on the second business day following their conclusion, subject to and in accordance with the applicable MOT and EuroTLX rules.

No dealings in Notes may take place prior to the first day of trading of the Notes on MOT and EuroTLX.

The distributor is UniCredit S.p.A..

Total commission: 2.30 per cent. of the Aggregate Nominal Amount. The costs contained in the Offer Price of the Notes as of the date of these Final Terms include the remuneration of UCB GmbH.

Why is this prospectus being produced?

Reasons for the offer and use of proceeds: for its general corporate purposes, which include making a profit.

Indication of most material conflicts of interest pertaining to the offer or the admission to trading: Save for the fees payable to the Dealer, also acting as arranger of the Notes, and save for the fact that the Dealer is part of the Issuer's Group, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. Furthermore, the Dealer is calculation agent in connection with the Notes. The Dealer and its 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.