

Summary

Section 1 – Introduction containing warnings

This summary should be read as an introduction to the Prospectus.

Investors should base any decision to invest in the Securities on a consideration of the Prospectus as a whole.

Investors could lose all or part of the invested capital.

Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus (including any supplements as well as the Final Terms) before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such Securities.

You are about to purchase a product that is not simple and may be difficult to understand.

Securities: **Factor Warrant Short x 3 on Allianz SE** (ISIN: DE000HDOJPL3)

Issuer: UniCredit Bank AG (the "**Issuer**" or "**HVB**" and HVB, together with its consolidated subsidiaries, the "**HVB Group**"), Arabellastr. 12, 81925 Munich, Federal Republic of Germany. Phone number: +49 89 378 17466 – Website: www.hypovereinsbank.de. The Legal Entity Identifier (LEI) of the Issuer is: 2ZCNRR8UK830BTEK2170.

Competent authority: Bundesanstalt für Finanzdienstleistungsaufsicht ("**BaFin**"), Marie-Curie-Str. 24-28, 60439 Frankfurt, Federal Republic of Germany. Phone number: +49 (0)228 41080.

Date of approval of the Prospectus: Base Prospectus of UniCredit Bank AG for Knock-out Securities and Warrants, as supplemented from time to time, (the "**Prospectus**") consisting of the Securities Note of UniCredit Bank AG for Knock-out Securities and Warrants dated and approved by BaFin on 29 March 2023 and the Registration Document of UniCredit Bank AG dated and approved by BaFin on 16 May 2022.

Section 2 – Key information on the Issuer

Who is the Issuer of the Securities?

UniCredit Bank AG is the legal name. HypoVereinsbank is the commercial name of the Issuer. HVB has its registered office at Arabellastr. 12, 81925 Munich, was incorporated in Germany and is registered with the Commercial Register at the Local Court (*Amtsgericht*) in Munich under number HRB 42148, incorporated as a stock corporation under the laws of the Federal Republic of Germany. The LEI is 2ZCNRR8UK830BTEK2170.

Principal Activities

HVB offers a comprehensive range of banking and financial products and services to retail and corporate customers, public-sector entities and internationally operating companies as well as institutional customers.

The products and services range extends from mortgage loans, consumer loans, savings-and-loan and insurance products, and banking services for private customers through to business loans and foreign trade financing and investment banking products for corporate customers.

HVB offers comprehensive financial and asset planning in high-value customer segments.

Major Shareholders

UniCredit S.p.A. holds directly 100% of HVB's share capital.

Key Managing Directors

The Management Board (Vorstand) consists of eight members: Artur Gruca (Digital & Information (CDIO)), Marion Höllinger (Sprecherin des Vorstands (CEO)), Dr. Jürgen Kullnigg (Risk Management (CRO)), Jan Kupfer (Corporates), Monika Rast (Privatkunden Bank), Christian Reusch (Client Solutions), Boris Scukanec Hopinski (Operations Germany (COO)), and Ljubisa Tesić (Finance (CFO)).

Statutory Auditors

Deloitte, the independent auditors of HVB for the financial year 2021 have audited the consolidated financial statements of HVB Group and the unconsolidated financial statements of HVB as of and for the year ended 31 December 2021 and have issued an unqualified audit opinion thereon.

KPMG, the independent auditors of HVB for the financial year 2022 have audited the consolidated financial statements of HVB Group and the unconsolidated financial statements of HVB as of and for the year ended 31 December 2022 and have issued an unqualified audit opinion thereon.

What is the key financial information regarding the Issuer?

The following key financial information of the Issuer is based on the audited consolidated financial statements of the Issuer as of and for the year ended 31 December 2022.

Consolidated income statement

	1/1/2022 – 31/12/2022	1/1/2021 – 31/12/2021
Net interest income	€ 2,626 m	€ 2,516 m
Net fees and commissions	€ 1,120 m	€ 1,115 m
Net write-downs of loans and provisions for guarantees and commitments	€ -299 m	€ -114 m
Net trading income	€ 793 m	€ 655 m
Operating profit	€ 1,839 m	€ 1,442 m
Profit after tax	€ 1,301 m	€ 245 m
Earnings per share	€ 1.62	€ 0.30

Balance sheet

	31/12/2022	31/12/2021
Total assets	€ 318,006 m	€ 312,112 m
Senior debt ¹	€ 30,260 m	€ 31,300 m*
Subordinated debt ²	€ 2,808 m	€ 2,808 m
Loans and receivables with customers (at cost)	€ 154,776 m	€ 146,794 m
Deposits from customers	€ 147,152 m	€ 134,340 m
Total Equity	€ 19,739 m	€ 17,709 m
Common Equity Tier 1 capital (CET1) ratio	19.6 %	17.4 %
Total Capital Ratio	23.4 %	21.0 %
Leverage Ratio calculated under applicable regulatory framework ³	5.4 %	5.3 %

¹ Balance sheet item "Debt securities in issue" minus subordinated debt (31/12/2022: Debt securities in issue total € 31,140 m minus subordinated capital € 880 m; 31/12/2021: Debt securities in issue total € 32,180 m minus subordinated capital € 880 m).

² In 2021 the subordinated capital comprised of the balance sheet items "Deposits from banks", "Debt securities in issue" and "Shareholders' Equity" and in 2022 the subordinated capital comprised of the balance sheet items "Deposits from banks", "Debt securities in issue" and "Shareholders' Equity".

³ Ratio of core capital to the sum total of the exposure values of all assets and off-balance-sheets items.

* The items marked with "*" are not audited.

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

Risks related to the Issuer's financial situation: Risk that HVB Group will not be able to meet its payment obligations on time or in full or to obtain sufficient liquidity when required as well as that liquidity will only be available at higher interest rates, and the risk that the bank will only be able to liquidate assets on the market at a discount could create liquidity problems for HVB Group and thus could result in a limited ability to fund its activities and meet its minimum liquidity requirements.

Risks related to the Issuer's specific business activities: Risks arising from the normal business activities of HVB Group, which involve credit risk in the lending business, market risk in the trading business as well as risks from other business activities such as the real estate business activities of HVB Group could have an adverse impact on HVB Group's operating results, its assets and its financial situation.

General risks related to the Issuer's business operations: Risks from inadequate or failed internal processes, systems and people or from external events, risks caused by adverse reactions of stakeholders due to their altered perception of the bank, risks from unexpected adverse changes in the future earnings of the bank as well as risks from concentrations of risk and/or earnings positions could result in financial losses, a downgrade of HVB's rating and an increase in the business risk of the HVB Group.

Legal and regulatory risk: Changes of the regulatory and statutory environment of HVB could result in higher capital costs and a rise of costs for the implementation of regulatory requirements. In cases of non-compliance with regulatory requirements, (tax) laws, regulations, statutory provisions, agreements, mandatory practices and ethical standards, the public perception of HVB Group as well as its earnings and financial situation could be negatively affected.

Strategic and macroeconomic risk: Risks resulting from management either not recognising early enough or not correctly assessing significant developments or trends in the bank's environment and risks arising from negative economic developments in Germany and on the international financial and capital markets could have a negative effect on the assets, liabilities, financial position and profit or loss of HVB Group. In particular, the consequences of the Russian-Ukrainian conflict, a strong rise in energy costs and raw material prices, severe supply bottlenecks and further political uncertainties such as the tensions between the US and China about trade and Taiwan could lead to a more severe slowdown. In addition, if any of the aforementioned risks materialises, turbulence could occur on financial and capital markets.

Section 3 – Key information on the Securities

What are the main features of the Securities?

Product Type, Underlying and form of the Securities

Product Type: Short Factor Mini Future Securities (Non-Quanto)

Underlying: Allianz SE (ISIN: DE0008404005)

The Securities are issued as bearer bonds within the meaning of § 793 German Civil Code (*Bürgerliches Gesetzbuch*). The Securities will be represented by a global note and are freely transferable. The international securities identification number (ISIN) of the Securities is set out in Section 1.

Issuance, Nominal Amount and Term

The Securities will be issued on 9 November 2023 in Euro (EUR) (the "**Specified Currency**"), without a nominal amount, as 130,000 Certificates. The Securities have an indefinite term. They continue until the exercise of the Exercise Right by the Security Holder or the exercise of the Issuer's Regular Call Right by the Issuer, unless a Knock-out Event occurs. Upon the exercise of such a right, the term of the Securities will end on the respective Exercise Date.

Exercise Right

Subject to the occurrence of a Knock-out Event or unless the Securities are terminated by the Issuer, the Security Holder has the right to demand of the Issuer the payment of the Differential Amount per Security (Exercise Right).

The Exercise Right may be exercised by the Security Holder on each Exercise Date.

The Differential Amount will be calculated by subtracting the Relevant Reference Price (final) from the Strike. The difference will be multiplied by the Ratio.

The Differential Amount will not be lower than EUR 0.001.

Upon the effective exercise of the Exercise Right, the Differential Amount will be paid five Banking Days after the respective Valuation Date.

Extraordinary Adjustment Event

Upon the occurrence of an Extraordinary Adjustment Event, the Strike, the Barrier, the Ratio and the Hypothetical Redemption Value will be extraordinarily adjusted intraday.

An Extraordinary Adjustment Event has occurred if, with continuous observation from the 7 November 2023, the price of the Underlying at any point in time is equal to or higher than the Barrier.

Knock-out

Upon the occurrence of a Knock-out Event as a result of an Extraordinary Adjustment Event, the Exercise Right lapses and the Minimum Amount will be paid for each Security.

The Minimum Amount will be paid five Banking Days after the day, on which the Knock-out Event has occurred.

A Knock-out Event occurs if the Adjustment Price during the relevant Observation Period is equal to or higher than the then current Strike. The Adjustment Price is the highest price of the Underlying during the relevant Observation Period.

Issuer's Regular Call Right

The Issuer may terminate the Securities on any Exercise Date in full but not in part and repay them at the Differential Amount.

Additional definitions and product terms

Adjustment Day means the 7 November 2023 and each subsequent calendar day (other than a Saturday or Sunday).

Exercise Date means the last trading day of each month of January, February, March, April, May, June, July, August, September, October, November and December of each year.

On each Adjustment Day, the Barrier, the Hypothetical Redemption Value, the Ratio and the Strike will be adjusted twice daily at the Start of Trading and after the Close of Trading. On the 7 November 2023, the adjustment will be made only after the Close of Trading:

- On the 7 November 2023, the Strike is equal to the Initial Strike. The adjustment is made on the basis of the Relevant Reference Price and the Leverage Adjustment Factor. In addition, the proportionate financing costs of the Issuer are taken into account. The financing costs are determined on the basis of a current market interest rate (Reference Rate) and the applicable Risk Management Fee. As a result, the Strike usually approaches the current price of the Underlying, provided the price of the Underlying does not fall accordingly. In the case of dividend payments of the underlying, an additional adjustment is made.
- On the 7 November 2023 the Barrier is equal to the Initial Barrier. The adjustment is made on the basis of the current Strike and Spread. As a result, the Barrier usually approaches the current price of the Underlying, provided the price of the Underlying does not fall accordingly.

- On the 7 November 2023 the Ratio is equal to the Initial Ratio. The adjustment is made on the basis of the Hypothetical Redemption Value, the Leverage Factor and the Relevant Reference Price. In the case of dividend payments of the underlying, an additional adjustment is made.
- On the 7 November 2023 the Hypothetical Redemption Value is equal to the Initial Hypothetical Redemption Value. The adjustment is made on the basis of the Relevant Reference Price, the Strike and the Ratio.

Observation Period is a period of five minutes following the occurrence of the Extraordinary Adjustment Event.

Calculation Date means each day on which the Underlying is traded on the Relevant Exchange.

Valuation Date means the Exercise Date on which the Exercise Right has been effectively exercised, or the Exercise Date, as the case may be, on which the Issuer has exercised its Regular Call Right.

Relevant Reference Price means the Reference Price of the Underlying on the respective Calculation Date.

Relevant Reference Price (final) means the Reference Price on the respective Valuation Date.

Reference Price	Initial Ratio*	Initial Barrier*	Initial Strike*	Leverage Factor	Reference Rate	Initial Risk Management Fee*	Initial Hypothetical Redemption Value*	Spread
Closing price	0,1348406059	EUR 276,4375	EUR 294,866667	-3	EURIBOR1MD=	4%	EUR 9,94	6,25%

* Values as of 7 November 2023. After this date, the values may be different.

Extraordinary termination right: The Issuer has the right to extraordinary terminate the Securities at the fair market value of the Securities upon the occurrence of certain Call Events (for example, if price quotation of the Underlying on the relevant exchange is finally ceased).

Adjustment right: The Terms and Conditions of the Securities may be adjusted by the Calculation Agent if an Adjustment Event occurs (for example, each measure taken by the company that has issued the Underlying or by a third party which, as a result of a change in the legal and financial position, affects the Underlying).

Extraordinary Automatic Exercise: If the Strike is determined with a value of zero (0) and/or the respective Hypothetical Redemption Value (Closing) has been specified for the first time as EUR 0.20 or below, the Securities are automatically exercised and be redeemed at the Differential Amount.

Status of the Securities: The Securities constitute direct, unconditional and unsecured obligations of the Issuer. The Securities rank *pari passu* with all other unsecured and unsubordinated present and future obligations of the Issuer. Exception: obligations which have a preference or subordination under the law.

Where will the Securities be traded?

No application for the Securities to be admitted to trading on a regulated market has been made. However, application to listing will be made with effect from 7 November 2023 on the following multilateral trading facilities (MTF):

- Munich - gettex (open market) (gettex MTF)

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

The specific risk factors related to the Securities, which in the view of the Issuer are material, are described below:

Risk related to the rank and characteristic of the Securities in the case of a failure of the Issuer: The Security Holders bear the risk of the insolvency of the Issuer. Moreover, Security Holders may become subject to resolution measures in relation to the Issuer if the Issuer is failing or likely to fail.

Specific Risks related to the payment profile of the Securities: There is a particular risk that the price of the Underlying will rise and that the value of the Securities and the payments will be disproportionately adversely affected. As a result, the Security Holder may suffer a loss of the amount paid to purchase the Securities. Even a total loss is possible. The risk of the occurrence of a Knock-out Event may increase significantly due to the regular

adjustment of the Strike and the Barrier. Upon the occurrence of a Knock-out Event, the term of the Securities ends and the Security Holder suffers a total loss of the amount paid to purchase the Securities. The performance of the Underlying can have a disproportionately adverse effect on the value of the Securities due to the leverage effect typical for the Securities.

Risks arising from the Terms and Conditions of the Securities: The Security Holders bear a risk of loss if the Securities are terminated by the Issuer. The Securities will then be redeemed at their fair market value of the Securities. This may be lower than the amount that the Security Holder would have received if there had been no extraordinary termination of the Securities. In addition, Security Holders bear a reinvestment risk. Moreover, the Security Holders bear a risk of loss if an adjustment of the Terms and Conditions is made or if a market disruption occurs.

Risks related to the investment in, the holding and selling of the Securities: The Security Holders bear the risk that the market price of the Securities may be subject to severe fluctuations during the term of Securities and that the Security Holder is not able to purchase or to sell the Securities at a specific time or for a specific price.

Risks related to Shares as Underlying: A change in the business development of the issuer of the Share can adversely affect the price of the Share for the Security Holder. The price of a Share can fluctuate strongly due to psychological effects on the stock markets. In the event of extraordinary events, the material conditions and risk profile of a Share can change significantly.

Section 4 – Key information on the offer of the Securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can the Investor invest in this Security?

Day of the First Public Offer:	7 November 2023	Offering Country:	the Federal Republic of Germany, France, Italy, Luxembourg, the Netherlands and the Republic of Austria
Issue Date:	9 November 2023	Issue Price:	EUR 10.18
Smallest Transferable Unit:	1 Security	Potential Investors:	Qualified investors, retail investors and/or institutional investors
Smallest Tradeable Unit:	1 Security		

As of the Day of the First Public Offer the Securities will be offered on a continuous basis. The continuous offer will be made on current ask prices provided by the Issuer. The public offer may be terminated by the Issuer at any time without giving any reason.

Costs charged by the Issuer: The product specific Initial Costs contained in the Issue Price amount to EUR 0.04. In addition, during the term of the Securities, the Security Holder will be charged with the costs and fees mentioned in section 3 (e.g. the Financing Costs). Other commissions, costs and expenses, which are charged by a third party, shall be separately disclosed by the third party.

Why is this Prospectus being produced?

Use of proceeds: The net proceeds from each issue of Securities will be used by the Issuer for making profit and/or hedging certain risks.

Underwriting: The offer is not subject to an underwriting agreement.

Material conflicts of interest with regard to the offer: The Issuer may enter into further transactions and business relationships which may adversely affect the Securities. In addition, the Issuer may have non-public information about the Underlying. There is no obligation to disclose this information to the Security Holders. With regard to trading of the Securities, the Issuer has a conflict of interest being also the Market Maker on the gettex

MTF and thus, for example, may determine the prices of the Securities. The Issuer is the arranger, Calculation and Paying Agent for the Securities. Distributors may receive inducements from the Issuer.