

# UNICREDIT BANK AG

**Notice pursuant to the Terms and Conditions related to the following**

**Premiere Bond USD 4.20% Fixed to Floater 11.04.2026 with the ISIN XS1377769879 (the "Securities")**

**due to the non-representation and cessation of the 3-Month USD-LIBOR:**

On 5 March 2021, the Financial Conduct Authority announced that immediately after 30 June 2023, the 3-Month USD-LIBOR will no longer be representative for the underlying market and the economic reality it is intended to measure and that representativeness will not be restored. In addition, ICE Benchmark Administration Limited, as administrator of the 3-Month USD-LIBOR, announced on 5 March 2021 that it intends to discontinue the 3-Month USD-LIBOR on 30 June 2023.

Accordingly, as of the Interest Determination Date immediately following 30 June 2023, the Reference Rate for the Security will no longer be provided for the remaining term of the Security.

The Issuer comes to the conclusion that this event requires a replacement of the Reference Rate and an adjustment to the terms and conditions of the Securities in line with German law principles. The terms and conditions do not provide for specific contractual replacement provisions for the Reference Rate in case of its cessation or non-representativeness as such an event was not foreseeable at the Issue Date of the Security. The Issuer therefore concluded that in line with German law principles a contractual adjustment is reasonably necessary in the interest of the Issuer and the Security Holders.

The Issuer determined a replacement of the 3-Month USD-LIBOR as the Reference Rate by the 3-month CME Term SOFR Rate published by CME Group Benchmark Administration Limited (<https://www.cmegroup.com/market-data/cme-group-benchmark-administration/term-sofr.html>) plus 3-month ISDA Credit Adjustment Spread (0.26161%). The Term SOFR is a forward-looking term rate based upon the secured overnight financing rate (SOFR), which is an economically suitable adjustment of the terms and conditions of the changed security, taking into account the interest of the Security Holders and the generally accepted market developments regarding the transition from USD-LIBOR to SOFR in line with the recommendation by the Alternative Reference Rates Committee (ARRC). ARRC is a group of private-market participants convened by the Federal Reserve Board and the Federal Reserve Bank of New York for the purpose of addressing the risks associated with the discontinuation of LIBOR and identifying a suitable alternative reference rate for financial contracts. SOFR is widely used in the market as the replacement reference rate for securities referencing USD-LIBOR rates. The administrator of SOFR is the Federal Reserve Bank of New York.

The replacement of the Reference Rate and the required corresponding amendments of the terms and conditions to take into account the current market standard on the use of the 3-month CME Term SOFR plus 3-month ISDA Credit Adjustment Spread (0.26161%) and will become effective as of 1 July 2023 ("**Effective Date**").

The Terms and Conditions have therefore been amended by the Issuer as at the Effective Date as follows.

## **Changes in "PART B – PRODUCT AND UNDERLYING DATA "**

*The following definition in § 1 (Product Data) is changed as follows:*

**"Screen Page:** Bloomberg Ticker: TSFR3M/ CME Market Data Platform Ticker: TR3"

The definitions of "**Reference Rate Financial Centre**" and "**Reference Rate Currency**" are no longer

used.

The following definition is inserted in § 1 (Product Data) after the definition of "**Reference Rate-Maturity**" as follows:

**"Reference Rate Time:** 5:00 a.m. CT (US Central Standard time)"

#### Changes in "PART C – SPECIAL CONDITIONS OF THE SECURITIES"

The following definitions in § 1 (Definitions) are changed as follows:

**"Interest Determination Date"** means, for any Interest Period, the second U.S. Government Securities Business Day before the day on which such Interest Period commences. **"U.S. Government Securities Business Day"** means any day except for a Saturday, a Sunday or a day on which the U.S. Securities Industry and Financial Markets Association (or its relevant successor) recommends that the fixed income departments of its members be closed for the entire day for the purposes of trading in U.S. government securities."

The definitions of "**Reference Banks**", "**Reference Rate Currency**" and "**Reference Rate Financial Centre**" are no longer used.

The following definition is inserted in § 1 (Definitions) after the definition of "**Reference Rate-Maturity**" as follows:

**"Reference Rate Time"** means the Reference Rate Time as specified in § 1 of the Product and Underlying Data."

§ 2 (Interest) para. 3 is replaced as follows:

(3) *Reference Rate:* "**Reference Rate**" means the CME Term SOFR Rate published by CME Group Benchmark Administration Limited (or any successor administrator) for the corresponding Reference Rate Maturity displayed on the Screen Page at the Reference Rate Time on the relevant Interest Determination Date plus 3-month ISDA Credit Adjustment Spread (0.26161%).

If the Screen Page is not available or no rate is displayed at the time specified and the Reference Rate cannot be determined on such Interest Determination Date using the foregoing method, then the Reference Rate for the relevant Interest Period shall be the rate published on the first preceding U.S. Government Securities Business Day prior to such Interest Determination Date (or, if the Reference Rate is no longer so determinable, as was most recently so determined with respect to a previous Interest Period).

The terms and conditions, this Notice and any further information will be published on the website [www.investimenti.unicredit.it](http://www.investimenti.unicredit.it) and copies can be obtained free of charge at the offices of UniCredit Bank AG, OSU1CA, Arabellastr. 12, 81927 Munich.

Munich, 28 June 2023

**UniCredit Bank AG**