

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: **Phoenix su Tesla, Inc.** (ISIN: DE000HB10KF5)

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 Securities with Single-Underlying (without capital protection) II dated and approved by BaFin on 9 December 2020 (the "**Prospectus**").

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 private, corporate and public sector customers, international companies and institutional customers.

This 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 seven members: Boris Scukanec Hopinski (Chief Operating Officer), Markus Beumer (Commercial Banking - Unternehmer Bank), Jörg Frischholz (Commercial Banking – Private Clients Bank), Dr. Jürgen Kullnigg (Chief Risk Officer), Dr. Michael Diederich (Spokesman of the Management Board, Human Capital/Arbeit und Soziales), Jan Kupfer (Corporate & Investment Banking) and Simone Marcucci (Chief Financial Officer).

Statutory Auditors

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, the independent auditor (*Wirtschaftsprüfer*) of HVB, has audited the consolidated financial statements (*Konzernabschluss*) of HVB Group for the financial year ended 31 December 2019 and for the financial year ended 31 December 2020 and the unconsolidated financial statements of HVB for the financial year ended 31 December 2020 and has in each case 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 2020.

Consolidated income statement

	1/1/2020 – 31/12/2020	1/1/2019 – 31/12/2019
Net interest income	€2,413m	€2,388m
Net fees and commissions	€1,007m	€973m
Credit impairment losses IFRS 9	€-733m	€-115m

Net trading income	€662m	€579m
Operating profit	€1,833m	€1,671m
Profit after tax	€668m	€828m
Earnings per share	€0.83	€1.01

Balance sheet

	31/12/2020	31/12/2019
Total assets	€338,124m	€303,598m
Senior debt ¹	€30,813m	€28,105m
Subordinated debt ²	€2,943m	€464m
Loans and receivables with customers (at cost)	€144,247m	€139,632m
Deposits from customers	€143,803m	€125,394m
Total equity	€17,875m	€18,915m
Common Equity Tier 1 capital (CET1) ratio	18.8%	17.5%
Total Capital Ratio	22.5%	18.1%
Leverage Ratio calculated under applicable regulatory framework ³	4.9%	4.3%

¹ Balance sheet item "Debt securities in issue" minus subordinated debt (31/12/2020: Debt securities in issue total € 31,743m minus subordinated capital €930m; 31/12/2019: Debt securities in issue total € 28,256m minus subordinated capital €151m).

² In 2019 the subordinated capital comprised of the balance sheet items "Deposits from banks" and "Debt securities in issue" and in 2020 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. Article 500b CRR II introduced through Regulation (EU) 2020/873 "Temporary exclusion of certain exposures to central banks from the total exposure measure in view of the COVID-19 pandemic" was applied to determine the leverage ratio of HVB Group at 31 December 2020 (in accordance with approved consolidated financial statements). Had the aforementioned article not been applied, the leverage ratio of HVB Group as at 31 December 2020 would amount to 4.4% (in accordance with approved consolidated financial statements).

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 the bank'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. It can be expected that the global spread of the coronavirus will weigh on global economic growth in the first half of the year. It is also possible that the burden will last longer depending on how the pandemic progresses.

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: Express Securities with Additional Amount with cash settlement (with date-related Barrier observation) (Quanto)

Underlying: Tesla, Inc. (ISIN: US88160R1014)

The Securities are issued as debt instruments in dematerialized registered form pursuant to the Italian Consolidated Law on Financial Intermediation (*Testo Unico della Finanza*). The Securities will be represented by book entry and registered in the books of the Clearing System. The transfer of the Securities operates by registration on the relevant accounts opened in the Clearing System. 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 30 December 2021 in Euro (EUR) (the "**Specified Currency**"), with a Nominal Amount of EUR 100.00, as 300,000 Certificates. The Securities have a definite term.

Additional Conditional Amount (m)

Provided that no Early Redemption Event has occurred, the Security Holder will receive an Additional Conditional Amount (m) subject to the following conditions:

- (A) On an Observation Date (m) an Additional Conditional Amount Payment Event (m) occurs. On the respective Additional Conditional Amount Payment Date (m) the Security Holder will receive the respective Additional Conditional Amount (m) less all Additional Conditional Amounts (m) paid on the preceding Additional Conditional Amount Payment Dates (m).
- (B) On an Observation Date (m) an Additional Conditional Amount Payment Event (m) does not occur. On the respective Additional Conditional Amount Payment Date (m) no Additional Conditional Amount (m) will be paid.

Additional Conditional Amount Payment Event (m) means that the Reference Price on the respective Observation Date (m) is equal to or greater than the Additional Conditional Amount Payment Level (m).

Additional Conditional Amount Payment Level (m) means the product of the Additional Conditional Amount Payment Factor (m) and the Initial Reference Price.

m	Observation Date (m)	Additional Conditional Amount Payment Factor (m)	Record Date	Additional Conditional Amount Payment Date (m)	Additional Conditional Amount (m)
1	24 January 2022	70%	28 January 2022	31 January 2022	EUR 0.77
2	22 February 2022	70%	28 February 2022	1 March 2022	EUR 1.54
3	23 March 2022	70%	29 March 2022	30 March 2022	EUR 2.31
4	25 April 2022	70%	29 April 2022	2 May 2022	EUR 3.08
5	23 May 2022	70%	27 May 2022	30 May 2022	EUR 3.85
6	23 June 2022	70%	29 June 2022	30 June 2022	EUR 4.62
7	25 July 2022	70%	29 July 2022	1 August 2022	EUR 5.39
8	23 August 2022	70%	29 August 2022	30 August 2022	EUR 6.16
9	23 September 2022	70%	29 September 2022	30 September 2022	EUR 6.93
10	24 October 2022	70%	28 October 2022	31 October 2022	EUR 7.70
11	23 November 2022	70%	29 November 2022	30 November 2022	EUR 8.47
12	22 December 2022	70%	29 December 2022	30 December 2022	EUR 9.24
13	23 January 2023	70%	27 January 2023	30 January 2023	EUR 10.01
14	21 February 2023	70%	27 February 2023	28 February 2023	EUR 10.78
15	23 March 2023	70%	29 March 2023	30 March 2023	EUR 11.55
16	24 April 2023	70%	28 April 2023	2 May 2023	EUR 12.32
17	23 May 2023	70%	29 May 2023	30 May 2023	EUR 13.09
18	23 June 2023	70%	29 June 2023	30 June 2023	EUR 13.86
19	24 July 2023	70%	28 July 2023	31 July 2023	EUR 14.63
20	23 August 2023	70%	29 August 2023	30 August 2023	EUR 15.40
21	25 September 2023	70%	29 September 2023	2 October 2023	EUR 16.17
22	23 October 2023	70%	27 October 2023	30 October 2023	EUR 16.94
23	24 November 2023	70%	30 November 2023	1 December 2023	EUR 17.71
24	27 December 2023	70%	3 January 2024	4 January 2024	EUR 18.48
25	23 January 2024	70%	29 January 2024	30 January 2024	EUR 19.25
26	22 February 2024	70%	28 February	29 February 2024	EUR 20.02

			2024		
27	25 March 2024	70%	2 April 2024	3 April 2024	EUR 20.79
28	23 April 2024	70%	29 April 2024	30 April 2024	EUR 21.56
29	23 May 2024	70%	29 May 2024	30 May 2024	EUR 22.33
30	24 June 2024	70%	28 June 2024	1 July 2024	EUR 23.10
31	23 July 2024	70%	29 July 2024	30 July 2024	EUR 23.87
32	23 August 2024	70%	29 August 2024	30 August 2024	EUR 24.64
33	23 September 2024	70%	27 September 2024	30 September 2024	EUR 25.41
34	23 October 2024	70%	29 October 2024	30 October 2024	EUR 26.18
35	25 November 2024	70%	29 November 2024	2 December 2024	EUR 26.95
36	23 December 2024	70%	31 December 2024	2 January 2025	EUR 27.72
37	23 January 2025	70%	29 January 2025	30 January 2025	EUR 28.49
38	21 February 2025	70%	27 February 2025	28 February 2025	EUR 29.26
39	24 March 2025	70%	28 March 2025	31 March 2025	EUR 30.03
40	23 April 2025	70%	29 April 2025	30 April 2025	EUR 30.80
41	23 May 2025	70%	29 May 2025	30 May 2025	EUR 31.57
42	23 June 2025	70%	27 June 2025	30 June 2025	EUR 32.34
43	23 July 2025	70%	29 July 2025	30 July 2025	EUR 33.11
44	25 August 2025	70%	29 August 2025	1 September 2025	EUR 33.88
45	23 September 2025	70%	29 September 2025	30 September 2025	EUR 34.65
46	23 October 2025	70%	29 October 2025	30 October 2025	EUR 35.42
47	24 November 2025	70%	28 November 2025	1 December 2025	EUR 36.19
48	23 December 2025	70%	31 December 2025	2 January 2026	EUR 36.96
49	23 January 2026	70%	29 January 2026	30 January 2026	EUR 37.73
50	23 February 2026	70%	27 February 2026	2 March 2026	EUR 38.50
51	23 March 2026	70%	27 March 2026	30 March 2026	EUR 39.27
52	23 April 2026	70%	29 April 2026	30 April 2026	EUR 40.04
53	26 May 2026	70%	1 June 2026	2 June 2026	EUR 40.81
54	23 June 2026	70%	29 June 2026	30 June 2026	EUR 41.58
55	23 July 2026	70%	29 July 2026	30 July 2026	EUR 42.35
56	24 August 2026	70%	28 August 2026	31 August 2026	EUR 43.12
57	23 September 2026	70%	29 September 2026	30 September 2026	EUR 43.89
58	23 October 2026	70%	29 October 2026	30 October 2026	EUR 44.66
59	23 November 2026	70%	27 November 2026	30 November 2026	EUR 45.43
60	22 December 2026	70%	29 December 2026	30 December 2026	EUR 46.20

Redemption of the Securities

Automatic early redemption on the Early Payment Dates (k)

The Securities will be redeemed early on the relevant Early Payment Date (k), if an Early Redemption Event occurs. In this case, the Security Holder receives the respective Early Redemption Amount (k) on the respective Early Payment Date (k).

An Early Redemption Event means that the Reference Price on the respective Observation Date (k) is equal to or greater than the Early Redemption Level (k).

Early Redemption Level (k) means the product of the Early Redemption Factor (k) and the Initial Reference Price.

k	Observation Date (k)	Early Payment Date (k)	Early Redemption Factor (k)	Early Redemption Amount (k)
1	23 June 2023	30 June 2023	100%	EUR 100.00
2	24 July 2023	31 July 2023	100%	EUR 100.00
3	23 August 2023	30 August 2023	100%	EUR 100.00
4	25 September 2023	2 October 2023	100%	EUR 100.00
5	23 October 2023	30 October 2023	100%	EUR 100.00
6	24 November 2023	1 December 2023	100%	EUR 100.00
7	27 December 2023	4 January 2024	100%	EUR 100.00
8	23 January 2024	30 January 2024	100%	EUR 100.00
9	22 February 2024	29 February 2024	100%	EUR 100.00
10	25 March 2024	3 April 2024	100%	EUR 100.00
11	23 April 2024	30 April 2024	100%	EUR 100.00
12	23 May 2024	30 May 2024	100%	EUR 100.00
13	24 June 2024	1 July 2024	100%	EUR 100.00
14	23 July 2024	30 July 2024	100%	EUR 100.00
15	23 August 2024	30 August 2024	100%	EUR 100.00
16	23 September 2024	30 September 2024	100%	EUR 100.00
17	23 October 2024	30 October 2024	100%	EUR 100.00
18	25 November 2024	2 December 2024	100%	EUR 100.00
19	23 December 2024	2 January 2025	100%	EUR 100.00
20	23 January 2025	30 January 2025	100%	EUR 100.00
21	21 February 2025	28 February 2025	100%	EUR 100.00
22	24 March 2025	31 March 2025	100%	EUR 100.00
23	23 April 2025	30 April 2025	100%	EUR 100.00
24	23 May 2025	30 May 2025	100%	EUR 100.00
25	23 June 2025	30 June 2025	100%	EUR 100.00
26	23 July 2025	30 July 2025	100%	EUR 100.00
27	25 August 2025	1 September 2025	100%	EUR 100.00
28	23 September 2025	30 September 2025	100%	EUR 100.00
29	23 October 2025	30 October 2025	100%	EUR 100.00
30	24 November 2025	1 December 2025	100%	EUR 100.00
31	23 December 2025	2 January 2026	100%	EUR 100.00
32	23 January 2026	30 January 2026	100%	EUR 100.00
33	23 February 2026	2 March 2026	100%	EUR 100.00
34	23 March 2026	30 March 2026	100%	EUR 100.00
35	23 April 2026	30 April 2026	100%	EUR 100.00
36	26 May 2026	2 June 2026	100%	EUR 100.00
37	23 June 2026	30 June 2026	100%	EUR 100.00
38	23 July 2026	30 July 2026	100%	EUR 100.00
39	24 August 2026	31 August 2026	100%	EUR 100.00
40	23 September 2026	30 September 2026	100%	EUR 100.00
41	23 October 2026	30 October 2026	100%	EUR 100.00
42	23 November 2026	30 November 2026	100%	EUR 100.00

Redemption as at the Final Payment Date

If the Securities are not redeemed early, the Securities will be redeemed on the Final Payment Date as follows:

- (A) A Barrier Event has not occurred. The Security Holder receives the Redemption Amount in the Specified Currency which is equal to the Maximum Amount.

(B) A Barrier Event has occurred. The Security Holder receives the Redemption Amount in the Specified Currency which is calculated by multiplying the Nominal Amount by a quotient. The quotient is formed by dividing the Final Reference Price by the Strike.

If a Barrier Event has occurred, the Redemption Amount will not be greater than the Nominal Amount.

Additional definitions and product terms

Barrier means the product of the Barrier Level and the Initial Reference Price.

Barrier Event means that the Final Reference Price is lower than the Barrier.

Final Reference Price means the Reference Price of the Underlying determined on the Final Observation Date.

Initial Reference Price means the Reference Price of the Underlying determined on the Initial Observation Date.

Strike means the product of the Strike Level and the Initial Reference Price.

Reference Price	Barrier Level	Strike Level	Maximum Amount	Initial Observation Date	Final Observation Date	Expiry Date (Data di Scadenza)	Final Payment Date
Closing price	70%	100%	EUR 100.00	29 Dec 2021	22 Dec 2026	30 Dec 2026	30 Dec 2026

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, the company that issued the Underlying performs a corporate action).

Status of the Securities: The obligations under the Securities constitute direct and unsecured obligations of the Issuer and rank *pari passu* with all other unsecured and unsubordinated obligations of the Issuer. In the case of a resolution (bail-in), the Securities will, within the liability cascade, be considered only after all non-preferred liabilities of the Issuer.

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 trading will be made with effect from 6 January 2022 on the following multilateral trading facilities (MTF): EuroTLX, organised and managed by Borsa Italiana S.p.A.

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 the particular risk that the price of the Underlying falls and consequently the Security Holder will suffer a significant loss of his invested capital. A total loss is possible. Falling prices of the Underlying will have a negative impact on the Security Holder, especially if a Barrier Event occurs.

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: The Securities are associated with similar risks for the Security Holders as in case of a direct investment in the shares specified as Underlying. The price of a share can fall sharply or it can become worthless, e.g. due to the insolvency of the issuer of the share.

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:	11 November 2021	Offering Country:	Italy
Subscription Period:	11 November 2021 to 23 December 2021	Issue Price:	EUR 100.00
Issue Date:	30 December 2021	Potential Investors:	Qualified investors, retail investors and/or institutional investors
Smallest Transferable Unit:	1 Security	Smallest Tradeable Unit:	1 Security

After the end date of the Subscription Period, the Securities will be continuously offered for sale. The public offer may be terminated by the Issuer at any time without giving any reason. The effectiveness of the offer is subject to the adoption of the

admission provision for trading by EuroTLX prior to the Issue Date. The Issuer undertakes to request the admission to trading on EuroTLX in time for the adoption of the admission provision by the Issue Date.

If the Securities are placed through "door to door selling" or "long distance technique selling" the relevant investor has a statutory withdrawal right. In these cases, the effects of the subscription agreements will be suspended for seven days (in case of "door to door selling") or fourteen days (in case of "long distance technique selling") from the date of the subscription by the relevant investor.

Costs charged by the Issuer: The product specific Initial Costs contained in the Issue Price amount to EUR 6.66. An upfront fee in the amount of up to EUR 4.00 is included in the Issue Price. 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 Borsa Italiana - EuroTLX (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.