

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: Cash Collect Worst of con effetto memoria Autocallable su paniere composto da ENI S.p.A., Enel S.p.A., Stellantis N.V. (ISIN: DE000HV4J2H3) (tranche number 2)

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 Multi-Underlying (without capital protection) dated and approved by BaFin on 16 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.

In the private banking and wealth management customer segments, HVB offers comprehensive financial and asset planning.

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 2018 and for the financial year ended 31 December 2019 and the unconsolidated financial statements of HVB for the financial year

ended 31 December 2018 and for the financial year ended 31 December 2019 and has in each case issued an unqualified audit opinion thereon.

What is the key financial information regarding the Issuer?

The following selected 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 2018 and 31 December 2019 and on the unaudited consolidated financial statement as of 30 June 2020.

Consolidated Income statement

	1/1/2019 – 31/12/2019	1/1/2018 – 31/12/2018	1/1/2020 – 30/6/2020 ²
Net interest income	€2,388m	€2,484m	€1,291m
Net fees and commissions	€973m	€973m ¹	€526m
Credit impairment losses IFRS 9	€-115m	€-16m	€-467m
Net trading income	€579m	€693m	€258m
Operating profit	€1,671m	€1,947m ¹	€974m
Profit after tax	€810m	€483m ¹	€329m
Earnings per share	€0.99	€0.58 ¹	€0.41

¹ UniCredit changed the measurement method to a fair value measurement of investment properties, which has been retrospectively applied. In consequence the figures for 2018 have been restated. In addition the disclosure of expenses for certain payment transaction services and of services in connection with credit card payment or credit card management has been corrected and are now shown as commission expense instead of operating costs. Again figures for 2018 have been restated as well.

² Unaudited.

Balance sheet

	31/12/2019	31/12/2018	30/6/2020 ⁴
Total assets	€303,598m	€287,334m ³	€318,039m
Senior debt ¹	€28,105m	€24,128m	€29,642m
Subordinated debt ²	€464m	€545m	€1,265m
Loans and receivables with customers (at cost)	€139,632m	€133,706m	€150,377m
Deposits from customers	€125,394m	€121,038m	€131,190m
Total equity	€18,915m	€18,267m ³	€15,977m
Common Equity Tier 1 capital (CET1) ratio	17.5%	19.9%	16.3%
Total Capital Ratio	18.1%	20.6%	17.9%
Leverage Ratio calculated under applicable regulatory framework	4.3%	4.9%	3.9%

¹ Balance sheet item "Debt securities in issue" minus subordinated debt (30/6/2020: Debt securities in issue total €30,594m minus subordinated capital €952m; 31/12/2019: Debt securities in issue total €28,256m minus subordinated capital €151m; 31/12/2018: Debt securities in issue total €24,360m minus subordinated capital €232m)

² Comprised subordinated capital of the balance sheet items "Deposits from banks" and "Debt securities in issue".

³ UniCredit changed the measurement method to a fair value measurement of investment properties, which has been retrospectively applied. In consequence the figures for 2018 have been restated. In addition the disclosure of expenses for certain payment transaction services and of services in connection with credit card payment or credit card management has been corrected and are now shown as commission expense instead of operating costs. Again figures for 2018 have been restated as well.

⁴ Unaudited.

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 areas like the real estate and financial investment business activities of HVB Group could have an adverse impact on HVB Group's profitability and financial position.

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 as well as risks from unexpected negative changes in the business volume and/or margins (that are not attributed to other risk types) could result in potential losses and/or a reduction of the fair value of the bank.

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 and its 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 significantly slow down global economic growth in the first half of the year. It is also possible that the burden will last longer depending on the course of the pandemic.

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

Underlying: The Underlying is a basket consisting of the following shares as Basket Components:

i	Basket Component _i	Reference Price _i	Initial Reference Price _i
1	ENI S.p.A. (ISIN IT0003132476)	Prezzo di Riferimento	EUR 8.499
2	Stellantis N.V. (ISIN NL00150001Q9)	Prezzo di Riferimento	EUR 11.52
3	Enel S.p.A. (ISIN IT0003128367)	Prezzo di Riferimento	EUR 8.282

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

This tranche of the Securities will be issued on 4 March 2021 in Euro (EUR) (the "**Specified Currency**"), with a Nominal Amount of EUR 100.00, as 10,000 Certificates. The issue volume of the entire series of Securities amounts to 20,000 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 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 does not occur. On the respective Additional Conditional Amount Payment Date (m), no Additional Conditional Amount (m) will be paid.

(C) On an Observation Date (k), an Early Redemption Event occurs. Payment of the Additional Conditional Amount (m) will lapse for all following Additional Conditional Amount Payment Dates (m).

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

With regard to the determination of an Additional Conditional Amount Payment Event, the performance of each Basket Component is formed by dividing the respective Reference Price_i on the Observation Date (m) by the respective Initial Reference Price_i. The Worst Performance (m) is the lowest value of such quotient.

m	Observation Date (m)	Additional Amount Payment Level (m)	Record Date	Additional Conditional Amount Payment Date (m)	Additional Conditional Amount (m)
1	18 March 2021	60%	24 March 2021	25 March 2021	EUR 2.35
2	17 June 2021	60%	23 June 2021	24 June 2021	EUR 4.70
3	16 September 2021	60%	22 September 2021	23 September 2021	EUR 7.05
4	16 December 2021	60%	22 December 2021	23 December 2021	EUR 9.40
5	17 March 2022	60%	23 March 2022	24 March 2022	EUR 11.75
6	16 June 2022	60%	22 June 2022	23 June 2022	EUR 14.10
7	15 September 2022	60%	21 September 2022	22 September 2022	EUR 16.45
8	15 December 2022	60%	21 December 2022	22 December 2022	EUR 18.80
9	16 March 2023	60%	22 March 2023	23 March 2023	EUR 21.15
10	15 June 2023	60%	21 June 2023	22 June 2023	EUR 23.50
11	21 September 2023	60%	27 September 2023	28 September 2023	EUR 25.85
12	14 December 2023	60%	20 December 2023	21 December 2023	EUR 28.20

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 Early Redemption Amount (k) on the respective Early Payment Date (k).

An Early Redemption Event means that the Performance of all Basket Components on the respective Observation Date (k) is equal to or greater than the Early Redemption Level_i (k) allocable to the Basket Components_i.

The Performance of the Basket Components on the respective Observation Date (k) is calculated by dividing the Reference Price_i of the Basket Component_i on the respective Observation Date (k) by the Initial Reference Price_i.

k	Observation Date (k)	Early Payment Date (k)	Early Redemption Level _i (k)	Early Redemption Amount (k)
1	17 June 2021	24 June 2021	100%	EUR 100.00
2	16 September 2021	23 September 2021	100%	EUR 100.00
3	16 December 2021	23 December 2021	100%	EUR 100.00
4	17 March 2022	24 March 2022	100%	EUR 100.00
5	16 June 2022	23 June 2022	100%	EUR 100.00
6	15 September 2022	22 September 2022	100%	EUR 100.00
7	15 December 2022	22 December 2022	100%	EUR 100.00
8	16 March 2023	23 March 2023	100%	EUR 100.00
9	15 June 2023	22 June 2023	100%	EUR 100.00
10	21 September 2023	28 September 2023	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 Worst Performance (final) by the Strike.

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

With regard to the payment of the Redemption Amount, the performance of each Basket Component is formed by dividing the respective Final Reference Price_i by the respective Initial Reference Price_i. The Worst Performance (final) will be the lowest value of such quotient.

Additional definitions and product terms

Barrier Event means that the Worst Performance (b) on the respective Barrier Observation Date is lower than the Barrier Level.

With regard to the determination of a Barrier Event, the performance of each Basket Component is formed by dividing the respective Reference Price_i on the Barrier Observation Date by the respective Initial Reference Price_i. The Worst Performance (b) will be the lowest value of such quotient.

Final Reference Price_i means the Reference Price_i of the relevant Basket Component_i determined on the Final Observation Date.

Barrier Level	Strike	Maximum Amount	Barrier Observation Date	Final Observation Date	Expiry Date (Data di Scadenza)	Final Payment Date
60%	100%	EUR 100.00	14 Dec 2023	14 Dec 2023	14 Dec 2023	21 Dec 2023

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 a Basket Component 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 a Basket Component 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, the Securities are already traded on the following multilateral trading facilities (MTF): SeDeX, 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 Basket Component with the worst performance falls during the term of the Securities and consequently the Security Holder will suffer a significant loss of his invested capital. A total loss is possible. Falling prices of the Basket Components 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 Basket Components: The Securities are associated with similar risks for the Security Holders as in case of a direct investment in the Shares specified as Basket Components. 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 new Public Offer:	3 March 2021	Offering country:	Italy
Issue Price:	EUR 100.00	Issue Date:	4 March 2021
Potential Investors:	Qualified investors, retail investors and/or institutional investors	Smallest Transferable Unit:	1
Smallest Tradeable Unit:	1		

As of the Day of the new 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: Not applicable. 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 - SeDeX (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.