



UniCredit Bank Austria AG

(Incorporated as a joint stock company in the Republic of Austria under registered number FN 150714p)

relating to the

€40,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

**FOR THE ISSUE OF INSTRUMENTS
INCLUDING PFANDBRIEFER AND COVERED BANK BONDS
DUE FROM ONE MONTH TO 40 YEARS FROM THE DATE OF ISSUE**

This supplement no. 1 (the "**Supplement**") constitutes a prospectus supplement pursuant to Article 23 (1) of the Regulation (EU) 2017/1129 of the European Parliament and the Council of 14 June 2017, as amended (the "**Prospectus Regulation**") and is supplemental to, and should be read in conjunction with, the base prospectus dated 31 March 2021 (the "**Original Prospectus**" or the "**Prospectus**") relating to the €40,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of UniCredit Bank Austria AG (the "**Issuer**" or "**Bank Austria**").

The Original Prospectus was approved on 31 March 2021 by the Commission de Surveillance du Secteur Financier ("**CSSF**") and published on 31 March 2021 by making it available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Bank Austria (www.bankaustria.at/).

This Supplement has been filed for approval with the CSSF in its capacity as competent authority in Luxembourg for approving this Supplement and to provide the competent authority in the Republic of Austria (*Finanzmarktaufsichtsbehörde (FMA)*) and the competent authority in the Federal Republic of Germany (*Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)*) with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation. This Supplement has been filed with and approved by the CSSF on the date first above written and has been published on or about such date by making it available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Bank Austria (www.bankaustria.at/).

Terms defined in the Prospectus shall have the same meaning when used in this Supplement.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, the Dealers or the Arranger to subscribe for, or purchase, any Instruments.

To the extent that there is any inconsistency between a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and b) any other statement in or incorporated by reference in the Prospectus, the statements in a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

The amendments included in this Supplement shall only apply to final terms, the date of which falls on or after the approval of this Supplement.

In accordance with Article 23 (2a) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Instruments by the Issuer before this Supplement was published have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances until, and including 15 February 2022, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the Instruments, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.

The Issuer accepts responsibility for the information contained in this Supplement. Having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.

No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of the Instruments and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers or UniCredit Bank AG as Arranger. Neither the delivery of this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Bank Austria Group since the date hereof or that there has been no adverse change in the financial position of the Issuer or the Bank Austria Group since the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Supplement and the offering or sale of the Instruments in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, the Dealers and the Arranger to inform themselves about and to observe any such restrictions. The Instruments have not been and will not be registered under the United States Securities Act of 1933, as amended, and may include Instruments in bearer form that are subject to US tax law requirements. Subject to certain exceptions, Instruments may not be offered, sold or delivered within the United States or to US persons. For a description of certain restrictions on offers and sales of Instruments and on distribution of this Supplement, please see "SELLING RESTRICTIONS" of the Prospectus.

The Dealers and the Arranger have not separately verified the information contained in this Supplement. None of the Dealers or the Arranger makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this Supplement nor any financial statements supplied in connection with the Programme or any Instruments are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Dealers or the Arranger that any recipient of this Supplement or any financial statements should purchase the Instruments. Each potential purchaser of Instruments should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of Instruments should be based upon any such investigation as it deems necessary. None of the Dealers or the Arranger undertakes to review the financial condition or affairs of the Issuer or the Bank Austria Group during the life of the arrangements contemplated by this Supplement or to advise any investor or potential investor in the Instruments of any information coming to the attention of any of the Dealers or the Arranger.

The following significant new factors, material mistakes and/or material inaccuracies (Article 23 (1) of the Prospectus Regulation) relating to the information included in the Prospectus have arisen which in the Issuer's perception are capable of affecting the assessment of the Instruments, and are thus herewith included in the Prospectus as follows:

1. **On page 11 of the Prospectus, at the end of the risk factor entitled "*Noteholders of the Senior Notes are exposed to the risk of statutory loss absorption.*" the following sentence shall be added:**

"In the case of Senior Notes issued as Green Instruments, Social Instruments or Sustainability Instruments (as applicable), please also see the risk factor "*Green Instruments, Social Instruments, Sustainability Instruments: Use of Proceeds may not meet investors' sustainable investment criteria*" below."

2. **On page 12 of the Prospectus, at the end of the risk factor entitled "*Noteholders of Covered Bonds are exposed to the risk of statutory loss absorption, if and to the extent their claims are not covered by the relevant cover pool.*" the following sentence shall be added:**

"In the case of Covered Bonds issued as Green Instruments, Social Instruments or Sustainability Instruments (as applicable), please also see the risk factor "*Green Instruments, Social Instruments, Sustainability Instruments: Use of Proceeds may not meet investors' sustainable investment criteria*" below."

3. **On page 13 of the Prospectus, at the end of the risk factor entitled "*Noteholders of the Eligible Notes are exposed to the risk of statutory loss absorption.*" the following sentence shall be added:**

"In the case of Eligible Notes issued as Green Instruments, Social Instruments or Sustainability Instruments (as applicable), please also see the risk factor "*Green Instruments, Social Instruments, Sustainability Instruments: Use of Proceeds may not meet investors' sustainable investment criteria*" below."

4. **On page 15 of the Prospectus, at the end of the risk factor entitled "*Noteholders of the Subordinated Notes are exposed to the risk of statutory loss absorption.*" the following sentence shall be added:**

"In the case of Subordinated Notes issued as Green Instruments, Social Instruments or Sustainability Instruments (as applicable), please also see the risk factor "*Green Instruments, Social Instruments, Sustainability Instruments: Use of Proceeds may not meet investors' sustainable investment criteria*" below."

5. **Commencing on page 21 of the Prospectus, the paragraphs below the heading "*3.4 Green Instruments, Social Instruments, Sustainability Instruments: Use of Proceeds may not meet investors' sustainable investment criteria*" shall be replaced by the following paragraphs:**

"The Final Terms relating to any specific Tranche of Instruments may provide that it will be the Issuer's intention to apply an amount equivalent to the proceeds from an offer of those Instruments specifically for projects and activities that promote social and environmental purposes ("**Eligible Green Projects**" and/or "**Eligible Social Projects**", as applicable). UniCredit Group, including the Issuer, has established a "**Sustainability Bond Framework**" which further specifies the eligibility criteria for such Eligible Green Projects and Eligible Social Projects. The Sustainability Bond Framework can be accessed on the website of UniCredit Group (<https://www.unicreditgroup.eu/en/investors/esg-investors/sustainability-bonds.html>). *For the avoidance of doubt*, neither the Sustainability Bond Framework nor the content of the website or any Second Party Opinion (as defined below) are incorporated by reference into or form part of this Prospectus.

Prospective investors should refer to the information set out in the relevant Final Terms and in the Sustainability Bond Framework regarding such use of proceeds and must determine for themselves the relevance of such information for the purpose of any investment in such Instruments together with any other investigation such investor deems necessary. In this context, prospective investors should also take into account the information set out below under the heading "*No impact on regulatory classification of the Instruments and capacity to absorb losses*".

Compliance with further voluntary or regulatory initiatives

Due to the envisaged use of the proceeds from the issuance of such Tranche of Instruments, the Issuer may refer to such of Instruments as "green bonds", "social bonds" or "sustainability bonds". The definition (legal, regulatory or otherwise) of, and market consensus as to what constitutes or may be classified as, a "green", "social", "sustainability" or an equivalently-labelled project is currently under development. In addition, it is an area which has been, and continues to be, the subject of many and wide-ranging voluntary and regulatory initiatives to develop rules, guidelines, standards, taxonomies and objectives.

Accordingly, no assurance can be given by the Issuer or the Dealers, any green or ESG structuring agent or any sustainability advisor or second party opinion provider or any other person (including UniCredit Group) that the use of such proceeds for any Eligible Green Projects and/or Eligible Social Projects, as applicable will satisfy, whether in whole or in part, any existing or future legislative or regulatory requirements, or any present or future investor expectations or requirements with respect to investment criteria or guidelines with

which any investor or its investments are required to comply under its own by-laws or other governing rules or investment portfolio mandates.

In the event that any Tranche of Instruments is listed or admitted to trading on any dedicated "green", "environmental", "sustainable", "sustainability", "social" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), no representation or assurance is given by the Issuer, the Dealers, any green or ESG structuring agent or any other person (including UniCredit Group) that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements with respect to investment criteria or guidelines with which any investor or its investments are required to comply under its own by-laws or other governing rules or investment portfolio mandates. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. Nor is any representation or assurance given or made by the Issuer, the Dealers, any green or ESG structuring agent or any other person (including UniCredit Group) that any such listing or admission to trading will be obtained in respect of any Tranche of Instruments or, if obtained, that any such listing or admission to trading will be maintained during the life of that Tranche of Instruments.

Failure to comply with the intended use of proceeds

While it is the intention of the Issuer to apply an amount equivalent to the proceeds of any Instruments so specified for Eligible Green Projects and/or Eligible Social Projects, as applicable, in, or substantially in, the manner described in the relevant Final Terms and the Sustainability Bond Framework, there can be no assurance by the Issuer, the Dealers, any green or ESG structuring agent or any other person (including UniCredit Group) that the relevant project(s) or use(s) the subject of, or related to, any Eligible Green Projects and/or Eligible Social Projects, as applicable, will be capable of being implemented in or substantially in such manner and/or accordance with any timing schedule and that accordingly such proceeds will be totally or partially disbursed for such Eligible Green Projects and/or Eligible Social Projects, as applicable. Nor can there be any assurance by the Issuer, the Dealers, any green or ESG structuring agent or any other person (including UniCredit Group) that such Eligible Green Projects and/or Eligible Social Projects, as applicable, will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Issuer. As further specified below, any such event or any failure by the Issuer to do so will not give the Noteholder the right to early terminate the Instruments.

Any failure to apply an amount equivalent to the proceeds of any issue of Instruments for any Eligible Green Projects and/or Eligible Social Projects, as applicable, as aforesaid and/or withdrawal of any such opinion or certification or any such opinion or certification attesting that the Issuer is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying on (as further specified below) and/or any such Instruments no longer being listed or admitted to trading on any stock exchange or securities market as aforesaid may have a material adverse effect on the value of such Instruments and also potentially the value of any other Instruments which are intended to finance Eligible Green Projects and/or Eligible Social Projects, as applicable, and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

Further, this – as well as a scenario where the maturity of an Eligible Green Project or Eligible Social Project (as applicable) does not match the minimum duration of any Green Bond, Social Bond or Sustainability Bond – will not constitute an event of default under the respective Instruments or entitle the Noteholders to any other claim or right such as to an early termination right. The failure to apply an amount equivalent to the net proceeds of any issue of such Instruments for any Eligible Green Projects and/or Eligible Social Projects, as applicable, does not lead to an obligation of the Issuer to redeem the relevant Instruments early nor will be taken into account by the Issuer when determining whether any optional early redemption rights shall be exercised.

No impact on regulatory classification of the Instruments and capacity to absorb losses

As set out in the section "*Risks related to the regulatory classification of the Instruments*" above, Green Bonds, Social Bonds or Sustainability Bonds being issued as Subordinated Notes (i.e. with the aim of being recognised as tier 2 capital pursuant to the CRR) or as Eligible Notes intended to be eligible for the purposes of MREL are fully subject to the application of the eligibility criteria set out in the CRR and the requirements for own funds and eligible liabilities instruments of the Directive (EU) 2019/879 (*BRRD II*). Further, such Instruments are issued with a view to absorb losses and may therefore be subject to the exercise of mandatory write-down or conversion powers and/or the application of resolution measures such as the bail-in tool. The fact that such Instruments are designated as Green Bonds, Social Bonds or Sustainability Bonds does not (i) limit any regulatory restrictions with respect to the relevant Instruments, (ii) affect the regulatory classification of the relevant Instruments, (iii) provide the relevant Noteholders with any priority compared to other liabilities of the Issuer, (iv) have any impact on the status of the Instruments, nor are the risks related to their level of subordination affected.

Payments of principal and interest on Green Bonds, Social Bonds or Sustainability Bonds (as applicable) will not depend on the performance of the relevant Eligible Green Project and/or Eligible Social Project, as applicable, nor have any preferred right against the relevant assets.

Sustainability evaluations

No assurance or representation can be given by the Issuer or the Dealers or any other person (including UniCredit Group) as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the Issuer) which may be made available in connection with the issue of any Instruments and in particular with any Eligible Green Projects and/or Eligible Social Projects, as applicable, to fulfil any environmental, social, sustainability and/or other criteria (such opinion or certification also referred to as a "**Second-Party Opinion**"). Any such Second Party Opinion may not address risks that may affect the value of any Instruments issued in accordance with the Sustainability Bond Framework or any Eligible Green Projects and/or Eligible Social Projects, as applicable, against which the Issuer may assign the proceeds of any Instruments.

Such Second Party Opinion provides an opinion on certain environmental and related considerations and is not intended to address any credit, market or other aspects of an investment in any Instruments, including without limitation market price, marketability, investor preference or suitability of any security. Such Second Party Opinion is a statement of opinion, not a statement of fact. Any such Second Party Opinion is not, nor should be deemed to be, a recommendation by the Issuer, the Dealers or any other person (including UniCredit Group) to buy, sell or hold any Instruments. Any such Second Party Opinion is only current as of the date that opinion was initially issued and may be updated, suspended or withdrawn by the relevant provider(s) at any time. Prospective investors must determine for themselves the relevance of any such Second Party Opinion and/or the information contained therein and/or the provider of such Second Party Opinion for the purpose of any investment in any Instruments.

Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight. There can be no assurance that Noteholders will have any recourse against the provider(s) of any Second Party Opinion."

6. On page 31 of the Prospectus, prior to the heading "Principal Markets" the following information shall be added:

"Starting on 1 January 2022, the structure of Bank Austria Group's business divisions was amended as follows:

- **Retail** (formerly *Privatkundenbank*, includes Retail and Small Corporates)
- **Wealth Management and Private Banking** (includes Schoellerbank)
- **Corporates** (formerly *Unternehmerbank* and *Corporate & Investment Banking*, includes Small, Medium and Large Corporates, Leasing, Factoring and Real Estate)

Retail Division

The division is responsible for the retail banking business of the Bank Austria Group. Retail is responsible for the local customer business in Austria with retail clients and small business clients, i.e. business customers with a turnover below € 1 million. It provides a broad range of banking services to its customers and serves its clients through a country-wide branch network with a particular focus on the Vienna region and through a multi-channel approach (Online Banking, Online Trading, Telephone Banking, video conferences).

Wealth Management & Private Banking Division

The division is responsible for the private banking activities of the Issuer, covering customers with total financial assets (i.e. deposits and assets under management resp. assets under custody) exceeding € 1 million. Its core competencies include asset management, investment advisory services and retirement planning. Private Banking services high net worth individuals and private foundations and acts as the Issuer's competence centre for all asset management services. Services are offered by both the Issuer and its Private Banking subsidiary Schoellerbank which is a specialist in investment and pension planning. Its core competence is asset management, in particular for very wealthy customers.

Corporates Division

The Corporates Division is responsible for the business in Austria with local corporate customers. Client coverage is divided in the following three areas: Large Corporates, Small and Medium Corporates and Real Estate. It holds a very strong market position in its target groups. Through dedicated subsidiaries it also offers leasing and factoring services.

The Corporates Division also offers services in the following areas: Financing & Advisory provides full coverage of structured and tailored classic financing solutions as well as debt and equity capital market

advisory services. Global Transaction Banking offers trade finance, cash management, working capital solutions and securities services, while Markets offers risk management solutions and performs treasury activities.

Corporate Center

The Corporate Center division includes the COO area (consisting of departments for Digital and Information, Sourcing, Real Estate & Safety, Operations and Corporate Security) and other back-office functions which do not form part of the aforementioned business divisions (such as finance, risk management, identity & communications, etc.) and consolidation effects. It covers all equity interests that are not assigned to other divisions. Also included are inter-divisional eliminations and other items which cannot be assigned to other business divisions."

7. On page 38 of the Prospectus, the two paragraphs above the heading "Corporate Purpose" shall be replaced by the following paragraphs:

"UniCredit S.p.A. presented the new strategic Multi-Year-Plan "UniCredit Unlocked" in December 2021. The plan covers the period 2022-2024. Focal points of the new plan are:

- Growth in UniCredit S.p.A.'s regions, further development of client franchise, changing the business model with a focus on quality growth, development of best-in-class products and services, growth in capital-light business and targeting cost efficiency;
- Driving financial performance via three interconnecting levers: cost efficiency while funding Digital & Data transformation and investing in the business; optimal capital allocation and net revenue growth of circa 2% *per annum*;
- Positive operating leverage of circa 4% 2021-2024, cost income ratio at circa 50% in 2024, RoTE (Return on Tangible Equity) of circa 10% in 2024;
- New business model allowing for strong organic capital generation with materially increased and growing shareholder distribution of at least € 16 billion total for 2021-2024 through a combination of cash dividends and share buybacks while maintaining or exceeding a CET 1 ratio of 12.5-13%; and
- Embedding sustainability in all activities.

Relevant strategic measures will be implemented also in Bank Austria which is an integral part of UniCredit Group."

8. On page 152 of the Prospectus, in Part II of the Form of Final Terms of the Notes the item entitled "Reasons for the Offer and Use of Proceeds / Gründe für das Angebot und Zweckbestimmung der Erlöse" shall be replaced by the following item:

"Reasons for the Offer and Use of Proceeds	[as set out in the Base Prospectus][Green bonds – specify details in accordance with the Sustainability Bond Framework][Social bonds – specify details in accordance with the Sustainability Bond Framework][Sustainability bonds – specify details in accordance with the Sustainability Bond Framework]
Gründe für das Angebot und Zweckbestimmung der Erlöse	[wie im Basisprospekt angegeben][Green Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen][Social Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen][Sustainability Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen]"

9. On page 160 of the Prospectus, in Part II of the Form of Final Terms of the Notes the item entitled "Reasons for the Offer and Use of Proceeds / Gründe für das Angebot und Zweckbestimmung der Erlöse" shall be replaced by the following item:

"Reasons for the Offer and Use of Proceeds	[Not applicable][Green bonds – specify details in accordance with the Sustainability Bond Framework][Social bonds – specify details in accordance with the Sustainability Bond Framework][Sustainability bonds – specify details in accordance with the Sustainability Bond Framework]
Gründe für das Angebot und Zweckbestimmung der Erlöse	[Nicht anwendbar][Green Bonds – Details in

Erlöse

Einklang mit dem Sustainability Bond Framework einfügen][Social Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen][Sustainability Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen]"

10. On page 241 of the Prospectus, in Part II of the Form of Final Terms of the Pfandbriefe and the Covered Bank Bonds the item entitled "Reasons for the Offer and Use of Proceeds / Gründe für das Angebot und Zweckbestimmung der Erlöse" shall be replaced by the following item:

"Reasons for the Offer and Use of Proceeds

[as set out in the Base Prospectus][Green bonds – specify details in accordance with the Sustainability Bond Framework][Social bonds – specify details in accordance with the Sustainability Bond Framework][Sustainability bonds – specify details in accordance with the Sustainability Bond Framework]

Gründe für das Angebot und Zweckbestimmung der Erlöse

[wie im Basisprospekt angegeben][Green Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen][Social Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen][Sustainability Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen]"

11. On page 250 of the Prospectus, in Part II of the Form of Final Terms of the Pfandbriefe and the Covered Bank Bonds the item entitled "Use of Proceeds / Zweckbestimmung der Erlöse" shall be replaced by the following item:

"Use of Proceeds

[Not applicable][Green bonds – specify details in accordance with the Sustainability Bond Framework][Social bonds – specify details in accordance with the Sustainability Bond Framework][Sustainability bonds – specify details in accordance with the Sustainability Bond Framework]

Zweckbestimmung der Erlöse

[Nicht anwendbar][Green Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen][Social Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen][Sustainability Bonds – Details in Einklang mit dem Sustainability Bond Framework einfügen]"

12. On page 256 of the Prospectus, the last sentence of the paragraph shall be replaced by the following sentence:

"This may not apply in case of "green" bonds, "social" bonds and "sustainability" bonds where the Issuer intends to apply an amount equivalent to the net proceeds from each offer of "green" bonds, "social" bonds and "sustainability" bonds to finance or refinance eligible projects selected in accordance with the Sustainability Bond Framework as further specified in the Final Terms."

13. On page 263 of the Prospectus, the first sentence of the first paragraph below the heading "Ratings" shall be replaced by the following sentence:

"The Issuer is assigned a long-term issuer rating of "Baal" with stable outlook for senior debt by Moody's Deutschland GmbH ("Moody's") and "BBB+" with negative outlook by S&P Global Ratings Europe Ltd. (Niederlassung Deutschland) ("Standard & Poor's"), as well as a short-term issuer rating of "P-2" by Moody's and of "A-2" by Standard & Poor's."