

## FINAL TERMS

Terms used in the final terms below (the "**Final Terms**") shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Base Prospectus (and the Supplements thereto, if any)(the "**Terms and Conditions**").

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended ("**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes are appropriate including investment advice, portfolio management, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own

target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

**UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**") and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes are appropriate including investment advice, portfolio management, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

## **Final Terms**

dated 29 June 2021

### **UniCredit Bank AG**

Legal Entity Identifier: 2ZCNRR8UK83OBTEK2170

Issue of EUR 1,000,000,000 Floating Callable Unsubordinated Senior Non-Preferred 6NC5-Year  
Floating Rate Notes  
(the "**Notes**")

Issue Price: 100 per cent.

Series number 2109

Tranche number 1

Trade Date: 22 June 2021

under the

**EUR 50,000,000,000**  
**Debt Issuance Programme of**  
**UniCredit Bank AG**

This document constitutes the Final Terms for the Notes described herein for the purposes of Article 8 para. 5 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Prospectus Regulation**"). In order to get full information, the Final Terms are to be read together with the information contained in (a) the base prospectus dated 31 March 2021 (the "**Base Prospectus**"), (b) the supplement to the Base Prospectus according to Article 23 of the Prospectus Regulation dated 21 May 2021 (the "**Supplement**") and (c) the registration document of the Issuer dated 17 May 2021 (the "**Registration Document**") which has been incorporated by reference into the Base Prospectus. These Final Terms will be published on the website of the Issuer (<https://www.onemarkets.de>).

The aforementioned documents are available on the websites  
<https://www.onemarkets.de/basisprospekte> and  
<https://www.onemarkets.de/de/rechtliches/registrierungsdokumente-uvp.html>.

## Part I

### § 1

#### Series, Form of Notes, Issuance of Additional Notes

Issue Date:	29 June 2021
Specified Currency:	Euro ("EUR")
Aggregate Principal Amount:	
(i) Series:	EUR 1,000,000,000
(ii) Tranche:	EUR 1,000,000,000
Specified Denomination:	EUR 100,000

#### Form of Notes:

- Temporary Global Note – Exchange (TEFRA D)
- Permanent Global Note (TEFRA C)
- Permanent Global Note (neither TEFRA D nor TEFRA C)
- Classical Global Note
- New Global Note

#### Clearing System:

- Clearstream Banking AG,  
Frankfurt am Main  
Mergenthalerallee 61  
65760 Eschborn  
Germany
- Clearstream Banking, S.A.,  
Luxembourg  
42 Avenue JF Kennedy  
1855 Luxembourg  
Luxembourg
- Euroclear Bank SA/NV  
Boulevard du Roi Albert II  
1210 Brussels  
Belgium
- Other Clearing System

**§ 2**  
**Interest**

**Option I: Fixed Rate Notes**

*Option I: Festverzinsliche  
Schuldverschreibungen*

**Option II: Floating Rate Notes**

Interest Commencement Date: 29 June 2021

Fixed to Floating Rate Notes: No

specified Interest Payment Date(s): 29 March, 29 June, 29 September and 29 December of each year, commencing on 29 September 2021

specified Interest Period(s):

Screen Rate Determination:

Floating Rate Notes where interest is linked to the Euro Interbank Offered Rate (EURIBOR)<sup>®</sup>

EURIBOR (Brussels time / TARGET2 Banking Day / Interbank market in the Euro-Zone) 3 months

Screen page: Reuters screen page EURIBOR01 or any successor screen page

Interest Rate applicable following a Discontinuation Event: offered quotation or arithmetic mean of the offered quotations

Interpolation: No

Floating Rate Notes where interest is linked to a Constant Maturity Swap Rate:

Factor: Not applicable

Margin: 0.915 per cent. *per annum*

plus

minus

Interest Determination Date: second TARGET2 Banking Day prior to the commencement of the relevant Interest Period

ISDA Determination

Minimum and Maximum Interest Rate:

Minimum Interest Rate: 0.00 per cent. *per annum*

- Maximum Interest Rate
- Option III: Zero Coupon Rate Notes**
- Option IV: Inflation Linked Notes**

**Day Count Fraction:**

- Actual/Actual (ICMA)
- Actual/Actual (ISDA)
- Actual/365 (fixed)
- Actual/360
- 30/360, 360/360 or Bond Basis
- 30/360, 360/360 or Bond Basis
- 30E/360 or Eurobond Basis (ISDA 2000)
- 30E/360 or Eurobond Basis (ISDA 2006)
- 30E/360 (ISDA)

**§ 3**

**Maturity, Redemption Amount, Optional Redemption at the Option of the Issuer (Call Option)**

Maturity Date: 29 June 2027

Redemption Amount:

- Specified Denomination
- Aggregate Principal Amount
- Other amount

Optional Redemption at the Option of the Issuer (Call Option): Yes

Call Date(s): 29 June 2026

Right to redeem the Notes in part: No

Notice period:

Minimum notice period: 5 Banking Days

Maximum notice period: 30 Banking Days

Optional Redemption Amount(s):

- Specified Denomination
- Aggregate Principal Amount

Other amount

Optional Redemption at the Option of the Noteholders (Put Option):

**§ 4  
(Noteholders' Extraordinary Termination Right)**

Extraordinary termination right of Noteholders      No

**§ 5  
Payments**

Rounding of payable amounts:      upwards

Dual currency Notes:      No

Business Day Convention:

- Following Business Day Convention
- Floating Rate Convention
- Modified Following Business Day Convention
- Preceding Business Day Convention

Adjustment:      Yes

Banking Day:      TARGET2, Milan and Munich

Renminbi as Specified Currency:      No

**§ 6  
Principal Paying Agent, Paying Agent, Calculation Agent**

Principal Paying Agent:      UniCredit Bank AG, Arabellastrasse 12, 81925 Munich, Germany

Additional Paying Agent(s):      Not Applicable

Calculation Agent:      UniCredit Bank AG, Arabellastrasse 12, 81925 Munich, Germany

**§ 8  
Status**

Status of the Notes:

- Unsubordinated (Preferred)

- Eligible
- Unsubordinated non-preferred
- Subordinated

*See also Appendix 1 to these Final Terms for further information.*

## **§ 10 Notices**

Banking Day:

TARGET2, Milan and Munich

## **§ 14 Applicable Law, Place of Performance, Place of Jurisdiction, Language**

Language of Terms and Conditions:

- English and German (English binding)  
(Whereas the translation into the German language will not be part of these Final Terms.)
- German and English (German binding)  
(Whereas the translation into the English language will not be part of these Final Terms.)
- only English

## **§ 15 Amendments to Terms and Conditions**

Amendments to Terms and Conditions Yes

Meeting of Noteholders:

- with a physical meeting
- without a physical meeting pursuant to § 18 SchVG

Limited liability of the common representative of the Noteholders: Not applicable

## **Part II**



## DISCLOSURE REQUIREMENTS RELATED TO DEBT SECURITIES WITH A DENOMINATION PER UNIT OF AT LEAST EUR 100,000

### Material Interest

Interest of natural and legal persons involved in the issue/offer As set out in the Base Prospectus

**Reasons for the Offer and Use of Proceeds** As set out in the Base Prospectus

Classical Global Note or New Global Note:

- Classical Global Note
- Intended to be held in a manner which would allow ECB eligibility
- New Global Note

### Securities Identification Numbers

Common Code: 235980304  
ISIN Code: DE000HV2AYK0  
German Securities Code (WKN): HV2AYK

### Yield

Yield on issue price: Not applicable. The yield of the Notes cannot be calculated as of the issue date.

### Method of Distribution

- Non-Syndicated  
 Syndicated

### Management Details

Dealer/Management Group: UniCredit Bank AG

### Commissions

Listing Commission: Not applicable

Estimate of the total expenses related to admission to trading: Not applicable

**Stabilising Manager(s):** Not applicable

**Listing(s) and admission to trading** No

- Munich Stock Exchange
- Regulated Market
  - Other Market Segment

- Luxembourg Stock Exchange
  - Regulated Market
  - EuroMTF
- Other:
- Rating Not applicable

Each of Moody's, S&P and Fitch is established in the European Union and is registered or has applied for registration pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

The European Securities and Markets Authority ("**ESMA**") publishes on its website ([www.esma.europa.eu](http://www.esma.europa.eu)) a list of credit rating agencies registered in accordance with the CRA Regulation. The list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

Amounts payable under the Notes will be calculated by reference to EURIBOR<sup>®</sup>, which is currently provided by European Money Markets Institute (EMMI). As at the date of these Final Terms, EMMI does appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of the Regulation (EU) 2016/1011 (the "**Benchmark Regulation**").

## **Appendix 1**

**The following wording specifies the wording provided for in § 8(6) of Option II of the Terms and Conditions and applies to the Notes:**

By the acquisition of the Notes, each Noteholder acknowledges and agrees to be bound by the exercise of any statutory write-down, transfer and/or conversion power existing from time to time under any laws, regulations, rules or requirements, whether relating to the resolution or independent of any resolution action, of credit institutions, investment firms in effect and applicable to the Issuer, including (but not limited to) any such laws, regulations, rules or requirements that are implemented, adopted or enacted within the context of any European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms and/or within the context of a member state resolution regime or otherwise, pursuant to which liabilities of a credit institution or investment firm can be reduced, cancelled and/or converted into shares or obligations of the obligor or any other person.