

FINAL TERMS

dated 19 December 2025

UniCredit Bank GmbH

Legal Entity Identifier (LEI): 2ZCNRR8UK83OBTEK2170

Public offer of

Warrant Call on Intesa Sanpaolo S.p.A.

(the "**SECURITIES**")

relating to the

Base Prospectus for Knock-out Securities and Warrants

under the

Euro 50,000,000,000

Debt Issuance Programme of

UniCredit Bank GmbH

*These final terms (the "**Final Terms**") have been prepared for the purposes of Regulation (EU) 2017/1129, in the version valid at the date of the Base Prospectus, (the "**Prospectus Regulation**" and "**PR**") and must be read in conjunction with the Base Prospectus and any supplements thereto pursuant to Article 23 of the PR (the "**Supplements**") in order to obtain all the relevant information.*

*The Base Prospectus for Knock-out Securities and Warrants (the "**Base Prospectus**") comprises the Securities Note for Knock-out Securities and Warrants dated 12 February 2025 (the "**Securities Note**") and the Registration Document of UniCredit Bank GmbH dated 10 April 2024 (the "**Registration Document**").*

The Securities Note, the Registration Document, any Supplements and these Final Terms as well as an additional copy of the summary of the particular issuance are published in accordance with Article 21 of the PR on www.onemarkets.de (for investors in the Federal Republic of Germany and Luxembourg), www.bourse.unicredit.fr (for investors in France), www.investimenti.unicredit.it (for investors in Italy), www.onemarkets.nl (for investors in the Netherlands), www.onemarkets.at (for investors in the Republic of Austria) and www.bolsa.unicredit.es (for investors in Spain) (along with the respective product details which will be available if the WKN or the ISIN is typed in the search function).

The validity of the above mentioned Base Prospectus, under which the Securities described in these Final Terms are issued, ends on 12 February 2026. From this point in time, these Final Terms are to be read together with the latest base prospectus for Knock-out Securities and Warrants of UniCredit Bank GmbH (including the information incorporated by reference in the latest base prospectus from the base prospectus, under which these securities have initially been issued) which follows the Base Prospectus. The latest base prospectus for Knock-out Securities and Warrants of UniCredit Bank GmbH will be

published on www.onemarkets.de/basisprospekte (for investors in the Federal Republic of Germany and Luxembourg), www.bourse.unicredit.fr (for investors in France), www.investimenti.unicredit.it (for investors in Italy), www.onemarkets.nl (for investors in the Netherlands), www.onemarkets.at (for investors in the Republic of Austria) and www.bolsa.unicredit.es (for investors in Spain).

An issue specific summary is annexed to these Final Terms.

SECTION A – GENERAL INFORMATION

Product Type:

Call Warrants with American exercise (Product Type 2) (Non-Quanto Securities)

Offer and Sale of the Securities:

Information on the offer:

Starting from 19 December 2025, the Securities described in the Final Terms will be continuously offered for sale.

The public offer may be terminated by the Issuer at any time without giving any reason.

Issue Date of the Securities:

Issue Date: 23 December 2025

Issue Volume of the Securities:

The issue volume of the Series issued under and described in these Final Terms is specified in § 1 of the Product and Underlying Data.

The issue volume of the Tranche issued under and described in these Final Terms is specified in § 1 of the Product and Underlying Data.

Potential investors, offering countries:

The Securities will be offered to qualified investors, retail investors and/or institutional investors by way of a public offer.

A public offer will be made in the Federal Republic of Germany, France, Italy, Luxembourg, the Netherlands, the Republic of Austria and Spain.

Delivery:

Delivery against payment

Other information regarding the offer and sale of the Securities:

The smallest transferable unit is 1 Security.

The smallest tradeable unit is 1 Security.

Issue Price of the Securities, costs:

Issue Price of the Securities, pricing:

Issue Price: EUR 0.43

The continuous offer will be made on current ask prices provided by the Issuer.

Selling concession:

Not applicable

Other commissions, costs and expenses:

Not applicable. The product specific initial costs contained in the issue price amount to EUR 0.25.

Admission to trading and listing:***Admission to trading:***

Not applicable. No application for the Securities to be admitted to trading has been made.

Admission to multilateral trading facilities:

However, application to listing will be made with effect from 19 December 2025 on the following multilateral trading facilities (MTF):

- Munich - gettex (open market) (the "**gettex MTF**")

Consent to the use of the Base Prospectus:

The Issuer consents to the use of the Base Prospectus, any Supplements and the relevant Final Terms for the subsequent resale or final placement of Securities by all financial intermediaries (so-called general consent).

Offer Period:

The consent is given during the period of the validity of the Base Prospectus.

Offering Countries:

The consent is given in relation to the Federal Republic of Germany, France, Italy, Luxembourg, the Netherlands, the Republic of Austria and Spain.

Conditions of the consent:

The Issuer's consent to the use of the Base Prospectus, any Supplements and the relevant Final Terms is subject to the following conditions:

- Each financial intermediary using the Base Prospectus must ensure that it observes all applicable laws and complies with the Selling Restrictions and the terms and conditions of the offer.
- The consent to the use of the Base Prospectus has not been revoked by the Issuer.

Moreover, the Issuer's consent to the use of the Base Prospectus, any Supplements and the relevant Final Terms is subject to the condition that the financial intermediary using the Base Prospectus, any Supplements and the relevant Final Terms commits itself towards its customers to a responsible distribution of the Securities. This commitment is made by the publication of the financial intermediary on its website stating that the Base Prospectus is used with the consent of the Issuer and subject to the conditions set forth with the consent.

Interest of Natural and Legal Persons involved in the Issue/Offer:

With regard to trading of the Securities the Issuer has a conflict of interest being also the Market Maker on the gettex MTF. The Issuer is also the arranger and the Calculation Agent and the Paying Agent of the Securities.

Additional information:

Not applicable

SECTION B – CONDITIONS:

PART A - GENERAL CONDITIONS OF THE SECURITIES

(the "**General Conditions**")

§ 1

Form, Central Register, Registrar, Specific Terms, Replacement by Global Note

- (1) *Form:* This tranche (the "**Tranche**") of securities (the "**Securities**") of UniCredit Bank GmbH (the "**Issuer**") will be issued as warrants in bearer form pursuant to the Terms and Conditions in the Specified Currency.
- (2) *Central register:* The electronic Securities are registered in the central register (the "**Central Register**") as central register securities (*Zentralregisterwertpapiere*) within the meaning of § 4 paragraph 2 of the German Act on Electronic Securities (*Gesetz über elektronische Wertpapiere*, "**eWpG**") and identified by their registered ISIN. The Securities are represented by a collective safe custody entry (*Sammeleintragung*) in the Central Register. The Central Register is maintained by the Registrar in its capacity as central securities depository ("**Clearing System**"). The Registrar in its capacity as central securities depository is registered as the bearer of the Securities within the meaning of §§ 3 paragraph 1, 8 paragraph 1 no. 1 eWpG (the "**Bearer**"). The Bearer holds the Securities as trustee for the benefit of the respective Security Holders, but not as beneficiary of the Securities (§ 9 paragraph 2 sentence 1 eWpG). The co-ownership interests in the Securities may be transferred pursuant to the relevant regulations of the Clearing System and applicable law.
- (3) *Registrar:* The "**Registrar**" shall be Clearstream Banking AG, Frankfurt, Mergenthalerallee 61, 65760 Eschborn ("**CBF**") or any other registrar as notified by the Issuer in advance pursuant to § 6 of the General Conditions.
- (4) *Specific terms:* With respect to the electronic registration, the terms

"**Securities**" shall mean the identical warrants electronically issued in bearer form as central register securities (*Zentralregisterwertpapiere*) within the meaning of § 4 paragraph 2 eWpG and represented by a collective safe custody entry (*Sammeleintragung*) in the Central Register in the name of the Clearing System.

"**Security Holder**" shall mean each holder of a co-ownership interest in the Securities pursuant to §§ 3 paragraph 2, 9 paragraph 1 eWpG, which may be transferred pursuant to the relevant regulations of the Clearing System and applicable law.

"**Terms and Conditions**" shall mean the terms and conditions of these Securities as set out in the General Conditions (Part A), the Product and Underlying Data (Part B) and the Special Conditions (Part C) as deposited with the Registrar.
- (5) *Replacement by global note:* The Issuer reserves the right to replace the electronic Securities without the consent of the Security Holders with identical Securities represented by a global note. The Issuer will give notice to the Securities Holder about the intended replacement pursuant to § 6 of the General Conditions.

In such a case, the following applies:

- (a) The Securities will be represented by a global note (the "**Global Note**") without interest coupons, which bears the manual or facsimile signatures of two authorised signatories of the Issuer. The Security Holders are not entitled to receive definitive Securities. The Securities as co-ownership interests in the Global Note may be transferred pursuant to the relevant regulations of the Clearing System.
- (b) The Global Note will be kept in custody by Clearstream Banking AG, Frankfurt, Mergenthalerallee 61, 65760 Eschborn ("**CBF**").
- (c) Any reference to eWpG, Securities, Security Holder and Terms and Conditions herein shall be interpreted in such way as it is customary for securities represented by a global note and Clearing System shall mean CBF.

§ 2

Principal Paying Agent, Paying Agent, Calculation Agent

- (1) *Paying Agents:* The "**Principal Paying Agent**" is UniCredit Bank GmbH, Arabellastraße 12, 81925 Munich, Germany. The Issuer may appoint additional paying agents (the "**Paying Agents**") and revoke such appointment. The appointment and revocation shall be published pursuant to § 6 of the General Conditions.
- (2) *Calculation Agent:* The "**Calculation Agent**" is UniCredit Bank GmbH, Arabellastraße 12, 81925 Munich.
- (3) *Transfer of functions:* Should any event occur which results in the Principal Paying Agent or Calculation Agent being unable to continue in its function as Principal Paying Agent or Calculation Agent, the Issuer is obliged to appoint another bank of international standing as Principal Paying Agent or another person or institution with the relevant expertise as Calculation Agent. Any such transfer of the functions of the Principal Paying Agent or Calculation Agent shall be notified by the Issuer without undue delay pursuant to § 6 of the General Conditions.
- (4) *Agents of the Issuer:* In connection with the Securities, the Principal Paying Agent, the Paying Agents and the Calculation Agent act solely as agents of the Issuer and do not assume any obligations towards or relationship of agency or trust for or with any of the Security Holders. The Principal Paying Agent and the Paying Agents shall be exempt from the restrictions of § 181 German Civil Code (*Bürgerliches Gesetzbuch*, "**BGB**").

§ 3

Taxes

No gross up: Payments in respect of the Securities shall only be made after deduction and withholding of current or future taxes, to the extent that such deduction or withholding is required by law. In this regard the term "**Taxes**" includes taxes, levies or governmental charges, regardless of their nature, which are imposed, levied or collected

under any applicable system of law or in any country which claims fiscal jurisdiction by or for the account of any political subdivision thereof or government agency therein authorised to levy Taxes, including a withholding tax pursuant to Section 871(m) of the United States Internal Revenue Code of 1986 ("**871(m) Withholding Tax**").

The Issuer shall in any case be entitled to take into consideration the 871(m) Withholding Tax by applying the maximum tax rate as a flat rate (plus value added tax, if applicable). In no case the Issuer is obliged to compensate with respect to any Taxes deducted or withheld.

The Issuer shall report on the deducted and withheld Taxes to the competent government agencies, except, these obligations are imposed upon any other person involved, subject to the legal and contractual requirements of the respective applicable tax rules.

§ 4

Status

The obligations under the Securities constitute direct, unconditional and unsecured obligations of the Issuer and rank, unless provided otherwise by law, at least *pari passu* with all other unsecured and unsubordinated present and future obligations of the Issuer that have the higher rank in insolvency proceedings of the Issuer as determined by § 46 f subsection (5) of the German Banking Act (so called Senior Preferred Securities).

§ 5

Substitution of the Issuer

- (1) The Issuer may without the consent of the Security Holders, if no payment of principal or interest on any of the Securities is in default, at any time substitute the Issuer for any Affiliate of the Issuer as principal debtor in respect of all obligations of the Issuer under the Securities (the "**New Issuer**"), provided that:
 - (a) the New Issuer assumes all obligations of the Issuer in respect of the Securities,
 - (b) the Issuer and the New Issuer have obtained all necessary authorizations and may transfer to the Principal Paying Agent in the currency required hereunder and without being obligated to deduct or withhold taxes or other duties of whatever nature levied by the country, in which the New Issuer or the Issuer has its domicile or tax residence, all amounts required for the fulfilment of the payment obligations arising under the Securities,
 - (c) the New Issuer has agreed to indemnify and hold harmless each Security Holder against any tax, duty or other governmental charge imposed on such Security Holder in respect of such substitution and
 - (d) the Issuer guarantees proper payment of the amounts due under the Terms and Conditions.

The Issuer shall be deemed to be authorised vis-à-vis the Registrar within the meaning of §§ 5 paragraph 2 no. 3, 14 paragraph 1 no. 2 lit. (c) eWpG to issue instructions, in order to authorise the necessary amendments to the deposited Terms and Conditions and to the registration particulars set-out in § 13 paragraph 1 no. 1 and 4 eWpG.

For purposes of this § 5 (1) "**Affiliate**" means an affiliated company (*verbundenes Unternehmen*) within the meaning of Section 15 of the German Stock Corporation Act (*Aktiengesetz*).

- (2) *Notice:* Any such substitution shall be notified in accordance with § 6 of the General Conditions.
- (3) *References:* In the event of any such substitution, any reference in the Terms and Conditions to the Issuer shall be deemed to refer to the New Issuer. Furthermore, any reference to the country, in which the Issuer is domiciled or resident for taxation purposes shall be deemed to refer to the country of domicile or residence for taxation purposes of the New Issuer.

§ 6

Notices

- (1) To the extent the Terms and Conditions provide for a notice pursuant to this § 6, these will be published on the Website for Notices (or another website communicated by the Issuer with at least six weeks advance notice in accordance with these provisions) and become effective vis-à-vis the Security Holders through such publication unless the notice provides for a later effective date. If and to the extent that binding provisions of effective law or stock exchange provisions provide for other forms of publication, such publications must be made in addition and as provided for.

Other publications with regard to the Securities are published on the Website of the Issuer (or any successor website, which is notified by the Issuer in accordance with the above paragraph).

- (2) In addition, the Issuer may deliver all notices concerning the Securities to the Clearing System for communication by the Clearing System to the Security Holders. Any such notice shall be deemed to have been given to the Security Holders on the first day after the day on which the said notice was given to the Clearing System.

For the avoidance of doubt, any notice published on the Website for Notices which has become effective shall prevail the notice via the Clearing System.

§ 7

Issuance of additional Securities, Repurchase

- (1) *Issuance of additional Securities:* The Issuer reserves the right from time to time without the consent of the Security Holders to issue additional Securities with identical terms and conditions (except for the issue date and the issue price), so that the same shall be consolidated and form a single series (the "**Series**") with this Tranche. The term

"Securities" shall, in the event of such increase, also comprise all additionally issued Securities.

- (2) *Repurchase:* The Issuer shall be entitled at any time to purchase Securities in the market or otherwise and at any price. Securities repurchased by the Issuer may, at the Issuer's discretion, be held, resold or forwarded to the Principal Paying Agent for cancellation.

§ 8

Presentation Period

The presentation period provided in § 801 paragraph 1 sentence 1 BGB is reduced to ten years for the Securities. The presentation shall be made by performance demand (§ 29 paragraph 2 eWpG), which shall be accompanied by a deposit certificate within the meaning of § 6 paragraph 2 German Custody Act (*Depotgesetz*) issued in the name of the Security Holder making the payment demand.

§ 9

Partial Invalidity, Corrections

- (1) *Invalidity:* Should any provision of the Terms and Conditions be or become invalid or unenforceable in whole or in part, the remaining provisions are not affected thereby. Any gap arising as a result of invalidity or unenforceability of the Terms and Conditions is to be filled with a provision that corresponds to the meaning and intent of the Terms and Conditions and is in the interest of the parties.
- (2) *Corrections of manifest errors:* The Issuer may correct manifest errors in the Terms and Conditions. The correction is made by correcting the error with the obviously correct content. Manifest errors are recognisable typing errors as well as other comparable obvious inaccuracies. The Issuer will give notice to the Securities Holders about the correction pursuant to § 6 of the General Conditions.
- (3) *Incomplete or inconsistent provisions:* The Issuer is entitled to correct or amend incomplete or inconsistent provisions in the Terms and Conditions in its reasonable discretion (§ 315 et seq. BGB). Only corrections and amendments that are reasonable for the Security Holders taking into account the interests of the Issuer and that in particular do not materially impair the legal and financial situation of the Security Holders will be permitted. The Security Holders will be informed of such corrections and supplementations pursuant to § 6 of the General Conditions.
- (4) *Authorisation:* The Issuer shall be deemed to be authorised vis-à-vis the Registrar within the meaning of §§ 5 paragraph 2 no. 3, 14 paragraph 1 no. 2 lit. (c) eWpG to issue instructions, in order to authorise the necessary amendments provided for in this § 9 to the deposited Terms and Conditions and to the registration particulars set-out in § 13 paragraph 1 no. 1 and 4 eWpG.
- (5) *Adherence to corrected Terms and Conditions:* If the Security Holder was aware of typing or calculation errors or similar errors in the Terms and Conditions when purchasing the

Securities, the Issuer is entitled to adhere to the Terms and Conditions amended accordingly irrespective of paragraphs (2) to (4) above.

§ 10

Applicable Law, Place of Performance, Place of Jurisdiction

- (1) *Applicable law:* The Securities, as to form and content, and all rights and obligations of the Issuer and the Security Holder shall be governed by the laws of the Federal Republic of Germany.
- (2) *Place of performance:* Place of performance is Munich.
- (3) *Place of jurisdiction:* To the extent permitted by law, all legal disputes arising from or in connection with the matters governed by the Terms and Conditions shall be brought before the court in Munich.

PART B – PRODUCT AND UNDERLYING DATA

(the "**Product and Underlying Data**")

§ 1

Product Data

Adjustable Product Data: Ratio, Strike

First Day of the Exercise Period: 19 December 2025

First Trade Date: 19 December 2025

Issue Date: 23 December 2025

Minimum Amount: EUR 0.001

Minimum Exercise Amount: 1 Security

Specified Currency: Euro ("**EUR**")

Website of the Issuer: www.onemarkets.de (for Security Holders in the Federal Republic of Germany and Luxembourg), www.bourse.unicredit.fr (for Security Holders in France), www.investimenti.unicredit.it (for Security Holders in Italy), www.onemarkets.nl (for Security Holders in the Netherlands), www.onemarkets.at (for Security Holders in the Republic of Austria) and www.bolsa.unicredit.es (for Security Holders in Spain)

Website for Notices: www.onemarkets.de (for Security Holders in the Federal Republic of Germany and Luxembourg), www.bourse.unicredit.fr (for Security Holders in France), www.investimenti.unicredit.it (for Security Holders in Italy), www.onemarkets.nl (for Security Holders in the Netherlands), www.onemarkets.at (for Security Holders in the Republic of Austria) and www.bolsa.unicredit.es (for Security Holders in Spain)

Table 1.1:

| WKN | ISIN | Reuters | Series Number | Tranche Number | Issue Volume of Series in units | Issue Volume of Tranche in units |
|--------|--------------|---------------|---------------|----------------|---------------------------------|----------------------------------|
| UN2NDD | DE000UN2NDD5 | DEUN2NDD=HVBG | PE002286 | 1 | 5,000,000 | 5,000,000 |

Table 1.2:

| Underlying | Call/Put | Ratio | Strike | Final Valuation Date | Final Payment Date | Reference Price |
|------------------------|----------|-------|----------|----------------------|--------------------|-----------------------|
| Intesa Sanpaolo S.p.A. | Call | 1 | EUR 6.50 | 18 June 2027 | 25 June 2027 | Prezzo di Riferimento |

§ 2

Underlying Data

Table 2.1:

| Underlying | Underlying Currency | ISIN | Relevant Exchange | Website |
|------------------------|----------------------------|--------------|--------------------------|------------------------------------------------------|
| Intesa Sanpaolo S.p.A. | EUR | IT0000072618 | Borsa Italiana | www.reuters.com |

For further information about the past and future performance of the Underlying and its volatility, please refer to the Website as specified in the table.

PART C – SPECIAL CONDITIONS OF THE SECURITIES

(the "Special Conditions")

§ 1

Definitions

"Adjustable Product Data" means the Adjustable Product Data as specified in § 1 of the Product and Underlying Data.

"Adjustment Event" means each of the following events:

- (a) each measure taken by the company that has issued the Underlying or by a third party which, as a result of a change in the legal and financial position, affects the Underlying, in particular a change in the company's fixed assets or capital (in particular capital increase against cash contribution, issuance of securities with options or conversion rights into shares, capital increase with company funds, distribution of special dividends, share splits, mergers, spin-offs of a business unit to another legally separate entity, liquidation, nationalisation); whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB);
- (b) the Determining Futures Exchange adjusts the there traded Underlying Linked Derivatives;
- (c) any event which is economically equivalent to one of the above-mentioned events with regard to its consequences on the Underlying; whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB).

"Banking Day" means each day (other than a Saturday or Sunday) on which the Clearing System and the Real Time Gross Settlement System operated by the Eurosystem (T2) (or any successor system thereto) are open for business.

"Calculation Agent" means the Calculation Agent as specified in § 2 (2) of the General Conditions.

"Calculation Date" means each day on which the Underlying is traded on the Relevant Exchange.

"Call Event" means each of the following events: Share Call Event and Change in Law.

"Change in Law" means that due to

- (a) the coming into effect of changes in laws or regulations (including but not limited to tax laws or capital market provisions) or
- (b) a change in relevant case law or administrative practice (including but not limited to the administrative practice of the tax or financial supervisory authorities),

if such changes become effective on or after the First Trade Date of the Securities, the

holding, acquisition or sale of the Underlying or assets that are needed in order to hedge price risks or other risks with respect to its obligations under the Securities is or becomes wholly or partially illegal for the Issuer.

Whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB).

"Clearance System" means the principal domestic clearance system customarily used for settling trades with respect to the Underlying as determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB).

"Clearance System Business Day" means, with respect to the Clearance System, any day (other than a Saturday or Sunday) on which the Clearance System is open for the acceptance and execution of settlement instructions.

"Clearing System" means Clearstream Banking AG, Frankfurt, Mergenthalerallee 61, 65760 Eschborn ("**CBF**").

"Determining Futures Exchange" means the futures exchange, on which respective derivatives of the Underlying (the "**Underlying Linked Derivatives**") are mostly liquidly traded, such futures exchange shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB).

In the case of a material change in the market conditions at the Determining Futures Exchange, such as a final discontinuation of quotation of the Underlying Linked Derivatives at the Determining Futures Exchange or a considerably restricted number or liquidity, it shall be substituted as the Determining Futures Exchange by another futures exchange that offers adequately liquid trading in the Underlying Linked Derivatives (the "**Substitute Futures Exchange**"); such futures exchange shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB). In the event of such substitution, any reference to the Determining Futures Exchange in the Terms and Conditions shall be deemed to refer to the Substitute Futures Exchange.

"Differential Amount" means the Differential Amount as calculated or, respectively, specified by the Calculation Agent pursuant to § 4 of the Special Conditions.

"Exercise Period" means each day from the First Day of the Exercise Period (including) to the Final Valuation Date (including).

"Exercise Right" means the Exercise Right as specified in § 3 (1) of the Special Conditions.

"Final Payment Date" means the "Final Payment Date" as specified in § 1 of the Product and Underlying Data.

"Final Valuation Date" means the Final Valuation Date as specified in § 1 of the Product and Underlying Data. If the Final Valuation Date is not a Calculation Date the immediately following Banking Day which is a Calculation Date shall be the Final Valuation Date.

"First Day of the Exercise Period" means the First Day of the Exercise Period as specified in § 1 of the Product and Underlying Data.

"First Trade Date" means the First Trade Date as specified in § 1 of the Product and Underlying Data.

"Issue Date" means the Issue Date as specified in § 1 of the Product and Underlying Data.

"Market Disruption Event" means each of the following events:

- (a) the failure of the Relevant Exchange or the Determining Futures Exchange to open for trading on a scheduled trading day during its regular trading sessions;
- (b) the suspension or restriction of trading in the Underlying on the Relevant Exchange or the trading of the Underlying Linked Derivatives on the Determining Futures Exchange during its regular trading sessions;
- (c) the restriction on the general ability of market participants to enter into transactions in the Underlying or to obtain market prices for the Underlying on the Relevant Exchange during regular trading sessions, or to enter into transactions in Underlying Linked Derivatives on the Determining Futures Exchange or to obtain market prices there;
- (d) an early closing of trading by the Relevant Exchange or Determining Futures Exchange prior to the scheduled closing of trading, unless such early closing is announced by the Relevant Exchange or Determining Futures Exchange no later than one hour prior to the earlier of the following dates:
 - (i) the actual closing of trading on the Relevant Exchange or Determining Futures Exchange on that day and
 - (ii) the actual last time possible for the placement of orders in the system of the Relevant Exchange or Determining Futures Exchange on that day;

to the extent that such Market Disruption Event is material; whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB).

"Minimum Amount" means the Minimum Amount as specified in § 1 of the Product and Underlying Data.

"Minimum Exercise Amount" means the Minimum Exercise Amount as specified in § 1 of the Product and Underlying Data.

"Principal Paying Agent" means the Principal Paying Agent as specified in § 2 (1) of the General Conditions.

"Ratio" means the Ratio as specified in § 1 of the Product and Underlying Data.

"Reference Price" means the Reference Price of the Underlying as specified in § 1 of the Product and Underlying Data.

"Relevant Exchange" means the Relevant Exchange as specified in § 2 of the Product and Underlying Data.

In the case of a material change in the market conditions at the Relevant Exchange, such as a final discontinuation of the quotation of the Underlying at the Relevant Exchange and the quotation at a different stock exchange or a considerably restricted liquidity, the Relevant Exchange shall be substituted as the Relevant Exchange by another exchange that offers satisfactorily liquid trading in the Underlying (the **"Replacement Exchange"**); such exchange shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB). In the event of such substitution, any reference to the Relevant Exchange in the Terms and Conditions shall be deemed to refer to the Replacement Exchange.

"Relevant Reference Price" means the Reference Price on the respective Valuation Date.

"Settlement Cycle" means the period of Clearance System Business Days following a transaction on the Relevant Exchange in the Underlying, during which period settlement will customarily take place according to the rules of such Relevant Exchange.

"Share Call Event" means each of the following events:

- (a) the quotation of the Underlying at the Relevant Exchange is suspended indefinitely or permanently discontinued and no suitable Replacement Exchange is available or can be determined; whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB);
- (b) the quotation of the Underlying at the Relevant Exchange no longer occurs in the Underlying Currency;
- (c) the Determining Futures Exchange terminates the there traded Underlying Linked Derivatives early.

"Specified Currency" means the Specified Currency as specified in § 1 of the Product and Underlying Data.

"Strike" means the Strike as specified in § 1 of the Product and Underlying Data.

"Trading Day" means each day (other than a Saturday or Sunday) on which the trading system XETRA® is open for business.

"Underlying" means the Underlying as specified in § 1 of the Product and Underlying Data.

"Underlying Currency" means the Underlying Currency as specified in § 2 of the Product and Underlying Data.

"Valuation Date" means the day at which the Exercise Right has been effectively exercised, however, not later than on the Final Valuation Date.

If this day is not a Calculation Date, the immediately next following Banking Day which is a Calculation Date shall be the Valuation Date.

"Website for Notices" means the Website for Notices as specified in § 1 of the Product and Underlying Data.

"Website of the Issuer" means the Website of the Issuer as specified in § 1 of the Product and Underlying Data.

§ 2

Interest

The Securities do not bear interest.

§ 3

Exercise Right, Exercise, Exercise Notice, Suspension of the Exercise Right, Payment

- (1) *Exercise Right:* The Security Holder shall be entitled, according to the Terms and Conditions of these Securities, to demand for each Security the payment of the Differential Amount from the Issuer.
- (2) *Exercise:* The Exercise Right can be exercised by the Security Holder on each Trading Day during the Exercise Period prior to 10:00 a.m. (Munich local time) pursuant to the provisions of paragraph (3) of this § 3. The Exercise Right will be automatically exercised on the Final Valuation Date, unless already effectively exercised by the Security Holder.
- (3) *Exercise Notice:* The Exercise Right shall be exercised by the Security Holder by transmission of a duly completed written Exercise Notice (the **"Exercise Notice"**) to the Principal Paying Agent possibly per facsimile, using the form of notice which may be obtained from the Website of the Issuer or, respectively by specifying all information and declarations to the facsimile number set out in such form of notice and by transferring the Securities stated in the Exercise Notice to the account of the Issuer, which is set out in the respective form of the Exercise Notice. For this purpose the Security Holder must instruct its depositary bank, which is responsible for the order of the transfer of the specified Securities.

The Exercise Right is deemed to be effectively exercised on that day on which (i) the Principal Paying Agent receives the duly completed Exercise Notice prior to 10:00 a.m. (Munich local time) and (ii) the Securities specified in the Exercise Notice will be credited to the account of the Issuer prior to 5:00 p.m. (Munich local time).

For Securities, for which a duly completed Exercise Notice has been transmitted in time, but which has been credited to the Issuer's account after 5:00 p.m. (Munich local time), the Exercise Right is deemed to be effectively exercised on that Trading Day, on which the Securities will be credited to the account of the Issuer prior to 5:00 p.m. (Munich local time).

For Securities, for which a Security Holder transmits an Exercise Notice, which does not comply with the aforementioned provisions, or, if the Securities specified in the Exercise Notice have been credited to the Issuer's Account after 5:00 p.m. (Munich local time) of the fifth Banking Day following the transmission of the Exercise Notice, the Exercise

Right is deemed to be not effectively exercised.

The amount of the Securities for which the Exercise Right shall be exercised, must comply with the Minimum Exercise Amount or an integral multiple thereof. Otherwise the amount of the Securities specified in the Exercise Notice will be rounded down to the nearest multiple of the Minimum Exercise Amount and the Exercise Right is deemed to be not effectively exercised with regard to the amount of Securities exceeding such amount. An Exercise Notice on fewer Securities than the Minimum Exercise Amount is invalid and has no effect.

Securities received by the Issuer and for which no effective Exercise Notice exists or the Exercise Right deems to be not effectively exercised, will be immediately retransferred by the Issuer without undue delay at the expense of the relevant Security Holder.

Subject to the aforementioned provisions, the transmission of an Exercise Notice constitutes an irrevocable declaration of intent of the relevant Security Holder to exercise the respective Securities.

- (4) *Suspension of the Exercise Right:* The Exercise Right cannot be exercised:
- (a) during the period between the day, on which the company specified in § 1 of the Product and Underlying Data (the "**Company**") publishes an offer to its shareholders to acquire (a) new shares or (b) warrants or other securities with conversion or option rights on shares of the Company, and the first day after the expiration of the period determined for the exercise of the purchase right;
 - (b) prior and after the shareholders' meeting of the Company, in the period from (and including) the last depositary day for shares and to (and including) the third Banking Day after the shareholders' meeting.

If the exercise of the Exercise Right by the Security Holder is suspended on an Exercise Day according to the previous sentence, the Exercise Right will however be automatically exercised on the Final Valuation Date pursuant to paragraph (1) of this § 3.

- (5) *Payment:* The Differential Amount will be paid five Banking Days after the respective Valuation Date, but not later than on the Final Payment Date, pursuant to the provisions of § 6 of the Special Conditions.

§ 4

Differential Amount

- (1) *Differential Amount:* The Differential Amount per Security equals an amount in the Specified Currency, which will be calculated or, respectively, specified by the Calculation Agent as follows:

$$\text{Differential Amount} = (\text{Relevant Reference Price} - \text{Strike}) \times \text{Ratio}$$

However, the Differential Amount is not lower than the Minimum Amount.

- (2) When calculating or, respectively, determining the Differential Amount, no fees, commissions or other costs charged by the Issuer or a third party authorised by the Issuer, will be taken into account.

§ 5

Issuer's Extraordinary Call Right

Issuer's Extraordinary Call Right: Upon the occurrence of a Call Event the Issuer may call the Securities extraordinarily by giving notice pursuant to § 6 of the General Conditions and redeem the Securities at their Cancellation Amount. Such call shall become effective at the time indicated in the notice. The application of §§ 313, 314 BGB remains reserved.

The "**Cancellation Amount**" shall be the fair market value of the Securities as of the tenth Banking Day before the extraordinary call becomes effective, determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB) under then prevailing circumstances.

The Cancellation Amount will be paid within five Banking Days following the date as of which the extraordinary call becomes effective, or at the date specified in the above mentioned notice, as the case may be, pursuant to the provisions of § 6 of the Special Conditions.

§ 6

Payments

- (1) *Rounding:* The amounts payable under the Terms and Conditions shall be rounded up or down to the nearest EUR 0.01, with EUR 0.005 being rounded upwards. However, at least the Minimum Amount shall be paid.
- (2) *Business day convention:* If the due date for any payment under the Securities (the "**Payment Date**") is not a Banking Day then the Security Holders shall not be entitled to payment until the next following Banking Day. The Security Holders shall not be entitled to further interest or other payments in respect of such delay.
- (3) *Manner of payment, discharge:* All payments shall be made to the Principal Paying Agent. The Principal Paying Agent shall pay the amounts due to the Clearing System to be credited to the respective accounts of the depository banks and to be transferred to the Security Holders. The payment to the Clearing System shall discharge the Issuer from its obligations under the Securities in the amount of such a payment.
- (4) *Interest of default:* If the Issuer fails to make payments under the Securities when due, the amount due shall bear interest on the basis of the default interest rate established by law. Such accrual of interest starts on the day following the due date of that payment (including) and ends on the effective date of the payment (including).

§ 7

Market Disruptions

- (1) *Postponement:* Notwithstanding the provisions of § 8 of the Special Conditions, if a Market Disruption Event occurs on a Valuation Date, the respective Valuation Date will be postponed to the next following Calculation Date on which the Market Disruption Event no longer exists.

Any Payment Date relating to such Valuation Date shall be postponed if applicable. Interest shall not be payable due to such postponement.

- (2) *Discretionary valuation:* Should the Market Disruption Event continue for more than 8 consecutive Banking Days the Calculation Agent shall determine in its reasonable discretion (§ 315 et seq. BGB) the respective Reference Price required for the calculations or, respectively, specifications described in the Terms and Conditions of these Securities. Such Reference Price shall be determined in accordance with prevailing market conditions at 10:00 a.m. (Munich local time) on the 9th Banking Day, taking into account the financial position of the Security Holders.

If within these 8 Banking Days traded Underlying Linked Derivatives expire and are settled on the Determining Futures Exchange, the settlement price established by the Determining Futures Exchange for the there traded Underlying Linked Derivatives will be taken into account in order to conduct the calculations or, respectively, specifications described in the Terms and Conditions of these Securities. In that case, the expiration date for those Derivatives is the relevant Valuation Date.

§ 8

Adjustments, Type of Adjustment, Replacement Specification, Notifications, Authorisation with respect to the Central Register, Legal Provisions

- (1) *Adjustments:* If an Adjustment Event occurs the Calculation Agent is authorised to adjust the Terms and Conditions (the "**Adjustment**"); whether an Adjustment is to be made shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB).

The goal of the Adjustment is to appropriately consider the economic impact of the circumstance that triggered the Adjustment Event, so that the economic characteristics of the Securities remain as unchanged as possible, taking into account the interests of the Security Holders as well as the Issuer ("**Adjustment Goal**"). A subsequent adverse change of the value of the Securities resulting from the Adjustment cannot be ruled out.

The Calculation Agent determines all Adjustments according to this § 8 in its reasonable discretion (§ 315 et seq. BGB), taking into account the Adjustment Goal. It will only make an Adjustment if such Adjustment is reasonable for the Security Holders as well as for the Issuer; whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB).

Within the context of an Adjustment the Calculation Agent proceeds as follows:

- (a) *Adjustment in accordance with the Determining Futures Exchange:* In general, the Calculation Agent will undertake the Adjustment in terms of content and timing in a way that to the greatest extent matches the designated Adjustment by the Determining Futures Exchange regarding the Underlying Linked Derivatives. The Calculation Agent is, however, also authorised to make an Adjustment if there is no Adjustment made to the Underlying Linked Derivatives by the Determining Future Exchange. In this case the Calculation Agent will make the Adjustment, if any, in accordance with the rulebook of the Determining Futures Exchange with respect to the Underlying Linked Derivatives.
 - (b) *Deviating Adjustments:* In particular in the following cases the Calculation Agent is authorised to make Adjustments deviating from the Adjustments made by the Determining Futures Exchange in order to take into account the Adjustment Goal in an appropriate manner.
 - (i) The Adjustment envisaged by the Determining Futures Exchange regarding the Underlying Linked Derivatives is impossible for the Issuer or the Calculation Agent or technically not feasible within reasonable economic efforts; whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB);
 - (ii) The Adjustment envisaged by the Determining Futures Exchange regarding the Underlying Linked Derivatives is unreasonable for Security Holders, the Calculation Agent or the Issuer (e.g. because the Issuer would have to breach internal trading restrictions in order to hedge its payment obligations under the Securities); whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB); or
 - (iii) The Adjustment envisaged by the Determining Futures Exchange is not suitable to meet the Adjustment Goal; whether this is the case shall be determined by the Calculation Agent in its reasonable discretion (§ 315 et seq. BGB).
 - (c) *Reversal of Adjustment:* If an Adjustment Event that has occurred subsequently ceases to exist (for example, if the effectiveness of a merger subsequently ceases to exist due to the agreement on the merger or a sovereign prohibition or lack of approval), the Calculation Agent shall be entitled to reverse a previously made Adjustment pursuant to this § 8 if this corresponds to the Adjustment Goal.
- (2) *Type of Adjustment:* In the context of an Adjustment the Calculation Agent may undertake in particular the following measures in accordance with paragraph (1) above:
- (a) *Adjustment of Adjustable Product Data:* The Calculation Agent may redefine the Adjustable Product Data based on an adjustment factor (e.g. in case of a capital increase against cash contribution, issue of securities with options or conversion rights in shares, a capital increase from company funds, a distribution of special dividends or other measures undertaken by the company, that issued the

Underlying or a third party, that impacts the computed value of the Underlying not only in an insignificant way, based on a change of a legal or economic situation, in particular a change of the fixed assets or equity of the company).

- (b) *Replacement of the Underlying:* In case of a take-over or a merger or similar measure with respect to the Underlying the Calculation Agent can replace the Underlying with the share of the successor of the issuer of the original Underlying or with another share of – inter alia – comparable liquidity and industry affiliation as the original Underlying (the "**Replacement Underlying**"). Furthermore, until completion of the take-over or merger (excluding), the Calculation Agent may determine that either the shares submitted for sale or submitted for exchange are to be the Replacement Underlying.

In case of a split or a similar measure with respect to the Underlying the Calculation Agent may determine (i) a basket of shares and/or securities or (ii) a basket of shares and/or securities and a cash component to be the Replacement Underlying. The Calculation Agent may exclusively select, in deviation from the Adjustment made by the Determining Futures Exchange, the share with the highest market capitalisation or another share from the basket of shares determined by the Determining Futures Exchange with – inter alia – comparable liquidity and industry affiliation as the original Underlying to be the Replacement Underlying. In this case the Calculation Agent will, if necessary, determine an adjustment factor by itself to meet the Adjustment Goal and will undertake an Adjustment according to paragraph 2 (a) above.

If the Calculation Agent designates a Replacement Underlying, from the Adjustment Date on (as defined in paragraph (4) below), every reference to Underlying in the Terms and Conditions shall be a reference to the Replacement Underlying, unless the context requires otherwise.

- (3) *Replacement Specification:* If a price of the Underlying published by the Relevant Exchange and required pursuant to the Terms and Conditions is subsequently corrected and the correction (the "**Corrected Value**") will be published by the Relevant Exchange after the original publication, but still within one Settlement Cycle, then the Calculation Agent will notify the Issuer of the Corrected Value without undue delay and shall again specify the respective value by using the Corrected Value (the "**Replacement Specification**") and publish it pursuant to § 6 of the General Conditions.
- (4) *Notifications:* All Adjustments as described in this § 8 and undertaken by the Calculation Agent as well as the designation of the time of the first application (the "**Adjustment Date**") take place by notification of the Security Holders according to § 6 of the General Conditions. Hereby reference is made to the aforementioned notifications.

Authorisation with respect to the Central Register: Further, the Issuer shall be deemed to be authorised vis-à-vis the Registrar within the meaning of §§ 5 paragraph 2 no. 3, 14 paragraph 1 no. 2 lit. c) eWpG to issue instructions, in order to authorise the necessary amendments to the deposited Terms and Conditions and to the registration particulars

set-out in § 13 paragraph 1 no. 1 and 4 eWpG.

- (5) *Legal Provisions:* The application of §§ 313, 314 BGB remains reserved.

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: **Warrant Call on Intesa Sanpaolo S.p.A.** (ISIN: DE000UN2NDD5)

Issuer: UniCredit Bank GmbH (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: 2ZCNRR8UK83OBTEK2170.

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 GmbH for Knock-out Securities and Warrants, as supplemented from time to time, (the "**Prospectus**") consisting of the Securities Note of UniCredit Bank GmbH for Knock-out Securities and Warrants dated and approved by BaFin on 12 February 2025 and the Registration Document of UniCredit Bank GmbH dated and approved by BaFin on 10 April 2024.

Section 2 – Key information on the Issuer

Who is the Issuer of the Securities?

UniCredit Bank GmbH 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 289472, incorporated as a private limited company (*Gesellschaft mit beschränkter Haftung*) under the laws of the Federal Republic of Germany. The LEI is 2ZCNRR8UK83OBTEK2170.

Principal Activities

HVB offers a comprehensive range of banking and financial products and services to retail and corporate customers, public-sector entities and internationally operating companies as well as institutional customers.

The products and services 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.

Executive Board

The Executive Board (*Geschäftsführung*) consists of nine members: René Babinsky (Head of Private Clients), Artur Gruca (Chief Digital & Operating Officer (CDOO)), Marion Bayer-Schiller (Head of Large Corporates), Martin Brinckmann (Head of Small and Medium Corporates), Marion Höllinger (Spokeswoman of the Executive Board (CEO)), Marco Iannaccone (Head of Client Solutions), Georgiana Lazar-O'Callaghan (Head of People & Culture), Pierpaolo Montana (Chief Risk Officer (CRO)), and Ljubisa Tesić (Chief Financial Officer (CFO)).

Statutory Auditors

KPMG, the independent auditors of HVB for the financial year 2023 have audited the consolidated financial statements of HVB Group and the unconsolidated financial statements of HVB as of and for the year ended 31 December 2023 and have issued an unqualified audit opinion thereon.

KPMG, the independent auditors of HVB for the financial year 2024 have audited the consolidated financial statements of HVB Group and the unconsolidated financial statements of HVB as of and for the year ended 31 December 2024 and have 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 2024.

Consolidated income statement

| | 1/1/2024 – 31/12/2024 | 1/1/2023 – 31/12/2023 |
|------------------------------------------------------------------------|-----------------------|-----------------------|
| Net interest income | € 2,608 m | € 2,739 m |
| Net fees and commissions | € 1,206 m | € 1,165 m |
| Net write-downs of loans and provisions for guarantees and commitments | € -270 m | € -167 m |
| Net trading income | € 1,405 m | € 1,564 m |
| Net gains/(losses) on financial assets and liabilities at fair value | € 107 m | € -117 m |
| Operating profit | € 2,880 m | € 2,413 m |
| Profit after tax | € 1,920 m | € 1,735 m |
| Earnings per share | € 2.39 | € 2.16 |

Balance sheet

| | 31/12/2024 | 31/12/2023 |
|------------------------------------------------------------------------------|-------------|-------------|
| Total assets | € 290,230 m | € 283,292 m |
| Senior debt ¹ | € 32,715 m | € 33,394 m* |
| Subordinated debt ² | € 2,799 m | € 2,810 m |
| Loans and receivables with customers (at cost) | € 162,565 m | € 154,477 m |
| Deposits from customers | € 142,609 m | € 139,557 m |
| Total equity | € 19,893 m | € 19,940 m |
| Common Equity Tier 1 capital (CET1) ratio | 23.8 % | 22.7 % |
| Total Capital Ratio | 28.2 % | 27.1 % |
| Leverage Ratio calculated under applicable regulatory framework ³ | 5.7 % | 5.7 % |

¹ Balance sheet item "Debt securities in issue" minus subordinated debt (31/12/2024: Debt securities in issue total € 33,584 m minus subordinated capital € 869 m; 31/12/2023: Debt securities in issue total € 34,274 m minus subordinated capital € 880 m).

² In 2023 the subordinated capital comprised of the balance sheet items "Deposits from banks", "Debt securities in issue" and "Shareholders' Equity" and

in 2024 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.

* The items marked with "***" are not audited.

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, people and systems 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 HVB'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. In particular, the geopolitical tensions, rising protectionism in the form of higher tariffs, less dynamic growth in China and a slower than expected recovery in the German real estate market can be a major downside risks to the German economy. In addition, if any of the aforementioned risks materialises, turbulence could occur on financial and capital markets.

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: Call Warrants with American exercise (Non-Quanto)

Underlying: Intesa Sanpaolo S.p.A. (ISIN: IT0000072618)

The Securities are issued as bearer bonds within the meaning of § 793 German Civil Code (*Bürgerliches Gesetzbuch*). The Securities will be issued as electronic securities in the form of central register securities (*Zentralregisterwertpapiere*) with collective safe custody entry (*Sammeleintragung*) and are freely transferable. The international securities identification number (ISIN) of the Securities is set out in Section 1.

Issuance and Term

The Securities will be issued on 23 December 2025 in Euro (EUR) (the "**Specified Currency**"), as 5,000,000 Warrants. Unless already effectively exercised by the Security Holder, the Securities will be redeemed on 25 June 2027 (the "**Final Payment Date**").

Exercise Right

The Security Holder has the right to demand of the Issuer the payment of the Differential Amount per Security (Exercise Right).

The Exercise Right may be exercised by the Security Holder on each trading day during the Exercise Period.

The Exercise Right will, to the extent that it has not already been effectively exercised by the Security Holder, be automatically exercised on 18 June 2027 (the "**Final Valuation Date**").

The Differential Amount will be calculated by subtracting the Strike from the Relevant Reference Price. The difference will be multiplied by the Ratio.

The Differential Amount will not be lower than EUR 0.001.

Upon the effective exercise of the Exercise Right, the Differential Amount will be paid five Banking Days after the respective Valuation Date, but not later than on the Final Payment Date.

Additional definitions and product terms

Valuation Date means the day at which the Exercise Right has been effectively exercised, however, not later than on the Final Valuation Date.

Relevant Reference Price means the Reference Price of the Underlying on the respective Valuation Date.

| Reference Price | Ratio | Strike | Exercise Period |
|-----------------------|-------|----------|---------------------------|
| Prezzo di Riferimento | 1 | EUR 6.50 | 19 Dec 2025 - 18 Jun 2027 |

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, each measure taken by the company that has issued the Underlying or by a third party which, as a result of a change in the legal and financial position, affects the Underlying).

Status of the Securities: The Securities constitute direct, unconditional and unsecured obligations of the Issuer. The Securities rank *pari passu* with all other unsecured and unsubordinated present and future obligations of the Issuer. Exception: obligations which have a preference or subordination under the law.

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 listing will be made with effect from 19 December 2025 on the following multilateral trading facilities (MTF):

- Munich - gettex (open market) (gettex MTF)

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 a particular risk that the price of the Underlying will fall and that the value of the Securities and the payments will be disproportionately adversely affected. As a result, the Security Holder may suffer a loss of the amount paid to purchase the Securities. Even a total loss is possible. The performance of the Underlying can have a disproportionately adverse effect on the value of the Securities due to the leverage effect typical for the Securities.

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 price of a Share can fall sharply or it can become worthless due to the insolvency of the issuer of the Share. A change in the business development of the issuer of the Share can adversely affect the price of the Share for the Security Holder. The price of a Share can fluctuate strongly due to psychological effects on the stock markets. In the event of extraordinary events, the material conditions and risk profile of a Share can change significantly.

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: | 19 December 2025 | Offering Country: | the Federal Republic of Germany, France, Italy, Luxembourg, the Netherlands, the Republic of Austria and Spain |
| Issue Date: | 23 December 2025 | Issue Price: | EUR 0.43 |
| Smallest Transferable Unit: | 1 Security | Potential Investors: | Qualified investors, retail investors and/or institutional investors |
| Smallest Tradeable Unit: | 1 Security | | |

As of the Day of the First 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: The product specific Initial Costs contained in the Issue Price amount to EUR 0.25. 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 gettex 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.

Zusammenfassung

1. Abschnitt - Einleitung mit Warnhinweisen

Die Zusammenfassung sollte als Einleitung zum Prospekt verstanden werden.

Der Anleger sollte jede Entscheidung, in die Wertpapiere zu investieren, auf den Prospekt als Ganzes stützen.

Der Anleger könnte sein gesamtes angelegtes Kapital oder einen Teil davon verlieren.

Für den Fall, dass vor einem Gericht Ansprüche aufgrund der im Prospekt enthaltenen Informationen geltend gemacht werden, könnte der als Kläger auftretende Anleger nach nationalem Recht die Kosten für die Übersetzung des Prospekts (einschließlich etwaiger Nachträge und der Endgültigen Bedingungen) vor Prozessbeginn zu tragen haben.

Zivilrechtlich haften die Personen, die die Zusammenfassung samt etwaiger Übersetzungen vorgelegt und übermittelt haben, und dies auch nur für den Fall, dass die Zusammenfassung, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird, irreführend, unrichtig oder widersprüchlich ist oder dass sie, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird, nicht die Basisinformationen vermittelt, die in Bezug auf Anlagen in die betreffenden Wertpapiere für die Anleger eine Entscheidungshilfe darstellen würden.

Sie sind im Begriff, ein Produkt zu erwerben, das nicht einfach ist und schwer zu verstehen sein kann.

Wertpapier: **Warrant Call on Intesa Sanpaolo S.p.A.**(ISIN: DE000UN2NDD5)

Emittentin: Die UniCredit Bank GmbH (die "**Emittentin**" oder die "**HVB**" und die HVB zusammen mit ihren konsolidierten Beteiligungen die "**HVB Group**"), Arabellastraße 12, 81925 München, Bundesrepublik Deutschland. Telefonnummer: +49 89 378 17466 - Website: www.hypovereinsbank.de. Die LEI (*Legal Entity Identifier*) der Emittentin ist 2ZCNRR8UK83OBTEK2170.

Zuständige Behörde: Bundesanstalt für Finanzdienstleistungsaufsicht ("**BaFin**"), Marie-Curie-Str. 24-28, 60439 Frankfurt, Bundesrepublik Deutschland. Telefonnummer: +49 (0)228 41080

Datum der Billigung des Prospekts: Basisprospekt der UniCredit Bank GmbH für für Knock-out Wertpapiere und Optionsscheine, in der gegebenenfalls nachgetragenen Fassung, (der "**Prospekt**"), der aus der Wertpapierbeschreibung der UniCredit Bank GmbH für Knock-out Wertpapiere und Optionsscheine vom 12. Februar 2025, die am selben Tag von der BaFin gebilligt wurde und dem Registrierungsformular der UniCredit Bank GmbH vom 10. April 2024, das am selben Tag von der BaFin gebilligt wurde, besteht.

2. Abschnitt - Basisinformationen über die Emittentin

Wer ist die Emittentin der Wertpapiere?

UniCredit Bank GmbH ist der gesetzliche Name. HypoVereinsbank ist der kommerzielle Name der Emittentin. Die HVB hat ihren Unternehmenssitz in der Arabellastraße 12, 81925 München, wurde in Deutschland gegründet und ist im Handelsregister des Amtsgerichts München unter der Nr. HRB 289472 als Gesellschaft mit beschränkter Haftung nach deutschem Recht eingetragen. Die LEI ist 2ZCNRR8UK83OBTEK2170.

Haupttätigkeiten der Emittentin

Die HVB bietet Privat- und Firmenkunden, öffentlichen Einrichtungen und international operierenden Unternehmen sowie institutionellen Kunden eine umfassende Auswahl an Bank- und Finanzprodukten sowie -dienstleistungen an.

Diese Produkte und Dienstleistungen reichen von Hypothekendarlehen, Konsumentenkrediten, Bauspar- und Versicherungsprodukten und Bankdienstleistungen für Privatkunden, über Geschäftskredite und Außenhandelsfinanzierungen bis hin zu Investment-Banking-Produkten für Firmenkunden.

In den gehobenen Kundensegmenten wird eine umfassende Finanz- und Vermögensplanung angeboten.

Hauptanteilseigner der Emittentin

Die UniCredit S.p.A. hält direkt 100% des Stammkapitals der HVB.

Geschäftsführung der Emittentin

Die Geschäftsführung besteht aus neun Mitgliedern: René Babinsky (Head of Private Clients), Artur Gruca (Chief Digital & Operating Officer (CDOO)), Marion Bayer-Schiller (Head of Large Corporates), Martin Brinckmann (Head of Small and Medium Corporates), Marion Höllinger (Sprecherin der Geschäftsführung (CEO)), Marco Iannaccone (Head of Client Solutions), Georgiana Lazar-O'Callaghan (Head of People & Culture), Pierpaolo Montana (Chief Risk Officer (CRO)) und Ljubisa Tesić (Chief Financial Officer (CFO)).

Abschlussprüfer der Emittentin

KPMG, der unabhängige Wirtschaftsprüfer der HVB für das Geschäftsjahr 2023, hat die Konzernabschlüsse der HVB Group sowie den Einzelabschluss der HVB für das zum 31. Dezember 2023 endende Geschäftsjahr geprüft und mit einem uneingeschränkten Bestätigungsvermerk versehen.

KPMG, der unabhängige Wirtschaftsprüfer der HVB für das Geschäftsjahr 2024, hat die Konzernabschlüsse der HVB Group sowie den Einzelabschluss der HVB für das zum 31. Dezember 2024 endende Geschäftsjahr geprüft und mit einem uneingeschränkten Bestätigungsvermerk versehen.

Welches sind die wesentlichen Finanzinformationen über die Emittentin?

Die nachstehenden wesentlichen Finanzinformationen der Emittentin basieren auf dem geprüften Konzernabschluss der Emittentin zu dem am 31. Dezember 2024 endenden Geschäftsjahr.

Gewinn- und Verlustrechnung

| | 1/1/2024 – 31/12/2024 | 1/1/2023 – 31/12/2023 |
|-----------------------------------------------------------------------------|-----------------------|-----------------------|
| Zinsüberschuss | € 2.608 Mio | € 2.739 Mio |
| Provisionsüberschuss | € 1.206 Mio | € 1.165 Mio |
| Kreditrisikovorsorge | € -270 Mio | € -167 Mio |
| Handelsergebnis | € 1.405 Mio | € 1.564 Mio |
| Gewinne/Verluste aus finanziellen Vermögenswerten und Verbindlichkeiten aFV | € 107 Mio | € -117 Mio |
| Operatives Ergebnis | € 2.880 Mio | € 2.413 Mio |
| Ergebnis nach Steuern | € 1.920 Mio | € 1.735 Mio |
| Ergebnis je Aktie | € 2,39 | € 2,16 |

Bilanz

| | 31/12/2024 | 31/12/2023 |
|--------------------------------------------------|---------------|---------------|
| Summe Aktiva | € 290.230 Mio | € 283.292 Mio |
| Nicht nachrangige Verbindlichkeiten ¹ | € 32.715 Mio | € 33.394 Mio* |
| Nachrangkapital ² | € 2.799 Mio | € 2.810 Mio |
| Forderungen an Kunden (at cost) | € 162.565 Mio | € 154.477 Mio |
| Verbindlichkeiten gegenüber Kunden | € 142.609 Mio | € 139.557 Mio |
| Bilanzielles Eigenkapital | € 19.893 Mio | € 19.940 Mio |
| Kernkapitalquote | 23,8 % | 22,7 % |
| Gesamtkapitalquote | 28,2 % | 27,1 % |

| | | |
|----------------------------------------------------------|-------|-------|
| Verschuldungsquote (nach anwendbarem Recht) ³ | 5,7 % | 5,7 % |
|----------------------------------------------------------|-------|-------|

¹ Bilanzposten "Verbriefte Verbindlichkeiten" minus Nachrangkapital (31.12.2024: Verbriefte Verbindlichkeiten gesamt € 33,584 Mio. minus Nachrangkapital € 869 Mio.; 31.12.2023: Verbriefte Verbindlichkeiten gesamt € 34,274 Mio. minus Nachrangkapital € 880 Mio.).

² Für das Jahr 2023 ist das Nachrangkapital in den Bilanzposten "Verbindlichkeiten gegenüber Banken", "Verbriefte Verbindlichkeiten" sowie "Eigenkapital" und für das Jahr 2024 ist das Nachrangkapital in den Bilanzposten "Verbindlichkeiten gegenüber Banken", "Verbriefte Verbindlichkeiten" sowie "Eigenkapital" enthalten.

³ Verhältnis des Kernkapitals zur Summe der Risikopositionswerte aller Aktiva und außerbilanziellen Posten.

* Bei den mit "*" gekennzeichneten Zahlen handelt es sich um ungeprüfte Angaben.

Welches sind die zentralen Risiken, die für die Emittentin spezifisch sind?

Risiken im Zusammenhang mit der finanziellen Situation der Emittentin: Das Risiko, dass die HVB Group ihren Zahlungsverpflichtungen nicht zeitgerecht oder in vollem Umfang nachkommen oder sie sich bei Bedarf nicht ausreichend Liquidität beschaffen kann und dass Liquidität nur zu erhöhten Marktzinsen verfügbar ist sowie das Risiko, dass die Bank Vermögenswerte nur mit Abschlägen am Markt veräußern kann, könnten Liquiditätsprobleme für die HVB Group hervorrufen. Dies könnte die Fähigkeit der HVB Group negativ beeinflussen, sich entsprechend ihrer Aktivitäten zu refinanzieren und die Mindestanforderungen bezüglich der Liquiditätsausstattung einzuhalten.

Risiken im Zusammenhang mit der spezifischen Geschäftstätigkeit der Emittentin: Risiken, die sich aus den normalen Geschäftstätigkeiten der HVB Group ergeben, die Kreditrisiken im Kreditgeschäft, Marktrisiko im Handelsgeschäft sowie Risiken umfassen, die sich aus der sonstigen Geschäftstätigkeit ergeben, wie Immobiliengeschäftsaktivitäten der HVB Group, könnten negative Auswirkungen auf die operativen Ergebnisse sowie die Vermögens- und Finanzlage der HVB Group haben.

Allgemeine Risiken im Zusammenhang mit dem Geschäftsbetrieb der Emittentin: Risiken, die durch ungeeignete oder fehlerhafte interne Prozesse, menschliche Fehler und Systeme oder externe Ereignissen hervorgerufen werden, Risiken, die aus nachteiligen Reaktionen von Interessengruppen (Stakeholder) aufgrund deren veränderter Wahrnehmung der Bank resultieren, sowie unerwartete nachteilige Veränderungen der zukünftigen Erträge der Bank sowie Risiken aus Anhäufungen von Risiko- und/oder Ertragspositionen könnten zu finanziellen Verlusten, einer Herabstufung des Ratings der HVB und zu einem Anstieg des Geschäftsrisikos der HVB Group führen.

Rechtliches und regulatorisches Risiko: Veränderungen des regulatorischen und gesetzlichen Umfelds der HVB könnten höhere Kapitalkosten und einen Anstieg der Kosten für die Umsetzung regulatorischer Anforderungen zur Folge haben. In Fällen der Nichteinhaltung von regulatorischen Anforderungen, (Steuer-)Gesetzen, Vorschriften, Rechtsvorschriften, Vereinbarungen, vorgeschriebenen Praktiken und ethischen Standards könnte die öffentliche Wahrnehmung der HVB Group sowie die Ertragslage und ihre finanzielle Situation negativ beeinträchtigt werden.

Strategisches und gesamtwirtschaftliches Risiko: Risiken, die daraus resultieren, dass das Management wesentliche Entwicklungen oder Trends im Umfeld der Bank entweder nicht rechtzeitig erkennt oder falsch einschätzt, und Risiken, die aus negativen wirtschaftlichen Entwicklungen in Deutschland sowie an den internationalen Finanz- und Kapitalmärkten resultieren, könnten sich negativ auf die Vermögens-, Finanz- und Ertragslage der HVB auswirken. Insbesondere die Folgen von geopolitischen Spannungen, zunehmender Protektionismus, in Form von höheren Zöllen, weniger dynamisches Wachstum in China und eine langsamere als erwartete Erholung des deutschen Immobilienmarktes könnten zu einem großen Abwärtsrisiko in der deutschen Wirtschaft führen. Zudem könnte es zu Turbulenzen auf den Finanz- und Kapitalmärkten kommen, sofern sich eines der vorgenannten Risiken materialisiert.

3. Abschnitt - Basisinformationen über die Wertpapiere

Welches sind die wichtigsten Merkmale der Wertpapiere?

Produkttyp, Basiswert und Form der Wertpapiere

Produkttyp: Call Optionsscheine mit amerikanischer Ausübung (*Call Warrants with American exercise*) (Non-Quanto)

Basiswert: Intesa Sanpaolo S.p.A. (ISIN: IT0000072618)

Die Wertpapiere sind Inhaberschuldverschreibungen nach deutschem Recht im Sinne von § 793 BGB. Die Wertpapiere werden als elektronische Wertpapiere in der Form von Zentralregisterwertpapieren in Sammeleintragung begeben und sind wertpapierrechtlich frei übertragbar. Die Internationale Wertpapierkennnummer (ISIN) ist im 1. Abschnitt angegeben.

Emission und Laufzeit

Die Wertpapiere werden am 23. Dezember 2025 in Euro (EUR) (die "**Festgelegte Währung**") als 5.000.000 Optionsscheine begeben. Sofern die Wertpapiere vom Wertpapierinhaber nicht zuvor wirksam ausgeübt wurden, werden die Wertpapiere am 25. Juni 2027 (der "**Finale Zahltag**") eingelöst.

Ausübungsrecht

Der Wertpapierinhaber hat das Recht, von der Emittentin je Wertpapier die Zahlung des Differenzbetrags zu verlangen (Ausübungsrecht).

Das Ausübungsrecht kann vom Wertpapierinhaber an jedem Handelstag der Wertpapiere während der Ausübungsfrist ausgeübt werden.

Das Ausübungsrecht wird, soweit es nicht bereits vom Wertpapierinhaber wirksam ausgeübt worden ist, am 18. Juni 2027 (der "**Finale Bewertungstag**") automatisch ausgeübt.

Der Differenzbetrag wird berechnet, indem der Basispreis vom Maßgeblichen Referenzpreis abgezogen wird. Die Differenz wird mit dem Bezugsverhältnis multipliziert.

Der Differenzbetrag ist in keinem Fall kleiner als EUR 0,001.

In Folge einer wirksamen Ausübung des Ausübungsrechts erfolgt die Zahlung des Differenzbetrags fünf Bankgeschäftstage nach dem entsprechenden Bewertungstag, spätestens jedoch am Finalen Zahltag.

Zentrale Definitionen und Produktdaten

Bewertungstag bezeichnet den Tag, an dem das Ausübungsrecht wirksam ausgeübt worden ist, spätestens jedoch den Finalen Bewertungstag.

Maßgeblicher Referenzpreis bezeichnet den Referenzpreis des Basiswerts am entsprechenden Bewertungstag.

| Referenzpreis | Bezugsverhältnis | Basispreis | Ausübungsfrist |
|-----------------------|------------------|------------|-----------------------------------|
| Prezzo di Riferimento | 1 | EUR 6,50 | 19. Dezember 2025 - 18. Juni 2027 |

Außerordentliches Kündigungsrecht: Beim Eintritt bestimmter Kündigungsereignisse (zum Beispiel, falls die Kursnotierung des Basiswerts an der maßgeblichen Börse endgültig eingestellt wird) hat die Emittentin das Recht, die Wertpapiere zum angemessenen Marktwert der Wertpapiere außerordentlich zu kündigen.

Anpassungsrecht: Die Berechnungsstelle kann eine Anpassung der Wertpapierbedingungen vornehmen, wenn ein Anpassungsereignis eintritt (zum Beispiel jede Maßnahme, die die Gesellschaft, die den Basiswert ausgegeben hat, oder eine Drittpartei ergreift, welche auf Grund einer Änderung der rechtlichen und wirtschaftlichen Situation den Basiswert beeinträchtigt).

Rang der Wertpapiere: Die Wertpapiere sind unmittelbare, unbedingte und unbesicherte Verbindlichkeiten der Emittentin. Die Wertpapiere stehen im gleichen Rang mit allen anderen unbesicherten und nicht-nachrangigen gegenwärtigen und zukünftigen Verbindlichkeiten der Emittentin. Ausnahme: Verbindlichkeiten, die nach dem Gesetz bevorzugt oder nachrangig sind.

Wo werden die Wertpapiere gehandelt?

Es wurde keine Zulassung der Wertpapiere zum Handel an einem geregelten Markt beantragt. Allerdings wird die Notierung der Wertpapiere mit Wirkung zum 19. Dezember 2025 an den folgenden multilateralen Handelssystemen (multilateral trading facilities - MTF) beantragt:

- München - gettex (Freiverkehr) (gettex MTF)

Welches sind die zentralen Risiken, die für die Wertpapiere spezifisch sind?

Die nach Einschätzung der Emittentin wesentlichen Risiken, die für die Wertpapiere spezifisch sind, werden im Folgenden beschrieben:

Risiken aufgrund des Rangs und der Eigenschaft der Wertpapiere bei einem Ausfall der Emittentin: Die Wertpapierinhaber tragen das Insolvenzrisiko der Emittentin. Darüber hinaus können die Wertpapierinhaber von Abwicklungsmaßnahmen in Bezug auf die Emittentin betroffen sein, wenn die Emittentin ausfällt oder wenn ein Ausfall wahrscheinlich ist.

Spezifische Risiken, die sich aus dem Zahlungsprofil der Wertpapiere ergeben: Es besteht das zentrale Risiko, dass der Kurs des Basiswerts sinkt und dass der Kurs der Wertpapiere und die Zahlungen darunter überproportional nachteilig beeinflusst werden. Dadurch kann der Wertpapierinhaber einen Verlust des für die Wertpapiere gezahlten Betrags erleiden. Es ist sogar ein Totalverlust möglich. Die Kursentwicklung des Basiswerts kann den Wert der Wertpapiere aufgrund des für die Wertpapiere typischen Hebeleffekts überproportional nachteilig beeinflussen.

Risiken, die sich aus den Bedingungen der Wertpapiere ergeben: Die Wertpapierinhaber tragen ein Verlustrisiko, wenn die Wertpapiere von der Emittentin gekündigt werden. Die Wertpapiere werden dann zu ihrem Marktwert zurückgezahlt. Dieser ist möglicherweise niedriger als der Betrag, den der Wertpapierinhaber erhalten hätte, wenn keine außerordentliche Kündigung der Wertpapiere erfolgt wäre. Darüber hinaus tragen die Wertpapierinhaber ein Wiederanlagerisiko und ein Verlustrisiko, wenn eine Anpassung der Wertpapierbedingungen vorgenommen wird oder wenn eine Marktstörung eintritt.

Risiken betreffend die Anlage, das Halten und die Veräußerung der Wertpapiere: Die Wertpapierinhaber tragen das Risiko, dass der Marktpreis der Wertpapiere während der Laufzeit erheblich schwankt und sie die Wertpapiere nicht zu einer bestimmten Zeit oder zu einem bestimmten Kurs kaufen oder verkaufen können.

Risiken in Verbindung mit Aktien als Basiswert: Der Kurs einer Aktie kann stark fallen oder sie kann aufgrund einer Zahlungsunfähigkeit der Emittentin der Aktie wertlos werden. Eine Änderung in der Geschäftsentwicklung des Emittenten der Aktie kann den Kurs der Aktie für den Wertpapierinhaber nachteilig beeinflussen. Der Kurs einer Aktie kann aufgrund psychologischer Effekte an den Aktienmärkten stark schwanken. Im Fall außerordentlicher Ereignisse können sich die wesentlichen Eigenschaften und das Risikoprofil einer Aktie erheblich ändern.

4. Abschnitt - Basisinformationen über das öffentliche Angebot von Wertpapieren und/oder die Zulassung zum Handel an einem geregelten Markt

Zu welchen Konditionen und nach welchem Zeitplan kann ich in dieses Wertpapier investieren?

| | | | | | |
|---------------------------------------|-------------------|----------------------|----------------------------------------------------------------------------------------------------------|---------------|-------------------------|
| Tag des ersten öffentlichen Angebots: | 19. Dezember 2025 | Angebotsländer: | Bundesrepublik Deutschland, Frankreich, Italien, Luxemburg, Niederlande, Republik Österreich und Spanien | | |
| Emissionstag: | 23. Dezember 2025 | Emissionspreis: | EUR 0,43 | | |
| Kleinste Übertragbare Einheit: | 1 Wertpapier | Potentielle Anleger: | Qualifizierte Anleger, | Privatkunden, | institutionelle Anleger |
| Kleinste Handelbare Einheit: | 1 Wertpapier | | | | |

Ab dem Tag des Ersten Öffentlichen Angebots werden die Wertpapiere fortlaufend zum Kauf angeboten. Das fortlaufende Angebot erfolgt zum jeweils aktuellen von der Emittentin gestellten Verkaufspreis (Briefkurs). Das öffentliche Angebot kann von der Emittentin jederzeit ohne Angabe von Gründen beendet werden.

Von der Emittentin in Rechnung gestellte Kosten: Die produktspezifischen Einstiegskosten, die im Emissionspreis enthalten sind, betragen EUR 0,25. Sollten von einem Dritten Vertriebs- oder sonstige Provisionen, Kosten und Ausgaben in Rechnung gestellt werden, sind diese vom Dritten gesondert auszuweisen.

Weshalb wird dieser Prospekt erstellt?

Verwendung der Erlöse: Der Nettoerlös aus jeder Emission von Wertpapieren durch die Emittentin wird zur Gewinnerzielung und/oder Absicherung bestimmter Risiken verwendet.

Übernahme: Das Angebot ist nicht Gegenstand eines Übernahmevertrags.

Wesentliche Interessenkonflikte in Bezug auf das Angebot: Die Emittentin kann weitere Transaktionen tätigen und geschäftliche Beziehungen eingehen, die sich auf die Wertpapiere nachteilig auswirken können. Sie kann darüber hinaus über nicht öffentliche Informationen über den Basiswert verfügen. Eine Verpflichtung zur Weitergabe dieser Informationen an die Wertpapierinhaber besteht nicht. Im Hinblick auf den Handel der Wertpapiere verfügt die Emittentin über einen Interessenkonflikt, da sie auch die Funktion des Market Makers auf dem gettex MTF ausübt und somit beispielsweise die Kurse der Wertpapiere festlegen kann. Die Emittentin ist Initiatorin (arranger), Berechnungsstelle und Zahlstelle für die Wertpapiere. Vertriebspartner können von der Emittentin Zuwendungen erhalten.

Nota di Sintesi

Sezione 1 – Introduzione contenente avvertenze

La presente nota di sintesi va letta come un'introduzione al Prospetto. Qualsiasi decisione di investire nei Titoli dovrebbe basarsi sull'esame del Prospetto completo da parte degli investitori.

Gli investitori potrebbero incorrere in una perdita totale o parziale del capitale investito.

Qualora sia proposto un ricorso dinanzi all'organo giurisdizionale in merito alle informazioni contenute nel presente Prospetto, l'investitore ricorrente potrebbe essere tenuto, a norma del diritto nazionale, a sostenere le spese di traduzione del Prospetto (ivi incluso qualunque supplemento nonché le Condizioni Definitive (*Final Terms*)) prima dell'inizio del procedimento.

La responsabilità civile incombe esclusivamente sulle persone che hanno presentato la nota di sintesi, comprese le sue eventuali traduzioni, ma soltanto se tale nota di sintesi risulti fuorviante, imprecisa o incoerente se letta insieme con le altre parti del Prospetto o non offre, se letta insieme alle altre parti del Prospetto, le informazioni fondamentali per aiutare gli investitori al momento di valutare l'opportunità di investire in tali Titoli.

State per acquistare un prodotto che non è semplice e che può essere di difficile comprensione.

Titoli: **Warrant Call on Intesa Sanpaolo S.p.A.** (ISIN: DE000UN2NDD5)

Emittente: UniCredit Bank GmbH (l'"**Emittente**" o "**HVB**" e HVB congiuntamente con le proprie controllate consolidate "**Gruppo HVB**"), Arabellastr. 12, 81925 Monaco, Repubblica Federale Tedesca. Numero di Telefono: +49 89 378 17466 – Sito web: www.hypovereinsbank.de. Il codice LEI (*Legal Entity Identifier*) dell'Emittente è: 2ZCNRR8UK83OBTEK2170.

Autorità competente: Bundesanstalt für Finanzdienstleistungsaufsicht ("**BaFin**"), Marie-Curie-Str. 24-28, 60439 Francoforte, Repubblica Federale Tedesca. Numero di Telefono: +49 (0)228 41080.

Data di approvazione del Prospetto: Prospetto di Base di UniCredit Bank GmbH per i Titoli Knock-out e *Warrants* (*Base Prospectus of UniCredit Bank GmbH for Knock-out Securities and Warrants*), come supplementato di volta in volta, (il "**Prospetto**") costituito dalla Nota Informativa di UniCredit Bank GmbH per i Titoli Knock-out e *Warrants* (*Securities Note of UniCredit Bank GmbH for Knock-out Securities and Warrants*) datata e approvata da BaFin il 12 febbraio 2025 e dal Documento di Registrazione di UniCredit Bank GmbH datato e approvato da BaFin il 10 aprile 2024.

Sezione 2 – Informazioni fondamentali concernenti l'Emittente

Chi è l'Emittente dei Titoli?

UniCredit Bank GmbH è la denominazione legale. HypoVereinsbank è la denominazione commerciale dell'Emittente. HVB ha la propria sede legale in Arabellastraße 12, 81925 Monaco, è stata costituita in Germania ed è iscritta presso il Registro delle Imprese di Monaco (*Amtsgericht*) al numero HRB 289472, costituita come società a responsabilità limitata (*Gesellschaft mit beschränkter Haftung*) ai sensi delle leggi della Repubblica Federale Tedesca. Il codice LEI è 2ZCNRR8UK83OBTEK2170.

Attività principali

HVB offre una svariata gamma di prodotti bancari e finanziari e servizi ai clienti al dettaglio e commerciali (corporate), agli enti del settore pubblico e alle società che operano a livello internazionale così come ai clienti istituzionali.

La gamma di prodotti e servizi si estende ai mutui ipotecari, ai crediti al consumo, al risparmio e al prestito oltre a prodotti assicurativi e servizi bancari per i clienti del settore privato nonché prestiti commerciali e finanziamenti all'export e prodotti di investment banking per i clienti del settore corporate.

HVB offre una gamma completa di servizi di pianificazione finanziaria e patrimoniale nei segmenti della clientela di alto profilo.

Maggiori azionisti

UniCredit S.p.A. detiene direttamente il 100% del capitale sociale di HVB.

Comitato Esecutivo

Il Comitato Esecutivo (Geschäftsführung) è composto da nove membri: René Babinsky (Direttore di Clienti Privati), Artur Gruca (Responsabile Digitale e Operativo (CDOO)), Marion Bayer-Schiller (Direttore di Grandi Imprese), Martin Brinckmann (Direttore di Piccole e Medie Imprese), Marion Höllinger (Portavoce del Comitato Esecutivo (CEO)), Marco Iannaccone (Direttore di Client Solutions), Georgiana Lazar-O’Callaghan (Direttore di Persone e Cultura), Pierpaolo Montana (Responsabile del Rischio (CRO)) e Ljubisa Tesić (Direttore Finanziario (CFO)).

Revisori Legali

KPMG, i revisori indipendenti di HVB per l'esercizio finanziario 2023 hanno sottoposto a revisione i bilanci consolidati del Gruppo HVB e i bilanci non consolidati di HVB al, e per l'anno chiuso il, 31 dicembre 2023 e hanno emesso un giudizio di revisione senza riserve.

KPMG, i revisori indipendenti di HVB per l'esercizio finanziario 2024 hanno sottoposto a revisione i bilanci consolidati del Gruppo HVB e i bilanci non consolidati di HVB al, e per l'anno chiuso il, 31 dicembre 2024 e hanno emesso un giudizio di revisione senza riserve.

Quali sono le informazioni finanziarie fondamentali relative all'Emittente?

Le seguenti principali informazioni finanziarie dell'Emittente sono basate sul bilancio consolidato sottoposto a revisione dell'Emittente per l'esercizio chiuso al 31 dicembre 2024.

Conto economico consolidato

| | 1/1/2024 – 31/12/2024 | 1/1/2023 – 31/12/2023 |
|-------------------------------------------------------------------------------|-----------------------|-----------------------|
| Ricavi netti da interessi | € 2.608 m | € 2.739 m |
| Ricavi netti da commissione e compensi | € 1.206 m | € 1.165 m |
| Svalutazioni nette su finanziamenti ed accantonamenti per garanzie ed impegni | € -270 m | € -167 m |
| Utili netti derivanti da negoziazione | € 1.405 m | € 1.564 m |
| Utili/(perdite) netti su attività e passività finanziarie al fair value | € 107 m | € -117 m |
| Margine operativo | € 2.880 m | € 2.413 m |
| Utile dopo imposte | € 1.920 m | € 1.735 m |
| Utile per azione | € 2,39 | € 2,16 |

Stato patrimoniale

| | 31/12/2024 | 31/12/2023 |
|--------------------------------------------------------------------|-------------|-------------|
| Attività totali | € 290.230 m | € 283.292 m |
| Debito di primo rango (senior) (<i>Senior debt</i>) ¹ | € 32.715 m | € 33.394 m* |
| Debiti subordinati ² | € 2.799 m | € 2.810 m |
| Finanziamenti e crediti verso clienti (netti) | € 162.565 m | € 154.477 m |
| Depositi di clienti | € 142.609 m | € 139.557 m |
| Capitale totale | € 19.893 m | € 19.940 m |

| | | |
|---------------------------------------------------------------------------------------------------------------------------|--------|--------|
| Coefficiente di capitale di base di classe 1 (CET1) | 23,8 % | 22,7 % |
| Coefficiente di capitale totale | 28,2 % | 27,1 % |
| Coefficiente di leva finanziaria (<i>Leverage Ratio</i>) calcolato secondo il quadro normativo applicabile ³ | 5,7 % | 5,7 % |

¹ Voce dello stato patrimoniale "Strumenti finanziari di debito in emissione" (*Debt securities in issue*) meno debito subordinato (31/12/2024: Totale degli strumenti finanziari di debito in emissione € 33.584 m meno capitale subordinato € 869 m; 31/12/2023: Totale degli strumenti finanziari di debito in emissione € 34.274 m meno capitale subordinato € 880 m).

² Nel 2023 il capitale subordinato è composto dalle voci dello stato patrimoniale "Depositi da banche" (*Deposits from banks*), "Strumenti finanziari di debito in emissione" (*Debt securities in issue*), e "Patrimonio netto" (*Shareholders' Equity*) e nel 2024 il capitale subordinato è composto dalle voci dello stato patrimoniale "Depositi da banche" (*Deposits from banks*), "Strumenti finanziari di debito in emissione" (*Debt securities in issue*), e "Patrimonio netto" (*Shareholders' Equity*).

³ Rapporto tra capitale di base e la somma complessiva dei valori di esposizione di tutti gli attivi e voci fuori bilancio.

* Le voci contrassegnate con "*" non sono sottoposte a revisione.

Quali sono i principali rischi specifici dell'Emittente?

Rischi correlati alla situazione finanziaria dell'Emittente: Rischio che il Gruppo HVB non sia in grado di adempiere tempestivamente o pienamente alle proprie obbligazioni di pagamento o che non sia in grado di ottenere sufficiente liquidità quando richiesto nonché che la liquidità sia disponibile solo ad un tasso di interesse più alto, e rischio che la banca sia soltanto in grado di liquidare attività sul mercato a sconto potrebbe creare problemi di liquidità per il Gruppo HVB e, quindi, potrebbe comportare una limitata possibilità di finanziare le proprie attività e raggiungere i propri livelli minimi di liquidità.

Rischi relativi alle specifiche attività di business dell'Emittente: Rischi derivanti dalle normali attività di business del Gruppo HVB che potrebbero comportare rischio di credito nelle operazioni di *lending*, rischio di mercato nelle attività di negoziazione così come rischi relativi ad altre attività di business quali l'attività immobiliare del Gruppo HVB potrebbero avere un impatto negativo sui risultati operativi, sugli attivi e sulla situazione finanziaria del Gruppo HVB.

Rischi generali relativi alle operazioni commerciali dell'Emittente: Rischi derivanti da inadeguati o non riusciti processi interni, persone e sistemi o da eventi esterni così come rischi causati da reazioni avverse degli investitori a causa della loro percezione alterata della banca, rischi derivanti da inattesi cambiamenti avversi negli utili futuri della banca, nonché i rischi derivanti dalle concentrazioni di posizioni di rischio e/o di ricavo, potrebbero comportare perdite finanziarie, un declassamento del rating di HVB ed un aumento del rischio di impresa del Gruppo HVB.

Rischi legali e regolamentari: Cambiamenti del contesto regolamentare o statutario di HVB potrebbero comportare costi di capitale superiori e un aumento dei costi per l'implementazione dei requisiti regolamentari. L'eventuale non conformità a requisiti regolamentari, leggi (fiscali) regolamenti, previsioni statutarie, contratti, prassi obbligatorie e standard etici, potrebbe avere un impatto negativo sulla percezione pubblica del Gruppo HVB, nonché sui suoi utili e sulla sua situazione finanziaria.

Rischio strategico e macroeconomico: Rischi derivanti dal mancato riconoscimento tempestivo o da una valutazione non corretta di sviluppi o tendenze significative nell'ambiente della banca da parte del management e rischi derivanti da sviluppi economici negativi in Germania e nei mercati internazionali finanziari e dei capitali potrebbero avere effettivi negativi su attivi, passività, posizione finanziaria e profitto o perdite del Gruppo HVB. In particolare, le tensioni geopolitiche, il crescente protezionismo sottoforma di tariffe più alte, una crescita meno dinamica in Cina e una ripresa più lenta del previsto nel mercato immobiliare tedesco possono rappresentare significativi rischi negativi per l'economia tedesca. Inoltre, se uno qualunque dei suddetti rischi si materializzasse, potrebbe verificarsi un'instabilità sui mercati finanziari e di capitali.

Sezione 3 – Informazioni fondamentali sui Titoli

Quali sono le principali caratteristiche dei Titoli?

Tipologia di Prodotto, Sottostante e forma dei Titoli

Tipologia di Prodotto: Covered Warrant Call con esercizio Americano (*Call Warrants with American exercise*) (Non-Quanto)

Sottostante: Intesa Sanpaolo S.p.A. (ISIN: IT0000072618)

I Titoli sono emessi come obbligazioni al portatore ai sensi del § 793 del Codice Civile tedesco (*Bürgerliches Gesetzbuch*). I Titoli saranno emessi come titoli elettronici nella forma di titoli accentrati (*Zentralregisterwertpapiere*) con registrazione collettiva di deposito (*Sammeleintragung*) e sono liberamente trasferibili. Il codice internazionale di identificazione dei titoli (*International Securities Identification Number - ISIN*) dei Titoli è indicato nella Sezione 1.

Emissione e Durata

I Titoli saranno emessi il 23/12/2025 in Euro (EUR) (la "**Valuta di Emissione**"), pari a 5.000.000 Covered Warrant. A meno che già efficacemente esercitati dal Portatore del Titolo, i Titoli saranno rimborsati il 25/06/2027 (la "**Data di Pagamento Finale**").

Diritto di Esercizio

Il Portatore del Titolo ha il diritto di chiedere all'Emittente il pagamento dell'Importo Differenziale per Titolo (Diritto di Esercizio).

Il Diritto di Esercizio può essere esercitato dal Portatore del Titolo in ciascun giorno di negoziazione durante il Periodo di Esercizio.

Il Diritto di Esercizio, nella misura in cui non sia già stato efficacemente esercitato dal Portatore del Titolo, sarà automaticamente esercitato il 18/06/2027 (la "**Data di Valutazione Finale**").

L'Importo Differenziale sarà calcolato sottraendo lo Strike dal Relativo Prezzo di Riferimento. La differenza sarà moltiplicata per il Multiplo.

L'Importo Differenziale non sarà inferiore a EUR 0,001.

A seguito dell'efficace esercizio del Diritto di Esercizio, l'Importo Differenziale sarà pagato cinque Giorni Lavorativi dopo la rispettiva Data di Valutazione ma non più tardi della Data di Pagamento Finale.

Definizioni aggiuntive e termini del prodotto

Data di Valutazione indica il giorno in cui il Diritto di Esercizio è stato efficacemente esercitato, tuttavia, non oltre la Data di Valutazione Finale.

Prezzo di Riferimento Relativo indica il Prezzo di Riferimento del Sottostante alla rispettiva Data di Valutazione.

| Prezzo di Riferimento | Multiplo | Strike | Periodo di Esercizio |
|-----------------------|----------|---------|-------------------------|
| Prezzo di Riferimento | 1 | EUR 6,5 | 19/12/2025 - 18/06/2027 |

Diritto di riscatto straordinario: L'Emittente ha il diritto di estinguere in via straordinaria i Titoli ad un valore equo di mercato al verificarsi di certi Eventi di Call (*Call Events*) (ad esempio, se la quotazione del prezzo del Sottostante sul relativo mercato è definitivamente cessata).

Diritto di rettifica: I Termini e Condizioni (*Terms and Conditions*) dei Titoli possono essere rettificati dall'Agente di Calcolo (*Calculation Agent*) nel caso in cui si verifichi un Evento di Rettifica (*Adjustment Event*) (ad esempio ciascuna misura adottata dalla società che ha emesso il Sottostante o da una terza parte che, come conseguenza di un cambiamento nella posizione giuridica e finanziaria, influenza il Sottostante).

Stato dei Titoli: I Titoli costituiscono obbligazioni dirette, incondizionate e non garantite dell'Emittente. I Titoli sono parimenti ordinati (*pari passu*) con tutte le altre obbligazioni non garantite e non subordinate presenti e future dell'Emittente. Eccezione: obbligazioni che hanno un privilegio o una subordinazione ai sensi di legge.

Dove saranno negoziati i Titoli?

Non è stata presentata domanda per l'ammissione alla negoziazione dei Titoli su un mercato regolamentato. Peraltro, sarà presentata domanda per l'ammissione dei Titoli alla quotazione con efficacia a partire dal 19/12/2025 sui seguenti sistemi multilaterali di negoziazione (MTF):

- Munich - gettex (open market) (gettex MTF)

Quali sono i principali rischi specifici dei Titoli?

I fattori di rischio specifici relativi ai Titoli, che nell'opinione dell'Emittente sono significativi, sono descritti di seguito:

Rischio connesso al collocamento e caratteristiche dei Titoli in caso di fallimento dell'Emittente: I Portatori dei Titoli sono esposti al rischio di fallimento dell'Emittente. In aggiunta, i Portatori dei Titoli possono essere soggetti a misure di risoluzione in relazione all'Emittente se l'Emittente sta fallendo od è probabile che fallisca.

Rischi specifici connessi al profilo di pagamento dei Titoli: Vi è il particolare rischio che il prezzo del Sottostante diminuisca e che il valore dei Titoli e i pagamenti siano influenzati negativamente in maniera sproporzionata. Di conseguenza, il Portatore del Titolo può subire una perdita dell'importo pagato per l'acquisto dei Titoli. E' possibile anche una perdita totale. La performance del Sottostante può avere un effetto sproporzionatamente negativo sul valore dei Titoli a causa dell'effetto leva tipico dei Titoli.

Rischi derivanti dai Termini e Condizioni dei Titoli: I Portatori dei Titoli sono esposti ad un rischio di perdita nel caso in cui i Titoli siano estinti dall'Emittente. I Titoli saranno poi rimborsati al valore equo di mercato dei Titoli. Questo può essere inferiore rispetto all'importo che il Portatore del Titolo avrebbe ricevuto se non ci fosse stato un riscatto straordinario dei Titoli. In aggiunta, i Portatori del Titolo sono esposti al rischio di reinvestimento. Inoltre, i Portatori dei Titoli sono esposti ad un rischio di perdita se viene effettuata una rettifica dei Termini e Condizioni o se si verifica una turbativa del mercato.

Rischi connessi all'investimento, alla detenzione e vendita dei Titoli: I Portatori dei Titoli sono esposti al rischio che il prezzo di mercato dei Titoli può essere soggetto a forti variazioni nel corso della durata dei Titoli e che il Portatore del Titolo non sia in grado di acquistare o vendere i Titoli in un momento specifico o ad un prezzo specifico.

Rischi connessi ad Azioni come Sottostante: Il prezzo di un'Azione può diminuire notevolmente o può diventare di nessun valore a causa dell'insolvenza dell'emittente dell'Azione. Un cambiamento nello sviluppo del business dell'emittente dell'Azione può influire negativamente sul prezzo dell'Azione per il Portatore del Titolo. Il prezzo di un'Azione può fluttuare fortemente a causa di effetti psicologici sui mercati azionari. In caso di eventi straordinari, le condizioni sostanziali e il profilo di rischio di un'Azione possono cambiare significativamente.

Sezione 4 – Informazioni fondamentali sull'offerta pubblica dei Titoli e/o l'ammissione alla negoziazione in un mercato regolamentato

A quali condizioni posso investire in questo Titolo e qual è il calendario previsto?

| | | | |
|------------------------------------|------------|-------------------------|------------------------------------------------------------------------------------------------------------------------|
| Data della Prima Offerta Pubblica: | 19/12/2025 | Paese dell'Offerta: | la Repubblica federale di Germania, la Francia, l'Italia, Lussemburgo, i Paesi Bassi, Repubblica d'Austria e la Spagna |
| Data di Emissione: | 23/12/2025 | Prezzo di Emissione: | EUR 0,43 |
| Unità Minima Trasferibile: | 1 Titolo | Investitori Potenziali: | Investitori qualificati, investitori al dettaglio (retail) e/o investitori istituzionali |
| Unità Minima di Negoziazione: | 1 Titolo | | |

Alla Data della Prima Offerta Pubblica i Titoli saranno offerti su base continuativa. L'offerta continuativa sarà effettuata sulla base di prezzi di domanda correnti fornite dall'Emittente. L'offerta pubblica può essere terminata in qualsiasi momento dall'Emittente senza fornire alcuna motivazione.

Costi addebitati dall'Emittente: I Costi Iniziali specifici del prodotto contenuti nel Prezzo di Emissione ammontano a EUR 0,25. Altre commissioni, costi e spese, che sono addebitati da una terza parte, saranno resi noti separatamente da tale terza parte.

Perché è redatto il presente Prospetto?

Utilizzo dei proventi: I proventi netti derivanti da ciascuna emissione di Titoli saranno utilizzati dall'Emittente per la realizzazione di profitti e/o la copertura di certi rischi.

Sottoscrizione: L'offerta non è soggetta ad un accordo di sottoscrizione.

Conflitti di interesse materiali con riferimento all'offerta: L'Emittente può stipulare ulteriori operazioni e rapporti commerciali che possono avere effetti negativi sui Titoli. In aggiunta, l'Emittente può disporre di informazioni non pubbliche relative al Sottostante. Non vi è l'obbligo di divulgare le informazioni ai Portatori dei Titoli. Con riferimento alla negoziazione dei Titoli, l'Emittente ha un conflitto di interessi essendo anche Market Maker su gettex MTF e, quindi, per esempio, può determinare i prezzi dei Titoli. L'Emittente è arranger, Agente di Calcolo e Agente di Pagamento (*Paying Agent*) dei Titoli. I collocatori possono ricevere incentivi dall'Emittente.

Nota de síntesis

Sección 1 – Introducción y advertencias oportunas

La nota de síntesis debe leerse como una introducción al Folleto.

Los inversores deben basar toda decisión de invertir en los Valores en la consideración del conjunto del Folleto.

Los inversores podrían perder la totalidad o parte del capital invertido.

En caso de presentación ante un tribunal de una demanda relacionada con la información contenida en este Folleto, es posible que el inversor demandante, en virtud del derecho nacional, tenga que asumir los gastos de la traducción del Folleto (incluidos los suplementos y las Condiciones Finales) antes de iniciar el procedimiento judicial.

Solo habrá lugar a la responsabilidad civil de las personas que hayan presentado la nota de síntesis, incluida su traducción, si esta nota de síntesis es engañosa, inexacta o incoherente con las demás partes del Folleto, o si, leída conjuntamente con el resto del Folleto, omite información fundamental para ayudar a los inversores a decidir si deben invertir o no en estos Valores.

Está a punto de adquirir un producto que no es sencillo y que puede ser difícil de comprender.

Valores: Warrant Call on Intesa Sanpaolo S.p.A. (ISIN: DE000UN2NDD5)

Emisor: UniCredit Bank GmbH (el "**Emisor**" o "**HVB**" y HVB, junto con sus filiales consolidadas, el "**Grupo HVB**"), Arabellastr. 12, 81925 Múnich, República Federal de Alemania. Número de teléfono: +49 89 378 17466 – Página web: www.hypovereinsbank.de. El Identificador de Entidad Jurídica (LEI) del Emisor es: 2ZCNRR8UK83OBTEK2170.

Autoridad competente: Bundesanstalt für Finanzdienstleistungsaufsicht ("**BaFin**"), Marie-Curie-Str. 24-28, 60439 Fráncfort, República Federal de Alemania. Número de teléfono: +49 (0)228 41080.

Fecha de aprobación del Folleto: Folleto de Base de UniCredit Bank GmbH para Valores Knock-out y Warrants, según sea complementado periódicamente (el "**Folleto**"), compuesto por la Nota sobre los Valores de UniCredit Bank GmbH para Valores Knock-out y Warrants, fechada y aprobada por BaFin el 12 de febrero de 2025, y el Documento de Registro de UniCredit Bank GmbH, fechado y aprobado por BaFin el 10 de abril de 2024.

Sección 2 – Información fundamental sobre el Emisor

¿Quién es el Emisor de los Valores?

UniCredit Bank GmbH es la denominación legal. HypoVereinsbank es el nombre comercial del Emisor. HVB tiene su domicilio social en Arabellastr. 12, 81925 Múnich, fue constituida en Alemania y está inscrita en el Registro Mercantil del Juzgado Local (*Amtsgericht*) de Múnich con el número HRB 289472, constituida como sociedad de responsabilidad limitada (*Gesellschaft mit beschränkter Haftung*) de conformidad con la legislación de la República Federal de Alemania. El LEI es 2ZCNRR8UK83OBTEK2170.

Actividades Principales

HVB ofrece una amplia gama de productos y servicios bancarios y financieros a clientes minoristas y corporativos, entidades del sector público, empresas con operaciones internacionales, así como a clientes institucionales.

Estos productos y servicios abarcan desde préstamos hipotecarios, créditos al consumo, productos de ahorro y préstamo, productos de seguros y servicios bancarios para clientes particulares, hasta préstamos comerciales, financiación del comercio exterior y productos de banca de inversión para clientes corporativos.

HVB ofrece una planificación financiera y patrimonial integral en los segmentos de clientes de alto valor.

Accionistas Principales

UniCredit S.p.A. posee directamente el 100 % del capital social de HVB.

Consejo de Administración

El Consejo the Administración (*Geschäftsführung*) está compuesto por nueve miembros: René Babinsky (Head of Private Clients), Artur Gruca (Chief Digital & Operating Officer (CDOO)), Marion Bayer-Schiller (Head of Large Corporates), Martin Brinckmann (Head of Small and Medium Corporates), Marion Höllinger (Portavoz del Consejo de Administración (CEO)), Marco Iannaccone (Head of Client Solutions), Georgiana Lazar-O'Callaghan (Head of People & Culture), Pierpaolo Montana (Chief Risk Officer (CRO)), y Ljubisa Tesić (Chief Financial Officer (CFO)).

Audidores legales

KPMG, los auditores independientes de HVB para el ejercicio fiscal 2023, han auditado los estados financieros consolidados del Grupo HVB y los estados financieros individuales de HVB correspondientes al ejercicio cerrado el 31 de diciembre de 2023, y ha emitido una opinión de auditoría sin salvedades.

KPMG, los auditores independientes de HVB para el ejercicio fiscal 2024, han auditado los estados financieros consolidados del Grupo HVB y los estados financieros individuales de HVB correspondientes al ejercicio cerrado el 31 de diciembre de 2024, y ha emitido una opinión de auditoría sin salvedades.

¿Cuál es la información financiera fundamental relativa al Emisor?

La siguiente información financiera fundamental relativa al Emisor se basa en los estados financieros consolidados y auditados del Emisor correspondientes al ejercicio cerrado el 31 de diciembre de 2024.

Estado de resultados consolidado

| | 1/1/2024 – 31/12/2024 | 1/1/2023 – 31/12/2023 |
|---------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Ingresos netos por intereses | € 2.608 millones | € 2.739 millones |
| Comisiones netas | € 1.206 millones | € 1.165 millones |
| Deterioro neto de créditos y provisiones para garantías y compromisos | € -270 millones | € -167 millones |
| Resultado neto de operaciones financieras | € 1.405 millones | € 1.564 millones |
| Ganancias/(pérdidas) netas por activos y pasivos financieros a valor razonable con cambios en resultado | € 107 millones | € -117 millones |
| Beneficio operativo | € 2.880 millones | € 2.413 millones |
| Beneficios después de impuestos | € 1.920 millones | € 1.735 millones |
| Beneficio por acción | € 2,39 | € 2,16 |

Balance

| | 31/12/2024 | 31/12/2023 |
|-----------------------------------------------------------------------------------|--------------------|---------------------|
| Activos totales | € 290.230 millones | € 283.292 millones |
| Deuda senior ¹ | € 32.715 millones | € 33.394 millones * |
| Deuda subordinada ² | € 2.799 millones | € 2.810 millones |
| Préstamos y cuentas a cobrar con clientes (al coste amortizado) | € 162.565 millones | € 154.477 millones |
| Depósitos de clientes | € 142.609 millones | € 139.557 millones |
| Patrimonio neto | € 19.893 millones | € 19.940 millones |
| Ratio de capital de nivel 1 ordinario (CET1) | 23,8 % | 22,7 % |
| Ratio de capital total | 28,2 % | 27,1 % |
| Ratio de apalancamiento calculado según el marco normativo aplicable ³ | 5,7 % | 5,7 % |

¹ Partida del balance "Valores representativos de deuda emitidos" menos la deuda subordinada (31/12/2024: Total de valores representativos de deuda emitidos € 33.584 millones menos capital subordinado € 869 millones; 31/12/2023: Total de valores representativos de deuda emitidos € 34.274 millones menos capital subordinado € 880 millones).

² En 2023, el capital subordinado está compuesto por las partidas del balance "Depósitos de bancos", "Valores representativos de deuda emitidos" y "Patrimonio neto" y en 2024, el capital subordinado está compuesto por las partidas del balance "Depósitos de bancos", "Valores representativos de deuda emitidos" y "Patrimonio neto".

³ Relación entre el capital básico y el valor total de exposición de todos los activos y partidas fuera de balance.

* Las cifras marcadas con "*" no han sido auditadas.

¿Cuáles son los principales riesgos específicos del Emisor?

Riesgos relacionados con la situación financiera del Emisor: El riesgo de que el Grupo HVB no pueda cumplir con sus obligaciones de pago de manera puntual o íntegra, o de que no pueda obtener la liquidez necesaria cuando se requiera, así como el riesgo de que la liquidez solo esté disponible a tasas de interés más altas, y el riesgo de que el banco solo pueda liquidar activos en el mercado con descuento, podrían generar problemas de liquidez para el Grupo HVB y, en consecuencia, limitar su capacidad para financiar sus actividades y cumplir con los requisitos mínimos de liquidez.

Riesgos relacionados con las actividades comerciales específicas del Emisor: Los riesgos derivados de las actividades comerciales normales del Grupo HVB, que incluyen el riesgo de crédito en el negocio de préstamos, el riesgo de mercado en el negocio de negociación, así como los riesgos provenientes de otras actividades comerciales, como las actividades inmobiliarias del Grupo HVB, podrían tener un impacto adverso en los resultados operativos, los activos y la situación financiera del Grupo HVB.

Riesgos generales relacionados con las operaciones comerciales del Emisor: Los riesgos derivados de procesos internos inadecuados o fallidos, de personas y sistemas, o de eventos externos, los riesgos causados por reacciones adversas de las partes interesadas debido a una percepción modificada del banco, los riesgos derivados de cambios adversos inesperados en los ingresos futuros del banco, así como riesgos relacionados con concentraciones de riesgos y/o posiciones de ingresos, podrían generar pérdidas financieras, una rebaja en la calificación crediticia de HVB y un aumento del riesgo empresarial del Grupo HVB.

Riesgo legal y regulatorio: Cambios en el entorno regulatorio y legal de HVB podrían dar lugar a mayores costes de capital y un aumento de los costes relacionados con la implementación de requisitos regulatorios. En caso de incumplimiento de requisitos regulatorios, leyes (fiscales), normativas, disposiciones legales, acuerdos, prácticas obligatorias y estándares éticos, la percepción pública del Grupo HVB, así como sus ingresos y situación financiera, podrían verse negativamente afectados.

Riesgo estratégico y macroeconómico: Los riesgos derivados de que la dirección no reconozca a tiempo o no evalúe correctamente desarrollos o tendencias significativas en el entorno del banco, así como los riesgos derivados de desarrollos económicos negativos en Alemania y en los mercados financieros y de capital internacionales, podrían tener un efecto negativo sobre los activos, pasivos, la situación financiera y los resultados del Grupo HVB. En particular, las tensiones geopolíticas, el aumento del proteccionismo en forma de aranceles más altos, el menor dinamismo del crecimiento en China y una recuperación más lenta de lo esperado en el mercado inmobiliario alemán pueden representar importantes riesgos a la baja para la economía alemana. Además, si alguno de estos riesgos se materializa, podrían producirse turbulencias en los mercados financieros y de capital.

Sección 3 – Información fundamental sobre los Valores

¿Cuáles son las principales características de los Valores?

Tipo de Producto, Subyacente y forma de los Valores

Tipo de Producto: Call Warrants con ejercicio americano (Non-Quanto)

Subyacente: Intesa Sanpaolo S.p.A. (ISIN: IT0000072618)

Los Valores se emiten en forma de bonos al portador conforme al artículo 793 del Código Civil Alemán (*Bürgerliches Gesetzbuch*). Los Valores se emitirán como valores electrónicos en forma de valores inscritos en el registro central (*Zentralregisterwertpapiere*) con anotación en custodia colectiva (*Sammeleintragung*) y serán

libremente transmisibles. El número de identificación internacional de valores (International Securities Identification Number - ISIN) de los Valores se indica en la Sección 1.

Emisión y Plazo

Los Valores serán emitidos el 23.12.2025 en euros (EUR) (la "**Moneda Especificada**"), en un total de 5.000.000 Warrants. Salvo que hayan sido ejercidos válidamente por el Tenedor de los Valores con anterioridad, los Valores serán reembolsados el 25.06.2027 (la "**Fecha de Pago Final**").

Derecho de Ejercicio

El Tenedor de los Valores tendrá derecho a solicitar al Emisor el pago del Importe Diferencial por cada Valor (Derecho de Ejercicio).

El Derecho de Ejercicio podrá ser ejercido por el Tenedor de los Valores en cualquier día hábil de negociación durante el Período de Ejercicio.

El Derecho de Ejercicio, en la medida en que no haya sido ejercido válidamente con anterioridad por el Tenedor de los Valores, se ejercerá automáticamente el 18.06.2027 (la "**Fecha de Valoración Final**").

El Importe Diferencial se calculará restando el Strike del Precio de Referencia Relevante. La diferencia se multiplicará por el Ratio.

El Importe Diferencial no será inferior a EUR 0,001.

Tras el ejercicio efectivo del Derecho de Ejercicio, el Importe Diferencial se abonará cinco Días Hábiles después de la correspondiente Fecha de Valoración, pero no más tarde de la Fecha de Pago Final.

Definiciones adicionales y condiciones del producto

Fecha de Valoración significa el día en que el Derecho de Ejercicio haya sido ejercido válidamente, pero no más tarde de la Fecha de Valoración Final.

Precio de Referencia Relevante significa el Precio de Referencia del Subyacente en la correspondiente Fecha de Valoración.

| Precio de Referencia | Ratio | Strike | Período de Ejercicio |
|-----------------------|-------|----------|-------------------------|
| Prezzo di Riferimento | 1 | EUR 6,50 | 19.12.2025 - 18.06.2027 |

Derecho de resolución extraordinaria: El Emisor tendrá derecho a resolver anticipadamente los Valores a su valor justo de mercado en caso de que se produzcan determinados Supuestos de Resolución (por ejemplo, si cesa definitivamente la cotización del Subyacente en la bolsa correspondiente).

Derecho de ajuste: Los Términos y Condiciones de los Valores podrán ser ajustados por el Agente de Cálculo si se produce un Evento de Ajuste (por ejemplo, cualquier medida adoptada por la entidad emisora del Subyacente o por un tercero que, como consecuencia de un cambio de la situación jurídica o financiera, afecte al Subyacente).

Rango de Valores: Los Valores constituyen obligaciones directas, incondicionales y no garantizadas del Emisor. Los Valores tendrán el mismo rango (pari passu) que todas las demás obligaciones no garantizadas y no subordinadas, presentes o futuras, del Emisor. Excepción: obligaciones que, por disposición legal, tengan preferencia o estén subordinadas.

¿Dónde se negociarán los Valores?

No se ha presentado solicitud para la admisión de los Valores a negociación en un mercado regulado. No obstante, se solicitará su inclusión en los siguientes sistemas multilaterales de negociación (multilateral trading facilities - MTF) con efecto a partir del 19.12.2025:

- Múnich - gettex (mercado abierto) (gettex MTF)

¿Cuáles son los principales riesgos específicos de los Valores?

Los factores de riesgo específicos relacionados con los Valores que, según la opinión del Emisor, son relevantes, se describen a continuación:

Riesgo relacionado con el rango y las características de los Valores en caso de insolvencia del Emisor: Los Tenedores de los Valores están expuestos al riesgo de insolvencia del Emisor. Además, pueden verse afectados por medidas de resolución si el Emisor se encuentra en situación de insolvencia o existe probabilidad de que incurra en ella.

Riesgos específicos relacionados con el perfil de pagos de los Valores: Existe un riesgo particular de que el precio del Subyacente disminuya y que el valor de los Valores y los pagos se vean afectados de manera desproporcionadamente negativa. Como consecuencia, el Tenedor de los Valores puede sufrir una pérdida del importe pagado para adquirir los Valores. Incluso es posible una pérdida total. El rendimiento del Subyacente puede tener un efecto desproporcionadamente negativo sobre el valor de los Valores debido al efecto de apalancamiento típico de estos instrumentos.

Riesgos derivados de los Términos y Condiciones de los Valores: Los Tenedores de los Valores asumen un riesgo de pérdida si los Valores son rescindidos por el Emisor. En tal caso, los Valores se reembolsarán a su valor justo de mercado, que puede ser inferior al importe que habría recibido el Tenedor de Valores si no hubiera producido dicha rescisión. Además, los Tenedores de los Valores asumen un riesgo de reinversión. También asumen un riesgo de pérdida si se ajustan los Términos y Condiciones o si se produce una perturbación del mercado.

Riesgos relacionados con la inversión, tenencia y venta de los Valores: Los Tenedores de los Valores asumen el riesgo de que el precio de mercado de los Valores pueda experimentar fuertes fluctuaciones durante su vigencia y de que no puedan comprarlos o venderlos en un momento determinado o a un precio específico.

Riesgos relacionados con las Acciones como Subyacente: El precio de una Acción puede caer bruscamente o incluso perder todo su valor debido a la insolvencia del emisor de la Acción. Un cambio en la evolución empresarial del emisor de la Acción puede afectar negativamente al precio de la Acción para el Tenedor del Valor. El precio de una Acción puede fluctuar considerablemente debido a efectos psicológicos en los mercados bursátiles. En caso de acontecimientos extraordinarios, las condiciones materiales y el perfil de riesgo de una Acción pueden cambiar significativamente.

Sección 4 – Información fundamental sobre la oferta pública de Valores o sobre su admisión a cotización en un mercado regulado

¿En qué condiciones y plazos puedo invertir en este Valor?

| | | | |
|-------------------------------------|------------|-------------------------|-------------------------------------------------------------------------------------------------------------|
| Fecha de la Primera Oferta Pública: | 19.12.2025 | Países de Oferta: | República Federal de Alemania, Francia, Italia, Luxemburgo, los Países Bajos, República de Austria y España |
| Fecha de Emisión: | 23.12.2025 | Precio de Emisión: | EUR 0,43 |
| Unidad Mínima Transferible: | 1 Valor | Inversores Potenciales: | Inversores cualificados, minoristas y/o institucionales |
| Unidad Mínima Negociable: | 1 Valor | | |

A partir de la Fecha de la Primera Oferta Pública, los Valores se ofrecerán de forma continua. La oferta continua se realizará a los precios de venta actuales proporcionados por el Emisor. La oferta pública podrá ser cancelada por el Emisor en cualquier momento sin necesidad de justificación.

Costes cobrados por el Emisor: Los Costes Iniciales específicos del producto incluidos en el Precio de Emisión ascienden a EUR 0,25. Otras comisiones, costes y gastos cobrados por terceros deberán ser comunicados por dichos terceros de forma separada.

¿Por qué se ha elaborado este Folleto?

Destino de los fondos: Los ingresos netos de cada emisión de Valores serán utilizados por el Emisor para obtener beneficios y/o cubrir ciertos riesgos.

Acuerdo de suscripción: La oferta no está sujeta a un acuerdo de suscripción.

Conflictos de interés significativos en relación con la oferta: El Emisor puede celebrar otras transacciones y mantener relaciones comerciales que puedan afectar negativamente a los Valores. Además, el Emisor puede disponer de información no pública sobre el Subyacente. No existe obligación alguna de divulgar dicha información a los Tenedores de los Valores. En relación con la negociación de los Valores, el Emisor tiene un conflicto de interés al actuar también como Formador de Mercado en gettex MTF, pudiendo, por ejemplo, determinar los precios de los Valores. El Emisor actúa como estructurador, Agente de Cálculo y Agente de Pago de los Valores. Los distribuidores pueden recibir incentivos del Emisor.

Résumé

1. Section – Introduction et avertissements

Ce résumé doit être lu comme une introduction au présent Prospectus.

Toute décision d'investir dans les Titres doit être fondée sur un examen exhaustif de l'intégralité du Prospectus.

Les investisseurs peuvent perdre tout ou partie du capital investi.

Lorsqu'une action concernant l'information contenue dans le Prospectus est intentée devant un tribunal, l'investisseur plaignant peut, selon le droit national, avoir à supporter les frais de traduction du Prospectus (y compris tout supplément au Prospectus ainsi que les Conditions Définitives (*Final Terms*) concernées) avant le début de la procédure judiciaire.

Aucune responsabilité civile ne devrait incomber à quiconque sur la base du seul résumé, y compris de sa traduction, sauf si son contenu est trompeur, inexact ou incohérent lorsqu'il est lu en combinaison avec les autres parties du Prospectus, ou s'il ne fournit pas, lu en combinaison avec les autres parties du Prospectus, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans ces Titres.

Vous êtes sur le point d'acheter un produit qui n'est pas simple et qui peut être difficile à comprendre.

Titres: **Warrant Call on Intesa Sanpaolo S.p.A.** (ISIN: DE000UN2NDD5)

Emetteur: UniCredit Bank GmbH (l'"**Emetteur**" ou "**HVB**" et HVB, ensemble avec ses filiales consolidées, le "**Groupe HVB**"), Arabellastr. 12, 81925 Munich, République Fédérale d'Allemagne. Téléphone: +49 89 378 17466 – Site internet: www.hypovereinsbank.de. Le LEI (*Legal Entity Identifier*) de l'Emetteur est: 2ZCNRR8UK83OBTEK2170.

Autorité compétente: Bundesanstalt für Finanzdienstleistungsaufsicht ("**BaFin**"), Marie-Curie-Str. 24-28, 60439 Francfort, République Fédérale d'Allemagne. Téléphone: +49 (0)228 41080.

Date d'approbation du Prospectus: Prospectus de Base d'UniCredit Bank GmbH relatif aux Titres Knock-out et Warrants (*Base Prospectus for Knock-out Securities and Warrants*), tel que supplémenté de temps à autre, (le "**Prospectus**") composé de la Note relative aux Valeurs Mobilières d'UniCredit Bank GmbH relatif aux Titres Knock-out et Warrants (*Securities Note for Knock-out Securities and Warrants*) daté et approuvé par la BaFin le 12 février 2025 et du Document d'Enregistrement d'UniCredit Bank GmbH daté et approuvé par BaFin le 10 avril 2024.

Section 2 - Informations clés sur l'Emetteur

Qui est l'Emetteur des Titres ?

La raison sociale de l'Emetteur est UniCredit Bank GmbH. Le nom commercial est HypoVereinsbank. HVB, dont le siège social est situé Arabellastr. 12, 81925 Munich, a été constituée en Allemagne, immatriculée au Registre du Commerce du Tribunal de Première Instance de Munich (*Amtsgericht*) sous le numéro HRB 289472 incorporée sous la forme d'une société privée à responsabilité limitée (*Gesellschaft mit beschränkter Haftung*) au titre des lois de la République Fédérale d'Allemagne. Le LEI est 2ZCNRR8UK83OBTEK2170.

Activités principales

HVB propose une gamme complète de produits et services bancaires et financiers à une clientèle de détail et aux entreprises, à des entités du secteur public, à des entreprises internationales ainsi qu'à des clients institutionnels.

Cette gamme de produits et services s'étend des prêts immobiliers, crédits à la consommation, produits de *savings-and-loan* et d'assurance, et services bancaires destinés à une clientèle privée aux prêts commerciaux et financements du commerce extérieur et produits de banque d'investissement à destination des entreprises.

HVB propose une solution complète de planification financière et de biens destinée à une clientèle à forte valeur ajoutée.

Principaux actionnaires

UniCredit S.p.A. détient directement 100% du capital d'HVB.

Conseil d'Administration

Le Conseil d'Administration (*Geschäftsführung*) est composé de neuf membres : René Babinsky (Responsable de la Clientèle Privée), Artur Gruca (Directeur des Opérations & du Numérique (*CDOO*)), Marion Bayer-Schiller (Responsable Grandes Entreprises), Martin Brinckmann (Responsable Petites et Moyennes Entreprises), Marion Höllinger (Porte-parole du Conseil d'Administration (*CEO*)), Marco Iannaccone (Responsable Solutions Clients), Georgiana Lazar-O'Callaghan (Responsable Ressources Humaines & Culture), Pierpaolo Montana (Directeur des Risques (*CRO*)) et Ljubisa Tesić (Directeur Financier (*CFO*)).

Commissaires aux comptes

KPMG, les commissaires aux comptes d'HVB pour l'exercice 2023, ont audité les comptes consolidés du Groupe HVB et les comptes non consolidés d'HVB pour l'exercice clos le 31 décembre 2023 et ont rendu une opinion d'audit sans réserve sur ceux-ci.

KPMG, les commissaires aux comptes d'HVB pour l'exercice 2024, ont audité les comptes consolidés du Groupe HVB et les comptes non consolidés d'HVB pour l'exercice clos le 31 décembre 2024 et ont rendu une opinion d'audit sans réserve sur ceux-ci.

Quelles sont les informations financières clés concernant l'Emetteur ?

Les informations financières clés de l'Emetteur ci-dessous sont basées sur les comptes consolidés audités de l'Emetteur au et pour l'exercice clos le 31 décembre 2024.

Compte de résultat consolidé

| | 1/1/2024 – 31/12/2024 | 1/1/2023 – 31/12/2023 |
|-----------------------------------------------------------------------------------|-----------------------|-----------------------|
| Produits d'intérêts nets | 2.608 m € | 2.739 m € |
| Produits de commissions nets | 1.206 m € | 1.165 m € |
| Réductions de valeur nettes sur prêts et provisions pour garanties et engagements | -270 m € | -167 m € |
| Revenu net des portefeuilles de transaction | 1.405 m € | 1.564 m € |
| Gains/(pertes) nets sur les actifs et passifs financiers à la juste valeur | 107 m € | -117 m € |
| Marge d'exploitation | 2.880 m € | 2.413 m € |
| Résultat net | 1.920 m € | 1.735 m € |
| Résultat par action | 2,39 € | 2,16 € |

Bilan

| | 31/12/2024 | 31/12/2023 |
|---------------------------------------------------------------------------------|-------------|-------------|
| Total de l'actif | 290.230 m € | 283.292 m € |
| Créances de premier rang ¹ | 32.715 m € | 33.394 m €* |
| Créances subordonnées ² | 2.799 m € | 2.810 m € |
| Prêts et créances à recevoir des clients (nets) | 162.565 m € | 154.477 m € |
| Dépôts de clients | 142.609 m € | 139.557 m € |
| Total des Capitaux Propres | 19.893 m € | 19.940 m € |
| Ratio de fonds propres de base de catégorie 1 (CET1) | 23,8 % | 22,7 % |
| Ratio de fonds propres total | 28,2 % | 27,1 % |
| Ratio de levier calculé en vertu du cadre réglementaire applicable ³ | 5,7 % | 5,7 % |

¹ Élément du bilan "Titres de créance en circulation" (*Debt securities in issue*) moins la dette subordonnée (au 31/12/2024 : le total des titres de créance en circulation s'élève à 33.584 m € moins la dette subordonnée 869 m € ; au 31/12/2023 : le total des titres de créance en circulation s'élève à 34.274 m € moins la dette subordonnée

880 m €).

² En 2023 la dette subordonnée était composée des éléments de bilan "Dépôts bancaires" (*Deposits from banks*), "Titres de créance en circulation" (*Debt securities in issue*) et "Capitaux Propres" (*Shareholders' Equity*) et en 2024 la dette subordonnée était composée des éléments de bilan "Dépôts bancaires" (*Deposits from banks*), "Titres de créance en circulation" (*Debt securities in issue*) et "Capitaux Propres" (*Shareholders' Equity*).

³ Ratio des capitaux propres rapporté à la somme totale des valeurs d'exposition (*exposure values*) de tous les actifs et des éléments hors-bilan.

* Les éléments marqués d'un "*" ne sont pas audités.

Quels sont les principaux risques spécifiques à l'Emetteur ?

Risques liés à la situation financière de l'Emetteur : Risques que le Groupe HVB ne soit pas en mesure de satisfaire ses obligations de paiement à temps ou dans son intégralité ou qu'il ne soit pas en mesure d'obtenir suffisamment de liquidité lorsque cela est nécessaire ou que la liquidité soit uniquement disponible à des taux d'intérêts plus élevés, et le risque que la banque soit uniquement en position de liquider des actifs sur le marché à un prix réduit ce qui pourrait créer des problèmes de liquidité pour le Groupe HVB et pourrait ainsi se traduire par une capacité limitée à financer ses activités et à répondre à ses besoins de liquidité minimum.

Risques liés aux activités spécifiques de l'Emetteur : Risques découlant du cours normal des activités commerciales du Groupe HVB, ce qui comprend le risque de crédit dans le cadre de ses activités de prêt, le risque de marché lié aux activités de négociation ainsi que les risques d'autres secteurs d'activité tels que les activités immobilières du Groupe HVB pourraient avoir un effet défavorable sur les résultats d'exploitation (*operating results*), les actifs et la situation financière du Groupe HVB.

Risques généraux liés aux activités commerciales de l'Emetteur : Risques de pertes liés à des procédures internes, des personnes et des systèmes inadéquats ou défaillants ou à des événements externes ainsi que des risques causés par des réactions défavorables des parties prenantes dues à leur perception altérée de la banque, les risques de changements négatifs imprévus dans les revenus futurs de la banque de même que les risques émanant des concentrations du risque et/ou des revenus (*earning positions*), pourraient entraîner des pertes financières, une dégradation de la notation de HVB et une augmentation du risque opérationnel (*business risk*) du Groupe HVB.

Risques juridiques et réglementaires : Les changements affectant le cadre réglementaire et statutaire de HVB pourraient entraîner une hausse des coûts du capital et une augmentation des coûts pour la mise en œuvre des exigences réglementaires. En cas de non-respect des exigences réglementaires, des lois (fiscales), des règlements, des dispositions légales, des accords, des pratiques obligatoires et des normes éthiques, la perception du Groupe HVB par le public ainsi que ses revenus et sa situation financière pourraient être négativement affectées.

Risques stratégiques et macroéconomiques : Risques résultant de la reconnaissance tardive ou de l'évaluation incorrecte de la part de la direction des évolutions ou des tendances significatives de l'environnement au sein duquel évolue la banque et les risques liés à l'évolution de la situation économique en Allemagne et à l'évolution des marchés financiers et de capitaux internationaux pourraient avoir un effet négatif sur les actifs, passifs, la position financière et le résultat du Groupe HVB. En particulier, les tensions géopolitiques, la montée du protectionnisme sous forme de droits de douane plus élevés, la diminution de la croissance en Chine et une reprise plus lente que prévu du marché immobilier allemand peuvent constituer un risque majeur de baisse de l'économie allemande. En outre, la matérialisation de l'un des risques susmentionnés pourrait entraîner des turbulences sur les marchés financiers et de capitaux.

3. Section – Informations clés sur les Titres

Quels sont les principales caractéristiques des Titres?

Type de Produit, Sous-Jacent et nature des Titres

Type de Produit: Warrants Call de style Américain (*Call Warrants with American exercise*) (Non-Quanto)

Sous-Jacent: Intesa Sanpaolo S.p.A. (ISIN: IT0000072618)

Les Titres sont des titres de créance au porteur conformément à la Section 793 du Code Civil allemand (*Bürgerliches Gesetzbuch*). Les Titres seront émis sous forme dématérialisée sur le registre du dépositaire central (*Zentralregisterwertpapiere*) avec inscription en compte collectif (*Sammeleintragung*) et sont librement cessibles. Le code ISIN (*International Securities Identification Number*) des Titres est indiqué à la Section 1.

Emission et Maturité

Les Titres seront émis le 23/12/2025 et libellés en euros (EUR) (la "**Devise Prévvue**"), avec un nombre de 5.000.000 Warrants. À moins qu'ils ne soient déjà effectivement exercés par le Porteur de Titres, les Titres seront remboursés le 25/06/2027 (la "**Date de Paiement Finale**").

Droit d'Exercice

Le Porteur de Titres a le droit de demander à l'Emetteur le paiement du Montant Différentiel par Titre (Droit d'Exercice).

Le Droit d'Exercice peut être exercé par le Porteur de Titres durant chaque jour de négociation de la Période d'Exercice.

Le Droit d'Exercice, dans la mesure où il n'a pas déjà été valablement exercé par le Porteur de Titres, sera automatiquement exercé le 18/06/2027 (la "**Date de Constatation Finale**").

Le Montant Différentiel sera calculé en retranchant le Strike du Prix de Référence Concerné. La différence sera multipliée par le Ratio.

Le Montant Différentiel ne sera pas inférieur à EUR 0,001.

Dès l'exercice effectif du Droit d'Exercice, le Montant Différentiel sera payé cinq Jours de Banque après la Date de Constatation correspondante, mais pas après la Date de Paiement Finale.

Définitions supplémentaires et modalités du produit

Date de Constatation signifie la date à laquelle le Droit d'Exercice a été valablement exercé, cependant, pas après la Date de Constatation Finale.

Prix de Référence Concerné signifie le Prix de Référence du Sous-Jacent à la Date de Constatation correspondante.

| Prix de Référence | Ratio | Strike | Période d'Exercice |
|-----------------------|-------|---------|-------------------------|
| Prezzo di Riferimento | 1 | EUR 6,5 | 19/12/2025 - 18/06/2027 |

Droits de résiliation extraordinaire: L'Emetteur a le droit de résilier de façon extraordinaire les Titres à leur juste valeur de marché à la survenance de certains Cas de Rappel (*Call Event*) (par exemple, si la cotation du prix du Sous-Jacent sur la bourse concernée cesse définitivement).

Droit d'ajustement: Les Modalités (*Terms and Conditions*) des Titres peuvent être ajustées par l'Agent de Calcul (*Calculation Agent*) si un Cas d'Ajustement (*Adjustment Event*) survient (par exemple, chaque mesure prise par la société qui a émis le Sous-Jacent ou par un tiers qui, en raison d'un changement de la situation juridique et financière, affecte le Sous-Jacent).

Rang des Titres: Les Titres constituent des obligations directes, inconditionnelles et non garanties de l'Émetteur. Les Titres ont un rang égal (*pari passu*) à celui de toutes les autres obligations non garanties et non subordonnées, présentes et futures, de l'Emetteur. Exception : les obligations qui ont un privilège ou une subordination en vertu de la loi.

Où les Titres seront-ils négociés?

Aucune demande d'admission des Titres à la négociation sur un marché réglementé n'a été effectuée. Cependant, une demande d'admission à la cotation prenant effet au 19/12/2025 sera effectuée sur les systèmes multilatéraux de négociations (SMN) suivants:

- Munich - gettex (open market) (SMN gettex)

Quels sont les principaux risques spécifiques aux Titres?

Les facteurs de risque spécifiques aux Titres, qui de l'avis de l'Emetteur sont significatifs, sont décrits ci-dessous:

Risque lié au rang et aux caractéristiques des Titres en cas de défaillance de l'Emetteur: Les Porteurs de Titres supportent le risque d'insolvabilité de l'Emetteur. De plus, les Porteurs de Titres peuvent faire l'objet de mesures de résolution à l'égard de l'Emetteur si ce dernier manque ou est susceptible de manquer à ses obligations.

Risques spécifiques liés au profil de paiement des Titres: Il existe un risque particulier que le cours du Sous-Jacent chute et que la valeur des Titres et les paiements soient négativement affectés de manière disproportionnée. En conséquence, le Porteur de Titres peut subir une perte du montant payé pour acquérir les Titres. Même une perte totale est possible. La performance du Sous-Jacent peut avoir un effet négatif disproportionné sur la valeur des Titres en raison de l'effet de levier caractéristique des Titres.

Risques découlant des Modalités des Titres: Les Porteurs de Titres courent un risque de perte si les Titres sont résiliés par l'Emetteur. Les Titres feront l'objet d'un remboursement à leur juste valeur de marché. Ce montant peut être inférieur au montant que le Porteur de Titres aurait reçu s'il n'y avait pas eu de résiliation extraordinaire des Titres. En outre, les Porteurs de Titres supportent un risque de réinvestissement. De plus, les Porteurs de Titres supportent un risque de perte en cas d'ajustement des Modalités ou en cas de perturbation du marché.

Risques liés à l'achat, la détention ou la vente des Titres: Les Porteurs de Titres supportent le risque que le prix de marché des Titres soit soumis à de fortes fluctuations pendant la durée de vie des Titres et que le Porteur de Titres ne soit pas en mesure d'acheter ou de vendre les Titres à un moment précis ou à un prix déterminé.

Risques liés au Sous-Jacent lorsqu'il s'agit d'une Action: Le prix d'une Action peut chuter abruptement ou perdre sa valeur en raison de l'insolvabilité de l'émetteur de l'Action. Un changement dans le développement commercial de l'émetteur d'une Action peut affecter négativement le prix de l'Action pour le Porteur de Titres. Le prix d'une Action peut fluctuer fortement en raison des effets psychologiques sur les marchés actions. En cas d'événements extraordinaires, les conditions matérielles et le profil de risque d'une Action peuvent changer significativement.

4. Section – Informations clés sur l'offre au public des Titres et/ou l'admission à la négociation sur un marché réglementé

A quelles conditions et selon quel calendrier puis-je investir dans ce Titre?

| | | | |
|--------------------------------------|------------------|---------------------------|-----------------------------------------------------------------------------------------------------------------------|
| Date de la Première Offre au Public: | 19 December 2025 | Pays de l'Offre: | la République fédérale d'Allemagne, la France, l'Italie, Luxembourg, les Pays-Bas, République d'Autriche et l'Espagne |
| Date d'Emission: | 23/12/2025 | Prix d'Emission: | EUR 0,43 |
| Plus petite Unité Transférable: | 1 Titre | Investisseurs Potentiels: | Investisseurs qualifiés, investisseurs particuliers et/ou institutionnels |
| Plus petite Unité Négociable: | 1 Titre | | |

Dès la Date de la Première Offre au Public, les Titres seront offerts en continu. L'offre en continu sera réalisée à des cours vendeurs actuels fournis par l'Emetteur. L'offre au public peut être arrêtée à n'importe quel moment et sans motif quel qu'il soit par l'Emetteur.

Frais facturés par l'Emetteur: Les Frais Initiaux spécifiques inclus dans le Prix d'Emission s'élèvent à EUR 0,25. Les autres commissions, frais et dépenses, qui sont facturés par un tiers, seront communiqués séparément par le tiers concerné.

Pourquoi ce Prospectus est-il établi?

Utilisation du produit de l'émission: Le produit net de l'émission de chaque émission de Titres sera utilisé par l'Emetteur en vue de faire des bénéfices et/ou de couvrir certains risques.

Souscription: Cette offre ne fait l'objet d'aucune convention de souscription.

Conflits d'intérêts importants relatifs à l'offre: L'Emetteur peut conclure d'autres transactions et entretenir des relations d'affaires qui pourraient avoir une incidence défavorable sur les Titres. En outre, l'Emetteur peut détenir des informations sur le Sous-Jacent qui ne sont pas accessibles au public. Il n'existe aucune obligation de divulguer ces informations aux Porteurs de Titres. En ce qui concerne la négociation des Titres, il existe un conflit d'intérêt pour l'Emetteur étant donné que l'Emetteur est également le Teneur de Marché (*Market Maker*) sur la SMN gettex et en conséquence, par exemple, peut déterminer les prix des Titres. L'Emetteur est également l'arrangeur, l'Agent de Calcul et l'Agent Payeur (*Paying Agent*) des Titres. Des distributeurs pourraient recevoir des incitations de la part de l'Emetteur.