

This document constitutes a supplement (the "**First Supplement**") for the purposes of Art. 8(10) and 23(1) of Regulation EU 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**") relating to the base prospectus dated 31 March 2022 for the issuance of Pfandbriefe (including Jumbo-Pfandbriefe) (the "**Base Prospectus**").



## **First Supplement dated 18 October 2022**

### **to the Base Prospectus for the issuance of Pfandbriefe (including Jumbo-Pfandbriefe)**

under the Euro 50,000,000,000 Debt Issuance Programme of  
**UniCredit Bank AG**  
Munich, Federal Republic of Germany

This First Supplement is supplemental to, and should only be distributed and read together with, the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this First Supplement. To the extent that there is any inconsistency between (a) any statement in this First Supplement and (b) any other statement prior to the date of this First Supplement, the statements in (a) will prevail.

This First Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and will be published in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of UniCredit Bank AG (the "**Issuer**") [www.onemarkets.de/basisprospekte](http://www.onemarkets.de/basisprospekte).

The Issuer has requested the CSSF in its capacity as competent authority under the Luxembourg Prospectus Law 2019 to approve this First Supplement and to provide the competent authority in the Federal Republic of Germany and in the Republic of Austria with a certificate of approval (a "**Notification**") attesting that this First Supplement has been drawn up in accordance with the Luxembourg Prospectus Law 2019 and the Prospectus Regulation. The Issuer may request the CSSF to provide competent authorities in additional Member States within the European Economic Area with a Notification.

By approving this First Supplement, the CSSF shall give no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer in line with the provisions of Article 6 of the Luxembourg Prospectus Law 2019.

The Issuer is solely responsible for the information given in this First Supplement. The Issuer hereby declares, having taken all reasonable care to ensure that such is the case, that to the best of its knowledge, the information contained in this First Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

No person has been authorised to give any information or to make any representation other than those contained in the Base Prospectus or this First Supplement in connection with the issue or sale of the Pfandbriefe and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer.

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

**IN ACCORDANCE WITH ARTICLE 23 (2a) OF THE PROSPECTUS REGULATION, WHERE THE BASE PROSPECTUS RELATE TO AN OFFER OF PFANDBRIEFE TO THE PUBLIC, INVESTORS WHO HAVE ALREADY AGREED TO PURCHASE OR SUBSCRIBE FOR ANY PFANDBRIEFE BEFORE THE FIRST SUPPLEMENT IS PUBLISHED HAVE THE RIGHT, EXERCISABLE WITHIN THREE WORKING DAYS AFTER THE PUBLICATION OF THIS FIRST SUPPLEMENT, I.E. UNTIL**

**21 OCTOBER 2022, TO WITHDRAW THEIR ACCEPTANCES, PROVIDED THAT THE SIGNIFICANT NEW FACTOR, MATERIAL MISTAKE OR MATERIAL INACCURACY AROSE BEFORE THE FINAL CLOSING OF THE OFFER TO THE PUBLIC AND THE DELIVERY OF THE PFANDBRIEFE. INVESTORS WISHING TO EXERCISE THEIR RIGHT OF WITHDRAWAL MAY CONTACT UNICREDIT BANK AG, LCD6FA LEGAL DEBT CAPITAL MARKETS, SEDERANGER 6, 80538 MUNICH, GERMANY, FACSIMILE NO.: +49 89 378 33 15964.**

*The amendments in relation to the terms and conditions of the Pfandbriefe shall only apply to final terms, the date of which falls on or after the approval of this First Supplement.*

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## A. Changes to the Base Prospectus for the issuance of Pfandbriefe dated 31 March 2022 under the Euro 50,000,000,000 Debt Issuance Programme

1. In the section "**IV. Form of Final Terms**" starting on page 208, the first and the second paragraph on page 208 shall be amended as follows, whereby added text is printed in **bold and underlined**:

"Terms used in the final terms below (the "**Final Terms**") shall be deemed to be defined as such for the purposes of the [Terms and Conditions of the Pfandbriefe set forth in the Base Prospectus (and the Supplements thereto, if any)] **[applicable Terms and Conditions of the Pfandbriefe set out on pages 58-114 and on pages 115-168 and 169 to 173 of the base prospectus for the issuance of Pfandbriefe dated 25 April 2017 in respect of the Programme, as incorporated by reference in the Base Prospectus] [applicable Terms and Conditions of the Pfandbriefe set out on pages 60-119 and on pages 120-176 and 177 to 181 of the base prospectus for the issuance of Pfandbriefe dated 26 April 2018 in respect of the Programme, as incorporated by reference in the Base Prospectus]** [applicable Terms and Conditions of the Pfandbriefe set out on pages 66-132 and on pages 133-196 and 197 to 201 of the base prospectus for the issuance of Pfandbriefe dated 26 April 2019 in respect of the Programme, as incorporated by reference in the Base Prospectus] [applicable Terms and Conditions of the Pfandbriefe set out on pages 35-81 and on pages 82-127 and 128 to 162 of the base prospectus for the issuance of Pfandbriefe dated 1 April 2020 in respect of the Programme, as incorporated by reference in the Base Prospectus] [applicable Terms and Conditions of the Pfandbriefe set out on pages 37-85 and on pages 86-130 and 131 to 166 of the base prospectus for the issuance of Pfandbriefe dated 31 March 2021 in respect of the Programme (as supplemented by the first supplement dated 21 May 2021 to the base prospectus for the issuance of Pfandbriefe dated 31 March 2021), in each case as incorporated by reference in the Base Prospectus] (the "**Terms and Conditions**").

*Die in den nachfolgenden endgültigen Bedingungen (die "**Endgültigen Bedingungen**") verwendeten Begriffe haben die gleiche Bedeutung wie in den [Pfandbriefbedingungen im Basisprospekt (sowie in den dazugehörigen Nachträgen, soweit vorhanden)] **[anwendbaren Pfandbriefbedingungen auf den Seiten 58 bis 114 und Seiten 115 bis 168 und Seiten 169 bis 173 des Basisprospekts für die Begebung von Pfandbriefen vom 25. April 2017 zum Programm, wie per Verweis in den Basisprospekt einbezogen,] [anwendbaren Pfandbriefbedingungen auf den Seiten 60 bis 119 und Seiten 120 bis 176 und Seiten 177 bis 181 des Basisprospekts für die Begebung von Pfandbriefen vom 26. April 2018 zum Programm, wie per Verweis in den Basisprospekt einbezogen,] [anwendbaren Pfandbriefbedingungen auf den Seiten 66 bis 132 und Seiten 133 bis 196 und Seiten 197 bis 201 des Basisprospekts für die Begebung von Pfandbriefen vom 26. April 2019 zum Programm, wie per Verweis in den Basisprospekt einbezogen,] [anwendbaren Pfandbriefbedingungen auf den Seiten 35 bis 81 und Seiten 82 bis 127 und Seiten 128 bis 162 des Basisprospekts für die Begebung von Pfandbriefen vom 1. April 2020 zum Programm, wie per Verweis in den Basisprospekt einbezogen,] [anwendbaren Pfandbriefbedingungen auf den Seiten 37 bis 85 und Seiten 86 bis 130 und Seiten 131 bis 166 des Basisprospekts für die Begebung von Pfandbriefen vom 31. März 2021 zum Programm (wie durch den ersten Nachtrag vom 21. Mai 2021 zum Basisprospekt für die Begebung von Pfandbriefen vom 31. März 2021 nachgetragen), jeweils wie per Verweis in den Basisprospekt einbezogen,] definiert (die "**Pfandbriefbedingungen**").***

2. In the section "**IV. Form of Final Terms**" starting on page 208, the following four paragraphs shall be added on page 214 before the fourth last paragraph and the numbering of all subsequent footnotes in the section "**IV. Form of Final Terms**" shall be adjusted accordingly:

"[These Final Terms are to be read together with the Base Prospectus and the Terms and Conditions of the Pfandbriefe in the base prospectus for the issuance of Pfandbriefe dated 25 April 2017 in respect of the Programme, as incorporated by reference in the Base Prospectus.]<sup>7</sup>

*[Diese Endgültigen Bedingungen sind gemeinsam mit dem Basisprospekt sowie den Anleihebedingungen aus dem Basisprospekt zur Begebung von Pfandbriefen vom 25. April 2017 zum Programm, wie per Verweis in den Basisprospekt einbezogen, zu lesen.]<sup>7</sup>*

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<sup>7</sup> Insert in the case of an increase of an issue of Pfandbriefe which were issued under the base prospectus for the issuance of Pfandbriefe dated 25 April 2017.

*Im Falle einer Aufstockung einer Emission von Pfandbriefen, die unter dem Basisprospekt für die Begebung von Pfandbriefen vom 25. April 2017 begeben wurden, einfügen.*

[These Final Terms are to be read together with the Base Prospectus and the Terms and Conditions of the Pfandbriefe in the base prospectus for the issuance of Pfandbriefe dated 26 April 2018 in respect of the Programme, as incorporated by reference in the Base Prospectus.]<sup>8</sup>

*[Diese Endgültigen Bedingungen sind gemeinsam mit dem Basisprospekt sowie den Anleihebedingungen aus dem Basisprospekt zur Begebung von Pfandbriefen vom 26. April 2018 zum Programm, wie per Verweis in den Basisprospekt einbezogen, zu lesen.]<sup>8m</sup>*

3. In the section "**IV. Form of Final Terms**" starting on page 208, the following four paragraphs shall be added on page 216 before the second paragraph:

"[In the case of an increase of an issue of Pfandbriefe which were issued under the base prospectus for the issuance of Pfandbriefe dated 25 April 2017, insert relevant Terms and Conditions as incorporated by reference in the Base Prospectus and complete relevant placeholders]

*[Im Falle einer Aufstockung einer Emission von Pfandbriefen, die unter dem Basisprospekt für die Begebung von Pfandbriefen vom 25. April 2017 begeben wurden, die betreffenden Anleihebedingungen, wie per Verweis in den Basisprospekt einbezogen, einfügen und entsprechende Platzhalter ausfüllen]*

[In the case of an increase of an issue of Pfandbriefe which were issued under the base prospectus for the issuance of Pfandbriefe dated 26 April 2018, insert relevant Terms and Conditions as incorporated by reference in the Base Prospectus and complete relevant placeholders]

*[Im Falle einer Aufstockung einer Emission von Pfandbriefen, die unter dem Basisprospekt für die Begebung von Pfandbriefen vom 26. April 2018 begeben wurden, die betreffenden Anleihebedingungen, wie per Verweis in den Basisprospekt einbezogen, einfügen und entsprechende Platzhalter ausfüllen]"*

4. In the section "**IV. Form of Final Terms**" starting on page 208, the following four paragraphs shall be added on page 239 before the sixth last paragraph:

**""[In the case of an increase of an issue of Pfandbriefe which were issued under the base prospectus for the issuance of Pfandbriefe dated 25 April 2017, as "Type B" Final Terms, insert Part I of the Final Terms as incorporated by reference in the Base Prospectus]"**

*"[Im Falle einer Aufstockung einer Emission von Pfandbriefen, die unter dem Basisprospekt für die Begebung von Pfandbriefen vom 25. April 2017 gemäß "Typ B" der Endgültigen Bedingungen begeben wurden, Teil I der Endgültigen Bedingungen, wie per Verweis in den Basisprospekt einbezogen, einfügen]*

**[In the case of an increase of an issue of Pfandbriefe which were issued under the base prospectus for the issuance of Pfandbriefe dated 26 April 2018, as "Type B" Final Terms, insert Part I of the Final Terms as incorporated by reference in the Base Prospectus]"**

*"[Im Falle einer Aufstockung einer Emission von Pfandbriefen, die unter dem Basisprospekt für die Begebung von Pfandbriefen vom 26. April 2018 gemäß "Typ B" der Endgültigen Bedingungen begeben wurden, Teil I der Endgültigen Bedingungen, wie per Verweis in den Basisprospekt einbezogen, einfügen]"*

5. In the section "**INCORPORATION BY REFERENCE**" starting on page 262, the following paragraphs shall be added between limb (vi) and limb (vii) as new limbs (vii) and (viii) on page 262 and the numbering of all subsequent limbs shall be adjusted accordingly:

"(vii) "The Terms and Conditions of the Pfandbriefe and Part I of the Form of Final Terms included in the base prospectus for the issuance of Pfandbriefe dated 25 April 2017 in respect of the Programme"

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<sup>8</sup> Insert in the case of an increase of an issue of Pfandbriefe which were issued under the base prospectus for the issuance of Pfandbriefe dated 26 April 2018.

*Im Falle einer Aufstockung einer Emission von Pfandbriefen, die unter dem Basisprospekt für die Begebung von Pfandbriefen vom 26. April 2018 begeben wurden, einfügen.*

([https://www.onemarkets.de/content/onemarkets-relaunch/de/rechtliches/basisprospekte/UniCreditBankAG/2017.prospectus.pdf/dip\\_2017\\_-\\_base\\_prospectusfortheissuanceofpfandbriefeincluinggl\\_85673323](https://www.onemarkets.de/content/onemarkets-relaunch/de/rechtliches/basisprospekte/UniCreditBankAG/2017.prospectus.pdf/dip_2017_-_base_prospectusfortheissuanceofpfandbriefeincluinggl_85673323));

(viii) The Terms and Conditions of the Pfandbriefe and Part I of the Form of Final Terms included in the base prospectus for the issuance of Pfandbriefe dated 26 April 2018 in respect of the Programme" ([https://www.onemarkets.de/content/onemarkets-relaunch/de/rechtliches/basisprospekte/UniCreditBankAG/2018.prospectus.pdf/dip\\_2018\\_-\\_base\\_prospectusfortheissuanceofpfandbriefeincluinggl\\_143536104](https://www.onemarkets.de/content/onemarkets-relaunch/de/rechtliches/basisprospekte/UniCreditBankAG/2018.prospectus.pdf/dip_2018_-_base_prospectusfortheissuanceofpfandbriefeincluinggl_143536104));"

6. In the section "**INFORMATION INCORPORATED BY REFERENCE**" starting on page 262, the following rows shall be added in the table on page 265 before the section "The Terms and Conditions of the Pfandbriefe and Part I of the Form of Final Terms included in the base prospectus for the issuance of Pfandbriefe dated 26 April 2019 in respect of the Programme":

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<b>The Terms and Conditions of the Pfandbriefe and Part I of the Form of Final Terms included in the base prospectus for the issuance of Pfandbriefe dated 25 April 2017 in respect of the Programme</b>		
- <b>Terms and Conditions of the Pfandbriefe</b>	p. 58 to 114 and p. 115 to 168 and p. 169 to 173	p. 262
- <b>Part I of the Form of Final Terms</b>	p. 174 to 186 and p. 187 to 195	p. 262
<b>The Terms and Conditions of the Pfandbriefe and Part I of the Form of Final Terms included in the base prospectus for the issuance of Pfandbriefe dated 26 April 2018 in respect of the Programme</b>		
- Terms and Conditions of the Pfandbriefe	p. 60 to 119 and p. 120 to 176 and p. 177 to 181	p. 262
- Part I of the Form of Final Terms	p. 182 to 194 and p. 195 to 203	p. 262

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