

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 for the issuance of Notes under the EUR 50,000,000,000 Debt Issuance Programme dated 31 March 2023 (the "**Base Prospectus**").



First Supplement dated 20 December 2023
to the Base Prospectus for the issuance of Notes
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.luxse.com) and on the website of UniCredit Bank AG (the "**Issuer**") 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.

The entry of the change of legal form and name from UniCredit Bank AG to UniCredit Bank GmbH in the commercial register of Munich on 15 December 2023 is a significant new factor requiring a supplement resulting in the changes to the Base Prospectus set out below.

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 Notes 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 Notes.

IN ACCORDANCE WITH ARTICLE 23 (2) OF THE PROSPECTUS REGULATION, WHERE THE BASE PROSPECTUS RELATES TO AN OFFER OF NOTES TO THE PUBLIC, INVESTORS WHO HAVE ALREADY AGREED TO PURCHASE OR SUBSCRIBE FOR ANY NOTES, AS APPLICABLE, BEFORE THE FIRST SUPPLEMENT IS PUBLISHED HAVE THE RIGHT, EXERCISABLE WITHIN TWO WORKING DAYS AFTER THE PUBLICATION OF THIS FIRST SUPPLEMENT UNTIL 22 DECEMBER 2023, 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 NOTES. INVESTORS WISHING TO EXERCISE THEIR RIGHT OF WITHDRAWAL MAY CONTACT UNICREDIT BANK AG, LCD5 LEGAL CLIENT SOLUTIONS 2, ARABELLASTRASSE 14, 81925 MUNICH, GERMANY, EMAIL: SUPPLEMENT-WITHDRAWAL@UNICREDIT.DE.

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

TABLE OF CONTENTS

A. Changes to the Base Prospectus for the issuance of Notes dated 31 March 2023 under the Euro 50,000,000,000 Debt Issuance Programme.....4

A. Changes to the Base Prospectus for the issuance of Notes dated 31 March 2023 under the Euro 50,000,000,000 Debt Issuance Programme

1. On the "Cover Page", the first paragraph shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"This document constitutes a base prospectus (the "**Base Prospectus**" or the "**Prospectus**") according to Art. 8(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Prospectus Regulation**") relating to bearer notes (the "**Notes**") issued from time to time by UniCredit Bank **GmbH AG** ("**HVB**" or the "**Issuer**" and HVB, together with its consolidated subsidiaries, the "**HVB Group**") under the Euro 50,000,000,000 Debt Issuance Programme (the "**Programme**")."

2. On the "Cover Page", the references to UniCredit Bank AG shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"UniCredit Bank **GmbH AG**"

3. In the section "IMPORTANT NOTICES" starting on page 3, the first paragraph on page 3 shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"This Base Prospectus is to be read and construed together with the information provided in (a) the registration document of UniCredit Bank AG dated 16 May 2022 (~~the "Registration Document",~~ as supplemented by the supplement dated 14 March 2023 ~~to the Registration Document~~) **and in (b) the registration document of UniCredit Bank GmbH AG (formerly UniCredit Bank AG) dated 17 April 2023, as supplemented by the supplement dated 20 December 2023 (each a the "Registration Document", and together the "Registration Documents")** which **are** ~~is~~ incorporated herein by reference, (~~bc~~) any future supplements to this Base Prospectus in accordance with Section 23 of the Prospectus Regulation (the "**Supplements**") as well as (~~ed~~) in all other documents which are incorporated herein by reference (see "Information incorporated by reference" below)."

4. In the section "RISK FACTORS" starting on page 9, the first and fourth paragraphs on page 9 shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

*"The following is a description of material risks that are specific to UniCredit Bank **GmbH AG** as issuer ("**HVB**" or the "**Issuer**") and/or may affect its ability to fulfil its obligations under the notes issued under this base prospectus (the "**Base Prospectus**") (the "**Notes**") and that are material to the Notes in order to assess the market risk associated with these Notes."*

(...)

*"Potential investors should consider all information provided in (a) this Base Prospectus and in any supplements thereto, (b) the registration document of UniCredit Bank AG dated 16 May 2022 (~~the "Registration Document",~~ as supplemented by the supplement dated 14 March 2023 ~~to the Registration Document~~), (c) **the registration document of UniCredit Bank GmbH AG (formerly UniCredit Bank AG) dated 17 April 2023 (as supplemented by the supplement dated 20 December 2023 (each a "Registration Document", and together the "Registration Documents"), which are ~~is~~ incorporated herein by reference, and (~~ed~~) all documents which are incorporated in the Base Prospectus by reference.**"*

5. In the section "RISK FACTORS" starting on page 9, the contents under points 1. - 5. in the subsection "A. Risks related to the Issuer" on pages 9 - 10 shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"

1. Risks related to the Issuer's financial situation (pages 4-5 of the Registration Document **dated 16 May 2022; page 5 of the supplement dated 14 March 2023; and pages 4 - 5 of the Registration Document dated 17 April 2023**)

1.1 Liquidity risk

1.2 Risks arising from pension commitments

2. Risks related to the Issuer's specific business activities (pages 5-6 of the Registration Document dated 16 May 2022; page 5 of the supplement dated 14 March 2023; and pages 5 - 6 of the Registration Document dated 17 April 2023)

- 2.1 Risk from lending business (credit risk)
- 2.2 Risks from trading activities (market risk)
- 2.3 Risks from other business activities

3. General risks related to the Issuer's business operations (pages 6-7 of the Registration Document dated 16 May 2022; page 5 of the supplement dated 14 March 2023; and pages 6 - 7 of the Registration Document dated 17 April 2023)

- 3.1 Operational risk
- 3.2 Reputational risk
- 3.3 Business risk
- 3.4 Risks from concentrations of risk and earnings

4. Legal and regulatory risks (pages 7-9 of the Registration Document dated 16 May 2022; pages 5-6 of the supplement dated 14 March 2023; and pages 7 - 9 of the Registration Document dated 17 April 2023)

- 4.1 Regulatory risks
- 4.2 Compliance risk
- 4.3 Legal and tax risks

5. Strategic and macroeconomic risks (page 9 of the Registration Document dated 16 May 2022; pages 6-8 of the supplement dated 14 March 2023; and pages 9 – 10 of the Registration Document dated 17 April 2023; and page 6 of the supplement dated 20 December 2023)

- 5.1 Strategic risk
- 5.2 Macroeconomic risk

"

6. In the section "**RESPONSIBILITY STATEMENT**" on page 26, the first paragraph shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strike through~~:

"UniCredit Bank **GmbH AG** ("**HVB**" or the "**Issuer**" and HVB, together with its consolidated subsidiaries, the "**HVB Group**") having its registered office at Arabellastrasse 12, 81925 Munich accepts responsibility for the information contained in this Base Prospectus and any Final Terms. UniCredit Bank **GmbH AG** declares that the information contained in this Base Prospectus is, to the best of its knowledge, in accordance with the facts and makes no omission likely to affect its import."

7. In the section "**DESCRIPTION OF THE ISSUER**" starting on page 29, the first, second and third paragraphs on page 29 shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strike through~~:

"The description of the Issuer as contained in the Registration Document of UniCredit Bank AG, dated 16 May 2022, approved by the German Federal Financial Services Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (the "~~Registration Document~~", as supplemented by the supplement dated 14 March 2023 to the Registration Document) **and in the Registration Document of UniCredit Bank GmbH (formerly UniCredit Bank AG dated 17 April 2023, approved by the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) (as supplemented by the supplement dated 20 December 2023)**, ~~are~~ is incorporated by reference into this Base Prospectus as set out on page 365 of this Base Prospectus.

The independent auditors (*Wirtschaftsprüfer*) of UniCredit Bank **GmbH AG (formerly UniCredit Bank AG)** for the financial year 2021 has been Deloitte GmbH Wirtschaftsprüfungsgesellschaft (Deloitte), Rosenheimer Platz 4, 81669 Munich. Deloitte is a member of the Chamber of German Public

Accountants, an institution incorporated under public law (*Wirtschaftsprüferkammer, Körperschaft des öffentlichen Rechts*), Rauchstrasse 26, 10787 Berlin.

The independent auditor (*Wirtschaftsprüfer*) of UniCredit Bank **GmbH AG (formerly UniCredit Bank AG)** for the financial year 2022 has been KPMG AG Wirtschaftsprüfungsgesellschaft, Klingelhöferstraße 18, 10785 Berlin. KPMG is a member of the Chamber of German Public Accountants, an institution incorporated under public law (*Wirtschaftsprüferkammer, Körperschaft des öffentlichen Rechts*), Rauchstrasse 26, 10787 Berlin."

8. In the section "**Terms and Conditions of the Notes (German language version)**" starting on page 42 and ending on page 181, the references to UniCredit Bank AG shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"UniCredit Bank **GmbH AG**"

9. In the section "**Terms and Conditions of the Notes (English language version)**" starting on page 182 and ending on page 306, the references to UniCredit Bank AG shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"UniCredit Bank **GmbH AG**"

10. In the section "**Form of Final Terms**" starting on page 307, the references in the header, the last paragraph on page 312 and the first paragraph on page 313 shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

**"Final Terms
Endgültige Bedingungen**

dated [●]

vom [●]

UniCredit Bank **GmbH AG**"

(...)

"under the
EUR 50,000,000,000
Debt Issuance Programme of
UniCredit Bank GmbH AG
Im Rahmen des
EUR 50.000.000.000
Debt Issuance Programms
der UniCredit Bank GmbH AG "

"This document constitutes the Final Terms for the Notes described herein for the purposes of Article 8 para. 5 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Prospectus Regulation**"). In order to get full information, the Final Terms are to be read together with the information contained in (a) the base prospectus dated 31 March 2023 (the "**Base Prospectus**"), [(b) the supplement[s] to the Base Prospectus according to Article 23 of the Prospectus Regulation dated [●] (the "**Supplement[s]**")][,] [and] [(b)][(c)] the registration document of the Issuer dated 16 May 2022 ~~(the "**Registration Document**")~~ which has been incorporated by reference into the Base Prospectus [,] [and] [(c)][(d)] **the registration document of the Issuer dated 17 April 2023 which has been incorporated by reference into the Base Prospectus**, [and] [(e)][(d)][(e)] the supplement[s] to the registration document of the Issuer dated 16 May 2022 dated 14 March 2023 [and] [(e)][(f)] **the supplement(s) to the registration document of the Issuer dated 17 April 2023 dated 20 December 2023** [●] which [has][have] been incorporated by reference into the Base Prospectus. These Final Terms will be published on the [website of the [Luxembourg Stock Exchange (www.luxse.com)]~~insert other stock exchange~~] [and on the] website of the Issuer (<https://www.onemarkets.de>).

Dieses Dokument stellt die Endgültigen Bedingungen der hierin beschriebenen Schuldverschreibungen gemäß Artikel 8 Abs. 5 der Verordnung (EU) 2017/1129 des Europäischen Parlaments und des Rates vom 14. Juni 2017 über den Prospekt, der beim öffentlichen Angebot von Wertpapieren oder bei deren Zulassung zum Handel an einem geregelten Markt zu veröffentlichen ist, in der jeweils gültigen Fassung (die "**Prospektverordnung**") dar. Diese Endgültigen Bedingungen müssen, um sämtliche Angaben zu erhalten, zusammen mit den Informationen gelesen werden, die enthalten sind (a) im Basisprospekt vom 31. März 2023 (der "**Basisprospekt**"), [(b) in [dem][den] [Nachtrag][Nachträgen] zu diesem Basisprospekt gemäß Artikel 23 der Prospektverordnung vom [●] ([der "**Nachtrag**")[die "**Nachträge**"])][,] [und] [(b)][(c)] im Registrierungsformular der UniCredit Bank AG vom 16. Mai 2022 (~~das "**Registrierungsformular**"~~), das durch Verweis in den Basisprospekt einbezogen wurde[,] und [(c)][(d)] im Registrierungsformular der UniCredit Bank AG vom 17. April 2023, das durch Verweis in den Basisprospekt einbezogen wurde[,] [und] [(e)][(d)][(e)] in [dem][den] [Nachtrag][Nachträgen] zum Registrierungsformular vom 16. Mai 2022 vom 14. März 2023 [und] [(e)][(f)] [dem][den] [Nachtrag] [Nachträgen] zum Registrierungsformular vom 17. April 2023 vom 20. Dezember 2023] [und vom] [●], [der][die] durch Verweis in den Basisprospekt einbezogen wurde[n]]. Diese Endgültigen Bedingungen werden [auf der Website der [Börse Luxemburg (www.luxse.com)] [andere Börse einfügen]] [sowie] auf der Website der Emittentin (<https://www.onemarkets.de>) veröffentlicht."

11. In the section "**Form of Final Terms**" on page 335, the name of UniCredit Bank AG in its role as Principal Paying Agent (*Hauptzahlstelle*) as well as Calculation agent (*Berechnungsstelle*) in § 6 shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"Principal Paying Agent:	[UniCredit Bank <u>GmbH</u> AG, Arabellastrasse 12, 81925 Munich, Germany]"
(...)	
"Hauptzahlstelle	[UniCredit Bank <u>GmbH</u> AG, Arabellastrasse 12, 81925 München, Deutschland]"
(...)	
"Calculation Agent:	[UniCredit Bank <u>GmbH</u> AG, Arabellastrasse 12, 81925 Munich, Germany]"
(...)	
"Berechnungsstelle:	[UniCredit Bank <u>GmbH</u> AG, Arabellastrasse 12, 81925 München, Deutschland]"

12. In the section "**Form of Final Terms**" on page 355, the name of UniCredit Bank AG as signatory shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"UniCredit Bank **GmbH** AG"

13. In the section "**GENERAL INFORMATION**" on page 363, the second paragraph shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

Availability of Documents

Copies of the articles of association of the Issuer, the consolidated annual reports in respect of the fiscal years ended 31 December 2021 and 2022 of the Issuer, the forms of the Global Notes and the Final Terms will be available during usual business hours on any weekday (except Saturdays and public holidays) at the offices of the Issuer and of BNP Paribas, Luxembourg Branch, 60, Avenue J.F. Kennedy, L-2085 Luxembourg in its capacity as listing agent for the Notes. The unconsolidated annual financial statements

of the Issuer in respect of the fiscal years ended 31 December 2021 and 2022 prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*) will also be available at the offices of the Issuer. For the life of this Base Prospectus, all documents from which information has been incorporated by reference herein will be available for collection in the English language or German language, as applicable, free of charge, at the offices of the Issuer (UniCredit Bank **GmbH AG**, Arabellastrasse 12, 81925 Munich, Germany) and can be inspected on the following websites of UniCredit Bank **GmbH AG**: <https://www.onemarkets.de/basisprospekte> (with regard to the base prospectuses) <https://www.onemarkets.de/de/rechtliches/registrierungsdokumente-uvp.html> (with regard to the registration document), <https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp> (with regard to the annual reports) and <https://www.hypovereinsbank.de/hvb/ueber-uns/investor-relations-en/corporate-governance-en> (with regard to the articles of association)."

14. In the section "**GENERAL INFORMATION**" on page 363, the fourth and fifth paragraphs shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"Agents

Principal Paying Agents under the Programme are UniCredit Bank **GmbH AG**, Arabellastrasse 12, 81925 Munich, Germany and Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom.

Calculation Agent under the Programme is UniCredit Bank **GmbH AG**, Arabellastrasse 12, 81925 Munich, Germany and Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom or such other entity as may be appointed in the relevant Final Terms."

15. In the section "**INFORMATION INCORPORATED BY REFERENCE**" on page 365, new limbs (iii) and (iv) shall be inserted as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"(iii) Pages 4-10 of the "Registration Document of UniCredit Bank GmbH (formerly UniCredit Bank AG), dated 17 April 2023, approved by the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht)" (the "Registration Document") (https://www.onemarkets.de);

"(iv) "Supplement dated 20 December 2023 to the Registration Document of UniCredit Bank GmbH (formerly UniCredit Bank AG), dated 17 April 2023, approved by the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht)": (https://www.onemarkets.de);"

16. In the section "**INFORMATION INCORPORATED BY REFERENCE**" starting on page 365, the text on pages 365 et seq. in the table shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"

	Pages of the document containing information incorporated by reference:	Inserted in this Base Prospectus on the following pages:
Registration Document of UniCredit Bank AG, dated 16 May 2022, approved by the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht)		
A. Risk Factors	p. 4-10	p. 9
- Risks related to the Issuer's financial situation	p. 4-5	p. 9

-	Risks related to the Issuer's specific business activities	p. 5-6	p. 9
-	General risks related to the Issuer's business operations	p. 6-7	p. 9
-	Legal and regulatory risks	p. 7-9	p. 9
-	Strategic and macroeconomic risks	p. 9-10	p. 9
B.	Persons responsible	p. 10	p. 29
C.	Statutory Auditors	p. 11	p. 29
D.	UniCredit Bank AG	p. 11-12	p. 29
E.	Business Overview	p. 12-14	p. 29
G.	Major Shareholders	p. 16	p. 29
H.	Historical Financial Information (to the extent the financial information relates to the audited consolidated financial statements of HVB Group for the financial year ended 31 December 2021)	p. 16	p. 29
I.	Audit Opinion of the Auditors (to the extent the audit opinion relates to the audited consolidated financial statements of HVB Group for the financial year ended 31 December 2021)	p. 17	p. 29
J.	Legal and Arbitration Proceedings	p. 17-18	p. 29
K.	Proceedings Related to Actions by the Regulatory Authorities	p. 18-19	p. 29
Supplement dated 14 March 2023 to the Registration Document of UniCredit Bank AG, dated 16 May 2022, approved by the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht)			
-	Changes in the section "A. RISK FACTORS"	p. 5-8	p. 9
-	Risks arising from pension commitments	p. 5	p. 9
-	Risks arising from trading activities (market risk)	p. 5	p. 9
-	Risks from other business activities	p. 5	p. 9
-	Risks from concentration of risk and earnings	p. 5	p. 9
-	Regulatory risks	p. 5-6	p. 9
-	Legal and tax risks	p. 6	p. 9
-	Strategic risk	p. 6-7	p. 9
-	Macroeconomic risk	p. 7-8	p. 9
-	Changes in the section "D. UNICREDIT BANK AG"	p. 8-9	p. 29
-	Changes in the section "E. BUSINESS OVERVIEW"	p. 9-11	p. 29
-	Changes in the section "F. MANAGEMENT AND SUPERVISORY BODIES"	p. 11-13	p. 29
-	Changes in the section "J. LEGAL AND ARBITRATION PROCEEDINGS"	p. 16-17	p. 29

- Changes in the section K. Proceedings related to actions by the regulatory authorities	p. 17	p.29
<u>Registration Document of UniCredit Bank GmbH (formerly UniCredit Bank AG), dated 17 April 2023, approved by the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht)</u>		
<u>A. Risk Factors</u>	<u>p. 4-10</u>	<u>p. 9</u>
- <u>Risks related to the Issuer's financial situation</u>	<u>p. 4-5</u>	<u>p. 9</u>
- <u>Risks related to the Issuer's specific business activities</u>	<u>p. 5-6</u>	<u>p. 9</u>
- <u>General risks related to the Issuer's business operations</u>	<u>p. 6-7</u>	<u>p. 9</u>
- <u>Legal and regulatory risks</u>	<u>p. 7-9</u>	<u>p. 9</u>
- <u>Strategic and macroeconomic risks</u>	<u>p. 9-10</u>	<u>p. 9</u>
<u>B. Persons responsible</u>	<u>p. 10</u>	<u>p. 29</u>
<u>C. Statutory Auditors</u>	<u>p. 10-11</u>	<u>p. 29</u>
<u>D. UniCredit Bank AG</u>	<u>p. 11-12</u>	<u>p. 29</u>
<u>E. Business Overview</u>	<u>p. 12-14</u>	<u>p. 29</u>
<u>G. Major Shareholders</u>	<u>p. 16</u>	<u>p. 29</u>
<u>H. Legal and Arbitration Proceedings</u>	<u>p. 17-19</u>	<u>p. 29</u>
<u>I. Proceedings Related to Actions by the Regulatory Authorities</u>	<u>p. 19</u>	<u>p. 29</u>
<u>Supplement dated 20 December 2023 to the Registration Document of UniCredit Bank GmbH (formerly UniCredit Bank AG), dated 17 April 2023, approved by the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht)</u>		
- <u>Changes in the section "A. RISK FACTORS"</u>	<u>p. 6</u>	<u>p. 9</u>
- <u>Changes in the section "B. PERSONS RESPONSIBLE"</u>	<u>p. 6</u>	<u>p. 9</u>
- <u>Changes in the section "C. STATUTORY AUDITORS"</u>	<u>p. 6-7</u>	<u>p. 9</u>
- <u>Changes in the section "D. UNICREDIT BANK AG"</u>	<u>p. 7-8</u>	<u>p. 29</u>
- <u>Changes in the section "F. MANAGEMENT AND SUPERVISORY BODIES"</u>	<u>p. 8-10</u>	<u>p. 29</u>
Audited consolidated financial statements of HVB Group for the fiscal year ended 31 December 2021		
- Consolidated Income Statement	p. 86-87	p. 29
- Consolidated Balance Sheet	p. 88-89	p. 29
- Statement of Changes in Consolidated Shareholders' Equity	p. 90-91	p. 29
- Consolidated Cash Flow Statement	p. 92	p. 29

-	Notes to the Consolidated Financial Statements	p. 93-248	p. 29
-	Declaration of the Management Board	p. 249	p. 29
-	Auditor's Certificate	p. 250-258	p. 29
Audited unconsolidated financial statements (Jahresabschluss) of UniCredit Bank GmbH (formerly UniCredit Bank AG) for the fiscal year ended 31 December 2021			
-	Income Statement of UniCredit Bank AG	p. 76-77	p. 29
-	Balance Sheet of UniCredit Bank AG	p. 78-83	p. 29
-	Notes	p. 84-141	p. 29
-	Auditor's Report	p. 143-150	p. 29
Audited consolidated financial statements of HVB Group for the fiscal year ended 31 December 2022			
-	Consolidated Income Statement	p. 98	p. 29
-	Consolidated Balance Sheet	p. 100-101	p. 29
-	Statement of Changes in Consolidated Shareholders' Equity	p. 102-103	p. 29
-	Consolidated Cash Flow Statement	p. 104	p. 29
-	Notes to the Consolidated Financial Statements	p. 105-274	p. 29
-	Declaration of the Management Board	p. 275	p. 29
-	Auditor's Certificate	p. 276-285	p. 29
Audited unconsolidated financial statements (Jahresabschluss) of UniCredit Bank GmbH (formerly UniCredit Bank AG) for the fiscal year ended 31 December 2022			
-	Income Statement of UniCredit Bank AG	p. 6-7	p. 29
-	Balance Sheet of UniCredit Bank AG	p. 8-13	p. 29
-	Notes	p. 14-75	p. 29
-	Auditor's Report	p. 77-86	p. 29
The Terms and Conditions of the Notes and Part I of the Form of Final Terms included in the base prospectus for the issuance of notes dated 26 April 2019 in respect of the Programme			
-	Terms and Conditions of the Notes	p. 66-171 and p. 172-267	p. 365
-	Part I of the Form of Final Terms	p. 271-283 and p. 284-295	p. 365
The Terms and Conditions of the Notes and Part I of the Form of Final Terms included in the base prospectus for the issuance of notes dated 1 April 2020 in respect of the Programme			
-	Terms and Conditions of the Notes	p. 37-153 and p. 154-259	p. 365

- Part I of the Form of Final Terms	p. 265-288	p. 365
The Terms and Conditions of the Notes and Part I of the Form of Final Terms included in the base prospectus for the issuance of notes dated 31 March 2021 in respect of the Programme		
- Terms and Conditions of the Notes	p. 38-165 and p. 166 to 279	p. 365
- Part I of the Form of Final Terms	p. 286-309	p. 365
The Terms and Conditions of the Notes and Part I of the Form of Final Terms included in the base prospectus for the issuance of notes dated 31 March 2022 in respect of the Programme		
- Terms and Conditions of the Notes	p. 42-179 and p. 180-302	p. 365/366
- Part I of the Form of Final Terms	p. 310-333	p. 365/366
The First Supplement dated 21 May 2021 to the Base Prospectus for the issuance of Notes dated 31 March 2021		
- Terms and Conditions	p. 5-6	p. 366
- Part I of the Form of Final Terms	p. 7	p. 366
The Second Supplement dated 3 August 2021 to the Base Prospectus for the issuance of Notes dated 31 March 2021		
- Terms and Conditions	p. 8-10	p. 366
- Part I of the Form of Final Terms	p. 10-11	p. 366

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17. In the section "**INFORMATION INCORPORATED BY REFERENCE**" starting on page 365, the second paragraph on page 370 under the table shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"Copies of any or all of the documents from which information has been incorporated herein by reference will be available, free of charge, at the offices of UniCredit Bank **GmbH AG** (Arabellastrasse 12, 81925 Munich, Germany). "

18. On page 371, the text shall be amended as follows, whereby added text is printed in **bold and underlined** and deleted text is printed in ~~strikethrough~~:

"

ISSUER

UniCredit Bank GmbH AG
Arabellastrasse 12
81925 Munich
Germany

ARRANGER

UniCredit Bank GmbH AG
Arabellastrasse 12
81925 Munich
Germany

DEALER

UniCredit Bank GmbH AG
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**AUDITORS TO UNICREDIT BANK GMBH (FORMERLY UNICREDIT BANK AG) FOR
THE FINANCIAL YEAR 2021**

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**AUDITORS TO UNICREDIT BANK GMBH (FORMERLY UNICREDIT BANK AG) FOR
THE FINANCIAL YEAR 2022**

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Germany

PRINCIPAL PAYING AGENT
in relation to ICSD Notes

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Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

PRINCIPAL PAYING AGENT
in relation to Notes deposited with Clearstream, Frankfurt

UniCredit Bank GmbH AG
Arabellastrasse 12
81925 Munich
Germany

LISTING AGENT
in relation to Notes listed on the Luxembourg Stock Exchange

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Luxembourg Branch
60, avenue J.F. Kennedy
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Luxembourg

LEGAL ADVISER

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