

This document constitutes a registration document (the "**Registration Document**") within the meaning of Art. 10 (1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**") in connection with Art. 7 and Annex 6 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019, in the version valid as of the date of the Registration Document (the "**Delegated Regulation**").



## **UniCredit Bank AG**

Munich, Federal Republic of Germany

**The validity of this Registration Document expires on 17 April 2024. The obligation to supplement this Registration Document in the event of significant new factors, material mistakes or material inaccuracies does not apply when this Registration Document is no longer valid.**

**17 April 2023**

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## **A. RISK FACTORS**

*The following is a disclosure of material risk factors (the "Risk Factors") that are specific and material with respect to the ability of UniCredit Bank AG ("HVB" or the "Issuer", and together with its consolidated subsidiaries, the "HVB Group") to fulfill its obligations under securities issued by it. The Risk Factors are presented in risk categories (section 1. to section 5.) depending on their nature, whereby the two most material risk factors according to the Issuer are presented first in each category. The Issuer's assessment of materiality was based on the probability of their occurrence and the expected extent of their negative effects.*

### **1. Risks related to the Issuer's financial situation**

#### **1.1 Liquidity risk**

In the course of its business activities, HVB Group must ensure, among other things, that the smooth and orderly processing of foreseeable and unforeseeable business transactions with regard to payment obligations entered into and means of payment available is guaranteed at all times within the regulatory framework. In this context HVB Group is subject to liquidity risk and defines this as the danger that the bank is not able to meet its payment obligations on time or in full and as the risk of not being able to obtain sufficient liquidity when required or that liquidity will only be available at higher interest rates, and/or as the risk that the bank will only be able to liquidate assets on the market at a discount.

For example a financial market crisis could lead to financial instability and to a decline in volume and availability of liquidity in the short-term, medium-term and long-term funding in the market. In such situation an increasing dependence on central bank liquidity could arise. In addition, counterparty risk between banks in particular could increase substantially which could cause a decline in interbank business and could entail a decrease of customers' confidence. In this connection, reduced trust could result in large outflows of deposits in HVB Group, which as a consequence 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.

Furthermore the access for HVB Group to liquidity could be impeded in case of an inadequate access to bond markets or by the inability to issue bonds or to obtain other forms of interbank loans. Interbank funding costs could increase and reduced availability and/or higher costs of funding, combined with reduced access to similar or other forms of funding and/or the inability of HVB Group to dispose its assets or liquidate its investments could have negative effects on its business activities and on its operating results and financial situation.

Another risk concerns transfers of liquidity between units of HVB Group. These transfers are monitored by the regulatory authorities so that HVB and its subsidiaries could be forced to reduce their lending or borrowing to/from other legal entities within HVB Group and this could negatively impact the ability of HVB Group to meet the liquidity regulations of its subsidiaries through an intra-group transfer of capital, which in turn could have substantial negative effects on the operating results of HVB Group and on its business and financial situation.

Besides there are risks known as 'systemic risks'. HVB Group routinely processes high volumes of transactions with numerous counterparties in the financial services sector, including business with brokers and traders, commercial banks, investment banks and other institutional clients. Financial services institutions operating transactions with such institutions, are linked through trading, investment, clearing and counterparty relationships, among others. Concerns regarding the stability of one or more of these institutions and/or the countries in which they operate could lead to a serious liquidity shortage (up to and including an entirely frozen interbank business), to losses and/or other institutional defaults. These risks could have detrimental effects on financial intermediaries such as clearing facilities, clearing houses, banks, securities houses and stock exchanges with which HVB Group interacts on a daily basis. This could in turn have negative effects on the ability of HVB Group to procure new funding.

#### **1.2 Risks arising from pension commitments**

HVB Group has undertaken to provide a range of different pension plans to current and former employees, which are largely financed by various forms of investment, some of which are external. Pension risk may arise in connection with the pension plans on both the assets side and the liabilities side (pension commitments). This may be caused by a decline in the fair value of plan assets on the assets side due to disadvantageous changes in market prices as well as by an increase in the obligations on the liabilities side, for instance due to a reduction in the discount rate. Furthermore, actuarial risks, such as longevity risk (changes to the mortality tables) may arise on the obligation side. In this context, pension risk is the risk that the pension provider will have to provide additional capital to service the vested pension commitments.

Interest rates continue to be seen as the main risk driver for the amount of the pension commitments disclosed. The huge increase in yields in the past year led to a considerable reduction in the present value of the obligations, which clearly overcompensated for the decline on the investment side. The funding situation has improved significantly. Looking ahead, the rise in interest rates makes it easier to generate returns on plan assets from the

fixed-income segment. The sharp rise in inflation has also triggered a reassessment of medium and longer-term inflation assumptions, partly offsetting the positive impact from higher interest rates. The central banks seem determined to combat inflation by raising interest rates. However, this could also undermine economic development and consequently lead to a volatility increase in the capital markets with potentially negative effects on the asset side. Further changes in the actuarial assumptions (for example, pension increases, salary increases, career trends and life expectancy) could influence the amount of the pension obligations, resulting in significant increases. All of the detrimental factors can have negative effects on the business results and the capital position of HVB Group, and thus on its financial situation. As of 31 December 2022 the present value of the defined benefit obligations in HVB Group was at € 4,025 million, the fair value of plan assets had a volume of € 4,132 million.

## **2. *Risks related to the Issuer's specific business activities***

### **2.1 *Risk from lending business (credit risk)***

As a universal bank with a wide range of banking products and services, lending is one of HVB Group's main business areas. The HVB Group is thus exposed to a large extent to credit risks.

The credit risk of HVB Group, consisting of credit default risk including counterparty risk and issuer risk as well as country risk is influenced amongst others by several, unforeseeable factors, regarding economic and political trends, such as recessions, industry specific market developments, foreign currency risks, changes in tax and monetary policies, natural disasters, pandemics, wars, sanctions, changes in laws and regulatory requirements, liquidity and expectations of the capital markets as well as consumer behaviour with regard to investments and savings.

The solvency of HVB Group's customers could, among other things, deteriorate as a result of the above mentioned factors, with the result that they may probably not be in a position to meet their entire contractual obligation towards HVB Group as a whole, without having to take recourse to measures like the sale of collateral (where present).

In addition the value of the loan collaterals (e.g. real estate, securities, deposits, ships) could also fall below the amount of outstanding capital or in case of debt enforcement HVB Group could be unable to realise the expected value.

As result HVB Group could be forced to arrange for a revaluation of the loan and/or form additional loan loss provisions and higher reserves leading to losses for HVB Group.

A weakening of demand for financial products or inaccurate assessments of the creditworthiness or the country risk of the customers could also have detrimental effects on the operating results of HVB Group and its business and financial situation.

In addition to traditional banking activities, HVB Group is active in transactions in securities, derivatives, foreign exchange, commodities or securities lending/repurchase transactions. In this context further risks could arise from settlement or performance that is not provided at all or in a timely way by the counterparty as well as from system failures at clearing agencies/houses, stock exchanges or other financial intermediaries (including HVB Group).

A part of the credit risk of HVB Group results from credit exposures to the parent company of HVB Group, the UniCredit (UniCredit S.p.A. together with its consolidated subsidiaries). Changes in German and international laws and regulations with regard to the amount and weighting of intra-group exposures could have substantial negative effects on the internal funding of HVB Group, the costs of this funding (especially when it must be procured externally) and therefore on the business and financial situation of HVB Group.

### **2.2 *Risks from trading activities (market risk)***

HVB Group is exposed to market risk, which mainly arise in the Corporates business segment. One part of the market risk is in trading books while the other part – mainly invested in interest-bearing-securities – lie in strategic investments or in liquidity reserve portfolios in the banking book.

Market risk is defined as the risk of incurring losses on positions held on and off the balance sheet in the trading or investment books as a result of unfavourable changes in the market value of securities or financial derivatives. The most relevant of these prices are interest rates (used to determine and discount cash flows), share prices, credit spreads (including, but not limited to, changes in these spreads due to credit defaults or rating changes), spot exchange rates, commodity prices and derived prices such as volatilities and correlations between these parameters.

Increased market volatility, e.g. in the context of the further development of Covid-19, or fluctuations of interest rates or credit spreads in Europe and other markets in which HVB Group does business may negatively affect its financial situation and profitability. For example the current low interest rates are causing a decrease in margins, especially on the deposit side, that is having a direct negative impact on earnings. It cannot be guaranteed that there will be no substantial long-term decrease in earnings that would lead to a loss in market value of HVB Group.

HVB Group earns income outside the eurozone and a portion of its transactions is conducted in other currencies than euro. Consequently, HVB Group is exposed to exchange rate risks and risks pertaining to transactions in foreign currencies. Unfavourable changes in exchange rates could therefore negatively affect the business activities of HVB Group and its financial situation.

Market liquidity risk relates to the risk that HVB Group will suffer losses due to the disposal of assets that can only be liquidated on the market at a discount. In extreme cases, HVB Group may not be able to sell such an asset, as the market does not offer enough liquidity or HVB Group holds a position that is too large compared to the market turnover.

### 2.3 *Risks from other business activities*

In addition to the core/banking business, the HVB Group is also exposed to risks from other business areas like own real estate.

Real estate risk (RER) is defined as the potential loss resulting from market value fluctuations of the bank's own real estate portfolio. This includes the portfolio of the legal entities (owned or leased according to IFRS 16), of the property ownership companies and shareholding companies. It does not take into consideration lands and properties held as collateral which are considered within credit risk.

The main risks for the bank-owned portfolio mainly stem from the trend of the market value resp. the trend of the book value (for IFRS properties). The risk drivers are e.g. the future usage by the bank, property rents/bank rents, market rents, occupancy rate, residual term of rental contracts and investment needs. The situation in real estate markets depends on economic trends. The effects of the Russia-Ukraine conflict, the inflation trend and a change in the financing interest rates on the value development of the properties cannot yet be finally assessed. Should the growth slow down, a corresponding decline in demand for rental properties is likely. This would probably lead to negative consequences for the operating results and financial situation of HVB Group.

Financial investment risk covers potential losses arising from fluctuations in the measurement of HVB Group's equity interest. Financial investment risk of HVB Group stems from losses from equity mobilized in connection with an equity held in companies that are not included in the consolidated financial statements according to IFRS principles or are not included in market risk. The financial investment portfolio mainly consists of unlisted interests, equity derivatives and other fund shares (real-estate funds and other closed funds).

Operational or financial losses to which these companies are exposed could cause decreases in the value of these participations and thus have negative effects on the assets and financial situation of HVB Group.

## 3. *General risks related to the Issuer's business operations*

### 3.1 *Operational risk*

Due to its business operations the HVB Group is exposed to operational risks (OpRisk).

HVB Group defines operational risk as the risk of losses resulting from inadequate or failed internal processes, systems and people or from external events in line with the Capital Requirement Regulation (CRR). The definition of OpRisk includes legal risk, but excludes strategic and reputational risk. Legal risk includes, but is not limited to, exposure to fines, penalties, or punitive damages resulting from supervisory actions, as well as private settlements.

The group of various types of operational risk of the HVB Group contains among others:

- Risks due to the use of necessary Information- and Communication Technology (ICT)-systems, e.g. due to unavailability of ICT, hacker attacks (ICT Risk (including cyber risks))
- Risks due to disruption and/or discontinuity of critical business processes (business continuity management risk)
- Risks in the course of outsourcing of operations and processes to external providers (outsourcing risk)

In case operational risks occur, financial losses of the HVB Group could arise, in the worst case leading to a total loss of the invested capital.

### 3.2 *Reputational risk*

HVB Group defines reputational risk as the risk of a negative Profit and Loss ("P&L") effect caused by adverse reactions of stakeholders due to their altered perception of the bank, which can in turn be triggered by the materialization of a primary risk such as credit risk, market risk, operational risk, liquidity risk, business risk, strategic risk or other primary risks. Thus reputational risk potentially arises as an additional risk from the materialization of a primary risks as for example an operational risk of the bank. Moreover reputational risk may

also not have to be linked to a primary risk as for example in case of a high-level representative of the bank making adversely perceived public statements concerning matters of the bank.

Basically reputational risk implies a loss of confidence of a stakeholder vis-à-vis the bank. The HVB Group, as part of a Pan-European Banking Group, defines as key stakeholders customers, employees, regulators, rating agencies and creditors. A possible reaction of stakeholders arising from the loss of confidence could be for example that customers cancel their relationship to the HVB Group or rating agencies downgrade the HVB's rating.

The effects of a reputational risk event on the P&L of the bank may be reflected e.g. in the operational risk (e.g. losses due to increased client claims), in the business risk (e.g. decline in sales) or liquidity risk (e.g. increased refinancing costs).

### **3.3 Business risk**

HVB Group defines business risk as a measure of the distance between unexpected adverse changes in the future earnings of the bank and the expected ones on a one-year risk horizon. Business risk can result above all from a serious deterioration in market environment, changes in the competitive situation or customer behaviour, but may also result from changes in the expense structure.

Essentially, business risk refers to the possibility that the bank will have lower than anticipated profits or experience a loss rather than taking a profit impairing the company's ability to provide its investors and stakeholders with adequate returns. Given that HVB Group's activities are mainly concentrated in Germany and Italy, scenarios that would include a deterioration of the macroeconomic conditions in these countries could cause an increase in the business risk of HVB Group.

### **3.4 Risks from concentrations of risk and earnings**

Concentrations are accumulations of risk and/or earnings positions that react similarly to specific developments or events. Risk concentrations may have an impact within a risk type or equally across risk types. They indicate increased potential losses resulting from an imbalance of risk positions held in customers and products or specific industries and countries in line with HVB Group's business model and business strategy.

The largest concentrations of credit risk are in Germany, HVB Group's core market, and in France and Italy, which is partly due to HVB Group's role as a Group-wide competence centre for UniCredit's market and investment banking activities. In terms of industries, the largest concentrations of credit risk are in the financial institutions (including foreign countries), real estate and private customers industry groups. The concentration in financial institutions (including foreign countries) is partly due to HVB Group's own liquidity investments.

In addition, concentrations of earnings may also occur at individual customers, business segments, products, industries or regions which also represents a business-related strategy risk for HVB Group.

In the case of a deterioration in the economic environment, e.g. in individual sectors or countries in which the Bank is heavily involved, the Bank may be affected to a correspondingly greater extent by possible losses due to an existing concentration risk.

## **4. Legal and regulatory risks**

### **4.1 Regulatory risks**

The activities of HVB Group are regulated and supervised by the central banks and regulatory authorities in the countries and regions where HVB Group does business. Within the Single Supervisory Mechanism (SSM) HVB Group is subject to the supervision by the European Central Bank (ECB).

The bank regulatory regimes in the various local jurisdictions contain disparities and may change at any time. This could have a severe impact on the competitive situation and may require HVB Group to take wide-ranging measures. Apart from e.g. significantly higher capital costs and a significant rise of costs for the implementation of regulatory requirements also changes in the business model may be required.

Should HVB or any of its subsidiaries not fully comply with the regulatory requirements of the respective supervisory authorities, this could lead to sanctioning measures by the relevant Competent Authority supervisor right up to the withdrawal of the licence.

HVB has therefore established a process in accordance with the Minimum Requirements for Risk Management (MaRisk) which shall ensure the identification und implementation of new regulations by and applicable to HVB. In addition, the potential impacts of relevant new regulations on the Bank are assessed at an early stage and relevant measures are taken, if necessary. Moreover external audits and the communication with supervisory authorities are coordinated centrally in HVB.

Nevertheless changes of the regulatory and statutory environment of HVB or cases of non-compliance with regulatory requirements by the supervisors may still occur, which can have a severely disadvantageous impact on

certain business activities, the earnings situation and the financial situation of HVB, such as restrictions on the business activity of HVB or its subsidiaries.

According to European and German regime on bank recovery and resolution law credit institutions are obliged to prepare recovery plans and to participate in the preparation of resolution plans by the relevant national resolution authority. The relevant recovery and resolution plans for HVB are an integral part of the group-wide recovery and resolution plans for UniCredit S.p.A. The national competent supervisory authority may initiate early intervention measures in order to react to a critical financial situation. If the requirements for resolution under the Single European Bank Resolution Mechanism and the rules applicable thereunder are met the competent resolution authority may undertake a range of measures, especially resolution measures. In this case there is a risk of total loss of invested capital for shareholders and creditors.

Furthermore, credit institutions are required to meet the Minimum Requirement for own funds and Eligible Liabilities (MREL). The relevant minimum contribution is determined on a yearly basis by the competent resolution authority. HVB is part of the UniCredit resolution group in which UniCredit S.p.A. acts as resolution entity. Due to its size and risk profile, HVB, as a non-resolution entity, is subject to minimum requirements called internal MREL, which must be met entirely for the first time in 2024.

HVB and HVB Group are subject to stress testing measures introduced or coordinated by the German financial supervisory authorities (German Federal Financial Supervisory Authority (BaFin) and the German Central Bank (Deutsche Bundesbank)), the European institutions (European Banking Authority (EBA) and ECB), European Commission and the European Systemic Risk Board (ESRB)) or as well as by the supervisory authorities in the countries in which HVB and HVB Group operate. Since the ECB has classified UniCredit S.p.A. as a systemically important bank, HVB and HVB Group, as a part of UniCredit, were subject to the EU-wide stress tests. As these stress tests were run at the highest level of consolidation, HVB and HVB Group were subject to the EU-wide stress test only as a part of UniCredit, but not on a stand-alone level. HVB and HVB Group, as a part of UniCredit, may be subject to similar measures in the future.

In addition to the participation in EU-wide stress tests, HVB and HVB Group are required to regularly conduct internal stress tests based on macroeconomic scenarios or on ad-hoc basis. The results of these internal stress tests are provided to the top management of HVB and of relevant subsidiaries within HVB Group as well as to the German Central Bank.

In addition, UniCredit S.p.A. and HVB are subject to the annual Supervisory Review and Evaluation Process (SREP). HVB Group complies with all current SREP capital requirements.

The business performance of HVB and HVB Group could be negatively affected and it may be required to comply with additional prudential requirements or to take remedial actions (such as raising own funds) in case of poor stress test results or deficiencies being identified in the course of stress testing measures or in connection with SREP by HVB, HVB Group, UniCredit or one of the financial institutions with which they do business.

#### 4.2 *Compliance risk*

Compliance risk is defined as an existing or future risk to income or capital as a consequence of infringements of or non-compliance with laws, regulations, statutory provisions, agreements, mandatory practices and ethical standards. This may result in fines, compensation for damage and/or contracts being rendered null and void in addition to damaging the HVB Group's reputation.

This includes the risk of being misused for the purposes of money laundering, terrorist financing and other criminal offences. In HVB Group, the Compliance function supports the management and monitoring of compliance risks with the main focus on breaching of laws and legal rules and regulations. The Compliance function identifies the compliance risk under consideration of external circumstances, potential impacts to the bank and their business activities and works towards the implementation of effective internal procedures and appropriate measures (including controls) to ensure compliance with the material statutory provisions and requirements for the institution. Dedicated risk analyses are therefore performed on a regular basis and follow the requirements from the Minimum Requirements for Risk Management (MaRisk), the German Banking Act (KWG), the German Securities Trading Act (WpHG), the Anti Money Laundering Act (GwG) as well as the Minimum Requirements for Compliance (MaComp).

Besides the regular updates of compliance risk results, ad hoc assessments are carried out in order to reflect newly arising risks. The opening of a new business line and/or structural changes within the bank are examples which could trigger a re-assessment. Risk results are reported on a quarterly basis to the Management Board of HVB. Based on the risk-results, activities within Compliance are managed, such as inter alia second-level controls, advice activities, subject-specific training courses etc. However, cases of non-compliance (e.g. fraud) could occur in the future and cause financial losses as well as a negative public perception of HVB Group.

### 4.3 *Legal and tax risks*

With regard to legal risks HVB and other companies belonging to HVB Group are involved in various legal proceedings at the date of this Registration Document. HVB and other companies belonging to HVB Group are required to deal appropriately with various legal and regulatory requirements. Failure to do so may lead to litigation and administrative proceedings or investigations, and subject HVB and other companies belonging to HVB Group to damage claims, regulatory fines or other penalties.

In many cases, there is substantial uncertainty regarding the outcome of the proceedings and the amount of possible damages. These cases include criminal or administrative proceedings by the relevant authority and claims in which the claimant has not specifically quantified the amounts in dispute.

In that regard, HVB Group has processes in place to ensure adequate analysis of procedures and risks as a basis for deciding whether provisions for legal risks must be increased in specific cases or whether they are appropriate under the current circumstances. Following an analysis in each case, HVB Group has created appropriate provisions for legal risks for ongoing proceedings. However, the possibility that the existing provisions are inadequate cannot be ruled out. As of 31 December 2022, the provisions (included in the 2022 annual report) are equal to € 782 million. Therein are € 158 million provisions which include legal risks and similar.

Regarding tax risks, at the date of this Registration Document external tax audits of HVB and other HVB Group companies are taking place. It cannot be ruled out that these external tax audits of HVB Group will lead to supplementary payments of taxes and interest. Such additional payments could have negative effects on the operating results of HVB Group and/or its business performance and financial situation. Appropriate provisions have been recognized for this.

Moreover, if an HVB Group company should violate or be alleged to violate tax laws of one or more of the countries in which HVB Group does business, HVB Group could be exposed to additional tax risks and other risks. This would in turn increase the probability of additional tax proceedings and other official proceedings and could damage the reputation of HVB Group.

## 5. *Strategic and macroeconomic risks*

### 5.1 *Strategic risk*

HVB Group as a universal bank is a provider of banking and financial services with a focus on Germany. It 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. As a consequence, the profitability and risk profile of HVB Group are influenced in particular by economic developments in Germany and by developments on the international financial and capital markets. In this context, strategic risk results from management either not recognising early enough or not correctly assessing significant developments or trends in the Bank's environment. As a consequence fundamental management decisions could, in retrospect, prove to be disadvantageous in terms of the Bank's long-term goals. In addition, some decisions may be difficult to reverse or cannot be reversed at all.

Presently the following areas determined as relevant for the occurrence of strategic risk:

- Economic environment - Distortions caused, for example, by the Russia-Ukraine conflict are creating economic uncertainties such as increased inflation or disruptions in energy supplies that could have a significant impact on the profit situation of HVB Group.
- Strategic orientation of HVB Group's business model - Delays in necessary adjustments to the business model could lead to imbalances in the earnings contributions of the business areas.
- Banking industry specific risks - The intensification of competitive conditions in the financial sector could, for example, lead to further shifts in market shares.
- Regulatory and legal environment - The failure of HVB or one of its subsidiaries to fully satisfy the regulatory requirements of the supervisory authorities could lead to the responsible authority imposing sanctions.
- UniCredit Bank AG's rating - A rating downgrade could make funding costs higher for HVB or have a negative impact on the business opportunities of HVB as a counterparty in the interbank market or with rating-sensitive customers.

### 5.2 *Macroeconomic risk*

Based on the strategic orientation of HVB Group their offering of products and concentration on the core market Germany, general economic developments in Germany, in combination with developments on the international

financial and capital markets are of great importance for the assets, liabilities, financial position and profit or loss of HVB Group.

According to HVB, the global economy is likely to slow down further in 2023, followed by a rather weak recovery in 2024. Economic headwinds for Germany stem in particular from higher energy costs and increasing interest rates. According to the Issuer, comparatively low debt levels of households and companies and robust labour markets in the US and the eurozone are still likely to prevent an even sharper slowdown of the global economy. Furthermore, German companies can gradually work off high backlog orders, as disruptions to supply chains have started to ease. For example, at the beginning of 2023, German companies in the manufacturing sector had backlog orders which amounted to 4.6 months in terms of production.

However, uncertainties for the outlook are high which makes macroeconomic forecasts difficult. In particular, HVB sees the following major risks which could lead to a more severe slowdown:

- The forecasts are based on the assumption that there is no shortage in natural gas. While Germany has made progress in improving its energy security through the building of LNG terminals, risks remain.
- Energy costs and raw material prices could rise more strongly than anticipated, thereby dampening the purchasing power of households and companies more markedly than assumed.
- The forecasts are also based on the assumption that supply shortages of input goods will continue to become less severe. The continuation of severe supply bottlenecks could dampen activities of industrial companies and prevent them from working off their high backlog orders and restocking their inventories.
- The forecasts are based on the assumption that the Federal Reserve and the ECB will stop hiking key rates at the end of the second quarter of 2023. If central banks hike key rates more strongly than assumed, it could dampen activity in interest-sensitive sectors such as construction more severely than anticipated.
- High infection rates due to the end of the covid-zero policy could weigh on the Chinese economy more markedly than anticipated, which in turn could dampen the global and the export-dependent German economy to a greater extent than assumed.
- The Russian-Ukrainian conflict could have more negative repercussions on the global economy and Germany than assumed. Examples are negative feedback effects of sanctions on Russia and heightened economic and geopolitical uncertainties which could negatively impact confidence of business leaders and financial investors.
- Apart from the Russian-Ukrainian conflict, further political uncertainties may remain such as the tensions between the US and China about trade and Taiwan. In addition to the continuing effects of the European sovereign debt crisis, there are also political and economic uncertainties in regard to the further development of the EU as a whole. Existing tensions between the EU and Turkey as well as ongoing geopolitical conflicts and an increase in terrorist attacks, pose further risks with regard to the security, monetary and economic situation throughout Europe.

It is also not foreseeable to what extent and to what intensity the financial markets will react to the overall developments. If one of the outlined risks prevail GDP growth may slow down more than anticipated, or even turbulence could occur on financial and capital markets. This could also have a negative impact on the assets, liabilities, financial position, and profit or loss of HVB Group. Due to the continuing high level of uncertainty of the macro-political environment and the resulting structurally high volatility of financial and capital markets, forward-looking statements on the development of business performance are subject to a high degree of uncertainty.

## **B. PERSONS RESPONSIBLE**

UniCredit Bank AG having its registered office at Arabellastrasse 12, 81925 Munich (acting through its head office or one of its foreign branches) accepts responsibility for the information contained in this Registration Document. UniCredit Bank AG declares that to the best of its knowledge, the information contained in this Registration Document is in accordance with the facts and that the Registration Document makes no omission likely to affect its import.

## **C. STATUTORY AUDITORS**

The independent auditors (*Wirtschaftsprüfer*) of 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 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.

## **D. UNICREDIT BANK AG**

### **1. *Information about HVB, the parent company of HVB Group***

The Issuer's legal name is UniCredit Bank AG, the brand name is "HypoVereinsbank", which is abbreviated as HVB. UniCredit Bank AG, formerly Bayerische Hypo- und Vereinsbank Aktiengesellschaft was formed in 1998 through the merger of Bayerische Vereinsbank Aktiengesellschaft and Bayerische Hypotheken- und Wechsel-Bank Aktiengesellschaft. The date of incorporation of Bayerische Vereinsbank Aktiengesellschaft was 8 May 1869 as Bayerische Vereinsbank Aktiengesellschaft. HVB is the parent company of HVB Group (HVB together with its consolidated subsidiaries) which is headquartered in Munich, Federal Republic of Germany. The Issuer operates under the laws of the Federal Republic of Germany.

As at 31 December 2022 the group of companies included in consolidation by HVB Group encompasses 107 (previous year: 122) controlled companies, of which 36 (previous year: 39) are classified as structured entities within the meaning of IFRS 12. In addition, the HVB Group had a total of 149 (previous year: 175) controlled companies, associates and joint ventures in HVB Group that were neither fully consolidated nor fully accounted for using the equity method as they are not of material importance to the HVB Group. A list of holdings of HVB containing all the affiliates, joint ventures and associates as well as structured entities is set out on pages 261 to 271 of the consolidated financial statements of HVB Group as at 31 December 2022 which is hereby incorporated by reference into this into this Registration Document (see "General Information – Information incorporated by reference in this Registration Document" below).

Since November 2005 UniCredit S.p.A., Milan, Italy holds 100% of the shares of HVB and therefore is the parent company of HVB. Thus, HVB, as a sub-group of UniCredit (UniCredit S.p.A. together with its consolidated subsidiaries) is an integral part of UniCredit.

The share capital of the HVB amounts to EUR 2,407,151,016.00 and is divided into ordinary bearer shares, broken down into 802,383,672 individual share certificates. The shares of HVB are fully paid-up. UniCredit S.p.A. holds directly 100 per cent. of HVB's share capital.

All shares in HVB are held by UniCredit S.p.A. There is neither a control nor a profit and loss transfer agreement between HVB and UniCredit S.p.A.; both companies are in a de facto group relationship. In accordance with the provisions of the German Stock Corporation Act, the Management Board of HVB therefore manages the Bank under its own responsibility and free of directives.

The Legal Entity Identifier (LEI) is 2ZCNRR8UK83OBTEK2170.

HVB has its registered office at Arabellastrasse 12, 81925 Munich and is registered with the Commercial Register at the Local Court (*Amtsgericht*) in Munich under number HRB 42148, incorporated as a stock corporation under the laws of the Federal Republic of Germany. It can be reached via telephone under +49-89-378-0 or via [www.hvb.de](http://www.hvb.de) (whereby the information on this website does not form part of this Registration Document and have not been scrutinised or approved by BaFin unless that information is incorporated by reference into this Registration Document. The information that is incorporated by reference into this Registration Document is set out in the section "*General Information – Information incorporated by reference in this Registration Document*" below).

As set out in Section 2 of the Articles of Association, the object and purpose of the company is to transact all kinds of banking transactions and the business of a Pfandbrief bank, to provide financial services and perform all other principal and ancillary activities a credit institution or Pfandbrief bank may perform, both for its own account or for the account of a third party.

Expected financing of the HVB's activities: HVB finances its activities using the usual sources of funding, in particular, the issuances of debt securities and deposits from banks and customers.

## 2. Ratings

UniCredit Bank AG has been rated (status as of April 2023) by Fitch Ratings ("**Fitch**"), Moody's Investors Service ("**Moody's**") and S&P Global Ratings ("**S&P**") as follows:

	<b>Long-term</b>	<b>Short-term</b>	<b>Outlook</b>
<b>Fitch*</b>	BBB+ <sup>1</sup>	F2 <sup>2</sup>	Stable
<b>Moody's**</b>	A2 <sup>3</sup>	-	Negative
<b>S&amp;P***</b>	BBB+ <sup>4</sup>	A-2 <sup>4</sup>	Stable

<sup>1</sup> Term used by Fitch: "Long-term Issuer Default-Rating (IDR)".

<sup>2</sup> Term used by Fitch: "Short-term Issuer Default-Rating (IDR)".

<sup>3</sup> Term used by Moody's: "Issuer Rating".

<sup>4</sup> Term used by S&P: "Issuer Credit Rating".

Fitch, Moody's and S&P are established in the European Economic Area or have relevant subsidiaries which are established in the European Economic Area and have been registered in accordance with Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended and are included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>.

## 3. UniCredit Unlocked

The UniCredit Unlocked strategic plan was successfully implemented in 2022. This multi-year plan is embedded in the Group-wide UniCredit Unlocked strategic plan with the cornerstones of simplification of the operating model with comprehensive process optimization and digitalization, growth in selected business areas, and an increase in capital efficiency.

## E. BUSINESS OVERVIEW

### 1. Principal Activities

As a universal bank, HVB and its subsidiaries are providers of banking and financial services with a focus on Germany. It 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 from mortgage loans, consumer loans, savings-and-loan and insurance products, and banking services for retail customers through to business loans and foreign trade financing and investment banking products for corporate customers. It extends to comprehensive financial and asset planning in high-value customer segments with needs-based advisory services by generalists and specialists.

Digitalisation and the commitment to Environmental, Social, and Governance (ESG) principles play a key role in the service of HVB.

### 2. Business segments of HVB Group

The activities of HVB Group are divided into the following operating segments:

- Retail

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\* **Explanation of definitions used by Fitch:** "BBB" ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. "F2" ratings indicate a good intrinsic capacity for timely payment of financial commitments. A **stable outlook** means that the rating is not likely to change.

\*\* **Explanation of definitions used by Moody's:** Obligations rated "A" are judged to be upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category. A **negative outlook** means that the rating might be lowered.

\*\*\* **Explanation of definitions used by S&P:** An obligation rated "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories. A short-term obligation rated "A-2" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitments on the obligation is satisfactory. A **stable outlook** means that the rating is not likely to change.

- Corporates
- Central Functions

### ***Retail***

Retail is positioned as a premium provider with its distinctive value proposition in superior advice capabilities as well as seamless omni-channel solutions. It serves individuals ranging from mass market with a more standardized product and service need over affluent to customers requiring more sophisticated solutions including private banking and wealth management customers as well as micro businesses like entrepreneurs and freelancers.

The strategy is focused on both growth and transformation. The growth strategy targets market share gains in selected customer segments, in particular wealthy individuals and micro businesses via investments in our brand, people, network as well as best-in-class investment advisory and financing products including sustainability/ESG. The product offering utilizes market leading solutions either from internal product factories or in co-operation with external partners, e.g. Allianz, Amundi.

The transformation strategy follows an optimisation of the service model leveraging remote/digital solutions for seamless, high quality delivery channels and financial services, including front-to-back process optimisation and simplification of the product catalogue.

The new Smart Banking omni-channel service model roll-out in 2021 is based on the seamless integration of the branch network, remote and digital channels.

### ***Corporates***

Corporates is positioned as a strategic partner with holistic and individual solutions for corporate clients. It serves the full corporates spectrum from SMEs to medium corporates and - with an industry coverage approach - large corporates.

In addition, the segment covers the bank's Client Risk Management activities for client risk management solutions, the coverage of Financial Institutions, the captive Private Investor Products business as well as the activities of the International Network.

The strategy is focused on profitable growth by acquisition of new clients, a share-of-wallet increase via cross-selling ,capital light advisory services, in particular by the roll-out of the industry sector coverage and sustainable finance advisory as well as on capital efficiency. High quality, customised corporate and investment banking solutions leverage close collaboration between coverage units, product specialists and cooperation partners, e.g. Deutsche Leasing/DAL, Allianz/Allianz Trade.

Furthermore, the Corporates segment targets efficiencies through simplification and digitalisation initiatives including enhanced remote sales and internal credit processes.

### ***Central Functions***

Central Functions represents the central internal service providers Chief Digital & Information Officer (CDIO), Operations Germany (COO), Corporate Centre and Treasury.

CDIO manages the entire digital transformation of HVB. The division supports the achievement of business and corporate objectives vis-à-vis customers and employees and fosters a digital culture within HVB Group through targeted initiatives with internal and external stakeholders.

CDIO bears overall responsibility for the digital agenda for retail and corporate customers, including steering the digital roadmap. This involves creating state-of-the-art customer experiences across all channels (e.g. online, app, remote, smart banking, branches) and digital products (e.g. accounts and payments, lending, deposits and investments as core banking products) and providing support in simplifying related products.

The division is also responsible for promoting and coordinating the implementation of HVB's data strategy, supporting relevant functions relating to data architectures and products, developing local data products and enhances analytical skills for both the retail and the corporate customer business. CDIO protects HVB's digital services against risks in the context of information security threats in line with the Group's digital security strategy and at the same time fosters the introduction of best practices for cyber security. Further focal points are the management and control of the most important IT governance processes. In addition, CDIO is the central unit for simplifying processes, for contract management with specific partners and service providers as well as for monitoring products and services provided to HVB Group by the Group's IT structures.

The COO business area sees itself as a central internal service provider for HVB day-to-day operations. While HVB's sales units conclude business transactions with customers, the COO business area attends to the further handling of internal processes insofar as these are within its remit. The activities of the COO cover core banking and investment banking operations. In addition, the COO business area is responsible for the physical security of HVB's customers, employees and assets, crisis management, strategic real estate management, logistics, cost

management, outsourcing and third-party management. Payments, securities settlement, parts of back-office processing, purchasing and facility management are purchased from outside sources and managed through what is known as the retained organisation functions in COO.

Corporate Centre includes Finance (Chief Financial Officer (CFO)), CRO (Chief Risk Officer) and CEO (Chief Executive Officer) as well as the profits and losses from other bank activities, consolidated subsidiaries and non-consolidated holdings which are not assigned to the other operating segments. Treasury is responsible for funding & interest rate management and cash pooling.

### 3. *Principal Markets*

In the opinion of HVB Group, it has a developed network of branches in Germany, particularly in Bavaria and the greater Hamburg area, which was modified to accommodate changed patterns of customer behaviour. As of 31 December 2022, HVB Group had 430 offices around the world (including 308 HVB branches in Germany) and 10,866 employees (in full-time equivalents, FTEs) (2021: 11,406).

## F. MANAGEMENT AND SUPERVISORY BODIES

Like all German stock corporations, UniCredit Bank AG has a two-tier board system. The Management Board (*Vorstand*) is responsible for management and the representation of HVB with respect to third parties. The Supervisory Board (*Aufsichtsrat*) appoints and removes the members of the Management Board and supervises the Management Board's activities.

In accordance with Section 24 (1) sent. 2 of the German Act on the Co-determination of Employees in Connection with a Cross-border Merger (*MgVG*) in conjunction with Section 95 sent. 1 and 3 and Section 96 of the German Stock Corporation Act (*AktG*) and Section 9 of the Articles of Association, the Supervisory Board consists of 12 members, comprising an equal number of employee and shareholder representatives in accordance with the co-determination provisions. When new members of the Supervisory Board are appointed, care is taken to ensure that they have the required knowledge and skills and do not serve on governing bodies or perform advisory functions for key competitors. The members of the Supervisory Board are obliged to act in the interests of the company. Under the Supervisory Board's by-laws, any conflicts of interest must be disclosed to the Supervisory Board.

The Management Board is directly responsible for managing the company and works with the other bodies of the company and the employee representatives in the interests of the company. It develops the strategic orientation of the company, coordinates this with the Supervisory Board and is responsible for putting it into practice.

The members of the Management Board and the Supervisory Board of HVB may be contacted at their business address (UniCredit Bank AG, Arabellastrasse 12, 81925 Munich, Germany).

As of the date of this Registration Document, the composition of the Management Board and of the Supervisory Board of HVB and the functions and major activities performed by members of the Management Board outside HVB Group and the principal occupations of the members of its Supervisory Board are as follows:

#### Management Board

Name	Areas of Responsibility	Major activities outside HVB Group
Artur Gruca	Digital & Information (CDIO)	-
Marion Höllinger	Spokeswoman of the Management Board, People & Culture (incl. Arbeit und Soziales acc. to section 27 (2) 2 MgVG) (as of 1 March 2023)	ESMT European School of Management and Technology GmbH, Berlin (Member of the Supervisory Board) as of 1 March 2023
Dr Jürgen Kullnigg	Risk Management (CRO)	-
Jan Kupfer	Corporates	Bayerische Börse Aktiengesellschaft, Munich (Deputy Chairman of the Supervisory Board)
Monika Rast as of 1 March 2023	Private Clients Bank	UniCredit Bulbank AD, Sofia, Bulgaria (Member of the Supervisory Board)

<b>Name</b>	<b>Areas of Responsibility</b>	<b>Major activities outside HVB Group</b>
Christian Reusch	Client Solutions	-
Boris Scukanec Hopinski	Operations Germany (COO)	UniCredit Services S.C.p.A., Milan, (Member of the Consiglio di amministrazione - Advisory Board) until 1 October 2022
Ljubisa Tesić	Finance (CFO)	UniCredit Bank Serbia JSC, Belgrade, Serbia (Member of the Supervisory Board)

#### **Supervisory Board**

<b>Name</b>	<b>Principal Occupation</b>
Andrea Orcel, Milan Chairman	Group Chief Executive Officer and Head of Italy of UniCredit S.p.A, Milan
Florian Schwarz, Munich <sup>(1)</sup> , Deputy Chairman	Employee of UniCredit Bank AG
Dr Bernd Metzner, Düsseldorf Deputy Chairman	Chief Financial Officer of Gerresheimer AG, Düsseldorf
Gianpaolo Alessandro, Milan Deputy Chairman <sup>(2)</sup>	Group Legal Officer and Secretary of the Board of Directors of UniCredit S.p.A., Milan
Sabine Eckhardt, Munich	Supervisory Board member and advisor (former CEO Central Europe Jones Lang LaSalle SE, Frankfurt am Main and Executive Board Member ProSiebenSat.1 Media SE, Unterfoehring)
Fiona Melrose, Milan	Head of Group Strategy & ESG of UniCredit S.p.A., Milan
Dr Claudia Mayfeld, Dortmund	Member of the Management Board of Knorr-Bremse AG, Munich
Claudia Richter, Fürth <sup>(1)</sup>	Employee of UniCredit Bank AG
Thomas Schöner, Saarwellingen <sup>(1)</sup>	Employee of UniCredit Bank AG Luxembourg Branch, Luxembourg (until 28 February 2023) Employee of Structured Invest S.A, Luxembourg (as of 1 March 2023)
Christian Staack, Hamburg <sup>(1)</sup>	Employee of UniCredit Bank AG
Oliver Skrbot, Bittenwiesen <sup>(1)</sup>	Employee of UniCredit Bank AG
Gregor Völkl, Munich <sup>(1)</sup>	District Secretary (Bezirksfachbereichssekretär) of Vereinte Dienstleistungsgewerkschaft ver.di, Division 1 - Financial Services Munich district, Munich

<sup>(1)</sup> Representative of Employees

<sup>(2)</sup> Mr Gianpaolo Alessandro will resign from the Supervisory Board as shareholder representative with effect from the close of 31 August 2023. Dr. Michael Diederich was appointed to replace him as a member of the Supervisory Board with effect from 1 September 2023 at HVB's Extraordinary Shareholders' Meeting on 21 December 2022.

As at the date of this Registration Document, there are no potential conflicts of interest between the duties to HVB of the above-mentioned members of the Management Board and members of the Supervisory Board of HVB and their private interests and/or other duties.

## G. MAJOR SHAREHOLDERS

UniCredit S.p.A. holds directly 100 per cent. of HVB's share capital.

## H. HISTORICAL FINANCIAL INFORMATION

The audited consolidated financial statements in respect of the fiscal years ended 31 December 2021 and 31 December 2022 of HVB Group and the audited unconsolidated financial statements of HVB as at 31 December 2022 (*HGB*) are incorporated by reference into this Registration Document (see "General Information – Information incorporated by reference in this Registration Document" below).

### 1. Income Statement

The following table sets in summary form the income statement of HVB, which has been extracted from the audited consolidated financial statements of HVB Group for the financial year ended 31 December 2022.

	1/1/2022 – 31/12/2022	1/1/2021 – 31/12/2021
Net interest income	€ 2,626 m	€ 2,516 m
Net fees and commissions	€ 1,120 m	€ 1,115 m
Net write-downs of loans and provisions for guarantees and commitments	€ -299 m	€ -114 m
Net trading income	€ 793 m	€ 655 m
Operating profit	€ 1,839 m	€ 1,409 m
Profit after tax	€ 1,301 m	€ 326 m
Earnings per share	€ 1.62	€ 0.41

### 2. Balance Sheet

The following table sets out in summary form the balance sheet which has been extracted from the audited consolidated financial statements of HVB Group for the financial year ended 31 December 2022.

	31/12/2022	31/12/2021
Total assets	€ 318,006 m	€ 312,304 m
Senior debt <sup>1</sup>	€ 30,260 m *	€ 31,300 m *
Subordinated debt <sup>2</sup>	€ 2,808 m	€ 2,808 m
Loans and receivables with customers (at cost)	€ 154,776 m	€ 148,709 m
Deposits from customers	€ 147,152 m	€ 134,340 m
Total equity	€ 19,739 m	€ 17,790 m
Common Equity Tier 1 capital (CET1) ratio	19.6 %	17.4 %
Total Capital Ratio	23.4 %	21.0 %
Leverage Ratio calculated under applicable regulatory framework <sup>3</sup>	5.4 %	5.3 %

<sup>1</sup> Balance sheet item "Debt securities in issue" minus subordinated debt (31/12/2022: Debt securities in issue total € 31,140 m minus subordinated capital € 880 m; 31/12/2021: Debt securities in issue total € 32,180 m minus subordinated capital € 880 m).

<sup>2</sup> In 2021 the subordinated capital comprised of the balance sheet items "Deposits from banks", "Debt securities in issue" and "Shareholders' Equity" and in 2022 subordinated capital comprised of the balance sheet items "Deposits from banks", "Debt securities in issue" and "Shareholders' Equity".

<sup>3</sup> 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.

## I. AUDIT OPINION OF THE AUDITORS

Deloitte, the independent auditors of HVB for the financial year 2021 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 2021 and have issued an unqualified audit opinion thereon.

KPMG, the independent auditors of HVB for the financial year 2022 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 2022 and have issued an unqualified audit opinion thereon.

## **J. LEGAL AND ARBITRATION PROCEEDINGS**

HVB and other companies belonging to HVB Group are involved in various legal proceedings. The following is a summary of cases against HVB or other companies belonging to HVB Group, which individually or collectively in the respective subject areas have a value in dispute exceeding €50 million or are of substantial significance for HVB for other reasons.

In many cases, there is substantial uncertainty regarding the outcome of the proceedings and the amount of possible damages. These cases include criminal or administrative proceedings by the relevant authority and claims in which the petitioner has not specifically quantified the amounts in dispute. In all proceedings where a loss is considered likely, and it is possible to reliably estimate the amount of possible losses, provisions have been set up based on the circumstances and consistent with IFRS accounting principles applied by HVB Group.

### ***VIP 4 Medienfonds***

Various investors in Film & Entertainment VIP Medienfonds 4 GmbH & Co. KG to whom the Bank issued loans to finance their participation, brought legal proceedings against HVB. In the context of the conclusion of the loan agreements, the plaintiffs claim that the Bank provided inadequate disclosure about the fund structure and the related tax consequences. A settlement was reached with the vast majority of the plaintiffs. An outstanding final decision with respect to the question of HVB's liability for the prospectus in the proceeding pursuant to the Capital Markets Test Case Act (Kapitalanleger-Musterverfahrensgesetz) which is pending at Munich Higher Regional Court, will affect only a few pending cases.

### ***Proceedings related to claims for withholding tax credits***

On 31 July 2014 the Supervisory Board of HVB concluded its internal investigations into the so-called "cum-ex" transactions (the short selling of equities around dividend dates and claims for withholding tax credits on German share dividends) at HVB. In this context, criminal investigations have been conducted against current or former employees of HVB and HVB itself as an ancillary party by the prosecutors in Frankfurt/Main, Cologne and Munich. With respect to HVB, all proceedings originally initiated by the aforesaid prosecution offices were finally closed with payment of a fine or the payment of a forfeiture.

In December 2018, in connection with an ongoing investigation against other financial institutions and former Bank employees, HVB was informed by the Cologne Prosecutor of the initiation of a new investigation in connection with an administrative offence regarding "cum-ex" transactions involving Exchange Traded Funds ("ETF"). In April 2019, these investigations were extended to so called ex/ex-transactions, in which an involvement of HVB in the sourcing of cum/ex transactions of other market participants on the ex-day is suspected. The facts are being examined internally. HVB is cooperating with the authorities.

On 28 July 2021, the Federal Criminal Court (BGH) rendered a decision through which the principle criminal liability of cum/ex structures was determined the first time. With its decisions of 6 April 2022 and 17 November 2022, the BGH confirmed two criminal judgements in other cum/ex cases of the Regional Court of Bonn, thus further solidifying its case law. HVB is monitoring the development.

The Munich tax authorities are currently performing a regular field audit of HVB for the years 2013 to 2016 which includes, among other things, review of other transactions in equities around the dividend record date (so called cum/cum transactions). During these years HVB performed, among other things, securities-lending transactions with different domestic counterparties which include, but are not limited to, different types of cum/cum transactions. It remains to be clarified whether, and under what circumstances, tax credits can be obtained or taxes refunded with regard to different types of cum/cum transactions, and what the further consequences for HVB will be in the event of different tax treatment.

It cannot be ruled out that HVB might be exposed to tax-claims in this respect by relevant tax offices or third-party claims under civil law. HVB is in constant communication with relevant regulatory authorities and the competent tax authorities regarding these matters. In this context, HVB is considering the latest view of the German Tax Authorities. HVB is also monitoring the current development following an important decision of the Federal Tax Court (BFH) dated 29 September 2021, through which the BFH acknowledged the transfer of economic ownership in case of a stock loan transaction contrary to a previous decision.

HVB has made provisions.

### ***Claim in relation to collateral enforcement***

In late 2019, a holding company of a German industrial group brought a claim against HVB, in its capacity as security agent for a group of noteholders and lenders, aiming at obtaining the annulment and/or damages in relation to an allegedly fraudulent collateral enforcement. In December 2020, the case was formally registered before the District Court of Luxembourg. The proceeding is stayed.

### ***Financial sanctions matters***

Following the settlement in April 2019, the U.S. and New York Authorities require an annual external review regarding the evolution of the process implementation. In light of the request, in 2020, the HVB Group appointed an external independent consultant. Following the interaction with the independent consultant and also considering the mandatory commitments towards the Authorities HVB has implemented additional requirements and controls, about which the bank makes periodic reports to the Authorities.

### ***Euro-denominated bonds issued by EU Countries***

On 31 January 2019, UniCredit S.p.A. and HVB received a Statement of Objections from the European Commission referring to the investigation by the European Commission of a suspected violation of antitrust rules in relation to European government bonds. The subject matter of the investigation extended to certain periods from 2007 to 2011, and included activities by HVB between September and November 2011. The European Commission concluded its investigation by issuance of its decision on 20 May 2021. The decision provides for the imposition of a fine of € 69.4 million on the parent company UniCredit S.p.A and HVB. UniCredit S.p.A. and HVB contest the European Commission's findings and brought an action for the annulment of its decision before the General Court of the European Union on 30 July 2021.

On 11 June 2019, HVB and UniCredit Capital Markets LLC were named, among other financial institutions, as defendants in a putative class action already pending in the United States District Court for the Southern District of New York. The third amended class action complaint, filed on 3 December 2019, alleges a conspiracy among dealers of Euro-denominated bonds issued by European central banks to fix and manipulate the prices of those bonds, among other things by widening the bid-ask spreads they quoted to customers. The putative class consists of those who purchased or sold Euro-denominated bonds issued by European central banks in the US between 2007 and 2012. On 23 July 2020, the court granted motions to dismiss the third amended complaint by certain defendants, including HVB and UniCredit Capital Markets LLC, without prejudice. Plaintiffs filed their fourth amended class action complaint on 9 February 2021, repleading their claim against HVB and UniCredit Capital Markets LLC and other financial institutions. Like earlier pleadings, the fourth amended class action complaint does not include a quantification of damages claimed. On 14 March 2022, the court granted UniCredit Capital Markets LLC motion to dismiss while denying HVB's motion to dismiss. The court has since denied HVB's motion for reconsideration, HVB has answered the operative complaint, and discovery has commenced. On 7 November 2022, plaintiffs sought leave to file a fifth amended class action complaint, which would continue to name HVB among others (but not UniCredit Capital Markets LLC) as a defendant.

### ***Adjustment of fees conditions as well as general terms and conditions***

On 27 April 2021, the Federal Court of Justice (*Bundesgerichtshof*) decided in a ruling against another financial institution that in ongoing contracts fee conditions as well as general terms and conditions can only be amended vis-à-vis consumers if the customer declares his consent. Until now, the financial industry had assumed, based on a common provision in the general terms and conditions, that it was sufficient if the customer was notified of the changes and did not object within two months. HVB has examined the effects of the ruling on its contractual relationships. For a part of the contracts, adjustments to fee conditions made in the past under this provision are ineffective, so that repayment obligations may arise. HVB is asking the clients concerned to declare their consent to the current fee and general conditions. The vast majority of the clients has already agreed.

### ***Claims in relation to a syndicated loan***

HVB, together with several other financial institutions, has been named as a defendant in complaints filed by the judicial administrator and foreign representative of a Brazilian oil and gas conglomerate in July 2021 in the United States before the Southern District of New York court claiming damages in connection with the repayment of a syndicated loan for two oil drilling rigs HVB participated that defendants are alleged to have unlawfully obtained.

### ***Claim in relation to interest rate swap***

In December 2021 HVB was named as defendant in a case pertaining to an interest rate swap commenced by an Italian Region before the Court of Bologna in Italy. The Region argues, inter alia, HVB's pre-contractual and/or non-contractual liability because HVB had allegedly missed to include certain requirements in the swap allegedly needed for the validity of the contract. The Region seeks damages for an amount of approx. € 52 million (equal to the payments made under the swap), as well as a declaration that no further sums are due to HVB (equal to approx. € 18 million).

### ***Claims in relation to sanctions legislation***

Two aircraft leasing companies have filed lawsuits in March and April 2022 against HVB's foreign branch in London before a London court. The claims relate to payments arising under certain letters of credit, all of which are governed by English law. The disputes hinge on the interpretation of sanctions legislation and its effect on the letters of credit. After the trial, the required UK licences authorising payments under the letter of credits were granted and HVB London branch made payments of the principal under the letters of credit to the claimants in the meantime. The proceedings now only concern possible payments regarding interest and legal costs.

## **K. PROCEEDINGS RELATED TO ACTIONS BY THE REGULATORY AUTHORITIES**

Various regulators are exercising oversight of operations of HVB. The main authorities are BaFin and German Central Bank (Bundesbank) and, from 4 November 2014, responsibility for banking supervision was transferred from BaFin to the ECB under the scope of the Single Supervisory Mechanism (SSM). Besides this, the foreign branches of HVB are subject to the supervision of the respective locally competent regulatory authorities.

If there are any findings during the inspections conducted by these authorities, HVB will implement the corrective measures in compliance with the mitigation plans and the time scales agreed with the authorities and provide these authorities with information about the implementation status of the corrective measures on a monthly basis or when requested.

## **L. GENERAL INFORMATION**

### **1. *BaFin Approval***

Potential investors should note that:

- (a) this Registration Document has been approved by BaFin as competent authority under the Prospectus Regulation;
- (b) BaFin only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation;
- (c) such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

### **2. *Documents on Display***

For the term of the Registration Document the following documents can be inspected:

- the up-to-date articles of association of HVB<sup>1</sup>,
- the audited consolidated financial statements in respect of the fiscal year ended 31 December 2021 of the HVB Group<sup>2</sup>
- the audited consolidated financial statements in respect of the fiscal year ended 31 December 2022 of the HVB Group<sup>2</sup> and
- the audited unconsolidated annual financial statements of HVB in respect of the fiscal year ended 31 December 2022 prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*)<sup>2</sup>,

These documents will be available during usual business hours on any weekday (except Saturdays and public holidays) at the offices of HVB. During the validity of this Registration Document, all documents from which information has been incorporated by reference herein will be available for collection in the English language, free of charge, at the office of HVB (Arabellastrasse 12, 81925 Munich).

### **3. *Trend Information***

The performance of HVB Group will depend on the future development on the financial markets and the real economy in 2023 as well as other remaining imponderables. In this environment, HVB Group will continuously adapt its business strategy to reflect changes in market conditions and carefully review the management signals derived from this on a regular basis.

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<sup>1</sup> This document may be inspected on the following website: <https://www.hypovereinsbank.de/hvb/ueber-uns/investor-relations-en/corporate-governance-en>.

<sup>2</sup> This document may be inspected on the following website: The document may be inspected on the following website: <https://www.hypovereinsbank.de/hvb/ueber-uns/investor-relations-en/corporate-governance-en>.

**4. Significant changes in the financial position of the HVB Group**

There has been no significant change in the financial position of the HVB Group which has occurred since 31 December 2022.

**5. Significant change in the financial performance of the HVB Group**

There has been no significant change in the financial performance of the HVB Group since 31 December 2022.

**6. Material adverse change in the prospects of the Issuer**

There has been no material adverse change in the prospects of the Issuer since 31 December 2022, the date of its last published audited financial statements (Annual Report 2022).

**7. Information incorporated by reference in this Registration Document**

The following information shall be incorporated by reference in, and form part of, this Registration Document in accordance with Art. 19 of the Prospectus Regulation. The non-incorporated parts of the below-mentioned documents are either not relevant for the investor or covered elsewhere in this Registration Document.

**(a) Audited consolidated financial statements of HVB Group for the fiscal year ended 31 December 2021 (Annual Report HVB Group 2021)<sup>1</sup>**

<b>Section:</b>	<b>Pages of the document:</b>	<b>Incorporation of information in this Registration Document on the following pages:</b>
- Consolidated Income Statement	p. 86 to 87	p. - 16 -
- Consolidated Balance Sheet	p. 88 to 89	p. - 16 -
- Statement of Changes in Consolidated Shareholders' Equity	p. 90 to 91	p. - 16 -
- Consolidated Cash Flow Statement	p. 92	p. - 16 -
- Notes	p. 93 to 248	p. - 16 -
- Declaration by the Management Board	p. 249	p. - 16 -
- Auditors' Report	p. 250 to 257	p. - 16 -

**(b) Audited consolidated financial statements of HVB Group for the fiscal year ended 31 December 2022 (Annual Report HVB Group 2022)<sup>2</sup>**

<b>Section:</b>	<b>Pages of the document:</b>	<b>Incorporation of information in this Registration Document on the following pages:</b>
- Consolidated Income Statement	p. 98 to 99	p. - 16 -
- Consolidated Balance Sheet	p. 100 to 101	p. - 16 -
- Statement of Changes in Consolidated Shareholders' Equity	p. 102 to 103	p. - 16 -
- Consolidated Cash Flow Statement	p.104	p. - 16 -
- Notes (including Note 97 "List of holdings" as set out on pages 261 to 271)	p. 105 to 274	p. - 16 -
- Declaration by the Management Board	p. 275	p. - 16 -

- Auditors' Report	p. 276 to 285	p. - 16 -
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(c) **Audited unconsolidated financial statements (*Jahresabschluss*) of HVB for the fiscal year ended 31 December 2022 (Annual Report UniCredit Bank AG (HVB) 2022)<sup>3</sup>**

<b>Section:</b>	<b>Pages of the document:</b>	<b>Incorporation of information in this Registration Document on the following pages:</b>
- Income Statement of UniCredit Bank AG	p. 6 to 7	p. - 16 -
- Balance Sheet of UniCredit Bank AG	p. 8 to 13	p. - 16 -
- Notes	p. 14 to 75	p. - 16 -
- Declaration by the Management Board	p. 76	p. - 16 -
- Auditors' Report	p. 77 to 86	p. - 16 -

<sup>1</sup> The document has been published on the following website of the Issuer: <https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp> and can be downloaded under the following link: <https://www.hypovereinsbank.de/content/dam/hypovereinsbank/ueber-uns/pdf/investor-relations/Berichte/EN/2020/Annual-Report-HVB-Group-2020.pdf>. The referenced information is incorporated in this Registration Document pursuant to Art. 19(1)(e) of the Prospectus Regulation.

<sup>2</sup> The document has been published on the following website of the Issuer: <https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp> and can be downloaded under the following link: <https://www.hypovereinsbank.de/content/dam/hypovereinsbank/ueber-uns/pdf/investor-relations/Berichte/EN/2022/20230313-Geschaeftsbericht-HVB-Group-2022-ENGLISCH.pdf>. The referenced information is incorporated in this Registration Document pursuant to Art. 19(1)(e) of the Prospectus Regulation.

<sup>3</sup> The document has been published on the following website of the Issuer: <https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp> and can be downloaded under the following link: <https://www.hypovereinsbank.de/content/dam/hypovereinsbank/ueber-uns/pdf/investor-relations/Berichte/EN/2022/20230313-Geschaeftsbericht-UCB-AG-2022-ENGLISCH.pdf>. The referenced information is incorporated in this Registration Document pursuant to Art. 19(1)(e) of the Prospectus Regulation.

## Appendix pursuant to Article 26 (4) of Regulation (EU) 2017/1129 of the European Parliament and the Council relating to the Registration Document of UniCredit Bank AG

### Key information on the Issuer

#### Who is the Issuer of the Securities?

UniCredit Bank AG 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 42148, incorporated as a stock corporation 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.

#### Key Managing Directors

The Management Board (Vorstand) consists of eight members: Artur Gruca (Digital & Information (CDIO)), Marion Höllinger (Sprecherin des Vorstands (CEO)), Dr. Jürgen Kullnigg (Risk Management (CRO)), Jan Kupfer (Corporates), Monika Rast (Privatkunden Bank), Christian Reusch (Client Solutions), Boris Scukanec Hopinski (Operations Germany (COO)), and Ljubisa Tesić (Finance (CFO)).

#### Statutory Auditors

Deloitte, the independent auditors of HVB for the financial year 2021 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 2021 and have issued an unqualified audit opinion thereon.

KPMG, the independent auditors of HVB for the financial year 2022 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 2022 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 2022.

#### Consolidated income statement

	1/1/2022 – 31/12/2022	1/1/2021 – 31/12/2021
Net interest income	€ 2,626 m	€ 2,516 m
Net fees and commissions	€ 1,120 m	€ 1,115 m
Net write-downs of loans and provisions for guarantees and commitments	€ - 299 m	€ -114 m
Net trading income	€ 793 m	€ 655 m
Operating profit	€ 1,839 m	€ 1,409 m
Profit after tax	€ 1,301 m	€ 326 m
Earnings per share	€ 1.62	€ 0.41

## Balance sheet

	31/12/2022	31/12/2021
Total assets	€ 318,006 m	€ 312,304 m
Senior debt <sup>1</sup>	€ 30,260 m *	€ 31,300 m *
Subordinated debt <sup>2</sup>	€ 2,808 m	€ 2,808 m
Loans and receivables with customers (at cost)	€ 154,776 m	€ 148,709 m
Deposits from customers	€ 147,152 m	€ 134,340 m
Total equity	€ 19,739 m	€ 17,790 m
Common Equity Tier 1 capital (CET1) ratio	19.6 %	17.4 %
Total Capital Ratio	23.4 %	21.0 %
Leverage Ratio calculated under applicable regulatory framework <sup>3</sup>	5.4 %	5.3 %

<sup>1</sup> Balance sheet item "Debt securities in issue" minus subordinated debt (31/12/2022: Debt securities in issue total € 31,140 m minus subordinated capital € 880 m; 31/12/2021: Debt securities in issue total € 32,180 m minus subordinated capital € 880 m).

<sup>2</sup> In 2021 the subordinated capital comprised of the balance sheet items "Deposits from banks", "Debt securities in issue" and "Shareholders' Equity" and in 2022 subordinated capital comprised of the balance sheet items "Deposits from banks", "Debt securities in issue" and "Shareholders' Equity".

<sup>3</sup> 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, systems and people 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 consequences of the Russian-Ukrainian conflict, a strong rise in energy costs and raw material prices, severe supply bottlenecks and further political uncertainties such as the tensions between the US and China about trade and Taiwan could lead to a more severe slowdown. In addition, if any of the aforementioned risks materialises, turbulence could occur on financial and capital markets.