

Summary

Section 1 – Introduction containing warnings

This Summary should be read as an introduction to the Base Prospectus.

Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor.

Investors could lose all or part of the invested capital.

Where a claim relating to the information contained in this Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus (including any supplements as well as the Final Terms) before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled the Summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus, or where it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.

You are about to purchase a product that is not simple and may be difficult to understand.

Securities: UC SpA EUR Digital Coupon Capital Protection Certificate on EURO STOXX® Select Dividend 30 (Price) Index (EUR) (ISIN IT0005508541)

Issuer: UniCredit S.p.A. (the "**Issuer**" or "**UniCredit**" and UniCredit, together with its consolidated subsidiaries, the "**UniCredit Group**"), Piazza Gae Aulenti, 3 Tower A 20154 Milan, Italy. Phone number: 39 02 88 621 – Website: www.unicreditgroup.eu. The Legal Entity Identifier (LEI) of the Issuer is: 549300TRUW02CD2G5692.

Competent authority: Commission de Surveillance du Secteur Financier ("**CSSF**"), 283, route d'Arlon L-1150 Luxembourg. Phone number: (+352) 26 25 1 - 1.

Date of approval of the Base Prospectus: Base prospectus of UniCredit S.p.A. for the issuance of Single Underlying and Multi Underlying Securities (with partial capital protection) approved by the CSSF on 01/12/2022, as supplemented from time to time, and the registration document of UniCredit S.p.A. approved by the CSSF on 01/12/2022, as supplemented from time to time, which together constitute a base prospectus (the "**Base Prospectus**") consisting of separate documents within the meaning of Article 8 (6) of Regulation (EU) 2017/1129, as amended from time to time (the "**Prospectus Regulation**").

Section 2 – Key information on the Issuer

Who is the Issuer of the Securities?

UniCredit is a joint stock company established in Italy under Italian law, with its registered office, head office and principal centre of business at Piazza Gae Aulenti, 3 Tower A, 20154 Milan, Italy. UniCredit's Legal Entity Identifier (LEI) code is 549300TRUW02CD2G5692.

Principal activities of the Issuer

UniCredit is a pan-European Commercial Bank with a unique service offering in Italy, Germany, Central and Eastern Europe. UniCredit's purpose is to empower communities to progress, delivering high quality services for all stakeholders, unlocking the potential of its clients and its people across Europe. UniCredit serves over 15 million customers worldwide. UniCredit is organized in five geographical areas and two product factories, Corporate and Individual Solutions. This allows the Bank to be close to its clients and use the scale of the entire Group for developing and offering the best products across all its markets.

Major shareholders of the Issuer

No individual or entity controls UniCredit within the meaning provided for in Article 93 of the Legislative Decree No. 58 of 24 February 1998 (the "**Financial Services Act**") as amended. As at 2 November 2022, the main shareholders who have disclosed that they hold, directly or indirectly, a relevant participation in UniCredit, pursuant to Article 120 of the Financial Services Act, were: BlackRock Group (shares: 114,907,383; 5.682% owned); Allianz Group (shares: 69,622,203; 3.443% owned).

Identity of the managing director of the Issuer

The managing director of the Issuer is Mr. Andrea Orcel (Chief Executive Officer).

Identity of the auditors of the Issuer

The audit firm assigned with the statutory accounting supervision of the Issuer for the 2013-2021 nine-year period has been Deloitte & Touche S.p.A. (Deloitte). Deloitte is a company incorporated under the laws of Italy, enrolled with the Companies' Register of Milan under number 03049560166 and registered with the Register of Statutory Auditors (*Registro dei Revisori Legali*) maintained by Minister of Economy and Finance effective from 7 June 2004 with registration number no: 132587, having its registered office at via Tortona 25, 20144 Milan, Italy. It should be noted that, for the 2022-2030 nine-year period, the shareholders' meeting of UniCredit held on 9 April 2020, has appointed KPMG S.p.A. to act as UniCredit's external auditor, with registered office at Via Vittor Pisani 25, Milan, registered with the Register of Statutory Auditors (*Registro dei Revisori Legali*) with registration number no: 00709600159.

What is the key financial information regarding the Issuer?

UniCredit derived the selected consolidated financial information included in the table below for the years ended 31 December 2021 and 2020 from the audited consolidated financial statements for the financial year ended 31 December 2021 and 2020. The selected consolidated financial information included in the table below: (i) for the nine months ended 30 September 2022 and 30 September 2021 restated in relation to the income statement was derived from the unaudited consolidated interim financial report as at 30 September 2022 – Press release; (ii) for the nine months ended 30 September 2021 was derived from the limited audit interim consolidated financial statements as at 30 June 2021 which reviewed the condensed interim consolidated financial statements and unaudited consolidated interim financial report as at 30 September 2021 – Press release. The selected consolidated financial information included in the table below at the date of 30 September 2022 in relation to the balance sheet was derived from the unaudited consolidated interim financial report as at 30 September 2022 – Press release. The figures below for the items of income statement and balance sheet refer to the reclassified schemes.

| EUR millions, except where indicated | Income statement | | | | | |
|--------------------------------------|-----------------------|-------------------|--------------------|------------------------------|----------------------|----------------------|
| | As for the year ended | | | As for the nine months ended | | |
| | 31 Dec 21 (*) | 31 Dec 20 (**) | 31 Dec 20 (***) | 30 Sep 22 (****) | 30 Sep 21 (*****) | 30 Sep 21 (*****) |

| | audited | | | unaudited | | |
|--|---------|---------|---------|-----------|-------|-------|
| Net interest | 9,060 | 9,441 | 9,441 | 7,266 | 6,623 | 6,654 |
| Fees | 6,692 | 5,968 | 5,976 | 5,219 | 5,079 | 5,012 |
| Loan Loss Provisions (LLPs) | (1,634) | (4,996) | (4,996) | (1,366) | (824) | (824) |
| Trading income | 1,638 | 1,412 | 1,412 | 1,961 | 1,351 | 1,418 |
| Measure of financial performance used by the Issuer in the financial statements such as operating profit (Gross operating profit (Loss)) | 8,158 | 7,335 | 7,335 | 7,536 | 6,194 | 6,194 |
| Group Stated Net Profit (Loss) | 1,540 | (2,785) | (2,785) | 3,994 | 2,979 | 2,979 |

Balance sheet

| EUR millions, except where indicated | As for the year ended | | | As for the nine months ended | Value as outcome from the Supervisory Review and Evaluation Process ('SREP' 31.12.2021) |
|---|-----------------------|----------------|-----------------|------------------------------|---|
| | 31 Dec 21 (*) | 31 Dec 20 (**) | 31 Dec 20 (***) | 30 Sep 22 (*****) | |
| | audited | | | unaudited | |
| Total assets | 916,671 | 931,456 | 931,456 | 942,803 | not applicable |
| Senior debt | not applicable | not applicable | not applicable | not applicable | not applicable |
| Subordinated debt (*****) | 10,111 | 11,033 | 11,033 | not applicable | not applicable |
| Loans and receivables from customers (net) [identified in the reclassified consolidated accounts as "Loans to customers"] | 437,544 | 450,550 | 450,550 | 461,782 | not applicable |
| Deposits from customers | 500,504 | 498,440 | 498,440 | 533,927 | not applicable |
| Group Shareholders' Equity | 61,628 | 59,507 | 59,507 | 62,989 | not applicable |
| Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance (%) | 15.82% | not applicable | 15.96% | 16.04% | 9.04% ⁽¹⁾ |
| Total Capital Ratio | 20.14% | not applicable | 20.72% | 20.76% | 13.30% ⁽¹⁾ |
| Leverage Ratio calculated under applicable regulatory framework (%) | 5.71% | not applicable | 6.21% | 5.56% | 3.00% |

(*) The financial information relating to the financial year ended 31 December 2021 has been extracted from UniCredit's audited consolidated financial statements as of and for the year ended 31 December 2021, which have been audited by Deloitte & Touche S.p.A., UniCredit's external auditors.

(**) The comparative figure as at 31 December 2020 in this column have been restated. The amount related to year 2020 differs from the ones published in the "2020 Consolidated Reports and Accounts".

(***) As published in the "2020 Consolidated Reports and Accounts".

(****) The income statement financial information relating to 30 September 2022 has been extracted from UniCredit's unaudited Consolidated Interim Report as at 30 September 2022 – Press Release.

(*****) In 2022 Reclassified income statement, comparative figures restated as at 30 September 2021 has been extracted from UniCredit's unaudited Consolidated Interim Report as at 30 September 2022 – Press Release.

(*****) The income statement financial information relating to 30 September 2021 has been derived from the sum of the data published in the Consolidated First Half Financial Report as at 30 June 2021 which reviewed the condensed interim consolidated financial statements and unaudited consolidated interim financial report as at 30 September 2021 – Press release.

(*****) The balance sheet financial information has been extracted from UniCredit's unaudited Consolidated Interim Report as at 30 September 2022 – Press Release.

(*****) Amounts do not refer to reclassified schemes. They are extracted from the statutory financial statements - Notes to Consolidated Accounts.

(1) Considering the communication received from the ECB in relation to the 2021 Supervisory Review and Evaluation Process (SREP), confirming UniCredit's Pillar 2 Capital Requirement (P2R) at 175 basis points, and the latest countercyclical capital buffer requirements.

What are the key risks that are specific to the Issuer?

Potential investors should be aware that in the case of the occurrence of one of the below mentioned risk factors the Securities may decline in value and that they may sustain a total loss of their investment. The following risks are key risks specific to the Issuer:

Risks associated with the impact of current macroeconomic uncertainties and the effects of the COVID-19 pandemic outbreak and recent geopolitical tensions with Russia: The financial markets and the macroeconomic and political environment of the countries in which UniCredit operates has been impacted by Russia-Ukraine conflict and by the viral pneumonia known as "Coronavirus" ("COVID-19") that could continue to have a negative impact on the performance of the Group. As a matter of fact, the macroeconomic uncertainty has particularly increased as a result of the heightened geopolitical tension between Russian Federation and Ukraine. The Russia-Ukraine crisis has caused a sharp rise in commodities prices and inflationary pressure, further global supply-chain disruption, a tightening of financial conditions, heightened uncertainty, and a sharp drop in consumer confidence. As inflation builds up as a result of the increase in energy price and the supply disruptions, ECB is changing its monetary stance (Deposit Facility rate: -50 bps in June '22, 0 bps in July, 75 bps in September, 150 bps in October) and market is repricing interest rate expectations. The outlook is surrounded by risks, also related to possible gas supply rationing from Russia during the winter at the turn of 2022-23. As a consequence, the expectations regarding the performance of the global economy remain therefore still uncertain in both the short and medium term. In the short term the outlook is characterized by tighter financial conditions, surging energy bills in Europe and reduced economic momentum across the US and Europe

with potentially a mild-recession in most of the countries. The current environment, characterized by highly uncertain elements as above mentioned could generate a worsening of the loan portfolio quality, followed by an increase of the non-performing loans and the necessity to increase the provisions to be charged to the income statement. On 9 December 2021 UniCredit presented to the financial community its new Strategic Plan, which included a set of strategic and financial objectives that considered the underlying scenario and resulted from the assessment performed in the previous months. The macro assumptions underlying the Strategic Plan exclude unexpected materially adverse developments such as the Russia-Ukraine conflict and worsening of the COVID 19 pandemic, situations that UniCredit is monitoring closely (Macro assumptions in the Strategic Plan consider the recent and still existing impacts of COVID with a gradual normalization over the upcoming years. The scenario does not assume that the current COVID situation will develop in a particularly negative way in the upcoming years).

Risks connected with the Strategic Plan 2022 – 2024: On 9th December 2021, UniCredit presented to the financial community in Milan the 2022-2024 Strategic Plan called "UniCredit Unlocked" (the "**Strategic Plan**" or "**Plan**") which contains a number of strategic, capital and financial objectives (the "**Strategic Objectives**"). The Strategic Plan focuses on UniCredit's geographic areas in which the Bank currently operates; with financial performance driven by three interconnecting levers: cost efficiency, optimal capital allocation and net revenue growth. "UniCredit Unlocked" delivers strategic imperatives and financial ambitions based on six pillars. Such strategic imperatives and financial ambitions regard: (i) the growth in its regions and the development of its client franchise, changing its business model and how its people operate; (ii) the delivery of economies of scale from its footprint of banks, transforming the technology leveraging Digital & Data and embedding sustainability in all that UniCredit does; (iii) driving financial performance via three interconnecting levers. The macro assumptions underlying the Strategic Plan exclude unexpected materially adverse developments such as the Russia-Ukraine conflict and worsening of the COVID 19 pandemic, situations that UniCredit is monitoring closely (Macro assumptions in the Strategic Plan consider the recent and still existing impacts of COVID with a gradual normalization over the upcoming years. The scenario does not assume that the current COVID situation will develop in a particularly negative way in the upcoming years). The Plan is based on six pillars: (i) optimise, through the improvement of operational and capital efficiency; (ii) invest, with targeted growth initiatives, including ESG; (iii) grow net revenues; (iv) return; (v) strengthen thanks to revised CET1 ratio target and decrease of Gross NPE ratio; and (vi) distribute consistently with organic capital generation. UniCredit's ability to meet the strategic objectives and all forward-looking statements relies on a number of assumptions, expectations, projections and provisional data concerning future events and is subject to a number of uncertainties and other factors, many of which are outside the control of UniCredit. For all these reasons, investors are cautioned against making their investment decisions based exclusively on the forecast data included in the strategic objectives. Any failure to implement the strategic objective or meet the strategic objectives may have a material adverse effect on UniCredit's business, financial condition or results of operations.

Credit risk and risk of credit quality deterioration: The activity, financial and capital strength and profitability of the UniCredit Group depend, among other things, on the creditworthiness of its customers. In carrying out its credit activities, the Group is exposed to the risk that an unexpected change in the creditworthiness of a counterparty may generate a corresponding change in the value of the associated credit exposure and give rise to the partial or total write-down thereof. The current environment continues to be characterised by highly uncertain elements, with the possibility that the slowdown of the economy, jointly with the termination of the safeguard measures, such as the customer loans moratorium, generates a worsening of the loan portfolio quality, followed by an increase of the non-performing loans and the necessity to increase the provisions to be charged to the income statement. UniCredit's Loan Loss Provisions ("**LLPs**"), excluding Russia, increased Q/Q and decreased by 25.5 per cent Y/Y to Euro 220 million in 3Q22. Therefore, the cost of risk, excluding Russia, increased by 10 bps Q/Q and decreased by 8 bps Y/Y to 20 bps in 3Q22. As at 30 September 2022, Group gross NPE ratio, excluding Russia, was equal to 2.8 per cent, stable compared to 30 June 2022 in which the gross NPE ratio was equal to 2.8%. As at 30 September 2022 Group Net NPE ratio, excluding Russia, stable compared to 30 June 2022 and is equal to 1.4%. UniCredit's LLPs, excluding Russia, in 9M22 amounted to Euro 381 million decreased by 53.9 per cent 9M/9M. Therefore the CoR was equal to 11 bps. The Group has adopted procedures, rules and principles aimed at monitoring and managing credit risk at both individual counterparty and portfolio level. However, there is the risk that, despite these credit risk monitoring and management activities, the Group's credit exposure may exceed predetermined risk's levels pursuant to the procedures, rules and principles it has adopted.

Liquidity Risk: Liquidity risk refers to the possibility that the UniCredit Group may find itself unable to meet its current and future, anticipated and unforeseen cash payment and delivery obligations without impairing its day-to-day operations or financial position. The activity of the UniCredit Group is subject in particular to funding liquidity risk, market liquidity risk, mismatch risk and contingency risk. The most relevant risks that the Group may face are: i) an exceptionally high usage of the committed and uncommitted lines granted to corporate customers; ii) an unusual withdrawal of sight deposits by UniCredit's retail and corporate customers; iii) the decline in the market value of the securities in which UniCredit invests its liquidity buffer; iv) the capacity to roll over the expiring wholesale funding and the potential cash or collateral outflows the Group may suffer in case of rating downgrades of both the banks or the sovereign debt in the geographies in which it operates. In addition to this, some risks may arise from the limitations applied to the cross-border lending among banks. Due to the financial market crisis, followed also by the reduced liquidity available to operators in the sector, the ECB has implemented important interventions in monetary policy, such as the "Targeted Longer-Term Refinancing Operation" ("**TLTRO**") introduced in 2014 and the TLTRO II introduced in 2016. It is not possible to predict the extension of the duration and the amounts with which these liquidity support operations can be repeated in the future, with the result that it is not possible to exclude a reduction or even the cancellation of this support. This would result in the need for banks to seek alternative sources of borrowing, without ruling out the difficulties of obtaining such alternative funding as well as the risk that the related costs could be higher. Such a situation could therefore adversely affect UniCredit's business, operating results and the economic and financial position of UniCredit and/or the Group. The main indicators used by the UniCredit Group to assess its liquidity profile are (i) the Liquidity Coverage Ratio (LCR), which represents an indicator of short-term liquidity subject to a minimum regulatory requirement of 100% from 2018 and which was equal to 165% in September 2022, whereas at 31 December 2021 was equal to 182% (calculated as the average of the 12 latest end of month ratios), and (ii) the Net Stable Funding Ratio (NSFR), which represents the indicator of structural liquidity and which in September 2022 was above the internal limit set at 102%, as at 31 December 2021, within the risk appetite framework.

Basel III and Bank Capital Adequacy: The Issuer shall comply with the revised global regulatory standards ("**Basel III**") on bank capital adequacy and liquidity, which impose requirements for, inter alia, higher and better-quality capital, better risk coverage, measures to promote the build-up of capital that can be drawn down in periods of stress and the introduction of a leverage ratio as a backstop to the risk-based requirement as well as two global liquidity standards. In terms of banking prudential regulations, the Issuer is also subject to the Bank Recovery and Resolution Directive 2014/59/EU of 15 May 2014 ("**BRRD**"), implemented in Italy with the Legislative Decree. 180 and 181 of 16 November 2015 as amended by Directive (EU) 2019/879, the "**BRRD II**" (implemented in Italy by the Legislative Decree No. 193 of November 8, 2021), as well as the relevant technical standards and guidelines from EU regulatory bodies (i.e. the European Banking Authority (EBA)), which, inter alia, provide for recovery and resolution mechanisms and Minimum Requirement for Own Funds and Eligible Liabilities (MREL) for credit institutions. Should UniCredit not be able to meet the capital/MREL requirements imposed by the applicable laws and regulations, it may be required to maintain higher levels of capital/eligible liabilities which could potentially impact its credit ratings, and funding conditions and which could limit UniCredit's growth opportunities.

Section 3 – Key information on the Securities

What are the main features of the Securities?

Product Type, Underlying and form of the Securities

Product Type: Garant Cash Collect Securities

Underlying: EURO STOXX® Select Dividend 30 (Price) Index (EUR) (ISIN: CH0020751589 / Reference Price: Closing price)

The Securities are governed by Italian law. The Securities are debt instruments in dematerialized registered form pursuant to the Italian Consolidated Law on Financial Intermediation (*Testo Unico della Finanza*). The Securities will be represented by book entry and registered in the books of the Clearing System. The transfer of the Securities operates by registration on the relevant accounts opened in the Clearing System. The international securities identification number (ISIN) of the Securities is set out in Section 1.

Issuance and Nominal Amount

The Securities will be issued on 27 February 2023 in US Dollar (USD) (the "**Specified Currency**"), with a Nominal Amount of USD 1,000.00 per Security (the "**Nominal Amount**").

General

The value of the Securities during their term depends mainly on the price of the Underlying. In principle, the value of the Securities rises if the price of the Underlying rises and falls if the price of the Underlying falls.

Interest

The Securities do not bear interest.

Additional Amount

Provided that no Conversion Event has occurred, the Security Holder will receive an Additional Conditional Amount (m) subject to the following conditions:

- If with respect to an Observation Date (m) an Additional Conditional Amount Payment Event (m) has occurred, an Additional Conditional Amount (m) is paid on the respective Additional Conditional Amount Payment Date (m).
- If with respect to an Observation Date (m) no Additional Conditional Amount Payment Event (m) has occurred, no Additional Conditional Amount (m) is paid on the respective Additional Conditional Amount Payment Date (m).

An Additional Conditional Amount Payment Event (m) occurs, if R (m) on an Observation Date (m) is equal to or greater than the respective Additional Conditional Amount Payment Level (m).

Additional Conditional Amount Payment Level (m) means the respective Additional Conditional Amount Payment Factor (m) multiplied by R (initial).

R (m) means the Reference Price on the respective Observation Date (m).

| | |
|--|----------------------|
| Additional Conditional Amount Payment Factor (m): | 95% (1) |
| Additional Conditional Amount (m): | USD 400.00 (1) |
| Additional Conditional Amount Payment Date (m): | 28 February 2028 (1) |
| Observation Date (m): | 21 February 2028 (1) |
| Record Date (m): | 25 February 2028 (1) |

Redemption

Provided that no Conversion Event has occurred, the Securities will be redeemed on the Final Payment Date at the Redemption Amount following an automatic exercise.

At the Final Payment Date the Redemption Amount is equal to the Minimum Amount.

Additional definitions and product terms

R (initial) means the Reference Price on the Initial Observation Date.

| | |
|------------------------------------|------------------|
| Final Payment Date: | 28 February 2028 |
| Initial Observation Date: | 24 February 2023 |
| Minimum Amount: | USD 1,000.00 |
| Optional Redemption Amount: | Nominal Amount |

Conversion of the Securities by the Issuer: Upon the occurrence of one or more conversion events (e.g. an Index Replacement Event (e.g. the calculation of the Underlying is discontinued) occurs and no suitable Replacement Underlying is available or can be determined) (the "**Conversion Event**") the Issuer may convert the Securities and redeem them on the Final Payment Date by payment of the Settlement Amount. The "**Settlement Amount**" is the market value of the Securities, with accrued interest for the period until the Final Payment Date at the market rate of interest being traded at such time for liabilities of the Issuer with the same remaining term as the Securities within ten Banking Days following the occurrence of the Conversion Event, as determined by the Calculation Agent. The Settlement Amount is in any case not less than the Minimum Amount.

Early redemption at the option of the Issuer: The Securities may be redeemed at any time in whole but not in part, at the option of the Issuer at their Optional Redemption Amount on or after the date specified in a notice published on the Issuer's website on giving notice to the Paying Agent and the Security Holders, if the Issuer determines that all or part of the outstanding nominal amount of Securities is or will be excluded fully or partially from the eligible liabilities available to meet the MREL Requirements (MREL Disqualification Event).

Adjustments to the Terms and Conditions: The Calculation Agent may adjust the Terms and Conditions of the Securities (in particular the relevant Underlying and/or all prices of the Underlying which have been specified by the Calculation Agent) if an adjustment event (e.g. a change to the relevant Index Concept (for example, a change in the composition of the Index not previously anticipated)) (the "**Adjustment Event**") occurs.

Status of the Securities: The obligations of the Issuer under the Securities constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer, ranking (subject to any obligations preferred by any applicable law (also subject to the bail-in instruments as implemented under Italian law)) *pari passu* with all other unsecured obligations (other than obligations ranking junior to the senior notes from time to time (including non-preferred

senior notes and any further obligations permitted by law to rank junior to the senior notes following the Issue Date), if any) of the Issuer, present and future and, in the case of the senior notes, *pari passu* and rateably without any preference among themselves.

Where will the Securities be traded?

Admission to trading: No application for the Securities to be admitted to trading on a regulated market has been made.

Listing: Application to trading will be made with effect from 28 February 2023 on the following multilateral trading facilities (MTF): Frankfurt Stock Exchange (Open Market)

What are the key risks that are specific to the Securities?

Credit risk of the Issuer and risks in relation to resolution measures in relation to the Issuer: The Securities constitute unsecured obligations of the Issuer vis-a-vis the Security Holders. Any person who purchases the Securities therefore relies on the creditworthiness of the Issuer and has, in relation to his/her position under the Securities, no rights or claims against any other person. Security Holders are subject to the risk of a partial or total failure of the Issuer to fulfil obligations which the Issuer is liable to perform under the Securities in whole or in part, for example, in the event of the Issuer's insolvency. The worse the creditworthiness of the Issuer is the higher is the risk of a loss. In the case of realization of the credit risk of the Issuer the Security Holder may sustain a total loss of his/her capital, even if the Securities provide for a Minimum Amount at their maturity. Moreover, Security Holders may become subject to resolution measures in relation to the Issuer if the Issuer is failing or likely to fail. The obligations of the Issuer under the Securities are not secured, guaranteed by third parties or protected by any deposit protection or compensation scheme.

Risks related to market value-influencing factors: The market value of the Securities as well as the amounts distributable under the Securities primarily depend on the price of the Underlying. However, the market value of the Securities will be affected by a number of additional factors. These are inter alia the creditworthiness of the Issuer, the relevant prevailing interest and yield rates, the market for similar securities, the general economic, political and cyclical conditions, the tradability and, if applicable, the remaining term of the Securities as well as additional Underlying-related market value-influencing factors.

Risks related to the Redemption Amount: The Securities will be redeemed at their maturity at the Redemption Amount. The Redemption Amount may be less than the Issue Price or the purchase price. This means, the Security Holder only achieves a return if the Redemption Amount exceeds the individual purchase price of the Security Holder.

Risks arising from missing ongoing payments: Any Additional Conditional Amount (m) will only be payable if an Additional Conditional Amount Payment Event (m) occurs with respect to an Observation Date (m). If an Additional Conditional Amount Payment Event (m) does not occur, the Security Holder is not entitled to receive the respective Additional Conditional Amount (m). There is the risk, that in case of an unfavourable performance of the Underlying no payment of any Additional Conditional Amount (m) may occur.

Risks related to the regulation of benchmarks: The Securities make reference to a Benchmark (the "**Benchmark**") within the meaning of Regulation (EU) 2016/1011 (the "**Benchmark Regulation**") and therefore there is a risk that the Benchmark may not be used as reference value of the Securities from a certain point in time. In such event, the Securities could be de-listed, adjusted, converted or otherwise impacted. Any changes to a Benchmark as a result of the Benchmark Regulation could have a material adverse effect on the costs of refinancing a Benchmark or the costs and risks of administering or otherwise participating in the setting of a Benchmark and complying with the Benchmark Regulation. Potential investors should be aware that they face the risk that any changes to the relevant Benchmark may have a material adverse effect on the value of and the amount payable under the Securities.

Risks related to indices: The performance of Securities linked to indices depends on the performance of the respective index. Changes in the price of the components of the index and changes to the composition of the index or other factors may have an adverse effect on the performance of the index.

Risks related to potential conflicts of interests: Conflicts of interest in relation to the relevant Issuer or the persons entrusted with the offer may arise, which may result in a decision to the Security Holder's disadvantage.

Liquidity risk: There is a risk that the Securities may not be widely distributed and no active trading market may exist and may develop for the Securities. The Issuer may, but is not obliged to, purchase Securities at any time and at any price in the open market, by tender offer or private agreement. Any Securities purchased in this way by the Issuer may be held, resold or cancelled. A repurchase of Securities by the Issuer may adversely affect the liquidity of the Securities. The Issuer cannot therefore assure that a Security Holder will be able to sell his Securities at an adequate price prior to their redemption.

Section 4 – Key information on the offer of the Securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can the Investor invest in this Security?

| | | | |
|------------------------------------|--|---------------------------------|--|
| Offering Country: | Bulgaria, Croatia, the Czech Republic, Hungary and the Slovak Republic | Agio: | USD 20.00 |
| Issue Price: | USD 1,020.00 per Security (including Agio) | Subscription Period: | from 16 January 2023 to 23 February 2023 (2:00 pm Munich time) |
| Issue Date: | 27 February 2023 | Potential Investors: | Qualified investors, retail investors and/or institutional investors |
| Smallest transferable unit: | 1 Security | Smallest tradeable unit: | 1 Security |

The Securities are offered during a Subscription Period. The public offer may be terminated by the Issuer at any time without giving any reason.

Commissions charged by the Issuer: The product specific initial costs contained in the Issue Price amount to USD 65.00 .

Why is this Prospectus being produced?

Use of proceeds: The net proceeds from each issue of Securities by the Issuer will be used for its general corporate purposes, i.e. making profit and/or hedging certain risks.

Material conflicts of interest with regard to the offer: UniCredit Bank AG is the Calculation Agent of the Securities; UniCredit S.p.A. is the Principal Paying Agent of the Securities; UniCredit Bank AG is the arranger of the Securities;