

## **PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

Each Dealer represents and agrees that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the European Economic Area other than Romania. For the purposes of this provision the expression "**retail investor**" means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**EU MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II.

## **PROHIBITION OF SALES TO UK RETAIL INVESTORS**

Each Dealer represents and agrees that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms thereto in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision the expression "retail investor" means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

**EU MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**EU MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**Final Terms dated 19 December 2022**

**UNICREDIT BANK S.A.**

**Issue of Senior Unsecured Bonds**

**With 9.07 percent fixed interest rate, for the total nominal amount of 488,500,000 RON and with maturity on 21 December 2027**

**Legal entity Identifier (LEI): 5493003BDYD5VPGUQS04**

**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**ConditionsError! Bookmark not defined.**") set forth in the Base Prospectus dated 21 November 2022 which constitutes a base prospectus (the "**Base ProspectusError! Bookmark not defined.**") for the purposes of the EU Prospectus Regulation.

This document constitutes the Final Terms of the Notes described herein for the purposes of the EU Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

The Base Prospectus has been published on the website of the Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)) and on the website of the Issuer ([www.unicredit.ro](http://www.unicredit.ro)).

In accordance with the EU Prospectus Regulation, no prospectus is required in connection with the issuance of the Notes described herein.

A summary of the individual issue of Notes is annexed to the Final Terms.

1. Issuer:	UniCredit Bank S.A.
2. (i) Series Number:	1
(ii) Tranche Number:	1
3. Specified Currency:	RON
4. Aggregate Nominal Amount:	488,500,000
5. Nominal Value	500,000 RON
6. Issue Price:	100 per cent of the Nominal Value
7. (i) Issue Date:	21 December 2022
(ii) Interest Commencement Date:	21 December 2022
8. Maturity Date:	21 December 2027
9. Interest Basis:	9.07 per cent Fixed Rate

(see paragraph 13 below)

10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent of the Nominal Value.
11. Status of the Notes: Senior (unsubordinated)
12. Management Board approval for issuance of Notes obtained: 19 December 2022

### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. Fixed rate Note Provisions Applicable
- (i) Rate of Interest: 9.07 per cent per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 21 December in each year

Previous Interest Payment Date	Reference date	Current Interest Payment Date	Number of days calculated pursuant to Condition <b>Error! Reference source not found.</b> (Interest)
	28 November 2023	21 December 2023	365
21 December 2023	02 December 2024	21 December 2024	366
21 December 2024	28 November 2025	21 December 2025	365
21 December 2025	26 November 2026	21 December 2026	365
21 December 2026	26 November 2027	21 December 2027	365

- (v) Day Count Fraction: Actual/Actual (ICMA/ISDA)
- (vi) Yield: 9.07%
- Indication of yield *The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.*
14. Floating rate Note Provisions Not Applicable

15. Default Interest 1%
16. Paying Agent UniCredit Bank S.A.

**PROVISIONS RELATING TO REDEMPTION**

17. Call Option Early Redemption for Taxation Reasons
- (i) Early Redemption Amount: 100 per cent of the Nominal Value
18. Put Option Change of Control Put Option
- (i) Early Redemption Amount: 100 per cent of the Nominal Value
19. Final Redemption Amount of each Note 100 per cent

Signed on behalf of UniCredit Bank S.A.:

By: .....Duly authorised

## PART B – OTHER INFORMATION

### 1. OFFER

- |                           |  |
|---------------------------|--|
| (i) Minimum subscription  | Each investor must validly subscribe minimum 1 Note  |
| (ii) Successful closing   | The offer will be considered successful if 89 per cent of all of the offered Notes are validly subscribed in aggregate |
| (iii) Subscription Period | 16 December 2022   |
| (iv) Closing Date         | 16 December 2022   |
| (v) Transaction Date      | 19 December 2022   |
| (vi) Settlement Date      | 21 December 2022   |

### 2. LISTING AND ADMISSION TO TRADING

- |  |  |
|--|--|
| (i) Admission to Trading:  | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the spot regulated market of the Bucharest Stock Exchange with effect from January 2023 |
| (ii) Estimate of total expenses related to admission to trading: | 9,000 RON  |

### 3. OPERATIONAL INFORMATION

- |           |                          |
|-----------|--------------------------|
| ISIN:     | RO3WU5H09299             |
| Delivery: | Delivery against payment |

### 4. DISTRIBUTION

- |   |                              |
|---|------------------------------|
| (i) Method of Distribution:                       | Non-syndicated               |
| (B) Stabilisation Manager(s), if any:             | Not Applicable               |
| (iii) Name of Dealer:                             | Alpha Bank Romania S.A.      |
| (iv) U.S. Selling Restrictions:                   | Reg S Compliance Category 2; |
| (v) Prohibition of Sales to EEA Retail Investors: | Applicable                   |

(vi) Prohibition of Sales to UK Retail Investors: Applicable

5. **REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

Reasons for the offer: See "*Use of Proceeds*" in Base Prospectus"

Estimated net proceeds: 488,280,000 RON

6 **RATINGS** The Notes to be issued have not been rated

7. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees payable to the Dealer(s), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer(s) and its/their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.