This document constitutes a registration document (the "**Registration Document**") within the meaning of Article 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 Article 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 this Registration Document (the "**Delegated Regulation**").

UniCredit Bank Austria AG

Vienna, Republic of Austria

This Registration Document is valid until 27 March 2026 for use as a constituent part of a prospectus consisting of separate documents. The end of the validity of this Registration Document shall not affect the validity of a prospectus consisting of separate documents of which this Registration Document is a constituent part. 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significant new factors, material mistakes or material inaccuracies does not apply when this Registration Document is no longer valid.

27 March 2025

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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 Austria AG* ("**Bank Austria**" or the "**Issuer**", *and together with its consolidated subsidiaries*, the "**Bank Austria Group**") *to fulfil its obligations under securities issued by it. The Risk Factors are presented in a limited number of categories depending on their nature. In each of the following categories the most material risk factors are listed in a manner that is consistent with the assessment of their materiality. The Issuer assessed the materiality of the Risk Factors based on the probability of their occurrence and the expected magnitude of their negative impact.*

1. *Risks related to the Issuer´s specific business activities*

1.1 *Risk from lending business (credit risk)*

As a universal bank with a wide range of banking products and services, lending is one of the Issuer's main business areas. The Issuer is thus materially exposed to credit risks associated with such lending activities. Credit risk of the Issuer also results from exposures to UniCredit S.p.A. or UniCredit S.p.A.'s consolidated subsidiaries (together, the "**UniCredit Group**"). The credit risk of the Issuer, consisting of credit default risk including counterparty risk and Issuer risk as well as country risk is influenced, amongst others, by several, unforeseeable factors, including economic and political trends, and also, potentially, by specific events such as wars or natural disasters. For example, the year 2024 in Austria was characterized by major insolvencies in the real estate sector, among others.

The solvency of the Issuer'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 the Issuer as a whole, without the Issuer being required to resort to measures like the enforcement of collateral (where and to the extent available).

In addition, the value of the loan collaterals (e.g., real estate, securities and deposits) could fall below the amount of the respective secured claims of the Issuer. Further, if collateral is enforced, the Issuer could be unable to realise the expected value.

As a result, the Issuer could be required to adjust the value of its respective receivables and/or form additional loan loss provisions and higher reserves leading to losses for the Issuer.

A weakening of demand for financial products and/or inaccurate assessments of the creditworthiness of a customer and/or the relevant country risk could also result in losses and have detrimental effects on the operating results of the Issuer and its business and financial situation.

In addition to traditional banking activities, the Issuer 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 manner by the counterparty as well as from system failures at clearing agencies/houses, stock exchanges or other financial intermediaries (including the Issuer).

The Issuer's credit risk is determined based on the classic commercial customer businesses geared towards the regional Austrian market and the equally significant private customer business. As of 31 December 2024, loans and receivables with customers amount to € 60.5 billion; approximately two thirds thereof are attributed to the Corporates Division. The remaining third is attributable to loans and receivables from private customers. Of such private customer segment, a significant but decreasing share (approx. 14% as of 31 December 2024) relates to Swiss franc loans, involving foreign exchange risk. While such foreign exchange risk is allocated to the Issuer's respective customers, the Issuer is subject to the risk that such customers may challenge such risk allocation. This could result in a material foreign exchange risk materialising at the Issuer, which could have material detrimental effects on the operating results of the Issuer and its business and financial situation.

Austrian corporates active in the CEE region may be affected by the war in Ukraine. As the Issuer is among the largest borrowers to Austrian corporates, this may result in losses for the Issuer and/or the inability of the Issuer to generate liquidity out of such assets when required or desirable.

1.2 *Risks from trading activities (market risk), interest rate fluctuations and foreign exchange business*

The Issuer is exposed to market risk, which mainly arises in the corporates business segment. Market risk relates on the one hand to financial assets held by the Issuer for trading purposes (reflected in the Issuer's trading book) and on the other hand - mainly invested in interest-bearing securities – to strategic investments or to liquidity reserve portfolios held by the Issuer without intent to trade therein (reflected in the Issuer's banking book).

Market risk is the potential loss of on- and off-balance-sheet positions in the Issuer's trading and banking books that can arise in response to adverse changes in market prices (interest rates, equities, credit spreads, foreign exchange and commodities), other price-influencing parameters (volatilities, correlations), trading-related events in the form of default or change in credit ratings of securities (specific price risk for interest net positions) or decreased market liquidity.

Interest rate fluctuations in Europe and other markets in which the Issuer does business may negatively affect its financial situation and profitability. The Issuer is exposed to the risk that there will be a substantial long-term decrease in earnings that would have detrimental effects on the operating results of the Issuer and its business and financial situation which in turn would lead to a loss in market value of the Issuer.

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

The Issuer is also exposed to market liquidity risk. This means that the Issuer may suffer losses when disposing of an asset that can only be liquidated on the market at a discount. In extreme cases, the Issuer may not be able to sell such an asset, as the market does not offer enough liquidity, or the Issuer holds a position that is too large compared to the market turnover. This may result in losses for the Issuer and/or the inability of the Issuer to generate liquidity out of such assets when required or desirable.

1.3 *Risks from other business activities*

In addition to the core/banking business, the Issuer is also exposed to risks from other business areas such as management of its own real estate and financial investments (equity interest held by the Issuer).

Real estate risk relates to potential losses resulting from changes in the market value of the real estate portfolio of the Issuer.

With regard to real estate assets, the main risk for the Issuer relates to potential adverse developments of the market value compared with the value accounted for in the Issuer's books. Relevant factors that may contribute to such adverse developments are the future usage by the Issuer, property rents/bank rents, market rents, occupancy rate, rental contract periods and required investment. The development of the value of real estate assets is largely dependent on economic trends. Should economic growth slow down, there will be a corresponding decline in demand for rental properties. This could result in losses on real estate assets and have negative consequences for the operating results and financial situation of the Issuer.

Financial investment risk covers potential losses arising from fluctuations in the measurement of the Issuer's equity interest. Financial investment risk of the Issuer stems from equity held in companies that are not included in the consolidated financial statements according to International Financial Reporting Standards ("**IFRS**") principles or are not included in market risk. The financial investment portfolio consists of listed and unlisted interests, including some larger shares in Austrian financial institutions. 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, liabilities and situation of the Issuer.

2. *Risks related to the Issuer´s financial situation*

2.1 *Liquidity risk*

The Issuer is required under the relevant regulatory framework for banks, among other things, to ensure that the processing of its payment obligations related to foreseeable and unforeseeable business transactions and the maintenance of available means of payment are guaranteed at all times. In this regard, the Issuer is subject to the risk that it may not able to meet its payment obligations on time or in full and/or the risk that it may not be able to obtain sufficient liquidity when required or that liquidity will only be available at higher interest rates, and/or as the risk that it 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 market. Such situation may result in an increased dependence on central bank liquidity. Further, counterparty risk between banks could increase substantially. This could result in a decline in interbank business and/or a decrease of customers' confidence. Reduced trust in banks could result in large outflows of deposits held by the Issuer. As a consequence, liquidity problems may arise for the Issuer, resulting in a limited ability to fund its activities and to meet its statutory minimum liquidity requirements.

Further, the Issuer's access to liquidity could be impeded, if its access to bond markets deteriorates and/or it cannot obtain other forms of interbank loans. Reduced availability and/or higher costs of funding combined with reduced access to funding and/or the inability of the Issuer to dispose of its assets could have negative effects on its ability to process its payment obligations when due and/or to maintain means of payment available as required to meet its statutory minimum liquidity requirements.

Another risk relates to transfers of liquidity within Bank Austria Group and more broadly within UniCredit Group which includes the Issuer. Such transfers are monitored by the relevant regulatory authorities and the Issuer and/or its subsidiaries could be forced to reduce their lending or borrowing within Bank Austria Group. Also, changes in Austrian and supranational / European Union ("**EU**") or international law with regard to thresholds and the risk weight of intra-group exposures could have substantial negative effects on the internal funding of the Issuer, the costs of this funding (especially when it must be procured externally). This could compromise the Issuer's ability to ensure compliance by itself and/or its subsidiaries with applicable liquidity requirements through an intra-group transfer of liquidity, which in turn could have substantial negative effects on the operating results of the Issuer and on its business and financial situation.

The Issuer is also subject to risks known as "systemic risks". The Issuer routinely processes high volumes of transactions with its sister bank UniCredit Bank GmbH, Munich. UniCredit Bank GmbH, in turn, manages corresponding transactions with numerous counterparties in the financial services sector, including business with brokers and traders, commercial banks, investment banks and other institutional clients. Institutions processing such transactions are linked through trading, investment, clearing and counterparty relationships, among others. Market disruptions could have detrimental effects on financial intermediaries such as clearing facilities, clearing houses, banks, securities houses and stock exchanges with which the Issuer interacts on a daily basis. This could in turn have negative effects on the Issuer's ability to procure new funding via its cooperation with UniCredit Bank GmbH, and/or its ability to process its payment obligations when due and/or to maintain means of payment available as required to meet its statutory minimum liquidity requirements.

2.2 ***Risks arising from pension commitments***

The Issuer is required to provide defined benefits to certain former employees, that retired before an Austrian pension reform became effective on 31 December 1999 and as a special feature of the Issuer's staff regulations, to provide future benefits, equivalent to those under mandatory insurance, earned by pensioners for whom the Issuer has assumed the obligations of the mandatory pension insurance scheme pursuant to § 5 of the Austrian General Social Insurance Act (*Allgemeines Sozialversicherungsgesetz – ASVG*) if these persons signed a pension agreement not later than 29 February 2016 and if they left the company to take retirement by 31 December 2016. All pension insurance obligations of active employees were in the meantime transferred to the state pension insurance system, i.e., the number of pensioners receiving pension payments from the Issuer will only decline in the future.

Low interest rates are an adverse factor with regard to the pension provisions. It is conceivable that, should low interest rates persist for a protracted period of time, the discount rate for the defined benefit obligation ("**DBO**") will have to be lowered, requiring an increase of the pension provisions. Furthermore, actuarial risks, such as longevity risk (changes to the mortality tables) may require a further increase of the pension provisions. As of 31 December 2024, the present value of pension commitments and similar obligations in the balance sheet of the Issuer was at € 2,875 million.

Overall, the Issuer is exposed to the risk that it may be required to increase its pension provisions, in particular due to reductions in the discount rate for the DBO. In turn, this could have substantial negative effects on the operating results of the Issuer and on its business and financial situation.

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

3.1 ***ESG-related risks***

Financial and non-financial risks result from physical risks due to environmental changes such as global warming, from transition risks and from regulatory changes regarding environmental, social and governance ("**ESG**").

Physical risks include extreme weather events which are becoming more frequent and severe. Transition risks include issues such as carbon-intensive sectors which might be facing higher taxation, reduced demand and potentially restricted access to financing.

Such risks can have an impact on the Issuer in a wide range of areas. Climate change could manifest as a financial risk to the Issuer either through changes in the physical climate or from the process of transitioning to a low carbon economy, including further changes in climate policy or in the regulation of financial institutions with respect to risks posed by climate change.

Climate-related physical risks can include both extreme weather events and permanent changes in the climate. Potential physical risks from climate change may include a higher intensity of rainfall, prolonged droughts or flooding, more frequent wildfires, rising sea levels, or general increase in temperature. The process of adjusting to a low-carbon economy leads to transition risks, including also changes in regulation, economic and other changes driven by progress in the development of low-carbon technology and also changes in consumer behaviour with regard to low carbon goods and services. These climate-related physical risks and transition risks could have a financial impact on the Issuer's business and financial situation and as a result of material adverse impacts to its clients and customers, also through decreases in the values of assets and collaterals, higher insurance costs, interruptions in business, and adverse impact on business models.

The Issuer is also exposed to strongly increasing regulatory requirements with regard to ESG-related issues, driven by the strong focus on climate change in particular in the European Union and the transition to a "net-zero" economy being a central goal of the European Union. Such EU regulations emphasize a central role of banks in this transition. These requirements include the Corporate Sustainability Reporting Directive (CSRD), the EU taxonomy (Regulation (EU) 2021/2178), both leading to substantial additional reporting requirements for the Issuer, and recent amendments of the Regulation (EU) 575/2013 (*Capital Requirements Regulation* – "**CRR**") and the Directive 2023/36/EU (*Capital Requirements Directive IV* – "**CRD IV**"). Such rules require the Issuer to further develop its ESG risk management frameworks and to ensure that the Issuer presents the ESG aspects of its activities appropriately. The Issuer is exposed to the challenge to gather a huge number of and comprehensive ESG data with new methodologies to be applied which altogether lead to a high degree of uncertainty concerning climate-related disclosures, with the risk of such disclosures being qualified as "greenwashing" by third parties.

3.2 *Business risk*

The Issuer defines business risk as potential losses resulting from unexpected negative changes in the business volume and/or margins that are not attributed to other risk types (e.g., credit, market, operational risk). Essentially, business risk refers to the possibility that the Issuer will have lower than anticipated profits or experience a loss rather than taking a profit impairing the Issuer's ability to provide its investors with adequate returns. Business risk can result above all from a serious deterioration in the local and global market environment (including impacts from warlike events, political tensions, sanction regimes and other developments with negative impact on the economy), changes in the competitive situation, (such as growing competition by non-banks, driven both by smaller innovative companies ("**Fintechs**") and large IT companies, increasing the competitive pressure on the banking sector) in customer behaviour or in expenses structure, or changes to the legal framework (such as regulatory changes in Austria in 2022 tightening rules for private mortgages with a potential negative impact on mortgage lending). Given that the Issuer's activities are mainly concentrated in Austria, scenarios that would include a deterioration of the macroeconomic conditions in Austria could cause an increase in the business risk of the Issuer. It can lead to serious losses in earnings.

With regard to the Russian-Ukrainian conflict, the uncertainties are high. A further rise in energy prices, or even problems for energy security, e.g., reductions in the delivery of Russian natural gas, could have severe implications on the economic activity in Austria and other EU countries. The Russian-Ukrainian conflict also could have a more pronounced negative impact on general confidence of business leaders and financial investors. As a result, investment decisions of companies could be postponed or even cancelled. On financial markets, heightened uncertainty may lead to persistently higher volatility which could also have a dampening impact on the real economy. Similar negative effects could also result from the war in Gaza and increasing tensions in the whole Middle East which, for example, could have unfavourable consequences on world-wide supply chains. Furthermore, the protectionism announced under the new US presidency could have negative consequences for the European and Austrian economies. Such developments could have a severe impact on the Austrian economy and the customers of the Issuer in its Austrian home market, potentially leading to losses in earnings and an increase in loan loss provisions.

Rising inflation, as seen in recent years following the strong increase in energy prices and still being higher as before 2022, also may have a negative impact on the income situation of the Issuer. Such developments may strongly impact the cost basis of the Issuer (regarding both staff expenses and other administrative expenses) and also negatively influence the ability of its corporate customers (e.g., in the commercial real estate sector) and private customers to repay loans which might lead to an increase in loan loss provisions.

3.3 *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 across risk types. They indicate increased potential losses resulting from an imbalance of risk positions held with regard to customers or in products or specific industries and countries in line with the Bank Austria Group's business model and business strategy.

The largest concentrations of credit risk are in Austria, the Issuer's core market. In terms of industries, the largest concentrations of credit risk are – apart from the private customer business – associated with commercial real estate and public sector customers which account for the largest volume of loans.

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

If the economic environment deteriorates in individual sectors or countries to which the Issuer is materially exposed, the Issuer may be affected to a greater extent by such deterioration due to an existing concentration risk, resulting in potentially higher losses as would be the case if there were no concentration risk.

3.4 *Operational risk*

Due to its business operations the Issuer is exposed to operational risks ("**OpRisk**").

The Issuer defines OpRisk in accordance with the CRR as the risk of losses resulting from inadequate or failed internal processes, systems and individuals or from external events. 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 Issuer contains among others:

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

If OpRisk materialises, financial losses of the Issuer could arise, that the Issuer cannot or not timely or only partially meet its payments obligations.

3.5 *Reputational risk*

Due to the type of its business, the Issuer is exposed to reputational risk. The Issuer 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 Issuer, which can in turn be triggered by the materialisation 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 materialisation of primary risks as for example an operational risk of the Issuer. However, reputational risk can also materialise independently from primary risks. For example, if a high-level representative of the Issuer makes statements concerning matters of the Issuer that are adversely perceived by the public.

Reputational risk may result in a loss of confidence of stakeholders vis-à-vis the Issuer. The Issuer defines customers, employees, regulators, rating agencies and creditors as key stakeholders. A possible reaction of stakeholders arising from the loss of confidence could be for example that customers cancel their relationship to the Issuer or rating agencies downgrade the Issuer's rating.

The effects of a reputational risk event on the P&L of the Issuer may be reflected e.g., in the operational risk (e.g., losses due to increased customer complaints), in the business risk (e.g., decline in turnover) or liquidity risk (e.g., increased funding costs).

3.6 *Cyber risk*

Computer systems of banks are increasingly being targeted by cyber criminals. Cyber-attacks such as denial of service attacks, implementation of malware and phishing may lead to the loss of customer data and other sensitive information as well as to losses of liquid assets, including cash. Furthermore, cyber-attacks could disrupt electronic systems of the Issuer, including those used to service its customers. Successful cyber-attacks could also harm the Issuer's reputation and could have a material adverse effect on its operating results, financial condition and prospects through the payment of customer compensation, regulatory penalties and fines and/or through the loss of assets. In addition, cyber-attacks against critical infrastructure such as the telecommunications network in regions where the Issuer operates could have a negative impact on the Issuer as this could negatively affect its ability to communicate with its customers and other relevant parties. The consequences of such attacks against telecommunication networks could be very serious as a substantial and continuously growing share of business transactions between the Issuer and its customers is carried out via electronic channels requiring functioning telecommunication networks. The prevention of such attacks could lead to significant costs in order to improve necessary security measures against such attacks.

If these risks materialise, financial losses of the Issuer could arise, so that the Issuer cannot or not timely or only partially meet its payments obligations.

4. *Legal and regulatory risks*

4.1 *Legal and tax risks*

With regard to legal risks, Bank Austria Group is involved in various legal proceedings at the date of this Registration Document. The Issuer and other companies belonging to the Issuer are required to abide by various legal and regulatory requirements. Failure to do so may lead to litigation and administrative proceedings or investigations, which could subject the Issuer and other companies belonging to the Issuer 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 may include possible 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, the Issuer 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 existing provisions are appropriate under the current circumstances. Following an analysis in each case, the Issuer has created appropriate provisions for legal risks for ongoing proceedings. However, the possibility that the existing provisions are inadequate cannot be ruled out, in particular in case of new and/or unexpected developments. As of 31 December 2024, provisions reflected in the sub-item "other provisions" are equal to € 276 million, of which € 79 million constitute provisions for legal risks, and tax disputes.

Regarding tax risks, external tax audits of the Issuer and other companies belonging to the Issuer are currently being conducted. It cannot be ruled out that these external tax audits may lead to supplementary payments of taxes and interest. Such additional payments could have negative effects on the operating results of the Issuer and/or its business performance and financial situation.

Moreover, if the Issuer or any of its subsidiaries should violate or be alleged to violate tax laws of one or more of the countries in which the Issuer does business, the Issuer could be exposed to additional risks of tax proceedings and the potential consequences thereof. In addition to subjecting the Issuer to possible penalty payments, such proceedings may also damage the reputation of the Issuer and thereby have a further negative impact on the Issuer's business performance and financial situation.

Possible risks deriving from proceedings arising from or connected to the evolving Ukraine crisis cannot be excluded.

4.2 ***Compliance risk***

As a bank, the Issuer is subject to specific 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 Issuer's reputation.

The Issuer is subject to the risk of becoming inadvertently involved in money laundering, terrorist financing or activities prohibited by financial sanctions imposed by relevant authorities, whether through direct breaches or circumvention attempts, as well as other criminal offences. In such case, the Issuer could face significant financial, regulatory, judicial and reputational consequences. While the Issuer's compliance department is tasked with supporting management through the continuous monitoring of compliance risks, there can be no assurance that the procedures and measures of the Issuer's compliance department will always be completely effective at timely identifying and fully eliminating any compliance-related risks. Should cases of non-compliance (e.g., fraud) occur in the future, they could subject the Issuer to both financial and reputational damages.

4.3 ***Regulatory risks***

The activities of the Issuer are regulated and supervised by the central banks and competent (supervisory) authorities in the countries and regions where the Issuer does business. Within the Single Supervisory Mechanism established by Council Regulation (EU) No 1024/2013 (*Single Supervisory Mechanism Regulation* – SSM Regulation), the Issuer is subject to the direct supervision by the European Central Bank ("**ECB**").

The regulatory regimes and requirements in the various local jurisdictions contain disparities and may change at any time. This could have a severe impact on the Issuer's competitive situation and may require the Issuer to take wide-ranging measures. Apart from, for example, significantly higher capital costs and a significant increase in the cost of implementing regulatory requirements, changes in the Issuer's business model may also be required.

Should the Issuer or any of its subsidiaries not fully comply with the applicable regulatory requirements, this could lead to sanctioning measures by the relevant authority, including restrictions on the business activity of the Issuer or its subsidiaries or the withdrawal of the Issuer's banking license.

Furthermore, according to European and Austrian legal regimes on bank recovery and resolution, the Issuer is obliged to prepare recovery plans and to participate in the preparation of resolution plans by the Single Resolution Board ("**SRB**") as the respective resolution authority. The respective competent authority, the ECB may initiate early intervention measures in order to react to a critical financial situation. If the requirements for resolution are met, the SRB may undertake a range of measures (see also the risk factor "*4.4 Risk of resolution action by resolution authority*"). In such a case, there would be a risk of total loss of invested capital for shareholders and creditors of the Issuer.

Moreover, the parent institution of the Issuer, UniCredit S.p.A., as well as the Issuer are required to meet the minimum requirement for eligible liabilities ("**MREL**"). The relevant minimum contribution is determined yearly by the SRB. If the SRB requests an increase of the Issuer's MREL, this could require the Issuer to issue additional eligible liabilities at substantial costs. This could have a material adverse impact on the Issuer's profitability and financial situation.

The Issuer is subject to stress testing measures introduced by the Austrian supervisory authorities (i.e., the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde* – "**FMA**")) and the Austrian National Bank (*Oesterreichische Nationalbank* – "**OeNB**"), European authorities (i.e., the European Banking Authority ("**EBA**"), the European Securities and Markets Authority (ESMA), the ECB, the European Systemic Risk Board (ESRB)and the SRB) as well as by the supervisory authorities in the countries in which the Issuer operates.

The ECB has classified UniCredit S.p.A. and the Issuer as a so-called "other systemically important institution" ("**O-SII**"). The Issuer, as subsidiary of UniCredit S.p.A., is subject to the EU-wide stress tests. As these stress tests are run at the highest level of consolidation, the Issuer is subject to the EU-wide stress tests only as a subsidiary of UniCredit S.p.A., but not on an individual level. The Issuer, as a subsidiary of UniCredit S.p.A., has been subject to the EU-wide stress test and will quite likely be subject to similar measures in the future.

In addition to the participation in EU-wide stress tests on a consolidated basis, the Issuer is also 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 the Issuer and of relevant subsidiaries of the Issuer as well as to the OeNB.

In addition, UniCredit S.p.A. and the Issuer are subject to the supervisory review and evaluation process ("**SREP**"). Consequently, the Issuer may be required to comply with additional prudential requirements or 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 the Issuer, UniCredit S.p.A. or one of the financial institutions with which they do business. Any of such developments could have a material adverse impact on the Issuer's business performance and financial situation.

4.4 *Risk of resolution action by resolution authority*

The Directive 2014/59/EU (*Bank Recovery and Resolution Directive* – BRRD) and the Regulation (EU) 806/2014 (*Single Resolution Mechanism Regulation* – SRMR) are the main legal basis for the recovery and resolution of credit institutions (including the Issuer) in the Banking Union.

If the conditions for resolution are met, the resolution authority shall take resolution actions (i.e., resolution tools and resolution powers) in relation to the Issuer in order to be able to exercise an orderly resolution, if the Issuer is failing (or likely to fail) and to preserve the financial stability.

The conditions for resolution of the Issuer are:

- the determination that the Issuer is failing or likely to fail has been made by the competent authority or the resolution authority; and
- having regard to timing and other relevant circumstances, there is no reasonable prospect that any alternative private sector measures, or supervisory action, including early intervention measures or the write-down or conversion of relevant capital instruments and taken in respect of the Issuer, would prevent the failure of the Issuer within a reasonable timeframe; and
- a resolution action is necessary in the public interest.

The resolution authority has so-called resolution powers, which it may exercise individually or in any combination in relation to or for the preparation of the application of a resolution tool in relation to the Issuer. The different resolution tools are: (i) the sale of business tool; (ii) the bridge institution tool; (iii) the asset separation tool; and (iv) the bail-in tool.

By applying the bail-in tool the resolution authority may write down eligible liabilities in a cascading contribution to loss absorption of the Issuer or convert them into instruments of ownership. Moreover, the resolution authority can separate the performing assets from the impaired or under-performing assets and transfer the shares in the Issuer or all or part of the assets of the Issuer to a private purchaser or a bridge institution without the consent of the shareholders.

5. *Strategy related risks*

5.1 *Risks related to the Issuer's business strategy*

The Issuer's core target market is Austria. Consequently, the Issuer's profitability and risk profile is dependent on the Austrian economy and – in light of globalisation – by the impact of world economy and the world financial markets on this core market. In this context, strategic risk results from management either not recognising early enough or not correctly assessing significant developments or trends in the Issuer's environment. One element of strategic risk could be the neglection or belated adoption of relevant trends. As a consequence, fundamental management decisions could, in retrospect, prove to be disadvantageous in terms of the Issuer's long-term goals. Also, the effects of such decisions might be difficult to reverse or irreversible.

At present, in terms of strategic risk, the Issuer considers the following specific areas relevant:

- ESG related developments. Increased regulation (among others, getting into force of the CSRD / Corporate Sustainability Reporting Directive) and public awareness related to such issues involves, amongst others, considerable reputational risk for the Issuer, if the Issuer cannot demonstrate that it adequately addresses these issues in its strategy.
- Economic environment – If the Issuer does not properly assess in its strategy the economic environment, including, among other things, the stabilising measures in the eurozone or the development of economic growth in Europe, this could have a negative impact on the Issuer's profitability.
- Strategic orientation of the Issuer's business model - There is a risk that the strategic orientation of the Issuer's business model could lead to imbalances in the earnings contributions of the business areas for example due to the persistently low interest rate environment.
- Banking industry specific risks - There is a risk that the intensification of competitive conditions (also attributable to digitalization and technical disruptions) in the financial sector could, for example, lead to losses in market shares of the Issuer.
- The Issuer's rating - There is a risk that a rating downgrade is not foreseen in time which could make funding costs higher for the Issuer or have a negative impact on the business opportunities of the Issuer as a counterparty in the interbank market or with rating-sensitive customers.

5.2 *Risks related to the Issuer's status as a subsidiary of UniCredit S.p.A.*

UniCredit S.p.A. holds 99.996% of the shares in the Issuer. Consequently, and subject to any necessary approvals, UniCredit S.p.A. could take actions that may have a strong impact on the long-term business prospects of the Issuer. Such actions could aim at promoting UniCredit S.p.A. strategy of improving its overall profitability without adequate consideration of the interests of the Issuer and potential adverse effects on the long-term business prospects of the Issuer and/or Bank Austria Group. The Issuer is therefore exposed to the risk that, as part of efforts by UniCredit S.p.A. to optimise operations, the scope of its business activities could be reduced. This could have an adverse effect on the Issuer's revenues and business prospects. Existing business of the Issuer could be impaired, and the Issuer could be required to divest assets or cease operations. This could, in turn, have a material adverse effect on the Issuer's and/or Bank Austria Group's results of operations and financial condition.

Moreover, the potentially substantial costs of the implementation of such optimization efforts cannot be accurately determined in advance. Substantial unexpected costs relating to optimization measures, such as litigation costs, costs related to a possible reduction of the number of employees and costs related to the future IT systems of the Issuer, could also negatively affect the Issuer's and/or Bank Austria Group's results of operations and financial condition.

The Issuer's business is interwoven on many levels with that of the UniCredit Group. This includes mutual refinancing arrangements, competence centres for individual business segments to which the Issuer has access, the holding of positions on each other's corporate bodies, the implementation of group-wide IT systems, common products and standards, as well as measures regarding the capital of the Issuer. Adverse economic developments regarding UniCredit Group, particularly UniCredit S.p.A., could result in a reduction in support for the Issuer with regard to capital and liquidity. Moreover, there is a significant risk that a downgrading of UniCredit S.p.A.'s credit ratings could have a negative effect on the Issuer's credit ratings as well. Furthermore, a deterioration of the economic performance of UniCredit S.p.A., could adversely affect the Issuer's own business. The materialisation of any of such risks relating to UniCredit Group and its overall economic performance could have a material adverse effect on the Issuer's and/or Bank Austria Group's results of operations and financial condition.

B. PERSONS RESPONSIBLE

Bank Austria with its registered office at Rothschildplatz 1, 1020 Vienna, Austria, accepts responsibility for the information contained in this Registration Document and declares to the best of its knowledge that the information contained in this Registration Document is in accordance with the facts and that this Registration Document makes no omission likely to affect its import.

C. STATUTORY AUDITORS

The Auditing Board of the Savings Bank Auditing Association (*Sparkassen-Prüfungsverband, Prüfungsstelle*) have audited and signed without qualification the consolidated financial statements of the Issuer in accordance with the laws of the Republic of Austria for the financial years ended 31 December 2023 and 31 December 2024. KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft has audited and signed without qualification the consolidated financial statements of the Issuer in accordance with the laws of the Republic of Austria for the financial years ended 31 December 2023 and 31 December 2024.

The Auditing Board of the Savings Bank Auditing Association (*Sparkassen-Prüfungsverband, Prüfungsstelle*), Karl-Popper-Straße 2, Am Belvedere 10, 1100 Vienna, is the legally established bank auditor in Austria and in addition to supervision by the Austrian Minister of Finance (*Bundesminister für Finanzen*) is subject to quality control according to the Austrian Auditor Oversight Act (*Abschlussprüfer-Aufsichtsgesetz – APAG*). It complies with Austrian and international auditing standards.

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Porzellangasse 51, 1090 Vienna, are certified public accountants and members of "*Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen*".

Both the Auditing Board of the Savings Bank Auditing Association and KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft have audited and issued unqualified audit reports on the consolidated financial statements of the Issuer for the financial year ended 31 December 2023 on 20 February 2024 and for the financial year ended 31 December 2024 on 19 February 2025.

Furthermore, both the Auditing Board of the Savings Bank Auditing Association and KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft have audited and signed without qualification the unconsolidated financial statements of the Issuer in accordance with the laws of Austria for the financial years ended 31 December 2023 and 31 December 2024.

D. UNICREDIT BANK AUSTRIA AG

1. *Information about the Issuer*

1.1 *General*

The legal name of the Issuer is UniCredit Bank Austria AG and the commercial name of the Issue is "Bank Austria". Its place of registration is Vienna, Republic of Austria. It was incorporated on 12 October 1996 in the Republic of Austria under the Austrian Stock Corporation Act (*Aktiengesetz – AktG*) with registration number FN 150714 p and it operates under Austrian Law. UniCredit Bank Austria AG is a stock corporation (*Aktiengesellschaft*) operating under laws of the Republic of Austria with its registered office at Rothschildplatz 1, 1020 Vienna, Republic of Austria. The Issuer has been founded for an unlimited term.

The Issuer's legal entity identifier ("**LEI**") is D1HEB8VEU6D9M8ZUXG17. The Issuer's telephone number is +43 (0) 50505-0. The Issuer's website is www.bankaustria.at. All information on the Issuer's website does not form part of this Registration Document unless that information is incorporated by reference into this Registration Document.

As an Austrian financial institution, Bank Austria is required to comply with the provisions of the Austrian Deposit Guarantee Schemes and Investor Compensation Act. Bank Austria is member of an Austrian statutory deposit guarantee scheme, the "Einlagensicherung AUSTRIA Ges.m.b.H." (ESA).

1.2 *History*

Bank Austria is a stock corporation subject to the laws of the Republic of Austria. It was created through the integration of the three largest Austrian banks (*Zentralsparkasse und Kommerzialbank AG, Österreichische Länderbank AG und Creditanstalt AG*) in the decade before 2000.

In 2000, Bank Austria became a subsidiary of Bayerische Hypo- und Vereinsbank AG, Munich ("**HVB**", renamed UniCredit Bank AG in 2009 and UniCredit Bank GmbH in 2023), which in turn was acquired by UniCredit in 2005, whereupon the Issuer became a member of UniCredit Group. In January 2007, HVB sold its shares in the Issuer to UniCredit S.p.A., Vienna branch.

At the beginning of 2007, Bank Austria assumed the function of sub-holding company for the CEE region (without Poland) and this perimeter of operations was subsequently further enlarged through strategic acquisitions. It maintained this role as CEE-subholding until 1 October 2016 when UniCredit S.p.A. took over direct control of the CEE subsidiaries.

In addition, as part of the implementation of the transfer of the CEE Business, UniCredit S.p.A. made a cash contribution in the amount of € 1 billion to the Issuer on 4 August 2016. Furthermore, in connection with the transfer of the CEE Business, UniCredit S.p.A. made certain commitments in favour of the Issuer relating to the Issuer's future business activities and capital structure; the majority of UniCredit S.p.A.'s commitments expired at the end of June 2024.

UniCredit S.p.A. presented the new strategic Multi-Year-Plan "UniCredit Unlocked" in December 2021. The plan covers the period from 2022 to 2024. Focal points of the new plan are:

- Growth in UniCredit S.p.A.'s regions, further development of client franchise, changing the business model with a focus on quality growth, development of best-in-class products and services, growth in capital-light business and targeting cost efficiency;
- Driving financial performance via three interconnecting levers: cost efficiency while funding Digital & Data transformation and investing in the business; optimal capital allocation and net revenue growth of circa 2% *per annum*;
- Positive operating leverage of circa 4% 2021-2024, cost income ratio at circa 50% in 2024, RoTE (Return on Tangible Equity) of circa 10% in 2024;
- New business model allowing for strong organic capital generation with materially increased and growing shareholder distribution of at least € 16 billion total for 2021 to 2024 through a combination of cash dividends and share buybacks while maintaining or exceeding a CET 1 ratio of 12.5 to 13%; and
- Embedding sustainability in all activities.

Relevant strategic measures have been and will be implemented also in Bank Austria which is an integral part of UniCredit Group.

1.3 *Recent Events*

There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.

1.4 *Corporate Purpose*

Pursuant to Article 3 of its Articles of Association, the corporate purpose of the Issuer is the conduct of banking business of every kind pursuant to § 1 para 1 of the Austrian Banking Act (*Bankwesengesetz* – "**BWG**"). Such business shall exclude the business of a building society, investment business (management of investment funds according to the Austrian Investment Funds Act 2011 (*Investmentfondsgesetz 2011 – InvFG 2011*), real estate investment fund business and severance and retirement fund business. Further, the purpose of the Issuer also comprises the activities of a financial institution pursuant to § 1 para2 BWG, all activities pursuant to § 1 para 3 BWG and (a) trade in coins, medals and bars made of precious metals, (b) investing in companies of every kind, (c) acquisition of companies, or founding of new companies, (d) exercise and performance of management and administrative functions for firms in which the Issuer holds interests, and providing support in all aspects of their business activities, (e) the rendering of brokerage services with respect to insurance contracts and (f) with due regard to the relevant statutory provisions, all transactions conducive to directly or indirectly promote the Issuer's business objective.

1.5 *Share Capital*

As at the date of this Registration Document, the Issuer's share capital amounts to € 1,681,033,521.40 (one billion six hundred eighty-one million thirty-three thousand five hundred twenty-one 40/100 euros). It is divided into 10,115 (ten thousand one hundred fifteen) registered no-par value shares with voting rights and restricted transferability and 231,218,705 (two hundred and thirty-one million two hundred and eighteen thousand seven hundred and five) registered no-par value shares with voting rights, and each no-par value share participates in the share capital to the same extent. The share capital has been fully paid up. The shares were created pursuant to Austrian law.

2. *Ratings*

The Issuer is assigned a long-term issuer rating of "A3" with positive outlook for senior debt by Moody's Deutschland GmbH ("**Moody's**") and "BBB+" with stable outlook by S&P Global Ratings Europe Ltd. (*Niederlassung Deutschland*) ("**Standard & Poor's**"), as well as a short-term issuer rating of "P-1" by Moody's and of "A-2" by Standard & Poor's. The Issuer's cover pool for public-sector covered bonds is assigned a rating of "AAA" and the cover pool for mortgage covered bonds is assigned a rating of "AAA" by Moody's.

Moody's Deutschland GmbH has its registered office at An der Welle 5, 60322 Frankfurt am Main, Germany and is registered with the local court (*Amtsgericht*) of Frankfurt am Main under registration number HRB 33863.

A long-term issue credit rating of "A3" from Moody's means such obligations are judged to be upper-medium grade and are subject to low credit risk. Obligations rated "Aaa" are judged to be of highest quality, subject to the lowest 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. (*Source:* Moody's)

S&P Global Ratings Europe Ltd. (*Niederlassung Deutschland*) has its registered office at Bockenheimer Landstraße 2, 60323 Frankfurt am Main, Germany and is a business unit of S&P Global Inc. (NYSE: SPGI), whose headquarter is at 55 Water Street, New York, NY 10041, United States of America.

A long-term issuer credit rating of "BBB" from Standard & Poor's means the obligor has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments. Standard & Poor's ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. Additionally, Standard & Poor's can provide an estimation (known as Credit Watch) as to whether a rating will be upgraded, downgraded or whether the trend is uncertain (neutral). (*Source:* Standard & Poor's)

Moody's Deutschland GmbH and S&P Global Ratings Europe Ltd. (*Niederlassung Deutschland*) are established in the European Union and are included as a registered rating agency in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (CRA Regulation).

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

3. *Borrowing and Funding Structure*

The Issuer maintains a stable funding structure consisting mainly of deposits from customers and banks as well as securities in issue. The loan/deposit ratio, which is expressed as a division of customer loans and customer deposits (€ 60.2 billion / € 60.5 billion = 99%) and is a liquidity ratio that shows the risk content of a bank's refinancing by indicating the extent to which a bank can cover its lending volume with customer deposits, was 99% as at December 31, 2024, which also underlines the Issuer's good positioning in terms of liquidity.

4. *Description of the Expected Financing*

The business model of Bank Austria as a commercial bank leads to a well-diversified refinancing basis. The funding pillars are a strong customer base and an extensive product mix (call, fixed, term and savings deposits), supplemented by the placement of own issues in the medium-term and long-term maturity segment to fulfil the relevant funding needs under the various regulatory requirements, including liquidity buffers (e.g., Liquidity Coverage Ratio, Net Stable Funding Ratio).

E. BUSINESS OVERVIEW

1. *General*

Bank Austria is one of the largest financial services providers in the Republic of Austria, where it has a workforce of approximately 4,500 FTE (full-time equivalents) and maintains a network of about 100 branches. Bank Austria has also been a member of UniCredit since 2005, thereby offering its customers access to international financial markets.

Bank Austria Group offers universal banking services, with comprehensive service for retail clients, families, small and medium enterprises, private banking, large corporate customers, as well as institutional and public sector clients. The banking and financial products and services offered by Bank Austria Group include checking and saving accounts, credit and debit cards, corporate and consumer loans, real estate finance, private banking, asset management, investment products, export finance, project finance, documentary credits, leasing products, investment banking products and structured products. In addition to maintaining its banking network and offering a broad range of services, Bank Austria Group also aims to maintain its financial stability through a strong capital base, with its Common Equity Tier 1 (CET1) ratio amounting to 19.3% and its total capital ratio of 23.2% as of 31 December 2024.

2. *Business segments*

As of 31 December 2024, the structure of Bank Austria Group's business divisions was as follows:

- ***Retail*** (includes Retail and Small Corporates)
- ***Wealth Management & Private Banking*** (includes Schoellerbank Aktiengesellschaft)
- ***Corporates*** (includes Small, Medium and Large Corporates, Leasing, Factoring and Real Estate)
- ***Corporate Center***

Retail Division

The division is responsible for the retail banking business of the Bank Austria Group. Retail is responsible for the local customer business in Austria with retail clients and small business clients, i.e., business customers with a turnover below € 1 million. It provides a broad range of banking services to its customers and serves its clients through a country-wide branch network with a particular focus on the Vienna region and through a multi-channel approach (Online Banking, Online Trading, Mobile Banking, video conferences).

Wealth Management & Private Banking Division

The division is responsible for the private banking activities of the Issuer, covering customers with total financial assets (i.e., deposits and assets under management resp. assets under custody) exceeding € 1 million. Its core competencies include asset management, investment advisory services and retirement planning. Private Banking services high net worth individuals and private foundations and acts as the Issuer's competence center for all asset management services. Services are offered by both the Issuer and its Private Banking subsidiary Schoellerbank Aktiengesellschaft which is a specialist in investment and pension planning. Its core competence is asset management, in particular for very wealthy customers.

Corporates Division

The Corporates Division is responsible for the business in Austria with local corporate customers. Client coverage is divided in the following three areas: Large Corporates, Small and Medium Corporates and Real Estate. It holds a very strong market position in its target groups. Through dedicated subsidiaries it also offers leasing and factoring services.

The Corporates Division also offers services in the following areas: Financing & Advisory provides full coverage of structured and tailored classic financing solutions as well as debt and equity capital market advisory services. Global Transaction Banking offers trade finance, cash management, working capital solutions and securities services, while Markets offers risk management solutions and performs treasury activities.

Corporate Center

The Corporate Center division includes the Chief Operating Officer (COO) area (consisting of departments for Digital and Information, Sourcing, Real Estate & Safety, Operations and Corporate Security) and other back-office functions which do not form part of the aforementioned business divisions (such as Finance, Risk Management, Identity & Communications, etc.) and consolidation effects. It covers all equity interests that are not assigned to other divisions. Also included are inter-divisional eliminations and other items which cannot be assigned to other business divisions.

3. *Principal Markets*

3.1 *Bank Austria*

Bank Austria provides banking services in the Republic of Austria where it maintains an extensive network of about 100 branches. It is a universal bank and offers services to all major customer segments, i.e., retail customers (also including wealthy clients in need of private banking services), corporate customers (including small and medium companies as well as large international corporates) and public entities.

3.2 *Bank Austria Group*

Bank Austria is the parent company of the Bank Austria Group, which directly and indirectly holds equity participations in various companies, the most important of these being Schoellerbank Aktiengesellschaft, Vienna, and UniCredit Leasing (Austria) GmbH, Vienna.

4. *Competitive Position*

Bank Austria has Austrian market shares in total loans of approximately 12% and total deposits of approximately 12%, based on Bank Austria's internal comparison of its own volumes with market volumes provided by the OeNB.

F. MANAGEMENT AND SUPERVISORY BODIES

The Issuer has a two-tier board structure, consisting of a Management Board and a Supervisory Board. The Management Board is responsible for the executive management and represents the Issuer vis-à-vis third parties. The Supervisory Board is responsible for supervising the management and internal controls of the Issuer. Members of the Management Board are appointed by the Supervisory Board. Members of the Supervisory Board are elected by the shareholders' meeting of the Issuer.

1. *Management Board of the Issuer*

As at the date of this Registration Document, the Management Board consists of the following members:

Management Board

Name	**Function**	**Principal business activities performed outside the Issuer**
Ivan Vlaho	Chairman and Chief Executive Officer	- card complete Service Bank AG: Chairman of the Supervisory Board.
Daniela Barco	Board Member	-
Hélène Buffin	Chief Financial Officer	- Schoellerbank Aktiengesellschaft: Member of the Supervisory Board; - UNIVERSALE International Realitäten GmbH: Deputy Chairwoman of the Supervisory Board.
Dieter Hengl	Board Member	- FactorBank Aktiengesellschaft: Chairman of the Supervisory Board; - Oesterreichische Kontrollbank Aktiengesellschaft: Member of the Supervisory Board; - Wiener Börse AG: Member of the Supervisory Board.
Emilio Manca	Chief Operating Officer	- UniCredit Services GmbH: Member of the Supervisory Board.
Marion Morales Albiñana-Rosner	Board Member	- Schoellerbank Aktiengesellschaft: Deputy Chairwoman of the Supervisory Board; - Schoellerbank Invest AG: Chairwoman of the Supervisory Board.
Svetlana Pančenko	Board Member	- UniCredit Center am Kaiserwasser GmbH: Member of the Advisory Council.
Wolfgang Schilk	Chief Risk Officer	- Einlagensicherung AUSTRIA Ges.m.b.H.: Member of the Supervisory Board.

2. *Supervisory Board of the Issuer*

As at the date of this Registration Document, the Supervisory Board consists of the following members:

Name	**Function**	**Principal business activities performed outside the Issuer**
Gianfranco Bisagni	Chairman	- UniCredit S.p.A.: Group Chief Operating Officer; - UniCredit Bank Czech Republic and Slovakia a.s.: Deputy Chairman of the Supervisory Board; - UniCredit Bank Hungary Zrt: Deputy Chairman of the Supervisory Board; - ABI – Associazione Bancaria Italiana: Member of the Board of Directors.
Aurelio Maccario	Deputy Chairman of the Supervisory Board	- UniCredit S.p.A.: Group Chief Lending Officer; - Fondo Interbancario di Tutela dei Depositi: Member of the Board of Directors.
Livia Aliberti Amidani	Board Member	- UniCredit Bank Czech Republic and Slovakia a.s.: Member of the Supervisory Board;

		- The Agri Cult (London) Limited: Director.
Richard Burton	Board Member	- UniCredit S.p.A.: Head of Client Solutions; - Kepler Chevreux S.A.: Member of the Supervisory Board; - GFMA Global Financial Markets Association: Member of the Board of Directors.
Eveline Steinberger	Board Member	- The Blue Minds Company: General Manager.
Herbert Pichler	Board Member	- AVZ GmbH: Member of the Management; - AVZ Privatstiftung zur Verwaltung von Anteilsrechten: Member of the Management Board; - card complete Service Bank AG: Member of the Supervisory Board; - Oesterreichische Kontrollbank Aktiengesellschaft: Member of the Supervisory Board.
Doris Tomanek	Board Member	- Schoellerbank AG: Member of the Supervisory Board.
Christoph Bures	Employees' Representative	-
Adolf Lehner	Employees' Representative	- AVZ GmbH: Member of the Management; - AVZ Privatstiftung zur Verwaltung von Anteilsrechten: Member of the Management Board; - UniCredit Center am Kaiserwasser GmbH: Member of the Advisory Council; - VBV-Pensionskasse AG: Member of the Supervisory Board and of the Advisory Council.
Judith Maro	Employees' Representative	-
Roman Zeller	Employees' Representative	-

3. *Representatives of the Supervisory Authorities*

Nadine Wiedermann-Ondrej	Commissioner
Paul Rzepa-Stark	Deputy Commissioner

The business address of each member of the Management Board and Supervisory Board is Rothschildplatz 1, 1020 Vienna, Republic of Austria.

There are no potential conflicts of interests between any duties to the Issuer of any member of the Management Board or Supervisory Board and their respective private interests or other duties.

G. MAJOR SHAREHOLDERS

As of 31 December 2024, UniCredit S.p.A., Vienna branch, has a direct shareholding interest of 99.996% in Bank Austria, with the aggregate number of Bank Austria shares being 231,228,820, of which 10,115 are registered shares. The registered shares are held by "*AVZ Privatstiftung zur Verwaltung von Anteilsrechten*", a private foundation under Austrian law (10,000 registered shares) and by the Council Fund of the Employees' Council of Bank Austria's employees in the Vienna area (115 registered shares). UniCredit S.p.A. is the parent company of UniCredit Group and therefore Bank Austria is fully controlled by UniCredit S.p.A and therefore, dependent upon UniCredit S.p.A.

H. HISTORICAL FINANCIAL INFORMATION

1. *Financial results*

The following tables show an overview of Bank Austria Group's (1.) income statement, (2.) balance sheet, and key performance indicators, respectively, and were extracted from the audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2024:

1.1 ***Income Statement *)***

In € million	2024	2023
Net interest income	1,604	1,574
Net fee and commission income	798	740
Net trading income	1	6
Net write-downs of loans and provisions for guarantees and commitments	-41	-43
Net operating profit	1,654	1,571
Net profit or loss attributable to owners of the parent company	1,286	1,126

1.2 ***Balance Sheet *)***

The following table sets out in summary form the balance sheet which has been extracted from the audited consolidated financial statements of Bank Austria Group for the financial year ended 31 December 2024.

In € million	2024	2023
Total assets	105,253	102,745
Debt Securities in issue in total	12,532	12,259
o/w Senior Debt	11,958	11,685
o/w Subordinated Debt	574	573
Loans and receivables from customers (net)[1]	60,502	63,997
Deposits from customers[1]	60,536	59,549
Total equity	10,789	10,451
Non-performing loans (based on net carrying amount)/Loans and receivables)	2.0%	2.2%
Common Equity Tier 1 capital (CET1) ratio[2]	19.3%	19.3%
Total Capital Ratio[2]	23.2%	23.3%
Leverage Ratio calculated under applicable regulatory framework[3]	6.3%	6.4%

*) Income Statement presented as per Segment Reporting in the Notes of the Annual Report 2024 (shown in "UniCredit managerial view"). Balance Sheet presented as per Annual Report 2024. Presented key performance indicators refer to income statement and balance sheet figures presented above respectively are regulatory capital ratios (including leverage ratio).

1 Figures presented as per Segment Reporting in the Notes of the Annual Report 2024.

2 Capital ratios based on all risks under Basel 3 (transitional).

3 Leverage Ratio under Basel 3 based on the current status of transitional arrangements.

The following commentary on the development of Bank Austria's operating activities and performance is based on the income statement structure used for segment reporting.

In 2024, Bank Austria generated operating income of €2,725 million (+3% compared to the previous year's figure of €2,656 million). This growth was primarily driven by net interest income – despite the current interest rate environment – and net fees and commissions. Operating expenses were generally reduced by 1% to €1,030 million in 2024 (previous year: €1,042 million). This continues to underline the outstanding efficiency of cost management in an environment where inflation remains high.

The operating profit reached € 1,695 million, exceeding the previous year's figure of € 1,614 million by 5%, based on the above-mentioned developments, i.e. due to increased income and lower expenses.

Net write-downs of loans and provisions for guarantees and commitments for 2024 amounted to €-41 million (of which €+7 million related to stages 1 and 2 and €-48 million to stage 3), compared to expenses of €-43 million in the previous year. In the Retail segment, net releases of €88 million were recognized. In Wealth Management & Private Banking, the loan loss provisions were €-0 million, while the Corporates segment posted a charge of €-125 million due to a few major customer defaults.

At €-22 million, systemic charges were lower than in 2023 (€-79 million), of which the bank levy made up for the bulk of these charges (€-21 million). For the first time, no allocations were due for the resolution fund.

The integration/restructuring expenses fell significantly to €-88 million (previous year: €-179 million) which serve primarily to continue implementing the existing multi-year plan.

Net income from investments amounted to €+73 million (previous year: €+92 million). This primarily includes value adjustments on individual equity-accounted investments (€+79 million relating to 3-Banken Group) as well as valuation and sales results from properties.

The items listed above result in profit before tax of €1,588 million. The increase of 14% compared to the previous year's figure of €1,387 million is primarily the result of higher income (especially improved net interest income and increased net commission income), cost savings and lower systemic charges.

Income tax for the period rose to €-303 million (previous year: €-259 million) due to the higher result.

In 2024, net profit (Group net profit attributable to the owners of Bank Austria) amounted to €1,286 million, a clear improvement of +14% compared to the figure of €1,126 million in the same period of the previous year.

As at 31 December 2024, loans and receivables with customers amounted to € 60.5 billion, deposits from customers reached € 60.5 billion.

Based on these results, the following financial ratios were calculated:

- Cost/Income Ratio for the financial year 2024 improved significantly and stood at 37.8% (2023: 39.2%)
- Total capital ratio as at 31 December 2024 (based on all risks under Basel 3 (transitional)) was 23.2% (2023: 23.3%)
- Common Equity Tier 1 capital ratio as at 31 December 2024 (based on all risks under Basel 3 (transitional)) was 19.3% (2023: 19.3%).

1.3 *Financial reporting principles*

The Issuer prepares Consolidated Financial Statements in accordance with International IFRS as adopted by the EU. In addition, the disclosure rules which are specified in the Accounting Manual of UniCredit S.p.A., the ultimate parent company of the Issuer, and are required to be applied throughout the Group, were used as a basis for the preparation of the consolidated financial statements and for the reports on a consolidated basis to be submitted to the ECB) and the EBA.

For statutory purposes, the Issuer has to prepare financial statements regarding the single entity (UniCredit Bank Austria AG) in accordance with Austrian Generally Accepted Accounting Principles (Austrian GAAP). Reports in accordance with Austrian GAAP are the basis for some reports to the Austrian supervisory authorities. Reports in accordance with Austrian GAAP are also used as the basis for the preparation of Austrian tax calculations.

Half-year Interim Reports are prepared in accordance with IFRS, in particular IAS 34.

I. LEGAL AND ARBITRATION PROCEEDINGS

Bank Austria and its subsidiaries are involved in various litigation proceedings and claims incidental to the normal conduct of their business. Although it is impossible to predict the outcome of any ongoing litigation proceedings, the Issuer believes that, except as discussed below, such litigation proceedings and claims will not have a material adverse effect on its business or consolidated financial results. Bank Austria notes, however, that the outcome of litigation proceedings can be extremely difficult to predict with certainty and Bank Austria therefore offers no assurances in this regard.

Provisions are generally made for legal proceedings where impending losses are likely or certain, but the amount and timing of the losses are uncertain. In such cases, provisions are made in an amount that is deemed appropriate in light of the particular circumstances and in accordance with the applicable accounting principles, with due regard to the principle of prudence and the principle of appropriate and reliable estimate.

In line with the above policy, provisions have been made in the amount of the estimated risk for the following pending legal proceedings and other proceedings, which are the most significant pending legal proceedings of Bank Austria Group:

1. *The Madoff fraud*

Background

Bank Austria and some of its affiliates and indirect subsidiaries have been sued or investigated as a result of the Ponzi scheme operated by Bernard L. Madoff ("**Madoff**") through his company Bernard L. Madoff Investment Securities LLC ("**BLMIS**"), which was uncovered in December 2008.

Civil law procedures in Austria

Investors in the Primeo and Herald Madoff Feeder Funds have filed numerous civil suits, eight of which are still open, with a claimed amount of €4.8 million plus interest. The claims asserted in these proceedings are that Bank Austria committed certain breaches of duty in its capacity as prospectus controller. The Austrian Supreme Court issued 28 legally binding rulings with regard to the prospectus liability claims asserted in the proceedings. Regarding the proceedings concerning the Primeo Feeder funds, eighteen final decisions of the Austrian Supreme Court were taken in favour of Bank Austria. In two proceedings, the Supreme Court rejected Bank Austria's extraordinary appeal and therefore made the decision of the Court of Appeal, which had been issued in favour of the plaintiffs, final. With regard to the Herald Feeder Fund, the Austrian Supreme Court has ruled on the prospectus liability claims five times, twice in favour of Bank Austria and three times in favour of the plaintiffs. In a prospectus liability case where investments were made in Primeo and Herald, the Supreme Court ruled in favour of Bank Austria; in two further prospectus liability cases where investments were made in Primeo and Herald, the Supreme Court rejected the plaintiffs' extraordinary appeals, thereby ruling the decisions of the Court of Appeal to be legally binding in favour of Bank Austria.

The impact of these decisions on the remaining procedures cannot be predicted with certainty; future decisions could be detrimental to Bank Austria.

Concerning the Austrian civil proceedings pending against Bank Austria in connection with Madoff's fraud, Bank Austria has established provisions for risks and charges to the extent that it considers appropriate for the current risks.

Proceedings in the United States

Actions by the SIPA trustee

In December 2010, the insolvency administrator (the "**SIPA Trustee**") brought an action for the liquidation of BLMIS as well as other actions against dozens of defendants, including HSBC, UniCredit S.p.A., Bank Austria and certain affiliates, to a United States Federal Court (the "HSBC Proceedings").

In the HSBC Proceedings, the SIPA Trustee filed civil claims and avoidance claims (also known as “clawback claims”) worth several billion US dollars. The civil claims were dismissed in 2011 and no further appeals are pending against this decision. In 2015, the SIPA Trustee dropped the avoidance claims against UniCredit S.p.A and the Alternative Investments Division of Pioneer ("**PAI**") in the HSBC Proceedings, waiving the claims, as well as the avoidance claims against Bank Austria, without waiving the claims; this was done following claim adjustments that did not concern UniCredit S.p.A., PAI or Bank Austria and were considered by the SIPA trustee to satisfy the relevant claims. A judgement was issued by the Bankruptcy Court on 22 November 2016 which ordered the avoidance claims against BA Worldwide Fund Management Ltd ("**BAWFM**") to be rejected. On 9 March 2017, the SIPA Trustee commented on the rejection of the avoidance claims against BAWFM in writing. On 16 March 2017, the SIPA Trustee appealed against the dismissal of the claims. In February 2019, the Court of Appeal annulled the decision of the Bankruptcy Court of 22 November 2016 and ruled that the SIPA trustee could recover the transfers of funds by BLMIS to BAWFM and other similar parties before their insolvency. BAWFM and other defendants requested a new hearing before the Court of Appeals by an "en banc" committee (then by all judges). The Court of Appeal rejected that request in April 2019. At the request of the defendant, the Court of Appeals shall leave the proceedings suspended so that the proceedings are not continued during the review process at the Supreme Court. BAWFM and the other defendants submitted a review on 30 August 2019. On 1 June 2020, the Supreme Court rejected this revision. The case was then referred back to the Bankruptcy Court for further proceedings.

There is no significant potential claim for damages and therefore no pronounced risk profile for the UniCredit Group. Certain current or former related persons named as defendants in the HSBC Proceedings may be granted rights to indemnification by UniCredit S.p.A. and its affiliates.

Possible ramifications

In addition to the aforementioned proceedings and investigations against Bank Austria, its affiliates and some of their employees and former employees in connection with the Madoff case, additional actions may be brought in connection with this case in the future in the United States, Austria or other countries. Such possible future actions could be brought against Bank Austria, its affiliates and their employees and former employees. The pending proceedings and possible future actions may have a negative impact on Bank Austria.

Bank Austria and its affiliates intend to use all available means to defend themselves against the claims and allegations in connection with the Madoff case. Apart from the aforementioned issues, it is currently not possible to reliably estimate the time horizon and the outcomes of the various actions or to determine the level of responsibility – should responsibility be proven.

2. *Alpine Holding GmbH*

Alpine Holding GmbH issued one bond in 2010, one in 2011 and one in 2012. In 2010 and 2011, Bank Austria acted as joint lead manager together with another bank. In June/July 2013, Alpine Holding GmbH and Alpine Bau GmbH became insolvent and bankruptcy proceedings followed. Numerous bondholders then wrote to the banks involved in the bond issues to assert claims. At least as far as Bank Austria is concerned, the bondholders largely based their claims on the prospectus liability of the joint lead managers and, in fewer cases, also on flawed investment advice provided by the banks that sold the bonds to their customers. Investors have filed civil proceedings, including subpoenas for three class actions by the Federal Chamber of Labour (with claims amounting to some €18.3 million), in which Bank Austria is named as a defendant in addition to other banks. The significant cause of action is the prospectus liability.

In proceedings first and second instance courts confirmed the legal position of Bank Austria and the other issuing banks that the prospectuses were correct and complete and fully rejected the bondholders' claims based on prospectus liability. To date, no legally binding decisions have been issued by the Supreme Court against Bank Austria concerning prospectus liability. In addition to the aforementioned proceedings against Bank Austria, further actions against Bank Austria have been threatened in connection with Alpine bankruptcy, which could be brought in the future. Pending or future actions may negatively affect Bank Austria.

Bank Austria intends to use all available means to defend itself against these claims. With regard to the pending civil proceedings, Bank Austria has made provisions for risks and charges to the extent that is considered appropriate for the current risks. No new provisions for risks and charges were made in the last years. At present, despite the favourable development it is not possible to estimate the timing and outcome of the various proceedings or to assess Bank Austria's level of responsibility, if any.

3. *Class action suit regarding various fees*

The Austrian Chamber of Labour brought a class action suit against Bank Austria, alleging the inadmissibility or contractual invalidity of fees in the consumer loan sector due to violations of good manners or statutory provisions as well as non-transparent wording. The contested fees are mainly credit processing fees, but also other fees such as account management fees and fees for the cancellation receipt. If the fees are found to be inadmissible, they may no longer be used in business transactions with consumers in future. Invalid charged fees may be refunded to the affected consumers.

In addition to the class action suit, there are also individual proceedings with similar content. These proceedings have a total value in dispute of € 341 thousand.

Bank Austria, together with the mandated legal representative, analysed these clauses regarding credit processing fees at the beginning of the proceedings and assessed the risk of a litigation loss to be lower than 50%, which is why no provision for damages was formed.

The court decisions to date in individual proceedings regarding loan processing fees show a largely positive trend for Bank Austria in the first and second instances. In the class action proceedings brought by the Austrian Chamber of Labour, the action regarding the loan processing fee was dismissed in the first instance, but was upheld with regard to six other fees. A provision has been set up that corresponds to the risk from this proceeding. The judgment is not yet final.

In a decision regarding a class action case against an Austrian bank, the Supreme Court recently ruled that provisions regarding credit processing fees of this Austrian bank are inadmissible in the agreed form. The judgment marks a change in previous Supreme Court jurisprudence. The judgment is not binding on Bank Austria or the above-mentioned litigations concerning Bank Austria, respectively.

The implications and consequences of such changed jurisprudence and its effects on Bank Austria cannot be conclusively assessed as of the date of this Registration Document, but may have a material impact also in relation to the validity of past fees. Bank Austria will continue to assess and closely monitor further developments.

J. MATERIAL CONTRACTS

The Issuer has not entered into any material contracts that were not entered into in the ordinary course of the Issuer's business, which could result in any group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to securities holders in respect of the securities being issued.

K. GENERAL INFORMATION

1. *CSSF Approval*

Potential investors should note that:

(a) this Registration Document has been approved by *Commission de Surveillance du Secteur Financier* ("**CSSF**") as competent authority under the Prospectus Regulation;

(b) CSSF 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;

(d) CSSF does neither scrutinise nor approve any information on websites mentioned in this Registration Document other than those information expressly incorporated by reference into this Registration Document.

2. *Documents on Display*

The following documents can be inspected as electronic versions on the following websites until the validity of this Registration Document ends (in the case of the following items (ii) and (iii), for a period of at least ten years commencing with the publication of this Registration Document):

- the articles of association of the Issuer
  https://www.bankaustria.at/en/about-us-corporate-governance.jsp

- this Registration Document and any supplement to this Registration Document
  https://www.bankaustria.at/en/about-us-issues-under-base-prospectuses-base-prospectuses.jsp

- the documents incorporated by reference into this Registration Document (accessed by using the hyperlinks set out in the section "*Information incorporated by reference in this Registration Document*" below).

This Registration Document, any document incorporated by reference and any supplement to this Registration Document will be published on the website of the Luxembourg Stock Exchange (www.luxse.com) as well as on the internet web site of the Issuer (www.bankaustria.at) and will be available free of charge from the principal office of Banque Internationale à Luxembourg S.A. in Luxembourg in its capacity as listing agent (the "**Luxembourg Listing Agent**").

3. *Trend Information*

As at the date hereof, there has been no significant change in the financial performance of Bank Austria Group since 31 December 2024 and there has been no material adverse change in the prospects of the Issuer since 31 December 2024.

However, current political developments (conflict in Ukraine, Middle East conflict, protectionism in the USA) and their consequences (high inflation, a recession, possible issues with utility providers, etc.) might have negative consequences for the economic development in Austria and for the Issuer. Except for the events indicated above, the Issuer is not aware about any other known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year. Following the instability of the global and European financial markets in recent years, regulatory requirements have changed, in particular with regard to stricter capital and liquidity requirements, and are expected to continue to tighten further.

The ongoing digitalisation in the financial sector, driven both by smaller Fintechs and large groups in the IT sector, increases the competitive pressure on the banking sector.

4. *Significant changes in the Issuer's financial position*

As at the date hereof, there has been no significant change in the financial position of Bank Austria Group since 31 December 2024.

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

The following documents which have previously been published and filed with the CSSF shall be incorporated in, and form part of, this Registration Document:

(1) the annual financial statements of the Issuer for the year ended 31 December 2024 (the "**Annual Financial Statements 2024**"), including:

  (a) the consolidated financial statements:

    (aa) the audited consolidated balance sheets of the Issuer as at 31 December 2024;

    (bb) the audited consolidated income statements, statement of changes in equity and cash flow statements of the Issuer for the periods from 1 January 2024 to 31 December 2024;

  (b) the unconsolidated financial statements:

    (aa) the audited unconsolidated balance sheet of the Issuer as at 31 December 2024;

    (bb) the audited unconsolidated balance sheet of the Issuer as at 31 December 2024;

  in each case of (a) and (b) together with the respective notes. The consolidated and the unconsolidated financial statements referred to above have been audited and can be found in the English language Annual Financial Statements 2024 of the Issuer as noted below; and

(2) the annual financial statements of the Issuer for the year ended 31 December 2023 (the "**Annual Financial Statements 2023**"), including:

  (a) the audited consolidated balance sheets of the Issuer as at 31 December 2023;

  (b) the audited consolidated income statements, statement of changes in equity and cash flow statements of the Issuer for the periods from 1 January 2022 to 31 December 2023;

  in each case of (a) and (b) together with the notes. The consolidated financial statements referred to above have been audited and can be found in the English language Annual Financial Statements 2023 of the Issuer as noted below.

The following cross-reference list sets out where the information incorporated by reference referred to above may be found. Any information that is excluded or otherwise not incorporated by reference is not relevant for investors. In particular, any documents that are themselves incorporated by reference in the documents incorporated herein by reference will not form part of this Registration Document, as such documents are either not relevant for investors or covered elsewhere in this Registration Document.

Item	Reference
Annual Financial Statements 2024	
1. Audited Consolidated Financial Statements	
Consolidated Income Statement	Page 348
Consolidated Statement of Comprehensive Income	Page 349
Consolidated Balance Sheet	Page 350 to 351
Consolidated Statement of Changes in Equity	Pages 352 to 353
Consolidated Statement of Cash Flows	Pages 354 to 355
Notes to the Consolidated Financial Statements	Pages 356 to 589
Glossary of alternative performance measures	Pages 612 to 613
Report of the Auditors	Pages 590 to 598
The Issuer's Annual Financial Statements 2024 can be found on the following URL: https://www.bankaustria.at/files/jahresfinanzbericht_2024_en.pdf	
2. Audited Unconsolidated Financial Statements 2024	
Balance Sheet at 31 December 2024	Pages 660 to 662
Profit and Loss Account for the year ended 31 December 2024	Pages 663 to 664
Notes to the Financial Statements	Pages 665 to 725
Auditors' Report	Pages 726 to 730
The Issuer's Audited Unconsolidated Financial Statements 2024 can be found as part of the Issuer's Annual Financial Statements 2024 on the following URL: https://www.bankaustria.at/files/jahresfinanzbericht_2024_en.pdf	

Annual Financial Statements 2023

Audited Consolidated Financial Statements

Consolidated Income Statement	Page 70
Consolidated Statement of Comprehensive Income	Page 71
Consolidated Balance Sheet	Page 72
Consolidated Statement of Changes in Equity	Pages 73 to 74
Consolidated Statement of Cash Flows	Pages 75 to 76
Notes to the Consolidated Financial Statements	Pages 77 to 314
Glossary of alternative performance measures	Pages 335 to 336
Report of the Auditors	Pages 315 to 320

The Issuer's Annual Financial Statements 2023 can be found on the following URL: https://www.bankaustria.at/files/jahresfinanzbericht_2023_en.pdf

The Issuer will provide, without charge, to each person to whom a copy of this Registration Document has been delivered, upon the oral or written request of any such person, a copy of any or all of the documents in electronic format which, or portions of which, are incorporated herein by reference. Written or oral requests for such documents should be directed to the Issuer at its head office set out at the end of this Registration Document. In addition, such documents will be available, free of charge, from the principal office of the Luxembourg Listing Agent for the Luxembourg listed instruments. The documents incorporated by reference into this Registration Document are also available on the internet web site of the Luxembourg Stock Exchange (www.luxse.com) and of the Issuer (www.bankaustria.at).

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 AUSTRIA AG

Key information on the Issuer

Who is the Issuer of the Instruments?

UniCredit Bank Austria AG is the legal name of the issuer (the "**Issuer**"), and the commercial name of the Issuer is "Bank Austria". It was incorporated in the Republic of Austria under the Austrian Stock Corporation Act (*Aktiengesetz – AktG*) with registration number FN 150714 p. The Issuer is a stock corporation (*Aktiengesellschaft*) operating under laws of the Republic of Austria with its registered office at Rothschildplatz 1, 1020 Vienna, Republic of Austria. The Issuer's legal entity identifier (LEI) is D1HEB8VEU6D9M8ZUXG17.

Principal Activities

The Issuer operates as a universal bank in Austria and is one of the largest providers of banking services in Austria with market shares in total loans of approximately 12% and total deposits of approximately 12%, based on Bank Austria's internal comparison of its own volumes with market volumes provided by the Austrian National Bank. In addition, it provides its customers access to the international network of the UniCredit S.p.A. banking group in Central and Eastern Europe ("**CEE**") and the world's key financial centres.

Major Shareholders

As of 31 December 2024, UniCredit S.p.A., Vienna branch has a direct shareholding interest of 99.996% in Bank Austria, with the aggregate number of Issuer shares being 231,228,820, of which 10,115 are registered shares. The registered shares are held by "*AVZ Privatstiftung zur Verwaltung von Anteilsrechten*", a private foundation under Austrian law (10,000 registered shares) and by the Council Fund of the Employees' Council of Bank Austria's employees in the Vienna area (115 registered shares).

Executive Board

The key managing directors of the Issuer are the members of its management board (*Vorstand*): Ivan Vlaho (CEO), Daniela Barco, Hélène Buffin, Dieter Hengl, Emilio Manca, Marion Morales Albiñana-Rosner, Svetlana Pančenko and Wolfgang Schilk.

Statutory Auditors

The independent auditor of the Issuer for the fiscal years ended 31 December 2023 and 31 December 2024 was the Auditing Board of the Savings Bank Auditing Association (*Sparkassen-Prüfungsverband, Prüfungsstelle*). The independent auditor of the Issuer for the fiscal years ended 31 December 2023 and 31 December 2024 was KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft.

The Auditing Board of the Savings Bank Auditing Association, Karl-Popper-Straße 2, Am Belvedere 10, 1100 Vienna, is the legally established bank auditor in Austria and in addition to supervision by the Austrian Minister of Finance (*Bundesminister für Finanzen*) is subject to quality control according to the Austrian Auditor Oversight Act (*Abschlussprüfer-Aufsichtsgesetz – APAG*). It complies with Austrian and international auditing standards.

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Porzellangasse 51, 1090 Vienna, is a certified public accountant and member of the Austrian Chamber of Certified Public Accountants (*Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen*).

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 2024 and 31 December 2023.

Consolidated income statement*

In EUR mn	2024	2023*
Net interest income	1,604	1,574
Net fee and commission income	798	740
Net trading income	1	6
Net write-downs of loans and provisions for guarantees and commitments	-41	-43
Net operating profit	1,654	1,571
Net profit or loss attributable to owners of the parent company	1,286	1,126

* Income Statement presented as per Segment Reporting in the Notes of the Annual Report 2024 (shown in "UniCredit managerial view".).

Balance Sheet*

In EUR mn	31 December 2024	31 December 2023
Total assets	105,253	102,745
Debt Securities in issue	12,532	12,259
o/w Senior Debt	11,958	11,685
o/w Subordinated Debt	574	573
Loans and receivables from customers (net)	60,502	63,997
Deposits from customers	60,536	59,549
Total equity	10,789	10,451
Non-performing loans (based on net carrying amount)/Loans and receivables)	2.0%	2.2%
Common Equity Tier 1 capital (CET1) ratio	19.3%	19.3%
Total Capital Ratio	23.2%	23.3%
Leverage Ratio calculated under applicable regulatory framework	6.3%	6.4%

* Balance Sheet presented as per Annual Report 2024. Presented key performance indicators refer to income statement and balance sheet figures presented above respectively are regulatory capital ratios (including leverage ratio).

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

- The Issuer is materially exposed to credit risks associated with its lending activities.
- Due to the regulatory framework for banks, the Issuer is subject to the risk that it may not be able to meet its payment obligations on time or in full or to obtain sufficient liquidity when required or that liquidity will only be available at higher interest rates, and/or at the risk that it will only be able to liquidate assets on the market at a discount.
- The Issuer is exposed to potential losses resulting from unexpected negative changes in the business volume and/or margins that are not attributed to other risk types (e.g., credit, market, operational risk).
- The Issuer is exposed to various legal proceedings and a substantial uncertainty regarding the outcome of the proceedings and the amount of possible damages.
- The Issuer's profitability and risk profile is dependent on the Austrian economy and by the impact of world economy and the world financial markets on this core market.
- The Issuer is exposed to financial and non-financial risks resulting from physical risks due to environmental changes such as global warming, from transition risks and from regulatory changes regarding ESG.

ISSUER

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