

**Final Terms dated 25 June 2014**

**UniCredit Bank Austria AG**

Issue of € 500,000,000 callable Tier 2 Subordinated Notes 2014-2024

under the € 40,000,000,000

**Euro Medium Term Note Programme**

**IMPORTANT NOTICE**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 18 June 2014 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended by Directive 2010/73/EU (to the extent implemented in the relevant Member State of the European Economic Area) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at Schottengasse 6-8, A-1010 Vienna during normal business hours and [www.bankaustria.at](http://www.bankaustria.at) and copies may be obtained from Schottengasse 6-8, A-1010 Vienna.

**PART A – CONTRACTUAL TERMS**

- |    |       |  |                           |
|----|-------|--|---------------------------|
| 1. | (i)   | Series Number:                             | 462                       |
|    | (ii)  | Tranche Number:                            | 1                         |
|    | (iii) | Type and status of Notes<br>(Condition 2): | Subordinated Notes        |
|    | (iv)  | if Subordinated Notes:                     | Tier 2 Subordinated Notes |
|    | (v)   | if Pfandbriefe:                            | Not Applicable            |
|    | (vi)  | if Covered Bank Bonds:                     | Not Applicable            |

- (vii) Language: English
- (viii) Continuous Issue: No
2. Specified Currency or Currencies: Euro ("€")
3. Aggregate Nominal Amount of Notes: € 500,000,000
- (i) Series: € 500,000,000
- (ii) Tranche: € 500,000,000
4. Issue Price: 100.00 per cent of the Aggregate Nominal Amount
5. (i) Specified Denominations: € 100,000 and integral multiples of € 100,000 in excess thereof.
- (ii) Calculation Amount: € 100,000
6. (i) Issue Date: 26 June 2014
- (ii) Interest Commencement Date: 26 June 2014
7. Maturity Date: Interest Payment Date falling in or nearest to June 2024 (if not called before)

|     |   |  |
|-----|---|--|
| 8.  | Interest Basis ( <i>Condition 3</i> ):              | 3-months EURIBOR +3.00 per cent. per annum Floating Rate                 |
| 9.  | Redemption/Payment Basis ( <i>Condition 4</i> ):    | Redemption at par  |
| 10. | Change of Interest or Redemption/Payment Basis:     | Not applicable   |
| 11. | Put/Call Options:                                   | Issuer Call<br>(further particulars specified below)                     |
| 12. | Date Board approval for issuance of Notes obtained: | Management Board on 3 March 2014.<br>Supervisory Board on 10 March 2014. |
| 13. | Method of distribution:                             | Non-syndicated   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE (*Condition 3*)**

|      |   |  |
|------|---|--|
| 14.  | <b>Fixed Rate Note Provisions</b>                                 | Not Applicable   |
| 15.  | <b>Floating Rate Note Provisions</b><br>( <i>Condition 3(b)</i> ) | Applicable   |
| (i)  | Interest Period(s):   | 3 months   |
| (ii) | Specified Interest Payment Dates:                                 | 26 June, 26 September, 26 December and 26 March of each year |

- (iii) First Interest Payment Date: 26 September 2014
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Additional Business Centre(s): Not Applicable
- (vi) Manner in which the Rate(s) of Interest is/are to be determined  
(*Condition 3(b)*): Screen Rate Determination
- (vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Agent]/[Calculation Agent]): Not Applicable
- (viii) Screen Rate Determination:
- Reference Rate: 3-months EURIBOR
  - Interest Determination Date(s): Two TARGET2 Business Days prior to the commencement of the relevant Interest Period
  - Relevant Screen Page: Reuters Screen Page "EURIBOR01" as of 11:00 a.m. Brussels time
- (ix) ISDA Determination: Not Applicable
- (x) Margin(s): + 3.00 per cent. per annum
- (xi) Multiplier: Not Applicable
- (xii) Minimum Rate of Interest: 0 per cent.

|        |  |                      |
|--------|--|----------------------|
| (xiii) | Maximum Rate of Interest:  | Not Applicable       |
| (xiv)  | Day Count Fraction:  | Actual/360, adjusted |
| (xv)   | Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: | Not Applicable       |
| 16.    | <b>Zero Coupon Note Provisions</b>   | Not Applicable       |
| 17.    | <b>Inflation-Linked Note Interest Provisions (<i>Condition 3(e)</i>)</b>   | Not Applicable       |
| 18.    | <b>Arrears of Interest</b>   | Not Applicable       |

#### **PROVISIONS RELATING TO REDEMPTION**

|      |  |   |
|------|--|---|
| 19.  | <b>Call Option</b>   | Applicable  |
| (i)  | Optional Redemption Date(s):   | Specified Interest Payment Dates on or after 26 June 2019 |
| (ii) | Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): | € 100,000 per Calculation Amount                          |

|     |  |   |
|-----|--|---|
|     | (iii) If redeemable in part:   | Applicable                                |
|     | (iv) Notice Period:  | 15 calendar days                          |
| 20. | <b>Put Option</b>  | Not Applicable                            |
| 21. | <b>Redemption Amount</b>   |   |
|     | Redemption Amount of Notes with single, fixed-amount redemptions:  | € 100,000 per Calculation Amount          |
|     | In cases where the Final Redemption and Early Redemption Amount is Inflation-Linked ( <i>Condition 4(h)</i> ):   | Not applicable                            |
|     | In the case of Instalment Notes:   | Not applicable                            |
| 22. | <b>Early Redemption Amount</b>   |   |
|     | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same as per the Conditions: | as per method specified in the Conditions |
| 23. | <b>Redemption for Regulatory Reasons</b>   | Applicable                                |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

|     |   |   |
|-----|---|---|
| 24. | Form of Notes:  | <b>Bearer Notes:</b><br><br>Temporary Global Note exchangeable for a Permanent Global Note. |
| 25. | New Global Note:  | Yes   |
| 26. | Additional Financial Centre(s) or other special provision relating to payment dates:  | Not Applicable  |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | No  |
| 28. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made [and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment]: | Not Applicable  |
| 29. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable  |
| 30. | Redenomination, renominatisation and reconventioning provisions:  | Not Applicable  |
| 31. | Consolidation provisions:   | Not Applicable  |

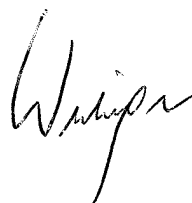
## DISTRIBUTION

- |     |       |   |  |
|-----|-------|---|--|
| 32. | (i)   | If syndicated, names [and addresses] of Managers [and underwriting commitments]:  | Not Applicable   |
|     | (ii)  | Date of [Subscription] Agreement:   | Not Applicable   |
|     | (iii) | Stabilising Manager(s) (if any):  | Not Applicable   |
| 33. |       | If Non-syndicated, name and address of Dealer:  | UniCredit Bank AG<br>Arabellastrasse 12<br>89125 Munich<br>Germany |
| 34. |       | Total commission and concession:  | Not Applicable   |
| 35. |       | US Selling Restrictions:  | Reg. S. Compliance Category 1; TEFRA D                             |
| 36. |       | Additional selling restrictions   | Not Applicable   |
| 37. |       | Each Dealer and/or financial intermediary appointed by such Dealer placing or subsequently reselling the Notes is entitled to use and rely upon the Prospectus. The Prospectus may only be delivered to potential investors together with all supplements published until such delivery. Any supplement to the Prospectus is available for viewing in electronic form on the website of the | Not Applicable   |



Issuer. When using the Prospectus,  
each Dealer and/or relevant financial  
intermediary must ensure that it  
complies with all applicable laws and  
regulations in force at that time.

Signed on behalf of the Issuer:

By: Thomas Raut 

Duly authorised

## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

- (i) Listing: None
- (ii) Admission to trading: Not Applicable
- (iii) Estimate of total expenses related to admission to trading: Not Applicable

### **2. RATINGS**

Ratings: The Notes to be issued have not been rated.

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: See "Use of Proceeds" in the Prospectus.
- (ii) Estimated net proceeds: € 500,000,000
- (iii) Estimated total expenses: Not Applicable.

### **5. HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters.

## 8. OPERATIONAL INFORMATION

ISIN Code: XS1080953422

Common Code: 108095342

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s) (if any): The Bank of New York Mellon  
One Canada Square, Canary Wharf  
London E14 5AL  
England

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the international central securities depositaries ("ICSD") as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.