

**Final Terms dated 25 June 2015****UniCredit Bank Austria AG**

Issue of € 180,000,000 callable Tier 2 Subordinated Notes 2015-2025

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 12 June 2015 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended, including by Directive 2010/73/EU) (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:                             | 479                       |
|    | (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: € 180,000,000
- (i) Series: € 180,000,000
- (ii) Tranche: € 180,000,000
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: 29 June 2015
- (ii) Interest Commencement Date: 29 June 2015
7. Maturity Date: 30 June 2025 (if not called before)
8. Interest Basis (*Condition 3*): 3-month EURIBOR +5.60 per cent. per annum Floating Rate

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|-----|--|--|
| 9.  | Redemption/Payment Basis<br>( <i>Condition 4</i> ):    | Redemption at par  |
| 10. | Change of Interest or<br>Redemption/Payment Basis:     | Not applicable   |
| 11. | Put/Call Options:                                      | Issuer Call<br>( <i>further particulars specified below</i> )                |
| 12. | Date Board approval for issuance of<br>Notes obtained: | Management Board on 7 January 2015.<br>Supervisory Board on 15 January 2015. |
| 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<br>Dates:                              | 30 March, 30 June, 30 September, 30 December of each<br>year, except for first long coupon from 29 June 2015 to<br>30 September 2015, subject to adjustment in accordance<br>with the Business Days Convention set out in (iv) below |
| (iii) | First Interest Payment Date:                                      | 30 September 2015  |

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|--------|--|--|
| (iv)   | Business Day Convention:   | Modified Following Business Day Convention   |
|        |  |  |
| (v)    | Additional Business<br>Centre(s):  | Not Applicable   |
|        |  |  |
| (vi)   | Manner in which the Rate(s)<br>of Interest is/are to be determined<br>( <i>Condition 3(b)</i> ):                 | Screen Rate Determination  |
|        |  |  |
| (vii)  | Party responsible for<br>calculating the Rate(s) of Interest<br>and/or Interest Amount(s) (if not the<br>Agent): | Not Applicable   |
|        |  |  |
| (viii) | Screen Rate Determination:   |  |
|        | - Reference Rate:  | 3-month EURIBOR  |
|        | - Interest Determination<br>Date(s):   | Two TARGET2 Business Days prior to the<br>commencement of the relevant Interest Period |
|        | - Relevant Screen Page:  | Reuters Screen Page “EURIBOR01” as of 11:00 a.m.<br>Brussels time                      |
|        |  |  |
| (ix)   | ISDA Determination:  | Not Applicable   |
|        |  |  |
| (x)    | Margin(s):   | + 5.60 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</b> ( <i>Condition 3(e)</i> )	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):	30 June 2020
(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. **Put Option** Not Applicable

21. **Redemption Amount**

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 (*Condition 4(h)*): Not applicable

In the case of Instalment Notes: Not applicable

22. **Early Redemption Amount**

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. **Redemption for Regulatory Reasons** Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. **Form of Notes:** **Bearer Notes:**  
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, renominalisation and reconventioning provisions:  | Not Applicable |
| 31. | Consolidation provisions:   | Not Applicable |

## DISTRIBUTION

- |     |   |                |
|-----|---|----------------|
| 32. | (i) If syndicated, names [and addresses] of Managers [and | Not Applicable |
|-----|---|----------------|

underwriting commitments]:

- |       |  |  |
|-------|--|--|
| (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:   | € 10,000   |
|       |  |  |
| 35.   | US Selling Restrictions:   | Reg. S. Compliance Category 1; TEFRA C                             |
|       |  |  |
| 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 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. | Not Applicable   |



Signed on behalf of the Issuer:

By: .....

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**

Not applicable

### **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: € 180,000,000
- (iii) Estimated total expenses: Not Applicable

### **6. HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters.

**8. OPERATIONAL INFORMATION**

ISIN Code: XS1254428383

Common Code: 125442838

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, or registered in the name of a nominee of one of the ICSDs acting 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.