

## Final Terms dated 25 March 2014

## UniCredit Bank Austria AG

Issue of EUR 500,000,000 Floating Rate Tier 2 Subordinated Notes due 2024 under the € 40,000,000,000

## Euro Medium Term Note Programme

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 21 June 2013 and the supplements to the Prospectus dated 18 July 2013, 17 October 2013, 14 March 2014, 18 March 2014 and 25 March 2014 which together constitute 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 as so supplemented. 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 as so supplemented. The Prospectus and the supplements to the Prospectus are 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.

- |    |   |  |
|----|---|--|
| 1. | (i) Series Number:  | 455  |
|    | (ii) Tranche Number:<br>(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible). | 1  |
|    | (iii) Type and status of Notes<br>(Condition 2):  | Subordinated Notes                               |
|    | (iv) if Subordinated Notes:   | Tier 2   |
|    | (v) if Pfandbriefe:   | Not Applicable                                   |
|    | (vi) if Covered Bank Bonds:   | Not Applicable                                   |
|    | (vii) Language:   | English binding                                  |
|    | (viii) Continuous Issue:  | No   |
| 2. | Specified Currency or Currencies:   | Euro ("EUR")                                     |
| 3. | Aggregate Nominal Amount of Notes:  | EUR 500,000,000                                  |
|    | (i) Series:   | EUR 500,000,000                                  |
|    | (ii) Tranche:   | EUR 500,000,000                                  |
| 4. | Issue Price:  | 100.00 per cent. of the Aggregate Nominal Amount |
| 5. | (i) Specified Denominations:  | EUR 100,000                                      |
|    | (ii) Calculation Amount:  | EUR 100,000                                      |

6.	(i) Issue Date:	27 March 2014
	(ii) Interest Commencement Date:	27 March 2014
7.	Maturity Date:	27 March 2024
8.	Interest Basis ( <i>Condition 3</i> ):	3-month EURIBOR + 3.74 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
12.	Date Board approval for issuance of Notes obtained:	Management Board on 3 March 2014 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> ( <i>Condition 3(b)</i> )	Applicable
	(i) Interest Period(s):	3 months
	(ii) Specified Interest Payment Dates:	27 March, 27 June, 27 September, 27 December
	(iii) First Interest Payment Date:	27 June 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 ( <i>Condition 3(b)</i> ):	Screen Rate Determination
	(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Agent):	Not Applicable
	(viii) Screen Rate Determination:	
	- Reference Rate:	3-month EURIBOR
	- Interest Determination Date(s):	2 TARGET Business Days prior to start of each Interest Period
	- Relevant Screen Page:	Reuters page EURIBOR01
	(ix) ISDA Determination:	Not Applicable
	(x) Margin(s):	+ 3.74 per cent. per annum
	(xi) Minimum Rate of Interest:	Not Applicable

(xii)	Maximum Rate of Interest:	Not Applicable
(xiii)	Day Count Fraction:	Actual/360
(xiv)	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 27 March 2019
(ii)	Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	EUR 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:	EUR 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. **Redemption for Regulatory Reasons** Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	Form of Notes:	<b>Bearer Notes:</b>  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 Arrabellastrasse 12 89125 Munich 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	Not Applicable

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.

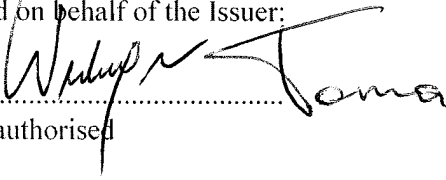
## PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue of the Notes described herein pursuant to the € 40,000,000,000 Euro Medium Term Note Programme of UniCredit Bank Austria AG.

Signed on behalf of the Issuer:

By: .....

Duly authorised



## **PART B – OTHER INFORMATION**

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

- |   |                 |
|---|-----------------|
| (i) Listing:  | Not Applicable. |
| (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:      | The net proceeds from the sale of the Notes will be used for the general financing purposes of the Issuer. |
| (ii) Estimated net proceeds:    | EUR 500,000,000  |
| (iii) Estimated total expenses: | Not Applicable   |

### **5. YIELD**

Indication of yield: Not Applicable

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

Details of historic EURIBOR rates can be obtained from Reuters Page "EURIBOR01".

### **7. PERFORMANCE AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

### **8. OPERATIONAL INFORMATION**

ISIN Code: XS1049363853

Common Code: 104936385

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, except for Notes, which will be deposited with Oesterreichische Kontrollbank AG and which will not be issued in NGN form in order to become Eurosystem eligible, and which 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.