

## Final Terms dated 25 March 2013

## UniCredit Bank Austria AG

Issue of EUR 500,000,000 Subordinated Tier 2 Floating Rate Notes due 2023 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 18 June 2012 and the supplements to the Prospectus dated 27 July 2012, 14 August 2012, 22 November 2012 and 19 March 2013 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.

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|----|---|--|
| 1. | Issuer:   | UniCredit Bank Austria AG                        |
| 2. | (i) Series Number:  | 440  |
|    | (ii) Tranche Number:  | 1  |
|    | (If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible). |  |
|    | (iii) Type and status of Notes:   | Subordinated Notes                               |
|    | (iv) if Subordinated Notes:   | Subordinated Capital                             |
|    | (v) if Pfandbriefe:   | Not Applicable                                   |
|    | (vi) Language:  | English binding                                  |
|    | (vii) Continuous Issue:   | No   |
| 3. | Specified Currency or Currencies:   | Euro ("EUR")                                     |
| 4. | Aggregate Nominal Amount of Notes:  | EUR 500,000,000                                  |
|    | (i) Series:   | EUR 500,000,000                                  |
|    | (ii) Tranche:   | EUR 500,000,000                                  |
| 5. | Issue Price:  | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations:  | EUR 100,000                                      |
|    | (ii) Calculation Amount:  | EUR 100,000                                      |
| 7. | (i) Issue Date:   | 27 March 2013                                    |
|    | (ii) Interest Commencement Date:  | 27 March 2013                                    |

8.	Maturity Date:	27 March 2023
9.	Interest Basis:	3-month EURIBOR + 4.80% Floating Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call (further particulars specified below)
13.	Date Board approval for issuance of Notes obtained:	Management Board on 22 October 2012 , on 3 December 2012 and on 17 December 2012; Supervisory Board on 5 November 2012 and on 21 January 2013
14.	Method of distribution:	Non-syndicated

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

15.	<b>Fixed Rate Note Provisions</b>	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Applicable
	(i) Interest Period(s):	Quarterly
	(ii) Specified Interest Payment Dates:	27 March, 27 June, 27 September, 27 December in each year
	(iii) First Interest Payment Date:	27 June 2013
	(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:	Screen Rate Determination
	(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Agent]/[Calculation Agent]):	The Bank of New York Mellon
	(viii) Screen Rate Determination:	
	- Reference Rate:	3-month EURIBOR
	- Interest Determination Date(s):	Two TARGET Business Days prior to the start of each Interest Period
	- Relevant Screen Page:	Reuters Page "EURIBOR01"
	(ix) ISDA Determination:	Not Applicable
	- Floating Rate Option:	Not Applicable
	- Designated Maturity:	Not Applicable
	- Reset Date:	Not Applicable
	(x) Margin(s):	+ 4.80 per cent per annum
	(xi) Minimum Rate of Interest:	Zero percent

	(xii) Maximum Rate of Interest:	Not Applicable
	(xiii) Day Count Fraction:	Act/360, adjusted
	(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
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
19.	<b>Dual Currency Note Provisions</b>	Not Applicable
20.	<b>Credit-Linked Notes</b>	Not Applicable
21.	<b>Other Notes</b>	Not Applicable
22.	<b>Arrears of Interest:</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
23.	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s):	The Issuer may (subject to the prior approval of the Austrian Financial Market Authority, the “FMA”) elect to redeem the Notes in whole but not in part on any Specified Interest Payment Date (but not prior to the 5th anniversary of the Issue Date).
	(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:	Not Applicable
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice Period:	Not Applicable
24.	<b>Put Option</b>	Not Applicable
25.	<b>Final Redemption Amount of each Note</b>	EUR 100,000 per Calculation Amount
	In cases where the Final Redemption Amount is Index-Linked or other	

variable-linked:

- |        |  |                |
|--------|--|----------------|
| (i)    | Index/Formula/variable:  | Not Applicable |
| (ii)   | Calculation Agent responsible for calculating the Final Redemption Amount (if not the Agent):  | Not Applicable |
| (iii)  | Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:  | Not Applicable |
| (iv)   | Determination Date(s)  | Not Applicable |
| (v)    | Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: | Not Applicable |
| (vi)   | Payment Date of final Redemption Amount:   | Not Applicable |
| (vii)  | Minimum Final Redemption Amount:   | Not Applicable |
| (viii) | Maximum Final Redemption Amount:   | Not Applicable |

In the case of Instalment Notes:

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|------|---------------------|----------------|
| (i)  | instalment dates:   | Not Applicable |
| (ii) | Instalment amounts: | Not Applicable |

In the case of Other Notes:

- |       |                         |                |
|-------|-------------------------|----------------|
| (i)   | Equity Linked Notes:    | Not Applicable |
| (ii)  | Credit-Linked Notes:    | Not Applicable |
| (iii) | Cash or Share Notes:    | Not Applicable |
| (iv)  | Inflation Linked Notes: | Not Applicable |
| (v)   | Other Structured Notes: | Not Applicable |

26. **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 (if required or if different from that set out in the Conditions):
- The Conditions apply

- 26.a **Redemption for Regulatory Reasons**      Applicable

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**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27.	Form of Notes:	Bearer Notes:  Temporary Global Note exchangeable for a Permanent Global Note
28.	New Global Note:	Yes
29.	Additional Financial Centre(s) or other special provision relating to payment dates:	Not Applicable
30.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
31.	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
32.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
33.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
34.	Consolidation provisions:	Not Applicable
35.	Other final terms:	Not Applicable


## **DISTRIBUTION**

36.	(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
37.	If Non-syndicated, name and address of Dealer:	Unicredit Bank Ireland p.l.c. La Touche House, IFSC Dublin 1 Ireland
38.	Total commission and concession:	Not Applicable
39.	US Selling Restrictions:	Reg. S. Compliance Category 2; TEFRA D
40.	Additional selling restrictions	Not Applicable
41.	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	Not Applicable

## PURPOSE OF FINAL TERMS

## RESPONSIBILITY

Signed on behalf of the Issuer:

By:  .....

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |   |  |
|-------|---|--|
| (i)   | Listing:  | Luxembourg Stock Exchange  |
| (ii)  | Admission to trading:                                       | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange's regulated market with effect from 27 March 2013. |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 6,050  |

### 2. RATINGS

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

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

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: | EUR 6,050  |

### 5. *Fixed Rate Notes only* – YIELD

Not Applicable

### 6. *Floating Rate Notes only* - HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters.

### 7. *Index-Linked or other variable-linked Notes only* – PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

### 8. *Dual Currency Notes only* – PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

### 9. OPERATIONAL INFORMATION

ISIN Code: XS0909773854

Common Code: 090977385

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 depositories ("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.