

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



UniCredit Bank AG

Munich, Federal Republic of Germany

The validity of this Registration Document expires on 17 May 2022. 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significant new factors, material mistakes or material inaccuracies does not apply when this Registration Document is no longer valid.

17 May 2021

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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 AG ("HVB" or the "Issuer", and together with its consolidated subsidiaries, the "HVB Group") to fulfill its obligations under securities issued by it. The Risk Factors are presented in risk categories (section 1. to section 5.) depending on their nature, whereby the two most material risk factors according to the Issuer are presented first in each category. The Issuer's assessment of materiality was based on the probability of their occurrence and the expected extent of their negative effects.

1. Risks related to the Issuer's financial situation

1.1 Liquidity risk

In the course of its business activities, HVB Group must ensure, among other things, that the smooth and orderly processing of foreseeable and unforeseeable business transactions with regard to payment obligations entered into and means of payment available is guaranteed at all times within the regulatory framework. In this context HVB Group is subject to liquidity risk and defines this as the danger that the bank is not able to meet its payment obligations on time or in full and as the risk of not being able to obtain sufficient liquidity when required or that liquidity will only be available at higher interest rates, and/or as the risk that the bank 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 in the market. In such situation an increasing dependence on central bank liquidity could arise. In addition, counterparty risk between banks in particular could increase substantially which could cause a decline in interbank business and could entail a decrease of customers' confidence. In this connection, reduced trust could result in large outflows of deposits in HVB Group, which as a consequence could create liquidity problems for HVB Group and thus could result in a limited ability to fund its activities and meet its minimum liquidity requirements.

Furthermore the access for HVB Group to liquidity could be impeded in case of an inadequate access to bond markets or by the inability to issue bonds or to obtain other forms of interbank loans. Interbank funding costs could increase and reduced availability and/or higher costs of funding, combined with reduced access to similar or other forms of funding and/or the inability of HVB Group to dispose its assets or liquidate its investments could have negative effects on its business activities and on its operating results and financial situation.

Another risk concerns transfers of liquidity between units of HVB Group. These transfers are monitored by the regulatory authorities so that HVB and its subsidiaries could be forced to reduce their lending or borrowing to/from other legal entities within HVB Group and this could negatively impact the ability of HVB Group to meet the liquidity regulations of its subsidiaries through an intra-group transfer of capital, which in turn could have substantial negative effects on the operating results of HVB Group and on its business and financial situation.

Besides there are risks known as 'systemic risks'. HVB Group routinely processes high volumes of transactions with numerous counterparties in the financial services sector, including business with brokers and traders, commercial banks, investment banks and other institutional clients. Financial services institutions operating transactions with such institutions, are linked through trading, investment, clearing and counterparty relationships, among others. Concerns regarding the stability of one or more of these institutions and/or the countries in which they operate could lead to a serious liquidity shortage (up to and including an entirely frozen interbank business), to losses and/or other institutional defaults. These risks could have detrimental effects on financial intermediaries such as clearing facilities, clearing houses, banks, securities houses and stock exchanges with which HVB Group interacts on a daily basis. This could in turn have negative effects on the ability of HVB Group to procure new funding.

1.2 Risks arising from pension commitments

HVB Group has undertaken to provide a range of different pension plans to current and former employees, which are largely financed by various forms of investment, some of which are external. Pension risk may arise in connection with the pension plans on both the assets side and the liabilities side (pension commitments). This may be caused by a decline in the fair value of plan assets on the assets side due to disadvantageous changes in market prices as well as by an increase in the obligations on the liabilities side, for instance due to a reduction in the discount rate. Furthermore, actuarial risks, such as longevity risk (changes to the mortality tables) may arise on the obligation side. In this context, pension risk is the risk that the pension provider will have to provide additional capital to service the vested pension commitments.

Low interest rates continue to be seen as the main negative factor for both the amount of the pension commitments disclosed and the amount of the income that can be generated from the plan assets with acceptable

risk. It is perfectly conceivable that, should low interest rate levels persist for a longer period of time, the discount rate will have to be lowered again, thus causing the pension obligations to rise further.

Changes in the actuarial assumptions (for example, pension increases, salary increases, career trends and life expectancy) could influence the amount of the pension obligations, resulting in significant increases. Moreover, turmoil in the capital markets and the low interest rate environment could lead to losses in the plan assets of the various pension plans or prevent the achievement of the respective return targets. As a result, funding levels of the individual pension plans may be seriously compromised. All of the detrimental factors can have negative effects on the business results and the capital position of HVB Group, and thus on its financial situation. As of 31 December 2020 the present value of the defined benefit obligations in HVB Group was at € 5,939 million, the fair value of plan assets had a volume of € 4,552 million.

2. Risks related to the Issuer's specific business activities

2.1 Risk from lending business (credit risk)

As a universal bank with a wide range of banking products and services, lending is one of HVB Group's main business areas. The HVB Group is thus exposed to a large extent to credit risks.

The credit risk of HVB Group, consisting of credit default risk including counterparty risk and issuer risk as well as country risk is influenced amongst others by several, unforeseeable factors, regarding economic and political trends, such as recessions, industry specific market developments, foreign currency risks, changes in tax and monetary policies, natural disasters, wars, changes in laws and regulatory requirements, liquidity and expectations of the capital markets as well as consumer behaviour with regard to investments and savings.

The solvency of HVB Group'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 HVB Group as a whole, without having to take recourse to measures like the sale of collateral (where present).

In addition the value of the loan collaterals (e.g. real estate, securities, deposits, ships) could also fall below the amount of outstanding capital or in case of debt enforcement HVB Group could be unable to realise the expected value.

As result HVB Group could be forced to arrange for a revaluation of the loan and/or form additional loan loss provisions and higher reserves leading to losses for HVB Group.

A weakening of demand for financial products or inaccurate assessments of the creditworthiness or the country risk of the customers could also have detrimental effects on the operating results of HVB Group and its business and financial situation.

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

The aforementioned risks generally increase compared to previous years, in particular due to the economic impact of the Covid-19 pandemic on HVB Group's customers. One indicator is the development of HVB Group's expected loss at year-end 2020 compared with year-end 2019 (increase by € 40 million from € 299 million in December 2019 to € 339 million in December 2020) which already reflects the first effects of the Covid-19 pandemic on the HVB Group's portfolio, primarily through the rating downgrades.

A part of the credit risk of HVB Group results from credit exposures to the parent company of HVB Group, the UniCredit (UniCredit S.p.A. together with its consolidated subsidiaries). Changes in German and international laws and regulations with regard to the amount and weighting of intra-group exposures could have substantial negative effects on the internal funding of HVB Group, the costs of this funding (especially when it must be procured externally) and therefore on the business and financial situation of HVB Group.

2.2 Risks from trading activities (market risk)

HVB Group is exposed to market risk, which mainly arise in the Corporate & Investment Banking (CIB) business segment. One part of the market risk is in trading books while the other part – mainly invested in interest-bearing-securities – lie in strategic investments or in liquidity reserve portfolios in the banking book.

Market risk is defined as the risk of incurring losses on positions held on and off the balance sheet in the trading or investment books as a result of unfavourable changes in the market value of securities or financial derivatives. The most relevant of these prices are interest rates (used to determine and discount cash flows), share prices, credit spreads (including, but not limited to, changes in these spreads due to credit defaults or rating changes),

spot exchange rates, commodity prices and derived prices such as volatilities and correlations between these parameters.

Increased market volatility, e.g. in the context of the further development of Covid-19, or fluctuations of interest rates or credit spreads in Europe and other markets in which HVB Group does business may negatively affect its financial situation and profitability. For example the current low interest rates are causing a decrease in margins, especially on the deposit side, that is having a direct negative impact on earnings. It cannot be guaranteed that there will be no substantial long-term decrease in earnings that would lead to a loss in market value of HVB Group.

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

Market liquidity risk relates to the risk that HVB Group will suffer losses due to the disposal of assets that can only be liquidated on the market at a discount. In extreme cases, HVB Group may not be able to sell such an asset, as the market does not offer enough liquidity or HVB Group holds a position that is too large compared to the market turnover.

2.3 Risks from other business activities

In addition to the core/banking business, the Issuer is also exposed to risks from other business areas like own real estate.

Real estate risk (RER) is defined as the potential loss resulting from market value fluctuations of the bank's own real estate portfolio. This includes the portfolio of the legal entities (owned or leased), of the property ownership companies and its special purpose vehicles (SPVs) and shareholding companies. It does not take into consideration properties held as collateral which are considered within credit risk.

The main risks for the bank-owned portfolio mainly stem from the trend of the market value resp. the trend of the book value (for IFRS properties). The risk drivers are e.g. the future usage by the bank, property rents/bank rents, market rents, occupancy rate, residual term of rental contracts and investment needs. The situation in real estate markets depends on economic trends. Should the growth slow down, a corresponding decline in demand for rental properties is likely. This would probably lead to negative consequences for the operating results and financial situation of HVB Group.

Financial investment risk covers potential losses arising from fluctuations in the measurement of HVB Group's equity interest. Financial investment risk of HVB Group stems from losses from equity mobilized in connection with an equity held in companies that are not included in the consolidated financial statements according to IFRS principles or are not included in market risk. The financial investment portfolio mainly consists of unlisted interests, equity derivatives and other fund shares (real-estate funds and other closed funds).

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 and financial situation of HVB Group.

3. General risks related to the Issuer's business operations

3.1 Operational risk

Due to its business operations HVB is exposed to operational risks (OpRisk).

HVB defines operational risk as the risk of losses resulting from inadequate or failed internal processes, systems and people or from external events in line with the Capital Requirement Regulation (CRR). 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 HVB contains among others:

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

In case operational risks occur, financial losses of the Issuer could arise, in the worst case leading to a total loss of the invested capital.

3.2 Reputational risk

HVB Group 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 bank, which can in turn be triggered by the materialization 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 materialization of a primary risks as for example an operational risk of the bank. Moreover reputational risk may also not have to be linked to a primary risk as for example in case of a high-level representative of the bank making adversely perceived public statements concerning matters of the bank.

Basically reputational risk implies a loss of confidence of a stakeholder vis-à-vis the bank. The HVB Group, as part of a Pan-European Banking Group, defines as key stakeholders customers, employees, regulators, rating agencies and creditors. A possible reaction of stakeholders arising from the loss of confidence could be for example that customers cancel their relationship to HVB or rating agencies downgrade the bank's rating.

The effects of a reputational risk event on the P&L of the bank may be reflected e.g. in the operational risk (e.g. losses due to increased client claims), in the business risk (e.g. decline in sales) or liquidity risk (e.g. increased refinancing costs).

3.3 Business risk

HVB Group defines business risk as a measure of the distance between unexpected adverse changes in the future earnings of the bank and the expected ones on a one-year risk horizon. Business risk can result above all from a serious deterioration in market environment, changes in the competitive situation or customer behaviour, but may also result from changes in the expense structure.

Essentially, business risk refers to the possibility that the bank will have lower than anticipated profits or experience a loss rather than taking a profit impairing the company's ability to provide its investors and stakeholders with adequate returns. Given that HVB Group's activities are mainly concentrated in Germany and Italy, scenarios that would include a deterioration of the macroeconomic conditions in these countries could cause an increase in the business risk of HVB Group.

3.4 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 equally across risk types. They indicate increased potential losses resulting from an imbalance of risk positions held in customers and products or specific industries and countries in line with HVB Group's business model and business strategy.

The largest concentrations of credit risk are in Germany, HVB Group's core market, and in Italy, which is partly due to HVB Group's role as a Group-wide competence centre for UniCredit's market and investment banking activities. In terms of industries, the largest concentrations of credit risk are in the financial institutions (including foreign countries), real estate and the public sector industry groups. The concentration in financial institutions (including foreign countries) and the public sector is partly due to HVB Group's own liquidity investments.

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

In the case of a deterioration in the economic environment, e.g. in individual sectors or countries in which the Bank is heavily involved, the Bank may be affected to a correspondingly greater extent by possible losses due to an existing concentration risk.

4. Legal and regulatory risks

4.1 Regulatory risks

The activities of HVB Group are regulated and supervised by the central banks and regulatory authorities in the countries and regions where HVB Group does business. Within the Single Supervisory Mechanism (SSM) HVB Group is subject to the supervision by the European Central Bank (ECB).

The bank regulatory regimes in the various local jurisdictions contain disparities and may change at any time. This could have a severe impact on the competitive situation and may require HVB Group to take wide-ranging measures. Apart from e.g. significantly higher capital costs and a significant rise of costs for the implementation of regulatory requirements also changes in the business model may be required.

Should HVB or any of its subsidiaries not fully comply with the regulatory requirements of the respective supervisory authorities, this could lead to sanctioning measures by the relevant Competent Authority supervisor right up to the withdrawal of the licence.

HVB has therefore established a process in accordance with the Minimum Requirements for Risk Management (MaRisk) which shall ensure the identification and implementation of new regulations by and applicable to HVB. In addition, the potential impacts of relevant new regulations on the Bank are assessed at an early stage according to defined criteria (e.g. relevant implementation costs or their impact on potential earnings or risk weighted assets (RWA)) and relevant measures are taken, if necessary. Moreover external audits and the communication with supervisory authorities are coordinated centrally in HVB.

Nevertheless changes of the regulatory and statutory environment of HVB or cases of non-compliance with regulatory requirements by the supervisors may still occur, which can have a severely disadvantageous impact on certain business activities, the earnings situation and the financial situation of HVB, such as restrictions on the business activity of HVB or its subsidiaries.

According to European and German regime on bank recovery and resolution law credit institutions are obliged to prepare recovery plans and to participate in the preparation of resolution plans by the relevant national resolution authority. The relevant recovery and resolution plans for UniCredit Bank AG are an integral part of the group-wide recovery and resolution plans for UniCredit S.p.A. The national competent supervisory authority may initiate early intervention measures in order to react to a critical financial situation. If the requirements for resolution are met the competent resolution authority may undertake a range of measures, especially resolution measures. In this case there is a risk of total loss of invested capital for shareholders and creditors.

Furthermore, credit institutions are required to meet the Minimum Requirement for own funds and Eligible Liabilities (MREL). The relevant minimum contribution is determined on a yearly basis by the competent resolution authority.

HVB and HVB Group are subject to stress testing measures introduced or coordinated by the German financial supervisory authorities (German Federal Financial Supervisory Authority ("**BaFin**") and the German Central Bank (Deutsche Bundesbank), the European institutions (European Banking Authority (EBA), European Central Bank (ECB)), European Commission and the European Systemic Risk Board (ESRB)) or as well as by the supervisory authorities in the countries in which HVB and HVB Group operate. Since the ECB has classified UniCredit S.p.A. as a systemically important bank, HVB and HVB Group, as a part of UniCredit, were subject to the EU-wide stress tests. As these stress tests were run at the highest level of consolidation, HVB and HVB Group were subject to the EU-wide stress test only as a part of UniCredit, but not on a stand-alone level. HVB and HVB Group, as a part of UniCredit, may be subject to similar measures in the future.

In addition to the participation in EU-wide stress tests, HVB and HVB Group are 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 HVB and of relevant subsidiaries within HVB Group as well as to the German Central Bank.

In addition, UniCredit S.p.A. and HVB are subject to the annual Supervisory Review and Evaluation Process (SREP). HVB Group complies with all current SREP capital requirements.

The business performance of HVB and HVB Group could be negatively affected and it may be required to comply with additional prudential requirements or to 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 HVB, HVB Group, UniCredit or one of the financial institutions with which they do business.

4.2 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 HVB Group's reputation.

This includes the risk of being misused for the purposes of money laundering, terrorist financing and other criminal offences. In HVB Group, the Compliance function supports the management and monitoring of compliance risks with the main focus on breaching of laws and legal rules and regulations. The Compliance function identifies the compliance risk under consideration of external circumstances, potential impacts to the bank and their business activities and works towards the implementation of effective internal procedures and appropriate measures (including controls) to ensure compliance with the material statutory provisions and requirements for the institution. Dedicated risk analyses are therefore performed on a regular basis and follow the requirements from the Minimum Requirements for Risk Management (MaRisk), the German Banking Act (KWG), the German Securities Trading Act (WpHG), the Anti Money Laundering Act (GwG) as well as the Minimum Requirements for Compliance (MaComp).

Besides the regular updates of compliance risk results, ad hoc assessments are carried out in order to reflect newly arising risks. The opening of a new business line and/or structural changes within the bank are examples which could trigger a re-assessment. Risk results are reported on a quarterly basis to the Management Board of

HVB. Based on the risk-results, activities within Compliance are managed, such as inter alia second-level controls, advice activities, subject-specific training courses etc. However, cases of non-compliance (e.g. fraud) could occur in the future and cause financial losses as well as a negative public perception of HVB Group.

4.3 Legal and tax risks

With regard to legal risks HVB and other companies belonging to HVB Group are involved in various legal proceedings at the date of this Registration Document. HVB and other companies belonging to HVB Group are required to deal appropriately with various legal and regulatory requirements. Failure to do so may lead to litigation and administrative proceedings or investigations, and subject HVB and other companies belonging to HVB Group 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 include 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, HVB Group 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 they are appropriate under the current circumstances. Following an analysis in each case, HVB Group has created appropriate provisions for legal risks for ongoing proceedings. However, the possibility that the existing provisions are inadequate cannot be ruled out. As of 31 December 2020, the provisions (included in the 2020 annual report) are equal to € 716 million. Therein are € 150 million provisions which include legal risks and similar.

Regarding tax risks, at the date of this Registration Document external tax audits of HVB and other HVB Group companies are taking place. It cannot be ruled out that these external tax audits of HVB Group will lead to supplementary payments of taxes and interest. Such additional payments could have negative effects on the operating results of HVB Group and/or its business performance and financial situation. Appropriate provisions have been recognized for this.

Moreover, if an HVB Group company should violate or be alleged to violate tax laws of one or more of the countries in which HVB Group does business, HVB Group could be exposed to additional tax risks and other risks. This would in turn increase the probability of additional tax proceedings and other official proceedings and could damage the reputation of HVB Group.

5. Strategic and macroeconomic risks

5.1 Strategic risk

HVB Group as a universal bank focuses on the regional management of the German market and also acts as the centre of competence for the investment banking activities of UniCredit as a whole. As a consequence, the profitability and risk profile of HVB Group are influenced in particular by economic developments in Germany and by developments on the international financial and capital markets. In this context, strategic risk results from management either not recognising early enough or not correctly assessing significant developments or trends in the Bank's environment. As a consequence fundamental management decisions could, in retrospect, prove to be disadvantageous in terms of the Bank's long-term goals. In addition, some decisions may be difficult to reverse or cannot be reversed at all.

Presently the following areas determined as relevant for the occurrence of strategic risk:

- Economic environment – If, among other things, the stabilising measures of the German government and central banks in the eurozone in particular related to COVID-19 do not take effect and economic growth in Europe permanently slows down, this could have a significant impact on HVB Group's profit situation.
- Strategic orientation of HVB Group's business model - For example, the persistently low interest rate environment could lead to imbalances in the earnings contributions of the business areas.
- Banking industry specific risks - The intensification of competitive conditions in the financial sector could, for example, lead to further shifts in market shares.
- Regulatory and legal environment - The failure of HVB or one of its subsidiaries to fully satisfy the regulatory requirements of the supervisory authorities could lead to the responsible authority imposing sanctions.
- UniCredit Bank AG's rating - A rating downgrade could make funding costs higher for HVB or have a negative impact on the business opportunities of HVB as a counterparty in the interbank market or with rating-sensitive customers.

5.2 Macroeconomic risk

Based on the strategic orientation of HVB Group with the business segments Commercial Banking and Corporate & Investment Banking (CIB), their offering of products and concentration on the core market Germany, general economic developments in Germany, in combination with developments on the international financial and capital markets are of great importance for the assets, liabilities, financial position and profit or loss of HVB Group.

According to the issuer, the global spread of the coronavirus (Covid-19) will weigh on global economic growth in the first half of the year. This is likely to affect the first quarter in particular, as restrictive contact measures to contain the Covid-19 pandemic are only gradually being eased and global vaccination campaigns are only gradually getting underway. It is also possible that the burden will last longer depending on how the pandemic progresses. The restrictive measures will lead, among other things, to disruptions in the global supply chains and to demand shortfalls due to purchasing restraints in the affected countries. The full impact on the German economy remains difficult to assess.

Nevertheless, according to the issuer's assessment, global economic growth is likely to recover significantly in 2021 as a whole. In addition to a strong increase in economic development in the US, activity in the eurozone is likely to increase significantly in the second quarter and the second half of the year. Many emerging and developing countries are likely to regain momentum due to an improvement in global trade and an economic upturn in the US. Risks arise in particular from the spread of new virus variants and a sluggish start to vaccination campaigns, as the reintroduction or tightening of restrictive measures to contain the new virus variants will probably weigh on global economic growth. Stricter entry regulations and border controls would also hamper growth. Other risks include the unpredictable consequences of a tightening of protectionist measures by the US government concerning the trade dispute with China and the consequences of Brexit.

In Germany, the effects of the Covid-19 pandemic are likely to negatively impact private consumption, in particular in the first quarter. By contrast, foreign trade should prove to be supportive, as export-dependent companies are less affected by the restrictive measures compared to the more consumption-dependent services sector. In addition, manufacturing companies in particular could suffer from a renewed escalation of the trade conflict between the US and China.

Political uncertainties will also remain in 2021. These are dominated by US foreign policy and the consequences of Brexit. In addition to the continuing effects of the European sovereign debt crisis, there are also increasing political and economic uncertainties in connection with the further development of the European Union (EU) as a whole. Existing tensions between the EU and Turkey and also with Russia, as well as ongoing geopolitical conflicts, particularly in Syria, and an increase in terrorist attacks, pose further risks with regard to the security, monetary and economic situation throughout Europe.

Extremely low interest rates will continue to be one of the key challenges for the financial sector. It is still not foreseeable to what extent and to what intensity the financial markets will react to the overall developments.

If, for example, the stabilizing monetary and fiscal policy measures in the eurozone fail to take effect in order to cushion the effects of the Covid-19 pandemic, economic growth slows down increasingly, or turbulence occurs on the financial and capital markets, this could also have a negative impact on the assets, liabilities, financial position, and profit or loss of HVB Group. Due to the continuing high level of uncertainty within the macro-political environment and the resulting structurally high volatility of the financial and capital markets, forward-looking statements on the development of business performance are subject to a high degree of uncertainty.

B. PERSONS RESPONSIBLE

UniCredit Bank AG having its registered office at Arabellastrasse 12, 81925 Munich (acting through its head office or one of its foreign branches) accepts responsibility for the information contained in this Registration Document. UniCredit Bank AG declares that to the best of its knowledge, the information contained in this Registration Document is in accordance with the facts and that the Registration Document makes no omission likely to affect its import.

C. STATUTORY AUDITORS

The independent auditors (*Wirtschaftsprüfer*) of UniCredit Bank AG for the financial years 2020 and 2019 have been Deloitte GmbH Wirtschaftsprüfungsgesellschaft (Deloitte), Rosenheimer Platz 4, 81669 Munich. Deloitte is a member of the Chamber of German Public Accountants, an institution incorporated under public law (*Wirtschaftsprüferkammer, Körperschaft des öffentlichen Rechts*), Rauchstrasse 26, 10787 Berlin.

D. UNICREDIT BANK AG

1. Information about HVB, the parent company of HVB Group

The Issuer's legal name is UniCredit Bank AG, the brand name is "HypoVereinsbank", which is abbreviated as HVB. UniCredit Bank AG, formerly Bayerische Hypo- und Vereinsbank Aktiengesellschaft was formed in 1998 through the merger of Bayerische Vereinsbank Aktiengesellschaft and Bayerische Hypotheken- und Wechsel-Bank Aktiengesellschaft. The date of incorporation of Bayerische Vereinsbank Aktiengesellschaft was 8 May 1869 as Bayerische Vereinsbank Aktiengesellschaft. HVB is the parent company of HVB Group (HVB together with its consolidated subsidiaries) which is headquartered in Munich, Federal Republic of Germany.

Since November 2005 UniCredit S.p.A., Milan, Italy holds 100% of the shares of HVB and therefore is the parent company of HVB. Thus, HVB, as a sub-group of UniCredit (UniCredit S.p.A. together with its consolidated subsidiaries) is an integral part of UniCredit.

The share capital of the HVB amounts to EUR 2,407,151,016.00 and is divided into ordinary bearer shares, broken down into 802,383,672 individual share certificates. The shares of HVB are fully paid-up. UniCredit S.p.A. holds directly 100 per cent. of HVB's share capital.

All shares in HVB are held by UniCredit S.p.A. There is neither a control nor a profit and loss transfer agreement between HVB and UniCredit S.p.A.; both companies are in a de facto group relationship. In accordance with the provisions of the German Stock Corporation Act, the Management Board of HVB therefore manages the Bank under its own responsibility and free of directives.

The Legal Entity Identifier (LEI) is 2ZCNRR8UK83OBTEK2170.

HVB has its registered office at Arabellastrasse 12, 81925 Munich and is registered with the Commercial Register at the Local Court (*Amtsgericht*) in Munich under number HRB 42148, incorporated as a stock corporation under the laws of the Federal Republic of Germany. It can be reached via telephone under +49-89-378-0 or via www.hvb.de (whereby the information on this website does not form part of this Registration Document and have not been scrutinised or approved by BaFin unless that information is incorporated by reference into this Registration Document. The information that is incorporated by reference into this Registration Document is set out in the section "*General Information – Information incorporated by reference in this Registration Document*" below).

As set out in Section 2 of the Articles of Association, the object and purpose of the company is to transaction all kinds of banking transactions and the business of a Pfandbrief bank, to provide financial services and perform all other principal and ancillary activities a credit institution or Pfandbrief bank may perform, both for its own account or for the account of a third party.

Expected financing of the HVB's activities: HVB finances its activities using the usual sources of funding, in particular, the issuances of debt securities and deposits from banks and customers.

2. Ratings

UniCredit Bank AG has been rated (status as of May 2021) by Fitch Ratings ("**Fitch**"), Moody's Investors Service ("**Moody's**") and S&P Global Ratings ("**S&P**") as follows:

	Long-term	Short-term	Outlook
Fitch*	BBB ¹	F2 ²	Negative
Moody's**	A2 ³	-	Negative
S&P***	BBB+ ⁴	A-2 ⁴	Negative

¹ Term used by Fitch: "Long-term Issuer Default-Rating (IDR)".

² Term used by Fitch: "Short-term Issuer Default-Rating (IDR)".

³ Term used by Moody's: "Issuer Rating".

⁴ Term used by S&P: "Issuer Credit Rating".

Fitch, Moody's and S&P are established in the European Economic Area or have relevant subsidiaries which are established in the European Economic Area and have been registered in accordance with Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended and are included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>.

3. Team 23

The focus of the four-year Team 23 strategic plan is also in the current Covid-19 environment on growth and on the acceleration of HVB Group's business activities. It is aimed at increasing and strengthening the customer base, increasing productivity and the enhancement of digitalisation activities. In this regard, the intention is to deliver sustainable yields – in particular with a view to dealing with resources and the environment.

In the next years, investments are scheduled in further digitalisation, automation and end-to-end process optimisation. In addition, growth opportunities through greater interaction between business segments and the standardisation of customer platforms shall be created. At the same time, a further adjustment of staffing levels is planned. As in the past this will be done through socially compatible measures, i.e. to a large extent via natural fluctuation and partial and early retirement solutions. Moreover, new employment prospects will be created by continuing to promote existing initiatives; severance packages will be concluded where this is not possible. An agreement to this effect was concluded between the senior management and the Central Works Council on 5 December 2019. The four-year planning is thus embedded in the group-wide Team 23 strategic plan, which is based on four pillars: grow and strengthen client franchise, transform and maximise productivity, disciplined risk management and controls as well as capital and balance sheet management.

E. BUSINESS OVERVIEW

1. Principal Activities

As a universal bank, HVB with its subsidiaries is one of the leading providers of banking and financial services in Germany. It offers a comprehensive range of banking and financial products and services to private, corporate and public-sector customers, international companies and institutional customers. This range extends from mortgage loans, consumer loans, savings-and-loan and insurance products, and banking services for retail

* **Explanation of definitions used by Fitch:** "**BBB**" ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. "**F2**" ratings indicate a good intrinsic capacity for timely payment of financial commitments. A **negative outlook** means that the rating might be lowered.

** **Explanation of definitions used by Moody's:** Obligations rated "**A**" are judged to be upper-medium grade and are subject to low 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. A **negative outlook** means that the rating might be lowered.

*** **Explanation of definitions used by S&P:** An obligation rated "**BBB**" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. ratings from "**AA**" to "**CCC**" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories. A short-term obligation rated "**A-2**" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitments on the obligation is satisfactory. A **negative outlook** means that the rating might be lowered.

customers through to business loans and foreign trade financing and investment banking products for corporate customers.

HVB offers comprehensive financial and asset planning in high-value customer segments with needs-based advisory services by generalists and specialists.

HVB Group continues to be the centre of competence for the international markets and investment banking operations of the entire UniCredit. In addition, the Corporate & Investment Banking ("**CIB**") business segment acts as a product factory for customers in the Commercial Banking business segment.

2. Business segments of HVB Group

The activities of HVB Group are divided into the following business segments:

- Commercial Banking
- Corporate & Investment Banking
- Group Corporate Centre
- Other

Segment reporting is based on the internal organisation and management structure together with internal financial reporting.

Commercial Banking

The Commercial Banking business segment covers customers in Germany with standardised or individual service and advice across a wide range of banking services in the Private Clients Bank and Unternehmer Bank business units. Depending on the service approach, a needs-based distinction is made within Commercial Banking between retail customers, private banking clients, high net worth individuals/ultra high net worth individuals and family offices under Wealth Management, business and corporate customers, and commercial real estate customers.

Unternehmer Bank

Envisaged in Team 23 strategy of Unternehmer Bank (UBK) focused on coverage the range of German companies as well as companies operating in Germany, with an threshold on revenues > EUR 5 mn, as well as private individuals with ties to such companies. With the exception of customers served by Multinational Corporates (MNC) and subsidiaries positioned in the CIB business segment due to their frequent needs for capital market products, customer relationships in the German "Mittelstand" segment and Commercial Real Estate are serviced within the Unternehmer Bank.

Clients of the Unternehmer Bank are divided into the following segments: Key Account (larger enterprises), Corporates and SME and Commercial Real Estate.

UBK pursues a growth strategy in which it seeks to position itself with clients as holistic and individual provider of solutions on all sales channels relevant to the client. This is established in the Mission Statement 2019 of Unternehmer Bank. Strategic developments for corporate clients are related to corporate succession, digitalisation, foreign trade, internationalization, sustainable finance and the intensified usage of capital market solutions.

The UniCredit Leasing Group unwinds the existing equipment leasing-, hire-purchase and -financing business of Unternehmer Bank, a 100% subsidiary of UniCredit Bank AG. New business is conducted in collaboration with the cooperation partner Deutsche Leasing

*Private Clients Bank ("**PBK**")*

The Private Clients Bank serves clients in the business segments "Retail", "Wealth Management & Private Banking" as well as "Small Business Clients", covering all banking needs. Following the successful integration of Wealth Management and Small Business Clients, the growth strategy will be continued. The ambition is to establish Wealth Management & Private Banking among the leading providers in Germany over the next few years based on a holistic advisory approach, a nationwide network and a comprehensive product spectrum of investment and financing products. In the Affluent segment, growth will be further accelerated based on the positioning as quality provider, in particular through the area of "sustainability". Leveraging on the integration into Private Client Bank, the private needs of entrepreneurs and freelancers will besides the business needs increasingly be a focus within a comprehensive advisory while increasing efficiency. Specific sales channels and responsibilities take into account the sometimes divergent and individual needs of the customer segments. Shared specialist, management and support units are used.

The started route of modernization will be continued through the new omni-channel service model SMART BANKING, in particular for mass market customers based on the seamless integration among network, remote

center and digital channels. Objective is to grow and improve customer relationship while lowering the cost-to-serve. This should be supported by highest individual consulting expertise, the HVB *valyou* loyalty programme as well as front-to-back modernization of processes and technological capabilities.

The two subsidiaries WealthCap, and UniCredit Direct Services are supporting this strategy: WealthCap is a product factory for closed-end funds, with the focus on real estate and private equity funds. UniCredit Direct Services is the customer call and service centre of HVB Group. The primary focus of the service and sales activities is on customer relationship management by telephone, e-mail and internet.

Corporate & Investment Banking (CIB)

CIB is a global business division of UniCredit. It is organised in a matrix structure and has operations in the three major legal entities of the Group: UniCredit Bank AG, UniCredit Bank Austria AG and UniCredit S.p.A.

CIB's commercial success is based on close cooperation and interaction between coverage (of CIB and Commercial Banking) and the product units. Additionally, intensive cooperation with other UniCredit Group business segments and countries, as well as the relevant competence lines are key factors for the success of CIB.

UniCredit Bank AG aims to build stable, strategic business partnerships by providing services and solutions in both corporate and investment banking.

The CIB is the competence centre of UniCredit Bank AG for international markets and investment banking. The local CIB strategy is closely aligned with the global CIB strategy to provide clients with consistent support.

UniCredit Bank AG serves local as well as international clients through its extensive network. The CIB division is active in the European markets and is also present in the top financial centres worldwide such as New York, Hong Kong, Singapore and Tokyo.

CIB Product Lines

Besides the coverage of corporate and institutional clients, the Corporate & Investment Banking division comprise three product lines: Global Transaction Banking (GTB), Financing & Advisory (F&A) and Markets. Through close collaboration between the CIB product specialists and the coverage units of CIB and Commercial Banking, CIB products are being delivered to a broad client range from small and medium size enterprises to large and multinational corporate clients as well as institutional clients and financial sponsors.

Coverage is set up horizontally: Financial Institutions Group (FIG), Multinational Corporates (MNC) and Investment Holdings (GFO), CIB Americas and CIB Asia Pacific. Three Product lines are set up vertically:

Global Transaction Banking (GTB) offers a diversified range of traditional and innovative products and solutions in the area of Cash Management, Trade Finance and Working Capital. Based on these, it provides services with regard to payment transactions, account information, cash-flow and working capital optimisation, liquidity management and predominantly short-term import and export financing of transaction-oriented customers.

Key product areas in Cash Management are clearing and FX, client access through electronic access channels, payment products with funds transfers and account information, liquidity management with cash pooling and other optimisation methods, cash innovations with corporate customer cards and retailer solutions as well as sight deposits business.

Trade Finance offers traditional foreign trade products as guarantees, letters of credit, collections etc., while Working Capital offers solutions along the whole value chain of customers, such as payables and receivables finance, Structured Working Capital solutions and Factoring.

Financing & Advisory F&A supports the Financial Sponsors Solutions, Infrastructure & Power Project Finance, Natural Resources and Structured Trade and Export Finance customers at a global level. Further global business lines are Global Syndicate & Capital Markets and Corporate Finance Advisory and Sustainable Finance Advisory. The local business units Corporate Structured Finance (CSF) and Real Estate Structured Finance (RESF) cooperate closely with the Commercial Banking business divisions. Global Shipping as a local unit follows transactions worldwide. Portfolio & Pricing Management (PPM) is responsible for management of all UniCredit Group's LP (Leveraged and Project Finance, covered by the business lines Financial Sponsor Solutions, Infrastructure & Power Project Finance and Natural Resources) portfolio transactions. RESF and CSF portfolios are managed at UniCredit Bank AG level by PPM in conjunction with sales channel representatives.

Markets is a client driven business line which supports UniCredit Group's Corporate and Institutional Business as an integral part of the CIB value chain. The product unit covers all asset classes: Rates, Currencies, Commodities and Equity Derivatives. It provides risk management solutions and investment services for Institutional Clients, Corporations and Private Investors via own and external networks.

Group Corporate Centre

The Group Corporate Centre business unit includes profit contributions that do not fall within the jurisdiction of the individual business segments. Among other items, this includes the CFO, CRO and the CEO business units as well as the profits and losses of consolidated subsidiaries and non-consolidated holdings, provided they are not assigned to the other business segments. Furthermore, this business unit incorporates the net income from securities holdings for which the Management Board is responsible. Also incorporated in this business unit are the amounts arising from decisions taken by management with regard to asset/liability management. This includes contributions to earnings from securities and money trading activities involving UniCredit S.p.A. and its subsidiaries. The Group Corporate Centre business segment also includes the Real Estate Restructuring (RER) customer portfolio.

Other

The Other business segment encompasses the Chief Operating Office. It acts as a central internal service provider for customers and employees. The Chief Operating Office activities extend to organisation, process- and project management, corporate & cyber security, strategic real estate management, logistics, cost management and business support e.g. money market and derivatives, know your customer, accountancy. Furthermore, the Data protection officer (DPO), the Chief Information Officer (CIO) and the Chief Security Officer (CSO) of the UniCredit Bank AG are directly reporting to the COO. Payments, securities settlement, IT application development and IT operations, procurement, facility management have been outsourced and are monitored via the retained organisation functions in COO.

3. Principal Markets

In the opinion of HVB Group, it has a developed network of branches in Germany, particularly in Bavaria and the greater Hamburg area, which was modified to accommodate changed patterns of customer behaviour. As of 31 December 2020, HVB Group had 480 offices around the world (including 324 HVB branches in Germany) and 12,074 employees (in full-time equivalents, FTEs) (2019: 12,194).

F. MANAGEMENT AND SUPERVISORY BODIES

Like all German stock corporations, UniCredit Bank AG has a two-tier board system. The Management Board (*Vorstand*) is responsible for management and the representation of HVB with respect to third parties. The Supervisory Board (*Aufsichtsrat*) appoints and removes the members of the Management Board and supervises the Management Board's activities.

In accordance with Section 24 (1) sent. 2 of the German Act on the Co-determination of Employees in Connection with a Cross-border Merger (MgVG) in conjunction with Section 95 sent. 1 and 3 and Section 96 of the German Stock Corporation Act (*AktG*) and Section 8 of the Articles of Association, the Supervisory Board consists of 12 members, comprising an equal number of employee and shareholder representatives in accordance with the co-determination provisions. When new members of the Supervisory Board are appointed, care is taken to ensure that they have the required knowledge and skills and do not serve on governing bodies or perform advisory functions for key competitors. The members of the Supervisory Board are obliged to act in the interests of the company. Under the Supervisory Board's by-laws, any conflicts of interest must be disclosed to the Supervisory Board.

The Management Board is directly responsible for managing the company and works with the other bodies of the company and the employee representatives in the interests of the company. It develops the strategic orientation of the company, coordinates this with the Supervisory Board and is responsible for putting it into practice.

The members of the Management Board and the Supervisory Board of HVB may be contacted at their business address (UniCredit Bank AG, Arabellastrasse 12, 81925 Munich, Germany).

As of the date of this Registration Document, the composition of the Management Board and of the Supervisory Board of HVB and the functions and major activities performed by members of the Management Board outside HVB Group and the principal occupations of the members of its Supervisory Board are as follows:

Management Board

Name	Areas of Responsibility	Major activities outside HVB Group
Markus Beumer	Commercial Banking - Unternehmer Bank	DAW SE, Ober-Ramstadt (Member of the Advisory Board)
Dr Michael Diederich	Spokesman of the Management Board Human Capital/Arbeit und	FC Bayern München AG, Munich (Member of the Supervisory Board) ESMT European School of Management and

Name	Areas of Responsibility	Major activities outside HVB Group
	Soziales	Technology GmbH, Berlin (Member of the Supervisory Board)
Jörg Frischholz	Commercial Banking – Private Clients Bank	-
Dr Jürgen Kullnigg since 1 November 2020	Chief Risk Officer	-
Jan Kupfer	Corporate & Investment Banking	Bayerische Börse Aktiengesellschaft, Munich (Member of the Supervisory Board)
Simone Marcucci	Chief Financial Officer	Zagrebačka banka d.d., Zagreb, Croatia (Chairman of the Supervisory Board)
Boris Scukanec Hopinski since 1 September 2020	Chief Operating Officer	UniCredit Services S.C.p.A., Milan, (Member of the Consiglio di amministrazione - Advisory Board) since 7 April 2020

Supervisory Board

Name	Principal Occupation
Gianpaolo Alessandro, Milan Chairman until 23 June 2020, since 26 June 2020	Group General Counsel, Head of Group Legal and Secretary of the Board of Directors der UniCredit S.p.A., Milan
Dr Bernd Metzner, Düsseldorf Deputy Chairman since 23 June 2020	Chief Financial Officer of Gerresheimer AG, Düsseldorf
Florian Schwarz, Munich ⁽¹⁾ , Deputy Chairman until 23 June 2020, since 26 June 2020	Employee of UniCredit Bank AG
Olivier Khayat, Milan	Co-CEO Commercial Banking Western Europe of UniCredit S.p.A, Milan
Professor Dr Annette G. Köhler, Düsseldorf	University Professor and Chair of Accounting, Auditing and Controlling, University of Duisburg-Essen, Faculty for Business Administration - Mercator School of Management, Duisburg
Finja Kütz, Munich since 23 June 2020	Group Chief Transformation Officer and Deputy COO of UniCredit S.p.A., Milan
Dr Claudia Mayfeld, Dortmund since 23 June 2020	Member of the Management Board of Knorr-Bremse AG, Munich
Claudia Richter, Fürth ⁽¹⁾	Employee of UniCredit Bank AG
Thomas Schöner, Saarwellingen ⁽¹⁾ since 23 June 2020	Employee of UniCredit Bank AG Luxembourg Branch, Luxembourg
Christian Staack, Hamburg ⁽¹⁾	Employee of UniCredit Bank AG
Oliver Skrbot, Buttenwiesen ⁽¹⁾	Employee of UniCredit Bank AG

Name	Principal Occupation
Gregor Völkl, Munich ⁽¹⁾	District Secretary (Bezirksfachbereichssekretär) of Vereinte Dienstleistungsgewerkschaft ver.di, Division 1 - Financial Services Munich district, Munich

⁽¹⁾ Representative of Employees

As at the date of this Registration Document, there are no potential conflicts of interest between the duties to HVB of the above-mentioned members of the Management Board and members of the Supervisory Board of HVB and their private interests and/or other duties.

G. MAJOR SHAREHOLDERS

UniCredit S.p.A. holds directly 100 per cent. of HVB's share capital.

H. HISTORICAL FINANCIAL INFORMATION

The audited consolidated financial statements in respect of the fiscal years ended 31 December 2019 and 31 December 2020 of HVB Group and the audited unconsolidated financial statements of HVB as at 31 December 2020 (*HGB*) are incorporated by reference into this Registration Document (see "General Information – Information incorporated by reference in this Registration Document" below).

1. Income Statement

The following table sets in summary form the income statement of HVB, which has been extracted from the audited consolidated financial statements of HVB Group for the financial year ended 31 December 2020.

	1/1/2020 – 31/12/2020	1/1/2019 – 31/12/2019
Net interest income	€2,413m	€2,388m
Net fees and commissions	€1,007m	€973m
Credit impairment losses IFRS 9	€-733m	€-115m
Net trading income	€662m	€579m
Operating profit	€1,833m	€1,671m
Profit after tax	€668m	€828m
Earnings per share	0.83	1.01

2. Balance Sheet

The following table sets out in summary form the balance sheet which has been extracted from the audited unconsolidated financial statements of HVB Group for the financial year ended 31 December 2020.

	31/12/2020	31/12/2019
Total assets	€338,124m	€303,598m
Senior debt ¹	€30,813m	€28,105m
Subordinated debt ²	€2,943m	€464m
Loans and receivables with customers (at cost)	€144,247m	€139,632m
Deposits from customers	€143,803m	€125,394m
Total equity	€17,875m	€18,915m
Common Equity Tier 1 capital (CET1) ratio	18.8%	17.5%
Total Capital Ratio	22.5%	18.1%
Leverage Ratio calculated under applicable regulatory framework ³	4.9%	4.3%

¹ Balance sheet item "Debt securities in issue" minus subordinated debt (31/12/2020: Debt securities in issue total € 31,743m minus subordinated capital €930m; 31/12/2019: Debt securities in issue total € 28,256m minus subordinated capital €151m).

² In 2019 the subordinated capital comprised of the balance sheet items "Deposits from banks" and "Debt securities in issue" and in 2020 the subordinated capital comprised of the balance sheet items "Deposits from banks", "Debt securities in issue" and "Shareholders' Equity".

³ Ratio of core capital to the sum total of the exposure values of all assets and off-balance-sheets items. Article 500b CRR II introduced through Regulation (EU) 2020/873 “Temporary exclusion of certain exposures to central banks from the total exposure measure in view of the COVID-19 pandemic” was applied to determine the leverage ratio of HVB Group at 31 December 2020 (in accordance with approved consolidated financial statements). Had the aforementioned article not been applied, the leverage ratio of HVB Group as at 31 December 2020 would amount to 4.4% (in accordance with approved consolidated financial statements).

I. AUDIT OPINION OF THE AUDITORS

Deloitte, the independent auditors of HVB for the financial years 2020 and 2019 have audited the consolidated financial statements of HVB Group and the unconsolidated financial statements of HVB as of and for the year ended 31 December 2020 and have issued an unqualified audit opinion thereon.

J. LEGAL AND ARBITRATION PROCEEDINGS

HVB and other companies belonging to HVB Group are involved in various legal proceedings. The following is a summary of cases against HVB or other companies belonging to HVB Group, which individually or collectively in the respective subject areas have a value in dispute exceeding €50 million or are of substantial significance for HVB for other reasons.

In many cases, there is substantial uncertainty regarding the outcome of the proceedings and the amount of possible damages. These cases include criminal or administrative proceedings by the relevant authority and claims in which the petitioner has not specifically quantified the amounts in dispute. In all proceedings where a loss is considered likely, and it is possible to reliably estimate the amount of possible losses, provisions have been set up based on the circumstances and consistent with IFRS accounting principles applied by HVB Group.

VIP 4 Medienfonds

Various investors in Film & Entertainment VIP Medienfonds 4 GmbH & Co. KG to whom the Bank issued loans to finance their participation, brought legal proceedings against HVB. In the context of the conclusion of the loan agreements, the plaintiffs claim that the Bank provided inadequate disclosure about the fund structure and the related tax consequences. A settlement was reached with the vast majority of the plaintiffs. An outstanding final decision with respect to the question of HVB's liability for the prospectus in the proceeding pursuant to the Capital Markets Test Case Act (Kapitalanleger-Musterverfahrensgesetz) which is pending at Munich Higher Regional Court, will affect only a few pending cases.

Proceedings related to claims for withholding tax credits

On 31 July 2014 the Supervisory Board of HVB concluded its internal investigation into the so-called “cum-ex” transactions (the short selling of equities around dividend dates and claims for withholding tax credits on German share dividends) at HVB. The findings of the Supervisory Board's investigation indicated that the Bank sustained losses due to certain past acts/omissions of individuals. The Supervisory Board has brought proceedings for compensation against three individual former members of the Management Board, not seeing reasons to take any action against the current members. In line with the suggestion of the Regional Court of Munich I, the conflicting parties settled the dispute out of court in 2020.

In addition, criminal investigations have been conducted against current or former employees of HVB by the Prosecutors in Frankfurt/Main, Cologne and Munich with the aim of verifying alleged tax evasion offences on their part. HVB cooperated - and continues to cooperate - with the aforesaid Prosecutors who investigated offences that include alleged tax evasion in connection with cum-ex transactions both for HVB's own book as well as for a former customer of HVB. Proceedings in Cologne against HVB and its former employees were closed in November 2015 with, inter alia, the payment of a fine of €9.8 million by HVB. The investigations by the Frankfurt/Main Prosecutor against HVB under section 30 of the Administrative Offences Act (the Ordnungswidrigkeitengesetz) were closed in February 2016 by the payment of a fine of €5 million. The investigation by the Munich Prosecutor against HVB was closed in April 2017 with legally binding effect following the payment of a forfeiture of €5 million.

In December 2018, in connection with an ongoing investigation against other financial institutions and former Bank employees, HVB was informed by the Cologne Prosecutor of the initiation of an investigation in connection with an administrative offence regarding “cum-ex” transactions involving Exchange Traded Funds (“ETF”). In April 2019 these investigations were extended to so called ex/ex-transactions, in which an involvement of the Bank in the sourcing of cum/ex transactions of other market participants on the ex-day is suspected. The facts are being examined internally. HVB is cooperating with the authorities.

The Munich tax authorities are currently performing a regular field audit of HVB for the years 2013 to 2016 which includes, among other things, review of other transactions in equities around the dividend record date. During these years HVB performed, among other things, securities-lending transactions with different domestic counterparties which include, but are not limited to, different types of security transactions around the dividend date. It remains to be clarified whether, and under what circumstances, tax credits can be obtained or taxes refunded with regard to different types of transactions carried out close to the dividend record date, and what the further consequences for the Bank will be in the event of different tax treatment. It cannot be ruled out that HVB might be exposed to tax-claims in this respect by relevant tax offices or third-party claims under civil law. HVB is in constant communication with relevant regulatory authorities and the competent tax authorities regarding these matters. HVB has made provisions.

Claim in relation to collateral enforcement

In late 2019, a holding company of a German industrial group brought a claim against HVB, in its capacity as security agent for a group of noteholders and lenders, aiming at obtaining the annulment and/or damages in relation to an allegedly fraudulent collateral enforcement. In December 2020, the case was formally registered before the District Court of Luxembourg. The alleged claim is still under evaluation.

Financial sanctions matters

Following the settlement in April 2019 with the U.S. and New York Authorities, HVB has implemented additional requirements and controls, about which the Bank makes periodic reports to the authorities.

Lehman Brothers Special Financing Claim

The Lehman Brothers Special Financing Claim (LBSF) relates to HVB's holding of: (A) 2005-1 EUR 19,000,000 Class A2-A9 notes issued by Ruby Finance PLC ("Ruby"), and (B) 2004-1 Upper Thames EUR 25,000,000 Credit-Linked Synthetic Portfolio Notes due in 2043 and issued by Quartz Finance PLC ("Quartz").

Both Ruby and Quartz entered into contracts for derivatives with Lehman Brothers Special Financing, Inc.. LBSF included these credit derivative transactions in omnibus avoidance proceedings commenced before the US Bankruptcy Court on 1 October 2010 (LBSF v Bank of America, N.A. et. al. Adv. Pro. No. 10-03547; the "Adversary Proceeding"). On 18 July 2012, LBSF amended its First Amended Claim in the Adversary Proceeding, in order to, among other things, add the London Branch of HVB as a "Noteholder Defendant", in an attempt to claw-back distributions for the benefit of LBSF (as derivative counterparty) already made by both Ruby and Quartz to HVB (as noteholder).

The U.S. Bankruptcy Court held a hearing on 4 May 2016 on an omnibus motion to dismiss filed by the Noteholder Defendants, and the decision of Bankruptcy Judge Chapman on the omnibus motion was issued on 28 June 2016. In her decision, Judge Chapman dismissed the case against HVB and the other Noteholder Defendants.

LBSF unsuccessfully appealed against such decision to the US District Court for the Southern District of New York.

On 13 April 2018, LBSF filed notice of appeal to the Second Circuit Court of Appeals. The appeal hearing was held on 26 June 2019 and decided on 11 August 2020. In its decision the Second Circuit Court of Appeals affirmed the decision of the District Court, which was a complete dismissal of LBSF's claims. LBSF was entitled to file a motion for a re-hearing en banc before the entire Second Circuit Court of Appeals within 14 days of the judgment date but such deadline has now passed. Additionally, within 150 days after the entry of the judgment (i.e. no later than 8 January 2021), Lehman was entitled to file a petition for certiorari with the Supreme Court of the United States but this deadline has now passed. LBSF has no further rights of appeal.

Euro-denominated bonds issued by EU Countries

On 31 January 2019, UniCredit S.p.A. and HVB received a Statement of Objections from the European Commission referring to the investigation by the European Commission of a suspected violation of antitrust rules in relation to European government bonds. The subject matter of the investigation extends to certain periods from 2007 to 2012, and includes alleged activities by HVB in a part of this period.

The Statement of Objections does not prejudice the outcome of the proceeding; should the European Commission conclude that there is sufficient evidence of an infringement, a decision prohibiting the conduct and imposing a fine could be adopted, with any fine subject to a statutory maximum of 10% of the company's annual worldwide turnover.

HVB had access to the entirety of the European Commission's file on the investigation from 15 February 2019 onwards and participated in a hearing before, and a meeting with, the European Commission on 22-24 October 2019 and on 15 March 2021. As a result of the assessment of the files, the hearing and the meeting, the Bank regards it likely, but not certain, that a cash outflow will be required to fulfill a fine arising from the outcome of

the investigation. On the basis of the current information available to HVB, applying best commercial judgment, a provision has been established within the accounts of HVB.

On 29 April 2019, UniCredit S.p.A. and HVB responded to the allegations raised in the Statement of Objections. Proceedings are ongoing. There is no legal deadline for the Commission to complete antitrust inquiries. HVB currently anticipates that a final decision is likely to be issued by the beginning of the third quarter of 2021.

On 11 June 2019, HVB and UniCredit Capital Markets LLC were named, among other financial institutions, as defendants in a putative class action already pending in the United States District Court for the Southern District of New York. The third amended class action complaint, filed December 3, 2019, alleges a conspiracy among dealers of Euro-denominated bonds issued by European central banks to fix and manipulate the prices of those bonds, among other things by widening the bid-ask spreads they quoted to customers. The putative class consists of those who purchased or sold Euro-denominated bonds issued by European central banks in the US between 2007 and 2012. On July 23, 2020, the court granted motions to dismiss the third amended complaint by certain defendants, including HVB and UniCredit Capital Markets LLC, without prejudice. Plaintiffs filed their fourth amended class action complaint on 9 February 2021, repleading their claim against HVB and UniCredit Capital Markets LLC and other financial institutions. Like earlier pleadings, the fourth amended class action complaint does not include a quantification of damages claimed. Exchange of correspondence concerning motions to dismiss the fourth amended complaint is scheduled to commence in April 2021.

K. PROCEEDINGS RELATED TO ACTIONS BY THE REGULATORY AUTHORITIES

Various regulators are exercising oversight of operations of HVB. The main authorities are BaFin and German Central Bank (Bundesbank) and, from 4 November 2014, responsibility for banking supervision was transferred from BaFin to the ECB under the scope of the Single Supervisory Mechanism (SSM). Besides this, the foreign branches of HVB are subject to the supervision of the respective locally competent regulatory authorities.

If there are any findings during the inspections conducted by these authorities, HVB will implement the corrective measures in compliance with the mitigation plans and the time scales agreed with the authorities and provide these authorities with information about the implementation status of the corrective measures on a quarterly basis or when requested.

L. GENERAL INFORMATION

1. BaFin Approval

Potential investors should note that:

- (a) this Registration Document has been approved by BaFin as competent authority under the Prospectus Regulation;
- (b) BaFin 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.

2. Documents on Display

For the term of the Registration Document the following documents can be inspected:

- the up-to-date articles of association of HVB¹,
- the audited consolidated financial statements in respect of the fiscal year ended 31 December 2019 of the HVB Group²
- the audited consolidated financial statements in respect of the fiscal year ended 31 December 2020 of the HVB Group² and
- the audited unconsolidated annual financial statements of HVB in respect of the fiscal year ended 31 December 2020 prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*)²,

¹ This document may be inspected on the following website: <https://www.hypovereinsbank.de/hvb/ueber-uns/investor-relations-en/corporate-governance-en>.

² This document may be inspected on the following website: The document may be inspected on the following website: <https://www.hypovereinsbank.de/hvb/ueber-uns/investor-relations-en/corporate-governance-en>.

These documents will be available during usual business hours on any weekday (except Saturdays and public holidays) at the offices of HVB. During the validity of this Registration Document, all documents from which information has been incorporated by reference herein will be available for collection in the English language, free of charge, at the office of HVB (Arabellastrasse 12, 81925 Munich).

3. Trend Information

The performance of HVB Group will depend on the future development on the financial markets and the real economy in 2021 as well as other remaining imponderables. In this environment, HVB Group will continuously adapt its business strategy to reflect changes in market conditions and carefully review the management signals derived from this on a regular basis.

4. Significant changes in the financial position of the HVB Group

There has been no significant change in the financial position of the HVB Group which has occurred since 31 December 2020.

5. Significant change in the financial performance of the HVB Group

There has been no significant change in the financial performance of the HVB Group since 31 December 2020.

6. Material adverse change in the prospects of the Issuer

There has been no material adverse change in the prospects of the Issuer since 31 December 2020, the date of its last published audited financial statements (Annual Report 2020).

7. Information incorporated by reference in this Registration Document

The following information shall be incorporated by reference in, and form part of, this Registration Document in accordance with Art. 19 of the Prospectus Regulation. The non-incorporated parts of the below-mentioned documents are either not relevant for the investor or covered elsewhere in this Registration Document.

(a) Audited consolidated financial statements of HVB Group for the fiscal year ended 31 December 2019 (Annual Report HVB Group 2019)¹

Section:	Pages of the document:	Incorporation of information in this Registration Document on the following pages:
- Consolidated Income Statement	p. 88 to 89	p. - 17 -
- Consolidated Balance Sheet	p. 90 to 91	p. - 17 -
- Statement of Changes in Consolidated Shareholders' Equity	p. 92 to 93	p. - 17 -
- Consolidated Cash Flow Statement	p. 94	p. - 17 -
- Notes	p. 95 to 254	p. - 17 -
- Declaration by the Management Board	p. 255	p. - 17 -
- Auditors' Report	p. 256 to 261	p. - 17 -

(b) Audited consolidated financial statements of HVB Group for the fiscal year ended 31 December 2020 (Annual Report HVB Group 2020)²

Section:	Pages of the document:	Incorporation of information in this Registration Document on the following pages:
- Consolidated Income Statement	p. 88 to 89	p. - 17 -

-	Consolidated Balance Sheet	p. 90 to 91	p. - 17 -
-	Statement of Changes in Consolidated Shareholders' Equity	p. 92 to 93	p. - 17 -
-	Consolidated Cash Flow Statement	p. 94	p. - 17 -
-	Notes	p. 95 to 250	p. - 17 -
-	Declaration by the Management Board	p. 251	p. - 17 -
-	Auditors' Report	p. 252 to 259	p. - 17 -

(c) Audited unconsolidated financial statements (*Jahresabschluss*) of HVB for the fiscal year ended 31 December 2020 (Annual Report UniCredit Bank AG (HVB) 2020)³

Section:	Pages of the document:	Incorporation of information in this Registration Document on the following pages:
- Income Statement of UniCredit Bank AG	p. 76 to 77	p. - 17 -
- Balance Sheet of UniCredit Bank AG	p. 78 to 83	p. - 17 -
- Notes	p. 84 to 141	p. - 17 -
- Declaration by the Management Board	p. 142	p. - 17 -
- Auditors' Report	p. 143 to 150	p. - 17 -

¹ The document has been published on the following website of the Issuer: <https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp> and can be downloaded under the following link: <https://www.hypovereinsbank.de/content/dam/hypovereinsbank/ueber-uns/pdf/investor-relations/Berichte/EN/2020/Annual-Report-HVB-Group-2019.pdf>. The referenced information is incorporated in this Registration Document pursuant to Art. 19(1)(e) of the Prospectus Regulation.

² The document has been published on the following website of the Issuer: <https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp> and can be downloaded under the following link: <https://www.hypovereinsbank.de/content/dam/hypovereinsbank/ueber-uns/pdf/investor-relations/Berichte/EN/2020/Annual-Report-HVB-Group-2020.pdf>. The referenced information is incorporated in this Registration Document pursuant to Art. 19(1)(e) of the Prospectus Regulation.

³ The document has been published on the following website of the Issuer: <https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp> and can be downloaded under the following link: <https://www.hypovereinsbank.de/content/dam/hypovereinsbank/ueber-uns/pdf/investor-relations/Berichte/EN/2020/Annual-Report-UniCredit-Bank-AG-HVB-2020.pdf>. The referenced information is incorporated in this Registration Document pursuant to Art. 19(1)(e) of the Prospectus Regulation.