



UniCredit Bank Austria AG
Vienna, Republic of Austria

This supplement no. 1 (the "**Supplement**") constitutes a supplement pursuant to Article 23 (1) of the Regulation (EU) 2017/1129 of the European Parliament and the Council of 14 June 2017, as amended (the "**Prospectus Regulation**") and is supplemental to, and should be read in conjunction with, the registration document dated 27 March 2024 (the "**Original Registration Document**" or the "**Registration Document**") of UniCredit Bank Austria AG (the "**Issuer**" or "**Bank Austria**"). The Registration Document forms part of any base prospectus of the Issuer consisting of separate documents within the meaning of Article 8 (6) of the Prospectus Regulation and as of the date of this Supplement, this Supplement relates to the base prospectuses consisting of separate documents in relation to the following programmes of the Issuer: (i) the securities note relating to the "€ 40,000,000,000 Euro Medium Term Note Programme" dated 27 March 2024; (ii) the securities note relating to "Wertpapiere mit Zinsstrukturen" dated 25 April 2024; (iii) the securities note relating to "Wertpapiere mit Single-Basiswert und Multi-Basiswert (mit (Teil-) Kapitalschutz) I" dated 25 April 2024 and (iv) the securities note relating to "Wertpapiere mit Single-Basiswert und Multi-Basiswert (mit (Teil-) Kapitalschutz) II" dated 25 April 2024.

The Original Registration Document was approved on 27 March 2024 by the Commission de Surveillance du Secteur Financier ("**CSSF**") and published on 27 March 2024 by making it available in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com) and on the website of Bank Austria (<https://www.bankaustria.at/en/about-us-issues-under-base-prospectuses-base-prospectuses.jsp>).

This Supplement has been filed for approval with the CSSF in its capacity as competent authority in Luxembourg for approving this Supplement and to provide the competent authority in the Republic of Austria (*Finanzmarktaufsichtsbehörde (FMA)*) and the competent authority in the Federal Republic of Germany (*Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)*) with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation. This Supplement has been filed with and approved by the CSSF on the date first above written and has been published on or about such date by making it available in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com) and on the website of Bank Austria (<https://www.bankaustria.at/en/about-us-issues-under-base-prospectuses-base-prospectuses.jsp>).

Terms defined in the Registration Document shall have the same meaning when used in this Supplement.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, any dealer or any arranger to subscribe for, or purchase, any instruments.

To the extent that there is any inconsistency between a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and b) any other statement in or incorporated by reference in the Registration Document, the statements in a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information in the Registration Document has arisen or been noted, as the case may be, since the publication of the Registration Document.

In accordance with Article 23 (2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for instruments by the Issuer before this Supplement was published have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances until, and including 11 March 2025, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the instruments, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.

The Issuer accepts responsibility for the information contained in this Supplement. Having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.

No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of the instruments issued or to be issued by the Issuer and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any dealer or arranger. Neither the delivery of the Registration Document and/ or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Bank Austria Group since the date hereof or the date upon which the Registration Document has been most recently supplemented or that there has been no adverse change in the financial position of the Issuer or the Bank Austria Group since the date hereof or the date upon which the Registration Document has been most recently supplemented or that any other information supplied in connection with the Registration Document is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Supplement and the offering or sale of the instruments issued or to be issued by the Issuer in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, the Dealers and the Arranger to inform themselves about and to observe any such restrictions.

In case of any arranger or dealer none of them has independently verified the information contained in this Supplement and none of them makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this Supplement nor any financial statements supplied in connection with the Registration Document or any instruments issued or to be issued by the Issuer are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, any arranger or any dealer that any recipient of this Supplement or any financial statements should purchase the instruments issued or to be issued by the Issuer. Each potential purchaser of instruments issued or to be issued by the Issuer should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of instruments issued or to be issued by the Issuer should be based upon any such investigation as it deems necessary. None of any arranger or any dealer undertakes to review the financial condition or affairs of the Issuer or the Bank Austria Group during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in the instruments issued or to be issued by the Issuer of any information coming to the attention of any arranger or any dealer.

The following significant new factors, material mistakes and/or material inaccuracies (Article 23 (1) of the Prospectus Regulation) relating to the information included in the Prospectus have arisen which in the Issuer's perception are capable of affecting the assessment of the Instruments, and are thus herewith included in the Prospectus as follows:

1. In the section entitled "A. RISK FACTORS" in the subsection entitled "4. Legal and regulatory risk" the last sentence of the third paragraph in the subsection entitled "4.1. Legal and tax risks" commencing on page 8 of the Original Registration Document shall be replaced by the following sentence :

"As of 31 December 2024, provisions reflected in the sub-item "other provisions" are equal to € 276 million, of which € 79 million constitute provisions for legal risks, and tax disputes."

2. In the section entitled "A. RISK FACTORS" in the subsection entitled "4. Legal and regulatory risk" the first sentence of the second paragraph in the subsection entitled "4.2. Compliance risk" on page 9 of the Original Registration Document shall be replaced by the following sentence:

"The Issuer is subject to the risk of becoming inadvertently involved in money laundering, terrorist financing or activities prohibited by financial sanctions imposed by relevant authorities, whether through direct breaches or circumvention attempts, as well as other criminal offences."

3. In the section entitled "C. Statutory Auditors" commencing on page 11 of the Original Registration Document, the first paragraph shall be replaced by the following paragraph:

"The Auditing Board of the Savings Bank Auditing Association (*Sparkassen-Prüfungsverband, Prüfungsstelle*) have audited and signed without qualification the consolidated financial statements of the Issuer in accordance with the laws of the Republic of Austria for the financial years ended 31 December 2023 and 31 December 2024. KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft has audited and signed without qualification the consolidated financial statements of the Issuer in accordance with the laws of the Republic of Austria for the financial years ended 31 December 2023 and 31 December 2024."

4. In the section entitled "C. Statutory Auditors" commencing on page 11 of the Original Registration Document, the forth and the fifth paragraphs shall be replaced by the following paragraphs:

"Both the Auditing Board of the Savings Bank Auditing Association and KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft have audited and issued unqualified audit reports on the consolidated financial statements of the Issuer for the financial year ended 31 December 2023 on 20 February 2024 and for the financial year ended 31 December 2024 on 19 February 2025.

Furthermore, both the Auditing Board of the Savings Bank Auditing Association and KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft have audited and signed without qualification the unconsolidated financial statements of the Issuer in accordance with the laws of Austria for the financial years ended 31 December 2023 and 31 December 2024."

5. In the section entitled "D. UNICREDIT BANK AUSTRIA AG" the first paragraph in the subsection entitled "2. Ratings" commencing on page 13 of the Original Registration Document shall be replaced by the following paragraph:

"The Issuer is assigned a long-term issuer rating of "A3" with positive outlook for senior debt by Moody's Deutschland GmbH ("**Moody's**") and "BBB+" with stable outlook by S&P Global Ratings Europe Ltd. (*Niederlassung Deutschland*) ("**Standard & Poor's**"), as well as a short-term issuer rating of "P-1" by Moody's and of "A-2" by Standard & Poor's. The Issuer's cover pool for public-sector covered bonds is assigned a rating of "AAA" and the cover pool for mortgage covered bonds is assigned a rating of "AAA" by Moody's."

6. In the section entitled "D. UNICREDIT BANK AUSTRIA AG" the information in the subsection entitled "3. Borrowing and Funding Structure" on page 14 of the Original Registration Document shall be replaced by the following information:

"The Issuer maintains a stable funding structure consisting mainly of deposits from customers and banks as well as securities in issue. The loan/deposit ratio, which is expressed as a division of customer loans and customer deposits (€ 60.2 billion / € 60.5 billion = 99%) and is a liquidity ratio that

shows the risk content of a bank's refinancing by indicating the extent to which a bank can cover its lending volume with customer deposits, was 99% as at December 31, 2024, which also underlines the Issuer's good positioning in terms of liquidity."

7. In the section entitled "F. MANAGEMENT AND SUPERVISORY BODIES" the row in relation to Robert Zadrzil of the table in the subsection entitled "1. Management Board of the Issuer" commencing on page 15 of the Original Registration Document shall be replaced by the following row:

"Ivan Vlaho	Chairman and Chief Executive Officer	- card complete Service Bank AG: Chairman of the Supervisory Board."
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8. In the section entitled "H. HISTORICAL FINANCIAL INFORMATION" the first paragraph of the subsection entitled "1. Financial results" commencing on page 18 of the Original Registration Document shall be replaced by the following paragraph:

"The following tables show an overview of Bank Austria Group's (1.) income statement, (2.) balance sheet, and key performance indicators, respectively, and were extracted from the audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2024:"

9. In the section entitled "H. HISTORICAL FINANCIAL INFORMATION" in the subsection entitled "1. Financial results" the information and tables under the subheadings entitled "1.1 Income Statement" and "1.2 Balance Sheet" commencing on page 18 of the Original Registration Document shall be replaced by the following information and tables:

"1.1 Income Statement *)

In € million	2024	2023
Net interest income	1,604	1,574
Net fee and commission income	798	740
Net trading income	1	6
Net write-downs of loans and provisions for guarantees and commitments	-41	-43
Net operating profit	1,654	1,571
Net profit or loss attributable to owners of the parent company	1,286	1,126

1.2 Balance Sheet *)

The following table sets out in summary form the balance sheet which has been extracted from the audited consolidated financial statements of Bank Austria Group for the financial year ended 31 December 2024.

In € million	2024	2023
Total assets	105,253	102,745
Debt Securities in issue in total	12,532	12,259
o/w Senior Debt	11,958	11,685
o/w Subordinated Debt	574	573
Loans and receivables from customers (net) ¹	60,502	63,997
Deposits from customers ¹	60,536	59,549
Total equity	10,789	10,451

Non-performing loans (based on net carrying amount)/Loans and receivables)	2.0%	2.2%
Common Equity Tier 1 capital (CET1) ratio ²	19.3%	19.3%
Total Capital Ratio ²	23.2%	23.3%
Leverage Ratio calculated under applicable regulatory framework ³	6.3%	6.4%

*) Income Statement presented as per Segment Reporting in the Notes of the Annual Report 2024 (shown in “UniCredit managerial view”). Balance Sheet presented as per Annual Report 2024. Presented key performance indicators refer to income statement and balance sheet figures presented above respectively are regulatory capital ratios (including leverage ratio).

1 Figures presented as per Segment Reporting in the Notes of the Annual Report 2024.

2 Capital ratios based on all risks under Basel 3 (transitional).

3 Leverage Ratio under Basel 3 based on the current status of transitional arrangements.

The following commentary on the development of Bank Austria's operating activities and performance is based on the income statement structure used for segment reporting.

In 2024, Bank Austria generated operating income of €2,725 million (+3% compared to the previous year's figure of €2,656 million). This growth was primarily driven by net interest income – despite the current interest rate environment – and net fees and commissions. Operating expenses were generally reduced by 1% to €1,030 million in 2024 (previous year: €1,042 million). This continues to underline the outstanding efficiency of cost management in an environment where inflation remains high.

The operating profit reached € 1,695 million, exceeding the previous year's figure of € 1,614 million by 5%, based on the above-mentioned developments, i.e. due to increased income and lower expenses.

Net write-downs of loans and provisions for guarantees and commitments for 2024 amounted to €-41 million (of which €+7 million related to stages 1 and 2 and €-48 million to stage 3), compared to expenses of €-43 million in the previous year. In the Retail segment, net releases of €88 million were recognized. In Wealth Management & Private Banking, the loan loss provisions were €-0 million, while the Corporates segment posted a charge of €-125 million due to a few major customer defaults.

At €-22 million, systemic charges were lower than in 2023 (€-79 million), of which the bank levy made up for the bulk of these charges (€-21 million). For the first time, no allocations were due for the resolution fund.

The integration/restructuring expenses fell significantly to €-88 million (previous year: €-179 million) which serve primarily to continue implementing the existing multi-year plan.

Net income from investments amounted to €+73 million (previous year: €+92 million). This primarily includes value adjustments on individual equity-accounted investments (€+79 million relating to 3-Banken Group) as well as valuation and sales results from properties.

The items listed above result in profit before tax of €1,588 million. The increase of 14% compared to the previous year's figure of €1,387 million is primarily the result of higher income (especially improved net interest income and increased net commission income), cost savings and lower systemic charges.

Income tax for the period rose to €-303 million (previous year: €-259 million) due to the higher result.

In 2024, net profit (Group net profit attributable to the owners of Bank Austria) amounted to €1,286 million, a clear improvement of +14% compared to the figure of €1,126 million in the same period of the previous year.

As at 31 December 2024, loans and receivables with customers amounted to € 60.5 billion, deposits from customers reached € 60.5 billion.

Based on these results, the following financial ratios were calculated:

- Cost/Income Ratio for the financial year 2024 improved significantly and stood at 37.8% (2023: 39.2%)
- Total capital ratio as at 31 December 2024 (based on all risks under Basel 3 (transitional)) was 23.2% (2023: 23.3%)
- Common Equity Tier 1 capital ratio as at 31 December 2024 (based on all risks under Basel 3 (transitional)) was 19.3% (2023: 19.3%)."

11. In the section entitled "I. LEGAL AND ARBITRATION PROCEEDINGS" the information in the subsection entitled "B) Alpine Holding GmbH" on page 21 of the Original Registration Document shall be replaced by the following information:

"Alpine Holding GmbH issued one bond in 2010, one in 2011 and one in 2012. In 2010 and 2011, Bank Austria acted as joint lead manager together with another bank. In June/July 2013, Alpine Holding GmbH and Alpine Bau GmbH became insolvent and bankruptcy proceedings followed. Numerous bondholders then wrote to the banks involved in the bond issues to assert claims. At least as far as Bank Austria is concerned, the bondholders largely based their claims on the prospectus liability of the joint lead managers and, in fewer cases, also on flawed investment advice provided by the banks that sold the bonds to their customers. Investors have filed civil proceedings, including subpoenas for three class actions by the Federal Chamber of Labour (with claims amounting to some €18.3 million), in which Bank Austria is named as a defendant in addition to other banks. The significant cause of action is the prospectus liability. In proceedings first and second instance courts confirmed the legal position of Bank Austria and the other issuing banks that the prospectuses were correct and complete and fully rejected the bondholders' claims based on prospectus liability. To date, no legally binding decisions have been issued by the Supreme Court against Bank Austria concerning prospectus liability. In addition to the aforementioned proceedings against Bank Austria, further actions against Bank Austria have been threatened in connection with Alpine bankruptcy, which could be brought in the future. Pending or future actions may negatively affect Bank Austria. Bank Austria intends to use all available means to defend itself against these claims. With regard to the pending civil proceedings, Bank Austria has made provisions for risks and charges to the extent that is considered appropriate for the current risks. No new provisions for risks and charges were made in the last years. At present, despite the favourable development it is not possible to estimate the timing and outcome of the various proceedings or to assess Bank Austria's level of responsibility, if any."

11. In the section entitled "I. LEGAL AND ARBITRATION PROCEEDINGS" the subsection entitled "C) VKI list of fees (17 fees)" commencing on page 21 of the Original Registration Document shall be deleted.

12. In the section entitled "I. LEGAL AND ARBITRATION PROCEEDINGS" the information in the subsection entitled "D) Class action suit regarding various fees" on page 22 of the Original Registration Document shall be replaced by the following information:

"The Austrian Chamber of Labour brought a class action suit against Bank Austria, alleging the inadmissibility or contractual invalidity of fees in the consumer loan sector due to violations of good manners or statutory provisions as well as non-transparent wording. The contested fees are mainly credit processing fees, but also other fees such as account management fees and fees for the cancellation receipt. If the fees are found to be inadmissible, they may no longer be used in business transactions with consumers in future. Invalid charged fees may be refunded to the affected consumers.

In addition to the class action suit, there are also individual proceedings with similar content. These proceedings have a total value in dispute of € 341 thousand.

Bank Austria, together with the mandated legal representative, analysed these clauses regarding credit processing fees at the beginning of the proceedings and assessed the risk of a litigation loss to be lower than 50%, which is why no provision for damages was formed.

The court decisions to date in individual proceedings regarding loan processing fees show a largely positive trend for Bank Austria in the first and second instances. In the class action proceedings brought by the Austrian Chamber of Labour, the action regarding the loan processing fee was dismissed in the first instance, but was upheld with regard to six other fees. A provision has been set up that corresponds to the risk from this proceeding. The judgment is not yet final."

13. In the section entitled "K. GENERAL INFORMATION" in the subsection entitled "3. Trend Information" on page 23 of the Original Registration Document the first paragraph shall be replaced by the following paragraph:

"As at the date hereof, there has been no significant change in the financial performance of Bank Austria Group since 31 December 2024 and there has been no material adverse change in the prospects of the Issuer since 31 December 2024."

14. In the section entitled "K. GENERAL INFORMATION" the information in the subsection entitled "4. Significant changes in the Issuer's financial position" on page 23 of the Original Registration Document shall be replaced by the following information:

"There has been no significant change in the financial position of Bank Austria Group since 31 December 2024."

15. In the section entitled "K. GENERAL INFORMATION" in the subsection entitled "5. Information incorporated by reference in this Registration Document" commencing on page 23 of the Original Registration Document the list paragraph numbered "(2)" shall be replaced by the following list paragraph numbered "(2)":

"(2) the annual financial statements of the Issuer for the year ended 31 December 2024 (the "Annual Financial Statements 2024"), including:

(a) the consolidated financial statements:

(aa) the audited consolidated balance sheets of the Issuer as at 31 December 2024;

(bb) the audited consolidated income statements, statement of changes in equity and cash flow statements of the Issuer for the periods from 1 January 2024 to 31 December 2024;

(b) the unconsolidated financial statements:

(aa) the audited unconsolidated balance sheet of the Issuer as at 31 December 2024;

(bb) the audited unconsolidated balance sheet of the Issuer as at 31 December 2024;

in each case of (a) and (b) together with the respective notes. The consolidated and the unconsolidated financial statements referred to above have been audited and can be found in the English language Annual Financial Statements 2024 of the Issuer as noted below."

16. In the section entitled "K. GENERAL INFORMATION" in the subsection entitled "5. Information incorporated by reference in this Registration Document" commencing on page 23 of the Original Registration Document the table with regard to the "Annual Financial Statements 2022" shall be replaced by the following table:

"Annual Financial Statements 2024"

1. Audited Consolidated Financial Statements

Income Statement for year ended 31 December 2024	Page 348
Comprehensive Income Statement	Page 349
Balance Sheet at 31 December 2024	Pages 350 to 351
Statement of changes in equity	Pages 352 to 353
Cash Flow Statement 2024	Pages 354 to 355
Notes to the 2024 Consolidated Financial Statements	Pages 356 to 589
Glossary of alternative performance measures	Pages 612 to 613
Report of the Auditors	Pages 590 to 594

*The Issuer's Annual Financial Statements 2024 can be found on the following URL:
https://www.bankaustria.at/files/jahresfinanzbericht_2024_en.pdf*

2. Audited Unconsolidated Financial Statements 2024

Balance Sheet at 31 December 2024	Pages 660 to 662
Income Statement for year ended 31 December 2024	Pages 663 to 664
Notes to the 2024 Unconsolidated Financial Statements	Pages 665 to 725
Report of the Auditors 2024	Pages 726 to 730

*The Issuer's Audited Unconsolidated Financial Statements 2024 can be found as part of the Issuer's Annual Financial Statements 2024 on the following URL:
https://www.bankaustria.at/files/jahresfinanzbericht_2024_en.pdf*

17. In the appendix to the Original Registration Document in the section entitled "Key information on the Issuer" in the subsection "Who is the Issuer of the Instruments?" the information under the sub-heading "Executive Board" on page 25 of the Original Registration Document shall be replaced by the following information:

"The key managing directors of the Issuer are the members of its management board (*Vorstand*): Ivan Vlaho (CEO), Daniela Barco, Hélène Buffin, Dieter Hengl, Emilio Manca, Marion Morales Albiñana-Rosner, Svetlana Pančenko and Wolfgang Schilk."

18. In the appendix to the Original Registration Document in the section entitled "Key information on the Issuer" in the subsection "Who is the Issuer of the Instruments?" the first paragraph under the sub-heading "Statutory Auditors" on page 25 of the Original Registration Document shall be replaced by the following paragraph:

"The independent auditor of the Issuer for the fiscal years ended 31 December 2023 and 31 December 2024 was the Auditing Board of the Savings Bank Auditing Association (*Sparkassen-Prüfungsverband, Prüfungsstelle*). The independent auditor of the Issuer for the fiscal years ended 31 December 2023 and 31 December 2024 was KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft."

19. In the appendix to the Original Registration Document in the section entitled "Key information on the Issuer" the information in the subsection "What is the key financial information regarding the Issuer?" commencing on page 25 of the Original Registration Document shall be replaced by the following information:

"The following key financial information of the Issuer is based on the audited consolidated financial statements of the Issuer as of and for the year ended 31 December 2024 and 31 December 2023.

Consolidated income statement*

In EUR mn	2024	2023*
Net interest income	1,604	1,574
Net fee and commission income	798	740
Net trading income	1	6
Net write-downs of loans and provisions for guarantees and commitments	-41	-43
Net operating profit	1,654	1,571
Net profit or loss attributable to owners of the parent company	1,286	1,126

* Income Statement presented as per Segment Reporting in the Notes of the Annual Report 2024 (shown in "UniCredit managerial view").

Balance Sheet*

In EUR mn	31 December 2024	31 December 2023
Total assets	105,253	102,745
Debt Securities in issue	12,532	12,259
o/w Senior Debt	11,958	11,685
o/w Subordinated Debt	574	573
Loans and receivables from customers (net)	60,502	63,997
Deposits from customers	60,536	59,549

Total equity	10,789	10,451
Non-performing loans (based on net carrying amount)/Loans and receivables)	2.0%	2.2%
Common Equity Tier 1 capital (CET1) ratio	19.3%	19.3%
Total Capital Ratio	23.2%	23.3%
Leverage Ratio calculated under applicable regulatory framework	6.3%	6.4%

* Balance Sheet presented as per Annual Report 2024. Presented key performance indicators refer to income statement and balance sheet figures presented above respectively are regulatory capital ratios (including leverage ratio)."

20. In the appendix to the Original Registration Document in the section entitled "Key information on the Issuer" the sixth bullet point in the subsection "What are the key risks that are specific to the Issuer?" on page 26 of the Original Registration Document shall be replaced by the following bulletpoint:

- "- The Issuer is exposed to financial and non-financial risks resulting from physical risks due to environmental changes such as global warming, from transition risks and from regulatory changes regarding ESG."