

FINAL TERMS

In case of Mortgage Covered Bonds admitted to trading on the regulated market of the Luxembourg Stock Exchange, the Final Terms will be displayed on the website of the Luxembourg Stock Exchange (www.luxse.com).

Terms used in the final terms below (the **Final Terms**) shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Mortgage Covered Bonds set forth in the Base Prospectus (and the Supplements thereto, if any) (the **Terms and Conditions**).

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of the manufacturers' product approval process, the target market assessment in respect of the Mortgage Covered Bonds has led to the conclusion that: (i) the target market for the Mortgage Covered Bonds is eligible counterparties and professional clients, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Mortgage Covered Bonds are appropriate including investment advice, portfolio management, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Mortgage Covered Bonds (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Mortgage Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Final Terms

dated 13 February 2023

UniCredit Bank Czech Republic and Slovakia, a.s.

Legal Entity Identifier: KR6LSKV3BTSJRD41IF75

Issue of EUR 500,000,000 3.625% Mortgage Covered Bonds due 15 February 2026
(the **Mortgage Covered Bonds**)

Issue Price: 99.69 per cent.

Series number 2023-01

Tranche number 1

Trade Date: 8 February 2023

under the

EUR7,000,000,000

Mortgage Covered Bond Programme of
UniCredit Bank Czech Republic and Slovakia, a.s.

*This document constitutes the Final Terms for the Mortgage Covered Bonds described herein for the purposes of Article 8 para. 2 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the **Prospectus Regulation**), in connection with the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004. In order to get full information, the Final Terms*

are to be read together with the information contained in (a) the base prospectus dated 22 September 2022 (the **Base Prospectus**) and (b) any supplements to the Base Prospectus according to Article 23 of the Prospectus Regulation (the **Supplements**).

The aforementioned documents are available on the website www.unicreditbank.cz, section “Debt Investor Relations”, sub-section “UniCredit Bank Czech Republic and Slovakia, a.s. International €7 bln Covered Bond Programme”.

Part I

The applicable and legally binding Conditions are as set out below in the English language version.

§ 1

Series, Form of Mortgage Covered Bonds, Issuance of Additional Mortgage Covered Bonds

Issue Date:	15 February 2023
Specified Currency:	Euro (EUR)
Label:	European Covered Bond
Application of tax gross-up obligation (§ 6):	Yes
Person Related Through Capital exception from a gross-up obligation	Yes
Aggregate Principal Amount:	
(i) Series:	EUR 500,000,000
(ii) Tranche:	EUR 500,000,000
Specified Denomination:	EUR 100,000

Form of Mortgage Covered Bonds:

- ☒ Temporary Global Note – Exchange (TEFRA D)
- ☐ Permanent Global Note (TEFRA C)
- ☐ Permanent Global Note (neither TEFRA D nor TEFRA C Rules)

Clearing System:

- ☒ Clearstream Banking, S.A.,
Luxembourg
42 Avenue JF Kennedy
L-1855 Luxembourg
- ☒ Euroclear Bank SA/NV
Boulevard du Roi Albert II
B-1210 Brussels

- ☐ Clearstream Banking AG, Frankfurt am Main
Mergenthalerallee 61
D-65760 Eschborn

Classical Global Note or New Global Note:

- ☐ Classical Global Note
- ☒ New Global Note

§ 2 Interest

Option I: Fixed Rate Mortgage Covered Bonds

Interest Commencement Date: 15 February 2023

Step-up or Step-down Mortgage Covered Bonds: No

Interest Rate:

☒ To Maturity Date: 3.625 per cent *per annum* (Actual/Actual (ICMA))

☒ From Maturity Date up to Extended Maturity Date: 1-month Euribor +0.60% (Actual / 360)

Interest Payment Date(s):

☒ To Maturity Date: 15 February of each year up to and including the Maturity Date

☒ From Maturity Date up to Extended Maturity Date: 15th day of each month up to and including the Extended Maturity Date, beginning on 15 March 2026

First Interest Payment Date 15 February 2024

Initial Broken Amount (per Specified Denomination) (in the case of a first [short][long] coupon): Not applicable

Initial Broken Amount (per Aggregate Principal Amount of [Series][Tranche]) (in the case of a first [short][long] coupon): Not applicable

Final Broken Amount (per Specified Denomination) (in the case of a last [short][long] coupon):

☐ To Maturity Date: Not applicable

☐ From Maturity Date up to Extended Maturity Date: Not applicable

Final Broken Amount (per Aggregate Principal Amount of [Series][Tranche]) (in the case of a last [short][long] coupon):

☐ To Maturity Date: Not applicable

- ☐ From Maturity Date up to Extended Maturity Date: Not applicable

Day Count Fraction:

- ☒ Actual/Actual (ICMA) For the Fixed Interest Term
- ☐ Actual/Actual (ISDA)
- ☐ Actual/365 (fixed)
- ☒ Actual/360 For the Floating Interest Term
- ☐ 30/360, 360/360 or Bond Basis
- ☐ 30/360, 360/360 or Bond Basis
- ☐ 30E/360 or Eurobond Basis (ISDA 2000)
- ☐ 30E/360 or Eurobond Basis (ISDA 2006)
- ☐ 30E/360 (ISDA)

§ 3

Maturity, Redemption Amount, Redemption for tax reasons, Redemption due to illegality or invalidity, Extended Maturity Date

Maturity Date: 15 February 2026

Extended Maturity Date: Applicable

Trigger (a) is applicable

The extended maturity date is 15 February 2027.

Redemption Amount:

- ☒ Specified Denomination
- ☐ Other amount

Optional Redemption at the Option of the Issuer (Call Option): No

Right to redeem the Mortgage Covered Bonds in part: No

Notice period:

Optional Redemption Amount(s):

- ☐ Specified Denomination
- ☐ Other amount

Redemption for tax reasons (§ 3(2)): Applicable (including the additional call-option redemption due to illegality or invalidity)

Notice period for condition § 3(2) (*Redemption for tax reasons*):

Minimum period: 30 days

Maximum period: 90 days

Early Redemption Amount payable on redemption for taxation reasons or on event of default

Nominal Amount

§ 4 Payments

Rounding of payable amounts:

upwards

Dual currency Mortgage Covered Bonds:

No

Business Day Convention:

- | | | |
|-------------------------------------|--|--------------------------------|
| <input checked="" type="checkbox"/> | Following Business Day Convention | For the Fixed Interest Term |
| <input type="checkbox"/> | Floating Rate Convention | |
| <input checked="" type="checkbox"/> | Modified Following Business Day Convention | For the Floating Interest Term |
| <input type="checkbox"/> | Preceding Business Day Convention | |

Adjustment:

No (for the Fixed Interest Term)

Yes (for the Floating Interest Term)

Banking Day:

TARGET2

§ 5 Principal Paying Agent, Paying Agent, Calculation Agent

Principal Paying Agent:

Citibank, N.A., London Branch, Citigroup Centre,
Canada Square, Canary Wharf, London E14 5LB,
United Kingdom

Additional Paying Agent(s):

Not Applicable

Calculation Agent:

Citibank, N.A., London Branch, Citigroup Centre,
Canada Square, Canary Wharf, London E14 5LB,
United Kingdom

§ 11 Notices

Notices may be given by means of electronic publication on the website of the relevant stock exchange:

Yes

Newspaper authorised by the stock exchange

Not applicable

Publication in another authorised newspaper if no longer possible:

No

Website:

Website of the Luxembourg stock exchange:
<https://www.luxse.com>

Banking Day:

TARGET2

§ 15
Language

Language of Terms and Conditions:

- ☐ English and German (English binding)
(Whereas the translation into the German language will not be part of these Final Terms.)
- ☐ German and English (German binding)
(Whereas the translation into the German language will not be part of these Final Terms.)
- ☒ only English

§ 16
(Amendments to the Terms and Conditions)

Meeting of Mortgage Covered Bondholders:

- ☐ with a physical meeting
- ☒ without a physical meeting

Limited liability of the common representative of the Mortgage Covered Bondholders:

Not applicable

Part II

Material Interest

Interest of natural and legal persons involved in the issue/offer As set out in the Base Prospectus

Reasons for the Offer and Use of Proceeds Not Applicable

Classical Global Note or New Global Note:

- ☐ Classical Global Note
 - ☐ Intended to be held in a manner which would allow ECB eligibility
- ☒ New Global Note

Intended to be held in a manner which would allow ECB eligibility: *Yes. Note the designation “yes” simply means that the Mortgage Covered Bonds are intended upon issue to be deposited with one of the international central securities depositories (ICSDs) as common safekeeper and does not necessarily mean that the Mortgage Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.*

Securities Identification Numbers

Common Code: 258597788

ISIN Code: XS2585977882

German Securities Code (WKN): A3LD5L

Yield

Yield on issue price: 3.736 % *per annum*.

Method of Distribution

- ☐ Non-Syndicated
- ☒ Syndicated

Management Details

Dealer/Management Group:

Danske Bank A/S

Erste Group Bank AG

Intesa Sanpaolo S.p.A.

Landesbank Baden-Württemberg

Raiffeisen Bank International AG

UniCredit Bank AG

Commissions

Management/Underwriting Commission: Not applicable

Selling Concession: Not applicable

Listing Commission: Not applicable

Estimate of the total expenses related to admission to trading: EUR 3,300

Stabilising Manager: Not applicable

Estimated net proceeds: EUR 497,200,000

Listing(s) and admission to trading Yes

☒ Luxembourg Stock Exchange

☒ Regulated Market

☐ EuroMTF

☐ Other:

☐ **Rating**

The Mortgage Covered Bonds to be issued are expected to be rated Aa2 by Moody's Investors Service España, S.A.

Moody's Investors Service España, S.A. is established in the European Community and is registered or has applied for registration pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the **CRA Regulation**).

The European Securities and Markets Authority (**ESMA**) publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

Amounts payable under the Mortgage Covered Bonds will be calculated by reference to EURIBOR®, which is currently provided by European Money Markets Institute (EMMI). As at the date of these Final Terms, EMMI does appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (**ESMA**) pursuant to Article 36 of the Regulation (EU) 2016/1011, as amended (the **Benchmarks Regulation**).

UniCredit Bank Czech Republic and Slovakia, a.s.



Name:

Title:

Roman Šťastný
Debt Capital Markets



Name:

Title:

Václav Antas
Debt Capital Markets