

## 10 Years certificate linked to SX5E

This Term Sheet is provided for discussion purposes only and is subject to change without notice. In addition, this Term Sheet is subject to internal approval, to the final documentation of the transaction and may be amended, superseded or replaced in its entirety by subsequent Term Sheets. Holders of Certificate (the "Certificate Holder(s)") must be able to assess the merits and risks of the transaction contemplated in this Term Sheet and to make their own independent decisions as to whether the transaction contemplated in this Term Sheet is suitable to them and their needs. Certificate Holders shall not rely on any communication (written or oral) made by the Issuer or Calculation Agent in respect of the transaction contemplated in this Term Sheet as investment advice or as a recommendation to enter into the transaction.

## **Terms**

Issuer	UniCredit Bank AG				
Instrument	Certificate				
ISIN / WKN	ISIN DE000HV4FD85 / WKN HV4FD8				
Valoren	TBD				
Debt Rank	Senior Unsecured Bank Debt				
Debt Rank Rating	Moody's / A2 S&P / BBB+ Fitch / BBB				
Currency	EUR				
Underlying	Euro Stoxx 50 Price EUR Index BLOOMBERG TICKER: SX5E Index				
	Index Sponsor: Stoxx ltd				
total issue	up to 20,000 certificates				
Minimum tradable amount	1 certificate				
Denomination	EUR 1,000				
Trade Date	26 <sup>th</sup> June 2020				
Issue Date	10 <sup>th</sup> July 2020				
Redemption at maturity	EUR 1,000				
Strike date	06 July 2020				
Strike price	The Official closing price of underlying on Strike date published by the Index Sponsor				
Maturity Date	15 <sup>th</sup> July 2030				
Calculation Date	Means each calendar day (other than a Saturday or Sunday) on which (i) the Reference Price is deemed to be published by the Index Sponsor and (ii) on which the Trans-European Automated Real-time Gross settlement Express Transfer System (TARGET2) is open for business				
Business Days	TARGET, Munich				
Business Day Convention	Modified Following				
Annual Fixed Coupons	8 EUR per certificate on each following coupon dates				
	13 <sup>th</sup> July 2021 13 <sup>th</sup> July 2022 13 <sup>th</sup> July 2023 15 <sup>th</sup> July 2024 14 <sup>th</sup> July 2025				
Annual Variable Coupons	If at each observation date, if the official closing price of the underlying is above or equal to the strike price, then the Certificate holder receives a coupon equal to				
	EUR 8 per certificate				
	Else coupon is = 0				
Memory Coupon	Yes: if a Coupon has been paid on any Coupon Payment Date, all previously unpaid Annual Variable Coupons will be paid on the same Coupon payment date.				
Coupon convention	30/360				



Selling Restrictions Type of Investor: Qualified Investors Only / Mifid Professional Clients Only						
Trading Conditions	Subject to internal approval					
Listing Start Date	20th July 2020					
Listing	Euro TLX					
Documentation	English language Terms and Conditions					
Settlement	Clearstream Banking AG, Frankfurt/Main					
	Disruption and Termination Events and other similar events apply in line with market practice and are set out in the Final Terms of the Certificate					
Disruption and Termination Events	Means the occurrence on or after the Trade Date of any of the following events with respect to the Certificate or the Underlying:					
Disrupted Day	Means a Calculation Date on which a Disruption Event occurs or is continuing					
	08 <sup>th</sup> July 2030	11 <sup>th</sup> July 2030	12 <sup>th</sup> July 2030	15 <sup>th</sup> July 2030		
	06 <sup>th</sup> July 2029	11 <sup>th</sup> July 2029	12 <sup>th</sup> July 2029	13 <sup>th</sup> July 2029		
	06 <sup>th</sup> July 2028	11 <sup>th</sup> July 2028	12 <sup>th</sup> July 2028	13 <sup>th</sup> July 2028		
	06 <sup>th</sup> July 2026 06 <sup>th</sup> July 2027	09 <sup>th</sup> July 2026	10 <sup>th</sup> July 2026 12 <sup>th</sup> July 2027	13 <sup>th</sup> July 2026 13 <sup>th</sup> July 2027		
	-	10 <sup>th</sup> July 2025	11 <sup>th</sup> July 2025	14 <sup>th</sup> July 2025		
	-	11 <sup>th</sup> July 2024	12 <sup>th</sup> July 2024	15 <sup>th</sup> July 2024		
	-	11 <sup>th</sup> July 2023	12 <sup>th</sup> July 2023	13 <sup>th</sup> July 2023		
	-	11 <sup>th</sup> July 2022	12 <sup>th</sup> July 2022	13 <sup>th</sup> July 2022		
Coupons dates	-	09 <sup>th</sup> July 2021	12 <sup>th</sup> July 2021	13 <sup>th</sup> July 2021		
	Observation Dates	Ex-Date	Record Date	Payment dates		

## DISCLAIMER

This indicative term sheet is a summary of the proposed product terms and is based on data believed to be reliable. No representation or warranty is made that it is accurate or complete. Opinions and views expressed are subject to change without notice, as are prices and availability, which are indicative only. There is no obligation for us to notify you of any changes to these data or to do so in the future. No responsibility is accepted for the use of or reliance on the information provided. We specifically disclaim any liability for any loss, claim or damage suffered by you or any third party resulting directly or indirectly from any use of or reliance on the information provided without limitation. We may have an existing position in instruments or currencies stated herein and may also provide banking or other advisory services to issuers.

We do not provide any investment, accounting, tax or legal advice in respect of the product and shall not have a fiduciary relationship with any investor or potential investor in the product. In particular we do not make representations as to (a) the suitability of the product for any particular investor, (b) the appropriate accounting treatment or possible tax consequences of investing in the product, or (c) the future performance of the product either in absolute terms or relative to competing investments. Prospective investors in the product should obtain their own independent accounting, tax and legal advice and should consult their own professional investment advisor to ascertain the suitability of the product as an investment, including such independent investigation and analysis regarding the risks, security arrangements and cash-flows associated with the product as they deem appropriate to evaluate the merits and risk prior to an investment in the product.

We may possess or have access to non-publicly available information relating to the underlying instrument(s) or the trader(s) thereof. Accordingly, this term sheet may not contain all information in our possession that would be material to the evaluation of the merits and risks of investing in the product. We are not obliged to disclose such non-publicly available information to any potential investor.

As with any financial transaction, you should ensure that you fully understand the nature of the transaction and contractual relationship that you are entering into and the nature and the extent of your exposure to any risk or loss. Changes in rates of exchange or rates of interest may have an adverse effect on the price or value of investments. In particular you should be aware that payments over the life of the transaction may vary significantly and that you have adequate financial resources to meet such changes. In the event that you decide to terminate the product additional costs may be payable. These costs may represent the then-market value of the potential cash flows remaining under the structure and may be substantial. You should also ensure that you fully understand the legal, tax and accounting implications which arise from executing a transaction of the type envisaged herein. We have not described all of the risks or other considerations which may be relevant to you when entering into a transaction as described and you should ensure that you fully understand all such risks and have independently determined that the transaction is appropriate to you. Any information described herein does not constitute investment advice.

Any forward-looking statements contained herein are based on historical hypothetical performance under specified conditions. Any opinion, plan, forecast, or other statement of a forward-looking nature reflects our judgment based on information available at the time of the preparation of this document and are subject to change without notice. These forward-looking statements are subject to certain risks and uncertainties that could cause the actual results to differ materially from those stated or implied. Any forward or future performance figures shown are based on past performance, and are not a reliable indicator for future performance and should not be used as such in any circumstance.

This communication is directed only to (i) professional clients or eligible counterparties as defined in the rules of the Financial Conduct Authority and is not intended for distribution to, or use by, retail clients or (ii) "investment professionals" falling within Article 19(5) of the Financial and Services Markets Act 2000 (Financial Promotions) Order 2005, as amended, and to persons to whom it may otherwise be lawful to communicate (all such persons in (i)



and (ii) together being referred to as "Relevant Persons"). Any investment or activity to which this commentary relates is available only to, and will be engaged in only with, Relevant Persons. Other persons should not rely or act upon this document or any of its contents.

If this communication relates to securities subject to the Prospectus Directive (Directive 2003/71/EC) (the "Prospective Directive") it is sent to you on the basis that you are a Qualified Investor for the purposes of the Prospectus Directive or any relevant implementing legislation of a European Economic Area ("EEA") Member State which has implemented the Prospectus Directive and it must not be given to any person who is not a Qualified Investor. By being in receipt of this you undertake that you will only offer or sell the securities described herein in circumstances which do not require the production of a prospectus under the Prospectus Directive or any relevant implementing legislation of an EEA Member State which has implemented the Prospectus Directive. It does not constitute a solicitation to buy or sell an instrument or recommendation to engage in a trading strategy.

The information provided herein does not constitute an offer of securities for sale in the United States and is not for publication or distribution to persons in the United States (within the meaning of Regulation S under the United States Securities Act of 1933, as amended (the "Securities Act")). The securities proposed to be offered have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except to qualified institutional buyers as defined in Rule 144A under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Equally, this information is not for distribution or forwarding directly or indirectly in or into the United States, Canada, Japan, Australia or South Africa or to any other jurisdiction where distribution or forwarding would be prohibited by applicable law. It is not intended for distribution into any jurisdiction where such distribution is restricted by law or regulation and recipients into whose possession this document comes should inform themselves about, and observe any such restrictions.

This information is confidential and may not be passed on or reproduced in whole or part under any circumstances without express written consent. UniCredit Bank AG London Branch is registered in England and Wales as a foreign company (FC009673) and as a branch (BR001757). Authorised and regulated in the United Kingdom by the Financial Conduct Authority. UniCredit Bank AG London Branch is a branch office of UniCredit Bank AG, which is member of the UniCredit Group. UniCredit Bank AG is incorporated and registered at Kardinal-Faulhaber-Strasse 1, 80333 Munich, Germany (HRB42148) and regulated by Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin).