

11 December 2013

**UniCredit Bank Czech Republic and Slovakia, a.s.**

**Issue of €800,000,000 Covered Bonds due 2018  
under the €5,000,000,000  
Covered Bond (in Czech, *hypoteční zástavní list*) Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 29 November 2013 and the supplement to it dated 5 December 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms have been published on the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)).

- |    |      |  |  |
|----|------|--|--|
| 1. | (a)  | Series Number:   | 2013-1   |
|    | (b)  | Tranche Number:  | 1  |
|    | (c)  | Date on which the Covered Bonds will be consolidated and form a single Series: | Not Applicable   |
| 2. |      | Specified Currency or Currencies:  | EUR  |
| 3. |      | Aggregate Nominal Amount:  |  |
|    | (a)  | Series:  | €800,000,000   |
|    | (b)  | Tranche:   | €800,000,000   |
| 4. |      | Issue Price:   | 99.557 per cent. of the Aggregate Nominal Amount             |
| 5. | (a)  | Specified Denominations:   | €100,000 and integral multiples of €1,000 in excess thereof. |
|    | (b)  | Calculation Amount:  | €1,000   |
| 6. | (a)  | Issue Date:  | 13 December 2013   |
|    | (b)  | Interest Commencement Date:  |  |
|    | (i)  | Period to Maturity Date:   | Issue Date   |
|    | (ii) | Period from Maturity Date to Extended Maturity Date:                           | Not Applicable   |
| 7. |      | Maturity Date:   | 13 December 2018   |
| 8. |      | Extended Maturity Date:  | Not Applicable   |

9. Interest Basis:
- (a) Period to (and including) Maturity Date: 1.875 per cent. Fixed Rate  
(further particulars specified below)
  - (b) Period from (but excluding) Maturity Date up to (and including) Extended Maturity Date: Not Applicable
10. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest Basis: Not Applicable
12. Issuer Call: Not Applicable
13. Date of Board approval for issuance obtained: 4 December 2013

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

14. Fixed Rate Covered Bond Provisions
- (I) To Maturity Date: Applicable
  - (II) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (a) Rate(s) of Interest:
    - (i) To Maturity Date: 1.875 per cent. per annum payable in arrear on each Interest Payment Date
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (b) Interest Payment Date(s):
    - (i) To Maturity Date: 13 December in each year up to and including the Maturity Date, commencing on 13 December 2014
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (c) Fixed Coupon Amount(s):
    - (i) To Maturity Date: €18.75 per Calculation Amount
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
  - (d) Broken Amount(s):
    - (i) To Maturity Date: Not Applicable
    - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable

- (e) Day Count Fraction:
- (i) To Maturity Date: Actual/Actual (ICMA)
  - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (f) Determination Date(s):
- (i) To Maturity Date: 13 December in each year
  - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable

15. Floating Rate Covered Bond Provisions

- (I) To Maturity Date: Not Applicable
- (II) From Maturity Date up to Extended Maturity Date: Not Applicable
- (a) Specified Period(s)/Specified Interest Payment Dates:
- (i) To Maturity Date: Not Applicable
  - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (b) Business Day Convention:
- (i) To Maturity Date: Not Applicable
  - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (c) Additional Business Centre(s):
- (i) To Maturity Date: Not Applicable
  - (iii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (d) Manner in which the Rate of Interest and Interest Amount is to be determined:
- (i) To Maturity Date: Not Applicable
  - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (e) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) and address (if not the Principal Paying Agent): Not Applicable
- (f) Screen Rate Determination:
- (i) To Maturity Date: Not Applicable
  - Reference Rate and Relevant Financial Centre: Not Applicable
  - Interest Determination: Not Applicable

- Date(s):
- Relevant Screen Page: Not Applicable
- (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- Reference Rate and Relevant Financial Centre: Not Applicable
- 
- Interest Determination Date(s): Not Applicable
  - Relevant Screen Page: Not Applicable
- (g) ISDA Determination:
- (i) To Maturity Date: Not Applicable
- Floating Rate Option: Not Applicable
  - Designated Maturity: Not Applicable
  - Reset Date: Not Applicable
- (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- Floating Rate Option: Not Applicable
  - Designated Maturity: Not Applicable
  - Reset Date: Not Applicable
- (h) Margin(s):
- (i) To Maturity Date: Not Applicable
- (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (i) Minimum Rate of Interest:
- (i) To Maturity Date: Not Applicable
- (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (j) Maximum Rate of Interest:
- (i) To Maturity Date: Not Applicable
- (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (k) Day Count Fraction:
- (i) To Maturity Date: Not Applicable
- (ii) From Maturity Date up to Extended Maturity Date: Not Applicable

Extended Maturity Date:

16. Zero Coupon Covered Bond Provisions Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17. Notice periods for Condition 6.2 Minimum period: 30 days  
Maximum period: 60 days

18. Notice periods for Condition 6.3 Minimum period: 30 days  
Maximum period: 60 days

19. Issuer Call: Not Applicable

20. Final Redemption Amount: €1,000 per Calculation Amount

21. Early Redemption Amount payable on redemption for taxation reasons or on event of default: €1,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

22. Form of Covered Bonds:

Form:

Bearer Covered Bonds:

Temporary Bearer Global Covered Bond exchangeable for a Permanent Bearer Global Covered Bond which is exchangeable for definitive Bearer Covered Bonds only upon an Exchange Event

New Global Covered Bond/New Safekeeping Structure: Yes

23. Additional Financial Centre(s): London, Prague

24. Talons for future Coupons to be attached to definitive Covered Bonds: No

**SIGNED** on behalf of UniCredit Bank Czech Republic and Slovakia, a.s.:

By:

*Duly authorised*

**Štěpán Nývlt**  
Debt Origination / Structuring & Bond Sales

**Roman Šťastný**  
Debt Origination / Structuring & Bond Sales

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |      |   |  |
|------|---|--|
| (i)  | Listing and Admission to trading                            | Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange and listing on the Official List of the Luxembourg Stock Exchange with effect from 13 December 2013. |
| (ii) | Estimate of total expenses related to admission to trading: | €3,250   |

### 2. RATINGS

- |          |  |
|----------|--|
| Ratings: | The Covered Bonds to be issued are expected to be rated A3 by Moody's Deutschland GmbH (" <b>Moody's</b> "). Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the " <b>CRA Regulation</b> "). The list of registered and certified rating agencies is published by the European Securities and Markets Authority on its website ( <a href="http://www.esma.europa.eu/page/List-registered-and-certified-CRAs">http://www.esma.europa.eu/page/List-registered-and-certified-CRAs</a> ) in accordance with the CRA Regulation. |
|----------|--|

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

Save for any fees payable to UniCredit Bank AG, Norddeutsche Landesbank – Girozentrale - and HSH Nordbank AG (the "**Managers**"), so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- |      |                         |   |
|------|-------------------------|---|
| (i)  | Reasons for the offer   | The Covered Bonds are offered to ensure funding for the implementation of the business activities of the Issuer, including the providing of mortgage loans. |
| (ii) | Estimated net proceeds: | EUR 796,416,000.00  |

### 5. YIELD (*Fixed Rate Covered Bonds Only*)

- |                      |   |
|----------------------|---|
| Indication of yield: | 1.969%  |
|                      | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

### 6. OPERATIONAL INFORMATION

- |       |  |                |
|-------|--|----------------|
| (i)   | ISIN Code:   | XS1002162136   |
| (ii)  | Common Code:   | 100216213      |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV and | Not Applicable |

Clearstream Banking, société anonyme,  
address and the relevant identification  
number(s):

- |      |  |   |
|------|--|---|
| (iv) | Names and addresses of additional<br>Paying Agent(s) (if any):               | Not Applicable  |
| (v)  | Intended to be held in a manner which<br>would allow Eurosystem eligibility: | Yes. Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper) and does not necessarily mean that the 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. |

## 7. **DISTRIBUTION**

- |       |  |  |
|-------|--|--|
| (i)   | If syndicated, names of Managers:              | UniCredit Bank AG<br>Norddeutsche Landesbank – Girozentrale -<br>HSH Nordbank AG |
| (ii)  | Date of Subscription Agreement:                | 11 December 2013   |
| (iii) | If non-syndicated, name of relevant<br>Dealer: | Not Applicable   |
| (iv)  | U.S. Selling Restrictions:                     | TEFRA D  |