

# Open End-Index-Certificates

21 December 2007

Issue of Open End-Index-Certificates,  
**(ISIN PL HVB 000 007 4)**  
on the WSE WIG20 Index (WIG20 Index)  
under the

**Bayerische Hypo- und Vereinsbank AG**  
**EUR 50,000,000,000**  
**Debt Issuance Programme**

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## Dane o emisji

### Certyfikaty Open-End oparte na indeksie WSE WIG20 Index (WIG20 Index)

|   |  |
|---|--|
| <b>Emitent</b>  | Bayerische Hypo- und Vereinsbank AG  |
| <b>Instrument Bazowy</b>                                  | Indeks WIG20 Index (WSE WIG20 Index) ("Indeks")<br>(ISIN: PL 999 999 998 7)<br>Reuters: .WIG20<br>Bloomberg: Wig20 <Index>   |
| <b>Waluta</b>   | PLN  |
| <b>Wielkość emisji</b>                                    | 1.000.000 certyfikatów oferowanych w okresie oferowania. Ostateczna liczba certyfikatów zostanie określona 8 lutego 2008 r. i będą gotowe do dystrybucji w Bayerische Hypo- und Vereinsbank AG, MCD1CS, 81925 Monachium, Niemcy  |
| <b>Cena Emisyjna</b>                                      | 100 PLN  |
| <b>Notowania giełdowe</b>                                 | Zostanie złożony wniosek o dopuszczenie certyfikatów do obrotu na rynku równoległym Giełdy Papierów Wartościowych w Warszawie S.A.   |
| <b>Minimalna wielkość transakcji na giełdzie</b>          | 1 certyfikat   |
| <b>Minimalna wielkość transakcji poza giełdą</b>          | 1 certyfikat   |
| <b>Data rozpoczęcia Oferty Publicznej</b>                 | 21 stycznia 2008 r.  |
| <b>Data Wyceny</b>  | 12 lutego 2008 r.  |
| <b>Data Wykupu</b>  | Nieokreślona   |
| <b>Dzień (Dni) Wezwania (przez Emitenta)</b>              | Raz w roku, w ostatnim bankowym dniu roboczym lutego, jednak nie wcześniej niż w lutym 2013 r. Wezwanie do przedstawienia certyfikatów do wykupu zostanie opublikowane na co najmniej rok przed Dniem Wezwania.  |
| <b>Dzień (Dni) Wykonania (przez Posiadacza)</b>           | Raz na kwartał, w każdym ostatnim bankowym dniu roboczym marca, czerwca, września i grudnia, jednak nie wcześniej niż w marcu 2008 r. Prawo wykonania zostanie ogłoszone na co najmniej dziesięć bankowych dni roboczych przed Dniem Wykonania.  |
| <b>Płatność Kwoty Wykupu</b>                              | Zgodnie z warunkami emisji certyfikatów, Emitent przyznaje każdemu posiadaczowi prawo zażądania od Emitenta – w Dniu Wezwania lub w Dniu Wykonania – płatności Kwoty Wykupu za każdy certyfikat.   |
| <b>Obliczenie Kwoty Wykupu</b>                            | $\text{PLN } 100 \times \left( \frac{\text{Indeks}(t)}{\text{Indeks}(0)} - \text{ATF} \right).$ <p>Gdzie:</p> <p>"Indeks (0)" oznacza wartość zamknięcia Indeksu ogłoszoną przez Giełdę Papierów Wartościowych w Warszawie w dniu 12 lutego 2008 r.</p> <p>"Indeks (t)" oznacza wartość zamknięcia Indeksu ogłoszoną przez Giełdę Papierów Wartościowych w Warszawie na pięć bankowych dni roboczych przed danym Dniem Wykonania lub Dniem Wezwania.</p> |
| <b>Współczynnik AFT (Access &amp; Transaction Factor)</b> | Współczynnik AFT wynosi 0,125% kwartalnie; naliczany jest codziennie na podstawie poziomu Indeksu w każdym bankowym dniu roboczym i pokrywa koszty stałe związane z uzyskaniem dostępu do rynków kapitałowych, w tym m.in. opłaty licencyjne, opłaty giełdowe, opłaty depozytowe, opłaty z tytułu rozliczenia transakcji.  |
| <b>Kod ISIN</b>   | ISIN PL HVB 000 0074   |
| <b>Kod WKN</b>  | 785107   |
| <b>Strona Reuters</b>                                     | UCW20AOPEN=UCG   |

## Outline of the Issue

### Open End-Index-Certificates on the WSE WIG20 Index (WIG20 Index)

|  |  |
|--|--|
| <b>Issuer</b>                                  | Bayerische Hypo- und Vereinsbank AG  |
| <b>Underlying</b>                              | WIG20 Index (WSE WIG20 Index)<br>(ISIN PL 999 999 998 7) (the "Index")<br>Reuters: .WIG20<br>Bloomberg: WIG20 <Index>  |
| <b>Specified Currency</b>                      | PLN  |
| <b>Issue Size</b>                              | 1,000,000 Certificates will be offered during the offering period. The final number of certificates will be defined on 8 February 2008 and will be held ready for distribution at Bayerische Hypo- und Vereinsbank AG, MCD1CS, Arabellastraße 12, 81925 Munich, Germany.   |
| <b>Issue Price</b>                             | PLN 100  |
| <b>Listing</b>                                 | Application will be made for the certificates to be listed on the parallel market of Warsaw Stock Exchange.  |
| <b>Minimum Tradable Size</b>                   | 1 Certificate  |
| <b>Minimum Transferable Size</b>               | 1 Certificate  |
| <b>Start of Public Offer</b>                   | 21 January 2008  |
| <b>Value Date</b>                              | 12 February 2008   |
| <b>Maturity</b>                                | open end   |
| <b>Call Date(s) (by Issuer)</b>                | Annually, on every last Banking Day of February of each year, but not before February 2013. The call of the certificates has to be published at least one year in advance of the respective Call Date.   |
| <b>Exercise Date(s) (by Certificateholder)</b> | Quarterly, on every last banking day of March, June, September, December, but not before March 2008. The exercise right has to be announced at least ten banking days in advance of the respective Exercise Date.  |
| <b>Payment of Redemption Amount</b>            | In accordance with the terms and conditions of these certificates, the Issuer grants every Certificateholder the right to demand of the Issuer, on the Call Date or Exercise Date, payment of a per-certificate Redemption Amount.   |
| <b>Calculation of Redemption Amount</b>        | $\text{PLN } 100 \times \left( \frac{\text{Index}(t)}{\text{Index}(0)} - \text{ATF} \right).$ <p>Where:</p> <p>"Index (0)" means the official closing level of the Index, which is published by the Warsaw Stock Exchange on the 12 February 2008.</p> <p>"Index (t)" means the official closing level of the Index, which is published by the Warsaw Stock Exchange five Banking Days prior to each respective Exercise or Call Date.</p> |
| <b>Access &amp; Transaction Factor (ATF)</b>   | The Access & Transaction Factor is 0.125% per quarter, accrued daily on the basis of the Index level on each banking day and covers recurring costs in connection with providing access to the equity markets like licence fees, stock exchange fees, custody fees, clearing fees, etc.  |
| <b>ISIN</b>                                    | ISIN PL HVB 000 007 4  |
| <b>WKN</b>                                     | 785107   |
| <b>Reuters Page</b>                            | UCW20AOPEN=UCG   |

## Informacje Dotyczące Oferty

Na podstawie prospektu z 25 czerwca 2007 r. i Suplementu do prospektu z 4 września 2007 r. (łącznie "**Prospekt Podstawowy**"), Bayerische Hypo- und Vereinsbank AG ("**Emitent**") oferuje 1,000.000 Certyfikatów Inwestycyjnych *Open-End* ("**Certyfikaty**") wyemitowanych 12 lutego 2008 r., powiązanych z indeksem WSE WIG20 Index (WIG20 Index) (ISIN PL 999 999 998 7), zgodnie z warunkami ostatecznymi ("**Warunki Ostateczne**") emisji.

### Uprawnieni inwestorzy

Oferta skierowana jest do następujących grup inwestorów:

- a. osób fizycznych, jednostek organizacyjnych posiadających osobowość prawną (osoby prawne) i jednostek organizacyjnych bez osobowości prawnej, posiadających stały adres zamieszkania lub siedzibę na terenie Polski ("**Inwestorzy Indywidualni**"); oraz
- b. osób prawnych i jednostek organizacyjnych nieposiadających osobowości prawnej, z siedzibą na terenie Polski, innego kraju członkowskiego Unii Europejskiej lub w Szwajcarii, które otrzymały zaproszenie do złożenia zapisów na Certyfikaty od Oferującego lub podmiotu wskazanego przez Oferującego, a także osób reprezentowanych przez podmioty zarządzające portfelami papierów wartościowych na zlecenie ("**Inwestorzy Instytucjonalni**").

Certyfikaty oferowane Inwestorom Indywidualnym stanowią transzę indywidualną ("**Transza Indywidualna**"), a Certyfikaty oferowane Inwestorom Instytucjonalnym składają się na transzę instytucjonalną ("**Transza Instytucjonalna**").

### Zapisy na Certyfikaty

Zapisy składane przez potencjalnych inwestorów będą przyjmowane w okresie składania zapisów ("**Okres Składania Zapisów**") na certyfikaty od 21 stycznia 2008 r. do 8 lutego 2008 r. w następujących miejscach:

- a. w wypadku Inwestorów Indywidualnych – punkty obsługi klienta domów maklerskich wchodzących w skład konsorcjum (lista domów maklerskich tworzących konsorcjum ("**Konsorcjum**") zostanie opublikowana na stronie internetowej UniCredit Markets & Investment Banking Structured Products pod adresem [www.certyfikaty.unicreditmib.pl](http://www.certyfikaty.unicreditmib.pl)),
- b. w wypadku Inwestorów Instytucjonalnych – siedziba UniCredit CA IB Polska S.A. w Warszawie przy ul. Emilii Plater 53.

W celu uzyskania informacji na temat szczegółowych zasad składania zapisów, w szczególności dotyczących:

- a. dokumentów wymaganych przy składaniu zapisów przez przedstawicieli ustawowych, pełnomocników i inne osoby działające w imieniu inwestorów,
- b. możliwości składania zapisów i dyspozycji deponowania Certyfikatów w formie innej niż pisemna, np. telefonicznie lub przez Internet

potencjalni inwestorzy powinni skontaktować się z punktem obsługi klienta domu maklerskiego przyjmującego zapisy na Certyfikaty, w którym zamierzają złożyć zapis.

Potencjalni inwestorzy powinni posiadać rachunek inwestycyjny w domu maklerskim, w którym planują złożyć zapis na Certyfikaty.

Zapisy złożone przez inwestorów mogą być odwołane w okresie składania zapisów.

Inwestorzy mają prawo złożyć więcej niż jeden zapis, pod warunkiem jednak, że łączna liczba Certyfikatów objętych zapisami jednego inwestora nie może przekroczyć łącznej liczby Certyfikatów. Zapisy obejmujące łącznie większą liczbę Certyfikatów niż całkowita liczba Certyfikatów będą traktowane, jak zapisy na łączną liczbę Certyfikatów. Zapisy składane będą na formularzach zapisu dostępnych w domach maklerskich przyjmujących zapisy na Certyfikaty lub za pośrednictwem faksu, telefonicznie bądź z wykorzystaniem innych środków komunikacji elektronicznej, jeżeli dom maklerski przyjmujący zapisy zapewni taką możliwość.

Poprzez złożenie zapisu każdy z potencjalnych inwestorów potwierdza, że zapoznał się z treścią Prospektu Podstawowego i Warunkami Ostatecznymi, zaakceptował warunki oferty, wyraził zgodę na przydzielenie mu mniejszej liczby Certyfikatów niż liczba wynikająca ze złożonych przez niego zapisów lub nieprzydzielenie mu żadnych Certyfikatów, zgodnie z warunkami określonymi w niniejszym dokumencie.

### **Przydział i opłacenie Przydzielonych Certyfikatów**

Przewiduje się, że przydział Certyfikatów nastąpi w dniu 8 lutego 2008 r. lub w zbliżonym terminie, za pośrednictwem systemu obrotu Giełdy Papierów Wartościowych w Warszawie ("GPW").

Dokładna liczba Certyfikatów oferowanych w ramach Transzy Indywidualnej oraz Transzy Instytucjonalnej zostanie ogłoszona po zakończeniu okresu składania zapisów.

Certyfikaty przydzielane będą inwestorom na podstawie należycie złożonych zapisów. W wypadku wystąpienia nadsubskrypcji w Transzy Indywidualnej, przydział Certyfikatów zostanie dokonany na zasadzie proporcjonalnej redukcji każdego złożonego zapisu. Ułamkowe części Certyfikatów zostaną zaokrąglone do najbliższej liczby całkowitej, a pozostałe w wyniku tej operacji Certyfikaty zostaną przyznane Inwestorom Indywidualnym, którzy złożyli zapisy na największą liczbę Certyfikatów.

W ramach Transzy Instytucjonalnej Certyfikaty będą przydzielane (pod warunkiem opłacenia zapisu zgodnie z zasadami określonymi w Warunkach Ostatecznych) Inwestorom Instytucjonalnym, którzy zostali wpisani na listę przydziału sporządzoną przez Giełdę Papierów Wartościowych w Warszawie.

Inwestorzy Indywidualni zobowiązani są do wpłaty środków na opłacenie zapisów na rachunek bankowy wskazany przez danego członka Konsorcjum przed złożeniem zapisu.

Inwestorzy Instytucjonalni zobowiązani są do wpłaty środków na opłacenie zapisów na rachunek bankowy wskazany przez UniCredit CA IB Polska S.A. nie później niż w dniu rozliczenia transakcji przez Giełdę Papierów Wartościowych w Warszawie.

Środki na opłacenie zapisów należy wpłacać wyłącznie w złotych polskich. Od wpłaconych kwot nie są naliczane odsetki.

Certyfikaty będą wydane inwestorom 12 lutego 2008 r. poprzez ich zdeponowanie na właściwych rachunkach papierów wartościowych za pośrednictwem systemu depozytowo-rozliczeniowego Krajowego Depozytu Papierów Wartościowych (KDPW S.A.).

### **Odstąpienie od Oferty**

Emitent może w każdym czasie przed rozpoczęciem Oferty odstąpić od przeprowadzenia Oferty lub jej części bez podawania przyczyn. Decyzja o odstąpieniu od Oferty zostanie przekazana do publicznej wiadomości zgodnie z obowiązującymi przepisami prawa. Po rozpoczęciu Oferty odstąpienie od przeprowadzenia Oferty może nastąpić jedynie w przypadku, gdy w ocenie Emitenta wystąpią ważne powody uzasadniające taką decyzję. Do ważnych powodów należy zaliczyć w szczególności: (i) nagłe i nieprzewidywalne wcześniej zmiany w sytuacji gospodarczej, politycznej kraju lub świata, które mogą mieć negatywny wpływ na rynki finansowe, gospodarkę kraju lub na dalszą działalność Emitenta, w tym na informacje przedstawione w Prospekcie; (ii) nagłe i nieprzewidywalne zmiany mające bezpośredni wpływ na działalność operacyjną Emitenta, (iii) zgłoszenie niesatysfakcjonującego popytu na oferowane Certyfikaty przez inwestorów w okresie składania zapisów.

### **Notowania Certyfikatów**

Emitent zamierza ubiegać się o dopuszczenie Certyfikatów do notowań na rynku równoległym Giełdy Papierów Wartościowych w Warszawie w systemie notowań ciągłych. Przewiduje się, że Certyfikaty zostaną wprowadzone do obrotu na GPW w dniu 13 lutego 2008 r.

Obecnie Emitent nie planuje ubiegać się o dopuszczenie Certyfikatów do obrotu na żadnym innym rynku giełdowym poza GPW.

Emitent zobowiązuje się dołożyć wszelkich starań, aby zapewnić płynność Certyfikatów na rynku.

### **Oferujący**

Emitent wyznaczył UniCredit CA IB Polska S.A. ("**Oferujący**") do pełnienia funkcji oferującego Certyfikaty na potrzeby oferty oraz wprowadzenia Certyfikatów do notowań na GPW w systemie notowań ciągłych.

## Ważne Informacje Dotyczące Ryzyka Poniesienia Strat

Zapoznanie się z treścią niniejszego prospektu nie zastępuje niezbędnej porady, jaką inwestor powinien uzyskać w swoim banku.

### Ryzyko

Nabywając Certyfikaty należy mieć na względzie następujące czynniki:

### Certyfikaty inwestycyjne Open End

- Kupując Certyfikaty Inwestycyjne OPEN END inwestor uzyskuje prawo do otrzymania kwoty wykupu w Dniu Wezwania lub w Dniu Wykonania określonym w Warunkach Certyfikatów. Nie przewiduje się natomiast automatycznej wypłaty Kwoty Wykupu w dowolnym czasie. Warunkiem wypłaty Kwoty Wykupu jest przedstawienie Certyfikatu do wykupu przez Posiadacza zgodnie z postanowieniami pkt 3 Warunków Certyfikatów lub skierowanie przez Emitenta do Posiadacza wezwania do przedstawienia Certyfikatów do wykupu zgodnie z pkt 5 Warunków Certyfikatów. Fakt, że Emitent ma prawo wezwać Posiadaczy do przedstawienia Certyfikatów do wykupu oznacza, że okres istnienia Certyfikatów może zostać skrócony, w związku z czym nie ma gwarancji, że w wypadku obniżenia się ceny certyfikatu, jego cena osiągnie ponownie odpowiedni poziom do chwili wykupu. Wysokość Kwoty Wykupu zależy będzie od wartości Instrumentu Bazowego w dniu lub dniach określonych w Warunkach Certyfikatów.

### Podstawowe zasady

- Cena Emisyjna Certyfikatów wyznaczana jest za pomocą modeli wyceny stosowanych przez Emitenta, przy czym może zawierać ukryte premie, dodane do matematycznej wartości obliczonej z zastosowaniem wspomnianych modeli. Emitent ma prawo określić wysokość premii i może się ona różnić od premii, jakie pobierają inni Emitenci w wypadku porównywalnych produktów. Premie mogą również obejmować koszt prowizji płaconych osobom trzecim za usługi plasowania instrumentów pochodnych. Fakt naliczania premii przez Emitenta może również z czasem skutkować spadkiem ceny rynkowej instrumentów.

- Kształtowanie się ceny Certyfikatów jest bezpośrednio powiązane z wynikami Indeksu ("**Instrument Bazowy**"). Jednak nie można uznać, że wartość rynkowa Certyfikatów zasadniczo będzie dokładnie odzwierciedlać wyniki Instrumentu Bazowego, ponieważ na kształtowanie się ceny Certyfikatów będą miały wpływ czynniki takie, jak oczekiwania rynku oraz płynność poszczególnych walerów wchodzących w skład Indeksu.

- Należy zwrócić uwagę na fakt, że nabywając Certyfikaty kupujący nie uzyskuje prawa do otrzymania wyznaczonej na dzień dzisiejszy Kwoty Wykupu w Dniu Wezwania lub Dniu Wykonania. Zmiany wartości Instrumentu Bazowego mogą również prowadzić do spadku wartości Certyfikatu, która może ukształtować się znacznie poniżej ceny, jaką zapłacił za niego kupujący. Może to prowadzić do częściowej lub całkowitej straty zainwestowanego kapitału (tj. ceny Certyfikatu oraz innych poniesionych kosztów). Jeżeli w Dniu Wezwania lub Dniu Wykonania wartość Certyfikatu będzie niższa niż cena zapłacona za Certyfikat w chwili jego nabycia, inwestor nie odzyska całości zainwestowanych środków. W takim przypadku strata równa będzie różnicy pomiędzy ceną nabycia zapłaconą za Certyfikaty a ich wartością w Dniu Wezwania lub Dniu Wykupu.

- Jeżeli Emitent dokona likwidacji jakiegokolwiek zabezpieczenia emisji Certyfikatów, może to mieć negatywny wpływ na cenę rynkową Instrumentu Bazowego, a w konsekwencji na wartość Certyfikatu.

- Na wartość Certyfikatu może również mieć wpływ ocena kredytowa Emitenta na rynku kapitałowym, a także kształtowanie się podaży i popytu na rynku wtórnym.
- Dokonując oceny spodziewanych zysków, inwestor powinien uwzględnić dodatkowe koszty związane z kupnem lub sprzedażą Certyfikatów.
- Wszelkie dywidendy przypadające do zapłaty w okresie istnienia Certyfikatu zostaną wykorzystane do generowania zysków i nie będą wypłacane inwestorowi.

- Jeżeli w okresie istnienia Certyfikatu cena rynkowa Certyfikatu spadnie poniżej jego ceny nabycia i inwestor oceni, że cena rynkowa Certyfikatu w ogóle nie wzrośnie do Dnia Wezwania lub Dnia Wykupu, warto rozważyć możliwość sprzedania Certyfikatu i zaakceptowania częściowej straty w celu uniknięcia poniesienia jeszcze wyższych strat. Jeżeli wbrew wcześniejszym oczekiwaniom inwestora cena rynkowa Certyfikatu wzrośnie po jego sprzedaży, inwestor może wykorzystać tę sytuację jedynie poprzez ponowny zakup Certyfikatu (co wiąże się z pokryciem wszelkich związanych z tym kosztów).

### **Transakcje wyłączające lub ograniczające ryzyko**

Inwestor nie powinien zakładać, że w dowolnym czasie w okresie istnienia Certyfikatu będzie w stanie zawierać transakcje umożliwiające wyłączenie lub ograniczenie ryzyka związanego z posiadaniem Certyfikatu. Ryzyko to będzie zależało od czynników rynkowych i związanych z nimi warunków istniejących na rynku. Może się zdarzyć, że zawarcie transakcji umożliwiających wyłączenie lub ograniczenie ryzyka związanego z posiadaniem Certyfikatu będzie możliwe jedynie po niekorzystnej cenie rynkowej, a decydując się na ich zawarcie inwestor poniósłby stratę.

### **Finansowanie nabycia certyfikatów**

Jeżeli inwestor zdecyduje się na kupno Certyfikatów, transakcja powinna być sfinansowana z jego własnych wolnych środków finansowych, tak by ewentualne poniesienie straty nie powodowało trudności.

Jeżeli jednak inwestor zdecyduje się sfinansować nabycie Certyfikatów środkami z kredytu, winien się upewnić, że będzie w stanie spłacać odsetki i kwotę główną kredytu w wypadku poniesienia straty na Certyfikatach. Inwestor nie powinien zakładać, że będzie w stanie spłacać kredyt z zysków osiągniętych na Certyfikatach.

Jeżeli inwestor finansuje nabycie Certyfikatów kredytem, powinien przyjąć założenia co do oczekiwanych zysków z transakcji na wyższym poziomie, ponieważ będzie musiał wziąć pod uwagę zarówno koszty nabycia Certyfikatów, jak i koszty kredytu (odsetki, raty kapitałowe, prowizje związane z udzieleniem kredytu).

### **Uwaga**

**Przed nabyciem Certyfikatów należy przeczytać zamieszczone poniżej Warunki Ostateczne Certyfikatów wraz z Prospektem i zasięgnąć porady specjalisty.**

## Opodatkowanie w Polsce

Poniższe streszczenie przedstawia najistotniejsze konsekwencje sprzedaży i umorzenia instrumentów dłużnych przez polskiego inwestora indywidualnego wynikające z polskiego prawa podatkowego. Wartość instrumentów dłużnych ustalana jest na podstawie odpowiedniego indeksu. Zgodnie z Ustawą o obrocie instrumentami finansowymi, takie instrumenty dłużne powinny być uznawane za dłużne papiery wartościowe ("**Certyfikaty**"). Niniejsze streszczenie nie stanowi wyczerpującej analizy wszystkich aspektów podatkowych, w związku z tym potencjalni inwestorzy powinni zasięgnąć porady doradców podatkowych w odniesieniu do konsekwencji podatkowych sprzedaży i umorzenia Certyfikatów, zarówno na gruncie prawa polskiego, jak i prawa obowiązującego w jurysdykcji danego emitenta.

### Polscy inwestorzy indywidualni

Inwestorzy zamieszkali w Polsce ("**Polscy Inwestorzy Indywidualni**") podlegają opodatkowaniu polskim podatkiem dochodowym od osób fizycznych ("**PIT**") w odniesieniu do dochodu uzyskiwanego na całym świecie, niezależnie od tego, w jakim kraju dochód ten został osiągnięty.

### Opodatkowanie dochodu z tytułu zbycia Certyfikatów

Dochód uzyskany przez Polskiego Inwestora Indywidualnego z tytułu zbycia Certyfikatów powinien zostać zaklasyfikowany jako zyski kapitałowe zrealizowane na sprzedaży papierów wartościowych. W takiej sytuacji dochód ten nie powinien być łączony z dochodem z innych źródeł i podlega opodatkowaniu wg stałej, 19-procentowej stawki PIT. Dochód ten obliczany jest jako różnica między przychodem uzyskanym ze sprzedaży Certyfikatów (zasadniczo – cena sprzedaży) i związanymi z tym kosztami (zasadniczo – koszt nabycia Certyfikatów). Podatek regulowany jest raz w roku. Deklarację podatkową za dany rok należy złożyć do 30 kwietnia roku kalendarzowego następującego po roku, w którym uzyskano dochód. Jednak jeżeli sprzedaż została dokonana w ramach działalności gospodarczej prowadzonej przez Polskiego Inwestora Indywidualnego, zyski kapitałowe są włączane do innych dochodów przedsiębiorcy i opodatkowane wg stawki PIT 19% lub według standardowej progresywnej skali podatku PIT wynoszącej do 40% (zazwyczaj – wedle wyboru przedsiębiorcy). W takim wypadku podatek rozliczany jest co miesiąc.

### Opodatkowanie dochodu z tytułu umorzenia Certyfikatów

Dochód uzyskany przez Polskiego Inwestora Indywidualnego z tytułu umorzenia Certyfikatów może być traktowany podobnie, jak dyskonto w wypadku dłużnych papierów wartościowych i jako taki nie powinien być łączony z dochodem z innych źródeł, ale powinien podlegać opodatkowaniu wg stałej 19-procentowej stawki PIT. Dochód ten oblicza się jako różnicę pomiędzy przychodami uzyskanymi z umorzenia Certyfikatów (zasadniczo – przychód uzyskany z umorzenia) oraz związanymi z nimi kosztami (zasadniczo – koszt nabycia Certyfikatów). Podatek regulowany jest raz w roku. Deklarację podatkową za dany rok należy złożyć do 30 kwietnia roku kalendarzowego następującego po roku, w którym uzyskano dochód.

### Podatek pobierany u źródła w Niemczech

Zgodnie z Umową o unikaniu podwójnego opodatkowania między Niemcami a Polską ("**Umowa**"), wszelkie podatki pobierane w Niemczech od dochodu, który nie jest na mocy Umowy zwolniony z opodatkowania w Polsce, można odliczyć od podatku przypadającego do zapłaty od takiego dochodu w Polsce. Kwota odliczenia nie może jednak przekroczyć kwoty podatku, która przypadaby do zapłaty od takiego dochodu w Polsce.

### Opłata skarbową

Zgodnie z Ustawą o podatku od czynności cywilno-prawnych, przeprowadzona w Polsce sprzedaż tytułów (w tym Certyfikatów) podlega 1-procentowej opłacie skarbowej. Transakcja sprzedaży przeprowadzana za pośrednictwem maklera jest z tej opłaty zwolniona.

# Final Terms of 21 December 2007

## No. PL7

Bayerische Hypo- und Vereinsbank AG  
Issue of 1,000,000 Open End-Index-Certificates  
on the

WSE WIG20 Index (WIG20 Index)

under the

**Euro 50,000,000,000**  
**Debt Issuance Programme of**  
**Bayerische Hypo- und Vereinsbank AG**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (Certificates) set forth in the Prospectus dated 25 June 2007 and the supplemental Prospectus dated 4 September 2007, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms relating to the issue of Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented.

Full information on the Issuer and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Prospectus.

The Terms and Conditions of the Certificates (including the details that would otherwise be specified below) have been attached to this document as Annex 1.

### *PART A - GENERAL INFORMATION*

|   |   |
|---|---|
| 1. Issuer:  | Bayerische Hypo- und Vereinsbank AG   |
| 2. (i) Series Number:   | PL7   |
| (ii) Tranche Number:  | 1   |
| 3. Form of Instruments  |   |
| (i) Notes (other than Credit Linked Notes)                          | Not Applicable  |
| Credit Linked Notes   | Not Applicable  |
| Mortgage Pfandbriefe<br>(Hypothekendarlehen)                        | Not Applicable  |
| Public Sector Pfandbriefe<br>(Öffentliche Pfandbriefe)              | Not Applicable  |
| (ii) Certificates   | Applicable  |
| (iii) Warrants  | Not Applicable  |
| 4. Governing Law:   | German Law  |
| 5. Specified Currency:  | Polish Zloty (" <b>PLN</b> ")   |
| 6. Number of Certificates admitted to trading                       |   |
| (i) Series  | 1,000,000 Certificates will be offered during the offering period. The final number of certificates will be defined on 8 February 2008 and will be obtainable at Bayerische Hypo- und Vereinsbank AG, MCD1CS, Arabellastraße 12, 81925 Munich, Germany. |
| (ii) Tranche  | 1,000,000 Certificates  |
| 7. Issue Price  | PLN 100   |
| 8. Nominal Amount per Certificates:                                 | Not Applicable  |
| 9. Language of Terms and Conditions:                                | English only  |
| 10. (i) Issue Date:   | 12 February 2008  |
| (ii) Interest Commencement Date (if different from the Issue Date): | Not Applicable  |
| 11. Maturity Date:  | Open End  |

## Distribution

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|   |   |
|---|---|
| 45. Operational information                           |   |
| (i) ISIN Code:  | ISIN PL HVB 000 007 4   |
| (ii) Common Code:                                     | Not Applicable  |
| (iii) WKN:  | 785107  |
| (iv) Other relevant security codes:                   | Not Applicable  |
| (v) Clearing System(s):                               | National Depository for Securities (KDPW S.A.), Republic of Poland                                  |
| (vi) Delivery:  | Delivery against payment  |
| (vii) Issuing and Principal Paying Agent:             | Bayerische Hypo- und Vereinsbank AG   |
| (viii) Additional Paying Agent(s) (if any):           | Not Applicable  |
| (ix) Dealer's/Lead Manager's security account number: | Account No. 9001820103; BIC: PKOPPLPWCUS; Bank Pekao S.A.,Warszawa, with the KDPW S.A. no. 9790020. |

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## PART B - Other information

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|   |  |
|---|--|
| 46. Listing:  |  |
| (i) Listing   | Parallel market of Warsaw Stock Exchange   |
| (ii) Admission to trading:  | Application will be made for the Certificates to be listed on the parallel market of Warsaw Stock Exchange on 13 February 2008   |
| 47. Ratings:  | Not Applicable   |
| 48. Notification:   | The Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) has provided the Polish Financial Supervision Authority, Warsaw, with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive. |
| 52 Index-linked or other variable-linked notes only – performance of Index/ formula / other variable and other information concerning the underlying: | See Annex 1 – Terms and Conditions (Certificates)  |
| 53. Specific Risk Factors relating to the calculation method for the Reference Asset-linked Redemption Amount or the applicable Reference Asset:      | In addition to the risk factors set out in page 38 cons. of the Prospectus, the following risk factors should be considered regarding the Instruments that are the subject of these Final Terms:   |

### **Important Information about Risks of Loss**

This sales prospectus is not a substitute for obtaining necessary advice from your bank.

#### **Risk**

Please note the following when purchasing certificates:

#### **Open End-Index-Certificates**

Any purchase of Open End-Index-Certificates (the "Certificates") entitles you to receive a redemption amount on the Call Date or Exercise Date specified in the terms and conditions (the "Terms and Conditions") of the Certificates. However, no provision is made for any automatic payment of the Redemption Amount (the "Redemption Amount") at any time. The payment is conditional either on the Certificateholder redeeming the Certificate in accordance with sec. 3 of the Terms and Conditions of the Certificates or the Issuer calling it in accordance with sec. 5 of the Terms and Conditions of the Certificates. The Issuer's (the "Issuer") right to call the Certificate means

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that the lifetime of Open End-Index-Certificates may be reduced. There is no guarantee in such case that the Certificate price will recover in time before the date of termination. The payment of the Redemption Amount will be based on the value of the Reference Asset on one or more dates specified in the Terms and Conditions of the Certificates.

### **Basic Principles**

The Issue Price for Certificates is based on the pricing models used by the Issuer and may include hidden premiums on top of the mathematical value determined using such models. The Issuer will be entitled to determine the amount of any such premium, which may deviate from the premium charged by other Issuers for comparable products. These premiums may also include commission paid to third parties for services relating to derivative securities placement. They may also result in a reduction of the market price for the securities over time.

The development of the price for your Certificate is directly linked to the performance of an Index (the "Reference Asset"). The market value of the Certificates cannot generally be regarded as a precise reflection of the performance of the Reference Asset since factors such as market expectations and the liquidity of the individual shares included in the Index affect the price development of the Certificates.

Please note that the purchase of Certificates does not entitle the purchaser to receive a Redemption Amount already fixed today on the Call Date or Exercise Date. Any change in the value of the Reference Asset may also lead to the value of the Certificate falling considerably below the price paid for it in line with the performance of the Reference Asset. This may lead to a partial or total loss of the capital you invest (i.e. the price of the Certificate itself, plus any other costs). If the value of the Certificate on the Call Date or Exercise Date is less than the purchase price paid for the Certificates, investors will not get back all the money they invested. In such case, the capital loss will be equal to the difference between the purchase price paid for the Certificates and their value on the Call Date or Redemption Date.

If the Issuer liquidates any collateral security for the Certificate issue, this may have a negative impact on the market price of the Reference Asset and therefore also on the value of the Certificate.

The value of the Certificates may also be affected by the Issuer's credit rating on the capital market and supply and demand on the secondary market.

As regards profit expectations, you will have to take any additional costs for the purchase or sale of the Certificates into account.

Any dividends falling due during the lifetime of the Certificate will be used to finance the earnings mechanism and will not be distributed to the investor.

If, during the term of the Certificate, the market price of the Certificate falls below the purchase price and you feel that the market price will not recover at all before the Call Date or Redemption Date, it would be worth considering

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selling the Certificate and accepting a partial loss to avoid even greater losses. If, contrary to expectations, the market price of the Certificate rises after you have sold it, you may only take advantage of this by repurchasing the Certificate including the payment of any associated costs.

#### **Transactions Excluding or Limiting Risk**

Do not assume that you will be able to enter into transactions at any time during the lifetime of the Certificate to exclude or limit the risks to which you are subject. These risks will depend on market factors and associated conditions. It may be the case that such transactions are only available at an unfavourable market price and that you will suffer a corresponding loss in this way.

#### **Financing Transactions with Certificates**

If you do decide to go ahead and purchase Certificates, the transaction should be financed using your own surplus funds so that any losses can be borne without difficulty.

If you nonetheless decide to finance the transaction using a loan, please ensure you can meet any interest and redemption payments in the event of a loss being incurred on the transaction. Do not assume that you will be able to finance the loan with any profits made from the Certificate transaction.

If you finance a Certificate transaction by a loan, you will have to set your profit expectations for the transaction at a higher level, since you will have to take both the Certificate acquisition costs and the loan costs (interest, redemption payments, processing fees) into account.

#### **Notice**

**Prior to the purchase of these Certificates please read the Terms and Conditions printed below together with the Base Prospectus and see a specialist for advice.**

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## 56. Taxation

### **Taxation in Poland**

The following summary describes the principal Polish tax consequences of the sale and redemption of debt instruments at the level of Polish individual investors. The value of the debt instruments is determined based on the relevant index. Such debt instruments should be considered as debt securities under the Polish Act on Trading in Financial Instruments ("Certificates"). This summary is not intended to constitute a comprehensive analysis of all tax aspects. Potential investors should, therefore, consult their own tax advisers regarding the tax consequences of the sale and redemption, both on the grounds of Polish law and the law of the jurisdiction of the issuer.

#### **Polish individual investors**

Individuals having their place of residence in Poland ("Polish Individual Investors") are subject to Polish Personal Income Tax ("PIT") on their worldwide incomes irrespective of the country from which the incomes were derived.

#### **Taxation of income from the disposal of Certificates**

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Income earned by a Polish Individual Investor on the disposal of Certificates should be classified as capital gains realised on the sale of securities and as such it should not be combined with income from other sources but should be subject to the 19% flat PIT rate. The income is calculated as the difference between the revenue earned on the disposal of Certificates (in principle, the selling price) and the related costs (in principle, the costs of acquisition of the Certificates). The tax is settled on an annual basis. An annual tax return should be filed by April 30 of the calendar year following the year in which the income was earned. However, if the sale is performed within the scope of a Polish Individual Investor's business activity, capital gains are included in other income of an entrepreneur and taxed at the 19% PIT rate or at the standard progressive PIT rates up to 40% (generally, subject to the choice of an entrepreneur). In such case tax is settled on a monthly basis.

#### **Taxation of income from the redemption of Certificates**

Income earned by a Polish Individual Investor on the redemption of Certificates may be treated similarly to a discount on debt securities and as such it should not be combined with income from other sources but should be subject to the 19% flat Personal Income Tax rate. The income is calculated as the difference between the revenue earned on the redemption of Certificates (in principle, the proceeds received from the redemption) and the related costs (in principle, the costs of acquisition of the Certificates). The tax is settled on an annual basis. An annual tax return should be filed by April 30 of the calendar year following the year in which the income was earned.

#### **Tax withheld in Germany**

According to the Double Tax Treaty between Germany and Poland ("Treaty"), any tax withheld in Germany on income, which is not exempt from taxation in Poland under the Treaty, can be deducted against tax payable on this income in Poland. However, the deduction cannot exceed the amount of tax, which would be payable on this income in Poland.

#### **Stamp tax**

According to Act on Tax on Civil Law Transactions, the sale of rights (including Certificates) exercised in Poland is subject to 1% stamp tax. However, the sale transaction performed through a broker is exempt from this tax.

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57. Details relating to public offer:

#### **Information about the Offering**

On the basis of the prospectus, dated 25 June 2007 and the supplemental prospectus, dated 4 September 2007 (which together constitute the "Base Prospectus"), Bayerische Hypo- und Vereinsbank AG (the "Issuer") is offering 1,000,000 Open End-Index-Certificates (the "Certificates") issued on 12 February 2008 linked to the WSE WIG20 Index (WIG20 Index) (ISIN PL 999 999 998 7) pursuant to the final terms (the "Final Terms") for the issue.

#### **Eligible Investors**

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The Offering is addressed to:

- a. individuals, organizational units having legal personality (legal entities) and organizational units without legal personality having their place of residence or seat in Poland (the "Retail Investors"); and
- b. legal entities and organizational units without legal personality, seated in Poland or any other European Union member state and in Switzerland, which received an invitation from the Offeror or an entity indicated by the Offeror to subscribe for the Certificates, and individuals represented by entities managing securities portfolios on a contract basis (the "Institutional Investors").

Certificates offered to Retail Investors constitute a retail tranche (the "Retail Tranche"), whereas Certificates offered to Institutional Investors constitute an institutional tranche (the "Institutional Tranche").

### **Subscription for Certificates**

The subscription orders of potential investors will be accepted during the subscription period (the "Subscription Period") commencing on 21 January 2008 and ending on 8 February 2008 in:

- a. the customer service points of the brokerage houses consortium members (list of the brokerage houses comprising the consortium (the "Consortium") will be made available on the UniCredit Markets & Investment Banking Structured Products website at [www.certyfikaty.unicreditmib.pl](http://www.certyfikaty.unicreditmib.pl)) in case of Retail Investors,
- b. the registered office of UniCredit CA IB Polska S.A. in Warsaw, ul. Emilii Plater 53 in case of Institutional Investors

In order to obtain information about the detailed terms of making subscriptions, in particular about:

- a. the documents required when making a subscription through statutory representatives, proxies or other persons acting on behalf of investors,
- b. the possibilities of making subscriptions and instructions to deposit Certificates in any form other than in writing, i.e. by telephone or using the Internet,

potential investors should contact the customer service point of the brokerage house accepting the subscription orders for the Certificates from potential investors, in which they intend to make their subscription.

Potential investors should own an investment account with the brokerage house in which they intend to place a subscription order.

Subscription orders filed by investors may be cancelled during the Subscription Period.

Investors have the right to submit more than one subscription order, provided that the total number of the Certificates being the subject of the subscription orders submitted by one investor will not exceed the total number of the Certificates. Subscription orders concerning jointly a number of Certificates exceeding the total number of the Certificates will be treated as subscription orders for all Cer-

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tificates. Subscription orders will be submitted on subscription forms available in the brokerage houses accepting subscriptions for Certificates or by facsimile, telephone or other electronic communication means, if the accepting brokerage house makes it possible.

The submission of a subscription order results in a potential investor's confirmation that he became familiar with the contents of the Base Prospectus and the Final Terms, accepted the terms of the offering, and consented to the allotment of a smaller number of the Certificates than the one quoted in his subscription orders or to the non-allotment of any of the Certificates, in accordance with the terms and conditions set out herein.

#### **Allotment and Payment for the Allocated Certificates**

The allotment of the Certificates is anticipated on or about 8 February 2008 and will be conducted via Warsaw Stock Exchange ("WSE") trading system.

The exact number of Certificates offered as Retail Tranche and as Institutional Tranche will be announced after the Subscription Period.

The allotment of the Certificates to the investors will be made in accordance with the properly submitted subscriptions. In the event of any oversubscription, the allotment of the Certificates to the Retail Investors shall take place by a proportional reduction of each of the submitted subscription orders. Fractions of Certificates will be rounded down to the closest integer, and the remaining Certificates will be allocated to the Retail Investors, who subscribed for the largest number of Certificates.

With respect to Institutional Investors, the Certificates will be allotted (subject to the payment for the subscribed Certificates in accordance with the Final Terms) to the Institutional Investors who will be listed on the allotment list made by the Warsaw Stock Exchange.

In case of Retail Investors, the subscription money should be credited to the bank account specified by the relevant member of the Consortium before the subscription order is placed.

In case of Institutional Investors, the subscription money should be credited to the bank account specified by UniCredit CA IB Polska S.A. no later than on the date of the settlement of the transaction by the Warsaw Stock Exchange.

Payments can only be made in PLN and shall be interest-free.

The Certificates will be handed over to investors on 12 February 2008 by crediting them to the securities accounts via the settlement system of Polish National Depository for Securities (KDPW S.A.).

#### **Abandonment of Offering**

The Issuer may, at any time preceding the commencement of the Offer, decide to abandon the Offer, in full or in part without stating a reason for this decision.

The decision to abandon the Offer will be communicated

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to the public domain in accordance with the provisions of law. After the commencement of the Offer, the decision to abandon the Offer can only be taken by the Issuer in the event of important reasons arising, which would warrant such a decision. These may include in particular: (i) a sudden and unexpected change in the economic or political situation, both domestic or international, which may have an adverse impact on the financial markets, the economy or the future business of the Issuer, including the information presented in the Prospectus (ii) sudden and unexpected changes in the business operations of the Issuer (iii) unsatisfactory demand for the offered Certificates during the subscription period.

#### **Listing of the Certificates**

The Issuer intends to apply for listing the Certificates on the parallel market of Warsaw Stock Exchange with the continuous quotation system. It is envisaged that the trading in the Certificates will be commenced on the WSE starting 13 February 2008.

Presently, the Issuer does not intend to apply for admission of the Certificates to trading on any stock exchange other than the WSE.

The Issuer undertakes, to its best effort, to ensure liquidity in the market for the Certificates.

#### **Offeror**

The Issuer appointed UniCredit CA IB Polska S.A. (the "Offeror") to act as the Offeror with respect to the Certificates for the purposes of the offering and the listing of the Certificates on the WSE with the continuous quotation system.

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## Annex 1 - Terms and Conditions (Certificates)

Open End-Index-Certificates  
(ISIN PL HVB 000 007 4)  
on the WSE WIG20 Index (WIG20 Index)

### § 1 (Certificates, Redemption Amount, Issuance of Additional Certificates)

1. Bayerische Hypo- und Vereinsbank AG (hereinafter referred to as the "**Issuer**") has issued on 12 February 2008 (the "**Issue Date**") the following series (the "**Series**") of Open End-Index-Certificates linked to the WSE WIG20 Index (the "**Certificates**") pursuant to these terms and conditions (the "**Terms and Conditions**"). The Certificates are offered to the public in PLN (the "**Specified Currency**") as 1,000,000 non-par value Certificates.

In accordance with the Terms and Conditions, the Issuer shall pay for each Certificate to the holder of such certificate (each a "**Certificateholder**"; all holders of Certificates are collectively referred to as "**Certificateholders**") the Redemption Amount (§ 3 (2)) calculated in accordance with the provisions of these Terms and Conditions.

2. The Issuer reserves the right, without approval of the Certificateholders, from time to time to issue additional Certificates on the same terms, in such manner as to consolidate them with these Certificates and have them constitute a single issue together with the latter. In that event, the term "**Certificates**" also includes such additionally issued Certificates.

### § 2 (Form of Certificates)

The Certificates issued by the Issuer are evidenced by a permanent global bearer certificate (the "**Global Certificate**"), deposited with UniCredit CA IB Polska S.A. and registered as dematerialized securities with the National Depository for Securities (KDPW S.A.), Republic of Poland (the "**Clearing System**"). Certificates are transferable as co-ownership interests in the Global Certificate in accordance with the rules and regulations of the Clearing System. The right to request definitive Certificates shall be excluded.

### § 3 (Definitions, Redemption Amount, Redemption by Certificateholder)

1. Within these Terms and Conditions the following terms shall have the following meanings:

"**Reference Asset**" means the WSE WIG20 Index (WIG20 Index) as calculated and published by Warsaw Stock Exchange (the "**Index Sponsor**" and the "**Index Calculation Agent**") (ISIN PL 999 999 998 7/ Reuters: .WIG20 / Bloomberg: WIG20 <Index>).

"**Reference Price**" means the official closing price of the Reference Asset as determined and published by the Index Sponsor.

"**Observation Date (0)**" means the 12 February 2008.

"**Calculation Date**" means any day, on which the Reference Price is determined and published by the Index Sponsor.

"**Banking Day**" means any day (other than a Saturday or Sunday) on which the Clearing System is open and commercial banks and foreign exchange markets settle payments in Munich and Warsaw.

"**Observation Date**" means the fifth Banking Day prior to each Exercise or Call Date. If the Observation Date is not a Calculation Date, the next following day, which is a Calculation Date shall be the Observation Date.

"**Relevant Exchange**" shall be the stock exchange, on which the Reference Asset or its components are traded, and as determined by the Calculation Agent in accordance with such Reference Asset's respective its component's liquidity. In case of a material change in the market conditions at the Relevant Exchange, such as final discontinuation of the Reference Asset's or of its components' quotation at the Relevant Exchange and determination at a different stock exchange or considerably restricted liquidity, the Calculation Agent shall be entitled but not ob-

ligated to specify another stock exchange as the relevant stock exchange (the "**Substitute Relevant Exchange**") by way of announcement pursuant to § 11. In the event of substitution, any reference in these Terms and Conditions to the Relevant Exchange, depending on the context, shall be read as a reference to the Substitute Relevant Exchange.

"**Determining Futures Exchange**" shall be the stock exchange, on which respective derivatives on the Reference Asset or its components (the "**Derivatives**") are traded, and as determined by the Calculation Agent in accordance with such Derivative's liquidity. In case of a material change in the market conditions at the Determining Futures Exchange, such as final discontinuation of derivatives' quotation in respect of the Reference Asset or of its components at the Determining Futures Exchange or considerably restricted liquidity, the Calculation Agent shall be entitled but not obligated to specify another derivatives exchange as the relevant futures exchange (the "**Substitute Futures Exchange**") by way of announcement pursuant to § 11. In the event of substitution, any reference in these Terms and Conditions to the Determining Futures Exchange, depending on the context, shall be read as a reference to the Substitute Futures Exchange.

2. The "**Redemption Amount**" equals an amount in the Specified Currency determined by the Calculation Agent on the Observation Date in accordance with the following formula:

$$\text{PLN } 100 \times \left( \frac{\text{Index}(t)}{\text{Index}(0)} - \text{ATF} \right).$$

Where:

"**Index (0)**" means the Reference Price on the Observation Date (0).

"**Index (t)**" means the Reference Price five Banking Days prior to each respective Exercise or Call Date.

The Access & Transaction Factor ("**ATF**") is 0.125% per quarter, accrued daily on the basis of the Index level on each Banking Day and covers recurring costs in connection with providing access to the equity markets like licence fees, stock exchange fees, custody fees, clearing fees, etc.

The Redemption Amount shall be rounded up or down to two decimal places, with 0.005 PLN being rounded upwards.

3. Every Certificateholder has the right to exercise its Certificates (the "**Exercise Right**"). The Exercise Right may be exercised in accordance with the following provisions with effect to an Exercise Date. "**Exercise Date**" is the last Banking Day of the months March, June, September and December and starting with the last Banking Day of the month March 2008.

The Certificateholder shall exercise the Exercise Right no later than the tenth Banking Day prior to the desired Exercise Date, by submitting a written declaration (hereinafter the "**Declaration of Exercise**") and transferring the Certificates to the Issuing and Paying Agent (§ 7), either by (i) irrevocable instructions to the Issuing and Paying Agent to withdraw the Certificates from the securities depository account it maintains, if applicable, or (ii) delivery of the Certificates to the Issuing and Paying Agent's account No. 9001820103; BIC: PKOPPLPWCUS; Bank Pekao S.A.

A Declaration of Exercise must contain, among other things:

- a. the name and address of the Certificateholder;
- b. security identification number and the number of Certificates for which the Exercise Right is being exercised; and
- c. designation of a cash account maintained with a credit institution to which the Redemption Amount is to be transferred.

A Declaration of Exercise is binding and irrevocable. A Declaration of Exercise is ineffective if it reaches the Issuing and Paying Agent after the tenth Banking Day prior to the respective Exercise Date or the Certificates to which the Declaration of Redemption relates are not delivered, or not delivered at the latest on the tenth Banking Day prior to the respective Exercise Date, to

the Issuing and Paying Agent. If the stated number of Certificates for which exercise of the Exercise Right is sought shown in the Declaration of Exercise deviates from the number of Certificates transferred to the Issuing and Paying Agent, the Declaration of Exercise shall be deemed to have been submitted for the number of Certificates corresponding to the smaller of the two numbers. Any surplus Certificates are transferred back to the Certificateholder at the latter's expense and risk.

#### § 4 (Market Disruption)

1. If a Market Disruption occurs on an Observation Date, the relevant Observation Date will be postponed to the next following Calculation Date (as hereinafter defined) on which the Market Disruption no longer exists. Any payment date relating to such Observation Date shall be postponed accordingly if applicable.
2. Should the Market Disruption continue for more than 30 consecutive Calculation Dates, the Issuer, in its sole and absolute discretion shall determine, or cause the Calculation Agent to determine, the Reference Price required for the determination of the Redemption Amount in accordance with prevailing market conditions around 10:00 a.m. (Munich local time) on this thirty-first day immediately prior to the occurrence of the Market Disruption available to the Issuer or the Calculation Agent, taking into account the economic position of the Certificateholders.

However, if within these 30 Calculation Days comparable Derivatives expire and are paid on the Determining Futures Exchange, the settlement price established by the Determining Futures Exchange for the comparable Derivatives will be taken into account in calculating the Redemption Amount. In that case, the expiration date for comparable Derivatives will be taken as the relevant Observation Date and the provisions of § 3 (1) shall apply accordingly.

3. "**Market Disruption**" means:
  - a. the suspension or restriction of trading on the exchanges or the markets on which the securities that form the basis of the Reference Asset are listed or traded, generally, or
  - b. the suspension or restriction of trading of the individual securities that form the basis of the Reference Asset on the exchanges or the markets on which such securities are traded or of an options or futures contract in such securities on the Determining Futures Exchange relating to the Reference Asset;
  - c. the suspension of or failure to calculate the Reference Asset as a result of a decision by the Index Sponsor.

A restriction of the trading hours or the number of days on which trading takes place does not constitute a Market Disruption provided that the restriction is due to a prior announced change in the rules of the Relevant Exchange.

#### § 5 (Adjustments, Early Redemption)

1. The basis for calculating the Redemption Amount shall be the Reference Asset with its provisions applicable from time to time (the "**Index Concept**"), as developed and continued by the Index Sponsor, as well as the respective method of calculation, determination, and publication of the level of the Reference Asset by the Index Sponsor. The same shall apply, if during the lifetime of the Certificates, changes are made or occur in respect of the calculation of the Reference Asset, the composition and/or weighting of prices on the basis of which the Reference Asset is calculated, or if other measures are taken, which have an impact on the Index Concept, unless otherwise provided in below provisions.
2. Changes in the calculation of the Reference Asset (including adjustments) or the respective Index Concept shall not result in an adjustment of the provisions to determine the Redemption Amount, unless the new relevant concept or calculation of the Reference Asset is, as a result of a change (including any adjustment), at the Calculation Agent's reasonable discretion no longer comparable to the previous relevant concept or calculation. When determining the necessity of an adjustment, the Calculation Agent will take into account the adjustment of the Derivatives linked to the Reference Asset actually performed by the Determining Futures Ex-

change. The Calculation Agent will use reasonable endeavours as to ensure that the economic position of the Certificateholders remains unchanged to the largest extent possible. Any adjustment will be made by the Calculation Agent taking into account the time to Maturity of the Certificates (if applicable) and the latest available price for the Reference Asset. If the Calculation Agent determines that, pursuant to the rules of the Determining Futures Exchange, no adjustments are made to the Derivatives linked to the Reference Asset the terms of the Certificates will regularly remain unchanged. Notwithstanding paragraph (3) below, the method to determine the Redemption Amount may also be adjusted where the Reference Asset is cancelled and/or replaced by another index. The adjusted method to determine the Redemption Amount and the time of its initial application shall be published in due course in accordance with § 11.

3. If the Reference Asset is at any time cancelled and/or replaced by another index the Calculation Agent shall, in its reasonable discretion, stipulate which index should in future be used as the basis for the calculation of the Redemption Amount (the "**Replacement Reference Asset**"), adjusting, if applicable, the method or formula to calculate the Redemption Amount accordingly. The Replacement Reference Asset and the time that it is first applied shall be published in due course in accordance with § 11. Commencing with the first application of the Replacement Reference Asset, any reference to the Reference Asset in these Terms and Conditions, depending on the context, shall be read as a reference to the Replacement Reference Asset.
4. If the Reference Asset is no longer determined and published by the Index Sponsor but rather by another person, company or institution (the "**New Index Sponsor**"), then the Calculation Agent shall have the right to calculate the Redemption Amount on the basis of the Reference Asset as calculated and published by the New Index Sponsor. In this case, any reference to the Index Sponsor contained herein shall be deemed as referring to the New Index Sponsor, if so permitted by context. If the Reference Asset is no longer calculated by the respective Index Calculation Agent but rather by another person, company or institution (the "**New Index Calculation Agent**"), then the Calculation Agent shall have the right to calculate the Redemption Amount on the basis of the Reference Asset as calculated by the New Index Calculation Agent. In this case, any reference to the Index Calculation Agent contained herein shall be deemed as referring to the New Index Calculation Agent, if so permitted by context.
5. Should the Calculation Agent come to the conclusion that no reasonable adjustment is possible to account for the change in the method of determination of the level of the Reference Asset or should, in the determination of the Calculation Agent, no Replacement Reference Asset or no successor or replacement Index Calculation Agent be available, the Issuer is entitled to terminate the Certificates early by giving notice pursuant to § 11 (which notice shall specify the Cancellation Amount). Such termination shall become effective at the time of the announcement pursuant to § 11. In that case, the Calculation Agent shall give five Banking Days before the day of early repayment after having consulted an independent expert named by the Calculation Agent determine reasonable market value of the Certificates (the "**Cancellation Amount**"). The Cancellation Amount will be paid within five Banking Days as of its determination to the Clearing System or to its order with the instruction for immediate forwarding to the Certificateholders.
6. Upon the entering of the currency used for the Specified Currency into the European Monetary Union the Calculation Agent shall be entitled to adjust the Specified Currency and the method for determining the Redemption Amount to account for such circumstances. When determining the necessity of an adjustment, the Calculation Agent will use reasonable endeavours as to ensure that the economic position of the Certificateholders remains unchanged to the largest extent possible.

#### **§ 5a (Issuer's Regular Call Rights)**

1. The Issuer has the right, with effect to the last Banking Day of the month February of every year but not before February 2013 (each such date a "**Call Date**") to terminate all, but not a portion, of the Certificates.
2. The Issuer must give notice of the call at least one year in advance of the respective Call Date in accordance with § 11. The notice is irrevocable and must indicate the Call Date.

3. In the event of a call by the Issuer, redemption of each Certificate is made on the fifth Banking Day after the respective Call Date in accordance with § 6.
4. The Certificateholder's right to exercise the Certificates with effect to an Exercise Date is not affected by a call by the Issuer.

## § 6 (Payments)

1. The Issuer undertakes to pay the Redemption Amount and all other amounts owed under these Terms and Conditions in the Specified Currency within five Banking Days following the Maturity Date.
2. If the due date for any payment under the Certificates is not a Banking Day, such payment shall only be made on the immediately following Banking Day and no Certificateholder shall have any claim for interest or other amounts due to such delay.
3. All payments shall be made to the Issuing and Paying Agent (as defined in § 7). The Issuing and Paying Agent shall pay all amounts due to the Clearing System for credit to the respective accounts of the depositors of the Certificates for transfer to the Certificateholders. The payment to the Clearing System shall discharge the Issuer from its payment obligations under the Certificates in the amount of such payment.

## § 7 (Issuing and Paying Agent, Calculation Agent, Paying Agent)

1. The Issuing and Paying Agent is Bayerische Hypo- und Vereinsbank AG, Munich (the "**Issuing and Paying Agent**"). The Issuing and Paying Agent, by giving notice under § 11, may appoint other banks as paying agents (each a "**Paying Agent**") and may revoke the appointment of a particular Paying Agent.
2. The Calculation Agent is Bayerische Hypo- und Vereinsbank AG, Munich (the "**Calculation Agent**").
3. Should any circumstances arise that lead to the Issuing and Paying Agent or Calculation Agent no longer being able to act as Issuing and Paying Agent or Calculation Agent, the Issuer is thereupon authorized to appoint another bank of international standing as Issuing and Paying Agent or another person or institution with the relevant expertise as Calculation Agent. The Issuer shall promptly give notice under § 11 of the appointment of another Issuing and Paying Agent and/or Calculation Agent.
4. The Issuing and Paying Agent and the Calculation Agent are exempted from the restrictions of Civil Code § 181 and similar restrictions, if any, in the laws of other countries.
5. The calculations and regulations of the Calculation Agent including the calculation of the Redemption Amount in accordance with § 3 as well as the regulations and adjustments pursuant to § 4 and § 5 shall (provided no obvious error is present) be final and binding for all parties. The Calculation Agent shall not be responsible for other errors or bona fide omissions that occur during calculation of amounts or determinations of any nature pursuant to these Terms and Conditions of the Certificates.

## § 8 (Taxes)

Payments in respect of the Certificates shall only be made after deduction and withholding of current or future taxes, levies or governmental charges, regardless of their nature, which are imposed, levied or collected (collectively, "**Taxes**") under any applicable system of law or in any country which claims fiscal jurisdiction by, or for the account of, any political subdivision thereof or government agency therein authorised to levy Taxes, to the extent that such deduction or withholding is required by law. The Issuer shall account for the deducted or withheld Taxes with the competent government agencies.

## § 9 (Status)

The obligations arising under the Certificates represent direct, unconditional and unsecured obligations of the Issuer and, to the extent not otherwise provided by law, have at least the same rank as all other unsecured and non-subordinated Issuer obligations.

## § 10 (Substitution of Issuer)

1. Assuming there is no delay in payment in respect of the Redemption Amount of the Certificates, the Issuer may at any time, without approval of the Certificateholders, put an Affiliated Company (as defined below) in its place as primary Issuer on all obligations of the Issuer arising under the Certificates (the "**New Issuer**"), to the extent that
  - a. the New Issuer assumes all obligations of the Issuer arising under the Certificates;
  - b. the Issuer (hereinafter referred to in this capacity as "**Guarantor**") guarantees proper payment of the amounts coming due under the Terms and Conditions of these Certificates;
  - c. the Issuer and the New Issuer have obtained all required approvals and are able to transfer the payment obligations arising under these Certificates in the currency hereby required to the primary Paying Agent, without the need for retention of any Taxes or charges collected by or in the country in which the New Issuer or the Issuer has its head office or in which it is considered a resident for tax purposes;
  - d. the New Issuer has undertaken to indemnify all Certificateholders for any Taxes, charges or other public charges that are imposed on the Certificateholders by reason of the substitution.

For purposes of this § 10 "**Affiliated Company**" means an Affiliated Company within the meaning of Section 15 of the German Stock Corporation Act (*Aktiengesetz*).

2. Such substitution of the Issuer is to be announced in accordance with § 11.
3. In the event of such substitution, every mention of the Issuer herein shall be deemed to refer to the New Issuer.

## § 11 (Notices)

All current and periodic reports shall be published in accordance with § 28 of the WSE Rules.

## § 12 (Partial Invalidity)

1. Should any provision in the Terms and Conditions of these Certificates be or become invalid or unenforceable in whole or in part, the remaining provisions are not affected thereby. Any gap arising as a result of invalidity or unenforceability of the Terms and Conditions of these Certificates is to be filled with a provision that corresponds to the meaning and intent of these Terms and Conditions and are in the interests of the participants.
2. The Issuer is authorized, without consent of the Certificateholders, (i) to correct obvious typing or arithmetic errors or other obvious mistakes as well as (ii) to change and/or supplement contradictory or incomplete provisions, for which, in cases described in (ii), only such changes and/or additions are allowable as, in light of the Issuer's interests, are reasonable for the Certificateholders, i.e., which do not fundamentally impair the financial position of the Certificateholder. Notice of changes and/or additions to the Terms and Conditions of these Certificates shall be given without delay, pursuant to § 11.

## § 13 (Applicable Law, Place of Performance, Forum)

1. The form and content of the Certificates, as well as the rights and duties of the Issuer and the Certificateholders, shall be determined in accordance with the law of the Federal Republic of Germany.
2. The place of performance is Munich.

3. To the extent permitted by law, all legal disputes arising from matters governed by the Terms and Conditions of these Certificates shall be brought before the court in Munich.

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Munich, 21 December 2007

**UniCredit Markets & Investment Banking**  
Bayerische Hypo- und Vereinsbank AG

## Important Information on the Index

### WSE WIG20 Index (WIG20 Index)

For additional information on the WSE WIG20 Index (Wig20 Index) (ISIN PL 999 999 998 7) we refer to the internet-page [www.gpw.pl](http://www.gpw.pl), where the current composition and description of the WIG20 Index is available.

The information provided on this internet-page will also be obtainable at Bayerische Hypo- und Vereinsbank AG, Certificates & Structured Securities (MCD1CS), Arabellastraße 12, 81925 Munich and is accessible for viewing on the internet-page [www.certyfikaty.unicreditmib.pl](http://www.certyfikaty.unicreditmib.pl).

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