

**HYPO ALPE-ADRIA-BANK INTERNATIONAL AG, HYPO ALPE-ADRIA (JERSEY) LIMITED, HYPO ALPE-ADRIA (JERSEY) II LIMITED: ANNOUNCEMENT OF RESULTS OF SOLICITATION OF CONSENTS AND INVITATIONS FOR OFFERS TO SELL PREFERRED SECURITIES**

**NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO ANY PERSON RESIDENT AND/OR LOCATED IN THE UNITED STATES OR TO ANY U.S. PERSON**

*6.58 a.m., CET, 29 March 2012*

On 29 February 2012, Hypo Alpe-Adria-Bank International AG ("**HAA**") announced that it was inviting holders of the €75,000,000 Series A 7.375 per cent. Non-cumulative Non-voting Preferred Securities issued by Hypo Alpe-Adria (Jersey) Limited ("**HAA Jersey**") (ISIN: DE0006949555 and Common Code: 013229473) and the holders of the €150,000,000 Fixed/Floating Rate Non-cumulative Non-voting Preferred Securities issued by Hypo Alpe-Adria (Jersey) II Limited ("**HAA Jersey II**") (ISIN: XS0202259122 and Common Code: 020225912) to consent to the Proposals (as defined in the Invitation Memorandum dated 29 February 2012 (the "**Invitation Memorandum**")) and to offer to sell any and all of their Preferred Securities for cash (the "**Invitations**").

The Invitations expired at 5 p.m., CET, on 22 March 2012.

**Passing of the Proposals**

HAA and HAA Jersey and HAA Jersey II hereby announce that at the meetings of the Registered Holder of the HAA Jersey Preferred Securities and the HAA Jersey II Preferred Securities on 28 March 2012 the Extraordinary Resolutions were passed with the required majorities.

Accordingly, subject only to no Companies Law Article 53 Application in relation to the Proposals being unresolved, HAA, HAA Jersey and HAA Jersey II intend to execute the relevant Supplemental Support Agreements to permit the purchase of Preferred Securities by HAA, as more fully described in the Extraordinary Resolutions on or around 27 April 2012.

**Payment for Consent to Proposals**

Following the execution of the Supplemental Support Agreements and subject to the terms and conditions set out in the Information Memorandum, Holders from whom a valid Consent Instruction or Electronic Order or Ineligible Holder Instruction has been received before the Expiration Time will receive the applicable Consent Payment or Ineligible Holder Amount on the Settlement Date in the amount of (i) €0.50 per €100 liquidation preference of the HAA Jersey Preferred Securities and (ii) €5.00 per €1,000 liquidation preference of the HAA Jersey II Preferred Securities.

**Invitations for Offers to Sell and Purchase Price at Offer Acceptance**

Subject to satisfaction of the Payment Conditions, HAA intends to accept for purchase an aggregate liquidation preference of €35,445,900 of the HAA Jersey Preferred Securities and of €120,670,000 of the HAA Jersey II Preferred Securities. HAA Jersey Preferred Security Holders whose offers to sell have been accepted by HAA will receive on the Settlement Date

€33.50 per €100 liquidation preference of the HAA Jersey Preferred Securities. HAA Jersey II Preferred Security Holders whose offers to sell have been accepted by HAA will receive on the Settlement Date €315.00 per €1,000 liquidation preference of the HAA Jersey II Preferred Securities.

Following the completion of the purchase, the aggregate liquidation preference that will remain outstanding will be €39,554,100 of the HAA Jersey Preferred Securities and € 24,328,000 of the HAA Jersey II Preferred Securities (this figures takes account of an additional €5,002,000 in liquidation preference of HAA Jersey II Preferred Securities already held by HAA, which will be cancelled at the same time).

The Settlement Date is expected to be Friday, 27 April 2012.

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A complete description of the terms and conditions of the Proposals and the Invitations is set out in the Invitation Memorandum. Further details about the transaction can be obtained from the Dealer Managers and from the Tender and Consent Agent.

This ad hoc notice concerns regulated information (*gereguleerde informatie*) in the meaning of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

**The distribution of the Invitation Memorandum in certain jurisdictions is restricted by law. Persons into whose possession the Invitation Memorandum comes are required by HAA, HAA Jersey, HAA Jersey II, the Dealer Managers and the Tender and Consent Agent to inform themselves about, and to observe, any such restrictions.**