

Re-privatization of the South Eastern European network of HYPO ALPE-ADRIA-BANK INTERNATIONAL AG

Notice inviting expressions of interest

HYPO ALPE-ADRIA-BANK INTERNATIONAL AG („**HB Int.**“) intends to sell its South Eastern European network in Bosnia and Herzegovina, Croatia, Montenegro, Serbia and Slovenia („**SEE Network**“) transferred to a management holding with its corporate seat in Austria to be legally set up and to be further definable („**SEE Holding**“) in an open, transparent, unconditional and non-discriminatory sale process („**Sale Process**“; the SEE Network comprising banks and leasing companies and the SEE Holding, the „**Object of Sale**“ or „**HAA SEE**“).

HB Int. together with its SEE Network is one of the leading banking groups in South Eastern Europe. In the first half of the 2012 financial year with a balance sheet total of almost EUR 11 billion (over 7% market share based on balance sheet totals in this region) a customer base of over 1,1 Mio clients and nearly 250 branches it offers an established market access and covers a wide range of services – including banking and integrated leasing products – for its clients: private clients, small, medium and large corporate clients as well as clients within the public-sector in all five jurisdictions mentioned above.

Since the takeover of HB Int. by the Republic of Austria substantial restructuring measures with respect to the SEE Network including de-risking, portfolio adjustment and repositioning on the market have been initiated and in large parts already successfully been implemented. For further information regarding HB Int. and the SEE Network, please refer to HB Int.'s corporate website at <http://www.hypo-alpe-adria.com> as well as to the annual and interim financial reports published there.

Deutsche Bank AG („**DB**“) is acting as HB Int.'s financial advisor in the Sale Process. Expressions of interest for participation in the Sale Process are solely to be submitted to DB and must be received by December 7, 2012, 15:00 (CET) at the address stated below.

A teaser document further describes HAA SEE with respect to its market position, client structure, products and key financial data based on determined assumptions and parameters. Interested parties who consider submitting a written expression of interest may request the teaser document at the address stated below.

Although it is the clear preference to sell the Object of Sale – if necessary after further restructuring to increase the value of the Object of Sale – as an integral unit in the sale process, expressions of interest for only certain parts of the object of sale are permitted, provided that interested parties explicitly highlight their limited interest. The commercially best bid – taking into consideration the bidder's and HB Int.'s obligations – will be selected.

Expressions of interest must be submitted in German or English. They must contain the interested parties name, address, the names of the responsible persons to be contacted with questions as well as the names of any mandated advisors. Expressions of interest on behalf of a third party (including agents and advisors) will be considered only if a proper power of representation in writing is submitted.

After receipt of written expressions interested investors, from whom it can reasonably be assumed that they obtain all necessary regulatory approvals and provide the required financial resources, will be invited to take part in the further process and will receive further information regarding the Object of Sale and the Sale Process subject to the execution of a confidentiality agreement.

HB Int. reserves the right to extend the deadline for submission of expressions of interest or amend other terms or time limits of the process or to discontinue or amend the Sale Process as a whole or in part or to modify the transaction structure or the Object of Sale at any time, provided that HB Int. will at all times act in a way consistent with the principles of an open, transparent, unconditional and non-discriminatory Bidding Process.

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