

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

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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**"). Capitalised terms used in this announcement have the meanings ascribed to them in the Invitation Memorandum and the notices of the meetings of the HAA Jersey Registered Holder and the HAA Jersey II Registered Holder.

Proposals

HAA Jersey Preferred Securities

HAA and HAA Jersey are pleased to announce that at an adjourned meeting of the Registered Holder of the HAA Jersey Preferred Securities, held at the offices of Clifford Chance, Mainzer Landstrasse 46, 60325 Frankfurt am Main, Frankfurt, Germany on 28 March 2012 at 2 p.m., CET, the HAA Jersey Extraordinary Resolution was passed. Holders of an aggregate liquidation preference of €49,130,200 of the HAA Jersey Preferred Securities, present and voting at the HAA Jersey Meeting, voted in favour of the HAA Jersey Extraordinary Resolution, being 93.75 per cent. of the aggregate liquidation preference of the HAA Jersey Preferred Securities voted at the HAA Jersey Meeting.

HAA Jersey II Preferred Securities

HAA and HAA Jersey II are pleased to announce that at an adjourned meeting of the Registered Holder of the HAA Jersey II Preferred Securities, held at the offices of Clifford Chance, Droogbak 1a, 1013 GE Amsterdam, The Netherlands on 28 March 2012 at 2 p.m., CET, the HAA Jersey II Extraordinary Resolution was passed. Holders of an aggregate liquidation preference of €133,760,000 of the HAA Jersey II Preferred Securities, present and voting at the HAA Jersey II Meeting, voted in favour of the HAA Jersey II Extraordinary Resolution, being 99.87 per cent. of the aggregate liquidation preference of the HAA Jersey II Preferred Securities voted at the HAA Jersey II Meeting.

HAA, as the holder of all of the ordinary shares in each of HAA Jersey and HAA Jersey II, has also passed (i) a special resolution to vary the rights attaching to the HAA Jersey Preferred Securities and (ii) a special resolution to vary the rights attaching to the HAA Jersey II Preferred Securities.

HAA, as the sole holder of the ordinary shares in each of HAA Jersey and HAA Jersey II as a separate class of member has also passed (i) a special resolution to agree to the variation of the rights attaching to the HAA Jersey Preferred Securities and (ii) a special resolution to agree to the variation of the rights attaching to the HAA Jersey II Preferred Securities.

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 on or around 27 April 2012, which will effect modifications to each of the Support Agreements to permit the purchase of Preferred Securities by HAA, as more fully described in the Extraordinary Resolutions.

Following the execution of the Supplemental Support Agreements and subject to the terms and conditions set out in the Information Memorandum, a Holder from whom a valid Consent Instruction or Electronic Order has been received by the Tender and Consent Agent before the Expiration Time and not withdrawn will be eligible to receive the applicable Consent Payment on the Settlement Date as follows:

- (i) in relation to the HAA Jersey Preferred Securities, €0.50 per €100 liquidation preference of the HAA Jersey Preferred Securities, represented by the relevant Consent Instruction or Electronic Order, as the case may be; and
- (ii) in relation to the HAA Jersey II Preferred Securities, €5.00 per €1,000 liquidation preference of the HAA Jersey II Preferred Securities, represented by the relevant Consent Instruction or Electronic Order, as the case may be.

Subject to the terms and conditions set out in the Information Memorandum, an Ineligible Holder from whom a valid Consent Instruction has been received by the Tender and Consent Agent before the Expiration Time and not withdrawn may also be eligible to receive an identical amount to the Consent Payment.

Invitations

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

HAA Jersey Preferred Securities

In respect of the HAA Jersey Preferred Securities, HAA intends to accept for purchase, subject to satisfaction of the Payment Conditions, an aggregate liquidation preference of €35,445,900 of the HAA Jersey 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.

Following the completion of the Invitations, the aggregate liquidation preference of the HAA Jersey Preferred Securities that will remain outstanding will be €39,554,100.

HAA Jersey II Preferred Securities

In respect of the HAA Jersey II Preferred Securities, HAA intends to accept for purchase, subject to satisfaction of the Payment Conditions, an aggregate liquidation preference of €120,670,000 of the HAA Jersey II 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 Invitations, the aggregate liquidation preference of the HAA Jersey II Preferred Securities that will remain outstanding will be €24,328,000 (this figures takes account of an additional €5,002,000 in liquidation preference of HAA Jersey II Preferred Securities already held by the HAA, which will be cancelled at the same time).

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

For further information:

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:

DEALER MANAGERS

BNP Paribas

10 Harewood Avenue
London NW1 6AA
United Kingdom

Tel: +44 207 595 8668

Email: liability.management@bnpparibas.com

Citigroup Global Markets Limited

Citigroup Centre, Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Tel: +44 (0) 20 7986 8969

Email:

liabilitymanagement.europe@citi.com

TENDER AND CONSENT AGENT

Citibank, N.A., London Branch

Citigroup Centre, Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Telephone: +44 20 7508 3867

Fax: +44 20 3320 2405

Email: exchange.gats@citi.com

Citigroup Global Markets Deutschland AG

Reuterweg 16
60323 Frankfurt
Germany

Telephone: +49 69 1366 1424

Fax: +49 69 1366 1416

Email: frankfurt.tenderagent@citi.com

Neither of the Dealer Managers takes responsibility for the contents of this announcement. This announcement must be read in conjunction with the Invitation Memorandum. No Invitations to acquire any Preferred Securities are being made pursuant to this announcement.

This press release 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.