Annual Report For the year ended at 31st of December 2022

This yearly report is prepared in accordance with FSA Regulation no.5 / 2018 for the period ended as at 31 December 2022.

Date of Report: 17 February 2023
Name of the legal entity: UniCredit Bank S.A.

Corporate address: Romania, Bucharest, no. 1F, Expozitiei Bd., 1st District

Corporate Contact Details: Tel +40 21 200 2000

Website: www.unicredit.ro

Email: infocenter@unicredit.ro

Trade Register Registration Number: J40/7706/1991

Sole Registration Code: R0361536

Bank Register No: RB-PJR - 40 - 011/1999

Subscribed and paid-up share capital: RON 455,219,478.30

The regulated capital market on which the issued

bonds are traded:

Bursa de Valori Bucuresti (BVB) - Bucharest Stock Exchange

(www.bvb.ro)

Main characteristics of the bonds issued by

UniCredit Bank S.A.:

28,050 corporate bonds having a nominal value of RON 10,000/bond, market symbol UCB22 (ISIN ROUCTBDBC030).

(http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB22)

10.350 amounts bands basis a same

18,350 corporate bonds having a nominal value of RON 10,000/bond, market symbol UCB24 (ISIN ROUCTBDBC048).

(<a href="http://www.bvb.ro/FinancialInstruments/Details/FinancialInstruments/FinancialInstr

488,500 corporate bonds having a nominal value of RON 500,000/bond, market symbol UCB27 (ISIN

RO3WU5H09299).

https://www.bvb.ro/FinancialInstruments/Details/Finan

cialInstrumentsDetails.aspx?s=UCB27

Contents:

1.	Analysis of the Bank's activity	3
1.1.	Company's presentation	3
1.1.1.	Main results of the Group's activity and significant transactions	3
1.1.2.	Assessment of the Bank's technical level	3
1.1.3.	Assessment of the technical and material supply activity (internal and external sources)	4
1.1.4.	Assessment of sales activity	4
1.1.5.	Assessment of the Banks' respectively Group's personnel and related aspects	6
1.1.6.	Assessment of the issuer activity on the environment	7
1.1.7.	Assessment of research and development	7
1.1.8.	Assessment of the business of the company on risk management	7
1.1.9.	Main events, factors of uncertainty that can affect the Group's liquidity compared to previous year	10
1.1.10.	. Integrity and Corporate Social Responsibility	12
2.	Tangible and intangible assets of the Group	14
3.	Capital Market for the bonds issued by the Bank/Group	14
4.	Changes which impact the Shareholders equity and Management of the Group	15
4.1.	Changes in the administration of the Group	15
4.2.	Increase of share capital. Changes in the shareholders' equity of the Bank	16
5.	Consolidated and separate financial statements	18
5.1.	Assets, Liabilities and Equity statements	18
5.2.	Income statement	21
5.3.	Cash flow statements	23
6.	ANNEXES	25
6.1.	Changes in the Constitutive Deed	
6.2.	List of Bank's subsidiaries and its controlled entities	
6.3.	Related parties' lists	
6.4. in enti	Statements of the Supervisory Board and Management Board members regarding direct or indirect interties	ests
6.5.	Annexes related to the members of the Supervisory Board and Management Board CVs	
6.6.	Annexes related to changes in Supervisory Board and Management Board composition	
6.7.	Compliance statement	
6.8.	Financial statements and auditor's report	

1. Analysis of the Bank's activity

1.1 Company's presentation

UniCredit Bank S.A. (the "Bank") is part of UniCredit Group SpA, which owns 13 banks in Europe and serves over 15 million customers worldwide, being one of the main financial institutions in Romania. The Bank provides retail and commercial banking services in Romanian Lei ("RON") and foreign currency for private individuals and companies. These include: accounts opening, domestic and international payments, foreign exchange transactions, working capital finance, medium and long term credit facilities, retail loans, bank guarantees, letter of credits and documentary collections.

UniCredit Bank S.A. (the "Bank"), having its current registered office is in Bucharest, 1F Expozitiei Boulevard, District 1, Romania. The Bank was established as a Romanian commercial bank as Banca Comerciala Ion Tiriac S.A. in 1991, which merged with HVB Bank Romania SA on 01.09.2006, resulting Banca Comerciala HVB Tiriac S.A. As a result of the merger by absorption of the former UniCredit Romania S.A. (the absorbed bank) by Banca Comerciala HVB Tiriac S.A. (the absorbing bank), the Bank is licensed by the National Bank of Romania to conduct banking activities.

UniCredit Bank S.A. is a joint stock company incorporated in 1991, registered with the Trade Register Bucharest under number J40/7706/1991, sole registration number (CUI) R0361536, registered with the Banking Register under number RB-PJR-40-011/1999, having EUID ROONRCJ40/7706/1991 (http://www.bnro.ro/files/d/RegistreBNR/InstitCredit/ban1_raport.html).

As of 31 December 2022, UniCredit Group (the "Group") consists of UniCredit Bank S.A. (the "Bank") as parent company, and its subsidiaries, UniCredit Consumer Financing IFN S.A. ("UCFIN"), UniCredit Leasing Corporation IFN S.A ("UCLC") and UniCredit Insurance Broker S.R.L ("UCIB"). Further details are available in the Reporting entity note presented in the notes to the consolidated and individual financial statements for the period ended 31 December 2022.

The businesses of the subsidiaries and the percentage stake of the Bank in its subsidiaries are presented within the consolidated and individual financial statements, prepared in accordance with IFRS, as endorsed by EU for the period year ended at 31 December 2022.

As at 31 December 2022 the Group carried out its activity in Romania through its Head Office located in Bucharest and through its network, having 164 branches (31 December 2021: 147) in Bucharest and in the country.

1.1.1 Main results of the Group's activity and significant transactions

For UniCredit Group, the 2022 was marked by a positive evolution of the activity, based on the Romanian economy re-opening in the post-pandemic context and private consumption recovery. Throughout this period, the focus was set on consolidating the market position and risk management - the solid position on the market allowing the Group to continue to contribute to the recovery of the economy and to offer its clients high quality products and services.

UniCredit Group Romania has obtained a consolidated net profit of RON mil 998 in 2022 (UniCredit Bank: RON mil 806 in 2021), a increase of 23.86% (UniCredit Bank: 37.53%) compared with the same period of the previous year generated by the increase in net interest income.

UniCredit Group Romania had registered in 2022 RON mil 2,539 consolidated operational income, increasing by 18.96% compared with the year 2021, on the back of higher net fee and commission income and net interest income, following the increase of commercial volumes and interest rates. The operational expenses in amount of RON mil 1,112, registered an increase of 10.19% as compared with previous year, mainly due to the increase of the expenses with the contribution to the resolution fund and of various other expenses impacted by higher inflation (including salary expenses).

UniCredit Romania Group's financial indicators show a solid position: the annualized return on equity (ROE) at 14.81% and annualized return on assets (ROA) reached 1.63% at the end of 2022. Cost-income ratio was at 43.78%.

1.1.2. Evaluation of the technical level of the Bank

Digitisation of banking services forms the backbone of UniCredit's strategy, with the ambition of being a truly digital bank, powered by data and new technological solutions in every endeavor we undertake. The Bank is constantly improving and developing its digital offer, capitalizing on digital opportunities to better

understand customers' behaviors and expectations, to provide them with faster and more efficient solutions that anticipate and answer their needs.

Thus, the efforts to develop and promote the most innovative digital solutions, functionalities and alternative channels continued in 2022. UniCredit Bank customers can choose from numerous digital functionalities, and the Online Banking and Mobile Banking applications represent efficient, simple and intuitive channels of remote interaction with the Bank.

Among the newest solutions implemented in 2022, the Personal Loan from UniCredit Consumer Financing has become 100% Mobile, with private individual clients having the opportunity to access the offer directly from the Mobile Banking application from UniCredit Bank, at any time, from anywhere, without the need of visiting a branch, in an environmentally friendly manner. Other digital functionalities that proved a success in 2022 were the instant issuance of virtual debit cards for individuals (Visa Classic and Visa Gold) directly from the Mobile Banking application, ShopSmart, the functionality in Mobile Banking that allows individuals with a credit or debit card from UniCredit to access a dedicated cashback program, the possibility to withdraw cash in euro from UniCredit BNAs.

Last but not least, the Ioana voice guide from UniCredit Bank Contact Center is part of the bank's digital transformation strategy and offers private individual clients an improved and intuitive interaction experience with the bank.

The digitalization trend also continued both within UniCredit Consumer Financing IFN SA, with an emphasis on simplified digital flows meant to improve customers' experience, and UniCredit Leasing Corporation IFN SA.).

1.1.3. Assessment of the technical and material supply activity (internal and external sources)

The technical and material provisioning activity is not significant for the Bank and for the Group.

1.1.4. Evaluation of the sales activities

In 2022 UniCredit Bank continued to support the real economy and to be a reliable partner for its clients, offering fast and pragmatic support to the business environment in Romania through various financial instruments adapted to the economic context, including programs such as IMM Invest and IMM INVEST Plus, Start-up Nation or Entrepreneur Woman. In order to increase its financing capacity of companies in Romania that have been directly or indirectly affected by the economic consequences of the conflict in Ukraine and also of small and medium-sized enterprises, UniCredit in the second part of the year the Bank accessed a senior unsecured loan of RON 246 million from the European Bank for Reconstruction and Development. Also, as part of the diversification strategy of the funding structure meant to help increase customer access to loans, in particular green mortgages and loans to sectors of activity that are directly impacted by the economic consequences of the geopolitical situation, in December 2022 the Bank has successfully concluded a new issuance of corporate bonds in lei (senior unsecured) for a total of 488.5 million lei.

UniCredit's expertise and commitment to offer its clients the highest quality services and solutions were awarded in 2022 with numerous distinctions. For example, Euromoney has recognized our leadership in its 2022 European Markets Leaders Survey, an independent global assessment of the leading financial service providers conducted across 100 markets, awarding UniCredit as Market Leader in Corporate Banking in Romania. The strong position of UniCredit in Romania was also recognized by Euromoney Trade Finance Survey, which appointed UniCredit Bank in Romania with top honours in both 'Best Service' ranking, which assesses levels of customer service, and 'Market Leader' ranking, which combines penetration, percentage of business and turnover data to create an overall ranking of the best trade finance banks. In another survey, Euromoney's 2022 Private Banking and Wealth Management has elected UniCredit as Best Private Bank and ESG/Sustainable investing in Romania. On a local level, the Mobile Banking application from UniCredit Bank was selected as 2022 Product of the Year in the Mobile Banking category, while the GeniusIMM current account package from UniCredit Bank was awarded as 2022 Product of the Year in the SME Current Account category within the 13th edition of the "Voted Product of the Year®" competition. Last but not least, during the Biz Sustainability Awards Gala, UniCredit Bank received the Excellence Award from Biz Magazine for the Social Impact Banking Program.

Regarding the commercial activity in the corporate clients' segment, the Bank continued in 2022 to offer special financing conditions in terms of costs and guarantees requested, in the context of the various

guarantee conventions to which it is part. In particular, the European Investment Fund has offered until June 30th, 2022 financial support in the context created by Covid-19 to, like the guarantee percentage up to 90% (maximum 70% outside the Covid-19 period). In this regard, in 2022 the bank continued to:

- provide SMEs with access to financing under favorable conditions, which benefit from the guarantee in proportion of 60% of the value of the loan, through the SME Initiative, in order to set up new enterprises, expand current activity, consolidate activity, or realize new projects, including by addressing new markets. It is a guarantee instrument accessed by UniCredit Bank from the European Union, the program being financed by the EU through EAFRD and Horizon 2020 and managed by the European Investment Fund and the European Investment Bank;
- provide to cliets in agricultural segment financing for working capital and investments, based on the Fund of Funds instrument that covers 50% of the amount, the funds coming from EAFRD, through the National program for agriculture and rural development, as well as from the national budget;
- provide micro-enterprises with a financing program in RON for current expenses with a maximum value of 25.000 Euro (or RON equivalent), 80% of the credit value being guaranteed through EaSI (an instrument accessed by UniCredit Bank and made available by EU through the European Investment Fund, part of the European Investment Bank Group);
- offer the credit facility with Cultural and Creative Sector guarantee through the European Investment Fund. As a response to Covid19 pandemic, EIF offered a guarantee percentage of 90% for transactions performed during the pandemic support period (until 30.06.2022), vs. 70%, guaranteed for transactions performed outside the pandemic support period.

A key pillar in the Bank's activity in 2022 continued to be the participation in the local risk sharing schemes set out by the Romanian state, to provide support to companies affected by the consequences of the pandemic. In this regard, credit facilities have been granted through the bank's own funds and state guarantees to companies operating in various business areas, such as manufacturing, construction, agriculture, food industry, IT, transportation and further more:

- in the first half of 2022, through the IMM INVEST Program and AGRO IMM Invest subprogram and also IMM PROD, GARANT CONSTRUCT, RURAL INVEST Programs (launched at the end of the mentioned period) under State Aid Temporary Covid-19 framework.
- starting to October 2022, through IMM INVEST PLUS program with its six components: IMM INVEST ROMANIA, AGRO IMM INVEST, IMM PROD, GARANT CONSTRUCT, RURAL INVEST and INNOVATION, under State Aid Temporary Ukraine framework.

The bank also financed SMEs and large enterprises through EximBank Guarantee, which consists of state aid granted under the provisions of the European Commission Communication concerning the State Aid Temporary Framework to support the economy during the current Covid19 pandemic.

At the same time, UniCredit became the partner bank for the implementation of programs for Grants for working capital for entities in the agri-food sector, Start-up Nation and Entrepreneur Woman managed by the Ministry of Entrepreneurship and Tourism, facilitating access to non-refundable financial aid, essential in this period. The bank continued to be active and proactive in supporting small and medium-sized companies and financing those sectors of activity with positive evolution, such as agriculture, food industry, IT, chemical industry, pharmaceutical, health, electronics. The product offer was improved; for micro-enterprise clients, a campaign of pre-approved loans was launched, through which the Bank offered the possibility to contract working capital and/or investments to pre-existing customers.

In the corporate area, the Bank continued to support companies in the process of gradual transition to the green economy and making changes with a positive impact on the environment. For example, together with four other banks, UniCredit Bank Romania participated in a syndicated loan for Green Group and, together with two other banks, successfully completed the granting of a syndicated loan for Greenvolt - Energias Renováveis SA.

In the Corporate Finance Advisory area, the team in Romania in collaboration with Corporate Finance Advisory team in Hungary has acted as the exclusive financial advisor to the shareholders of Gedeon Richter Plc. around the sale of its Romanian wholesale and retail operations (Pharmafarm and Gedeon Richter Farmacia) to Mediplus Exim SRL. In another transaction in this area, UniCredit has advised the shareholders of Dacia Plant around the sale of a majority stake to Ceres Pharma.

In the retail area, the bank continued to offer new products and services, simplified processes and to promote the digitalization of the activity (e.g. Personal Loan from UniCredit Consumer Financing available 100% Mobile). Mortgage lending continued to be a central product in UniCredit Bank's portfolio for individuals, with the bank offering both competitive products and a transparent, simple lending process. At the same time, aiming at encouraging and promoting positive financial behaviors among the public, the Bank offered to its clients several top commercial offers in terms of interests for term deposits in RON and also flexible financial products, suitable for people who, in addition to the savings component, are also looking for the financial protection offered by a life insurance.

One of the main priorities of 2022 was the implementation of the local ESG strategy. In accordance with Group strategy, we adopted local objectives for both green financing and social financing, and we supported our clients in the transition to a more sustainable and fair economy.

We continued to finance businesses in the green energy field, renewable energy and energy efficiency, while green mortgage loans for individuals continued to be one of the most requested products. Regarding carbon footprint, we started the implementation of our local strategy, in line with UniCredit Group's, which joined the Net Zero Banking Alliance. Part of our ESG strategy are the financial and entrepreneurial education programs for high school students with a technical profile. In 2022, more than 5,000 students from 67 technological high schools and disadvantaged areas in Bucharest and 6 counties in the country benefited from our program, Start Major. In total, more than 200 teachers were involved, including volunteers from the bank.

UniCredit Consumer Financing IFN S.A. has optimized its refinancing sources in the context of increased liquidity cost and has offered customers competitive lending solutions in the current geopolitical context. Thus, in the case of credit cards, the clients benefited from the advantages offered within the interest-free installments campaigns related to different transactions, such as the tax type transactions, respectively the transactions performed at supermarket merchants, gas stations and utilities payment. Customers who chose to refinance credit cards / overdrafts held at other banks also benefited from installments with zero interest rate. Regarding the personal needs loan, UniCredit Consumer Financing IFN S.A. proposed to the clients financing solutions adapted to their needs and advantageous conditions for the clients who choose to collect their income through UniCredit Bank or to purchase a life insurance.

In addition, UniCredit Consumer Financing expanded its distribution channels by adding the channel of brokers. 2022 was an important year in the direction of simplification, digitization and improvement of the customer experience, such as: the opportunity offered to UniCredit Bank customers to purchase a 100% Mobile personal loan product, by accessing the offer directly from UniCredit's Mobile Banking application Bank, setting the PIN and enrolling in Apple Pay directly from Mobile Banking for credit cards issued by UniCredit Consumer Financing IFN S.A., loyalty program with special offers accessed directly from Mobile Banking and digitalization of the contact data validation process in the application.

Also for **UniCredit Leasing** digitization is one of the strategic pillars and remained the focus of attention in 2022, with the company also acting to reduce the effort of clients in providing information and documents necessary in the financing process by reviewing flows and automatically taking over some categories of information from other public sources. Regarding equipment financing, UniCredit Leasing continued to offer solutions for all sectors of activity. Sustainability has become part of the business DNA, in this sense the company is adding to its portfolio financing solutions for photovoltaic parks as well as other assets that support the production of green energy. Last but not least, 2022 was a special year for the company as UniCredit Leasing celebrated 20 years of existence but also the 15th consecutive year in which it is the leader of the financial leasing industry

1.1.5. Assessment of the Banks' respectively Group's personnel and related aspects

As of 31 December 2022, UniCredit Bank S.A. had 3,004 full-time employees, and consolidated with UniCredit Leasing Corporation IFN S.A and UniCredit Consumer Financing IFN S.A had 3,371 full-time employees.

UniCredit Bank S.A. is permanently concerned with the training and professional development of the employees, organizing courses both for the improvement of the technical knowledge and of the specific competences of the banking activity.

In respect of the trade union aspect, 1,482 (49% employees of the Bank) are members of the Trade Union.

Description of the relationship reports between management and employees, and any conflictual elements related to these reports.

The annual performance evaluation represents the completion of a continuous dialogue process that takes place throughout the year between the manager and the employees. A correct understanding of performance and expectations helps employees to identify the right path to reaching their maximum potential, in the most efficient way possible: Performance Evaluation.

Meanwhile, within the organization, professional training courses have been held for development of the managerial competences of managers, which aimed mainly at aspects related to employees' motivation, providing feedback, efficient management and organisation of teams, as well as activities regarding the improvement of performance and employees productivity, motivation, their commitment and cooperation between employees, as well as between managers and employees.

1.1.6. Assessment of the issuer activity on the environment

There are no (existing or future) litigations regarding the breach of environment protection legislation.

1.1.7. Assessment of research and development

The research and development activity of UniCredit Bank Group, including the know-how received from UniCredit Spa Group, was mainly directed to improvement of efficiency and productivity of:

- Products and services offered to customers:
- Risks management systems;
- Internal control systems;
- Financial accounting systems;
- Management information system;
- IT systems;
- Human resources management programs;
- Decision making systems.

1.1.8. Assessment of the business of the company on risk management

UniCredit Bank S.A. continued to carefully analyze the actual and potential risks, reflecting the appropriate level of provisioning and capital requirements calculation.

UniCredit Bank S.A. aimed to develop a holistic framework for the management of significant risks — credit risk, market risk, operational risk, liquidity risk, reputational risk, business risk, strategic risks and real estate investment risk — taking into account the correlations and interdependences between different risk types.

The main risks to which the UniCredit Group is exposed are:

1.1.8.1. The foreign exchange risk

UniCredit Group is exposed to foreign exchange risk, as a consequence of its foreign exchange transactions performed in foreign currencies, respectively of the mix of currencies in which the assets and the liabilities are denominated.

The main foreign currencies held by UniCredit Group are EUR and USD. UniCredit Bank S.A strictly monitors and manages the foreign currency position and monitors the exposure to the internal limits set by internal procedures.

1.1.8.2. Interest risk

UniCredit Group faces interest rate risk that could be a result of exposure to unfavourable fluctuations on the market. The change of the interest rates on the market directly influences the income and expenses related to the financial assets and liabilities bearing variable interests, as well as the effective value of those bearing fixed interest rate.

Interest rate fluctuations can be a source of profit and increase in the value of shareholders' investment, but, at the same time they can pose a threat to the bank's revenues and capital. Variable interest rates influence the level of income through the effect on interest income and expenses as well as on other operating expenses and income that are sensitive to changes in rates; at the same time, they have an effect on the value generated by the bank by causing variations in the net present value of assets, liabilities and off-balance sheet items. In this regard, UniCredit Bank S.A has implemented risk management processes, which keep the interest rate risk within prudential limits.

Interest rate risk management outside the trading portfolio aims to optimize, in a normal market scenario, the risk return profile and create long-term value while reducing the negative impact on bank and regulatory capital gains from interest rate volatility.

UniCredit Bank S.A. monitors the exposure to interest rate risk through a system of indicators and associated limits: duration gap, basis point value, the VaR component of the interest rate outside the trading book, the sensitivity of net interest income and the change in economic value

1.1.8.3. Credit risk

UniCredit Group is exposed to credit risk representing the risk of negative impact on revenues generated by debtors not fulfilling the contractual obligations of loans granted on short, medium or long run.

UniCredit Group manages this risk through a set of comprehensive measures, both at transaction and debtor, and at global level, related to:

- Strict evaluation of debtors' creditworthiness and of credit applications;
- Continuous monitoring of the exposures in order to identify any changes that may affect negatively
 the overall risk position, in order to adopt the most appropriate solutions for preventing/reducing the
 potential losses;
- Computation of expected credit loss (ECL), in accordance with the legislation in force on international financial reporting standards (IFRS9) and in conjunction with the provisions of UniCredit Group policies;
- Capital allocation for unexpected credit risk losses, in accordance with regulatory requirements and UniCredit Group SpA regulations.
- Regular monitoring of the credit risk profile, in order to ensure compliance with the tolerance limits defined in accordance with the risk management strategy and the Bank's risk appetite;

In respect of ensuring a prudent management for credit counterparty risk, the UniCredit Bank S.A. deals with international banks with adequate ranking based on specific assessment criteria and strict internal rules. There are specific limits for the transactions with other banks related to deposits and foreign currency exchanges.

1.1.8.4. Liquidity risk

The liquidity risk is the probability of UniCredit Group falling short of its due payments resulting from its contractual relations with clients and third parties. Under normal conditions of market functioning, the liquidity risk may materialize also through the need for UniCredit Bank S.A to pay a premium over market rates to be able to access liquidity.

Among the main potential generators of liquidity risk, the Bank distinguishes between liquidity mismatch risk/refinancing risk, liquidity contingency risk, market liquidity risk.

Management of liquidity risk

In line with UniCredit Group's liquidity framework, the main goal of the overall liquidity management is to keep the liquidity exposure at such a level that UniCredit Bank S.A is able to honour its payment obligations on an on-going basis, but also during a crisis without jeopardizing its franchise value or its brand's name.

Hence, two main operating models for the liquidity management are defined: going concern liquidity management and the contingent liquidity management.

From a liquidity risk governance perspective, the Bank has two type of operational structures: managing bodies acting as strategic decision taking functions and operational units acting as operative liquidity management functions, i.e. Finance, Financial Risk, Markets-Treasury.

In accordance with the strategic goal of self-sufficient funding, the Group's liquidity and funding strategy is centred on:

- achieving a well-diversified customer funding base;
- development of strategic funding through own bonds issues and covered bonds issues;
- development of relations with various international financial institutions and foreign banks for special financing programs.

The liquidity cost benefit allocation is an important part of the liquidity management framework. Liquidity is a scarce resource and accordingly a proper management of costs and benefits is essential in order to support sound and sustainable business models. Therefore, the Bank has put in place a proper mechanism for internal funds' transfer pricing.

Exposure to liquidity risk

Key indicators used by UniCredit Bank S.A. for measuring liquidity risk are:

- the daily short-term liquidity report, through which cash inflows and outflows mainly coming from inter-bank transactions are monitored;
- the structural liquidity ratios/gaps, used to assess the proportion of medium-long term assets sustained with stable funding;
- regulatory indicators: UniCredit Bank S.A has to comply with the limits imposed by National Bank of Romania, such as the liquidity indicator calculated according to NBR Regulation no. 25/2011 and the Liquidity coverage ratio, calculated according with to the provisions of Regulation 575/2013 and Regulation no. 61/2015;
- other key indicators for the management of liquidity and funding needs used to assess the liquid assets, the concentration of funding and the way in which loans to customers are sustained by commercial funds.

UniCredit Group sets the limit and triggers levels for the main indicators used to measure the liquidity risk and, in case a breach is observed or anticipated, specific requested actions are taken for correcting the structure of the asset and liability mix of UniCredit Bank S.A.

Regular stress testing assessments are performed in order to evaluate the liquidity position of UniCredit Group. In case of a deteriorating position, liquidity stress tests are one of the main metrics in order to support management's decisions before and also during stress situations. Liquidity stress test results are useful in order to assess the "right" sizing and composition of a liquidity buffer on a regular basis. As such, liquidity stress testing serves as an essential tool of assessment of the liquidity risk in an on-going basis, rather than in a crisis situation only.

1.1.8.5. Operational risk

Operational risk means the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risk includes legal risk, but excludes strategic and reputational risks. Legal risk is a subcategory of operational risk which the risk of losses as a result of fines penalties and sanctions for which the credit institution is liable due to failure to apply or deficiently applying legal or contractual provisions, as well as due to the fact that contractual rights and obligations of the bank and / or counterparty are not appropriately provided.

The operational risk management framework within UniCredit Bank S.A. is well structured and involves relevant factors in promoting a culture favourable to communication, management and control of operational risk. The framework is supported by the existence of a dedicated independent function for the control of operational risk, by a structure of relevant committees and by a system of reporting operational risk to the Management of the Bank.

The operational risk management system is integrated into the internal processes defined for the management of significant risks. The main tools employed in the management and control of operational risk are: collection of operational risk events, scenario analysis, operational risk indicators, mitigation actions and operational risk reporting.

The main objective of the operational risk management consists of implementing effective processes for the early identification of risk exposures as well as the definition and maintenance of a complex system of controls with proved efficient in preventing risks' materialization and mitigating their effects.

1.1.8.6. Reputational Risk

Reputational risk is the current or prospective risk to earnings and capital arising from adverse perception of the image of the Bank on the part of customers, counterparties, shareholders/investors, regulators or employees (stakeholders).

In particular, it is the risk arising from negative perception of customers, counterparties, shareholders, investors, debt-holders, market analysts, other relevant parties (such as civil society - NGOs, media, etc) or regulators that can adversely affect the ability to maintain existing, or establish new business relationships and continued access to sources of funding.

UniCredit Bank S.A. has implemented a series of policies, processes, methods, specific indicators and systems for controlling the reputational risk, in order to evaluate, monitor, reduce and report periodically to relevant bodies.

1.1.8.7. Business Risk

Business risk is defined as adverse, unexpected changes in business volume and/or margins that are not due to credit, market and operational risks. It can lead to serious losses in earnings, thereby diminishing the market value of a company.

Business risk can result above all from a serious deterioration in the market environment, changes in the competitive situation or customer behavior, but may also result from changes in the legal framework.

1.1.8.8. Real Estate Risk

Real Estate Risk is defined as potential losses in market value resulting from market fluctuations of UniCredit Bank's own real estate portfolio.

1.1.8.9. Strategic Risk

The risk of suffering potential losses due to decisions or radical changes in the business environment, improper implementation of decisions, lack of responsiveness to changes in the business environment, with negative impact on the risk profile and consequently on capital, earnings as well as the overall direction and scope of a bank on the long term.

1.1.8.10. Risk of Excessive Leverage

Risk of excessive leverage represents the risk resulting from the Bank's vulnerability due to leverage or contingent leverage that may require unintended corrective measures to its business plan, including distressed selling of assets which might result in losses or in valuation adjustments to its remaining assets.

1.1.8.11. Inter-concentration Risk

Within UniCredit Bank S.A., the following approaches relating to concentration risk are applicable:

- Intra-risk concentration risk is considered in the risk management processes for each significant risk
- The risk of inter-concentration is considered both in the risk management processes for individual risks and integrated when performing stress testing and evaluation of capital adequacy

1.1.9. Main events, factors of uncertainty that can affect the Group's liquidity compared to previous year

The Romanian economy will grow by about 4.7%yoy in 2022, at a slower pace as compared to 6.4% recorded in 2021. The supply-chain bottlenecks, aggravated during COVID pandemic, as well as the conflict in the region, which exacerbated the energy and food crisis, impacted Romania's industrial output and exports. Among the sectors that performed well in 2022, the main contributors to GDP growth were IT&C

services, constructions and the retail trade.

With the full removal of the COVID-related restrictions starting March 2022, the consumption resumed, especially in the first half of the year on the back of services. The consumption remained the major growth driver in 2022, albeit slowing down in the second half of 2022, impacted by the high inflation and the stricter monetary conditions adopted by NBR to fight the inflationary pressures.

Starting 3Q 2022 also the investments gained momentum, supported by the EU funds available under the Recovery and Resilience Fund (RRF), locally named the National Recovery and Resilience (PNRR). Within PNRR, Romania can access up to EUR 29.2bn during 2021-2027 period, approx. EUR 2bn in grants and EUR 1bn in loans every six months, the equivalent of 2% of GDP each year. Until present, Romania received EUR 1.8bn in December 2021 (grants), EUR 1.9bn in January 2022 (pre-financing loans) and EUR 2.6bn (o/w EUR 1.8bn grants and EUR 0.8bn loans) in October 2022.

There is a risk that Romania's economy to undergo a shallow technical recession in 4Q 2022 and 1Q 2023, driven by the slowdown in the private consumption, following to recover in the second half of 2023. In our baseline scenario, we forecast the economy will remain in the positive territory in 2023, but it will increase at a much slower pace, below 2%yoy.

The government plans to cut the budget deficit by 2024 to the values agreed with the European Union, respectively to below 3% of GDP. We are estimating the public debt will remain below 50% of GDP in 2022 and beyond, with Romania preserving the investment grade rating.

In Romania, the annual inflation increased significantly starting 4Q 2021, triggered by several supply-side shocks at the global level and the liberalization of the local electricity market for household consumers in July 2021, it reaching 8.2% in December 2021. The start of the war in Ukraine, at the end of February 2022, disturbed even more the global energy and commodities markets. The headline inflation increased rapidly in the first half of 2022, up to 15.1% in June and continued to rise up to 16.8% in November and decreasing slightly to 16.34% in December 2022.

Aiming to fight the exceptionally high inflation, BNR tightened the monetary policy, by gradually increasing the key rate starting October 2021, from the record low 1.25%, up to 7.00% in January 2023. Taking into consideration the slight easing of the headline inflation at 15.3% in October 2022, NBR reduced the hiking pace at its November meeting from 75bp to 50bp and, respectively to 25bp in January 2023. We expect NBR to start the rate cuts in 2024, maintaining the policy rate at 7% by the end of 2023.

According to NBR's November 2022 forecast, the inflation should decline in 1Q 2023, falling at a significantly faster pace afterwards, to reach one-digit levels already in 3Q 2023. This is due to the sizeable base effects associated with the hikes in energy and fuel prices recorded in 2022 and the downtrend of oil prices in the recent months. In our view, the annual inflation will peak at about 17% in 1Q 2023, with the headline rate falling below 11% by year-end following the decline in the domestic demand.

The monetary conditions will stay tight, given the high inflation and the need for a stricter fiscal policy. We expect the NBR to continue to manage the market liquidity in case the depreciation pressures for RON returns and to keep the ROBOR rates close to the Lombard rate (currently at 8%).

The main interbank money market rates declined gradually towards the end of 2022, supported by the easing of liquidity conditions, following the liquidity injection in the market by the Ministry of Finance in November and December. The yields on government securities declined more steeply triggered by the improvement in the global financial market sentiment and in the risk perception towards the region.

The EUR-RON exchange rate was more volatile in 2022 as compared with the previous year, fluctuating inside a larger interval (4.8215-4.9492), while it ended the year on a slight appreciation trend. The Romanian leu remains one of the most stable currencies in CEE, supported by the Central Bank's policy, which is using the exchange rate as an anti-inflationary anchor. We expect EUR-RON to remain below 5.00 threshold as long as the inflation remains in double digits, then it could depreciate to a 5.00-5.10 range as Romania's structural imbalances, respectively the high current account and fiscal deficits, are in favour of a gradual depreciation of the national currency.

One short-term effect of a consumption-driven growth is a wider current account deficit, as a high share of consumer goods comes from imports. At the same time, the exports were impaired by the low competitiveness and the persistent global supply bottlenecks. The trade balance continued to deteriorate in 2022, increasing to EUR 28.4bn (+48%yoy) and the current account deficit at EUR 23bn at the end of

October 2022 (+61%yoy). Our estimate is that the deficits will reach the peak in 2022 at above 11% of GDP for the trade balance (vs. 9.6% of GDP in 2021), respectively 9.2% of GDP for the current account balance (vs. 7.1% of GDP in 2021) following to slightly decline in 2023.

Lending remained strong in 2022, mainly driven by the companies, while the loans to individuals slowed down starting September. The annual growth pace of non-governmental loans remained in double digits at 13.2% as of November 2022 (similar with 13.5%yoy recorded in 2021), mainly due to the strong increase by 23.4% in foreign currency lending, accessed mainly by the companies, while the RON lending increased by 9.2%. The stock of loans to companies increased by 21.7%yoy, while the loans to individuals almost halved their growth pace to 4.9%yoy impacted by the much higher interest rates. On the deposits' side, the total savings of the residents slowed down to 7.1% as of November 2022 (vs. 13.4%yoy in 2021), as both the private individuals and companies consumed part of their savings due to high inflation.

The public moratorium, adopted by the government in March 2020, requiring banks to provide a grace period of maximum 9 months to customers impacted by COVID pandemic, was prolonged until 31 March 2021. Together with the individual solutions offered by the banks to their customers, they were successful in preventing the rise in the NPL ratio. The NPL ratio at the banking sector level remained on a declining trend in 2022 (2.82% as of September) vs. 3.52% as of December 2021 and 3.83% as of December 2020.

A similar public moratorium was introduced starting July 2022, allowing banks to postpone by up to 9 months the payment obligations of the customers in financial distress caused by the energy and food crisis. It is applicable to the consumer and the mortgage loans granted before April 30, 2022.

1.1.10. Integrity and Corporate Social Responsibility

For over 15 years, UniCredit Bank S.A. has supported some of the most important financial and entrepreneurial education projects, community and social initiatives, as well as projects for the development of the cultural and artistic community in Romania, in cooperation with various non-governmental organizations and other partners.

Social Impact Projects

In 2022, the bank continued its Social Impact Banking (SIB) program as part of UniCredit Group's commitment to building a fair and inclusive society. The objective of the program is to identify, finance and promote people and businesses that have a positive social impact, in order to generate both economic benefits and broader societal benefits. Beyond financing projects and organizations that are generally excluded from accessing banking products and services, SIB offers UniCredit Group the opportunity to share financial and business expertise through educational programs dedicated to micro-entrepreneurs, social affairs, vulnerable or disadvantaged groups, including young people, older people and other people at risk of social exclusion. Employee involvement is an essential component in the implementation of SIB actions, which supports the building of valuable networks in the communities where the bank operates.

Among the projects developed in 2022 under the umbrella of the Social Impact Bank program, there is also the third edition of Start Major, the financial and career education program developed for students in vocational and technical education high schools. Over 2900 young people eager to increase their chances of financial independence and career success passed through the four modules. Financial education courses were held in 37 high schools in Bucharest and six counties, with the support and involvement of over 170 teachers. This edition was organized in partnership with the Social Incubator Association, with the involvement of 21 employees of UniCredit Bank S.A. in the role of trainers or support - volunteers and who, together with the team of external trainers, completed over 280 hours of training.

Educational projects (digital education, entrepreneurship)

We believe that a sustainable business model is vital to our long-term financial health, to the economic and social well-being of our clients, as well as for the communities in which we operate.

UniCredit Bank S.A. has traditionally supported financial education and entrepreneurship programs, both in the art and culture area, as well as in business and education, with a special affinity in the area of digital art and young artists, as well as supporting entrepreneurship. In this respect, the bank has been involved in projects that have brought to attention emerging technologies, provided support and grants within a digital platform of entrepreneurial education, contributed to the development of entrepreneurial residences and joined numerous entrepreneurial education actions. Among the supported projects are: New Media Art Radar Festival, Future Digital Program, Teach for Romania Digital Educational Program & Podcast, RomanESTI - digital platform for entrepreneurial education & grants, Brand Minds, Digital Education Program & Conference organized by RGDA, Techsylvania Offline International Conference in Cluj-Napoca, Romanian Design Week, Romanian Creative Week, BRIO – school testing platform, BIZ conferences on entrepreneurship and marketing education, etc.

Cultural projects

We have the responsibility to offer back, to educate, to make our contribution to the development of the society we operate in. The relationship of UniCredit Bank S.A. with the communities in which it operates has naturally evolved as it actively engages in projects, year after year, having a long tradition in supporting culture, from the conviction that this is a way to promote social and economic progress, but also to encourage the dialog on innovation, social cohesion and a sense of belonging. In the cultural area, UniCredit was and still is, one of the most active supporters, assuming a role as a long-term partner.

One of the longest-running projects UniCredit Bank has been involved in over time is the Sibiu International Theatre Festival, which reached its 29th edition this year, a true cultural landmark in Romania, but also around the world.

UniCredit was this year also the official partner for the launch of R.M.N. in Romania, the latest film by director Cristian Munqiu, selected in the competition of the Cannes Festival.

A series of festivals come to complement UniCredit's presence in the communities in which it operates: Nostalgia, the Mission – Miez, Weekend Sessions at Botanical Garden, Catedral, Nocturne de poezie (poetry evenings), SoNoRo scholarships, Garana Jazz Festival, Les Films de Cannes, Dichis'n'Blues Tulcea, Strada de C'Arte, etc.

Health projects

UniCredit Bank S.A. continues to support Volunteer for Life Association, for the construction of the modular emergency hospital in Bicaz, Neamt County — UPU SMURD, a project that will be inaugurated in the first part of 2023.

The bank also continues the support for the causes of the associations Zi de Bine, Calea Ariadnei, Merci Charity Boutique, Concordia Humanitarian Organization, Daruieste Viata (support for the creation of a Center of Excellence in the treatment of Retinoblastoma for children), The Association of Parents of Children with Oncological Diseases, We Beat Autism Association, as well as involvement in sports projects, among which we mention the Romanian Fencing Federation, the Romanian Rowing Federation, Inimi Visinii (scholarships for underprivileged children).

2. Tangible and intangible assets of the Group

2.1. Presentation and analysis of the effects on the financial position of the Group regarding the capital expenditures, current or in advanced, compared to those related to the same reporting period of the previous year

Tangible and intangible assets of the UniCredit Romania Group (net amount) were in the amount of RON mio 742 as of 31 December 2022 (including assets representing right of use from IFRS 16), compared to RON mio 664 as of 31 December 2021, relatively stable evolution.

2.2. Description of the location and characteristics of production capacities owned by the Bank

As of 31 December 2022, UniCredit Bank S.A owned the following buildings in which it is performing its activity through its branches: Bucuresti ("Norilor", "Victoria", "Traian", "SMBU", "SMB2", "Magheru", branches), "Calafat", "Focsani", "Satu-Mare", "Craiova", "Pitesti", "Oradea", "Piatra Neamt", etc...

2.3. Mention of potential problems related to property rights over the Bank's tangible assets

There are no problems related to property rights.

3. Capital Market for the bonds issued by the Bank/Group

3.1. Description of the market in Romania and other countries on where the issued bonds are traded

In July 2017, the UniCredit Bank S.A issued medium and long term bonds denominated in RON listed on Bucharest Stock Exchange with nominal value of 10,000/bond, in UCB portofolio as of 31.12.2022 are:

• Symbol UCB24, ISIN ROUCTBDBC048, number of instruments 18,350, floating rate ROBOR 6M + 1.05%, interest coupon half-yearly payable and redemption date on 15 July 2024. Out of 14 interest coupons of this bond issue, the first 7 coupons have been paid to the bond holders.

In December 2022, the UniCredit Bank S.A issued 977 debt instruments medium and long term bonds with a nominal value of 500,000 RON, denominated in RON listed on Bucharest Stock Exchange in January 2023:

• Symbol UCB27, ISIN RO3WU5H09299, number of instruments of 977, rate 9.07% has a maturity of 5 years with an issuer call option of the Bank after 4 years.

Information regarding these bonds are presented on the Bucharest Stock Exchange website:

(http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB24)
https://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB27

3.2. Description of the way the Bank settle the obligations to the holders of those securities

The coupon payments are made in accordance with the provisions of the Chapter "Bonds terms and conditions", paragraph **9 Payments** in the "BONDS ISSUE PROSPECTUS" published on the Financial Supervision Authority's website.

(http://www.asfromania.ro) - direct link:

(http://www.asfromania.ro/supraveghere/supraveghere-capital/emitenti-capital-supraveghere/oferte-publice-capital-supraveghere/prospecte-amendamente/1891-prospectele-amendamentele-certificatele-pentru-ofertele-de-vanzare-aprobate-de-a-s-f-c-n-v-m).

UniCredit Bank S.A. signed in August 2017 Service Contracts with the Central Depository and has the status of paying agent for its own issued bonds.

3.3. Description of the Bank's policy regarding dividends

General Meeting of Shareholders approved the proposal for the distribution of the Bank's net profit for the year 2022 in the amount of 879,240,138.52 lei, calculated and presented in the Consolidated and Individual Financial Statements prepared in accordance with the International Financial Reporting

Standards applicable to credit institutions based on the Order issued by the Governor of the National Bank of Romania no. 27/2010, as follows:

a. the establishment of a reserve in the amount of RON 34,246,369.71 related to the reinvested profit in the financial year 2022, for which the Bank applied the profit tax exemption, in accordance with art. 22 of Law no. 227/2015 regarding the Fiscal Code;

b. the reinvestment of the remaining net profit in the increased total amount of RON 844,993,768.81 in order to increase the capital base of the Bank

4. Changes which impact the Shareholders equity and Management of the Bank

4.1. Changes in the administration of the Bank

On 17th of April 2008, General Meeting of Shareholders adopted the dual tier governance system, through which the management of UniCredit Bank SA is ensured by the Management Board, respectively by Supervisory Board, Management Board members not being able to be in the same time members of the Supervisory Board.

Presentation of the Supervisory Board members as of 31 December 2022

- 1. Pasquale Giamboi Chairman of Supervisory Board;
- 2. **Zeynep Nazan Somer Ozelgin** Member of Supervisory Board;
- 3. Husevin Faik Acikalin Member of Supervisory Board:
- 4. **Riccardo Roscini** Vice-Chairman of Supervisory Board;
- 5. **Graziana Mazzone** Member of Supervisory Board.
- 6. Teodora Aleksandrova Petkova Member of Supervisory Board

Presentation of the Management Board members as of 31 December 2022

- 1. Catalin Rasvan Radu Executive President (CEO), President of Management Board;
- 2. **Feza Tan** First Executive Vice-President, Member of Management Board;
- 3. **Andrei Bratu** Executive Vice-President, Member of Management Board;
- 4. Carlo Driussi Executive Vice-President, Member of Management Board;
- 5. **Antoaneta Curteanu** Executive Vice-president, Member of Management Board;
- 6. **Diana Ciubotariu** Executive Vice-president, Member of Management Board;
- 7. **Dragos Birlog** Executive Vice-president, Member of Management Board;

During 2022, there have been the following changes in the governing bodies of UniCredit Bank regarding:

Changes in Supervisory Board composition between 01.01.2022-31.12.2022:

- Appointment, by the Ordinary General Meeting of Shareholders of the Bank in the meeting held on 21.02.2022, as Member of the Supervisory Board of UniCredit Bank S.A. of Ms. Teodora Aleksandrova Petkova for a mandate of three years, starting with 25.02.2022 until 25.02.2025
- The approval by the Ordinary General Meeting of the Bank's Shareholders, in the meeting of 21.02.2022, of the renewal of the mandates of members of the Supervisory Board of Mr. Pasquale Giamboi and of Mr. Faik Huseyin Acikalin, for a period of 3 years, from 25.02.2022 to 25.02.2025
- termination of the mandate of Mrs. L'uboslava Uram as Member (Vice-Chairman) of the Supervisory Board of UniCredit Bank S.A, as of 01.11.2022, acknowledged by Supervisory Board in the meeting held on October 24, 2022.

Changes in Management Board composition between 01.01.2022-31.12.2022:

Acknowledgement by the Supervisory Board of the Bank, in the meeting held on 24.02.2022, of the termination of the mandate of Mr. Philipp Gamauf as member of the Management Board, Executive Vice President of UniCredit Bank S.A. (CFO) starting with 28.02.2022, following his resignation;

Appointment, by the Supervisory Board held on 24.03.2022, of Mr. Stefano Suppressa as member of the Management Board, Executive Vice President of UniCredit Bank S.A. (CFO)

Acknowledgement, by the Supervisory Board held on 24.10.2022, of the termination of the mandate of Mr. Nicola Longo Dente as member of Management Board, Coordinator of Corporate Division, following his withdrawal from the position starting with 01.12.2022, due to his retirement

Appointment, by the Supervisory Board held on 24.10.2022, of Mrs. Raluca-Mihaela Popescu-Goglea, starting with the date of 01.12.2022, as Member of the Bank's Management Board, Executive Vice-President, Coordinator of Corporates Division (as a result of the termination, following his retirement, of the mandate of Mr. Nicola Longo Dente as Member of the Bank's Management Board, Coordinator of Corporates Division and, as a consequence, his withdrawal from the position of member of Bank's Management Board), starting with 01.12.2022; Mrs. Raluca-Mihaela Popescu-Goglea will start exercising her responsibilities only after receiving the prior approval of the National Bank of Romania

Appointment, by the Supervisory Board held on 24.10.2022, as Executive President (CEO) of the Bank's Management Board of Mr. Septimiu Postelnicu (given the nomination by the UniCredit Group of Mr. Cătălin Răsvan Radu for assuming a managerial position within the Headquarters of te Group, it was acknowledged the termination of the mandate of Mr. Cătălin Răsvan Radu as Executive President of the Bank's Management Board and, as a consequence, the termination of his membership of Bank's Management Board, which will become effective starting with the date following the day when Unicredit Bank S.A. will receive the prior approval from National Bank of Romania for Mr. Postelnicu; Mr. Postelnicu will start exercising his responsabilities as CEO, only after receiving the prior approval of the National Bank of Romania.

The Supervisory Board decided, within the meeting held on October 24, 2022, to renounce to the appointment of Mr. Stefano Suppressa and to appoint Mr. Dimitar Todorov as Member of the Bank's Management Board, Executive Vice-President, Coordinator of Finance Division (CFO), starting with the date of 01.12.2022; Mr. Dimitar Todorov will start exercising his responsibilities as Member of Bank's Management Board, Executive Vice-President, Coordinator of Finance Division, only after receiving the prior approval of the National Bank of Romania.

There are no litigations or administrative proceedings in the Bank's records regarding the members of the Supervisory Board or the Management Board of UniCredit Bank.

4.2. Increase of share capital. Changes in the shareholders' equity of the Bank

As of December 31 2022, the share capital of UniCredit Bank S.A. is of RON 455,219,478.30, consisting of 48,948,331 ordinary shares (same number as for 31 December 2021), with a face value of RON 9.30 /share and a share premium of RON 75.93 /share. The total value of the share premium is RON thousands 621,680.

As of December 31, 2022, UniCredit Bank SpA, the main shareholder of UniCredit Bank S.A. owns 98.63% of UniCredit Bank S.A. social capital (same as in 31 December 2021).

As of December 31, 2022, the Shareholders structure was as follows:

Shareholder	Shares' number	Value (RON)	%
UniCredit S.p.A.	48,277,621	448,981,875,30	98,6298
Romanian Individuals	624,468	5,822,292,90	1,2758
Romanian Legal Entities	21,606	200,935,80	0,0441
Foreign Individuals	17,296	160,852,80	0,0353
Foreign Legal Entities	7,340	68,262,00	0,0150
TOTAL	48,948,331	455,219,478,30	100,0000

The shareholders' structure of the Bank is as follows:

%	31.12.2022	31.12.2021
UniCredit SpA	98.63	98.63
Others investors	1.37	1.37
Total	100.00	100.00

The structure of the capital is as follows:

RON thousands	31.12.2022	31.12.2020
Statutory social capital	455,219	455,219
IAS 29 – Hyperinflation effect	722,529	722,529
Social capital as per IFRS	1,177,748	1,177,748

5. Consolidated and separate financial statements

5.1. Assets, Liabilities and Equity statements

The structure and the evolution of the main categories of assets, liabilities and equity of the UniCredit Group are presented below:

		Group				
In RON thousands	31.12.2022	31.12.2021	31.12.2020	31.12.2022	31.12.2021	31.12.2020
Assets:						
Cash and cash equivalents	16,456,169	11,269,108	12,236,808	16,455,940	11,269,028	12,229,614
Financial assets at fair value through profit or loss	214,714	259,355	555,337	214,714	259,355	555,337
Derivatives assets designated as hedging instruments	310,229	12,249	-	310,229	12,249	-
Loans and advances to banks at amortized cost	399,455	493,611	212,130	399,455	493,611	212,130
Loans and advances to customers at amortized cost	32,849,251	29,395,410	25,229,315	31,054,544	27,427,573	22,286,540
Net lease receivables	3,788,693	3,635,303	3,515,814	11,342	-	=
Debt instruments at amortized cost	8,856,966	7,950,629	6,148,138	8,856,966	7,950,629	6,148,138
Other financial assets at amortized cost	319,475	241,250	138,777	250,620	209,956	113,032
Financial assets at fair value through other comprehensive income	1,922,518	1,677,415	3,020,373	1,920,172	1,675,069	3,018,027
Investment in subsidiaries	-	-	-	143,116	143,116	143,116
Property, plant and equipment	179,752	194,583	215,505	176,415	186,624	205,101
Right of use assets	199,230	168,672	198,789	181,355	162,870	189,896
Intangible assets	362,782	300,752	245,934	344,366	284,598	231,976
Current tax assets	8,109	568	858	-	-	-
Deferred tax assets	163,726	142,887	119,797	73,999	59,683	41,246
Other assets	175,767	218,841	130,965	50,866	41,138	71,605
Total assets	66,206,836	55,960,633	51,968,540	60,444,099	50,175,499	45,445,758

	Group			Bank		
In RON thousands	31.12.2022	31.12.2021	31.12.2020	31.12.2022	31.12.2021	31.12.2020
Liabilities:						
Financial liabilities at fair value through profit or loss	176,965	32,129	73,017	176,966	32,129	73,017
Derivatives liabilities designated as hedging instruments	262,514	66,812	81,216	262,514	66,812	81,216
Deposits from banks	1,050,418	666,990	595,076	1,050,418	666,990	595,076
Loans from banks	5,653,932	3,995,917	5,564,667	849,329	570,921	778,203
Deposits from customers	45,310,940	39,985,660	35,772,365	45,404,198	40,069,143	36,259,081
Debt securities issued	3,502,834	2,491,879	1,922,036	3,502,834	1,014,391	470,747
Other financial liabilities at amortized cost	1,307,973	508,155	518,044	1,239,449	434,967	453,359
Subordinated liabilities	945,604	944,183	929,593	836,761	835,325	822,466
Lease liabilities	198,403	168,791	196,836	193,362	164,895	192,717
Current tax liabilities	24,969	41,468	6,801	24,969	35,135	969
Provisions	250,064	220,124	223,576	250,737	216,201	193,874
Other non-financial liabilities	279,645	293,778	243,364	176,914	171,771	164,315
Total liabilities	58,964,261	49,415,886	46,126,591	53,968,451	44,278,680	40,085,040

		Group			Bank		
In RON thousands	31.12.2022	31.12.2021	31.12.2020	31.12.2022	31.12.2021	31.12.2020	
Equity:							
Share capital	1,177,748	1,177,748	1,177,748	1,177,748	1,177,748	1,177,748	
Share premium	621,680	621,680	621,680	621,680	621,680	621,680	
Cash flow hedging reserve	(7,501)	(33,407)	-46,441	(7,501)	(33,407)	-46,441	
Reserve on financial assets at fair value through other comprehensive income	(108,424)	(10,389)	107,908	(108,424)	(10,389)	107,908	
Revaluation reserve on property and equipment	17,177	14,122	12,722	17,177	14,122	12,722	
Other reserves	399,973	365,616	325,516	399,973	365,616	325,516	
Retained earnings	4,981,500	4,262,398	3,521,959	4,374,995	3,761,449	3,161,585	
Total equity for parent company	7,082,153	6,397,768	5,721,092	6,475,648	5,896,819	5,360,718	
Non-controlling interest	160,422	146,979	120,857	=	=	=	
Total equity	7,242,575	6,544,747	5,841,949	6,475,648	5,896,819	5,360,718	
Total liabilities and equity	66,206,836	55,960,633	51,968,540	60,444,099	50,175,499	45,445,758	

At the end of 2022, total assets of the Group were RON thousands 66,206,836, compared to RON thousands 55,960,633 as of 31 December 2021 (increase by 18.31%).

The main significant changes (increase/decrease) within the UniCredit Group assets were for the following categories:

- **Loans and advances to customers:** increase by RON thousands 3,453,841 (+11.7%) from RON thousands 29,395,410 in December 2021 to RON thousands 32,849,251 in December 2022.
- **Financial assets at fair value through other comprehensive income:** increase by RON thousands 245,103 (14.6%) from RON thousands 1,677,415 in December 2021 to RON thousands 1,922,518 in December 2022.
- **Cash and cash equivalents**: increase by RON thousands 5,187,061 (+46.0%) from RON thousands 11,269,108 in December 2021 to RON thousands 16,456,169 in December 2022.
- **Net lease receivables**: increase by RON thousands 153,390 (+4.20%) from RON thousands 3,635,303 in December 2021 to RON thousands 3,788,693 in December 2022.
- **Financial assets at fair value through profit or loss**: decrease by RON thousands 44,641 (-17.2%) from RON thousands 295,355 in December 2021 to RON thousands 214,714 in December 2022.

The main significant changes (increase/decrease) of Group liabilities/equity positions were for the following categories:

- **Derivatives liabilities designated as hedging instruments:** increase by RON thousands 195,702 (>100%) from RON thousands 66,812 as at 31 December 2021 to RON thousands 262,514 as at 31 December 2022.
- **Deposits from banks:** increase by RON thousands 383,428 (+57,5%) from RON thousands 666,990 at 31 December 2021 to RON thousands 1,050,418 at 31 December 2022.
- Loans from banks and other financial institutions at amortized cost: increase by RON thousands 1,658,015 (+41.5%) from RON thousands 3,995,917 at 31 December 2021 to RON thousands 5,653,932 at 31 December 2022.
- **Deposits from customers:** increase by RON thousands 5,325,280 (+13,30%) from RON thousands 39,985,660 at 31 December 2021 to RON thousands 45,310,940 at 31 December 2022.
- **Debt securities issued:** increase by RON thousands 1,010,955 (+40,6%) from RON thousands 2,491,879 in 31 December 2021 to RON thousands 3,502,834 at 31 December 2022.
- Other financial liabilities at amortized cost: increase by RON thousands 799,818 (>100%) from 508,155 at 31 December 2021 to RON thousands 1,307,973 at 31 December 2022.
- Lease liabilities: increase by RON thousands 29,612 (+17,5%) from RON thousands 168,791 (31 December 2021) to RON thousands 198,403 (31 December 2022).
- **Provisions:** increase by RON thousands 29,940 (+13,60%) from RON thousands 220,124 at 31 December 2021 to RON thousands 250,064 at 31 December 2022.

5.2. Income statement

Income statement for UniCredit Group and UniCredit Bank S.A. is presented below:

	Group			Bank		
In RON thousands	2022	2021	2020	2022	2021	2020
Interest income using EIR	2,428,686	1,563,024	1,629,972	2,158,078	1,266,445	1,291,400
Other interest income	142,630	130,503	129,245	10	-	
Interest expense	(897,030)	(327,379)	(450,551)	(772,856)	(202,677)	(302,569)
Net interest income	1,674,286	1,366,148	1,308,666	1,385,232	1,063,768	988,831
Fee and commission income	680,157	574,290	452,808	621,832	519,788	410,571
Fee and commission expense	(252,427)	(187,107)	(146,202)	(237,423)	(173,517)	(137,976)
Net fee and commission income	427,730	387,183	306,606	384,409	346,271	272,595
Net income from instruments at fair value through profit and loss	347,676	325,423	305,186	347,795	325,436	305,188
Net gain/(loss) from foreign exchange	46,155	14,577	81,240	23,494	(7,760)	68,079
Fair value adjustments in hedge accounting	10,799	(651)	(2,504)	10,799	(651)	(2,504)
Net gain/(loss) from derecognition of financial assets measured at amortised cost	20,596	1,286	11,606	8,759	851	4,999
Net gain/(loss) from derecognition of financial assets measured at FVTOCI	-	28,879	47,322	-	28,879	47,322
Dividend income	3,196	2,229	1,972	33,184	2,229	1,972
Other operating income	8,780	9,451	18,719	12,577	10,680	11,252
Operating income	2,539,218	2,134,525	2,078,813	2,206,249	1,769,703	1,697,734
Personnel expenses	(525,288)	(467,557)	(428,668)	(463,572)	(412,116)	(376,092)
Depreciation and impairment of tangible assets	(109,209)	(100,520)	(98,735)	(100,048)	(92,663)	(90,868)
Amortization and impairment of intangible assets	(60,946)	(58,813)	(51,970)	(55,166)	(53,946)	(47,482)
Other administrative costs	(398,782)	(343,527)	(303,855)	(370,212)	(316,629)	(279,729)
Other operating costs	(17,355)	(38,329)	(21,709)	(11,072)	(10,711)	(10,973)

	Group			Bank		
In RON thousands	2022	2021	2020	2022	2021	2020
Operating expenses	(1,111,580)	(1,008,746)	(904,937)	(1,000,070)	(886,065)	(805,144)
Net impairment losses on financial instruments	(276,609)	(186,984)	(510,918)	(187,669)	(118,814)	(366,461)
Losses on modification of financial assets	207	(123)	(2,673)	207	(123)	(2,673)
Net operating income	1,151,236	938,672	660,285	1,018,717	764,701	523,456
Net impairment losses on non-financial assets	9,842	(11,449)	(5,527)	9,842	(11,449)	(5,527)
Net provision gains/ (losses)	4,108	25,917	19,910	(2,163)	921	27,343
Net gains/(loss) from other activities	-	(325)	-	-	78	-
Profit before tax	1,165,186	952,815	674,668	1,026,396	754,251	545,272
Income tax expense	(167,287)	(147,164)	(170,735)	(147,156)	(114,945)	(141,610)
Net profit for the year	997,899	805,651	503,933	879,240	639,306	403,662
Attributable to:						
Equity holders of the parent company	984,455	779,531	492,974	-	-	-
Non-controlling interests	13,444	26,120	10,959	-	-	-
Net profit for the year	997,899	805,651	503,933	-	-	-

5.3. Cash flow statements

The structure of cash flows is summarized by the statement of cash flows:

	Group				Bank	
In RON thousands	2022	2021	2020	2022	2021	2020
Operating activities						
Profit / (Loss) before taxation	1,165,186	952,815	674,668	1,026,396	754,251	545,272
Adjustments for non-cash items:						
Depreciation and amortization of property, plant and equipment and of intangible assets	169,822	159,333	150,705	155,212	146,609	138,350
Net impairment losses on financial assets	312,009	271,479	589,416	222,485	203,562	422,702
Fair value (gain)/loss on derivatives and other financial assets held for trading	47,281	1,797	(10,990)	47,281	1,797	(10,990)
Other items for which the cash effects are investing or financing	53,013	101,433	109,922	993	17,775	15,082
Accrued interest and unwinding effect	45,926	88,901		44,914	82,598	
Impairment of assets and provisions	88,976	70,829		21,531	35,283	
FX impact	32,250	104,958		32,348	110,226	
Other non–cash items	(70,168)	(26,957)	(165,262)	(29,511)	9,528	(245,346)
Operating profit before changes in operating assets and liabilities	1,844,295	1,724,588	1,348,459	1,521,649	1,361,629	865,070
Change in operating assets:						
(Decrease)/Increase in financial assets at fair value through profit and loss	102,023	208,686	5,349,788	102,023	208,686	5,349,788
Acquisition of debt instruments at amortized cost	(861,100)	(1,767,886)	(6,036,170)	(861,100)	(1,767,886)	(6,036,170)
(Decrease)/Increase in loans and advances to banks	95,485	(276,750)	357,915	95,001	(280,887)	358,329
(Decrease)/Increase in loans and advances to customers	(3,762,234)	(4,427,580)	318,117	(3,855,224)	(5,347,061)	(112,123)
(Decrease)/Increase in lease investments	(183,508)	(246,588)	(270,099)	(11,305)	-	=
(Increase)/Decrease in other assets	(73,222)	(66,513)	43,459	(41,669)	(76,810)	(26,004)
Change in operating liabilities:						
(Increase)/Decrease in deposits from banks	382,540	71,938	(1,071,026)	382,540	71,938	(1,071,026)
(Decrease)/Increase in deposits from customers	5,224,225	3,678,686	1,764,033	5,161,250	3,445,611	1,482,935
(Increase)/Decrease in other liabilities	815,331	(30,213)	129,038	810,943	(25,085)	108,838
Income tax paid	(203,123)	(115,570)	(168,279)	(157,269)	(79,516)	(135,390)
Net cash from/ (used in) operating activities	3,380,712	(1,247,202)	1,765,234	3,146,839	(2,489,381)	784,247
Investing activities						
(Decrease)/Increase in financial assets at fair value through other comprehensive income	(354,592)	1,217,176	-	(354,592)	1,217,176	-
Proceeds on disposal of property, plant and equipment	246	-	311	171	-	-

	Group			Bank		
In RON thousands	2022	2021	2020	2022	2021	2020
Acquisition of property, plant and equipment and intangible assets	(140,026)	(127,820)	(149,257)	(135,356)	(120,730)	(141,175)
Loss from sale of equity investments	-	(724)	-	-	-	-
Dividends received	3,463	2,301	2,462	33,451	2,301	2,462
Net cash used in investing activities	(490,909)	1,090,933	(146,484)	(456,326)	1,098,747	(138,713)
Financing activities						
Dividends paid	(231,745)	(229)	(490)	(231,745)	(229)	(490)
Proceeds from bonds issued	2,751,896	544,401	-	2,751,896	544,401	-
Payments of bonds issued	(1,768,432)	(8,279)	(154,146)	(280,500)	=	(146,000)
Repayments of loans from financial institutions	(1,347,756)	(2,341,878)	(2,507,888)	(218,175)	(216,317)	(245,879)
Drawdowns from loans from financial institutions	2,914,975	894,284	1,522,235	492,947	=	217,775
Repayment of the lease liabilities	(73,630)	(64,523)	(57,442)	(70,135)	(62,429)	(57,000)
Net cash from/ (used in) financing activities	2,245,308	(976,224)	(1,197,731)	2,444,288	265,426	(231,594)
Net increase/(decrease) in cash and cash equivalents	5,135,111	(1,132,493)	421,020	5,134,801	(1,125,208)	413,940
Cash and cash equivalents at 1 January - gross value	11,270,506	12,242,063	11,698,460	11,270,425	12,234,872	11,698,363
Effect of foreign exchange rate changes	53,435	160,936	122,583	53,596	160,761	122,569
Cash and cash equivalents at 31 December - gross value	16,459,052	11,270,506	12,242,063	16,458,822	11,270,425	12,234,872
Impairment allowance	(2,883)	(1,398)	(5,255)	(2,882)	(1,397)	(5,258)
Cash and cash equivalents at 31 December -net value	16,456,169	11,269,108	12,236,808	16,455,940	11,269,028	12,229,614
Cash flow from operating activities include:						
Interest received	2,420,080	1,661,460	1,759,448	2,052,992	1,273,694	1,274,465
Interest paid	(706,784)	(306,797)	(451,235)	(619,477)	(200,734)	(314,748)

6. ANNEXES

There are attached to the present report the following documents:

6.1. Changes in the Constitutive Deed

-in the meeting of 26.05.2022, the Extraordinary General Meeting of Shareholders of UniCredit Bank S.A. decided to review Chapter IX and Chapter X of the Constitutive Act of the Bank and, consequently, to amend a series of articles in the respective chapters, in order to correlate them with the changes made in the regulatory framework and with the evolution of practices in the matter

- in the meeting of 21.10.2022, the Extraordinary General Meeting of Shareholders of UniCredit Bank S.A. decided to revise and amend art. 25.2. from the Constitutive Act of the Bank.

6.2. List of Bank's subsidiaries and its controlled entities

The list of subsidiaries and of entities controlled by the Bank as of 31 December 2022 is presented in the Annex 2.

6.3. Related parties' lists

The list of related parties is presented in the Annex 3.

6.4. Statements of the Supervisory Board and Management Board members regarding direct or indirect interests in entities

The statements of the Supervisory Board and Management Board members regarding direct or indirect interests in entities are presented in the Annex 4.

6.5. Annexes related to the members of the Supervisory Board and Management Board CVs

The CVs of the members of the Supervisory Board and Management Board are presented in the Annex 5.

6.6. Annexes related to changes in Supervisory Board and Management Board composition

The changes related to the Supervisory Board and Management Board composition are presented in the Annex 6.

6.7. Compliance statement

Statement of the Management Board Members that have assumed the responsibility for the preparation of the Consolidated Financial Statements as of 31 December 2022.

6.8. Financial statements and auditor's report

Consolidated Financial Statements as of 31 December 2022 prepared in accordance with IFRS as endorsed by European Union and audited by the external independent auditor Deloitte Audit SRL.

Andrei Florin Bratu Executive Vice-Preside

Revised by,

Dorin Constantin Pirpiliu

st Executive Vice-President

Accounting & Reporting Director

Annex 1: Changes in the Constitutive Deed



Extras din HOTĂRÂREA

ADUNĂRII GENERALE EXTRAORDINARE A ACȚIONARILOR UniCredit Bank S.A.

din data de 26.05.2022

Adunarea Generală Extraordinară a Acționarilor UniCredit Bank S.A., persoană juridică română organizată sub forma unei societăți pe acțiuni, administrată în sistem dualist, cu sediul social în București, Bulevardul Expoziției nr. 1F, sectorul 1, România, înregistrată în Registrul Bancar sub nr. RB-PJR-40-011/18.02.1999 și la Registrul Comerțului sub nr. J40/7706/1991, EUID: ROONRC J40/7706/1991, cod unic de înregistrare RO 361536, (denumită în continuare "Banca"), a fost convocată pentru data de 26.05.2022, începând cu ora 10.00 World Trade Center București, situat în București, Piața Montreal, nr.10, sector 1, sala de conferințe "Montreal", în prezența acționarilor înscriși în Registrul acționarilor Băncii la data de referință 16.05.2022, ce reprezintă 98,63 % din totalul drepturilor de vot.

Adunarea Generală Extraordinară a Acționarilor a fost convocată în mod legal de către Directoratul Băncii prin publicarea convocatorului în Monitorul Oficial al României, partea a IV-a, nr. 1714 din data de 21.04.2022 și în ziarul "Adevărul" din data de 21.04.2022, precum și pe pagina de internet a Băncii, potrivit prevederilor art. 117 și art. 117² al. 2 din Legea nr.31/1990 privind societățile, republicată, cu modificările și completările ulterioare.

Asupra aspectelor înscrise la **punctul 4** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

1. Modificarea art. 25.1. din actul Constitutiv al Băncii, care va avea următorul continut:

UniCredit Bank S.A.

Bulevardul Expozitiei nr. 1F, Sector 1, Bucuresti Tel +40 21 200 2020 e-mail: "Consiliul de Supraveghere este organul statutar al Băncii responsabil pentru supravegherea și monitorizarea procesului decizional de conducere, ce exercită un control permanent asupra conducerii activității Băncii, astfel cum este aceasta realizată de către Directorat și pentru supravegherea conducerii activității Băncii."

Asupra aspectelor înscrise la **punctul 5** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

2. Modificarea art. 25.2. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Consiliul de Supraveghere va fi alcatuit din minimum 3 (trei) și maximun 9 (nouă) membri aleși de către Adunarea Generală a Acționarilor Băncii, persoane fizice de cetățenie română sau straină, numiți pentru mandate de maximum 3 (trei) ani de la numire, cu posibilitatea de a fi realeși. Consiliul de Supraveghere va conține un număr adecvat de membri independenți, ținând cont de principiul proporționalității, dar nu mai puțin de 2 membri independenți. În cazul vacanței unui post de membru în Consiliul de Supraveghere care duce la scăderea numărului membrilor Consiliului de Supraveghere sub 3 (trei), Adunarea Generală a Acționarilor va fi convocată fără întârziere pentru completarea locurilor vacante."

Asupra aspectelor înscrise la **punctul 6** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

3. Modificarea art. 25.3. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Fiecare membru al Consiliului de Supraveghere trebuie să fie asigurat pentru răspundere profesională."

Asupra aspectelor înscrise la **punctul 7** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor



prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

4. Modificarea art. 26.2. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Consiliul de Supraveghere va asigura existența comitetelor consultative prevăzute de Legislația Română și va avea, în același timp, competența de a stabili orice alte comitete din rândul membrilor săi, astfel cum acestea vor fi considerate necesare în vederea desfășurării activității Băncii. În mod special, Consiliul de Supraveghere a stabilit (i) un Comitet de Audit, (ii) un Comitet de Administrare a Riscurilor, (iii) un Comitet de Nominalizare și (iv) un Comitet de Remunerare."

Asupra aspectelor înscrise la **punctul 8** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

5. Modificarea art. 26.3. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Astfel de Comitete au atribuții și responsabilități clar alocate și repartizate, în vederea consilierii Consiliului de Supraveghere în îndeplinirea obligațiilor pe linie de audit, risc, nominalizare și remunerare, de facilitare a dezvoltării și implementării unui cadru solid de administrare a activității, inclusiv în vederea pregătirii deciziilor ce vor fi luate de Consiliul de Supraveghere, sens în care vor prezenta membrilor Consiliului de Supraveghere recomandări în domeniile lor specifice de competență."

Asupra aspectelor înscrise la **punctul 9** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

6. Modificarea art. 26.4. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Fiecare dintre aceste comitete va fi compus din cel putin 3 (trei) membri ai Consiliului de Supraveghere, dintre care majoritatea vor fi membri independenți ai Consiliului de Supraveghere."

Asupra aspectelor înscrise la **punctul 10** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

7. Modificarea art. 26.5. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Reglementarea competențelor, organizării, componenței și modalității de adoptare a hotărârilor va fi detaliată în Regulamentele (Regulile de Procedură) ale acestor comitete aprobate de către Consiliul de Supraveghere."

Asupra aspectelor înscrise la **punctul 11** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

8. Modificarea art. 27.2. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Ședințele Consiliului de Supraveghere vor fi ținute oricând este necesar, dar cel puțin o data la 3 (trei) luni (i.e. de 4 (patru) ori într-un an calendaristic). Oricare dintre membrii Consiliului de Supraveghere poate autoriza alt membru al Consiliului de Supraveghere să îl reprezinte la ședințele Consiliului de Supraveghere. Un membru prezent poate reprezenta un singur membru absent."

Asupra aspectelor înscrise la **punctul 12** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

9. Modificarea art. 27.3. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Membrii Directoratului pot fi convocați la ședințele Consiliului de Supraveghere. Membrii Directoratului nu au drept de vot în cadrul ședințelor Consiliului de Supraveghere. Reglementarea organizării, convocarii ședințelor și modalitățile de adoptare a hotărârilor Consiliului



de Supraveghere va fi detaliată în Regulamentul (Regulile de Procedură) pentru Consiliul de Supraveghere."

Asupra aspectelor înscrise la **punctul 13** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

10. Modificarea art. 27.4. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Consiliul de Supraveghere poate ține ședințe în orice moment la sediul Băncii sau, dacă membrii Consiliului de Supraveghere au agreat, în orice alt loc considerat ca fiind potrivit, prin prezență fizică sau prin mijloace de comunicare la distanță (videoconferință), cu respectarea tuturor condițiilor din Legea Societăților, din prezentul Act Constitutiv și din Regulamentul (Regulile de Procedură) pentru Consiliul de Supraveghere."

Asupra aspectelor înscrise la **punctul 14** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

11. Modificarea art. 27.5. din actul Constitutiv al Băncii, care va avea următorul conținut:

"În situații speciale, ori de câte ori va fi necesar pe parcursul unui an calendaristic, inclusiv în cazurile ce impun adoptarea unor decizii imediate sau care, în interesul societății, nu pot fi amânate pentru următoarea ședință ordinară, deciziile Consiliului de Supraveghere pot fi adoptate în mod valabil și prin alte mijloace de comunicare la distanță (ex. teleconferință, e-mail) cu respectarea tuturor condițiilor din Legea Societăților, din prezentul Act Constitutiv și din Regulamentul (Regulile de Procedură) pentru Consiliul de Supraveghere."

Asupra aspectelor înscrise la **punctul 15** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

12. Modificarea art. 27.6. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Condiții de Cvorum și de Vot

- (i) Condițiile de Cvorum și de Vot pentru ședințele Consiliului de Supraveghere sunt cele stabilite de Legea Societăților.
- (ii) Prin excepție, deciziile adoptate conform art. 27.5. de mai sus, sunt valabile numai dacă toți membrii Consiliului de Supraveghere au convenit asupra unui astfel de mijloc de exprimare a voturilor și dacă toți membrii Consiliului de Supraveghere au votat pozitiv. Dacă în timpul procesului de votare prevăzut la art. 27.5., se relevă faptul că unul sau mai multe subiecte aflate pe ordinea de zi necesită dezbateri detaliate, subiectul va fi amânat până la o viitoare sedință organizată în conformitate cu prevederile art. 27.4."

Asupra aspectelor înscrise la **punctul 16** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

13. Modificarea art. 27.7. din actul Constitutiv al Băncii, care va avea următorul conținut:

"În afara competențelor sale generale de supraveghere și control asupra conducerii activității Băncii, astfel cum este aceasta realizată de către Directorat, Consiliul de Supraveghere va avea următoarele competențe:

- (i) să supravegheze implementarea hotărârilor luate de către Adunarea Generală a Acționarilor și să îndeplinească orice alte atribuții delegate în mod expres de către Adunarea Generală a Acționarilor;
- (ii) să aprobe strategia de ansamblu și liniile directoare ale Bancii;
- (iii) să aprobe situațiile financiare și propunerea Directoratului privind distribuirea profitului sau acoperirea pierderilor înainte de a fi supuse spre aprobare Adunarii Generale a Acționarilor de către Directorat și să înainteze Adunarii Generale a Acționarilor opinia sa asupra acestora;
- (iv) să aprobe propunerea Comitetului de Audit de numire/revocare a auditorului financiar înainte de a fi supusă aprobării Adunarii Generale a Acționarilor de către Directorat și să aprobe remunerația auditorului financiar urmare a propunerii Directoratului facută Comitetului de Audit;



- (v) să aprobe în prealabil bugetul de venituri și cheltuieli al Băncii și, după caz, programul de activitate pentru următorul an financiar, elaborate de către Directorat;
- (vi) să aprobe deschiderea și închiderea de filiale în România și în străinătate și deschiderea și închiderea de sedii secundare în străinătate;
- (vii) să propună Adunarii Generale a Acționarilor emiterea oricăror categorii de acțiuni și obligațiuni pe baza propunerii Directoratului;
- (viii) să numească și să revoce membrii Directoratului și să aleagă dintre membrii astfel numiți, Președintele Directoratului;
- (ix) în caz de vacanță a unei poziții de membru al Directoratului, să numească în cel mai scurt timp posibil un nou membru pentru perioada ramasă pană la expirarea mandatului Directoratului;
- (x) să aprobe numirea, revocarea/ demiterea și stabilirea remunerației coordonatorilor funcțiilor de control intern;
- (xi) să aprobe Regulamentul (Regulile de Procedură) pentru Directorat, pentru Consiliul de Supraveghere și pentru comitetele consultative subordonate Consiliului de Supraveghere;
- (xii) să numească membrii comitetelor consultative subordonate Consiliului de Supraveghere;
- (xiii) să organizeze cadrul aferent controlui intern al băncii conform reglementărilor în vigoare;
- (xiv) să raspundă în scris la notificările acționarilor care își exercită dreptul lor de control cu privire la conducerea băncii;
- (xv) să aprobe orice delegare către Directorat a competențelor de mai sus, în condițiile prevăzute de legislația aplicabilă;

Totodată, în limitele și pentru îndeplinirea adecvată a atribuțiilor sale, Consiliul de Supraveghere va avea orice responsabilități suplimentare astfel cum sunt acestea stabilite, din timp în timp, în Regulamentul (Regulile de Procedură) pentru Consiliul de Supraveghere."

Asupra aspectelor înscrise la **punctul 17** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

14. Modificarea art. 28.1. din actul Constitutiv al Băncii, care va avea următorul conținut:

UniCredit Bank S.A.

"Directoratul este organul statutar al Băncii format din persoane fizice care exercită funcții de conducere și care sunt împuternicite să desfășoare activitatea de conducere curentă a Băncii, răspunzând de modul de îndeplinire a acesteia în fața Consiliului de Supraveghere. Directoratul ia toate deciziile și adoptă toate măsurile necesare și utile în vederea aducerii la îndeplinire a obiectului de activitate al Băncii, cu excepția acelor decizii/ atribuții ce intră în competența Adunării Generale a Acționarilor Băncii sau a Consiliului de Supraveghere al Băncii."

Asupra aspectelor înscrise la **punctul 18** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

15. Modificarea art. 28.2. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Directoratul va fi compus din minimum 3 (trei) și maximum 9 (nouă) membri numiți de către Consiliul de Supraveghere pentru mandate egale cu durata mandatului Directoratului, cu posibilitatea de a fi realeși pentru mandate suplimentare. Durata mandatului Directoratului este de 3 (trei) ani. Numărul pozițiilor de membru al Directoratului trebuie să fie întotdeauna impar. Membrii Directoratului pot fi persoane fizice de cetățenie română sau straină și vor fi aleși de către Consiliul de Supraveghere. Consiliul de Supraveghere va numi Președintele Directoratului, care în același timp va deține funcția de Președinte Executiv (Chief Executive Officer). Membrii Directoratului pot fi revocați oricând de către Consiliul de Supraveghere. În caz de vacanță a postului, Consiliul de Supraveghere va proceda fără întârziere la desemnarea unui nou membru pe durata ramasă până la expirarea mandatului Directoratului."

Asupra aspectelor înscrise la **punctul 19** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

16. Modificarea art. 28.3. din actul Constitutiv al Băncii, care va avea următorul continut:

"Fiecare membru al Directoratului trebuie să fie asigurat pentru raspundere profesională."



Asupra aspectelor înscrise la **punctul 20** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

- **17.** Modificarea art. 28.4. din actul Constitutiv al Băncii, care va avea următorul conținut:
 - "Directoratul va avea în special următoarele competențe și responsabilități:
 - (i) să respecte și să asigure implementarea hotărârilor adoptate de Adunarea Generală a Acționarilor și ale Consiliului de Supraveghere și să îsi exercite atribuțiile expres delegate de către Adunarea Generală a Acționarilor și de către Consiliul de Supraveghere;
 - (ii) să prezinte Consiliului de Supraveghere în vederea aprobării prealabile și să supună aprobării Adunarii Generale a Acționarilor situațiile financiare și propunerile privind distribuirea profitului sau acoperirea pierderilor, precum și raportul Directoratului;
 - (iii) să propună și să supună aprobarii Adunarii Generale a Acționarilor bugetul de venituri și cheltuieli al Băncii, precum și planul de activitate pentru anul financiar următor aprobat de către Consiliul de Supraveghere;
 - (iv) să aprobe deschiderea și închiderea de sedii secundare în România;
 - (v) să revizuiască și să înainteze Comitetului de Audit propunerea privind numirea auditorului financiar, să încheie contracte cu auditorii financiari, ce îndeplinesc condițiile cerute de legislația aplicabilă în materie de audit statutar, în legatură cu auditarea situațiilor financiare ale Băncii, propunere ce va fi supusă aprobării Adunarii Generale a Acționarilor;
 - (vi) să aprobe creditele acordate persoanelor aflate în relații speciale cu banca, în conformitate cu reglementările Băncii Naționale a României și cu oricare prevederi legale aplicabile;
 - (vii) să încheie polițe de asigurare pentru bancă prin intermediul unei societăți de asigurări împotriva riscului de terorism, tâlhărie, pentru raspunderea directorilor și salariaților băncii și împotriva oricăror altor riscuri specifice activității băncii;
 - (viii) să stabilească și să aprobe directivele operaționale, procedurile și regulile interne ale băncii în conformitate cu liniile directoare ale

Holdingului și reglementările aplicabile, cu excepția celor stabilite în alt mod de către prezentul Act Constitutiv;

- (ix) să pregatească și să implementeze planurile de afaceri anuale și pe termen lung, planurile financiare și planurile strategice ale băncii în conformitate cu prevederile legale în vigoare și cu cele ale Actului Constitutiv;
- (x) să elaboreze strategia de ansamblu și liniile directoare ale Băncii;
- (xi) să stabilească politica de creditare anuală și politica de investiții în conformitate cu politica generală economică a băncii și cu liniile directoare ale Holdingului;
- (xii) să organizeze cadrul aferent controlui intern al băncii conform reglementărilor în vigoare;
- (xiii) să aprobe regulile privind semnăturile autorizate ale băncii, precum și competențele membrilor Directoratului și ale celorlalți angajați cu privire la acestea;
- (xiv) să stabilească funcțiile și limitele salariale ale angajaților băncii, precum și sistemul de acordare a bonusurilor, stimulentelor sau altor asemenea drepturi pentru angajați și să aprobe nivelul general al salariilor, bonusurilor, facilităților și altor stimulente așa cum acestea sunt stabilite în bugetul aprobat al băncii;
- (xv) să aplice sancțiuni administrative ți disciplinare salariaților băncii ți/sau să delege aceasta atribuție în conformitate cu procedurile și regulile interne ale băncii și în conformitate cu prevederile legale aplicabile în vigoare;
- (xvi) să aprobe și să revoce numirea directorilor și directorilor adjuncți ai departamentelor, directorilor și directorilor adjuncți ai sediilor secundare ale băncii ți/sau să delege această atribuție în conformitate cu procedurile și regulile interne ale băncii și în conformitate cu prevederile legale aplicabile în vigoare;
- (xvii) să aprobe emiterea de către Bancă în nume propriu a oricăror garanții, garanții de participare sau de bună execuție sau orice alte instrumente de credit similare sau scrisori de confort(altele decat garanțiile emise în legatură cu angajamentele asumate în cursul normal al activității prin intermediul creditelor comerciale curente) cu o valoare mai mare de 5.000.000 euro sau echivalentul acestei sume, numai cu informarea prealabila a Consiliului de Supraveghere;
- (xviii) să aprobe strategia și nivelul dobânzilor, comisioanelor, taxelor, tarifelor și al oricăror altor comisioane similare, în măsura în care reprezintă o schimbare importantă în comparație cu comisioanele folosite anterior;
- (xix) să aprobe orice tip de facilitate de creditare în RON și în monedă straină, incluzând emiterea de scrisori de garanție, avaluri, scontarea de



efecte de comerț, de acreditive, forfetări, cumpărarea de obligațiuni și alte titluri de valoare pentru un grup de clienți aflați în legatură sau pentru un singur debitor, care cumulat cu angajamentele existente ale acelui grup de clienți aflați în legatură sau ale acelui debitor, depășesc pentru respectivul grup de clienți sau pentru respectivul debitor o expunere de 10% din fondurile proprii de nivel 1 ale Băncii (denumită în continuare "Expunere mare"), sau majorează o astfel de Expunere Mare, în limitele prevăzute de lege și de prezentul Act Constitutiv. Orice astfel de Expunere Mare sau majorare a acesteia va fi raportată Consiliului de Supraveghere trimestrial. Aprobarea oricarei facilități de credit acordate unui grup de clienți aflați în legatură sau unui singur debitor, care cumulată cu toate obligațiile curente ale acelui grup de clienți aflați în legatură sau ale acelui debitor reprezintă o expunere sub 10% din fondurile proprii de nivel 1 ale Băncii poate fi delegată de către Directorat în conditâțiile legii și în conformitate cu reglementările interne;

(xx) să aprobe măsurile necesare pentru recuperarea creditelor neperformante, inclusiv prin dare în plată, prin conversia creanțelor în acțiuni ale societății comerciale debitoare precum și orice altă metodă pentru încasarea totală sau parțială a creanțelor și/sau delegarea acestei atribuții în conformitate cu reglementările interne;

(xxi) să analizeze portofoliul de credite și provizioanele de risc; evoluția portofoliului de credite neperformante, realizarea indicatorilor de buget; investițiile; activitatea sediilor secundare în ansamblu; situația și evoluția anumitor conturi bilantiere care influențează patrimoniul și profitabilitatea Băncii; și să raporteze periodic către Consiliul de Supraveghere în acest sens;

(xxii) să aprobe folosirea anumitor provizioane specifice de risc precum și transferul creanțelor care nu au fost încasate din activitatea bancară, inclusiv, dar fără a se limita la activitatea de creditare, la pierderi, în conformitate cu prevederile legale în vigoare;

(xxiii) să aprobe închirierea de bunuri mobile și imobile în condițiile legii și conform reglementărilor de Grup;

(xxiv) să actualizeze obiectul de activitate al băncii ca efect al legii și/sau cerințelor Băncii Naționale a României și să actualizeze în mod corespunzător Actul Constitutiv;

(xxv) să completeze obiectul de activitate al Băncii, având obligația de a raporta corespunzator Consiliului de Supraveghere;

(xxvi) să decidă asupra oricărui aspect în conformitate cu prevederile legale aplicabile în vigoare și cu prevederile prezentului Act Constitutiv;

UniCredit Bank S.A.

(xxvii) să fie responsabil pentru implementarea strategiilor stabilite de Consiliul de Supraveghere și să discute în mod regulat cu acesta în legatură cu implementarea și adecvarea respectivelor strategii; (xxviii) să dezvolte politici si procese aferente strategiilor.

Totodată, în limitele și pentru îndeplinirea adecvată a atribuțiilor sale, Directoratul va avea orice responsabilități suplimentare astfel cum sunt acestea stabilite, din timp în timp, în Regulamentul (Regulile de Procedură) pentru Directorat."

Asupra aspectelor înscrise la **punctul 21** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

18. Modificarea art. 28.6. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Directoratul poate ține ședințe în orice moment la sediul Băncii sau în orice alt loc considerat potrivit, prin prezență fizică sau prin mijloace de comunicare la distanță (videoconferință), cu respectarea tuturor condițiilor din Legea Societăților, din prezentul Act Constitutiv și din Regulile de Procedură ale Directoratului. "

Asupra aspectelor înscrise la **punctul 22** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

19. Modificarea art. 28.7. din actul Constitutiv al Băncii, care va avea următorul continut:

"În situații speciale, ori de câte ori va fi necesar pe parcusul unui an calendaristic, inclusiv în cazurile ce impun adoptarea unor decizii imediate sau care, în interesul societății, nu pot fi amânate pentru următoarea sedință ordinară, deciziile Directoratului pot fi adopate în mod valabil și prin alte mijloace de comunicare la distanță (ex. teleconferință, e-mail) cu respectarea tuturor condițiilor din Legea Societăților, din prezentul Act Constitutiv și din Regulile de Proceduă ale Directoratului."

Asupra aspectelor înscrise la **punctul 23** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor



prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

20. Modificarea art. 28.8. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Directoratul va decide cu privire la toate chestiunile care intră în competența sa pe baza votului pozitiv al majorității membrilor care participă la respectiva ședință. Deciziile adoptate conform art. 28.7. de mai sus, sunt valabile numai dacă toți membrii Directoratului au convenit asupra unui astfel de mijloc de exprimare a voturilor și dacă toți membrii Directoratului au votat pozitiv. Dacă în timpul procesului de votare prevăzut la art. 28.7., se relevă faptul că unul sau mai multe subiecte aflate pe ordinea de zi necesită dezbateri detaliate, subiectul va fi amânat până la o viitoare ședință organizată în conformitate cu prevederile art. 28.6."

Asupra aspectelor înscrise la **punctul 24** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

21. Modificarea art. 28.9. din actul Constitutiv al Băncii, care va avea următorul conținut:

"Ședințele Directoratului vor fi ținute oricând este necesar, dar cel puțin o dată pe lună, la sediul social al Băncii sau în orice alt loc, în conformitate cu condițiile prevăzute în Legea Societăților, în prezentul Act Constitutiv și în Regulamentul (Regulile de Procedură) pentru Directorat."

Asupra aspectelor înscrise la **punctul 25** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

22. Împuternicirea Președintelui Executiv al Băncii și a oricăruia dintre Vicepreședinții Executivi ai Băncii să semneze orice documente ce vor fi întocmite în baza hotărârilor Adunării Generale Extraordinare a Acționarilor, precum și să îndeplinească toate acțiunile și formalitățile necesare pentru înregistrarea și/sau publicarea hotărârii Adunării Generale Extraordinare a

Acționarilor și/sau a oricăror documente, potrivit reglementărilor legale în vigoare. Președintele Executiv al Băncii și, respectiv, oricare dintre Vicepreședinții Executivi ai Băncii pot împuternici oricare 2 (doi) salariați ai Băncii pentru aducerea la îndeplinire a acestui mandat.

Redactat astăzi, 22.06.2022

Președinte Executiv

Răsvan Radu

Digitally signed by CATALIN-RASVAN RADU Date: 2022.06.22 18:05:11 +03'00' Vice-Președinte Executiv

Diana Ciubotariu

Digitally signed by DIANA CIUBOTARIU Date: 2022.06.22 17:23:01 +03'00'



Extras din HOTĂRÂREA

ADUNĂRII GENERALE EXTRAORDINARE A ACȚIONARILOR UniCredit Bank S.A.

din data de 21.10.2022

Adunarea Generală Extraordinară a Acționarilor UniCredit Bank S.A., persoană juridică română organizată sub forma unei societăți pe acțiuni, administrată în sistem dualist, cu sediul social în București, Bulevardul Expoziției nr. 1F, sectorul 1, România, înregistrată în Registrul Bancar sub nr. RB-PJR-40-011/18.02.1999 și la Registrul Comerțului sub nr. J40/7706/1991, EUID: ROONRC J40/7706/1991, cod unic de înregistrare RO 361536, (denumită în continuare "Banca"), a fost convocată pentru data de 21.10.2022, începând cu ora 10.00 World Trade Center București, situat în București, Piața Montreal, nr.10, sector 1, sala de conferințe "Montreal", în prezența acționarilor înscriși în Registrul acționarilor Băncii la data de referință 03.10.2022, ce reprezintă 98,63 % din totalul drepturilor de vot.

Adunarea Generală Extraordinară a Acționarilor a fost convocată în mod legal de către Directoratul Băncii prin publicarea convocatorului în Monitorul Oficial al României, partea a IV-a, 3968 din data de 20.09.2022 și în ziarul "Adevărul" din data de 20.09.2022, precum și pe pagina de internet a Băncii, potrivit prevederilor art. 117 și art. 117² al. 2 din Legea nr.31/1990 privind societățile, republicată, cu modificările și completările ulterioare.

Asupra aspectelor înscrise la **punctul 6** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

6. Modificarea art. 25.2. din actul Constitutiv al Băncii, care va avea următorul conținut:

UniCredit Bank S.A.

Bulevardul Expozitiei nr. 1F, Sector 1, Bucuresti Tel +40 21 200 2020 e-mail: "Consiliul de Supraveghere va fi alcatuit din minimum 4 (patru) si maximum 9 (noua) membri alesi de catre Adunarea Generala a Actionarilor Bancii, persoane fizice de cetatenie romana sau straina, numiti pentru mandate de maximum 3 (trei) ani de la numire, cu posibilitatea de a fi realesi. Consiliul de Supraveghere va contine un numar de minimum 3 (trei) membri independenti. In cazul vacantei unui post de membru in Consiliul de Supraveghere care duce la scaderea numarului membrilor Consiliului de Supraveghere sub 4 (patru), Adunarea Generala a Actionarilor va fi convocata fara intarziere pentru completarea locurilor vacante."

Asupra aspectelor înscrise la **punctul 7** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

7. Aprobarea împuternicirii Președintelui Executiv al Băncii și a oricăruia dintre Vicepreședinții Executivi ai Băncii să semneze orice documente ce vor fi întocmite în baza hotărârii Adunării Generale Extraordinare a Acționarilor, precum și să îndeplinească toate acțiunile și formalitățile necesare pentru înregistrarea și/sau publicarea hotărârii Adunării Generale Extraordinare a Acționarilor și/sau a oricăror documente, potrivit reglementărilor legale în vigoare. Președintele Executiv al Băncii și, respectiv, oricare dintre Vicepreședinții Executivi ai Băncii pot împuternici oricare 2 (doi) salariați ai Băncii pentru aducerea la îndeplinire a acestui mandat.

Redactat astăzi, 07.11.2022

Președinte Executiv

Răsvan Radu

Digitally signed by CATALIN-RASVAN RADU Date: 2022.11.17 15:47:19 +02'00' Vice-Președinte Executiv

Diana Ciubotariu

Digitally signed by DIANA CIUBOTARIU Date: 2022.11.17 13:13:59 +02'00'

Annex 2: List of Bank's subsidiaries and its controlled entities

The list of subsidiaries and entities controlled by the Bank

The list of UniCredit Bank SA's subsidiaries controlled as of 31 December 2021 consists of:

No.	Legal entity name	Shareholding (%)	Entity type	Sole fiscal code	Trade Register No.	General Banking/IFN Register No.
1	UniCredit Consumer Financing IFN S.A.	50.10%	Subsidiary – directly controlled	24332910	J40/13865/2008	RG-PJR-41-110247 RG-PJR-41-110065
2	UniCredit Leasing Corporation IFN S.A.	99.98%	Subsidiary — directly and indirectly controlled	14600820	J40/3396/2002	RG-PJR-41-110176 RS-PJR-41-110031
3	UniCredit Insurance Broker S.R.L*	99.98%	Subsidiary —indirectly controlled	15514018	J40/8111/2003	-

^{*)} These legal entities are directly controlled by UniCredit Leasing Corporation IFN S.A

Annex 3: Related parties' lists

List of related parties

The list of UniCredit Bank SA's related parties as of 31 December 2022 consists of:

Curr. No.	Affiliate Part name	Affiliate Part Type
1	UNICREDIT BANK SA	Grup UniCredit
2	UNICREDIT BANK AUSTRIA AG	Grup UniCredit
3	UNICREDIT BANK AG, GERMANY	Grup UniCredit
4	UNICREDIT BANK AG SINGAPORE	Grup UniCredit
5	UNICREDIT BANK HUNGARY ZRT	Grup UniCredit
6	UNICREDIT SPA	Grup UniCredit
7	UNICREDIT BANK CZECH REP. AND SLOVAKIA	Grup UniCredit
8	UNICREDIT BANK AG, NEW YORK BRANCH	Grup UniCredit
9	UNICREDIT BANK CZECH REP. AND SLOVAKIA, SLOVAKIA BR	Grup UniCredit
10	UNICREDIT BULBANK AD	Grup UniCredit
11	UNICREDIT BANKA SLOVENIJA D D	Grup UniCredit
12	UNICREDIT BANK IRELAND PLC	Grup UniCredit
13	UniCredit SpA London Branch	Grup UniCredit
14	ZAGREBACKA BANKA DD	Grup UniCredit
15	UNICREDIT BANK AG LONDON BRANCH	Grup UniCredit
16	UNICREDIT BANK AG, HONG KONG	Grup UniCredit
17	AO UniCredit Bank	Grup UniCredit
18	UNICREDIT BANK SERBIA JSC	Grup UniCredit
19	UniCredit Luxembourg SA	Grup UniCredit
20	FactorBank AG	Grup UniCredit
21	UniCredit SpA, China	Grup UniCredit
22	UniCredit Bank AG, G	Grup UniCredit
23	UniCredit SpA, Abu D	Grup UniCredit
24	UNICREDIT LEASING FLEET MANAGEMENT SRL	Grup UniCredit
25	UNICREDIT LEASING CORPORATION IFN S.A.	Grup UniCredit
26	UNICREDIT INSURANCE BROKER S.R.L.	Grup UniCredit
27	DEBO LEASING IFN SA	Grup UniCredit
28	UNICREDIT FACTORING S.p.A.	Grup UniCredit
29	UNICREDIT CONSUMER FINANCING IFN S.A.	Grup UniCredit
30	U.B.I.S.AUSTRIA GMBH VIENA SUC.BUCURESTI	Grup UniCredit
31	UNICREDIT FACTORING EAD	Grup UniCredit
32	UCTAM RO SRL	Grup UniCredit
33	UniCredit Factoring	Grup UniCredit
34	U.B.I.S. SCPA MILANO SUCURSALA BUCURESTI	Grup UniCredit
35	YAPI VE KREDI BANKASI AS	Grup UniCredit
Curr. No.	Affiliate Part name	Affiliate Part Type
36	YAPI KREDI FAKTORING	Grup UniCredit

37	Bodirca Daniela Margareta	Grup UniCredit
38	Mihai Ovidiu Lazar	Management / Corporate officer
39	Guruianu Cornel-Marius	Management / Corporate officer
40	Bodirca Cristian	Management / Corporate officer
41	Mihaela Petraru	Management / Corporate officer
42	Roxana Bujor	Management / Corporate officer
43	Gabriel Jeflea	Management / Corporate officer
44	Eugenia Bolboros	Management / Corporate officer
45	Elena Florea	Management / Corporate officer
46	Antoaneta Curteanu	Management / Corporate officer
47	Ghiulea Daniel	Management / Corporate officer
48	Nedelcu-Popescu Loredana-Elena	Management / Corporate officer
49	Simona Petrescu	Management / Corporate officer
50	Andrei Bratu	Management / Corporate officer
51	Catalin Rasvan Radu	Management / Corporate officer
52	Dragos Birlog	Management / Corporate officer
53	Vedel Razvan-Florin	Management / Corporate officer
54	Mocanu Claudia	Management / Corporate officer
55	Dutu Ana Maria	Management / Corporate officer
56	Ilie Daniela	Management / Corporate officer
57	Adrian Codirlasu	Management / Corporate officer
Curr.	ACCU: . D .	ACCILI-L- D- UL T- U-
	Affiliate Part name	Affiliate Part Type
No. 58	AMALIA ELENA RADU	Management / Corporate officer
No.		
No. 58	AMALIA ELENA RADU	Management / Corporate officer
No. 58 59	AMALIA ELENA RADU Dutu Gheorghe Marius	Management / Corporate officer Management / Corporate officer
No. 58 59 60	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela	Management / Corporate officer Management / Corporate officer Management / Corporate officer
58 59 60 61	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International	Management / Corporate officer Management / Corporate officer Management / Corporate officer Management / Corporate officer
58 59 60 61 62	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru	Management / Corporate officer
58 59 60 61 62 63	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL	Management / Corporate officer
58 59 60 61 62 63 64	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast	Management / Corporate officer
58 59 60 61 62 63 64 65	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA	Management / Corporate officer
58 59 60 61 62 63 64 65 66	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL	Management / Corporate officer
58 59 60 61 62 63 64 65 66	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina	Management / Corporate officer
58 59 60 61 62 63 64 65 66 67	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina Global Plast Horeca	Management / Corporate officer
58 59 60 61 62 63 64 65 66 67 68	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina Global Plast Horeca Global Plast Business	Management / Corporate officer
58 59 60 61 62 63 64 65 66 67 68 69 70	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina Global Plast Horeca Global Plast Business Global Plast Trading	Management / Corporate officer
No. 58 59 60 61 62 63 64 65 66 67 68 69 70 71	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina Global Plast Horeca Global Plast Business Global Plast Trading Global Plast Invest	Management / Corporate officer
No. 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina Global Plast Horeca Global Plast Business Global Plast Trading Global Plast Invest Zash Product SRL	Management / Corporate officer
No. 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina Global Plast Horeca Global Plast Business Global Plast Trading Global Plast Invest Zash Product SRL YAPI VE KREDI BANKASI A.S	Management / Corporate officer
No. 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina Global Plast Horeca Global Plast Business Global Plast Trading Global Plast Invest Zash Product SRL YAPI VE KREDI BANKASI A.S LIKEBULB SRL	Management / Corporate officer
No. 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75	AMALIA ELENA RADU Dutu Gheorghe Marius Guruianu Alis Daniela Smartrade International Mocanu Sorin Alexandru CIRSTEA GABRIEL Global Plast BIRLOG ANDREEA MADALINA E.G.S. BUILDING CONSTRUCT SRL Ghiulea Alexandrina Global Plast Horeca Global Plast Business Global Plast Trading Global Plast Invest Zash Product SRL YAPI VE KREDI BANKASI A.S LIKEBULB SRL GAMAUF ALINA MIHAELA	Management / Corporate officer

Curr. No.	Affiliate Part name	Affiliate Part Type
79	GAP PROPERTY MANAGEMENT SRL	Management / Corporate officer
80	Dutu Ioana Cristina	Management / Corporate officer
81	ONYX SPORT SRL	Management / Corporate officer
82	MANAGEMENT BOARD ADVISORY	Management / Corporate officer
83	Sorin Dragulin	Management / Corporate officer
84	Bogdan Oniga	Management / Corporate officer
85	Gabriela Cristina Vedel	Management / Corporate officer
86	Panaitescu Daniela	Management / Corporate officer
87	Ani Cirstea	Management / Corporate officer
88	Ioana Ciucu	Management / Corporate officer
89	Alina Sichin	Management / Corporate officer
90	Manuta Dumitrache	Management / Corporate officer
91	Cristina Pusa Neagoe	Management / Corporate officer
92	Adrian Parvulescu	Management / Corporate officer
93	Adina lovu	Management / Corporate officer
94	Diana Ciubotariu	Management / Corporate officer
95	Philipp Gamauf	Management / Corporate officer
96	Nicola Longo Dente	Management / Corporate officer
97	Carlo Driussi	Management / Corporate officer
98	Alessandro Masotti	Management / Corporate officer
99	FEZA TAN	Management / Corporate officer
101	Gabriela Dragulin	Management / Corporate officer
102	Avram Larisa	Management / Corporate officer
103	Avram Romeo	Management / Corporate officer
104	Avram Geta	Management / Corporate officer

Annex 4:

Statements of the Supervisory Board and Management Board members regarding direct or indirect interests in entities

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mr. Andrei Bratu

TABLE A

Sec. II - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

Place/date: Bucharest, 14.02.2022

Signature:

	SEC. I) Companies controlled by the Corporate Officer (1)	er (1)
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
NIA	NIA	ΑίΝ
	SEC. II) Companies jointly controlled by the Corporate Officer (2)	
Company name	Registered Office (address, city, state)	officer (2)
NIA	Married Programme Programme Control of the Party of the P	Officer (2) Fiscal code/Vat registration no.
	N/A	Officer (2) Fiscal code/Vat registration no.
	N/A	Officer (2) Fiscal code/Vat registration no. N/A
**************************************	NIA	fficer (2) Fiscal code/Vat registration no. N/A

Place/date: Bucharest, 14.02.2022

Signature:

UniCredit Bank Internal Use Only

	Close relatives of the Corporate Officer (3)	er (3)
Name and surname	Place and date of birth	Fiscal code∕Vat registration no.
spouse(and/or partner more-uxorio)		
special control position in the control of		CNP
children		
		CNP-
grandchildren		
N/A		
parents		
		CNP.
		CNP-
grandparents		
		CNP -
brothers/sisters		
N/A	N/A	NIA
100	the first of the control of the cont	

Place/date: Bucharest, 14.02.2022

Signature:

Company name N/A	SEC. II) Comp	MATH FINANCE SRL AB - CONTEXPERT- BC SRL	Company name	SEC
Registered Office (address, city, state)	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2) of the relative	Bucharest, 61 Unirii Bd, bl.F3, Ap. 111 Bucharest, 29 Tineretului, bl.29, Sc.A, Ap.12	Registered Office (address, city, state)	SEC. I) Companies controlled by the close relatives of the name of the relative:
Fiscal code/Vat registration no.	f the Corporate Officer (2)	RO34198914 RO12663384	Fiscal code/Vat registration no.	the Corporate Officer (1)

Place/date: Bucharest, 14.02.2022

Signature:

UniCredit Bank Internal Use Only

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mrs. ANTOANETA CURTEANU

TABLE A

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer



registered Office (address, city, state)	Company name Registered Office (address, city, state)	
	SEC. II) Companies jointly controlled by the Corporate Officer (2)	
		Registered Office (address, city, state)

Place/date: Buchantat, 1741942

Signature:



BOARD MEMBER MRS. ANTOANETA CURTEANU

	Close relatives of the Corporate Officer (3)	er (3)
Name and surname	Place and date of birth	Fiscal code/Vat registration no.
spouse(and/or partner more-uxono)		
children		
parents		

BOARD MEMBER MRS. ANTOANETA CURTEANU

SEC	SEC. I) Companies controlled by the close relatives of the Corporate Officer (1)	of the Corporate Officer (1)
	name of the relative:	
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
E.G.S. BUILDING CONSTRUCT SRL	STR. CENTURII NR 5A.JILAVA ILFOV	RO 12870525
ONYX SPORT SRL	STR CENTURII NR 5A, JILAVA ILFOV	RO 41508970
SEC. II)	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2)	ves of the Corporate Officer (2)
	name of the relative	
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
KE BULB SRL	STR CENTURII NR 5A, JILAVA, ILFOV	RO 38684712
ONYX SPORT SRL	STR CENTURII NR 5A, JILAVA, ILFOV	RO 41508970
(

Place/date: By Showingt 19 Signature: // Unicredit Bank Internal Use Only

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mr. CARLO DRIUSSI

ABLEA

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

ABLEC

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

	SEC. I) Companies controlled by the Corporate Officer (1)	cer (1)
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
	SEC. II) Companies jointly controlled by the Corporate Officer (2)	Officer (2)
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.

Signature: (

Place/date: Brusharust, 8.02 loll

re: Outro	Signatu	Place/date: Non Change 108 02, 2012
		grandparents
X		
		parents
		chidren
		spouse(and/or partner more-uxorio)
Fiscal code/Vat registration no.	Place and date of birth	Name and surname

Place/date: Park Internal Use Only		Company name Registered Office (address, city, state)	name of the relative	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2)		Company name Registered Office (address, city, state)	name of the relative
Internal Use Only		y, state) Fiscal code/Vat registration no.		close relatives of the Corporate Officer (2)		y, state) Fiscal code/Vat registration no.	

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mr. Birlog Dragos

TABLE A

Sec. II - Companies ontrolled by the Corporate Officer
Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer.

Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer.

BOARD MEMBER MR.

		SEC. I) Companies controlled by the Corporate Officer (1)	
	Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
νa			
		SEC. II) Companies jointly controlled by the Corporate Officer (2)	ar (2)
	Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
n/a			

Place/date: Bucharest, February 8th, 2022

Signature: 1 Backer

UniCredit Bank Confidential

	Close relatives of the Corporate Officer (3)	er (3)
Name and surname	Place and day of birth	Fiscal code/Var neglistration no.
spouse(and/or pictrier more uxorio)	dote city c city c	
children	date cay a cay a	
grandohidran Ala		
Sareros		
	Chip only o	
grandjonerca n/a		
properties.		
	CIND CAN OF CAN OF CAN OF	

Place/date: Bucharest February 8th, 2022

Signature

SEC. I) C	SEC. I) Companies controlled by the close relatives of the Corporate Officer (1)	Corporate Officer (1)
name of the relative	0	
Company name	Registered Office (address, city, state)	Fiscal poderVat registration no.
P/B		
SEC: II) Comp	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2) of the relative	f the Corporate Officer (2)
Соптрану нате	Registered Office (address, city, state)	Fiscal code/Val registration no.
7.8		

Place/date: Bucharest, February 8th, 2022

Signature:

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mrs. Diana Ciubotariu

TABLE A

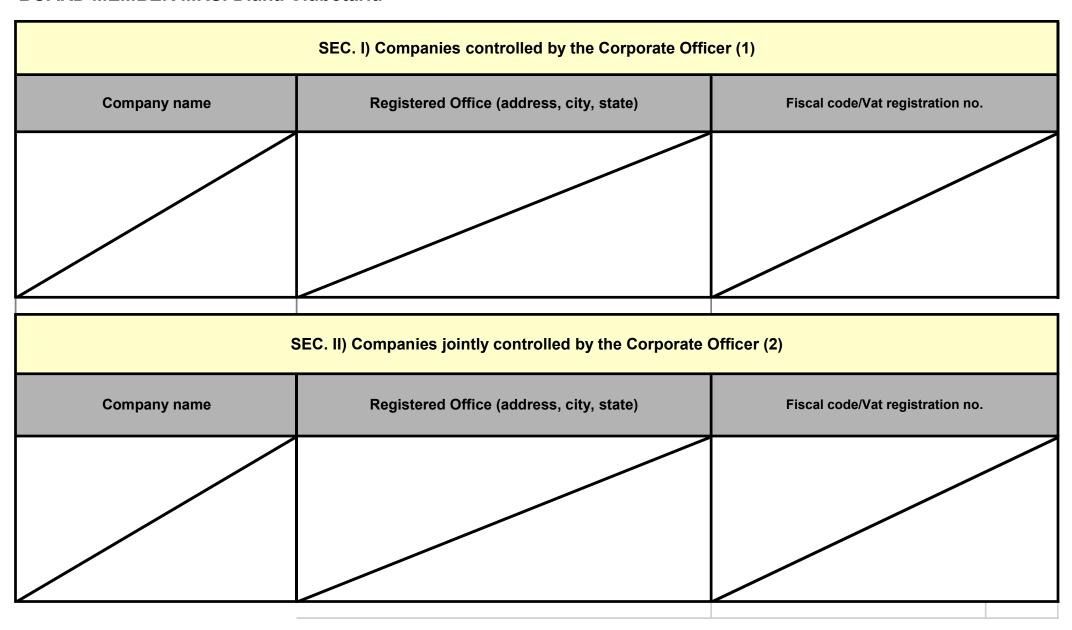
Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer



Place/date: Bucharest, 09.02.2022

Signature:

4.

BOARD MEMBER MRS. Diana Ciubotariu

	Close relatives of the Corporate Office	cer (3)
Name and surname	Place and date of birth	Fiscal code/Vat registration no.

Place/date: Bucharest, 09.02.2022 Signature:

4.

SEC. I)	Companies controlled by the close relatives of t	the Corporate Officer (1)
name of the relative	Not the ca	ase
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
SEC. II) Co	ompanies jointly controlled by the close relative	s of the Corporate Officer (2)
name of the relative	Not the case_	
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.

Place/date: Bucharest, 09.02.2022 Signature: UniCredit Bank Internal Use Only

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Ms.

Feza Tan

TABLE A

Sec. I - Companies controlled by the Corporate Officer

Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer
Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

.Fiscali,code.Wat registration.no.	Registered Office (address, city, state)	Company name
Officer (2)	SEC. II) Companies jointly controlled by the Corporate Officer (2)	
Fiscal code/Val registration no.	Registered Office (address, city, state):	Company name
cer (1)	SEC. I) Companies controlled by the Corporate Officer (1)	

Place/date: Belgrade, 03.12.2021. Signature: Feza Tan

	Close relatives of the Corporate Officer (3)	icer (3)
Name and surname	Place and date of birth	Fiscal code/yat registration no:
spouse(and/or partner more-uxorlo)		
children	The second secon	
1		
grandchildren		
parents		
grandpurents		
brothers/sisters		
		minimizer of the control of the cont

Place/date: Belgrade, 03.12.2021.

Signature: Feza Tan

nternal	
ash	
VICO	
- Uni	
Ged.	
near	

Company name	name of the relative	SEC. II) (Company name	name of the relative	SEC. I
Registered Office (address, city, state)	ative	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2)	Registered Office (address, city, state)	ative	SEC. I) Companies controlled by the close relatives of the Corporate Officer (1)
Fiscal code/Watt expectation no.		of the Corporate Officer (2)	Fiscalicode/Valuagistrationsno.		Corporate Officer (1)

Place/date: Belgrade, 03.12.2021.

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mr. Nicola Longo Dente

TABLE A

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

BOARD MEMBER MR. NICOLA LONGO DENTE

ser (1)	Fiscal code/Vat registration no.	Officer (2)	Fiscal code/Vat registration no.	
SEC. I) Companies controlled by the Corporate Officer (1)	Registered Office (address, city, state)	SEC. II) Companies jointly controlled by the Corporate Officer (2)	Registered Office (address, city, state)	
	Company name	S	Company name	

Place/date: Bucharest, 09/02/2022

BOARD MEMBER MR. NICOLA LONGO DENTE

	Close relatives of the Corporate Officer (3)	ser (3)
Name and surname	Place and date of birth	Fiscal code/Vat registration no.
spouse(and/or partner more-uxorio)		
children		=
ì		
brothers/sisters		
	•	

Place/date: Bucharest, 09/02/2022

Signature:

Digitally signed by NICOLA LONGO DENTE Date: 2022.02.09 17:34:51 +02'00'

BOARD MEMBER MR. NICOLA LONGO DENTE

he Corporate Officer (1)		Fiscal code/Vat registration no.	of the Corporate Officer (2)		Fiscal code/Vat registration no.	
SEC. I) Companies controlled by the close relatives of the Corporate Officer (1)	ve	Registered Office (address, city, state)	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2)	Ve.	Registered Office (address, city, state)	
SEC. I) (name of the relative_	Company name	SEC. II) Co	name of the relative_	Company name	

Place/date: Bucharest, 09/02/2022 Signature:

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mr.

TABLE A

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

BOARD MEMBER MR. RASVAN RADU

cer (1)	CUI: 43742577		Officer (2)	Frecal code/out capitivation is		
SEC. I) Companies controlled by the Corporate Officer (1)	Friedjstyres Office (address, othe states)		SEC. ii) Companies jointly controlled by the Corporate Officer (2)	· **egistered cyficeptagedress, city, steleta		
	Complete/Thanse		SE			

UniCredit Bank Confidential

À

Signature:

Place/date: Bucuresti, 17.02.2022

Close relatives of the Corporate Officer (3)	The state of the s				

Place/date: Bucuresti, 17.02.2022

Signature: 🤈

UniCredit Bank Confidential

BOARD MEMBER MR. RASVAN RADU

— IIII — IIIII — IIIII — IIIII — IIIII — IIII — IIIII — IIIII — IIIII — IIIIII

Signature:

Place/date: Bucurestl, 17.02.2022

1 - 100 Crede Bank Confidental

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mr HUSEYIN FAIK ACIKALIN

TABLE A

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Office:

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

5167

BOARD MEMBER MR. HUSEYIN FAIK ACIKALIN

	SEC. I) Companies controlled by the Corporate O	officer (1)
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
		NONE
NONE	NONE	
	SEC. II) Companies jointly controlled by the Corporat	te Officer (2)
Company name	SEC. II) Companies jointly controlled by the Corporat	te Officer (2) Fiscal code/Vat registration no.
	Registered Office (address, city, state)	
Company name	1	Fiscal code/Vat registration no.
	Registered Office (address, city, state)	Fiscal code/Vat registration no.
	Registered Office (address, city, state)	Fiscal code/Vat registration no.
	Registered Office (address, city, state)	Fiscal code/Vat registration no.
	Registered Office (address, city, state)	Fiscal code/Vat registration no.
	Registered Office (address, city, state)	Fiscal code/Vat registration no.
	Registered Office (address, city, state)	Fiscal code/Vat registration no.
	Registered Office (address, city, state)	Fiscal code/Vat registration no.

Place/date:

ISTANBUL/TURKEY, 25.02.2022

BOARD MEMBER MR.HUSEYIN FAIK ACIKALIN

	Close relatives of the Corporate Office	er (3)
Name and surname	Place and date of birth	Fiscal code/Vat registration no.
	1	
	8	
	4	

Place/date:

ISTANBUL/TURKEY 25.02.2022

BOARD MEMBER MR HUSEYIN FAIK ACIKALIN

Company name NONE	NONE	NONE
Company name		
name of t	Registered Office (address, city, state)	Fiscal code/Vat registration no.
SEC. II) Companies jointly controlled by the	e close relatives of the Corporate Officer (2)	
INC GAYRIMENKUL YATIRIM VE DAINSMANLIK AS	KEMERPARK 24 34077 GOKTURK ISTANBUL TURKEY	GOP VD 3960677994
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.

Place/date: ISTANBUL/TURKEY, 25.02.2022

UniCredit - Confidential.

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mr/ Ms. GRAZIANA MAZZONE

TABLEA

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLEC

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

BOARD MEMBER MR/ MS. GRAZIANA MAZZONE

Company rathe		
	Registered Office (address, city, state)	First tedeviif postration so.
SEC. II) C	SEC. II) Companies jointly controlled by the Corporate Officer (2)	Wilder (2)
Company name	Registered Office (address, city, state)	Flacal sode/Val Higistration mo.

Place/date: 73/02/22

Signature: Gazana Pezzux

BOARD MEMBER MR/ MS. GRAZIANA MAZZONE

	Close relatives of the Corporate Officer (3)	3)
Mame and surname	Place and date of birth	Fiscal code/Vat registration no.
spouse(and/or partner more-unorite)		
children		
grandchildren		
parents		
grand parents		
brothers/shakers		

Place/date: 23/02/22

Signature: Out Justile Hoper

BOARD MEMBER MR/ MS. GRAZIANA MAZZONE

	SEC. I) Companies controlled by the close relatives of the Corporate Officer (1)	rporate Officer (1)
	rame of the relative	
Company name	Registered Office (address, city, state)	Flacal code/Vat registration sec.
	OWNER, AS OF INCENSIT, OF THE INDIVIDUAL ENTERPRISE OWNER, AS OF 67652011, OF THE INDIVIDUAL ENTERPRISE	GRINGL KOT 42NSESL. VCZPLASGNZGNGPZJ
	SEC. it) Companies jointly controlled by the close relatives of the Corporate Officer (2)	e Corporate Officer (2)
	name of the relative	
Company name	Registered Office (address, city, state)	Flacet code/Flat registration no.
152 1		**
Piacoldate: 23/02/22	Signature Googlass Mezzass	

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mrs Luboslava Uram

LARIE A

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLEC

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer



Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
None		
	SEC. II) Companies jointly controlled by the Corporate Officer (2)	Officer (2)
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
None		

Signature: Luboslava Uram

Place/date: Milan, February 13th, 2022

BOARD MEMBER MRS Luboslava URAM

Close relatives of the Corporate Officer (3)	Place and date of birth Fiscal code/Vat registration no.	NA			N/A Mra			N/A	
	Name and surname		dhèdeen	granddadaen		spendpreng	brothers/staters		

Place/date: Milan, February 13th, 2022

Signature:

Luboslava Uram

BOARD MEMBER MRS Luboslava URAM

UniCredit - Internal Use Only

	name of the relative	
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
COMPLET - STAV s.r.a.	Jankolova 1548/4 ; Brabslava - mostská časť Petržalka 851 04 ; Slovenská republika	Company ID: 50 887 149 / 119661/B Obchodného registra Okresného súdu Bratislava I
ETS Company 8: r. o.,	Jankolova 1548/4 , Brabsiava - mestska časť Petržaika 851 04 , Slovenská republika	Company ID: S2 875 563 / 143229/B. Obchodného registra Okresného sudu Bratislava I.
MSM GROUP s. r. o.	Jankolova 15484 , Bratislava - mestaka čast Petržalka 851 84 , Slovenská republika	Company ID: 54:363:110 / 158257/B. Obchodneho registra Okresného sudu Bratislava i
	name of the relative	
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
2U Advisory Services s. R. O.	Voznica 84, 966 81 Zamovica, Slovenska republika	Company ID:36 521 307 / Okreany súd v Banská Bystrica
SEC	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2)	s of the Corporate Officer (2)
name of the relative	e relative	
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
None		

Signature: Luboslava Uram

Place/date: Milan, February 13th, 2022

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mrs. Z. NAZAN SOMER OZELGIN

TABLEA

Sec. I - Companies cartifalled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLEB

Close relatives of the Corporate Officer

TABLEC

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the Eose relatives of the Corporate Officer

BOARD MEMBER MRS. Z. NAZAN SOMER OZELGIN

Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
NAZAN SOMER OZELGIN(NEST CONSULTANCY SERVICES)	HUZUR MAH, UMAR BOK, GOKDENIZ IS MERKEZI NO:1 KAT 2 34485 SARIYER-ISTANBUL-TURKEY	15710387518
SEC. I	SEC. II) Companies jointly controlled by the Corporate Officer (2) Registered Office (address, city, state)	er (2) Fiscal code/Vat registration no.
CASESTUDY TURKEY LTD	HUZUR MAH. UMAR BOK. GOKDENIZ IS MERKEZI NO 1 KAT.2 34485 SARIYER-ISTANBUL. TURKEY	BESIKTAS 2030620079
PRIME ASIA TURKEY TEKSTIL URUNLERI SAN. VE TIC. LTD.	HUZUR MAH. UMAR SOK. GOKDENIZ IS MERKEZI NO.1 KAT.2 34485 SARIYER-ISTANBUL-TURKEY	BESIKTAS 7330941902

Place/date: Istanbul, February 09,2022

BOARD MEMBER MRS. Z. NAZAN SOMER OZELGIN

Close relatives of the Corporate Officer (3)	Place and date of birth Fiscal code/Vat registration no.						
OIO .	Name and surname	asnods	children	parents	grandparents	brothers/sisters	

Place/date: Istanbul, February 09,2022

Signature:

Ø

BOARD MEMBER MRS. Z. NAZAN SOMER OZELGIN

Company name Registered Office (address, city, state) Fiscal code/Vat registration no. AKINA TICARET VE SANAYI LIMITED SIRKETI YENI CAMLICA MAH. TURKISH TAX REGISTRY TEM YAN YOLU NO.27 SARIGAZI 3250052500 ATASEHIR-ISTANBUL. TURKEY	Registered Office (address, city, state) D SIRKETI YEN! CAMLICA MAH TEM YAN YOLU NO.27 ATASEHIR-ISTANBUL TURKEY	
YENI CAMLICA MAH. TEM YAN YOLU NO.27 ATASEHIR-ISTANBUL. TURKEY	YENI CAMLICA MAH TEM YAN YOLU NO.27 ATASEHIR-ISTANBUL TURKEY	
		TURKISH TAX REGISTRY
		SARIGAZI 3250052500
TURKEY	TURKEY	

	-	
1	2	
	ě	
į	Ĕ	
-1	ō	
	2	
	Ē	
	ă	
	ō	
,	6	
	š	
	5	
	8	
1	3	
•	35	
3	ē	
	9	
	ő	
1	ö	
-	2	
9	S	
	-	
	ĕ	
1	5	
	2	
34	8	
	>	
1	=	
1	₫	
- 1	9	
-	Ě	
	Da Da	
7	E	
	3	
1	È	
	:	
į,		
4	ŭ	
CHO	SE	
010	SEC.	
010		
010		
010		

name of the relative

Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
ZS TEKSTIL TICARET VE SANAYI LIMITED SIRKETI	HUZUR MAH, UMAR SOK, GOKDENZ IS MERKEZI NO 1 KAT 2 34485	TURKISH TAX REGISTRY
	SAFWER-STANBUL-TURKEY	BESIKTAS 9960081880
A		
CASESTUDY TURKEY LTD	HUZUR MAH UMAR SOK, GOKDENIZ IS MERKEZI NO 1 KAT 2 34485	BESIKTAS 2030620079
	SARIVER-ISTANBUL-TURKEY	
PRIME ASIA TURKEY TEKSTIL URUNLERI SAN, VE TIC. LTD.	HUZUR MAH UMAR SOK, GOKDENIZ IS MERKEZI NO 1 KAT 2 34465	BESIKTAS 7330941902
	SARYER-ISTANBUL-TURKEY	

Signature:

Place/date: Istanbul, February 09,2022

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Supervisory Board Member - Mr. Pasquale GIAMBOI

TABLEA

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLE C

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer



SEC. I) Companies controlled by the Corporate Officer (1)	Registered Office (address, city, state)	7846530989	SEC. II) Companies jointly controlled by the Corporate Officer (2)	Registered Office (address, city, state)		
SEC. I) Companies cor	Registered Office	CORSO VITTORIO EMANUELE II.	SEC. II) Companies Jointly	Registered Office		
	Company name	FELSINA S.R.L. SOLE SHAREHOLDER		Сотрану пате		

Signature:

Sofia 01/02/2022

Chautho

UniDeditsi, riternal the Onty

	Close relatives of the Corporate Officer (3)	ır (3)
Name and surrame	Place and date of birth	Fiscal code/Vat registration no.

Signature:

Sofia 01/02/2022

Champhi

LINECHERS, JAMES ISS CREY

Ovey dokument je klasifikovan kao interno This document is classified as internal

porate Officer (1)		Fiscal code/Vat registration no.	e Corporate Officer (2)	Fiscal code/Vat registration no.
SEC. I) Companies controlled by the close relatives of the Corporate Officer (1)	NONE	Registered Office (address, city, state)	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2)	Registered Office (address, city, state)
SEC. I) C		Company name	SEC. II) C	Company name

BUSTO ARSIZIO, 09/02/2022

Signature: (Column

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Supervisory Board Member - Mr. Pasquale GIAMBOI

TABLEA

Sec. 1 - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLEC

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer



Company name Company name Registered Office (address, city, state) FELSINA S.R.L. (SOLE SHAREHOLDER) ULITZA SUDAPESHTA, Z.L. SGRUMA, AP. 2. 1000 SOFIA BULGARIA TELSINA EOOD (SOLE SHAREHOLDER) ULITZA SUDAPESHTA, Z.L. SGRUMA, AP. 2. 1000 SOFIA BULGARIA SEC. II) Company name Registered Office (address, city, state) Fiscal code/Vat registration no.		SEC. I) Companies controlled by the Corporate Officer (1)	er (1)
SEC. II) Companies jointly controlled by the Corporate Officer (2) Registered Office (address, city, state) Fiscal code/Val registration ne	Company name	Registered Office (address, city, state)	Flacal code/Vat registration no.
SEC. II) Companies jointly controlled by the Corporate Officer (2) Registered Office (address, city, state)	FELSINA S.R.L. (SOLE SHÄREHOLDER) FELSINA EOOD (SOLE SHAREHOLDER)	WALE LUIGI MAINO 10, 20129 MILANO (MI) ITALY ULITZA BUDAPESHTA, 22, SGRADA 2, AP. 2, 1000 SOFIA BULGARIA	7646530969
Registered Office (address, city, state)		SEC. II) Companies jointly controlled by the Corporate O	fficer (2)
	Company name		Fiscal gode/Vat registration no.

Signature:



Sofia 27/04/2022

|--|

Signature:

Soffa 27/04/2022

SEC.	SEC. I) Companies controlled by the close relatives of the Corporate Officer (1)	corporate Officer (1)
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.
EKO INVEST 81 000	UL HRISTO YOVEVICH, 2, M3, bx.b.ef.2 2000 SAMOKOV BULGARIA	2022352657
SEC. II)	SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2)	the Corporate Officer (2)
	NONE	
Company name	Registered Office (address, city, state)	Fiscal code/Vat registration no.

Soffa 27/04/2022

2

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mr. Riccardo Roscini

TABLEA

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly costilialed by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

TABLEC

Sec. I) Corrapanies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

BOARD MEMBER MR. RICCARDO ROSCINI

Not applicable: no companies controlled		Transfer to the second
	The second secon	
- 10-	The state of the s	
SEC.	SEC. (I) Companies jointly controlled by the Corporate Officer (2)	Officer (2)
Сотраду пате	Registered Office (address city, state)	Elscal code/Vat orgistration no.
Val applicable: no companies jointly controlled		

Place/date:

Signature: Crossoda JO-



BOARD MEMBER MR, RICCARDO ROSCINI

Close relatives of the Corporate Officer (3)	e of birth	
Close relatives of	Place and date of birth	
	Marring and Suistame.	

Place/date:

Mitan, Fishruary 17th 2022

Signature: Autout

D MEMBER MR. RICCARDO ROSCINI

Unicedit Csefdwing

Company terms SEC. 11 Companies jointly controlled by the close relatives of the Corporate Officer (2) rame of the relative (not applicable - no companies jointly controlled by close relatives) Requising Terms Requising Office (address, city, state) Final code/(it maintend on more controlled)		name of the relative (hall applicable - no companies commoned by class removed)	
SEC 11) Companies jointly controlled by the close relatives of the Corporate Of name of the relative (not applicable - no companies jointly controlled by close resistive (not spalicable - no companies jointly controlled by close resistive (not spalicable - no companies jointly controlled by close re		Regulatored Offices (address, 2/ty) strikd).	Frigat manifest remember no
SEC. II) Companies jointly controlled by the close relatives of the Corporate Of name of the relative (not applicable - no companies jointly controlled by close resistive (not septime (address, city, attite)			
name of the relative (not applicable - no companies jointly controlled by close re Registerial Office (address, city, state)	SEC III Compani	es jointly controlled by the close relatives of the C	Sorporate Officer (2)
Registeried Office (address, city, state)	name of the relativ	in (not applicable - no companies jointly controlled	d by close relatives]
		Registerial Office (address, city, state)	Flacal codd/Vill registbation no.

date:

Signaturo

UniCredit - Confidential.

Template to communicate the required information in compliance of Bank of Italy Circular 263/2006

to Board Member - Mrs. TEODORA ALEXANDROVA PETKOVA

TABLE A

Sec. I - Companies controlled by the Corporate Officer Sec. II - Companies jointly controlled by the Corporate Officer

TABLE B

Close relatives of the Corporate Officer

ABLEC

Sec. I) Companies controlled by the close relatives of the Corporate Officer Sec. II) Companies jointly controlled by the close relatives of the Corporate Officer

UniCredit - Confidential

orate Officer (1)		Fiscal code/Vat registration no.		Corporate Officer (2)		Fiscal code/Vat registration no.		
SEC. I) Companies controlled by the close relatives of the Corporate Officer (1)	е	Registered Office (address, city, state)		SEC. II) Companies jointly controlled by the close relatives of the Corporate Officer (2)	Q	Registered Office (address, city, state)		Signature:
SEC. I) Cor	name of the relative	Company name	NONE -	SEC. II) Comp	name of the relative	Company name	ONE	Place/date: 2//04/2022

ser (3)	Fiscal code/Vat registration no.							
Close relatives of the Corporate Officer (3)	Place and date of birth							
	Name and surname	spouse(and/or partner more-uxorio)	children	grandchildren	parents	grandparents	brothers/sisters	

Signature:

Place/date:

UniCredit - Confidential

icer (1)	Fiscal code/Vat registration no.	Officer (2)	Fiscal code/Vat registration no.	
SEC. I) Companies controlled by the Corporate Officer (1)	Registered Office (address, city, state)	SEC. II) Companies jointly controlled by the Corporate Officer (2)	Registered Office (address, city, state)	
	Company name		Company name	IONE

Signature:

Place/date:

Annex 5:

Annexes related to the members of the Supervisory Board and Management Board CVs



Antoaneta Curteanu

Curriculum vitae

EXPERIENCE

2019 - present

Executive Vicepresident – Retail division, mermber of Management Board, Unicredit Bank S.A. (Romania) (Romania, 1F Bvd. Expozitiei, sect 1 Bucharest)

Member of Supervisory Board Unicredit Consumer Financing IFN S.A. Romania

May 2016 - 2019

Head of Corporate Investment Banking and Private Banking, member of the Management Board, UniCredit Bulbank (Bulgaria, 7 Sv.Nedelya sq. 1000 Sofia),

July 2010 - April 2016

Chief Executive Officer, UniCredit Leasing Corporation IFN SA (Romania, 23-25 Ghețarilor Str., groundfloor, 1st, 2nd and 4th floors, sector 1, Bucharest)

June 2007 – July 2010

Deputy Head of Corporate Investment Banking & Private Banking Division and Global Transactioning Director, UniCredit Tiriac Bank (Romania, Bd. Expozitiei nr. 1F, sector 1, Bucharest)

May 2005 - June 2007

Executive Vice President, in charge with Corporate activity, UniCredit Romania SA (Romania, 16 Splaiul Unirii, sector 3, Bucharest

October 2004 - May 2005

Deputy Managing Director, UniCredit Romania SA (Romania, 16 Splaiul Unirii, sector 3, Bucharest)

February 2004 – October 2004

Corporate Network Manager, UniCredit Romania SA (Romania, 16 Splaiul Unirii, sector 3, Bucharest)

October 2003 - February 2004

Regional Manager Bucharest, UniCredit Romania SA (Romania, 16 Splaiul Unirii, sector 3, Bucharest)

February 2000 – October 2003

Main Branch Manager, Bucharest, UniCredit Romania SA (Romania, 16 Splaiul Unirii, sector 3, Bucharest)

April 1999 - February 2000

Senior Relationship Manager, UniCredit Romania SA (Romania, 16 Splaiul Unirii, sector 3, Bucharest)

January 1998 – April 1999

Head of Documentary Credits Department, UniCredit Romania SA (former DemirBank) (Romania, 16 Splaiul Unirii, sector 3 Bucharest)

March 1996 – January 1998

Export Department Manager, Commercial Bank "ION TIRIAC", International Division H.O. (Romania, 4 Doamnei Street, sector 3, Bucharest)

September 1993 - March 1996

Documentary Credits Specialist, Commercial Bank "ION TIRIAC", International Division H.O. (Romania, 4 Doamnei Street, sector 3, Bucharest)

August 1991 – September 1993

Payment Order Specialist, Commercial Bank "ION TIRIAC", International Division H.O. (Romania, 4 Doamnei Street, sector 3, Bucharest)

September 1986 - August 1991

Accounting Department, METALOGLOBUS, Bucharest Factory (Romania, 38 Fantanica Street, sector 2, Bucharest)

Carlo Driussi

Member of the Management Board and Executive Vice President in UniCredit Bank S.A., since September 2019, responsible for the COO Area.

Senior Vice President in a leading European Banking Group, with 25 years of experience and skills in COO area and HR field.

UniCredit Group

September 2019 - Current position

Member of the Management Board and Executive Vice President, UniCredit Bank S.A. (Romania), Bucharest Head of Global Banking Service Division (COO)

September 2015 – December 2018

Head of Global Banking Service Division, UniCredit Bank of Serbia, Belgrade

Permanent participant at the Board of Directors of the Bank.

Permanent participant at the Credit Committee

Member of the Management Team of the Bank.

Member of the Cost Management Node of the Bank.

January 2011 - August 2015

Head of Human Resources Department, UniCredit Bank of Serbia, Belgrade

Permanent invited participant at the Board of Directors of the Bank.

Member of the Management Team of the Bank.

October 2007 - December 2010

Global HR Business Partner CFO Area, UniCredit Holding, Milan

July 2002 - October 2007

HR Director/Manager, several companies of Capitalia Group, Rome

April 2006 – October 2007: HR Management Holding of Capitalia Group

February 2005 – April 2006: HR and Internal Comunication Manager, Capitalia Informatica

May 2003 – January 2005: HR Director, Capitalia Service JV, Rome (Start-up of a joint venture with **Goldman Sachs** for managing non-performing loans)

July 2002 - April 2003: HR Business Partner, Capitalia Holding, Rome

May 2000 - June 2002

Business Assistant of Area Manager, Banca di Roma, Rome

September 1997 - January 2001

Internal Audit staff member, Back Office staff member, MedioCredito Centrale, Roma

Competencies in:

Internal Audit management, Infra Banking operations management.

DIANA CIUBOTARIU

Member of Management Board of UniCredit Bank S.A. – since March 2021

Experience:	
UniCredit Bank S.A.	
LEGAL DIRECTOR	May 2016-2021
Banca Transilvania S.A., Bucharest SENIOR COUNSEL	December 2015 – May 2016
Volksbank Romania, Bucharest (Austrian Banking Group) DIRECTOR OF THE LEGAL & CORPORATE GOVERNANCE DIVISION	2011 – December 2015
Volksbank Romania, Bucharest (Austrian Banking Group) HEAD OF THE LEGAL DEPARTMENT	2009 - 2011
Volksbank Romania, Bucharest (Austrian Banking Group) DEPUTY HEAD OF THE LEGAL DEPARTMENT	2006 - 2009
Volksbank Romania, Bucharest (Austrian Banking Group) LEGAL ADVISER	2005 – 2006
Trimarin SRL, Bucharest (Foreign Trade and Business Consultancy Company) LEGAL ADVISER	2002 – 2005
Sirbu Benedict Law-Office, Bucharest	2000 - 2002

LEGAL ASSISTANT

TRAINING AND CERTIFICATION

Volksbank Akademie Management Development CEE Program (Viena)	2006	- 2008
Management Development Program Strategy Human Invest		2013
National Bank of Romania Approval for exercising responsibilities as coordinator of legal activities within Volksbank Romania S.A.	9	2015
Romanian Banking Association Award for special contribution and active involvement in supporting the banking o	community o	2015 bjective
UniCredit - Group - Leadership Curriculum First Vice-President Onboarding Program "Making the difference" (Turin)		2016
National Bank of Romania Approval for exercising responsibilities as coordinator of legal activities within UniCredit Bank S.A.		2016
UniCredit - Group - Women in Leadership Program (Milan)		2018

LANGUAGE SKILLS

English: fluent French: good Italian: basic Spanish: Basic

Romanian: mother tongue

BIRLOG DRAGOS – MARIAN Professional Profile

III – JOB EXPERIENCE

June 2021 – present

UniCredit Bank S.A. – Compliance Division – Executive Vice-president, coordinator of Compliance Division, member of the Management Board

- Directly coordinates the areas of activity of Compliance Division related to: Compliance Office Unit, Compliance Measurement, Monitoring and Control Unit, AML Unit and DPO technical structure.
- Is individually responsible for the proper management of the abovementioned areas of activity, falling under his direct coordination.
- Acts within the Bank as the coordinator of the Compliance Function, as an independent control function

August 2017 – June 2021

UniCredit Bank – Compliance Department – Head of Compliance Responsibilities:

- Coordination of Compliance Department's activity
- Participation in selection of Complience Departmentt's personnel, performace appraisal, identification on personal development programmes for employees in Compliance Unit
- Budget management for Compliance Unit
- identification, evaluation, monitoring and control of compliance risk in accordance with the legislation, internal regulations and Group policies;
- providing advice to the management body on the provisions of the legal and regulatory framework and on the standards that a credit institution needs to meet and shall assess the possible impact of any changes of the legal and regulatory framework on the credit institution's activities;\
- Identification of impact of legislative changes applicable to the Bank's activities and information thereto of the heads of departments and members of the management body
- Verification of new products and internal regulations in order to ensure compliance with the legal provisions of existing laws and legal provisions that will become applicable in the future.
- Reporting of all information requested by the applicable legislation to the management body. Group entities as well as of any compliance topic deemed relevant to the management body, Audit Committee, Risk management etc.
- Coordinating the implementation of internal regulations related to money laundering, CFT and financial sanctions;
- Elaboration of methodolgies for measuring compliance risk
- Ensuring necessary mechanisms dedicated to cooperation with other organizational structures in the Bank in order to ensure the realization of Compliance Department's mission

May 2016 - August 2017

UniCredit Bank - Compliance Department - Team Leader Compliance Office

Responsibilities:

- Coordination of Compliance Unit activity
- Participation in selection of Complience Unit's personnel, performace appraisal, identification on personal development programmes for employees in Compliance Unit
- Budget management for Compliance Unit
- Permanent contact with Head of Compliance
- identification, evaluation, monitoring and control of compliance risk in accordance with the legislation, internal regulations and Group policies, within areas under Compliance remit;
- providing advice to the management body on the provisions of the legal and regulatory framework and on the standards that a credit institution needs to meet and shall assess the possible impact of any changes of the legal and regulatory framework on the credit institution's activities;
- ensuring the implementation of compliance culture within the organization;
- elaboration of internal regulation regarding the adequate implementation of the applicable legal framework;
- providing recommendations for the correction of non-compliant situations identified:
- regular reporting to the management structure of any aspects regarding compliance risk;
- participation in projects and formlation of opinions on new products and new/amended internal regulations from a compliance risk perspective
- Responsibilities related to the position of Anti-Corruption Officer

June 12th, 2012 - May 2016

UniCredit Tiriac Bank - Compliance Department - Compliance Officer (in addition - Anti-Corruption Officer)

Responsibilities

- development, implementation and oversight of an effective Anti-Corruption Programme;
- adoption of the relevant Holding Company's Global Compliance Rules and, in accordance with all relevant local legal and regulatory requirements, proposal of any supplements as required, as well as coordinating the activities directed to the correct application of such Global Compliance Rules:
- providing advice on the local Anti-Corruption Programme;
- assisting Employees with the performance of due diligence on anticorruption issues including assessment of material gained during the due diligence exercise and advice on Red Flags; and
- investigation of any reported Acts of Corruption

Responsibilities

- identification, evaluation, monitoring and control of compliance risk in accordance with the legislation, internal regulations and Group policies, within areas under Compliance remit;
- providing advice to the management body on the provisions of the legal and regulatory framework and on the standards that a credit institution needs to meet and shall assess the possible impact of any changes of the legal and regulatory framework on the credit institution's activities;
- ensuring the implementation of compliance culture within the organization;
- elaboration of internal regulation regarding the adequate implementation of the applicable legal framework;
- providing recommendations for the correction of non-compliant situations identified;
- egular reporting to the management structure of any aspects regarding compliance risk;
- participation in projects and formlation of opinions on new products and new/amended internal regulations from a compliance risk perspective

April 2007 - March 2011: UniCredit Tiriac Bank S.A., General Secretariat Department

Legal Advisor – Corporate Law Advice and Shareholders

Relations

Responsibilities:

- implementing Group's rules on corporate governance and ensuring compliance with applicable Group regulations
- organizing Supervisory Board's meetings, preparing necessary documents, checking compliance of documents with the provisions of applicable legislation, Constitutive Act and internal procedures
- support for the Supervisory Board members in fulfilling their attributions
- managing the Supervisory Board decisions' Register, following-up on Supervisory Board's decisions implementation
- Group Reporting
- ensuring accurate communication between corporate bodies: Supervisory Board, Management Board, General Shareholders' Meeting
- Preparing General Shareholders Meetings
- Support for the shareholders

March 2004 – April 2007: Governments' General Secretariat (SGG)

Counselor for European Affairs – Legal Department Responsibilities:

- attributions in elaborating legal provisions (Government's Decisions, draft Laws) within area of expertise
- ensuring compliance with legal provisions on elaboration of normative acts
- issuing endorsements and recommendations on draft normative acts submitted for approval in the weekly Government's Meeting
- ensuring cooperation with foreign specialists on specific projects

November 2003- March 2004:

Mondotrans S.A. – Targoviste Legal Advisor – Legal Department Responsibilities:

• Court representation

• Drafting necessary documents for legal representation





Feza Tan

ABOUT ME

Business turnaround leader with an extensive career path of nearly 29 years of professional experience in banking, including risk management, corporate and investment banking, and strategic planning lead to substantial managerial experience with more than 17 years holding executive positions including CEO position in international environment.

Progressed through roles consistently, deepened capability with successful tracks record. Passionately focused on developing and implementing business strategy, business improvement, specialized in creating value through change and transformation, innovation and enhancing performance.

Successful change and transformation manager, results-oriented with a proven record of accomplishment in delivering sustainable, bottom-line results.

Recognized for business leadership, team creation, analytic skills and cultural adaptability. Adept in the following skills:

- Business Strategy
- Strategic Planning
- Profitability Improvement
- Risk Management
- Corporate Finance
- Investment Banking
- Retail Banking
- People Development
- · Operations Management and Leadership
- Change Management & Transformation

WORK EXPERIENCE Deputy Chief Executive Officer

UniCredit Bank S.A. (Romania) [12/2021 – Current]

• Ensures the day to day management of the Bank, collectively with the other members of the Management Board, in accordance with the law and the Constitutive Act

- Represents and engages the Bank according to the legal regulations, to the Constitutive Act and to the decisions of the Supervisory Board and/or General Meeting of Shareholders
- Ensures that decisions of the Management Board and the Supervisory Board are implemented, if and as the case may be
- Manages any other tasks assigned by the Management Board or by the Supervisory Board, if the case may be, in line with the Constitutive Act, the decisions of the Management Board and of the Supervisory Board and the provisions of the internal regulations
- Directly coordinates the areas of activity related to the Human Resources Division, Customer Experience
 Unit, Insurance Strategic Partnership & Business Development technical structure and Transformation
 Office unit
- Ensures the overall alignment of all the sales activities (Retail and Private Banking Division and CIB
 Division) as well as an adequate involvement of technical and operational resources (GBS related areas),
 with the view to soundly achieve the Bank's sales objectives in an efficient and effective manner

Chief Executive Officer / Chairwoman of Executive Committee

UniCredit Bank Serbia JSC [04/2018 – 08/2021]

Responsible primarily for: UniCredit Bank Serbia JSC operations, corporate, commercial banking; PI & SME retail business (Total assets as of Q12021 - MEUR 4,166, as of 2019 second largest bank in terms of assets 10.5%; Total revenue consolidated MEUR 160.6, 72 branches, 1314 employees)

With other Management Board members the competence is related to organization and supervision the Bank's daily operations and is responsible for implementing the internal controls system and for the functioning for that

system. Decisions of the Management Board shall be deemed adopted by majority of votes of the total Management Board members

Key accomplishments:

- Driving forward the digital transformation of banking business and exploit modern technology with aim to stay close to customers and provide them with excellent experience
- Introduction of first robot software in Serbia which speeded up certain processes up to 5 times
- Development and deploy of unique branch frontend system decreasing administrative work in retail, reduced time to open / serve client, more secure account management, better overview of clients data, integrated AML
- Development of paperless cash transactions and account opening in branches project making branches paper free, along with signing the documents using tablets, digital signature added using ID certificate or similar
- Development of new PI UW tool simplifying lending products process for PIs, automated decision making, reducing time for credit applications processing, increasing and improving cross-selling, setting up the basis for further development of digital sales;
- Introduction of Instant payments system within the bank, part of national project of NBS in Serbia
- Successful implementation of several regulatory initiatives (moratoria, state guarantee scheme, GDPR, etc.)
- International awards: The Bank of the Year in Serbia by Euromoney and Bank of the year in Serbia by The Banker. The first bank in Serbia with Top Employer Certificate by Top Employers Institute. Numerous

international recognitions for trade finance, Best cash management, Best Trade Finance and Best sub custodian Bank rewards by renowned magazines such Euromoney and Global Finance

Head of Corporate and Investment Banking / Executive Committee Member Yapı ve

Kredi Bankası A.Ş. [02/2013 - 04/2018]

Responsible primarily for:

- Directly coordinating the areas of activity related to the Corporate & Investment Banking Division, namely theactivities of: Corporate Commercial Strategy Department, GTB Department Markets Department, Corporate Finance Advisory Team, Financial Groups & Public Institutions Department, Large Corporate Department, Mid-Corporate Department, International Clients Department, Project finance and Structured Finance
- Ensure that decisions of the Executive Committee, of the Supervisory Board and of the General Meeting of Shareholders are implemented, if and as the case may be
- Manage any other tasks assigned by the Executive Committee or by the Supervisory Board, the decisions of the Executive committee and of the Supervisory Board and the provisions of the Bank`s internal regulations

These responsibilities included following areas:

- Project Finance (3# in Turkey)
- Strategy and marketing activities
- Cash Management & Trade Finance (1# and last 4 years Euromoney winner in Turkey)
- Investment Banking (3# M&A, sole PPP financial advisor, unique Capital Structure Advisory in Turkey)
- \circ Bank's Repositioning on 2nd rank among the private banks in total cash & non-cash loan in related segments 47 BL USD
- Subsidiaries of YapiKredi (Total Asset: Factoring: 834 MN USD, Leasing: 2.9 BN USD, Nederland: 2.4 BN USD, Azerbaijan: 243 MN USD, Malta: 176 MN USD)
- Credit Committee & Board Member (excluding Board Member position in NV)
- First Automatic Financial Analysis tool based on AI, which has been recognized and awarded both in international and local markets
- Corporate, commercial and multinational companies (17 cities, clients over 10 MN USD turnover, 51 branches in total, 645 sales force, 22.000 active clients)

Key Accomplishments:

- Leading 1.458 people at Corporate and Commercial Banking Management and related subsidiaries.
 Further upgrade of client offers, maximizing cross selling and value creation throughout the bank and its subsidiaries as well as driving high quality client service approach via employee, products and process digitalization
- Establishment of new bank in Malta (subs. of Yapı Kredi Bank)
- Managing the selling process of a bank in Russia (subs. of Yapı Kredi Bank)

Vice General Manager / Head of Corporate and Commercial Credit Department *Yapı ve Kredi Bankası A.Ş.* [2009 – 2013]

Responsible primarily for: Managing the implementation of all aspects of the risk function, including

implementation of processes, tools and systems to identify, assess, measure, manage, monitor and report risks

Further area of responsibilities were:

- Assist in the development of and manage processes to identify and evaluate business areas' risks and control self-assessments
- \circ Manage the process for developing risk policies and procedures, risk limits and approval authorities \circ Monitor major and critical risk issues
- Manage the corporate risk and control assessment reporting process as well as manage industrial & country risks
- In charge of orchestrating the management and disposals of Non-Performing Loans, Bad Loans and any Distressed Assets

Group Head of Corporate & Commercial Credit Underwriting

Yapı ve Kredi Bankası A.Ş. [2001 - 2009]

- Manage evaluation of the credit limit and terms conditions of the clients which have turnover above 10 MN USD
- Obtained authorization approval limit level up to 20 MN USD

Different positions within Yapi Kredi, member of UniCredit Group & KOÇ Holding Group

Yapı ve Kredi Bankası A.Ş. [1993 – 2001]

- Started career as Management Trainee in Corporate Credits where after two years became Analyst in Corporate Credits
- In 1997, appointed as Corporate and Project Finance Underwriting Manager, leading establishment of first Project Finance team in Commercial Banking system in Turkey

Member of Supervisory Board

UniCredit Consumer Financing IFN S.A. [28/02/2022 - Current]

Country: Romania

Member of Supervisory Board

UniCredit Leasing Corporation IFN S.A [24/02/2022 - Current]

Country: Romania

EDUCATION AND TRAINING Risk Management Program

Manchester Business School [01/1996 – 04/1996]

Bachelor in Economics

Boğaziçi University [1988 – 1993]

Risk Compliance Audit & Regulatory Affairs Program

[11/2020 - 12/2020]

Leading Business in the Future Program

London Business School [19/11/2018 – 25/11/2018]

Unicredit SVP Leadership Program

[2016]

Lead-BeGlobal Silicon Valley

[2016]

UniCredit Unifuture

[2012]

LANGUAGE SKILLS

Mother tongue(s): Turkish Other

language(s): English

Rasvan Radu

PROFESSIONAL EXPERIENCE

Present	UniCredit Bank Romania - CEO			
	Country Chairman Romania: UniCredit Bank; UniCredit Leasing Corporation, UniCredit Consumer Finance (UCFin)			
2005 - 2007	UniCredit Romania – Executive President and Chief Executive Officer			
2001- 2005	Raiffeisen Bank – EVP, Head of Retail			
2000 – 2001	Romanian Savings Bank (CEC) – EVP, Head of Retail and Restructuring			
1991 – 2000	Romanian Commercial Bank			
	1997 - 2000 - Director - Capital Markets Division			
	Coordinated the foreign subsidiaries in London, Paris, Milano, Frankfurt, Cairo and Chisinau			
	Member of the Board Anglo-Romanian Bank London, Banca Italo-Romena Milano and MISR Romanian Bank Cairo			
	1997-1998 Set-up BCR-Chisinau Subsidiary in Moldova.			
	1996 - Deputy Director - International Division; Project Manager - RCB inaugural Eurobond issue.			
1992-1994	Hanbet Corp USA			
	Responsibilities: - training of local dealers, representation & implementation in: Indonesia, Tunisia, Bulgaria, Lebanon			
1990-1991	Enterprise of Peripheral Equipment			
	Responsibilities: - computer maintenance			

OTHER ACTIVITIES

- Member of the Board of Directors of Romanian Credit Bureau;
- Member of the Board of Directors of Aspen Institute Romania;
- President of the Council of Banking Employers in Romania;
- Former Member of the Board of Directors of Amundi Asset Management S.A.I. S.A;
- Former Chairman of the Business Advisory Commission of the Prime Minister of Romania

TRAINING EXPERIENCE

1997	Eastern European Training Program - Merrill Lynch - New York (5 weeks)				
1996	Capital Markets - Merrill Lynch International - London (2 weeks)				
1996	International Bankers Seminar - Bank Hapoalim - Israel (2 weeks)				
1996	Executive Management Program - American Express Bank (2 weeks)				
1995	Reimbursements, Collections & Documentary Credits - International Chamber of Commerce - Paris and Barcelona				
1993	"Train the Trainer" course - Barclays Bank, International Trade Finance (2 weeks)				
1992	SWIFT, La Hulpe - Belgium (4 weeks)				

• LANGUAGES: English (fluent), Italian (fluent), French (good)

CURRICULUM VITAE

PASQUALE GIAMBOI

Chairman of Supervisory Board of UniCredit Bank S.A. - since July 2019

He has a vast and diversified professional experience in the banking sector and held in more than 45 years a number of prominent positions in UniCredit Group until it becomes Executive Vice President.

After hold growing roles in the Italian Network, on 1995 he took up the responsibility for developing alternative channels distribution and, four years later, he took up the role of Marketing Director for UniCredit Spa.

In October 2000, he became Director of the Retail and Private Banking Area within the Italian Banks Division of the UniCredit Spa and in May 2001 was nominated Central Co-director.

From October 2003 until December 2008 he was Chief Executive Officer of UniCredit Banca per la Casa, the first specialized mortgage lender in Italy. He was also from March 2007 to December 2008 President of European Mortgage Federation in Bruxelles (Belgium).

From January 2009 until June 2009 he was General Manager of UniCredit Consumer Financing Bank in Italy.

On July 2009 he was appointed Head of Business Advisory Central & Eastern Europe (CEE) Banking Operations of UniCredit S.p.A.

Starting from January 2011, he was nominated Member of the Management Board and Head of the Retail Banking Division of UniCredit Bulbank (Bulgaria).

He was appointed from October 2013 Head of UniCredit S.p.A. Permanent Establishment in Vienna (Austria) till his retirement on May 2018.

Pasquale Giamboi during his long career in the banking sector has held the role of member of the Board of Director or member of the Supervisory Board of numerous banking and non-banking companies, within and outside UniCredit Group, in Italy, Germany, Austria, Ukraiane and Bulgaria

Currently Pasquale Giamboi is President of the Supervisory Board of UniCredit Bank S.A. Romania since April 2020, President of the Supervisory Board of UniCredit Bank Slovenia d.d. since March 2019 and President of the Supervisory Board of UniCredit Bank a.d. Banja Luka (Bosnia & Erzegovnia) since October 2017.

FAIK ACIKALIN

Member of Supervisory Board of UniCredit Bank S.A. – 2020 – present

Professional experience:

Years 1987-1992 1992-1994 1994-1995 1995-1996 1996-1998 1998-2005 2005-2007 2007-2009	Company Interbank Marmarabank Kentbank Finansbank Demirbank Disbank Fortis Bank Turkey Dogan Newsprint Media	Position Mgmt. Trainee/Int. Auditor/Acc. Officer Credit Marketing Management Credit Marketing Management Credit Marketing Director Branch Manager Branch Mng/COO/Deputy COO/CEO CEO CEO
2009-2017	Yapi Kredi Bankasi	CEO/Chairman of EXCO
2010-2017 2011-2017	KOC Financial Services KOC Holding	CEO/Chairman of EXCO President
2011 2011	1100 Holding	Troducin
2018-PRESEN	T MIGROS TURKEY	MEMBER/SUPERVISORY BOD
2018-PRESEN	T DOGAN HOLDING	MEMBER/SUPERVISORY BOARD
2018-PRESEN	T ECZACIBASI HOLDING	MEMBER/SUPERVISORY BOARD
2018 – March 2	2022 UCI Russia	MEMBER/SUPERVISORY BOARD
2009 – 2017	YAPI KREDI INVEST	CHAIRMAN
2009 – 2017	YAPI KREDI LEASING	CHAIRMAN
2009 - 2017	YAPI KREDI FACTORING	CHAIRMAN
2009 – 2017	YAPI KREDI BANK NEDERLAND NV	CHAIRMAN
2009 - 2017	YAPI KREDI BANK AZERBAIJAN	CHAIRMAN
2009 – 2017	YAPI KREDI BANK MOSCOW	CHAIRMAN
2011 2014	YAPI KREDI INSURANCE/PENSION	CHAIRMAN
2014 - 2017	YAPI KREDI BANK MALTA	CHAIRMAN
2011 - 2017	YAPI KREDI KORAY REAL ESTATE INV	TRUST CHAIRMAN
2011 - 2017	BANQUE DE COMMERCE ET DE PLAI	CEMENTS S.A. VICE CHAIRMAN

Teodora Petkova

Head of Eastern Europe Division, UniCredit Group



A senior executive with 20 years of experience in banking.

Result and value driven executive manager, holding two best accredited EMBA degrees, graduated with honors. **Strong** leadership profile with ability to engage and inspire people, drive team turnarounds, improve engagement index and foster team spirit.

UniCredit Bulbank, in the last two years, continued its local undisputable leadership and sound value generation, amplified by the locally initiated **Strategy of Simple Banking**, led by the CEO, with clear actions under the four pillars: customer experience, employer value proposition, digitalization and sustainable & ethical business origination.

An experienced CRO with profound expertise in **enterprise risk management**, **credit operations**, **NPE strategies** and **strategic risk** guidelines. While CRO, with the initiated NPE transformation, implying organizational set up, strategy and process in place, execution accelerated **NPE% reduced with more than 1000 bps**.

Gained **cross-divisional experience** in CIB, has enriched the managerial profile and the ability to act as an universal manager. Impactful participation in the Bulgarian Association of Commercial Banks (acting as the Deputy Chair of the Board of Directors), and in the Board of Directors of the Council of Women in Business.

Education

2016 - June 2017

Global Executive MBA, with two Master of Business Administration degrees - MBA awarded by the WU (Vienna University of Economics and Business) and MBA awarded by the University of Minnesota. Graduated among top 5 students, with honors.

2001 - 2002

Master Degree in Finance, Finance and Accounting Department at University of National and World Economy, Sofia, Bulgaria

Oct. 1996 - Dec. 2000

Bachelor Degree in Finance, Finance and Accounting Department at University of National and World Economy, Sofia, Bulgaria

Working Experience

May 2021 - present

Head of Eastern Europe, UniCredit Group

- Group Executive Committee Member, and business divisional head with direct responsibilities for the Eastern Europe franchise of Unicredit - Bulgaria, Bosina and Herzegovina, Croatia, Romania, Serbia and joint responsivity for Russia;

May 2019 -Oct.2021

CEO and Chairman of the Management Board of UniCredit Bulbank AD

- Responsible for the bank's governance, strategy execution and business performance
- In addition, acting as a Chair of the Supervisory boards of the subsidiaries: UniCredit Consumer financing and Unicredit leasing

Sept. 2016 - May 2019 Chief Risk Officer

- MB member, responsible for risk management division and risk management processes in the Bank
- Having responsibility for proper risk management processes and results in UCB subsidiaries, exercised via

Competence line subordination of subsidiaries' CROs.

- SB member of UniCredit Consumer Financing EAD
- Chairing head of the Credit Council of UCB and member of the Credit Committee
- Chairing head of the Provisioning and Restructuring Committee

Sept.2015 - Sept. 2016

Head of International Center/First Vice President, Corporate and Investment Banking Division, UniCredit Bulbank, Sofia, Bulgaria

- Directly reporting to Head of CIB, who is a MB Member of UniCredit Bulbank
- Leading a team of twenty eight people through 4 direct reports, grouped in three coverage units Germany, Austria, Turkey corporate clients coverage, Italian clients coverage and also Rest of the World corporate clients coverage, and in addition Business development manager; Managing the relationship with close to 2500 corporate clients (every 2 out of 3 international companies in Bulgaria are clients of IC)
- Organizing the achievement of budget targets defined for the international clients through development of sales strategy, developing and monitoring of the commercial action plans;
- Interacts with the International Centers/Departments in the other Banks from UniCredit Group in order to provide premium complex banking service to the Internationals
- Member to Credit Council of UniCredit Bulbank with voting rights for credit transactions of international clients.

Dec.2009 - Sept. 2015

Head of Credit Risk Department/First Vice President, Risk Management Division, UniCredit Bulbank, Sofia, Bulgaria

- Directly reporting to the Chief Risk Officer, MB Member of UniCredit Bulbank
- Management of the Credit risk stemming from the credit underwriting activity of the bank; defining the risk appetite of the Bank in terms of industries concentration, Specialized Lending Transactions criteria, PD cut offs of the corporate clients;
- Leading and Managing of team of close to 90 people via 5 direct reports, organized in five units (Corporate Underwriting, SME Underwriting, Individuals Underwriting, Collateral Management and Corporate Credit Transactions post Approval Management)
- Exercising the highest single approval limit (the next decision taker is the collective body Credit Council)
- Member of the Credit Council and Credit Committee of the Bank (there the members are the CEO, the COO, the CRO, Head of CIB and Head of Credit Risk)
- Managing the relations and exchange of best Underwriting Practices on CEE Underwriting level **In addition:**

2011 - August 2015

 Member of the Management Board of UniCredit Factoring EAD (100% subsidiary of UniCredit Bulbank) and Chairing the Credit Committee of the Factoring Company
 Member of the Supervisory Board to UniCredit Consumer Financing EAD (100% subsidiary of UniCredit Bulbank)

Nov 2007 - Dec 2009

Senior Manager Corporate & Key Clients underwriting Unit - managing 30 risk managers, member of Credit Council, awarded with personal competences, participating in the definition of risk appetite for new business

May 2007 – Nov 2007

Manager of the Credit Team responsible for credit underwriting and risk assessment of Domestic Large and Mid-Corporates, Corporate Underwriting Unit, Credit Risk Department ,CRO competence line, UniCredit Bulbank, Sofia, Bulgaria

- Awarded with personal approval competences
- Managing a team of 15 + risk managers, responsible for risk assessments of domestic mid and large corporates;
- Preparing risk assessment and rating approval for the clients that in my personal portfolio.
- Leading the post-merger implementation (three local banks merged into UnICredit Bulbank) of best underwriting practices, setting the internal documentations Lending and Rating rules, credit policies, and ect.
- Full staffing of the team and training of the risk managers

Jan 2002 - May 2007

- Senior Credit Analyst, Credit Underwriting Unit, Credit Risk Department, Bulbank, Sofia, Bulgaria
- Credit risk assessments on credit applications, specialized in Large corporate, Project Financings & Syndicated case
- Presenting the credit applications in front of the Credit Council of the Bank
- Trainer in Credit Excellence program (Pilot program carried jointly with UniCredit S.p.A colleagues), providing exhaustive training on financial analysis, loan types, reading beyond the financials of companies

Languages

Bulgarian Native English Fluent

Russian Good; Reading comprehension - Very Good

Italian Basic;

Courses & Certifications

Sustainable Leadership and Corporate Responsibility / LBS - April 2021

Disruptive Strategy / HBS Online - July 2020

May 2015 – Nov 2015 UniFuture Program Participant

UniFuture is UniCredit Group's leadership program targeting First Vice Presidents already identified as top performers and possessing the potential for growth into more senior organizational levels. The program was jointly conducted with the Switzerland-based business school IMD. This blended program combines residential modules in three different venues (one at IMD Campus, Lausanne, Switzerland one in Turin, Italy and UniManagement Center and one in Istanbul, Turkey) and distance e-learning.

May 2009 – June 2010 RISK EXECUTIVE PROGRAM Participant

Dedicated for selected managers from CRO competence line, part of the Executive Development Plan of the Group, from all CEE countries, where UniCredit Group is present. Organized by UCBA, with the partnership of Deloitte, Austria and PREMIA. The Program was with solid focus on Financial analysis and Credit procedures in the context of macroeconomic (Restructuring & Workout, Credit rating & industry environment research, Credit operations); Controlling for Managers (Budget and cost management, Project Management and Portfolio Management), Market -risk, Operational risk.

Apr 2004 – Feb 2005 YOUNG TALENTS PROGRAM Participant

Training and development program built around young talented People in UniCredit Group which aims at identifying young potentials in the Group and invest in them, Fostering young potentials' high-speed professional / managerial growth, developing highly-skilled, result-oriented leaders for UniCredit Group. From June 2004 till Dec. 2004 the Program included Master UCI – SDA Bocconi, blended format – 1 residential week per month and elearning. Covered modules: Strategic Perspective, Information Systems, Accounting and Control, System Dynamics, Risk Management, Global Trends.

Trainings

Leadership: Understanding the Context and Designing the Future, Leadership for Results, Inspire and Mobilize People, People Management and others

Professional: Acquisition and Project Financing (SDA Bocconi), Financing of Leveraged Buy Outs (SDA Bocconi), Risk Master Series

Interests

- Theater (have attended for many years drama courses and took participation in many plays)
- Travelling
- Different networking and cross-border activities

Roscini Riccardo

Curriculum Vitae



Personal data

Professional Experience

2021/07 – current UNICREDIT SpA, Milan, Piazza Gae Aulenti – Italy [Supervised by ECB/ JST, Bank of Italy]
Head of Group Risk Management Office & Strategy – Group Risk Management, first report to Group CRO, Executive Vice President

2020/10 - current - UniCredit Bank S.A. Romania- member of Supervisory Board

2020/04 – 2021/06 UNICREDIT SpA, Milan, Piazza Gae Aulenti – Italy [Supervised by ECB/ JST, Bank of Italy]
Co-Head of Group Lending Processes – Group Lending Office, first report to Group CLO
Senior Vice President

2019 – 2020/03 UNICREDIT SpA, Milan, Piazza Gae Aulenti – Italy [Supervised by ECB/ JST, Bank of Italy]
Head of Group Non Performing Exposures – Group Risk Management, first report to Group CRO

2017 - 2019 UNICREDIT SpA, Milan, Piazza Gae Aulenti – Italy [Supervised by ECB/ JST, Bank of Italy]
Head of Group NPE Strategy and Transformation, second report to Group CRO -Risk Management

2009 - 2017 UNICREDIT SpA, Milan, Piazza Gae Aulenti – Italy [Supervised by ECB/ JST, Bank of Italy]

Senior Engagement Manager (last role in the function, coordinating one or more consulting teams)

UniCredit Management Consultancy unit. Internal strategie consulting (reporting to CBS)

UniCredit Management Consultancy unit - Internal strategic consulting (reporting to GBS division)

2004 - 2009 UNICREDIT Banca d'Impresa Spa [Supervised by ECB/ JST, Bank of Italy]

Corporate branches in Italy: Bologna (Piazza Malpighi), Piacenza (Piazza Cavalli), Perugia (Via Baracca), Ravenna (Piazza del Popolo), Civitanova Marche (Via Carducci)

Senior Relationship Manager (reporting to Head of Branches) - Corporate Banking Network

Annex 6:

Annexes related to changes in Supervisory Board and Management Board composition



EXTRAS DIN DECIZIA CONSILIULUI DE SUPRAVEGHERE AL UNICREDIT BANK S.A. DIN DATA DE 24.02.2022

EXTRACT FROM THE DECISION OF THE SUPERVISORY BOARD OF UNICREDIT BANK S.A. AS OF 24.02.2022

Consiliul de Supraveghere al UniCredit Bank S.A. ("Banca"), în baza prevederilor Actului Constitutiv al Băncii și a dispozițiilor legale în vigoare și în conformitate cu informațiile prezentate în cadrul ședinței care a avut loc în data de 24.02.2022,

The Supervisory Board of UniCredit Bank S.A. ('the Bank'), based on the provisions of the Constitutive Act of the Bank and on the legal provisions in force and in accordance with the information presented during the meeting held on 24.02.2022,

Acknowledges (i) the termination of the mandate of Mr.

Philipp Gamauf as Member of Management Board of

the Bank and, as a consequence, of his withdrawal from the position of Executive Vice-President of

Management Board of the Bank, coordinator of Finance Division (CFO), starting with 01.03.2022, and (ii) the

activation by the Nomination Committee of the

succession process for the position thus becoming

Referitor la punctul nr. 6 de pe agendă

Regarding point no. 6 on the agenda

Decide în unanimitate după cum urmează:

Unanimously decides as follows:

vacant

- Se la act (i) de încetarea mandantului de Membru al Directoratului Băncii al diui Philipp Gamauf şi, pe cale de consecință, de retragerea sa din funcția de Vicepreședinte Executiv al Directoratului Băncii, coordonator al Diviziei Financiare (CFO), începând cu data de 01.03.2022 şi (ii) de activarea de către Comitetul de Nominalizare a procesului de succesiune pentru ocuparea poziției ce va deveni astfel vacantă.
- data de 01.03.2022 și (ii) de activarea de către
 Comitetul de Nominalizare a procesulul de succesiune
 pentru ocuparea poziției ce va deveni astfel vacantă.

 2. Pentru a se asigura gestionarea adecvată a activităților 2.
 în domeniile de activitate corespunzătoare, dna Feza
 Tan, Prim Vicepreședinte Executiv al Directoratulul
 Băncii, este autorizată să exercite temporar oricare și
 toate competențele interne de decizie/ drepturile de
 - 2. In order to ensure the proper management of the activities in the corresponding domains of activity, Mrs. Feza Tan, First Executive Vice President (Deputy CEO) of the Management Board, is hereby authorized to temporarily exercise any and all internal decision competencies/ signature rights corresponding to the position of CFO, Executive Vice-President of the Management Board (i) until the date on which the successor for the CFO position will be identified, nominated and receive the prior approval of the National Bank of Romania, but (iii) not later than 01.08.2022.

în domeniile de activitate corespunzătoare, dna Feza Tan, Prim Vicepreședinte Executiv al Directoratulul Băncii, este autorizată să exercite temporar oricare și toate competențele interne de decizie/ drepturile de semnătură ce aparțin poziției de CFO, Vicepreședinte Executiv al Directoratulul Băncii (i) până la data la care succesorul pentru poziția de CFO va fi identificat, nominalizat și va primi aprobarea prealabilă a Băncii Naționale a României, dar (ii) nu mai târziu de data de 01.08.2022.

Presedinte at Consitiutui de Supraveghere / President of the Supervisory Board

Pasquale GIAMBOI

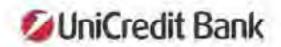
Secretar de sedință / Secretary of the meeting

Loredana PĂNCULESCU

1/1

UniCredit Bank S.A.

Bulevardul Expozitiei nr. 1F, Sector 1, Bucuresti Tel +40 21 200 2020 e-mail: infocenter@unicredit.ro Banc3 membr3 a UniCreat Group - No. de potrer în Registul Banca: RB PSR 40 (0.11) 18.02 (1999 - Capital social 455-215 478.30 RGN - No. de Grécie în registral Commitatur (4007796-1991 - Cad unic de înregistrar: 365-36 - 0.00 RDONIC 340-7706-1991 - Operator de date los sarictes personal no. 10964, sociales administrativi în statem duplic. Ced Smith (4009805)



EXTRAS DIN DECIZIA CONSILIULUI DE SUPRAVEGHERE AL UNICREDIT BANK S.A. DIN DATA DE 24.03.2022

Consiliul de Supraveghere al UniCredit Bank S.A. ("Banca"), în baza prevederilor Actului Constitutiv al Băncii si a dispozitiilor legale în vigoare și în conformitate cu informatille prezentate în cadrul ședinței care a avut loc în data de 24.03.2022.

Referitor la punctul nr. 4.1, de pe agendá "Aprobarea numirii noului CFO - Membru al Directoratului Băncii"

Având în vedere poziția vacantă de CFO, Vicepresedinte Executiv al Directoratului Băncii, rezultată ca urmare a încetării mandantului de Membru al Directoratului Băncil al dlui Philipp Gamauf prin retragerea sa din funcție.

Decide în unanimitate după cum urmează:

- 1. Se numește începând cu data de 01.04.2022, în funcția de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Financiar, dl Stefano Suppressa, cetățean
- 2. Durata mandantului diui Stefano Suppressa va fi egală cu durata rămasă până la expirarea mandantului Directoratului Băncii, respectiv până la data de 17.04.2023.
- de Membru al Directoratului Bâncii, Vicepresedinte Executiv, Coordonator al Diviziei Financiar numai începând de la data primirii aprobării prealabile din partea Băncii Nationale a României.

EXTRACT FROM THE DECISION OF THE SUPERVISORY BOARD OF UNICREDIT BANK S.A. AS OF 24.03.2022

The Supervisory Board of UniCredit Bank S.A. ('the Bank'), based on the provisions of the Constitutive Act of the Bank and on the legal provisions in force and in accordance with the information presented during the meeting held on 24.03.2022.

Regarding point no. 4.1. on the agenda 'Approval of the appointment of the new CFO - Member of the Management Board of the Bank'

Having in view the vacant position as CFO, Executive Vice-President of the Bank's Management Board, resulted following to the termination of the mandate as Management Board Member of Mr. Philipp Gamauf as result of his withdrawal from the position,

Unanimously decides as follows:

- Starting with the date of 01.04.2022, Mr. Stefano Suppressa,
 - issued by appointed as Member of the Bank's Management Board, Executive Vice-President, Coordinator of Finance Division.
- The duration of the mandate of Mr. Stefano Suppressa shall be equal with the duration left until the expiration of the mandate of the Bank's Management Board, respectively until 17.04.2023.
- 3. Di Stefano Suppressa va începe să-si exercite atributiile 3. Mr. Stefano Suppressa will start exercising his responsibilities as Member of the Bank's Management Board, Executive Vice-President, Coordinator of Finance Division, only after receiving the prior approval of the National Bank of Romania.

Presedinte al Consillului de Supraveghere / Chairman of the Supervisory Board

Pasquale GIAMBOI

Secretar de sedință / Secretary of the meeting

Ipredana PÁNCULESCU /

MINISTERUL JUSTIȚIEI - OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI OFICIUL REGISTRULUI COMERȚULUI de pe lângă TRIBUNALUL BUCUREȘTI

Exemplar nr: 1

CERTIFICAT DE ÎNREGISTRARE MENȚIUNI

Număr de ordine în registrul comerțului J40/7706/1991 Cod unic de înregistrare 361536 Identificator unic la nivel european ROONRC.J40/7706/1991

Mențiunea nr. 134835 din 07.03.2022 având ca obiect înregistrarea modificărilor privind UNICREDIT BANK S.A.

cuprinse în extras din hotararea consiliului de supraveghere din 24.02.2022 este înscrisă în registrul comerțului la data de 14.03.2022 în baza rezoluției nr. 33938 din 11.03.2022.

Director,

Stefania Carmen CHIŢU Stefania- Reason: Semnare

Carmen Chitu

Document Location: ORCT BUCURESTI

Data eliberarii: 14.03.2022

Anexe: Rezoluție

J40/7706/1991 EUID - ROONRC.J40/7706/1991 CUI - 361536

ROMÂNIA MINISTERUL JUSTIȚIEI

OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI Oficiul Registrului Comerțului de pe lângă Tribunalul București

DOSAR NR. 134835/07.03.2022 REZOLUTIAnr. 33938/11.03.2022

Pronunțată în ședința din data de: 11.03.2022

Maria-Cornelia Măglașu – PERSOANA DESEMNATA conform art. 11 alin. (1) din O.U.G. nr. 116/2009 pentru instituirea unor măsuri privind activitatea de înregistrare în registrul comerțului, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările și completările ulterioare,

Pe rol fiind soluționarea cererii de înregistrare nr. 134835 din data de 07.03.2022 pentru UNICREDIT BANK S.A., cod unic de înregistrare: 361536, număr de ordine în registrul comerțului: J40/7706/1991, identificator unic la nivel european: ROONRC.J40/7706/1991.

PERSOANA DESEMNATĂ

Asupra cererii de față:

Prin cererea înregistrată sub nr. 134835 din data de 07.03.2022 s-a solicitat, înregistrarea în registrul comerțului a unor modificări referitoare la: alte mențiuni; încetare mandat persoane împuternicite .

În susținerea cererii au fost depuse înscrisurile menționate în cererea de înregistrare.

Examinând înscrisurile menționate PERSOANA DESEMNATĂ, constatând că sunt îndeplinite cerințele legale, în conformitate cu art. 1,2 și 6 din O.U.G. 116/2009, aprobată cu modificării și completării prin Legea nr. 84/2010, cu modificările ulterioare, ale Legii societăților nr. 31/1990, republicată, cu modificările și completările ulterioare, ale Legii nr. 26/1990 privind registrul comerțului, republicată, cu modificările și completările ulterioare, precum și ale Legii 359/2004 cu modificările și completările ulterioare urmează a admite prezenta cerere privind înregistrarea în registrul comerțului a modificărilor solicitate .

PENTRU ACESTE MOTIVE ÎN CONDIȚIILE LEGII DISPUNE

Admite cererea de înregistrare așa cum a fost formulată și dispune înregistrarea în registrul comerțului a mențiunilor cu privire la: alte mențiuni; încetare mandat persoane împuternicite, potrivit datelor din: Extras din hotararea consiliului de supraveghere din 24.02.2022.

Dispune publicarea în Monitorul Oficial al României, Partea a IV-a, a urmatoarelor acte: Extras din hotararea consiliului de supraveghere din 24.02.2022.

Executorie de drept.

Cu drept de plângere, în termen de 15 zile, la Tribunalul București în condițiile art. 6 alin. (3) - (5) și următoarele din O.U.G. 116/2009, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările ulterioare.

Pronuntată în sedinta din data de: 11.03.2022

Maria PERSOANA OPESE MANATA,
Cornelia Maria Commelia Măglașu
Location: ORC II
Maglasu
BUCURESTI

Referent/Redactat: M.C.

2 ex.



EXTRAS DIN DECIZIA CONSILIULUI DE SUPRAVEGHERE AL UNICREDIT BANK S.A. DIN DATA DE 24.10.2022

Consiliul de Supraveghere al UniCredit Bank S.A. ("Banca"), în baza prevederilor Actului Constitutiv al Băncii și a dispozițiilor legale în vigoare și în conformitate cu informațiile prezentate în cadrul ședinței extraordinare care a avut loc in data de 24.10.2022.

Referitor la punctul nr. 6 de pe agendă "Decizii privind modificările din componenta Directoratului UniCredit Bank S.A."

Avand in vedere rapoartele prezentate si recomandarile. Having in view the presented reports and the emise de Comitetului de Nominalizare al Bâncii ca urmare. a sedințelor din data de 25.08.2022 și din data de 24.10.2022.

Decide în unanimitate:

Schimbări în ceea ce priveste Presedintele Executiv al Directoratului Băncii

- UniCredit a dlui Cătălin Răsvan Radu pentru preluarea unei poziții manaderlale în cadrul sediului central al Grupului, se la act de încetarea mandatului diui Cătălin Răsvan Radu ca Presedinte Executiv al Directoratului Băncii și, pe cale de consecintă, de încetarea calității sale de membru al Directoratului Băncii, ce vor deveni efective începând cu data următoare zilei primirli de către Unicredit Bank S.A. a aprobării prealabile a Băncii Naționale a României pentru succesorul desemnat în funcția de Președinte Executiv al Directoratului Băncii conform punctului 2 de mai jos. Radierea mandatului dlui Cătălin Răsvan Radu din evidențele Registrului Comerculul va fi efectuată ulterior încetării mandatului său.
- numeste în funcția de Președinte Executiv al Directoratului Băncii, dl Septimiu Postelnicu, cetățean

EXTRACT FROM THE DECISION OF THE SUPERVISORY BOARD OF UNICREDIT BANK S.A. AS OF 24.10.2022

The Supervisory Board of UniCredit Bank S.A. ('the Bank'), based on the provisions of the Constitutive Act of the Bank and on the legal provisions in force and in accordance with the information presented during the extraordinary meeting held on 24.10.2022.

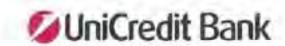
Regarding point no. 6 on the agenda 'Decisions related to the changes within the composition of the Management Board of UniCredit Bank S.A.'

recommendations issued by Bank's Nomination Committee following the meetings from 25.08.2022 and from 24.10.2022,

Unanimously decides:

I. Changes related to the Executive President of the Management Board of the Bank

- 1. Avand in vedere nominalizarea de către Grupul I. Given the nomination by the UniCredit Group of Mr. Cătătin Răsvan Radu for assuming a managerial position within the Headquarters of the Group, it is acknowledged the termination of the mandate of Mr. Cătălin Răsvan Radu as Executive President of the Bank's Management Board and, as a consequence, the termination of his membership of Bank's Management Board, which will become effective starting with the date following the day when Unicredit Bank S.A. will receive the prior approval from National Bank of Romania for the designated succesor for the position of Executive President of the Bank's Management Board, according to point 2 below. The deletion of the mandate of Mr. Cătălin Răsvan Radu from the records of the Trade Register will be carried out after the termination of his mandate.
- 2. Avand in vedere cele precizate la pct. L1 de mai sus, se. 2. Considering those mentioned at point L1 above, it is appointed as Executive President of the Bank's Management Board, Mr. Septimiu Postelnicu.



- 3. Data de începere a mandatului dlui Septimiu 3. Postelnicu va fi data următoare zitei primirii de către Unicredit Bank S.A. a aprobării prealabile a Băncii Nationale a României pentru exercitarea de către di. Septimiu Postelnicu a responsabilităților aferente funcției de Președinte Executiv al Directoratului Băncii, dată de la care acesta va începe să-si exercite responsabilitătile.
- Durata mandatului dlui Septimiu Postelnicu va fi edală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv pănă la data de 17:04.2023.
- II. Schimbări în ceea ce priveste Vicepresedintele Executiv al Directoratului Băncii, Coordonator al Diviziei Finanțe
- din data de 24.03.2022 si se decide renunțarea, începând cu data prezentei, la numirea diui Stefano Suppressa în funcția de Membru al Directoratului Băncii, Vicepresedinte Executiv, Coordonator al Diviziei Finante.
- 2. Avand în vedere cele precizate la pct. £1 de mai sus, se numeste, începând cu data de 01.11.2022, în funcția de Membru al Directoratului Băncii, Vicepresedinte Executiv, Coordonator al Diviziei Finante, dl. Dimitar Todorov, domiciliat

- The mandate of Mr. Septimiu Postelnicu will start with the date following the day when Unicredit Bank S.A. will receive the prior approval from National Bank of Romania for the exercising by Mr. Septimiu Posteinicu of the responsibilities as Executive President of the Bank's Management Board, from which date he will start exercising his responsibilities.
- The duration of the mandate of Mr. Septimiu Postetnicu shall be equal with the duration left until the expiration of the mandate of the Bank's Management Board, respectively until 17.04.2023.
- II. Changes related to the Executive Vice-President of Bank's Management Board, Coordinator of Finance Division
- L. Se revine asupra deciziei Consiliului de Supraveghere. I. It is reversed upon the decision of the Supervisory. Board from 24.03.2022 an it is decided, starting from the present date, to renounce to the appointment of Mr. Stefano Suppressa as Member of the Bank's Management Board, Executive Vice-President, Coordinator of Finance Division.
 - 2. Considering those mentioned at point IL1 above, it is appointed, starting with the date of 01.11.2022. as Member of the Bank's Management Board, Executive Vice-President, Coordinator of Finance Division, Mr. Dimitar Todorov, domiciled
- 3. Durata mandantului dlui Dimitar Todorov va fi egală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv până la data de 17.04.2023.
- 4. Df. Dimitar Todorov va începe să-si exercite atribuțiile de Membru al Directoratului Bâncii, Vicepresedinte Executiv, Coordonator al Diviziei Finanțe numai începând de la data primirii aprobării prealabite din partea Băncii Nationale a României.
- 3. The duration of the mandate of Mr. Dimitar Todorov shall be equal with the duration left until the expiration of the mandate of the Bank's Management Board, respectively until 17.04.2023.
- 4. Mr. Dimitar Todorov will start exercising his responsabilities as Member of Bank's Management Board, Executive Vice-President, Coordinator of Finance Division, only after receiving the prior approval of the National Bank of Romania.



- 5. Se mentin prevedente deciziei Consiliutul de Supraveghere din data de 25.07.2022 conform cărora dna Feza Tan este autorizată să exercite temporar pricare și toate competențele înterne de decizie/ drepturile de semnătură ce apartin Vicepresedinte Executiv al Directoratului Băncii, Coordonator al Diviziei Finanțe, durata acestei autorizări prelunginduse până la data primiril aprobării prealabile a Băncii Nationale a Româniel pentru exercitarea de câtre dl. Dimitar Todorov a responsabilităților aferente.
- 5. The provisions of the Supervisory Board's decision dated 25.07.2022 are maintained, according to which Mrs. Feza Tan is authorized to temporarily and all internal decision exercise any competencies/ signature rights corresponding to position of Executive Vice-President, Coordinator of Finance Division, whereas such authorization is extended until the date of the receipt of the National Bank of Romania prior approval for the exercising by Mr. Dimitar Todorov of the corresponding responsibilities.

III. Schimbări în ceea ce privește Vicepreședintele Executiv, Coordonator al Diviziei Corporații

III. Changes related to the Executive Vice-President, Coordinator of Corporates Division

- 1. Se la act de încetarea, ca urmare a pensionării, a mandatului divi Nicola Longo Dente ca Vicepresedinte Executiv at Directoratului Bâncii, coordonator at Diviziel Corporații și, pe cale de consecință, de retragerea sa din functia de membro al Directoratului Bâncii, începând cu data de 01.12.2022.
- 1. It is acknowledged the termination, as a result of retirement, of the mandate of Mr. Nicola Longo Dente as Member of the Bank's Management Board. Coordinator of Corporates Division and, as a consequence, his withdrawal from the position of member of Bank's Management Board, starting with 01.12.2022.
- 2. Avand in vedere cele precizate la pct. III. 1 de mai sus. 2. Considering those mentioned at point III.1 above, it. se numeste, începând cu data de 01.12.2022, în funcția de Membru al Directoratulul Băncii, Vicepresedinte Executiv, Coordonator al Diviziei Corporatili, dna Raluca-Mihaela Popescu-Goglea,
 - is appointed, starting with the date of 01.12.2022, as Member of the Bank's Management Board, Executive Vice-President, Coordinator of Corporates Division, Mrs. Raluca-Mihaela Popescu-Godlea,

- 3. Durata mandatului dnei Raluca-Mihaela Popescu-Goglea va fi egală cu durata rămasă până la expirarea mandatului Directoratului Bâncii, respectiv până la data de 17.04.2023.
- 3. The duration of the mandate of Mrs. Raluca-Mihaela Popescu-Godlea shall be equal with the duration left until the expiration of the mandate of the Bank's Management Board, respectively until 17.04.2023
- 4. Dna Ratuca-Mihaeta Popescu-Goglea va Începe să-și 4. Mrs. Ratuca-Mihaeta Popescu-Goglea will start exercite atribuțiile de Membru al Directoratulul Băncii. Vicepresedinte Executiv, Coordonator al Diviziei Corporații numai începând de la data primirii aprobării preatabile din partea Băncii Naționale a Româniel.
 - exercising her responsabilities as Member of Bank's Management Board, Executive Vice-President, Coordinator of Corporates Division, only after receiving the prior approval of the National Bank of Romania.
- Pentru a se asigura gestionarea adecvată a activităților În domeniile de activitate corespunzătoare, până la data la care dna Raluca-Mihaela Popescu-Goglea ve primi aprobarea prealabită a Băncii Naționale a României, dna Antoaneta Curteanu, Vicepreședinte
- 5. In order to ensure the proper management of the activities in the corresponding domains of activity. until the date on which Mrs. Raluca-Mihaela Popescu-Godlea will receive the prior approval of the National Bank of Romania, Mrs. Antoaneta



Executiv al Directoratului Băricii, Coordonator al Diviziei Retail, este autorizată să exercite temporar oricare și toate competențele interne de deciziei drepturile de semnătură ce aparțin Vicepreședintelui Executiv al Directoratului Băricii, Coordonator al Diviziei Corporații.

IV. Titulatura care va fi folosită și divizia care urmează să fie coordonată de fiecare dintre membrii Directoratului Băncii, sub rezerva primirii aprobăritor pratabile necesare din partea Băncii Naționale a României, conform celor de mai sus, vor fi, astfel, următoarele: Curteano. Vice-President of Use Bank's Management Board, Coordinator of Retail Division, is hereby authorized to temporarily exercise any and all internal decision competencies/ signature rights corresponding to the position of Executive Vice-President of the Bank's Management Board, Coordinator of Corporates Division.

IV. The title which will be used and the Division which will be coordinated by each of the Banks's Management Board Members, subject to receipt of the needed prior approvals from the National Bank of Romania, as per the above-mentioned, shall be as follows:

Nume	Poziție	Divisio
Septimiu Postelnicu	Presedinte	CED:
Feza Tan	Prim Vicepresedinte	Adjunct CEO
Carto Driussi	Vicepresedinte	
Ratuca-Mihaela Popescu-Goglea	Vicepresedinte	Corporații
Antoaneta Curteanu	Vicepresedinte	Retail
Dimitar Todorov	Vicepreședinte	Finanțe
Andrei-Florin Bratu	Vicepreședinte	Administrarea Riscuritor
Diana Clubotariu	Vicepresedinte	Juridic
Dragos-Marian Birlog	Vicepresedinte	Conformitate

Name	Position	Division
Septimiu Postelnicu	President	CEO
Feza Tan	First Vice-President	Deputy CEO
Carto Driussi	Vice-President	C00
Raluca-Mhaela Popescu-Góglea	Vice-President	Corporates
Antoaneta Curteanu	Vice-President	Rotals
Dimitar Todorov	Vice-President	Finance
Andrel-Florin Bratu	Vice-President	Risk Management
Diana Ciubotariu	Vice-President	tegal
Dragos-Marian Bislog	Vice-President	Compliance

Presedinte al Consiliului de Supraveghere / Chairman of the Supervisory Board

Pasquale GIAMBOI

Secretar de sedință / Secretary of the meeting

Loredana PANCULESCU



HOTĂRĂREA.

ADUNĂRII GENERALE ORDINARE A ACTIONARILOR

UniCredit Bank S.A. din data de 21.02.2022

Adunarea Generală Ordinară a Acționarilor UniCredit Bank S.A., persoană juridică română organizată sub forma unei societăți pe acțiuni, administrată în sistem dualist, cu sediul social în București, Bulevardul Expoziției nr. 1F, sectorul 1, România, înregistrată în Registrul Bancar sub nr. RB-PJR-40-011/18.02.1999 și la Registrul Comerțului sub nr. J40/7706/1991, EUID: ROONRC J40/7706/1991, cod unic de înregistrare RO 361536, (denumită în continuare "Banca"), a fost convocată pentru data de 21.02.2022, începând cu ora 09.00 World Trade Center București, situat în București, Piața Montreal, nr.10, sector 1, sala de conferințe "Montreal", în prezența acționarilor înscriși în Registrul acționarilor Băncii la data de referință 02.02.2022, ce reprezintă 98,64 % din totalul drepturilor de vot.

Adunarea Generală Ordinară a Acționarilor a fost convocată în mod legal de către Directoratul Băncii prin publicarea convocatorului în Monitorul Oficial al României, partea a IV-a, nr. 270 din data de 18.01.2022 și în ziarul "România Liberă" din data de 18.01.2022, precum și pe pagina de internet a Băncii, potrivit prevederilor art. 117 și art. 117² al. 2 din Legea nr.31/1990 privind societățile, republicată, cu modificările și completările ulterioare.

Asupra aspectelor înscrise la punctul 1 pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu 99,98 % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

 Aprobarea numirii doamnei Teodora Aleksandrova Petkova in functia de membru al Consiliului de Supraveghere al Bancii, pentru un mandat de 3 ani, respectiv de la data de 25.02.2022 pana la data de 25.02.2025. Doamna Teodora Aleksandrova Petkova isi va exercita responsabilitatile dupa obtinerea aprobarii prealabile a Bancii Nationale a Romaniei.

Asupra aspectelor înscrise la punctul 2 pe ordinea de zi, Adunarea Generală



Ordinară a Acționarilor a aprobat, cu 100 % din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

- Avand in vedere ajungerea la termen a mandatelor unora dintre membrii existenti ai Consiliului de Supraveghere al Bancii, actionand in calitate de membri independenti, aprobarea prelungirii mandatelor acestora, dupa cum urmeaza:
 - Aprobarea prelungirii mandatului domnului Pasquale Giamboi de membru al Consiliului de Supraveghere (detinand in prezent functia de Presedinte al Consiliului de Supraveghere), pentru un nou mandat de 3 ani, de la data de 25.02.2022 pana la data de 25.02.2025.
 - 2.2. Aprobarea prelungirii mandatului domnului Faik Huseyin Acikalin de membru al Consiliului de Supraveghere al Bancii pentru un nou mandat de 3 ani, de la data de 25.02.2022 pana la data de 25.02.2025.

Asupra aspectelor înscrise la punctul 3 pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu 100 % din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

3. Aprobarea imputernicirii Presedintelui Executiv al Bancii si a oricaruia dintre Vicepresedintii Executivi ai Bancii sa semneze orice documente ce vor fi intocmite in baza hotarariii Adunarii Generale Ordinare a Actionarilor, precum si sa indeplineasca toate actiunile si formalitatile necesare pentru inregistrarea si/sau publicarea hotararii Adunarii Generale Ordinare a Actionarilor si/sau a oricaror documente, potrivit reglementarilor legale in vigoare. Presedintele Executiv al Bancii si, respectiv, oricare dintre Vicepresedintii Executivi ai Bancii pot imputernici oricare 2 (doi) salariati ai Bancii pentru aducerea la indeplinire a acestul mandat.



Întrucat nu au mai existat alte probleme de discutat, doamna Diana Ciubotariu a declarat închise lucrările Adunării Generale Ordinare a Actionarilor UniCredit Bank S.A.

Președinte de ședință

Secretar de sedințal

d

Adunării Generale a Acționarilor

Diana Ciubotariu

Sevastița Draghici



R O M Å N I A UNIUNEA NATIONALÄ A NOTARILOR PUBLICI SOCIETATE PROFESIONALÄ NOTARIALÄ "DURNESCU și Asociații"

Licența de funcționare nr. 8/03.01.2022

Sediul: Str. Sfantul Stefan nr.13B, Sector 2, Mun. București Tel: 021,331,20.71 /0723.288.948, Fax: 021,331,20.99 e-mail: secretariat@bnpdumescu.ro

ÎNCHEIERE DE AUTENTIFICARE NR. 1196 ANUL: 2022, LUNA: FEBRUARIE, ZIUA: 21

The PRAJANU IOAN-CLAUDIU, notar public, la cererea partii m-am deplasat la adrese div Munitinamesti. Piata Montreal, nr.10, Sector I, sala de conferințe "Montreal", unde am găsit pe:

- CIUBOTARIU DIANA, cethican

cunoscută personal de notar, în

ealitate de Președinte de Ședință al Adunării Generale Extraordinare a Acționarilor UniCredit Bank S.A. din data de 21.02.2022,

- DRĂGHICI SEVASTITA, cetățean

cunoscută personal de notar, în

culitate de Secretar de Sedință al Adunării Generale Extraordinare a Acționarilor UniCredit Bank S.A. din data de 21.02.2022.

care, după ce au citit actul, au declarat că i-au înțeles conținutul, că cele cuprinse în act reprezintă voința lor, au consimțit la autentificarea prezentului înscris și au semnat unicul exemplar.

În temeiul art. 12 lit. b) din Legea notarilor publici și a activității notariale nr. 36/1995, republicată, cu modificările ulterioare,

SE DECLARĂ AUTENTIC PREZENTUL ÎNSCRIS

S-a perceput onorariul de 300 lei plus 57 lei TVA cu factura seria FV nr. 67500/2022.

NOTAR PUBLIC PRĀJANU IOAN-CLAUDIU

s.s. indescifrabil/l.s. stampilă notar

PREZENTUL DUPLICAT S-A ÎNTOCMIT ÎN 3 (TREI) EXEMPLARE, DE PRĂJANU IOAN-CLAUDIU, NOTAR PUBLIC, ASTĂZI, DATA AUTENTIFICĂRII ACTULUI ȘI ARE ACEEAȘI FORTĂ PROBANTĂ CA ORIGINALUE.

> NOTAR PUBLIC PRĂJANU IOAN-CLAUDIU



HOTĂRĂREA.

ADUNĂRII GENERALE ORDINARE A ACTIONARILOR

UniCredit Bank S.A. din data de 21.02.2022

Adunarea Generală Ordinară a Acționarilor UniCredit Bank S.A., persoană juridică română organizată sub forma unei societăți pe acțiuni, administrată în sistem dualist, cu sediul social în București, Bulevardul Expoziției nr. 1F, sectorul 1, România, înregistrată în Registrul Bancar sub nr. RB-PJR-40-011/18.02.1999 și la Registrul Comerțului sub nr. J40/7706/1991, EUID: ROONRC J40/7706/1991, cod unic de înregistrare RO 361536, (denumită în continuare "Banca"), a fost convocată pentru data de 21.02.2022, începând cu ora 09.00 World Trade Center București, situat în București, Piața Montreal, nr.10, sector 1, sala de conferințe "Montreal", în prezența acționarilor înscriși în Registrul acționarilor Băncii la data de referință 02.02.2022, ce reprezintă 98,64 % din totalul drepturilor de vot.

Adunarea Generală Ordinară a Acționarilor a fost convocată în mod legal de către Directoratul Băncii prin publicarea convocatorului în Monitorul Oficial al României, partea a IV-a, nr. 270 din data de 18.01.2022 și în ziarul "România Liberă" din data de 18.01.2022, precum și pe pagina de internet a Băncii, potrivit prevederilor art. 117 și art. 117² al. 2 din Legea nr.31/1990 privind societățile, republicată, cu modificările și completările ulterioare.

Asupra aspectelor înscrise la punctul 1 pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu 99,98 % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

 Aprobarea numirii doamnei Teodora Aleksandrova Petkova in functia de membru al Consiliului de Supraveghere al Bancii, pentru un mandat de 3 ani, respectiv de la data de 25.02.2022 pana la data de 25.02.2025. Doamna Teodora Aleksandrova Petkova isi va exercita responsabilitatile dupa obtinerea aprobarii prealabile a Bancii Nationale a Romaniei.

Asupra aspectelor înscrise la punctul 2 pe ordinea de zi, Adunarea Generală



Ordinară a Acționarilor a aprobat, cu 100 % din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

- Avand in vedere ajungerea la termen a mandatelor unora dintre membrii existenti ai Consiliului de Supraveghere al Bancii, actionand in calitate de membri independenti, aprobarea prelungirii mandatelor acestora, dupa cum urmeaza:
 - Aprobarea prelungirii mandatului domnului Pasquale Giamboi de membru al Consiliului de Supraveghere (detinand in prezent functia de Presedinte al Consiliului de Supraveghere), pentru un nou mandat de 3 ani, de la data de 25.02.2022 pana la data de 25.02.2025.
 - 2.2. Aprobarea prelungirii mandatului domnului Faik Huseyin Acikalin de membru al Consiliului de Supraveghere al Bancii pentru un nou mandat de 3 ani, de la data de 25.02.2022 pana la data de 25.02.2025.

Asupra aspectelor înscrise la punctul 3 pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu 100 % din voturile acționarilor prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

3. Aprobarea imputernicirii Presedintelui Executiv al Bancii si a oricaruia dintre Vicepresedintii Executivi ai Bancii sa semneze orice documente ce vor fi intocmite in baza hotarariii Adunarii Generale Ordinare a Actionarilor, precum si sa indeplineasca toate actiunile si formalitatile necesare pentru inregistrarea si/sau publicarea hotararii Adunarii Generale Ordinare a Actionarilor si/sau a oricaror documente, potrivit reglementarilor legale in vigoare. Presedintele Executiv al Bancii si, respectiv, oricare dintre Vicepresedintii Executivi ai Bancii pot imputernici oricare 2 (doi) salariati ai Bancii pentru aducerea la indeplinire a acestul mandat.



Întrucat nu au mai existat alte probleme de discutat, doamna Diana Ciubotariu a declarat închise lucrările Adunării Generale Ordinare a Actionarilor UniCredit Bank S.A.

Președinte de ședință

Secretar de sedințal

d

Adunării Generale a Acționarilor

Diana Ciubotariu

Sevastița Draghici



R O M Å N I A UNIUNEA NATIONALÄ A NOTARILOR PUBLICI SOCIETATE PROFESIONALÄ NOTARIALÄ "DURNESCU și Asociații"

Licența de funcționare nr. 8/03.01.2022

Sediul: Str. Sfäntul Ştefan nr.13B, Sector 2, Mun. Bucureşti Tel: 021.331.20.71 /0723.288.948, Fax: 021.331.20.99 e-mail: secretariatin bripdumescu.ro

ÎNCHEIERE DE AUTENTIFICARE NR. 1196 ANUL: 2022, LUNA: FEBRUARIE, ZIUA: 21

PRAJANU IOAN-CLAUDIU, notar public, la cererea părții m-am deplasat la adrese div Muni-(marrești, Piata Montreal, nr.10, Sector I, sala de conferințe "Montreal", unde am găsit pe:

- CHUBOTARIU DIANA, cethican

cunoscută personal de notar, în

calitate de Președinte de Ședință al Adunării Generale Extraordinare a Acționarilor UniCredit Bank S.A. din data de 21.02.2022,

- DRĂGHICI SEVASTITA, cetățean

cunoscută personal de notar, în

culitate de Secretar de Şedinţă al Adunării Generale Extraordinare a Acţionarilor UniCredit Bank S.A, din data de 21.02.2022.

care, după ce au citit actul, au declarat că i-au înțeles conținutul, că cele cuprinse în act reprezintă voința lor, au consimțit la autentificarea prezentului înscris și au semnat unicul exemplar.

În temeiul art. 12 lit. b) din Legea notarilor publici și a activității notariale nr. 36/1995, republicată, cu modificările ulterioare,

SE DECLARĂ AUTENTIC PREZENTUL ÎNSCRIS

S-a perceput onorariul de 300 lei plus 57 lei TVA cu factura seria FV nr. 67500/2022.

NOTAR PUBLIC PRĀJANU IOAN-CLAUDIU

s.s. indescifrabil/l.s. stampilă notar

PREZENTUL DUPLICAT S-A ÎNTOCMIT ÎN 3 (TREI) EXEMPLARE, DE PRĂJANU IOAN-CLAUDIU, NOTAR PUBLIC, ASTĂZI, DATA AUTENTIFICĂRII ACTULUI ȘI ARE ACEEAȘI FORTĂ PROBANTĂ CA ORIGINALUE

> NOTAR PUBLIC PRĂJANU IOAN-CLAUDIU





EXTRAS DIN DECIZIA CONSILIULUI DE SUPRAVEGHERE AL UNICREDIT BANK S.A. DIN DATA DE 24.10.2022

EXTRACT FROM THE DECISION OF THE SUPERVISORY BOARD OF UNICREDIT BANK S.A. AS OF 24.10.2022

Consitiul de Supraveghere al UniCredit Bank S.A. The Supervisory Board of UniCredit Bank S.A. ('the sedintel extraordinare care a avut loc în data de extraordinary meeting held on 24.10.2022, 24.10.2022.

("Banca"), In baza prevederilor Actului Constitutiv al. Bank"), based on the provisions of the Constitutive Act Băncii si a dispozițiilor legale în vigoare și în of the Bank and on the legal provisions in force and in conformitate cu informatille prezentate în cadrul accordance with the information presented during the

Referitor la punctul nr. 4 de pe agendă

Regarding point no. 4 on the agenda

Decide în unanimitate:

Se la act (i) de încetarea mandantului de Membru I. (Vicepresedinte) al Consiliului de Supraveghere al Băncii al dnei L'uboslava Uram, începând cu data de 02.11.2022, si (ii) despre stadiului procesului de succesiune deja activat de către Comitetul de Nominalizare al Băncii.

- II. Avand în vedere cele mentionate la pct, I de mai sus, în contextul încetării mandatului dnei L'uboslava Uram:
- 1. Aprobă alegerea dlui Riccardo Roscini în funcția de Vicepresedinte al Consitiului de Supraveghere al Băncii, începând cu data de 02.11.2022.
- consultative ce funcționează în subordinea Consiliului de Supravedhere al Băncii. Astfel, începând cu data de 02.11.2022, nova componență a comitetelor consultative ce funcționează în subordinea Consiliului de Supravedhere va fi următoarea:

Comitet de Auc	SIE .
Zeynep Nażan Somer Ozeksin	Președinte
Hüseyin Faik Açikalin	Membru
Graziana Mazzone	Membru
Comitet de Administrare	a Riscuritor
Hüseyin Falk Açıkatın	Presedințe
Zeynep Nazan Somer Ozelgin	Membru
Riccardo Roscini	Membru

Unanimously decides:

- Acknowledges (i) the termination of the mandate of Mrs. L'uboslava Uram as Member Chairwoman) of the Supervisory Board of the Bank. starting with 02.11.2022, and (ii) the status of the succession process already activated by the Bank's Nomination Committee.
- II. Considering those mentioned at point I above, in the context of the termination of the mandate of Mrs. L'uboslava Uramo
- 1. Approves the election of Mr. Riccardo Roscini as Vice-Chairman of the Supervisory Board of the Bank, starting with 02.11.2022.
- 2. Aprobă modificarea componenței comitetelor 2. Approves the change within the composition of the consultative committees functioning under the Bank's Supervisory Board. Therefore, starting with 02.11.2022 the new composition of consultative committees functioning under the Supervisory Board shall be the following:

Audit Commit	tere
Zeynep Nazan Somer Ozeigin	Chainwoman
Hüseyin Faik Açıkatın	Member
Graziana Mazzone	Member
Risk Management Co	mmittee
Hüsayin Falk Açıkalın	Chairman
Zeynep Nazan Somer Özelgin	Member
Riccardo Roscini	Member



Comitet de Remui	nerare
Pasquale Glambo	Presedinte
Hüseyin Fall Açıkalın	Membro
Graziana Mazzono	Membru
Comitet de Nomin	alizare
Pasquale Glambo	Presedinte
Zeynep Nazan Somer Özelgin	Membru
Riccardo Roscini	Membru

Remuneration Com	mittee
Pasquale Glarribol	Chairman
Hüseyin Filik Açıkalın	Member
Graziana Mazzone	Member
Nomination Comm	nittee
Pasquale Glamboi	Chairman
Zeynep Nazan Somer Özelgin	Member
Riccardo Roscini	Member

Președinte al Consiliului de Supraveghere / Chairman of the Supervisory Board

Pasquale GIAMBOI

Secretar de ședință / Secretary of the meeting

Loredana PANCULESCU

MINISTERUL JUSTIȚIEI - OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI OFICIUL REGISTRULUI COMERȚULUI de pe lângă TRIBUNALUL BUCUREȘTI

Exemplar nr: 1

CERTIFICAT DE ÎNREGISTRARE MENȚIUNI

Număr de ordine în registrul comertului J40/7706/1991 Cod unic de înregistrare 361536 Identificator unic la nivel european ROONRC.J40/7706/1991

Mențiunea nr. 134662 din 07.03.2022 având ca obiect înregistrarea modificărilor privind UNICREDIT BANK S.A.

cuprinse în extras din hotărârea adunarii generale ordinare a actionarilor din 21.02.2022 este înscrisă în registrul comerțului la data de 09.03.2022 în baza rezoluției nr. 32165 din 08.03.2022.

Director,

Data eliberarii: 09.03.2022

Anexe: Rezoluție

Carmen Chitu

Stefania Carmen CHIŢU Stefania- Reason: Semnare Document Location: ORCT BUCURESTI

J40/7706/1991 EUID - ROONRC.J40/7706/1991 CUI - 361536

ROMÂNIA MINISTERUL JUSTIȚIEI

OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI Oficiul Registrului Comertului de pe lângă Tribunalul Bucuresti

DOSAR NR. 134662/07.03.2022 REZOLUTIAnr. 32165/08.03.2022

Pronunțată în ședința din data de: 08.03.2022

Mihaela Bolintiru — PERSOANA DESEMNATA conform art. 11 alin. (1) din O.U.G. nr. 116/2009 pentru instituirea unor măsuri privind activitatea de înregistrare în registrul comerțului, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările și completările ulterioare,

Pe rol fiind soluționarea cererii de înregistrare nr. 134662 din data de 07.03.2022 pentru UNICREDIT BANK S.A., cod unic de înregistrare: 361536, număr de ordine în registrul comerțului: J40/7706/1991, identificator unic la nivel european: ROONRC.J40/7706/1991.

PERSOANA DESEMNATĂ

Asupra cererii de față:

Prin cererea înregistrată sub nr. 134662 din data de 07.03.2022 s-a solicitat, înregistrarea în registrul comerțului a unor modificări referitoare la: modificare durată mandat persoane împuternicite . În susținerea cererii au fost depuse înscrisurile menționate în cererea de înregistrare.

Examinând înscrisurile menționate PERSOANA DESEMNATĂ, constatând că sunt îndeplinite cerințele legale, în conformitate cu art. 1,2 și 6 din O.U.G. 116/2009, aprobată cu modificării și completării prin Legea nr. 84/2010, cu modificările ulterioare, ale Legii societăților nr. 31/1990, republicată, cu modificările și completările ulterioare, ale Legii nr. 26/1990 privind registrul comerțului, republicată, cu modificările și completările ulterioare, precum și ale Legii 359/2004 cu modificările și completările ulterioare urmează a admite prezenta cerere privind înregistrarea în registrul comerțului a modificărilor solicitate .

PENTRU ACESTE MOTIVE ÎN CONDIȚIILE LEGII DISPUNE

Admite cererea de înregistrare așa cum a fost formulată și dispune înregistrarea în registrul comerțului a mențiunilor cu privire la: modificare durată mandat persoane împuternicite, potrivit datelor din: Extras din hotărârea adunarii generale ordinare a actionarilor din 21.02.2022.

Dispune publicarea în Monitorul Oficial al României, Partea a IV-a, a urmatoarelor acte: Extras din hotărârea adunarii generale ordinare a actionarilor din 21.02.2022 și publicarea rezoluției pe pagina de internet a Oficiului Național a Registrului Comerțului.

Executorie de drept.

Cu drept de plângere, în termen de 15 zile, la Tribunalul București în condițiile art. 6 alin. (3) - (5) și următoarele din O.U.G. 116/2009, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările ulterioare.

Pronuntată în sedinta din data de: 08.03.2022

PERSOANA DESEMNATA, Mihaela Mihaela Bolintiru Location: ORCT

Referent/Redactat: B.M.

2 ex.

Data: 10.03.2022

MINISTERUL JUSTIȚIEI - OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI OFICIUL REGISTRULUI COMERȚULUI de pe lângă TRIBUNALUL BUCUREȘTI

Exemplar nr: 1

CERTIFICAT DE ÎNREGISTRARE MENȚIUNI

Număr de ordine în registrul comertului J40/7706/1991 Cod unic de înregistrare 361536 Identificator unic la nivel european ROONRC.J40/7706/1991

Mențiunea nr. 690598 din 10.11.2022 având ca obiect înregistrarea modificărilor privind UNICREDIT BANK S.A.

cuprinse în extras din hotararea consiliului de supraveghere din 24.10.2022 este înscrisă în registrul comerțului la data de 14.11.2022 în baza rezoluției nr. 160474 din 11.11.2022.

Director,

Carmen Chitu

Stefania Carmen CHIŢU Stefania- Reason: Semnare Document Location: ORCT BUCURESTI

Data eliberarii: 14.11.2022

Anexe: Rezoluție

J40/7706/1991 EUID - ROONRC.J40/7706/1991 CUI - 361536

ROMÂNIA MINISTERUL JUSTIȚIEI OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI Oficiul Registrului Comerțului de pe lângă Tribunalul București DOSAR NR. 690598/10.11.2022

R E Z O L U Ţ I A nr. 160474 /11.11.2022 Pronunțată în ședința din data de: 11.11.2022

Emil Zgondoiu – PERSOANA DESEMNATA conform art. 11 alin. (1) din O.U.G. nr. 116/2009 pentru instituirea unor măsuri privind activitatea de înregistrare în registrul comerțului, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările și completările ulterioare,

Pe rol fiind soluționarea cererii de înregistrare nr. 690598 din data de 10.11.2022 pentru UNICREDIT BANK S.A., cod unic de înregistrare: 361536, număr de ordine în registrul comerțului: J40/7706/1991, identificator unic la nivel european: ROONRC.J40/7706/1991.

PERSOANA DESEMNATĂ

Asupra cererii de față:

Prin cererea înregistrată sub nr. 690598 din data de 10.11.2022 s-a solicitat, înregistrarea în registrul comerțului a unor modificări referitoare la: revocare, modificare date persoane împuternicite.

În susținerea cererii au fost depuse înscrisurile menționate în cererea de înregistrare.

Examinând înscrisurile menționate PERSOANA DESEMNATĂ, constatând că sunt îndeplinite cerințele legale, în conformitate cu art. 1,2 și 6 din O.U.G. 116/2009, aprobată cu modificării și completării prin Legea nr. 84/2010, cu modificările ulterioare, ale Legii societăților nr. 31/1990, republicată, cu modificările și completările ulterioare, ale Legii nr. 26/1990 privind registrul comerțului, republicată, cu modificările și completările ulterioare, precum și ale Legii 359/2004 cu modificările și completările ulterioare urmează a admite prezenta cerere privind înregistrarea în registrul comerțului a modificărilor solicitate .

PENTRU ACESTE MOTIVE ÎN CONDIȚIILE LEGII DISPUNE

Admite cererea de înregistrare așa cum a fost formulată și dispune înregistrarea în registrul comerțului a mențiunilor cu privire la: revocare, modificare date persoane împuternicite, potrivit datelor din: Extras din hotararea consiliului de supraveghere din 24.10.2022.

Dispune publicarea în Monitorul Oficial al României, Partea a IV-a, a urmatoarelor acte: Extras din hotararea consiliului de supraveghere din 24.10.2022.

Executorie de drept.

Cu drept de plângere, în termen de 15 zile, la Tribunalul București în condițiile art. 6 alin. (3) - (5) și următoarele din O.U.G. 116/2009, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările ulterioare.

Pronunțată în ședința din data de: 11.11.2022

PERSOANA DESEMNATA,

EmilsZgoudain

Emil Documente Location: ORCT BUCURESTI

Referent/Redactat: Z.E.

2 ex.

MINISTERUL JUSTIȚIEI - OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI OFICIUL REGISTRULUI COMERȚULUI de pe lângă TRIBUNALUL BUCUREȘTI

Exemplar nr: 1

CERTIFICAT DE ÎNDREPTARE ERORI MATERIALE

Număr de ordine în registrul comerțului J40/7706/1991 Cod unic de înregistrare 361536 Identificator unic la nivel european ROONRC.J40/7706/1991

Îndreptarea erorilor materiale privind înregistrarea nr. 573409 din 12.08.2022, pentru profesionistul

UNICREDIT BANK S.A.

solicitată prin cererea nr. 586315 din 25.08.2022, a fost efectuată în registrul comertului la data de 26.08.2022 conform hotărârea adunării generale ordinare a acționarilor din 21.02.2022, în baza rezoluției nr. 119161 din 26.08.2022.

Ioana

Director, Reason: Pentru Director semneaza Florentina Director semneaza

Caretion (PRITU

Mihailescu

Director semneaza

Caretion (PRITU

BUCURESTI

Data eliberarii: 29.08.2022

Anexe: Rezoluție

MINISTERUL JUSTIȚIEI - OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI OFICIUL REGISTRULUI COMERȚULUI de pe lângă TRIBUNALUL BUCUREȘTI

Exemplar nr: 1

CERTIFICAT DE ÎNREGISTRARE MENȚIUNI

Număr de ordine în registrul comerțului J40/7706/1991 Cod unic de înregistrare 361536 Identificator unic la nivel european ROONRC.J40/7706/1991

Mențiunea nr. 573409 din 12.08.2022 având ca obiect înregistrarea modificărilor privind UNICREDIT BANK S.A.

cuprinse în hotărârea adunării generale ordinare a acționarilor din 12.02.2022 este înscrisă în registrul comerțului la data de 19.08.2022 în baza rezoluției nr. 114800 din 18.08.2022.

Director,

Mona-Georgeta Baban

Stefania Carmen CHIŢU a- Reason: Pentru Director semneaza Location: ORCT BUCURESTI

Data eliberarii: 19.08.2022

Anexe: Rezoluție

J40/7706/1991 EUID - ROONRC.J40/7706/1991 CUI - 361536



ROMÂNIA MINISTERUL JUSTIȚIEI OFICIUL NATIONAL AL REGISTRULUI COMERTULUI Oficiul Registrului Comertului de pe lângă Tribunalul Bucuresti

DOSAR NR. 573409/12.08.2022 REZOLUTIAnr. 114800/18.08.2022 Pronunțată în ședința din data de: 18.08.2022

Iuliana Claudia Drăgănoiu — PERSOANA DESEMNATA conform art. 11 alin. (1) din O.U.G. nr. 116/2009 pentru instituirea unor măsuri privind activitatea de înregistrare în registrul comerțului, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările și completările ulterioare,

Pe rol fiind solutionarea cererii de înregistrare nr. 573409 din data de 12.08.2022 pentru UNICREDIT BANK S.A., cod unic de înregistrare: 361536, număr de ordine în registrul comerțului: J40/7706/1991, identificator unic la nivel european: ROONRC.J40/7706/1991.

PERSOANA DESEMNATĂ

Asupra cererii de fată:

Prin cererea înregistrată sub nr. 573409 din data de 12.08.2022 s-a solicitat, înregistrarea în registrul comerțului a unor modificări referitoare la: numire persoane împuternicite.

În sustinerea cererii au fost depuse înscrisurile mentionate în cererea de înregistrare.

Examinând înscrisurile mentionate PERSOANA DESEMNATĂ, constatând că sunt îndeplinite cerințele legale, în conformitate cu art. 1,2 și 6 din O.U.G. 116/2009, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările ulterioare, ale Legii societăților nr. 31/1990, republicată, cu modificările și completările ulterioare, ale Legii nr. 26/1990 privind registrul comerțului, republicată, cu modificările și completările ulterioare, precum și ale Legii 359/2004 cu modificările și completările ulterioare urmează a admite prezenta cerere privind înregistrarea în registrul comerțului a modificărilor solicitate.

PENTRU ACESTE MOTIVE ÎN CONDIȚIILE LEGII **DISPUNE**

Admite cererea de înregistrare așa cum a fost formulată și dispune înregistrarea în registrul comertului a mentiunilor cu privire la: numire persoane împuternicite, potrivit datelor din: Hotărârea adunării generale ordinare a actionarilor din 12.02.2022.

Dispune publicarea rezoluției pe pagina de internet a Oficiului Național al Registrului Comerțului.

Executorie de drept.

Cu drept de plângere, în termen de 15 zile, la Tribunalul București în condițiile art. 6 alin. (3) -(5) si următoarele din O.U.G. 116/2009, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările ulterioare.

Pronunțată în ședința din data de: 18.08.2022

PERSOANA DESEMNATA,

luliana Claudia Drăgănoiu

Claudia

Document Location: ORCT

Referent/Redactat: D.I.C.

Draganoiu

BUCURESTI

2 ex.

J40/7706/1991 EUID - ROONRC.J40/7706/1991 CUI - 361536

ROMÂNIA MINISTERUL JUSTIȚIEI OFICIUL NAȚIONAL AL REGISTRULUI COMERȚULUI Oficiul Registrului Comerțului de pe lângă Tribunalul București DOSAR NR. 586315/25.08.2022

R E Z O L U Ţ I A nr. 119161 /26.08.2022 Pronunţată în ședinţa din data de: 26.08.2022

Ovidiu Cojocaru – PERSOANA DESEMNATA conform art. 11 alin. (1) din O.U.G. nr. 116/2009 pentru instituirea unor măsuri privind activitatea de înregistrare în registrul comerțului, aprobată cu modificări și completări prin Legea nr. 84/2010, cu modificările și completările ulterioare,

Pe rol fiind soluționarea cererii de îndreptare erori materiale nr. 586315 din data de 25.08.2022 pentru UNICREDIT BANK S.A., cod unic de înregistrare: 361536, număr de ordine în registrul comerțului: J40/7706/1991, identificator unic la nivel european: ROONRC.J40/7706/1991.

PERSOANA DESEMNATĂ

Asupra cererii de față:

Prin cererea, inregistrata sub nr. 586315 din data de 25.08.2022, se indreapta eroarea materiala cu privire la actul modificator.

PENTRU ACESTE MOTIVE ÎN CONDIȚIILE LEGII DISPUNE

Admite îndreptarea erorii materiale din oficiu și dispune indreptarea erorii materiale din registrul comertului computerizat si din rezoluția nr. 114800 din data de 18.08.2022, pronunțată în soluționarea cererii de înregistrare nr. 573409 din data de 12.08.2022, cu privire la data actului modificator, în sensul că, în loc de 12.02.2022, se va înregistra 21.02.2022, potrivit documentelor depuse în susținerea cererii de înregistrare nr. 573409/12.08.2022.

Dispune publicarea rezoluției pe pagina de internet a Oficiului Național al Registrului Comertului.

Executorie de drept.

Prezenta face parte integrantă din rezoluția nr. 114800 din data de 18.08.2022.

Cu drept de plângere, în termen de 15 zile, la Tribunalul București în condițiile art. 6, alin. (3) - (5) și următoarele din O.U.G. nr. 116/2009, aprobată cu modificări și completări prin Legea nr. 84/2010, cu completările ulterioare.

Pronunțată în ședința din data de: 26.08.2022.

PERSOANA DESEMNATA, Ovidiu Cojocaru

Referent/Redactat: C.O.

2 ex.

Ovidiu Reason: SEMNARE DOCUMENTE Location: ORCT BUCURESTI

Annex 7: Compliance statement



STATEMENT

According to the provisions of article 31 of Accounting Law no. 82/1991

"The Consolidated and Separate Financial Statements" of UniCredit Bank S.A. Group ("the Group") at 31st December 2022 have been drawn in accordance with the provisions of the National Bank of Romania Order no 27/2010 regarding the approval of the Accounting Regulations in accordance to the European Directives, with subsequent updates, for:

Legal Entity: UNICREDIT BANK S.A.

County: 41 - Directia Generala de Administrare Mari Contribuabili, MUN.BUCURESTI

Address: Bucharest, district 1, Expozitiei 1F, tel. 021/200.20.00

Trade Register Number: J40/7706/1991 Ownership type: 34 – Stock company

Main activity (NACE Code): 6419 - Other monetary intermediation

Fiscal Identification Code: RO 361536.

The persons responsible for the management of the Group assume responsibility for the production of the "Consolidated and Separate Financial Statements" at 31st December 2022.

The financial statements have been drawn in accordance with National Bank of Romania Order no 27/2010 regarding the approval of the Accounting Regulations in accordance to the European Directives, with subsequent updates and we confirm that:

- a) the accounting policies applied for the production of the annual consolidated and separate financial statements are in accordance with the applicable accounting regulations;
- b) the annual consolidated and separate financial statements offer a true and fair view of the financial position, of the financial performance and of the other information regarding the activity of the Group.

cutive-Vice-President.

Executive Vice-President,

Andrei Florin Brat

Annex 8: Financial statements and auditor's report

https://www.unicredit.ro/en/institutional/the-bank/financial-reports.html#financialstatements