

## Annual Report For the year ended at 31st of December 2020

This yearly report is prepared in accordance with FSA Regulation no.5/ 2018 for the period ended as at 31 December 2020.

Date of Report:	24 February 2021
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: <a href="http://www.unicredit.ro">www.unicredit.ro</a> Email: <a href="mailto:office@unicredit.ro">office@unicredit.ro</a>
Trade Register Registration Number:	J40/7706/1991
Sole Registration Code:	RO361536
Bank Register No:	RB-PJR - 40 - 011/1999
Operator of personal data no. ANSPDCP:	10964
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 ( <a href="http://www.bvb.ro">www.bvb.ro</a> )
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). <a href="http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB22">(<a href="http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB22">http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB22</a>)</a> 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/FinancialInstrumentsDetails.aspx?s=UCB24">(<a href="http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB24">http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB24</a>)</a>

## 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 .....	4
1.1.3.	Assessment of the technical and material supply activity (internal and external sources)..	4
1.1.4.	Assessment of sales activity .....	5
1.1.5.	Assessment of the Banks' respectively Group's personnel and related aspects .....	8
1.1.6.	Assessment of the issuer activity on the environment.....	8
1.1.7.	Assessment of research and development.....	8
1.1.8.	Assessment of the business of the company on risk management.....	9
1.1.9.	Main events, factors of uncertainty that can affect the Group's liquidity compared to previous year .....	13
1.1.10.	Integrity and Corporate Social Responsibility.....	15
2.	Tangible and intangible assets of the Group.....	17
3.	Capital Market for the bonds issued by the Bank/Group.....	17
4.	Changes which impact the Shareholders equity and Management of the Group.....	19
4.1.	Changes in the administration of the Group.....	19
4.2.	Increase of share capital. Changes in the shareholders' equity of the Bank.....	21
5.	Consolidated and separate financial statements .....	22
5.1.	Assets, Liabilities and Equity statements.....	22
5.2.	Income statement.....	27
5.3.	Cash flow statements .....	29
6.	ANNEXES.....	33
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.	Statements of the Supervisory Board and Management Board members regarding direct or indirect interests in entities	
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 the new brand name of UniCredit Tiriac Bank SA starting with August 2015, having its current registered office at 1F, Expozitiei Boulevard, District 1, Bucharest, 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 perform banking activities in Romania. The Bank provides banking services in local currency („RON”) and in foreign currency for private individuals and companies. UniCredit Bank is part of UniCredit, the European financial group with the most extensive network in Central and Eastern Europe and one of the most important in Europe. UniCredit Bank is a "one-stop-shop" for financial services, serving more than 600,000 customers.

UniCredit Bank S.A. is a joint stock company incorporated in Romania in 1991, registered with the Trade Register Bucharest under number J40/7706/1991, sole registration number (CUI) RO361536, registered with the Banking Register under number RB-PJR-40-011/18.02.1999

([http://www.bnro.ro/files/d/RegistreBNR/InstitCredit/ban1\\_raport.html](http://www.bnro.ro/files/d/RegistreBNR/InstitCredit/ban1_raport.html) ).

As of 31 December 2020, the UniCredit Group presence in Romania (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”), Debo Leasing S.R.L. (“DEBO”) and UniCredit Insurance Broker S.R.L (“UCIB”).

The businesses of the subsidiaries and the percentage stake of the Bank in its subsidiaries are presented in the Consolidated financial statements, prepared in accordance with IFRS, as endorsed by EU for the period year ended at 31 December 2020.

Please refer to the Note **Reporting entity** presented in the Notes to the Consolidated financial statements for the period ended 31 December 2020.

At 31 December 2020, the Group has conducted its activity through the Head Office, located in Bucharest and its network consisting in 148 branches (31 December 2019: 146) opened in Romania.

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

During 2020, UniCredit Bank Group, consisting of UniCredit Bank and its subsidiaries, had a solid performance despite the challenges caused by the pandemic context. With Covid-19 outbreak focus shifted to safety and support of employees, clients & communities, preservation of capital & liquidity (LCR and TSCR levels significantly above regulatory limits) and disciplined risk management, while continuing to generate resilient business and accelerate digitalization.

Unicredit Bank Group adopted a set of measures to support employees (proper conditions to work from home, safety materials and rotation/reduced schedule for the branches), customers (moratoria, loan agreements under State & EU guarantee schemes, new digital solutions to address clients' needs) and communities (investments in health, education, social & cultures projects), and at the same time maintain a balanced financial

and prudential position. The impact of COVID on the banking market and on the UniCredit Group is presented in more detail in Note 45: "COVID Impact", in the consolidated financial statements for the period ended December 31, 2020 (Annex 6.8).

The Group has obtained a consolidated net profit of RON mio 504 in 2020 (UniCredit Bank: RON mio 404), a decrease of 20.96% (UniCredit Bank: 29.54%) compared with the same period of the previous year, mainly due to additional credit risk provisions in the pandemic context and lower revenues, partially offset by lower operating expenses and a lower stock of provisions for risks&charges.

The Group had in 2020 RON thousands 2,078,813 consolidated operational income, decreasing by 3.89% compared with the year 2019. This evolution is mainly generated by the decrease of ROBOR rates and lower loan volumes, compared with the same period of the previous year, and the decrease of the clients' transactional activity in the pandemic context. This evolution was partially counterbalanced by the decrease by 7.12% of the operational expenses, in the amount of RON thousands 904,937, compared to RON thousands 974,293 in 2019.

UniCredit Bank's financial indicators show a balanced position: the annualized return on equity (ROE) at 9% and annualized return on assets (ROA) reached 0.97% at the end of 2020. Cost-income ratio was at 43.53%, decreasing compared to the previous year (45.05%).

### **1.1.2. Assessment of the Bank's technical level**

In 2020 the Group's projects on digitalization have intensified, with a special focus on the automation of different processes, especially in the context of increasing the 'work from home' capability, on changing the workflows from paper to digital and Digital Approval and Signing, on upgrading the infrastructure and optimizing the front end systems. The Group has continued the upgrade of the alternative channels systems with new functionalities and products, aiming to offer UniCredit customers the possibility to interact with the Bank and access multiple services in a remote way, through alternative channels.

As such, the Online Banking application functionalities were improved (by introducing utility payments based on templates, fees and exchange rates that are displayed in a better structure and card management features) and for Mobile Banking (for individuals) and Business Mobile (for companies) new versions were launched, with advanced features. The vast digital offer – that was enhanced in 2020 with Google Pay, which allows customers to make contactless payments in stores, online or in applications without having their physical bank card; MCash, for cash withdrawals from UniCredit Bank's ATMs and BNAs using the mobile phone; or digital signature for companies - UniCredit is one of the top digital banks in Romania. Last but not least, from January 2020, the robot "Ioana" implemented in call-centre contributes to an improvement of the customers' experience.

### **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. Assessment of sales activity

2020 was marked by promoting digitalization of banking services for companies - segment in which UniCredit is market leader – as well as for individuals, for which the Bank continued to launch new products and services. In the same time, the new context generated by the Covid-19 pandemics required an adjustment of the activity, with a special focus on the actions meant to support employees, customers and communities, and also on the business continuity with positive results.

Related to its activity during 2020, UniCredit was awarded a series of international awards for the qualitative banking services offered. As such, Euromoney's Trade Finance Survey 2020 awarded the Bank for The Best Supplier for All Services in Romania (together with the EEC area, Western Europe, Austria, Bosnia and Herzegovina, Bulgaria, the Czech Republic, Hungary, Italy, Serbia, Slovakia, Croatia and Turkey). In addition, UniCredit was nominated as Global Best Service Supplier for Services - related to trade and business financing („Trade Finance”). According also to Euromoney, the Bank received other awards for Advisory, Financing, Overall Execution and Products areas, as well as for the services provided to clients in Central and Eastern Europe (CEE). In the same time, for the 11th consecutive year, Global Finance acknowledged UniCredit as the best Sub-Custodian Bank in Central and Eastern Europe in 2020 and, subsequently, it also awarded UniCredit as “Best Foreign Exchange Provider” in Romania and “Best Foreign Exchange Provider” for Central and Eastern Europe. Another distinction, which reconfirms the strong position on the Cash Management banking market, came from the Euromoney Cash Management Survey 2020, which acknowledged UniCredit Bank as the market leader in Romania (along with Austria, Bosnia and Herzegovina, Bulgaria, Croatia, Italy, Serbia, Slovakia, Slovenia and Hungary).

Following its consistent strategy, the Bank also provided its corporate and SME customers special financing conditions within the frame of different conventions; thus, UniCredit's customers benefited of special costs and guarantees they needed to better respond to the challenges of the pandemic context.

First, the European Investment Fund (EIF) and UniCredit agreed to increase InnovFin funding for small and medium enterprises in order to improve financing access for small or medium innovative companies as well as for the medium capitalization companies in nine countries. Pursuant to the agreement, UniCredit was able to grant additional financing of EUR 500 million, through the nine banks and 5 leasing entities in central and eastern Europe, to innovative companies.

Subsequently, in mid-June, UniCredit joined the financial support package for the Covid – 19 situation provided by the European Investment Fund (EIF), thus having the opportunity to grant working capital loans to small and medium size enterprises and mid – caps companies in central and eastern Europe, with EIF securities of 80% (as compared to the previous 50%) and simplified eligibility criteria. These new measures have extended the validity of the InnovFin guaranty scheme to large mid – caps companies, extending eligibility from the ones already taken into consideration for validation (small and medium enterprises of medium capitalization companies). Furthermore, in order to support digital technologies and companies' digital transformation, InnovFin guaranty scheme has been extended so that it also covers the digital transformation financing

needs. This transaction benefited from the support of Horizon 2020, the framework program of the European Union for Research and Innovation and from the European Fund for Strategic Investments (EFSI) – the core of Europe's Investments Plan. All these new measures enabled UniCredit to offer support to Romanian companies and also in eight other countries in Central and Eastern Europe: Bosnia and Herzegovina, Bulgaria, Croatia, the Czech Republic, Hungary, Serbia, Slovakia and Slovenia.

Starting from February, the Bank has offered access to 60% secured financing from the total loan for small and medium size enterprises through the Small and Medium Enterprises Initiative (SME Initiative), a security instrument accessed by UniCredit Bank from the European Union. These transactions benefited from the European Union support through the SME Initiative program, financed by the European Union via FEDR and Horizon 2020 and by the European Investment Fund and the European Investment Bank. Thus, the Bank provides to its eligible beneficiaries financing products which are secured by a guarantee financial instrument, easing their access to convenient financing in order to set up new businesses, to expand their current activity, to support the development of the companies' activity or to create new projects, including entering new markets. Last but not least, starting from August, the Bank offers to micro-enterprises a financing program in RON for current expenses with a maximum value of EUR 25,000 (RON equivalent), which benefits from 80% guarantee via EaSI (instrument accessed by UniCredit Bank from the EU through the European Investment Fund, part of the European Investment Bank Group).

An important focus in 2020 was to offer support to the companies affected by the pandemic, using the risk sharing schemes provided by the Romanian state. Thus, within the SME Invest program framework, credit facilities were granted using the Bank's own funds and state guarantees (within a total ceiling of RON million 1,569) to companies active in various sectors, such as production, construction, agriculture, food industry, IT, transport and others. At the same time, following the agreement with the Ministry of Economy, Energy and Business Environment within the governmental program on granting non-reimbursable grants to SMEs, the companies affected by the Covid19 crisis had the option to access the necessary financing from UniCredit, also benefiting of free qualified signature certificates to be used for the electronically signage of their documents.

2020 brought novelties in the retail area as well: UniCredit pursued the development of its offer, proposing simpler products to its clients, modern digital platforms and simplified processes. Thus, for the companies with an annual turnover of maximum EUR million 3, the Bank issued an offer which granted them lower fees for the same benefits if they would use digital channels attached to GeniusIMM account package, for the purpose of being a real partner for SME customers and support them with relevant products and services. For individual customers, the Bank initiated campaigns with special interest rates for certain types of deposits, advantageous financing offers for mortgages and numerous new or improved digital products (for example, new Mobile Banking, Google Pay, Mcash etc.). Furthermore, given that many individual customers were strongly impacted during this period, the Bank quickly implemented measures meant to support them through these difficult times.

The accomplishments in digitalization and the investments made during the past few years for digital channels were essential for the Bank's current activity and supported the Bank in accelerating certain projects. Where possible, the Bank immediately adopted flexible policies, encouraging the employees, whose presence was not required at the office, to work from home. For branches, extended safety measures were enforced. Clients were encouraged to use the bank's digital channels and the remote consultancy services, as often as possible. Also, they were provided with on-site services as well, if needed. Thus, during the whole crisis situation the Bank was able to offer the same safety and quality level services to its clients as before the COVID 19 pandemic.

At the same time, **UniCredit Consumer Financing IFN SA** (UCFIN), part of the UniCredit Bank group in Romania, concentrated its efforts on loyalty campaigns for the existing portfolio and continued its initiatives on processes digitalization (for example: Update of credit card benefits, recurrent communication campaigns, Launch of electronic signature in Mobile Banking app, launch of Google Pay feature on credit cards). All the products have been included in the Black Friday campaign in order to boost the online acquisitions.

In the preparation for 2021, UCFIN will focus on increasing the number of strategic partners, simplify digital flows for the improvement of the experience with the client and profiling of new cashback-type benefits on credit cards.

In 2020, **UniCredit Leasing** has maintained its top position on the financial leasing market, offering a large range of products and services, and continued to support both the companies with investment appetite and the clients facing difficult times within the context of the pandemic generated by COVID-19. The company has quickly adapted its processes and operational flows to the new context, the safety and health of its employees and its customers being a priority throughout the year.

The data presented for the financial year 2020 have taken into account the organization and management of the accounting activity in accordance with the Law no. 82 / 1991, republished and with further amendments and updates, NBR Order 27/16.12.2010 , with further updates and amendments.

All the state budget liabilities have properly been booked and paid in accordance with local regulations in force.

The external auditor of the Bank, Deloitte Audit SRL, has audited the separate and consolidated financial statements for the year ended 31 December 2020 in accordance with International Standards on Audit („ISA”). The audit opinion states that the separate and consolidated financial statements give a true and fair view on the financial position, financial performance and cash flows of the Bank and respectively of the Group in accordance with International Financial Reporting Standards as endorsed by European Union.

The audit results are presented in the external auditor's Deloitte Audit SRL report attached to the separate and consolidated financial statements.

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

The number of employees of the Group at 31 December 2020 was 3,390 (31 December 2019: 3,357). The number of employees of the Bank at 31 December 2020 was 3,024 (31.12.2019: 2,987).

The Bank 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, 1,457 (48% 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, 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

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

The Bank 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 UCB Group is exposed are:

### 1.1.8.1. Market risk and Interest rate risk

Interest rate risk is the exposure of a bank's financial condition to adverse movements in interest rates.

Interest rate fluctuations can be a source of profitability and shareholder value, but also represent a threat to the Bank's earnings and capital base. Variable interest rates influence the level of earnings by changing interest income and expenses as well as other interest-sensitive income and operating expenses; they also impact the Bank's underlying value by generating variations in the net present value of assets, liabilities and off balance sheet instruments. In view of that, UniCredit Bank has implemented risk management processes that maintain interest rate risk within prudent levels.

The management of the interest rate risk in the banking book aims to optimize, in an ongoing scenario, the risk/return profile and long term value creation while reducing adverse impacts on Bank's earnings and regulatory capital coming from interest rates volatility.

The Group monitors the exposure to interest rate risk by using a system of indicators and associated limits: duration gap, basis point value, VaR component for the interest rate risk in the banking book, net interest income sensitivity and economic value sensitivity.

### 1.1.8.2. Credit risk

UCB 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.

UCB 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 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 Bank 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.

The Group has carried out an extensive project, under the coordination of the UniCredit SpA Group, in order to implement starting with 2021, the new definition of default (new DoD), in accordance with the requirements of EBA Guide GL / 2016/07 on the application of the definition of default and in conjunction with the requirements of the National Bank of Romania Regulation no. 5/2013 on prudential requirements for credit institutions, with subsequent amendments and completions.

As a first step, during 2019 the significance threshold of the obligations from past due loans for retail exposures was aligned, both for the Bank and for UCFIN, at the level set up by Regulation no. 5/2018 amending and supplementing the Regulation of the National Bank of Romania no. 5/2013 regarding prudential requirements for credit institutions.

The significance thresholds of the obligations were fully aligned also for non retail segment in January 2021.

Thresholds as per new definition of default (defined at local banking system level) are considered to be:

- a) the level of the relative component of the significance threshold is 1%;
- b) the level of the absolute component of the significance threshold is 150 RON.

Based on the November perimeter results the Group estimated the effect of portfolio shift from Performing to Non-Performing (NPE) Status according to new definition of default and quantified the total Expected Credit Losses (ECL) increasing amount. The ECL for the New NPE was computed leveraging to the existing Stage 3 provisioning approach as these transactions would have been classified in Stage 3 if the New DoD had been in place at the end of year 2020. The Profit and Loss account impact taken in December figures was of RON millions 27 (out of which: Bank RON millions 10, UCLC RON millions 13.5, UCFIN RON millions 3.5).

Although the Profit and Loss impact coming from additional ECL was taken into 2020 financial statements, in what regards the final step of new definition of default requirements (reclassification in NPE and implementation of new internal model recalibrated with new definition of default), this is to be applied within the beginning of 2021 in alignment with Joint Supervisory Team (JST) Regulators' approval.

Regarding new definition of default quantification (internal PD models recalibrated with new definition of default), this is also considered within 2020 results with an impact of ECL increase of approx. RON millions 55 on Group local subsidiaries (UCLC and UCFIN), with no material impact on the Bank side.

## 1.1.8.3. Liquidity risk

The liquidity risk is the probability of the bank 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 the bank 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 the Group's liquidity framework, the main goal of the overall liquidity management is to keep the liquidity exposure at such a level that the bank is able to honor 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 Group has two layers of governance bodies: Managing Bodies acting as strategic decision taking functions and Operational units acting as operative liquidity management functions, i.e. Finance, Financial Risk, Markets – Treasury.

The liquidity and funding strategy of the Bank is defined / reviewed at least on a yearly basis by considering the strategy and business model of the Bank, the actual and expected macroeconomic/financial conditions and the funding capacity of the Bank, as well as the overall risk tolerance as reflected by the Risk Appetite Framework.

In accordance with the strategic goal of self-sufficient funding, the Group's liquidity and funding strategy is centered 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 funds transfer pricing mechanism.

### Exposure to liquidity risk

Key indicators used by the Bank 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: the Bank 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 (EU) 575/2013 and Regulation (EU) no. 61/2015.
- other key indicators for the management of liquidity and funding needs used to assess the concentration of funding and the way in which loans to customers are sustained by commercial funds.

The Bank 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 the Bank.

Regular stress testing assessments are performed in order to evaluate the liquidity position of the Bank. 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. In particular, liquidity stress test results are useful in order 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.

#### **1.1.8.4. Operational risk**

Exposure to operational risk is generated by the probability 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 includes, but is not limited to, exposure to fines, penalties or punitive damages resulting from supervisory actions, as well as from private settlements.

The operational risk management framework within UniCredit Bank is well structured and involves relevant factors in promoting a culture favorable 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 efficiency in preventing risks' materialization and mitigating their effects.

#### **1.1.8.5. 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.

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

#### **1.1.8.6. 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.

#### **1.1.8.7. 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.

#### **1.1.8.8. 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.

#### **1.1.8.9. 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.

#### **1.1.8.10. Inter-concentration Risk**

Within the Bank, 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 was affected by the COVID 19 pandemic in 2020, leading to an economic drop of 3.9% compared to the previous year, the first economic contraction after the recovery from the global financial crisis. Among the GDP components that still

had a positive dynamic in 2020, we mention the public consumption whose increase is mainly due to expenditure on medical supplies and equipment for containing the pandemic effects and the gross fixed capital formation, as investments were higher in 2020 compared to 2019 mainly due to a significant allocation of funds to large infrastructure projects. Among the industries that performed well in 2020, we can mention the construction sector, a part of the economy which was not subject to lockdown restrictions and the IT sector which had a positive contribution to GDP growth. Agriculture had a negative evolution in 2020 mainly due to the drought which affected especially the southern part of the country.

In 2021 the Group expects the economy to advance by 4% supported by a recovery of private consumption and of external trade. EU transfers from the National Plan for Recovery and Resilience (RO: Planul National de Redresare si Rezilienta, PNRR) will finance projects which will help the country's development and will temper the current account deficit. The Group expects the economy to return to its pre-pandemic level by the end of first half of 2022.

The budget deficit doubled in 2020 on the back of expenditure to contain the spread of the COVID-19 pandemic and also due to the fiscal stimulus package to support the economy worth around 5.7% of GDP, one of the smallest in the region but well diversified. The budget deficit reached 9.79% at the end of 2020, and a slight decrease to 7.2% of GDP is projected for 2021. We anticipate that the fiscal stimulus package will decrease in 2021 to around 3% of GDP, but a better absorption of the European funds from the 2014-2020 budget and the National Plan for Recovery and Resilience could compensate. In 2021 fiscal policy is likely to be predictable and, thus, not lead to additional pressures on the budget deficit.

The monetary policy rate was reduced by one percentage point in 2020 amid the crisis generated by the COVID-19 pandemic. The NBR operated the first cut on March 23rd, 2020 (0.5 percentage points) at the beginning of the pandemic and state of emergency, followed by other two cuts of 0.25 percentage points at the beginning of June and August. Furthermore, the minimum reserve rate requirement was maintained at 8% for RON liabilities, while the requirement for foreign exchange liabilities was subject to two cuts of 2 percentage points in February and 1 percentage point in November, down to 5%. We expect monetary policy to remain accommodative in 2021, accompanied by additional cuts to the monetary policy rate, given the low inflationary pressures which allow for additional easing of the monetary conditions. Furthermore, in order to contain the effects of the crisis generate by the pandemic, NBR purchased government bonds on the secondary market in 2020 and supported commercial banks' liquidity through bi-lateral operations. We expect a downward trajectory of the interbank interest rates (ROBOR), with a decrease of the rate for the 3 months' maturity below 1.5% during 2021.

The EUR-RON exchange fluctuated inside the 4.8-4.9 interval in 2020 with constant RON depreciation pressures due to unfavorable capital flows and reduced economic activity. We expect the EUR-RON to move in the interval 4.9-5.0 due to moderate depreciation pressures. This gradual depreciation of the national currency will reduce some of RON's overvaluation.

The inflation rate had a descending path in 2020 on the back of the reduced economic

activity, mainly due to the decrease of private consumption amid the social distancing measures implemented to contain the pandemic. Although at the end of 2019 the annual inflation rate was 4%, consumer prices had a constantly decreasing trend to 2.1% at the end of 2020. For 2021 we expect a gradual return of inflation to 3.1% at the end of the year. The most important inflationary pressures will come from the liberalization of the electricity market, if a significant proportion of customers will not switch to the new types of contracts in the competitive market.

The trade balance deficit persisted at high levels in 2020. Due to the reduced economic activity, both imports and exports decreased but the gap between the two remained high. Exports were affected by the lack of external demand caused by the lockdown periods imposed by the Western European economies. The current account deficit reached EUR 10.98 billion in 2020, the equivalent of around 5% of GDP. For 2021, the Group estimates a current account deficit of at least EUR 9.6 billion.

The volume of loans granted increased in 2020 as well due to support programs from the government, namely the SME Invest program for SMEs and the moratorium on the repayment of loans that benefited both individuals and companies, which maintained a high level of outstanding loans. Year-end data show that the preference for RON-denominated loans continued, with a share of 69.5% compared to 67.6% in December 2019. In total, non-government credit registered at the end of 2020 an increase of 6% compared to the end of 2019. Loans granted to private individuals continued to advance, the local currency being preferred instead of foreign currency. Deposits continued to grow at a faster pace than loans, reflecting the fact that there is still enough room for lending, but the current economic conditions are marked by uncertainty, leading to reluctance on the debtor's side.

The ratio of non-performing loans decreased at the beginning of 2020, reaching 3.94% in March, but the economic effects of the COVID-19 pandemic also had an impact on loan performance, so that in June 2020 the indicator reached a value of 4.38%, with a subsequent decrease to 3.89% in November 2020. The dynamics of this indicator would have been much pronounced had the government not implemented the moratorium on loans.

## **1.1.10. Integrity/Corporate Social Responsibility**

For over 14 years, UniCredit Bank has supported some of the most important financial and entrepreneurship education projects, community and social initiatives, as well as cultural events in Romania. Over the time, the Bank has been part in and supported a number of important educational, entrepreneurial, social and cultural projects, in cooperation with various non-governmental organizations and other partners.

2020 also involved, in the social responsibility activity, specific actions to address the challenges of the pandemic context: on the one hand, through campaigns to support the health system, and on the other hand through the digitization of programs carried out in the past in the offline environment, such as the educational program Social Impact Banking Start Major, Academy of Creative Minds, Grants of the Academy of Creative Minds for business digitalization, Sibiu International Theater Festival, Pe Bune Podcast series, Future Talks webinars, Romanian Design Week, Diploma, Plai Festival, Amural Festival.

## Charitable initiatives in response to COVID-19

UniCredit Bank and its employees have supported communities in the fight against coronavirus, through various initiatives:

- UniCredit Bank donated EUR 120,000 to Zi de Bine Association to support the purchase of two high-performance mechanical ventilation devices and to provide the necessary medical support in response to emergencies.
- The employees of UniCredit Bank, UniCredit Leasing, UniCredit Consumer Financing and UniCredit Services Romania carried out in April an internal fundraising campaign, completed by a contribution of the UniCredit Foundation. The initiative raised a total of EUR 61,000, which were directed to the purchase of medical equipment and consumables for hospitals.
- UniCredit Bank joined the #together campaign, initiated by Altex Romania and the Altex Foundation, donating EUR 130,000 to support hospitals.
- UniCredit Bank also supported the project Oameni in Alb, which provides free psychological and emotional support to physicians.

## Social Impact projects

The Social Impact Banking (SIB) program, which represents UniCredit's commitment to building a fairer and more inclusive society, continued in 2020, with the aim of identifying, financing and promoting people and businesses that have a positive social impact. This approach aims to generate both economic benefits and wider benefits at the societal level. Through SIB, projects and organizations generally excluded from accessing banking products and services, can benefit from both financing and business expertise provided by UniCredit through educational programs dedicated to micro-entrepreneurs, social companies, vulnerable or disadvantaged groups, including young people, the elderly and other categories at risk of social exclusion. The involvement of UniCredit employees is an important component in implementing the actions within SIB, and supports the construction of valuable networks within communities, bringing people together to share positive experiences and to increase the notoriety of projects.

## Educational and cultural projects

UniCredit is one of the financial institutions that has traditionally supported art and culture, with a special affinity in the area of contemporary art and young artists. In addition, in the last 4 years, the bank has developed and offered entrepreneurs in the creative industries (such as theater, film, architecture and design, cafes and restaurants, bakeries and pastry, jewelry manufacturers, etc.) a comprehensive program of financial education and entrepreneurship, Academy of Creative Minds. Initiated and developed first in the offline environment, the program reached its 11th edition in 2020 and was completely digitized, offering webinars to 800 entrepreneurs simultaneously. The participants in the program can access varied educational modules, but they also enjoy belonging to an increasingly solid community. Moreover, in 2020, through the Grants of the Academy of Creative Minds for Business Digitization program, supported by UniCredit, seven entrepreneurs benefited from non-reimbursable financing in the total value of EUR 30,000.



Also, UniCredit Bank was with The Institute Foundation in organizing and conducting the two Romanian Design Week and Diploma festivals. The support of the Plai Festival from Timisoara and the Amural Festival from Brasov continued, all these events so beneficial for the local communities, taking place outdoors and respecting all safety measures but also the partnership with Teach for Romania, materialized in the form of an Academy of Online leadership for teachers (in August).

## 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 were in gross amount of RON thousands 1,107,057 as of 31 December 2020 compared to RON thousands 1,005,157 as of 31 December 2019 representing an increase of 10.12% (in net amounts RON thousands 461,439 as of 31 December 2020 compared to RON thousands 396,652 as of 31 December 2019, representing an increase by 16.33%).

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

As of 31 December 2020, the Bank 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.. The remaining buildings in which the Group runs its activities are rented. The Bank did not close in 2020 any branch located in rented space.

### 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 Bank issued 61,000 medium and long term bonds denominated in RON listed on Bucharest Stock Exchange with nominal value of 10,000/bond, having the following characteristics:

- Symbol UCB20, ISIN ROUCTBDBC022, number of instruments 14,600, floating rate ROBOR 6M + 0.65%, interest coupon half-yearly payable and redemption date on 15 July 2020. All six interest coupons have been paid to the bond holders and the principal was paid on 15 July 2020.
- Symbol UCB22, ISIN ROUCTBDBC030, number of instruments 28,050, floating rate ROBOR 6M + 0.85%, interest coupon half-yearly payable and redemption date on 15

July 2022. Out of 10 interest coupons of this bond issue six coupons have been paid to the bond holders;

- 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 six coupons have been paid to the bond holders.

Information regarding these bonds are presented on the Bucharest Stock Exchange website (UCB20 has been delisted after principal payment):

<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB22>

<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB24>

### 3.2. Description of the way the entities 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 SA 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

Following the ECB press release on dividends distribution and share buybacks, issued on 27 March 2020, the Management Board of UniCredit Bank Romania resolved to withdraw - without modifying the agenda of the Shareholders' Meeting convened on 8 April 2020 - the proposal related to the distribution of a dividend. Consequently, the Common Equity Tier 1 Capital of UniCredit Group, has increased with 448,856,195.27 RON, not deducting anymore the amount of the previously declared dividends.

Therefore, in April 2020 the General Meeting of Shareholders approved the distribution of the Bank's net profit for the year 2019, in total amount of RON 572,920,274.07, as presented in the Separate Financial Statements prepared in accordance with IFRS as endorsed by EU and applicable to credit institutions in accordance with NBR Order 27/2010 and further amendments, as follows:

- set-up of a reserve for the amount of RON 28,179,641.00 related to the reinvested profit of the year 2019, for which the Bank applied the income tax exemption according to art. 22 of Law no. 227/2015;
- reinvestment of the remaining net profit in total amount of RON 544,740,633.00.

## 4. Changes which impact the Shareholders equity and Management of the Group

### 4.1. Changes in the administration of the Group

On 17<sup>th</sup> 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 2020**

Supervisory Board of UniCredit Bank as of 31 December 2020 consisted of:

1. **Pasquale Giamboi**, Italian citizen, born on 24.10.1954, President of Supervisory Board;
2. **Luboslava Uram**, Slovak citizen, born on 19.03.1975, Vice-president of Supervisory Board;
3. **Zeynep Nazan Somer Ozelgin**, Turkish citizen, born on 06.11.1963, Member of Supervisory Board;
4. **Huseyin Faik Acikalin**, Turkish citizen, born on 30.04.1962, Member of Supervisory Board;
5. **Riccardo Roscini**, Italian citizen, born on 30.06.1978, Member of Supervisory Board;
6. **Niccolo' Ubertalli**, Italian citizen, born on 02.03.1973, Member of Supervisory Board;
7. **Graziana Mazzone**, Italian citizen, born on 28.11.1981, Member of Supervisory Board.

#### **Presentation of the Management Board members as of 31 December 2020**

Management Board of UniCredit Bank as of 31 December 2020 consisted of:

1. **Catalin Rasvan Radu**, Romanian citizen, born on 12.02.1966, Executive President (CEO), President of Management Board;
2. **Tzvetanka Gueorguieva Mintcheva**, Bulgarian citizen, born on 02.04.1977, First Executive Vice-President, Member of Management Board;
3. **Philipp Gamauf**, Austrian citizen, born on 23.06.1982, Executive Vice-president, Member of Management Board;
4. **Nicola Longo Dente**, Italian citizen, born on 21.06.1959 Executive Vice-president, Member of Management Board;
5. **Andrei Bratu**, Romanian citizen, born on 16.04.1978, Executive Vice-President, Member of Management Board;
6. **Carlo Driussi**, Italian citizen, born on 01.01.1978, Executive Vice-President, Member of Management Board;
7. **Antoaneta Curteanu**, Romanian citizen, born on 01.05.1968, Executive Vice-president, Member of Management Board;

During 2020, there have been the following changes in the governing bodies of UniCredit Bank regarding:

#### **Supervisory Board's members:**

- General Shareholders Meeting held on 20.02.2020 adopted:

# 2020 Annual Report as per FSA Regulation 5/2018

- Acknowledgement of the termination of the mandate of **Mr. Stefano Porro** as member of Supervisory Board, effective as of February 21, 2020;
  - Acknowledgement of the termination of the mandate of **Mrs. Jutta Liebernwein Schoeffmann** as member of Supervisory Board, effective as of February 21, 2020;
  - Appointment of **Mr. Niccolo Ubertalli** as member of Supervisory Board for a mandate of 3 (three) years starting with February 21, 2020 until February 21, 2023 – *approved on 02.11.2020;*
  - Appointment of **Ms. Graziana Mazzone** as Member of Supervisory Board for a period of 3 (three) years starting with February 21, 2020 until February 21, 2023- *approved on 10.12.2020;*
  - Appointment of **Mr. Riccardo Roscini** as Member of Supervisory Board for a period of 3 (three) years starting with February 21, 2020 until February 21, 2023 – *approved on 14.10.2020;*
  - Prolongation of **Mr. Corneliu-Dan Pascariu** mandate as member of the Supervisory Board for a period starting with April 15, 2020 until December 31, 2020;
  - Prolongation of **Mr. Zeynep Nazan Somer Ozelgin** mandate as member of the Supervisory Board for a period of 3 (three) years starting with February 21, 2020 until February 21, 2023.
- Supervisory Board held on 02.03.2020 decided upon the appointment of **Mrs. Luboslava Uram** as SB Vice-Chairman, starting with her NBR approval date, respectively 27.03.2020;
  - Supervisory Board held on 02.04.2020 acknowledged the resignation from the position of Chairman of Supervisory Board of **Mr. Corneliu Dan Pascariu** as of 03.04.2020;
  - Supervisory Board held on 30.04.2020 decided upon the appointment of **Mr. Pasquale Giamboi** as Chairman of Supervisory Board, as of 30.04.2020.

## Management Board's members:

- Supervisory Board held on 26.02.2020 decided upon the appointment of **Mrs. Tzvetanka Gueorguieva Mintcheva** as member of Management Board, Deputy CEO – approved by NBR on 19.06.2020;
- Supervisory Board held on 02.03.2020 decided upon the prolongation of **Management Board mandate**, from 17.04.2020 until 17.04.2023;
- Supervisory Board held on 02.11.2020 decided upon:
  - appointment of **Mrs. Diana Ciubotariu** as member of Management Board, Executive Vice-President, from 01.01.2021 until 17.04.2023 – *NBR approval pending;*

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 2020, the share capital of the Bank is of RON 455,219,478.30, consisting of 48,948,331 ordinary shares (same number as for 31 December 2019), 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, 2020, UniCredit Bank SpA, the main shareholder of the Bank, owns 98.63% of the Bank's social capital (same as in 31 December 2019).

As of December 31, 2020, 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	626,204	5,823,697.20	1.2793
Romanian Legal Entities	21,606	200,935.80	0.0441
Foreign Individuals	15,560	144,708.00	0.0318
Foreign Legal Entities	7,340	68,262.00	0.0150
<b>TOTAL</b>	<b>48,948,331</b>	<b>455,219,478.30</b>	<b>100.0000</b>

# 2020 Annual Report as per FSA Regulation 5/2018

## 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 Group and of the Bank are presented below:

In RON thousands	Group			Bank		
	31.12.2020	31.12.2019	31.12.2018	31.12.2020	31.12.2019	31.12.2018
<b>Assets:</b>						
Cash and cash equivalents	12,236,808	11,693,894	10,282,258	12,229,614	11,693,863	10,282,174
Financial assets at fair value through profit or loss	555,337	267,990	296,785	555,337	267,990	296,785
Derivatives assets designated as hedging instruments	-	-	146	-	-	146
Loans and advances to customers at amortized cost	25,229,315	26,013,805	24,622,314	22,286,540	22,483,263	20,973,071
Net lease receivables	3,515,814	3,323,516	3,002,737	-	-	-
Loans and advances to banks at amortized cost	212,130	572,567	1,897,602	212,130	572,567	1,897,602
Other financial assets at amortized cost	143,440	142,810	190,151	117,695	100,767	143,332
Financial assets at fair value through other comprehensive income	3,020,373	8,614,640	7,330,621	3,018,027	8,612,294	7,328,275
Debt instruments at amortized cost	6,148,138	-	-	6,148,138	-	-
Investment in subsidiaries	-	-	-	143,116	143,116	143,116
Property, plant and equipment	215,505	200,368	173,260	205,101	188,613	171,402
Right of use assets	198,789	174,235	-	189,896	160,445	-
Intangible assets	245,934	196,284	162,897	231,976	186,516	152,089
Current tax assets	858	2,848	630	-	2,848	-
Deferred tax assets	119,797	132,466	143,456	41,246	60,809	79,454
Other assets	126,302	191,185	201,485	66,942	68,066	79,050
Non-current assets and disposal groups classified as held for sale	-	-	32,692	-	-	-
<b>Total assets</b>	<b>51,968,540</b>	<b>51,526,608</b>	<b>48,337,034</b>	<b>45,445,758</b>	<b>44,541,157</b>	<b>41,546,496</b>

## 2020 Annual Report as per FSA Regulation 5/2018

In RON thousands	Group			Bank		
	31.12.2020	31.12.2019	31.12.2018	31.12.2020	31.12.2019	31.12.2018
<b>Liabilities:</b>						
Financial liabilities at fair value through profit or loss	73,017	73,969	69,809	73,017	73,969	69,829
Derivatives liabilities designated as hedging instruments	81,216	114,852	78,919	81,216	114,852	78,919
Deposits from banks	595,076	1,666,287	3,757,657	595,076	1,666,287	3,757,657
Loans from banks and other financial institutions at amortized cost	5,564,667	6,483,236	7,591,301	778,203	795,267	1,073,065
Deposits from customers	35,772,365	33,938,950	29,494,901	36,259,081	34,706,764	29,841,828
Debt securities issued	1,922,036	2,044,046	622,115	470,747	621,823	622,115
Other financial liabilities at amortized cost	518,044	391,071	459,838	453,359	340,562	368,442
Subordinated liabilities	929,593	912,449	890,311	822,466	807,304	787,705
Lease liabilities	196,836	163,898	-	192,717	158,752	-
Current tax liabilities	6,801	2,699	44,889	969	-	43,705
Provisions	223,576	240,959	205,454	193,874	218,819	202,412
Other non-financial liabilities	243,364	251,401	264,656	164,315	167,708	152,408
<b>Total liabilities</b>	<b>46,126,591</b>	<b>46,283,817</b>	<b>43,479,850</b>	<b>40,085,040</b>	<b>39,672,107</b>	<b>36,998,085</b>

## 2020 Annual Report as per FSA Regulation 5/2018

	Group			Bank		
In RON thousands	31.12.2020	31.12.2019	31.12.2018	31.12.2020	31.12.2019	31.12.2018
<b>Equity</b>						
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	(46,441)	(47,833)	(45,054)	(46,441)	(47,833)	(45,054)
Reserve on financial assets at fair value through other comprehensive income	107,908	20,330	(88,570)	107,908	20,330	(88,570)
Revaluation reserve on property and equipment	12,722	12,682	9,819	12,722	12,682	9,819
Other reserves	325,516	298,289	271,031	325,516	298,289	271,031
Retained earnings	3,521,959	3,050,001	2,794,726	3,161,585	2,786,154	2,601,756
<b>Total equity for parent company</b>	<b>5,721,092</b>	<b>5,132,897</b>	<b>4,741,381</b>	<b>5,360,718</b>	<b>4,869,050</b>	<b>4,548,411</b>
Non-controlling interest	120,857	109,894	115,803	-	-	-
<b>Total equity</b>	<b>5,841,949</b>	<b>5,242,791</b>	<b>4,857,184</b>	<b>5,360,718</b>	<b>4,869,050</b>	<b>4,548,411</b>
<b>Total liabilities and equity</b>	<b>51,968,540</b>	<b>51,526,608</b>	<b>48,337,034</b>	<b>45,445,758</b>	<b>44,541,157</b>	<b>41,546,496</b>



# 2020 Annual Report as per FSA Regulation 5/2018

At the end of 2020, total assets were RON thousands 51,968,540, compared to RON thousands 51,526,608 as of 31 December 2019 (increase by 0.9%).

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

- **Loans and advances to banks:** decrease by RON thousands 360,437 (-62.95%) from RON thousands 572,567 in December 2019 to RON thousands 212,130 in December 2020.
- **Loans and advances to customers:** decrease by RON thousands 784,490 (-3.02%) from RON thousands 26,013,805 in December 2019 to RON thousands 25,229,315 in December 2020. This variation is mainly explained by the use of credit lines at a lower level than in 2019, in the pandemic context, corroborated with a significant decrease in consumer loans.
- **Financial assets at fair value through other comprehensive income:** decrease by RON thousands 5,594,267 (-64.94%) from RON thousands 8,614,640 in December 2019 to RON thousands 3,020,373 in December 2020.
- **Cash and cash equivalents:** increase by RON thousands 542,914 (+4.64%) from RON thousands 11,693,894 in December 2019 to RON thousands 12,236,808 in December 2020.
- **Net lease receivables:** increase by RON thousands 192,298 (+5.79%) from RON thousands 3,323,516 in December 2019 to RON thousands 3,515,814 in December 2020.
- **Financial assets at fair value through profit or loss:** increase by RON thousands 287,347 (+107.22%) from RON thousands 267,990 in December 2019 to RON thousands 555,337 in December 2020.
- Starting 3 of April, 2020, the Bank updated its business model for **securities** including an additional business model, "**held to collect**" – "HTC", for fixed income portfolio. The addition of a new business model is sustained by the current profile of the holdings pertaining to the Replicating Portfolio, as the respective financial assets are associated to a particular product (Free funds and Non-maturing deposits) and the intention of the Bank is to hold those financial assets until maturity, designating them for the purpose of stabilizing the net interest income of the Bank in a multiyear horizon.

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

- **Derivatives liabilities designated as hedging instruments:** decrease by RON thousands 33,636 (-29.29%) from RON thousands 114,852 as at 31 December 2019 to RON thousands 81,216 as at 31 December 2020.
- **Deposits from banks:** decrease by RON thousands 1,071,211 (-64.29%) from RON thousands 1,666,287 at 31 December 2019 to RON thousands 595,076 at 31 December 2020.
- **Loans from banks and other financial institutions at amortized cost:** decrease by RON thousands 918,569 (-14.17%) from RON thousands 6,483,236 at 31 December 2019 to RON thousands 5,564,667 at 31 December 2020.
- **Deposits from customers:** increase by RON thousands 1,833,415 (+5.40%) from RON thousands 33,938,950 at 31 December 2019 to RON thousands 35,772,365 at 31 December 2020.

## 2020 Annual Report as per FSA Regulation 5/2018

- **Debt securities issued:** decrease by RON thousands 122,010 (-5.97%) from RON thousands 2,044,046 in 31 December 2019 to RON thousands 1,922,036 at 31 December 2020.
- **Other financial liabilities at amortized cost:** increase by RON thousands 126,973 (+32.47%) from 391,071 at 31 December 2019 to RON thousands 518,044 at 31 December 2020
- **Lease liabilities:** increase by RON thousands 32,938 (+20.10%) from RON thousands 163,898 (31 December 2019) to RON thousands 196,836 (31 December 2020).
- **Provisions:** decrease by RON thousands 17,383 (-7.21%) from RON thousands 240,959 at 31 December 2019 to RON thousands 223,576 at 31 December 2020.
- **Reserve on financial assets at fair value through other comprehensive income:** increase by RON thousands 87,578 (+430.78%) from RON thousands 20,330 at 31 December 2019 to RON thousands 107,908 at 31 December 2020.

# 2020 Annual Report as per FSA Regulation 5/2018

## 5.2. Income statement

Income statement for the Group and Bank is presented below:

In RON thousands	Group			Bank		
	31.12.2020	31.12.2019	31.12.2018	31.12.2020	31.12.2019	31.12.2018
Interest income	1,759,217	1,850,803	1,704,394	1,291,400	1,339,265	1,258,876
Interest expense	(450,551)	(526,573)	(476,770)	(302,569)	(378,152)	(350,856)
<b>Net interest income</b>	<b>1,308,666</b>	<b>1,324,230</b>	<b>1,227,624</b>	<b>988,831</b>	<b>961,113</b>	<b>908,020</b>
Fee and commission income	452,808	454,938	416,318	410,571	424,480	417,581
Fee and commission expense	(146,202)	(138,481)	(110,874)	(137,976)	(127,476)	(98,893)
<b>Net fee and commission income</b>	<b>306,606</b>	<b>316,457</b>	<b>305,444</b>	<b>272,595</b>	<b>297,004</b>	<b>318,688</b>
Net income from instruments at fair value through profit and loss	305,186	360,345	304,901	305,188	360,345	304,901
Net gain/(loss) from foreign exchange	81,240	96,215	47,264	68,079	83,747	36,290
Fair value adjustments in hedge accounting	(2,504)	1,831	(2,576)	(2,504)	1,831	(2,576)
Net gain/(loss) from derecognition of financial assets measured at amortised cost*	11,606	40,054	33,946	4,999	22,709	3,844
Net gain/(loss) from derecognition of financial assets measured at FVTOCI*	47,322	11,841	(26,171)	47,322	11,841	181
Dividend income	1,972	1,971	2,376	1,972	1,971	2,376
Other operating income	18,719	9,961	19,372	11,252	6,810	12,153
<b>Operating income</b>	<b>2,078,813</b>	<b>2,162,905</b>	<b>1,912,180</b>	<b>1,697,734</b>	<b>1,747,371</b>	<b>1,583,877</b>
Personnel expenses	(428,668)	(421,876)	(398,446)	(376,092)	(367,480)	(347,332)
Depreciation and impairment of tangible assets	(98,735)	(95,246)	(37,247)	(90,868)	(89,633)	(36,569)
Amortisation and impairment of intangible assets	(51,970)	(57,049)	(58,368)	(47,482)	(50,484)	(50,235)
Other administrative costs	(303,855)	(377,120)	(326,289)	(279,729)	(344,931)	(289,016)
Other operating costs	(21,709)	(23,002)	(27,162)	(10,973)	(11,810)	(16,255)
<b>Operating expenses</b>	<b>(904,937)</b>	<b>(974,293)</b>	<b>(847,512)</b>	<b>(805,144)</b>	<b>(864,338)</b>	<b>(739,407)</b>

\* "Net income on disposal of financial assets and liabilities which are not at fair value through profit or loss" caption in amount of 51,895 RON thousands for the Group/ 34,550 RON thousands for the Bank, was split between: "Net gain/(loss) from derecognition of financial assets measured at amortised cost" caption in amount of 40,054 RON thousands for the Group/ 22,709 RON thousands for the Bank and "Net gain/(loss) from derecognition of financial assets measured at FVTOCI" caption in amount of 11,841 RON thousands for the Group/Bank;

## 2020 Annual Report as per FSA Regulation 5/2018

In RON thousands	Group			Bank		
	31.12.2020	31.12.2019	31.12.2018	31.12.2020	31.12.2019	31.12.2018
<b>Net operating income</b>	<b>1,173,876</b>	<b>1,188,612</b>	<b>1,064,668</b>	<b>892,590</b>	<b>883,033</b>	<b>844,470</b>
Net impairment losses on financial assets*	(510,918)	(387,019)	(357,749)	(366,461)	(190,853)	(150,902)
Losses on modification of financial assets*	(2,673)	(304)	(52)	(2,673)	(304)	(52)
Net impairment losses on non-financial assets	(5,527)	(396)	-	(5,527)	(396)	-
Net provision losses	19,910	(33,209)	(68,791)	27,343	(14,165)	(47,445)
Net gains/(loss) from other investment activities	-	1,249	64	-	-	64
<b>Profit before taxation</b>	<b>674,668</b>	<b>768,933</b>	<b>638,141</b>	<b>545,272</b>	<b>677,315</b>	<b>646,135</b>
Income tax	(170,735)	(131,358)	(103,070)	(141,610)	(104,395)	(95,336)
<b>Net profit for the year</b>	<b>503,933</b>	<b>637,575</b>	<b>535,071</b>	<b>403,662</b>	<b>572,920</b>	<b>550,799</b>
Attributable to:						
Equity holders of the parent company	492,974	643,482	564,455	403,662	572,920	550,799
Non-controlling interests	10,959	(5,907)	(29,384)	-	-	-
<b>Net profit for the year</b>	<b>503,933</b>	<b>637,575</b>	<b>535,071</b>	<b>403,662</b>	<b>572,920</b>	<b>550,799</b>

\* "Net impairment losses on financial assets" caption in amount of -387,323 RON thousands for the Group/ -191,157 RON thousands for the Bank, was split between "Net impairment losses on financial assets" caption in amount of -387,019 RON thousands for the Group/ -190,853 RON thousands for the Bank and "Losses on modification of financial assets" caption in amount of 304 RON thousands for the Group/Bank;

# 2020 Annual Report as per FSA Regulation 5/2018

The table below presents the weight of each category of products or services in the Bank's operating income for the last three years:

% of total revenues	Group			Bank		
	2020	2019	2018	2020	2019	2018
Loans and advances to customers <sup>1</sup>	40%	42%	46%	29%	30%	30%
Customer deposits <sup>2</sup>	14%	15%	15%	18%	19%	18%
Transactions <sup>3</sup>	11%	11%	12%	13%	14%	17%
Investments and trading <sup>4</sup>	21%	21%	18%	26%	27%	22%
Others <sup>5</sup>	13%	10%	9%	13%	10%	12%

1. interest income and commissions related to clients' financial services

2. revenues and expenses related to customer deposits

3. revenues and expenses with commissions related to banking transactions and services (eg payments, FX, cash transactions)

4. revenues from trading

5. revenues and expenses with insurance commissions, mutual funds, incomes in relation to other banks

## 5.3. Cash flow statements

The Group started to disclose separately in the cash flow statements the "Effect of foreign exchange rate changes", thus several positions having FX impact have been restated also for the previous year cash flow:

- (i) The amount of "Other non-cash items" caption has been recalculated at value of 214,681 RON thousands for the Group/ 20,227 RON thousands for the Bank, versus the value of 407,997 RON thousands for the Group/ 213,543 RON thousands for the Bank previously presented;
- (ii) The amount of "Operating profit before changes in operating assets and liabilities" caption has been recalculated at value of 1,587,971 RON thousands for the Group/ 1,099,837 RON thousands for the Bank as against of value of 1,781,287 RON thousands for the Group/ 1,293,153 RON thousands for the Bank previously presented;
- (iii) The amount of "Net cash from operating activities" caption has been recalculated at value of 1,541,995 RON thousands for the Group/ 2,061,630 RON thousands for the Bank, versus the value of 1,735,311 RON thousands for the Group/ 2,254,946 RON thousands for the Bank previously presented;

## 2020 Annual Report as per FSA Regulation 5/2018

- (iv) The amount of “Net increase in cash and cash equivalents” caption has been recalculated at the value of 1,219,987 RON thousands for the Group/ 1,219,974 RON thousands for the Bank, versus the value of 1,413,303 RON thousands for the Group/ 1,413,290 RON thousands for the Bank previously presented;
- (v) The amount of “Effect of foreign exchange rate changes” caption has been recalculated at value of 193,316 RON thousands for the Group/Bank, while no value was previously presented for the Group/Bank.

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

In RON thousands	Group			Bank		
	2020	2019	2018	2020	2019	2018
<b>Operating activities</b>						
Profit / (Loss) before taxation	674,668	768,933	638,141	545,272	677,315	646,135
<b>Adjustments for non-cash items:</b>						
Depreciation, amortisation and impairment on tangible and intangible assets	150,705	152,295	95,626	138,350	140,117	86,820
Net impairment losses on financial assets	589,416	462,203	401,279	422,702	271,109	180,848
Fair value loss/(gain) on derivatives and other financial assets held for trading	(10,990)	4,451	(35,667)	(10,990)	4,412	(35,667)
Other items for which the cash effects are investing or financing	109,922	(14,592)	7,451	15,082	(13,343)	1,166
Other non-cash items	(165,262)	214,681	(203,458)	(245,346)	20,227	(226,125)
<b>Operating profit before changes in operating assets and liabilities</b>	<b>1,348,459</b>	<b>1,587,971</b>	<b>903,372</b>	<b>865,070</b>	<b>1,099,837</b>	<b>653,177</b>
<b>Change in operating assets:</b>						
(Increase) / Decrease in financial assets at fair value through profit and loss/other comprehensive income	5,349,788	(1,043,849)	(1,486,128)	5,349,788	(1,043,850)	(1,486,117)
Acquisition of debt instruments at amortized cost	(6,036,170)	-	-	(6,036,170)	-	-
(Increase) / Decrease in loans and advances to banks	357,915	1,322,993	(769,261)	358,329	1,322,993	(768,993)
(Increase) / Decrease in loans and advances to customers	318,117	(1,749,209)	(694,261)	(112,123)	(1,690,780)	(125,052)
(Increase) / Decrease in lease investment	(270,099)	(424,994)	(399,039)	-	-	-

## 2020 Annual Report as per FSA Regulation 5/2018

In RON thousands	Group			Bank		
	2020	2019	2018	2020	2019	2018
(Increase) / Decrease in other assets	43,459	37,821	(122,921)	(26,004)	36,117	(54,096)
<b>Change in operating liabilities:</b>						
(Decrease) / Increase in deposits from banks	(1,071,026)	(2,090,967)	675,379	(1,071,026)	(2,090,967)	675,379
(Decrease) / Increase in deposits from customers	1,764,033	4,190,791	2,390,546	1,482,935	4,610,789	2,471,397
(Decrease) / Increase in other liabilities	129,038	(99,835)	(10,829)	108,838	(27,040)	(91,942)
Income tax paid	(168,279)	(188,727)	(103,009)	(135,390)	(155,469)	(79,170)
<b>Net cash from operating activities</b>	<b>1,765,235</b>	<b>1,541,995</b>	<b>383,849</b>	<b>784,247</b>	<b>2,061,630</b>	<b>1,194,583</b>
<b>Investing activities</b>						
Proceeds from sale of property and equipment	311	1	1,257	-	1	1,257
Acquisition of property and equipment and intangible assets	(149,257)	(141,045)	(83,265)	(141,175)	(133,563)	(75,308)
Proceeds from sale of non-current assets held for sale	-	6,000	-	-	-	-
Proceeds from sale of equity investments	-	-	13,148	-	-	-
Dividends received	2,462	2,211	2,466	2,462	2,211	2,466
<b>Cash flows used in investing activities</b>	<b>(146,484)</b>	<b>(132,833)</b>	<b>(66,394)</b>	<b>(138,713)</b>	<b>(131,351)</b>	<b>(71,585)</b>
<b>Financing activities</b>						
Dividends paid	(490)	(357,421)	-	(490)	(357,421)	-
Payments of bonds issued	(154,146)	-	(550,000)	(146,000)	-	(550,000)
Proceeds from bonds issued	-	1,411,004	-	-	-	-
Increase in capital and share premium	-	-	697,825	-	-	697,825
Repayments of loans from financial institutions	(2,507,888)	(4,034,241)	(2,404,310)	(245,879)	(298,108)	(261,970)
Drawdowns from loans from financial institutions	1,522,235	2,848,271	3,334,490	217,775	-	386,532
Repayment of the lease liabilities	(57,442)	(56,788)	-	(57,000)	(54,776)	-
<b>Net cash used in financing activities</b>	<b>(1,197,731)</b>	<b>(189,175)</b>	<b>1,078,005</b>	<b>(231,594)</b>	<b>(710,305)</b>	<b>272,387</b>
<b>Net increase in cash and cash equivalents</b>	<b>421,020</b>	<b>1,219,987</b>	<b>1,395,460</b>	<b>413,940</b>	<b>1,219,974</b>	<b>1,395,385</b>
<b>Cash and cash equivalents at 1 January - gross value</b>	<b>11,698,460</b>	<b>10,285,157</b>	<b>8,824,908</b>	<b>11,698,363</b>	<b>10,285,073</b>	<b>8,824,887</b>
Effect of foreign exchange rate changes*	122,583	193,316	67,899	122,569	193,316	67,899
IFRS9 impact at 01.01.2018	-	-	(3,110)	-	-	(3,098)

## 2020 Annual Report as per FSA Regulation 5/2018

In RON thousands	Group			Bank		
	2020	2019	2018	2020	2019	2018
<b>Cash and cash equivalents at 31 December - gross value</b>	<b>12,242,063</b>	<b>11,698,460</b>	<b>10,285,157</b>	<b>12,234,872</b>	<b>11,698,363</b>	<b>10,285,073</b>
Impairment allowance	(5,255)	(4,566)	(2,899)	(5,258)	(4,500)	(2,899)
<b>Cash and cash equivalents at 31 December -net value</b>	<b>12,236,808</b>	<b>11,693,894</b>	<b>10,282,258</b>	<b>12,229,614</b>	<b>11,693,863</b>	<b>10,282,174</b>
Cash flow from operating activities include:						
Interest received	1,759,448	1,811,688	1,258,545	1,274,465	1,316,448	920,013
Interest paid	(451,235)	(543,190)	(429,034)	(314,748)	(402,071)	(311,099)

The liquidity ratio in RON equivalent calculated in accordance with NBR Regulation 25/2011 was in 2020 between 1.51 and 32.07 (depending on the residual maturity of the assets and the liabilities), while in 2019 was between 1.46 and 22.01.



## 6. ANNEXES

There are attached to the present report the following documents:

### 6.1. Changes in the Constitutive Deed

The changes in the Constitutive Deed regard changes of the Management Board members.

### 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 2020 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 2020.

### 6.8. Financial statements and auditor's report

Consolidated Financial Statements as of 31 December 2020 prepared in accordance with IFRS as endorsed by European Union and audited by the external independent auditor Deloitte Audit SRL.

Mr. Catalin Rasvan Radu  
Chief Executive Officer



Mr. Philipp Gamauf  
Chief Financial Officer

Verified,  
Ana Costea  
Accounting & Reporting Director



**Annex 1:**  
**Changes in the Constitutive Deed**



## HOTĂRÂREA ADUNĂRII GENERALE EXTRAORDINARE A ACȚIONARILOR (AGEA)

UniCredit Bank S.A.  
din data de 30.10.2020

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 **30.10.2020**, 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 **05.10.2020**, ce reprezintă **98,6298%** 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. 3414 din data de 28.09.2020 și în ziarul „România Liberă” din data de 29.09.2020, precum și pe pagina de internet a Băncii, potrivit prevederilor art. 117 și art. 117<sup>2</sup> 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 Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile deținute de acționarii prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

1. Modificarea articolului 28.2 din Capitolul X al Actului Constitutiv al Băncii, care va avea următorul conținut:

*"28.2 Directoratul va fi compus dintr-un număr cuprins între trei și nouă (3-9) membri. Numărul membrilor Directoratului trebuie să fie întotdeauna impar. Membrii Directoratului pot fi persoane fizice de cetățenie română sau străină și vor fi aleși de către Consiliul de Supraveghere pentru un mandat de 3 (trei) ani cu posibilitatea de realegere. 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 2** pe ordinea de zi, Adunarea Generală Extraordinară a Acționarilor a aprobat, cu **100 %** din voturile deținute de acționarii prezenți sau reprezentați la Adunarea Generală Extraordinară a Acționarilor Băncii:

2. Împuternicirea Președintelui Executiv al Băncii și a unuia dintre Vicepreședinții Executivi ai Băncii să semneze orice documente ce vor fi întocmite în baza hotărârii AGEA, precum și să îndeplinească toate acțiunile și formalitățile necesare pentru înregistrarea Actului Constitutiv actualizat și pentru înregistrarea și/sau publicarea hotărârii AGEA și/sau a oricăror documente potrivit reglementarilor legale în vigoare, inclusiv dar fără a se limita la Registrul Comerțului, Banca Națională a României. Președintele Executiv al Băncii și, respectiv, oricare dintre Vicepreședinții Executivi ai Băncii pot împuternici 2 (doi) salariați ai Băncii pentru aducerea la îndeplinire a acestui mandat.

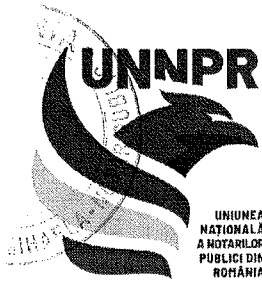
Redactată astăzi, 30.10.2020

**Președinte de ședință**

**Antoaneta Curteanu**

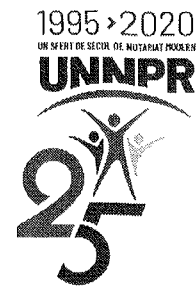
**Secretar de ședință**

**Sevastița Drăghici**



ROMÂNIA  
UNIUNEA NAȚIONALĂ A NOTARILOR PUBLICI  
SOCIETATE PROFESIONALĂ NOTARIALĂ  
"DURNESCU și Asociații"

Licența de funcționare nr. 249/3526/13.09.2016  
Sediul: Str. Jean Louis Calderon nr. 57, etaj 1 și 2, Sector 2, București  
Tel: 021.331.20.71 / 0723.288.948, Fax: 021.331.20.99  
e-mail: secretariat@bnpdurnescu.ro



**ÎNCHEIERE DE AUTENTIFICARE NR. 5664**  
**ANUL: 2020 LUNA OCTOMBRIE ZIUA: 30**

Eu, **IANACHIEVICI ANDRA MIHAELA**, notar public, la cererea părții m-am deplasat la adresa din Mun. București, Piața Montreal, nr.10, Sector 1, sala de conferințe " Montreal", unde am găsit pe:

- **CURTEANU ANTOANETA**, cetățean român, domiciliată în Mun. București, Sector 2, Str. Hățișului nr.9, bl.H10, sc.1, ap.3, posesoare a cărții de identitate seria DP nr.164804 emisă de DEPABD la data de 04.05.2015, valabilă până la data de 01.05.2025, CNP 2680501424527, în calitate de Președinte de Ședință al Adunării Generale Extraordinare a Acționarilor UniCredit Bank S.A. din data de 30.10.2020,

- **DRĂGHICI SEVASTIȚA**, cetățean român, domiciliată în Mun. București, Sector 4, Str. Trestiana nr.3, bl.8B, sc.B et.8, ap.77, posesoare a cărții de identitate seria RX nr.711794 emisă de SPCEP Sector 4 la data de 14.05.2015, valabilă până la data de 05.05.2025, CNP 2630505400402, cunoscută personal de notar, în calitate de Secretar de Ședință al Adunării Generale Extraordinare a Acționarilor UniCredit Bank S.A. din data de 30.10.2020,

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,

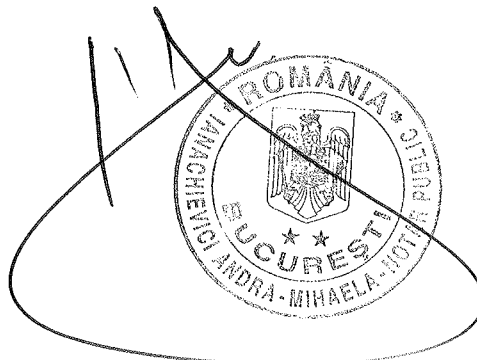
**SE DECLARĂ AUTENTIC PREZENTUL ÎNSCRIS**

S-a perceput onorariul de 300 lei plus 57 lei TVA cu factura seria FV nr.48484/2020.

**NOTAR PUBLIC**  
**IANACHIEVICI ANDRA MIHAELA**  
s.s. indescifrabil/l.s. stampilă notar

**PREZENTUL DUPLICAT S-A ÎNTOCMIT ÎN 6 (ȘASE) EXEMPLARE, DE IANACHIEVICI ANDRA MIHAELA, NOTAR PUBLIC, ASTĂZI, DATA AUTENTIFICĂRII ACTULUI ȘI ARE ACEEAȘI FORȚĂ PROBANTĂ CA ORIGINALUL.**

**NOTAR PUBLIC**  
**IANACHIEVICI ANDRA MIHAELA**



## CONSTITUTIVE ACT

OF

UniCredit Bank S.A.

### CHAPTER I

#### NAME, LEGAL FORM, REGISTERED OFFICE, LEGAL BASIS, LOGO

##### Art. 1 NAME

- 1.1. The name of the banking company is **UNICREDIT BANK S.A.** (hereinafter called "the Bank").
- 1.2. All invoices, letters, publications and any other documents issued by the Bank shall include the information required by applicable legal provisions.

##### Art. 2 LEGAL FORM

The Bank is incorporated as a Romanian joint-stock company, which carries out its activity under the applicable laws of Romania and the provisions herein.

##### Art. 3 REGISTERED OFFICE AND LEGAL BASIS

- 3.1. The registered office of the Bank is Bucharest, 1F, Expozitiei Boulevard, sector 1, Romania.
- 3.2. The Bank's registered office may be moved to any other location in Romania under the resolution passed by the General Meeting of Shareholders, in accordance with the applicable legal provisions.
- 3.3. The Bank is part of the UniCredit Group (the "Group"). As a member of the Group, the Bank must comply, subject to applicable law, with the directives received from UniCredit SpA (the "Holding Company" and the "Holding Guidelines", respectively). The Holding Guidelines are those rules which define a clear governance, organization model and managerial responsibility in Group key processes issued in the exercise of the Holding Company's powers to supervise and co-ordinate the Group, in accordance with the instructions issued by the Bank of Italy aimed at maintaining Group stability.
- 3.4. Subject to applicable law, the Bank agrees to provide the Holding Company, with all data and information regarding its activities.

##### Art. 4 SECONDARY PLACES OF BUSINESS AND SUBSIDIARIES

The Bank may establish (i) secondary places of business, i.e. branches, agencies,

representative offices or other offices without legal personality and (ii) subsidiaries, both in Romania and abroad, in accordance with this Constitutive Act and applicable laws.

#### **Art. 5 LOGO**

The Bank's logo is registered with the Chamber of Commerce and Industry and with the Trade Register.

### **CHAPTER II**

#### **DURATION**

#### **Art. 6**

The Bank has been established for an unlimited period of time. The General Meeting of Shareholders may decide to terminate the Bank's activity in accordance with applicable law.

### **CHAPTER III**

#### **OBJECT OF ACTIVITY**

#### **Art. 7**

7.1. The Bank's main field of activity is "Monetary intermediation" (CAEN Code 641). The Bank's main activity is "Other monetary intermediation activities" (CAEN Code 6419).

7.2. Therefore, the Bank will carry out banking operations such as:

- (i) receipt of deposits and other reimbursable funds (6419);
- (ii) contracting loans, including: consumer loans, mortgage loans, financing commercial transactions, factoring, discounting and forfeiting operations (6419);
- (iii) money transfer services (6419);
- (iv) issuance and management of payment instruments, such as: credit cards, travel checks, and other similar instruments, including issuance of e-money (6612);
- (v) issuance of guarantees and assuming commitments (6419);
- (vi) transactions on its own behalf or on behalf of customers, according to the law, with (6419):

- money market instruments, such as: checks, bills of exchange, promissory notes, certificates of deposits;
  - foreign currency;
  - futures;
  - exchange rate and interest rate linked instruments;
  - securities and other financial instruments;
- (vii) intermediation in securities and other financial instruments offer, either by their underwriting and placement, or by placement and performing of related services in compliance with the law (6612);
- (viii) advising on capital structure, business strategy and other related issues, advising and providing services related to mergers and acquisitions of commercial companies (6619);
- (ix) intermediation on the interbank market (6419);
- (x) management of the customers' portfolio and related consultancy services (6612);
- (xi) custody and management of the securities and other financial instruments (6419);
- (xii) services regarding data supply and references related to credit activity (6419);
- (xiii) renting of safe boxes (6419);
- (xiv) depositing assets of investment funds and investment companies (6419);
- (xv) distribution of investment funds' units and investment companies' shares; (6419);
- (xvi) acting as operator of the electronic archive of movable securities (6419);
- (xvii) transactions with precious metals, gems and objects thereof (6419);
- (xviii) data processing services, database management, and other similar services provided to third parties (6311);
- (xix) shareholding in other companies' share capital (6419);
- (xx) lease of real estate and movable assets, in compliance with the law (6820);
- (xxi) mandate operations, consisting of:
- performance of insurance activities as insurance agent (6622);
  - opening of collection accounts in the name and on behalf of the customers with



the banks with whom the Bank has concluded collection agreements (6419);  
transfer of amounts, in the name of the customers, from the customer's account with the State Treasury to the customer's account opened with the Bank, under the agreement concluded between the Bank and the Ministry of Public Finance (6419);

executing debit instructions in the name and on behalf of the customers – Direct debit (6419);

accepting and executing by the Bank of transfer requests received by SWIFT (MT101 and MT104) from the customers' accounts, based on the mandate given by such customers to the Bank (6419);

(xxii) financial leasing (6491);

(xxiii) administration of patrimony (movable and immovable assets owned by the Bank, but not affected for the Bank's financial activities) (6820);

(xxiv) mandate operations (non-financial) for and on behalf of UniCredit Banking Group entities (6419);

(xxv) collection and preparing of applicants credit documentation and data entry in the financier' application (6619)

(xxvi) intermediation of the electronic invoicing and electronic archiving services provided by Transfond (6619).

(xxvii) promoting and selling digital signatures certificates (6419).

7.3. The Bank may also perform certain activities related to its main object of activity such as: possession and management of real estate and movable assets necessary for the Bank's activity or for its employees' use, including operations with real estate and movable assets designed to enhance their employees' proficiency, to organise recreational and leisure facilities, and to ensure dwellings for the employees and their families.

7.4. The Bank will carry out the above-mentioned operations in compliance with the law.

7.5. In order to carry out operations that are regulated by special laws and regulations, the Bank will require and obtain all necessary permits and approvals.

7.6. The Bank may carry out any other activities or services, to the extent they relate to the financial field, by observing the special legal provisions which regulate the respective activities, if applicable, including, but not limited to:

(i) acting as an agent of American Express Service Europe for issuing charge cards in favor of the Bank's clients (6419);

- (ii) services regarding accounts transactions on behalf of clients - holding type companies and/or groups (based on mandate), for the administration of capital flows and cash management of companies from the group/holding (treasury operations) (6419).
- 7.7. The Bank can also carry out other activities for its customers, which, although not associated to the developed activities, represents an extension of the banking operations.
- 7.8. The Bank may perform the following activities:
  - (i) depositing of assets of private administrated pension funds (6629); depositing of financial assets of facultative pension funds (6629);
  - (ii) marketing of private administrated pension funds (6629); marketing of facultative pension prospectus (6629).
- 7.9 The Bank may carry out any other activities or operations necessary for carrying out the authorized object of activity.

#### **CHAPTER IV**

##### **REGISTERED CAPITAL**

###### **Art. 8**

The Bank's registered capital is RON 455,219,478.30, paid in full, divided into 48,948,331 equal and dematerialized nominative shares of RON 9,3 each, and numbered from 1 to 48,948,331.

#### **CHAPTER V**

##### **SHARES**

###### **Art. 9**

The shares issued by the Bank are nominative and in dematerialized form and are registered in the shareholders register. The Bank may issue shareholding certificates to the shareholders, in the form determined by the Management Board in accordance with Company Law no. 31/1990, as republished and further amended from time to time (hereinafter referred to as the "**Company Law**").

###### **Art. 10**

The shares are indivisible and have the same nominal value of RON 9,3 each.

**Art. 11**

All shares grant the same rights and obligations to their respective shareholders. The Bank is entitled to issue classes of shares that grant different rights to their respective shareholders, in accordance with Company Law.

**Art. 12**

Each share grants to its shareholder a voting right in the General Meeting of Shareholders.

**Art. 13**

Upon the prior approval of the National Bank of Romania and with the approval of the General Meeting of Shareholders, the Bank may redeem its shares in order to reduce the registered capital while maintaining the minimum number of shareholders and the required level of registered capital.

## CHAPTER VI

### SHAREHOLDERS' RIGHTS AND OBLIGATIONS

**Art. 14**

The shareholders have those rights and obligations towards the Bank as derived from this Constitutive Act and the applicable legal provisions.

**Art. 15**

Proportional with the participation in the registered capital, each shareholder has the following main rights:

- (i) the right to receive dividends according to the resolution of the General Meeting of Shareholders; in case of dissolution of the Bank, the right to receive a part of the net assets, corresponding to the number of shares held;
- (ii) the right to participate in the General Meeting of Shareholders, to vote, elect, and be elected in the Bank's management structures;
- (iii) the right to be informed with regard to the Bank's balance sheet;
- (iv) the preference right to acquire shares upon an increase of the share capital as set forth in Company Law.

**Art. 16**

The shareholders are liable towards the Bank for the payment of their subscribed share capital.

**Art 17**

The shareholders by virtue of their shareholding accept to adhere to the Bank's Constitutive Act, as amended from time to time, and to any resolution validly passed by the General Meeting of Shareholders.

**CHAPTER VII**

**TRANSFER OF SHARES**

**Art. 18**

The transfer of the ownership right over the shares issued by the Bank shall become effective by declaration in the shareholders' register signed by the assignee and assignor or by their proxies. Such declaration shall be operated in the shareholders' register by the Bank's representative specifically authorized to this end.

The transfer of the ownership right over the shares issued by the Bank can also be performed based on a notarized share transfer agreement. However, such notarized share transfer agreement will only produce its effects towards the Bank from the moment the Bank, through its representative specifically authorized to this end, operates the relevant entries in the shareholders' register, as soon as practicable after receipt of notarized share transfer agreement. The Bank's obligations with regard to the transferred shares cannot be triggered unless the above conditions are met.

**CHAPTER VIII**

**GENERAL MEETING OF SHAREHOLDERS**

**Art. 19**

The General Meeting of Shareholders consists of all shareholders. The General Meeting of Shareholders may be ordinary or extraordinary.

**Art. 20**

The ordinary and extraordinary General Meetings of Shareholders shall take place at the Bank's registered office or in any other location specified in the convening notice.

**Art. 21**

21.1. The meetings of the General Meeting of Shareholders will be convoked by the Management Board or by the Supervisory Board, in accordance with the provisions of the law.

- 21.2. The General Meetings of the Shareholders will take place at the earliest 30 (thirty) days after the publishing of the convening notice in the Official Gazette and in a large circulation newspaper in the city where the registered office is located, and as set forth in Company Law. The convening notice will specify the place and date of the meeting, its agenda and the entire text of any proposed changes to the Constitutive Act. The convening notice may also include the date and the time of a second meeting in case the first meeting cannot be held. The convening of the General Meeting of Shareholders by any other means, including, but not limited to registered letter, is strictly forbidden.
- 21.3. The Management Board shall immediately convene the General Meeting of Shareholders upon the written request of shareholders representing at least 5% of the share capital of the Bank.

21.4. Quorum and Voting Requirements

The quorum and voting requirements for the General Shareholders Meetings are those established by the Company Law.

**Art. 22**

The vote in the General Meeting of Shareholders is open, except for the situations when the secret vote is required by Company law.

**Art. 23**

Shareholders may be represented in the General Meeting of Shareholders by other shareholders or by other persons under a special power of attorney, according to Company Law.

**Art. 24**

- 24.1. Any shareholder who, either personally or as a representative of another person, has, with respect to a certain matter, an interest contrary to the Bank's interest, must refrain from voting on that matter.
- 24.2. The resolutions of the General Meeting are binding for both the shareholders who did not attend the meeting and the ones who voted against such resolutions, and may be challenged according to Company Law.
- 24.3. The Ordinary General Meeting of Shareholders will be summoned at least once a year, within no more than five (5) months from the closure of the financial year (or within any other term as may be required under the applicable legal provisions), as well as whenever decisions under its legal competence or this Constitutive Act must be made.
- 24.4. The Extraordinary General Meeting of Shareholders will be convened whenever decisions under its legal and statutory competence must be made.

- 24.5. The Ordinary General Meeting of Shareholders shall have the competences established by the Company Law.
- 24.6. The Extraordinary General Meeting shall have the competences established by the Company Law, excepting the following competence that is delegated to the Management Board:
- (i) completing the object of activity of the Bank, with the obligation to accordingly inform the Supervisory Board;

## CHAPTER IX

### SUPERVISORY BOARD

#### Art 25

- 25.1. The Supervisory Board is the statutory body of the Bank which is responsible for supervision and control of the Bank, in particular of shall supervise the exercise of powers by the Management Board and the conduct of the Bank's business activities.
- 25.2. The Supervisory Board shall consist of a minimum number of 3 (three) members and a maximum number of 9 (nine) members elected by the General Meeting of Shareholders of the Bank, either Romanian or foreign natural persons, appointed for mandates of maximum 3 (three) years from their appointment, with the possibility of being re-appointed. At least one member must be independent. In case of vacancies in the Supervisory Board decreasing the number of members of the Supervisory Board beneath 3 (three) members, a General Meeting of Shareholders shall be called without delay to fill the vacant places.
- 25.3. Each member of the Supervisory Board shall conclude a professional liability insurance policy as required by the relevant legal provisions.
- 25.4.. The members of the Supervisory Board may not concurrently be also members of the Management Board. Moreover, they may not cumulate the capacity of member in the Supervisory Board with that of Bank's employee.

#### Art. 26

- 26.1. The Supervisory Board is headed by a Chairman appointed by the Supervisory

Board from among its members. The Supervisory Board may also appoint from among its members a Vice-Chairman. In case of vacancy of a position of member in the Supervisory Board, the Supervisory Board may proceed to the appointment of a temporary member until the convening of the General Meeting of Shareholders.

- 26.2. The Supervisory Board shall create an Audit Committee and any other consultative committee as required by law or as deemed necessary by the Supervisory Board in accordance with applicable legal regulations. Any such committee shall consist of at least two members of the Supervisory Board and shall have at least one independent member of the Supervisory Board. Such committees may be charged with the carrying out of investigations and the drawing up of recommendations for the Supervisory Board. The detailed specification of powers, organisation, membership and adoption of resolutions shall be stipulated within the Rules of Procedures of such committees to be approved by the Supervisory Board.

#### **Art. 27**

- 27.1. The Supervisory Board decides upon all matters set forth under its competence by the applicable legal provisions.
- 27.2. The meetings of the Supervisory Board shall be held whenever necessary, but at least once within a period of 3 (three) months, either at the Bank's registered office or at any other place, in Romania or abroad. Each member of the Supervisory Board may authorize another member of the Supervisory Board to represent him at the Supervisory Board meeting. One attending member may represent only one absent member.
- 27.3. The members of the Management Board may participate in meetings of the Supervisory Board upon invitation. The members of the Management Board do not have the right to vote in the Supervisory Board. The detailed procedure for the organization, convocation of meetings and adoption of resolutions of the Supervisory Board are stipulated in the Rules of Procedure of the Supervisory Board.
- 27.4. The meetings of the Supervisory Board may also be held validly in or outside the registered office in Romania and abroad by any means of communication by which all members of the Supervisory Board may simultaneously see and hear each other during the meeting.
- 27.5. In extraordinary situations the meetings of the Supervisory Board may also be held validly in or outside the registered office in Romania and abroad by any means of communication by which all members of the Supervisory Board may simultaneously hear each other during the meeting.
- 27.6. Quorum and Voting Requirements

The quorum and voting requirements for the Supervisory Board's meetings are those established by the Company Law.

27.7. Apart from its general competence to supervise and control the Bank, the Supervisory Board shall have also the following competences:

- (i) to supervise the enforcement of resolutions passed by the General Meeting of Shareholders and to deal with any matter which has been expressly delegated to it by the General Meeting of Shareholders;
- (ii) to approve the overall strategy and the guidelines of the Bank;
- (iii) to preapprove prior to the Management Board's submission for approval to the General Meeting of Shareholders the financial statements and the proposals of the Management Board concerning the distribution of profit or the settlement of loss and to submit to the General Meeting of Shareholders its opinion;
- (iv) to preapprove prior to the Management Board's submission for approval to the General Meeting of Shareholders the proposal for the appointment of the financial auditor received from the Audit Committee and to approve the remuneration of the financial auditor after the Management Board's proposal to the Audit Committee;
- (v) to preapprove the budget of income and expenses of the Bank and, as the case may be, the activity program for the following financial year which has been prepared by the Management Board;
- (vi) to approve the opening and closing of subsidiaries in Romania and abroad and the opening and closing of secondary places of business abroad;
- (vii) to propose to the General Meeting of Shareholders the issuance of any category of shares and bonds in the Bank, based on the Management Board's proposal;
- (viii) to appoint and revoke the Management Board members and to elect from the members thus appointed, the Chairman of the Management Board;
- (ix) to appoint in case of vacancy of a position in the Supervisory Board or in the Management Board a temporary member until the appointment of a new Supervisory Board member by the General Meeting of Shareholders or for the period remaining until the expiry of the Management Board's mandate respectively;
- (x) to give approval for the appointment, removal and remuneration of the Head of the Internal Audit Department by the Management Board;
- (xi) to approve the Rules of Procedure of the Management Board and of the Supervisory Board respectively;



- (xii) to appoint the members of the operating level committees, such as the Audit Committee or any other committee created by the Supervisory Board;
- (xiii) to organize the internal control framework, according to the applicable legal provisions;
- (xiv) to answer in writing to the notifications of the shareholders who exert their control right upon the management of the Bank.
- (xv) to approve any delegation to the Management Board of any of the matters set forth in this article, according to the applicable legal provisions.

## CHAPTER X

### MANAGEMENT BOARD

#### **Art. 28**

- 28.1. The Management Board is the statutory body of the Bank which is responsible for the management of all activities of the Bank, including monitoring and control of the business objectives of the Bank. The Management Board takes decisions on any matters of the Bank, unless such decisions are reserved to other bodies according to legal regulations or this Constitutive Act.
- 28.2. The Management Board shall be composed of three to nine (3-9) members. The number of the Management Board members must always be odd. The members of the Management Board may be Romanian or foreign natural persons and shall be elected by the Supervisory Board for a mandate of 3 (three) years with the possibility of being reappointed. The Supervisory Board shall also appoint the Chairman of the Management Board who shall at the same time act as Chief Executive Officer of the Bank. The members of the Management Board may be revoked at any time by the Supervisory Board. In case of vacancy, the Supervisory Board will proceed without any delay to the appointment of a new member until the Management Board's mandate expires.
- 28.3. Each member of the Management Board shall conclude a professional liability insurance policy as required by the relevant legal provisions.
- 28.4. The Management Board shall have, in particular, the following powers and responsibilities:
- (i) to observe and ensure the enforcement of resolutions passed by the General Meeting of Shareholders and the Supervisory Board and to exercise the duties expressly delegated by the General Meeting of Shareholders and by the Supervisory Board to the Management Board;
  - (ii) to present to the Supervisory Board for preapproval and to submit to the General Meeting of the Shareholders for the approval the proposal of the financial statements and proposals concerning the distribution of profits or

settlement of the losses and the Report of the Management Board;

- (iii) to propose and submit for the approval by the General Meeting of Shareholders the income and expenses budget of the Bank and the activity program for the following financial year after preapproval by the Supervisory Board;
- (iv) to approve the opening and closing of secondary places of business in Romania, reporting to the Supervisory Board accordingly;
- (v) to review and submit to the Audit Committee the proposal for the appointment of the financial auditor, to conclude contracts regarding such financial audit services in relation with the audit of the financial reports of the Bank with the financial auditors, members of the Chamber of Financial Auditors of Romania or with international financial audit companies approved by the Chamber of Financial Auditors of Romania which have been approved by the General Meeting of Shareholders;
- (vi) to approve credits to persons who have special relations with the Bank, in accordance with the regulations of the National Bank of Romania and any other applicable law;
- (vii) to contract insurance policies for the Bank through an insurance company against the risk of terrorism, robbery, officer's and director's liability and other risks specific to the banking activity;
- (viii) to establish and approve operating guidelines, internal rules and procedures of the Bank in compliance with the Holding Guidelines, except as otherwise determined by this Constitutive Act;
- (ix) to prepare and implement yearly and long term business plans, financial plans and the strategic plans of the Bank in accordance with the legal provisions in force and the Bank's Constitutive Act;
- (x) to issue the overall strategy and the guidelines of the Bank;
- (xi) to establish the annual crediting policy and investment policy consistent with the general economic policy of the Bank and with the Holding Guidelines;
- (xii) to organize the internal banking control framework, according to the applicable legal provisions;
- (xiii) to approve the Signing Rules of the Bank, as well as the competences of the members of the Management Board and other employees of the Bank in such respect;
- (xiv) to establish the functions and salary limits of the employees of the Bank, as well as the system of bonuses, incentives and other similar rights to

the employees and to approve the level of salaries, bonuses, facilities and other incentives as set forth in the approved budget of the Bank;

- (xv) to apply administrative and disciplinary sanctions to the employees of the Bank and/or to delegate it in accordance with the Bank's internal rules and procedures and in accordance with the provisions of the Romanian applicable law in force;
- (xvi) to approve and revoke the appointment of managers and deputy managers of departments, managers and deputy managers of secondary places of business of the Bank and/or to delegate such competence in accordance with the internal rules and regulations and with the applicable legal provisions;
- (xvii) to approve the issuance of any guarantee, bid, or performance guarantee or similar credit support instrument or any comfort letter by the Bank, on its own behalf, other than guarantees in respect of ordinary course undertakings by way of normal trade credits with a value higher than EUR 5,000,000 or equivalent, only with prior notification of the Supervisory Board;
- (xviii) to approve the strategy and the level of interests, commissions, fees, tariffs and similar charges, to the extent they represent a material change as compared to the previously used charges;
- (xix) to approve any kind of credit facility in RON (Romanian Lei) and foreign currency, including the issuance of guarantee letters, endorsements, discounts of commercial securities, of letters of credit, lump amounts, purchase of bonds and other securities of a single debtor, which, cumulated with all current obligations of such debtor exceeds 10% exposure of the own funds of the Bank (hereinafter referred to as "Large Exposure") or increases to such Large Exposure, within the limits stipulated by law and this Constitutive Act. Any such Large Exposure or increase of it shall be reported to the Supervisory Board quarterly. The approval of any credit facility for a single debtor, which, cumulated with all current obligations of such debtor is below such 10% exposure of the own funds of the Bank can be delegated by the Management Board in accordance with the law, internal regulations;
- (xx) to approve the necessary measures in order to recover non performing loans, including by datio in solutum, by converting the receivables into shares of the debtor company or any other method to fully or partially cash the receivables and/or to delegate it in accordance with the internal regulations;
- (xxi) to analyse the credit portfolio and risk provisions; the evolution of the bad credit portfolio; the accomplishment of the budget indicators; investments;

the overall activity of secondary offices; the condition and evolution of certain balance posts that influence the patrimony and the yields of the Bank; and to present periodically reports to the Supervisory Board in these respects;

- (xxii) to approve the use of the specific risk provisions and the transfer to losses of the receivables that have not been cashed resulting from the Bank's activity, including but not limited to lending activity, in accordance with the legal provisions in force;
- (xxiii) to approve the lease of movables and real estate according to the law and Group regulations;
- (xxiv) to update the scope of activity of the Bank if requested by effect of the law and/or National Bank of Romania requirements and to update this Constitutive Act accordingly;
- (xxv) to supplement the object of activity of the Bank, with the corresponding obligation to inform the Supervisory Board;
- (xxvi) to resolve upon any other matters in accordance with the legal provisions in force and the present Constitutive Act.

- 28.5. Any meeting of the Management Board shall be quorate in case the simple majority of its members are present at the relevant meeting.
- 28.6. The meetings of the Management Board may also be held validly via videoconference or other means of communication provided that all the conditions in the Company Law, of this Constitutive Act and the Rules of Procedure of the Management Board are observed.
- 28.7. In extraordinary situations, the decisions of the Management Board may also be validly passed by means of unanimous written vote of its members, without being necessary to hold a meeting provided that all the conditions in the Company Law and in the Rules of Procedure of the Management Board are observed.
- 28.8. The Management Board shall decide with respect to any matters that fall into its competence on the basis of an affirmative vote of a simple majority of the members attending the respective meeting.
- 28.9. The meetings of the Management Board shall be held whenever necessary, but at least once a month, at the bank's registered office or in any other location, in compliance with the conditions set forth in the Company Law, in the present Constitutive Act and in the Rules of Procedure of the Management Board.
- 28.10. The members of the Management Board may be represented at the meetings of the Management Board by other members of the Management Board provided that such representation is based upon a power of attorney specifically issued to such purpose. An attending member may represent only one absent member.

**CHAPTER XI**  
**ORGANIZATIONAL STRUCTURE**

**Art. 29**

- 29.1. The execution of the banking activities and services supporting the execution of the banking activities and the management thereof except for the responsibilities of the statutory bodies of the Bank shall be organized in the Headquarters and in secondary places of business.
- 29.2. The Headquarters prepares the documents for the decision-making of the Bank's statutory bodies, organizes the execution of their decisions in accordance with the instructions of the Management Board, performs the centralized tasks in the field of supporting services and performs the banking activities within the scope determined by the Management Board. The Headquarters is located at the Bank's registered office.
- 29.3. The secondary places of business shall perform banking activities and provide supporting services according to the scope of activity which are vested by the Bank's management.
- 29.4. The organizational structure of the Headquarters and the organizational structure of the secondary places of business, specification of their activities, powers, the responsibilities of the organizational units, the employees as well as competences on the individual levels of management are governed by the internal rules and procedures drawn up in compliance with the Holding Guidelines and applicable regulations, including but not limited to:
- (i) the Governance Rules (i.e. Functioning Regulation, the document that defines the organizational set up, duties and responsibilities assigned to the structures);
  - (ii) the system of delegated powers approved, and from time to time amended by the Management Board in accordance with this Constitutive Act and legal regulations.
- 29.5. The tasks and scope of activity of the secondary places of business and the Headquarters as the levels of management, shall be determined by the above internal regulations of the Bank in compliance with legal regulations in such way, that the powers and the responsibility for risk management and for business activities (transactions) are separated in accordance with legal and regulatory framework. The requirements of the Holding Guidelines shall be reflected in organization and designation of the tasks of the Headquarters and the secondary places of business as well as internal organizational units of the Bank provided that legal regulations are complied with.

- 29.6. The Management Body must ensure that an adequate activity management framework exists within the Bank's Group and that such framework is compliant with the structure, activity and risks related to the Group and its entities.

## **CHAPTER XII**

### **REPRESENTATION RULES**

#### **Art. 30 ACTING AND SIGNING ON BEHALF OF THE BANK**

- 30.1. In its current operations and in relation with third parties, the Bank will be bound by the signatures of any two members of the Management Board or by two employees empowered to this effect by any two members of the Management Board.

## **CHAPTER XIII**

### **ACCOUNTING RECORDS AND BALANCE SHEET**

#### **Art. 31**

The Bank will keep the records requested by applicable law.

#### **Art. 32**

The Bank shall constitute all necessary reserves, as required by applicable law.

## **CHAPTER XIV**

### **DISTRIBUTION OF PROFIT AND LOSS SETTLEMENT**

#### **Art. 33**

- 33.1. The Bank's annual profit after tax, as stipulated in the balance sheet approved by the General Meeting of the Shareholders, will be distributed in accordance with the regulations and resolutions of the General Meeting of Shareholders and the applicable law.
- 33.2. In case the Bank reports a loss in the current year, the General Meeting shall be obliged to resolve on a loss settlement when approving the financial statements, in accordance with the legislation in force.

**CHAPTER XV**  
**DISSOLUTION AND WINDING-UP**

**Art. 34**

The Bank will be dissolved in any of the following cases:

- (i) expiration of the Bank's duration, if a limited duration has been established;
- (ii) impossibility to carry out the object of activity;
- (iii) pursuant to the resolution of the General Meeting of Shareholders;
- (iv) bankruptcy;
- (v) reduction of the Bank's registered capital and funds by at least 50% or to a level where the Bank, in compliance with the Romanian banking regulations applicable on that moment, fails to meet the conditions pertaining to the minimum registered capital;
- (vi) reduction (for a minimum of 9 (nine) months) of the minimum number of shareholders stipulated by applicable law;
- (vii) in any other cases set forth in the applicable legislation.

**Art. 35**

The Bank's winding-up will be carried out according to Company Law and the relevant regulations issued by the National Bank of Romania to such purpose, by a liquidator appointed in accordance with the relevant legal provisions.

**CHAPTER XVI**  
**FINAL PROVISIONS**

**Art. 36**

This Constitutive Act may be altered anytime pursuant to a resolution of the General Meeting of Shareholders in compliance with applicable law and the provisions hereof.

**Art 37**

This Constitutive Act shall be supplemented with all applicable legal provisions.

**Art. 38**

The minutes of the meetings held by any of the governing bodies of the Bank referred to in this Constitutive Act, the decisions adopted by the respective bodies, as well as the materials submitted and/or presented to such bodies (including their agenda) shall

be made in English or, if so required by the relevant legal provisions, in Romanian with a translation into English. In case of any discrepancy between the Romanian and English versions, the Romanian version shall prevail.

**Art. 39**

This Constitutive Act is drawn up in both Romanian and English languages. In case of any discrepancy between the Romanian and English versions, the Romanian version shall prevail.

October 30, 2020

Rasvan Radu

Executive Chairman



Antoaneta Curteanu

Executive Vice-Chairman





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

## Annex 2

### The list of subsidiaries and entities controlled by the Bank

The list of UniCredit Bank SA's subsidiaries controlled as of 31 December 2020 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	Debo Leasing SRL*	99.97%	Subsidiary –indirectly controlled	15948432	J40/16182/2003	-
4	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**

# Annex 3

## List of related parties

The list of UniCredit Bank SA's related parties as of 31 December 2020 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 HUNGARY ZRT	Grup UniCredit
5	UNICREDIT SPA	Grup UniCredit
6	UNICREDIT BANK CZECH REP. AND SLOVAKIA	Grup UniCredit
7	UNICREDIT BANK AG, NEW YORK BRANCH	Grup UniCredit
8	UNICREDIT BANK CZECH REP. AND SLOVAKIA,SLOVAKIA BR	Grup UniCredit
9	UNICREDIT BULBANK AD	Grup UniCredit
10	UNICREDIT BANKA SLOVENIJA D D	Grup UniCredit
11	UNICREDIT BANK IRELAND PLC	Grup UniCredit
12	UniCredit SpA London Branch	Grup UniCredit
13	ZAGREBACKA BANKA DD	Grup UniCredit
14	UNICREDIT BANK AG LONDON BRANCH	Grup UniCredit
15	UNICREDIT BANK AG, HONG KONG	Grup UniCredit
16	AO UniCredit Bank	Grup UniCredit
17	UNICREDIT BANK SERBIA JSC	Grup UniCredit
18	UniCredit Luxembourg SA	Grup UniCredit
19	FactorBank AG	Grup UniCredit
20	UniCredit SpA, China	Grup UniCredit
21	UniCredit Bank AG, G	Grup UniCredit
22	UniCredit SpA	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
36	YAPI KREDI FAKTORING	Grup UniCredit
37	Elena Florea	Management / Corporate officer
38	Florea Serban Daniel	Management / Corporate officer
39	Florea Daria	Management / Corporate officer
40	Florea Irina	Management / Corporate officer
41	Florea Alexandra	Management / Corporate officer
42	Bogdan Oniga	Management / Corporate officer

## Annex 3

<b>Curr. No.</b>	<b>Affiliate Part name</b>	<b>Affiliate Part Type</b>
43	Adrian Codirlasu	Management / Corporate officer
44	Ilie Daniela	Management / Corporate officer
45	Codirlasu Alex	Management / Corporate officer
46	Mihai Ovidiu Lazar	Management / Corporate officer
47	Dragos Birlog	Management / Corporate officer
48	Birlog Andreea Madalina	Management / Corporate officer
49	Varzaru Daniel	Management / Corporate officer
50	Adina Iovu	Management / Corporate officer
51	Diana Ciubotariu	Management / Corporate officer
52	Bujor Roxana	Management / Corporate officer
53	Alessandro Masotti	Management / Corporate officer
54	Vedel Razvan Florin	Management / Corporate officer
55	Petraru Mihaela	Management / Corporate officer
56	Adrian Pirvulescu	Management / Corporate officer
57	Manuta Dumitrache	Management / Corporate officer
58	Sorin Dragulin	Management / Corporate officer
59	Gabriela Dragulin	Management / Corporate officer
60	Alexandra Ivanov	Management / Corporate officer
61	Stamatian Liviu Andrei	Management / Corporate officer
62	Ioana Ciucu	Management / Corporate officer
63	Gabriel Jeflea	Management / Corporate officer
64	Paul Mateescu	Management / Corporate officer
65	Simona Petrescu	Management / Corporate officer
66	Oana Ruff	Management / Corporate officer
67	Neagu Paul Relu	Management / Corporate officer
68	Zamfir Bogdan	Management / Corporate officer
69	Ana Costea G.	Management / Corporate officer
70	Salagean Maria-Georgia	Management / Corporate officer
71	Roteanu Cosmina	Management / Corporate officer
72	Catalin Lefter	Management / Corporate officer
73	Sterian Bogdan	Management / Corporate officer
74	Adina Enescu	Management / Corporate officer
75	Negrescu Anca Maria	Management / Corporate officer
76	Constantinescu Florin	Management / Corporate officer
77	Catalin Rasvan Radu	Management / Corporate officer
78	Zash Product SRL	Management / Corporate officer
79	Andrei Bratu	Management / Corporate officer
80	Philipp Gamauf	Management / Corporate officer
81	Antoaneta Curteanu	Management / Corporate officer
82	Nicola Longo Dente	Management / Corporate officer
83	Carlo Driussi	Management / Corporate officer
84	GAP PROPERTY MANAGEMENT SRL	Management / Corporate officer
85	Tzvetanka Gueorguieva Mintchev	Management / Corporate officer
86	Borislav Guenov Petrov	Management / Corporate officer
87	Ghiulea Daniel	Management / Corporate officer
88	Eugenia Bolboros	Management / Corporate officer
89	Dutu Ana Maria	Management / Corporate officer

## Annex 3

<b>Curr. No.</b>	<b>Affiliate Part name</b>	<b>Affiliate Part Type</b>
90	Ani Cirstea	Management / Corporate officer
91	CIRSTEA GABRIEL	Management / Corporate officer
92	Global Plast Horeca	Management / Corporate officer
93	Global Plast Business	Management / Corporate officer
94	Global Plast Trading	Management / Corporate officer
95	Global Plast Invest	Management / Corporate officer
96	Bodirca Daniela Margareta	Management / Corporate officer
97	Mocanu Claudia	Management / Corporate officer
98	Tanasescu Ienciu Serban Mihai	Management / Corporate officer
99	Nedelcu-Popescu Loredana-Elena	Management / Corporate officer
100	Panaitescu Daniela	Management / Corporate officer
101	Boureanu Irina	Management / Corporate officer
102	Bodirca Cristian	Management / Corporate officer
103	Mega Trans Logistic SRL	Management / Corporate officer
104	Metanef Holdings AG (Elvetia)	Management / Corporate officer
105	Remat Group Management Srl	Management / Corporate officer
106	Actinium AG	Management / Corporate officer
107	Globalia Cargo Srl	Management / Corporate officer
108	Smartrade International	Management / Corporate officer
109	Mocanu Sorin Alexandru	Management / Corporate officer
110	Guruianu Cornel-Marius	Management / Corporate officer

## **Annex 4:**

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

Subsemnatul/Undersigned, GIAMBO PASQUALE detinand functia de/holding the position of MEMBER OF THE SB in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 10/07/2019, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:

- (i) Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :

FELSINA S.R.L. SOLE SHAREHOLDER - CORSO VITTORIO EMANUELE II, 20122 MILANO - VAT REGISTRATION NO 7646530969

- (ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

Nume:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Data nasterii

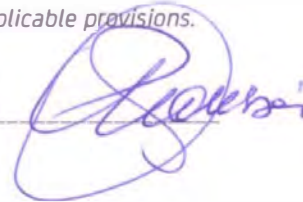
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/Date 06/02/2020

Semnatura /Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate in intretinerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.



## DECLARATIE/STATEMENT

**Subsemnatul/Undersigned**, LUBOSLAVA URAM, **detinand functia de/holding the position of** appointed Member of the Supervisory Board in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 27.03.2020, **declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:**

- (i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities : **NONE!****
- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

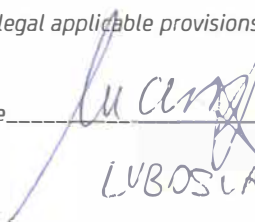
Nume:	Data nasterii
.....None.....	.....
.....None.....	.....

**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date Vienna, April 03, 2020

Semnatura /Signature

  
LUBOSLAVA URAM

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

**DECLARATIE/STATEMENT**

**Subsemnatul/ Undersigned, Z. NAZAN SOMER OZELGIN, detinand functia de/ holding the position of SUPERVISORY BOARD MEMBER in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with OCTOBER 23, 2017, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following.**

- (i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

**UNICREDIT ROMANIA - SUPERVISORY BOARD MEMBER**

**MAPFRE INSURANCE, TURKEY - SUPERVISORY BOARD MEMBER**

**UNICREDIT ZAGREBAČKA BANKA D.D. - SUPERVISORY BOARD MEMBER**

**INGENICO GROUP - SUPERVISORY BOARD MEMBER**

- (ii) **Urmatorii membrii apropiați ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

Nume:

Data nasterii

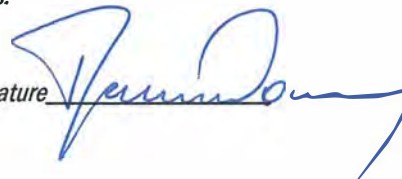
NONE

**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/ Date FEBRUARY 10, 2020

Semnatura / Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate in intretinerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARATIE/STATEMENT

Subsemnatul/ Undersigned, Huseyin Faik Acikalin, detinand functia de membru al Consiliului de Supraveghere al UniCredit Bank S.A. incepand cu data de 24.12.2019 / holding the position of member of Supervisory Board within UniCredit Bank SA starting with December 24, 2019, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following.

(i) Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :

SUPERVISORY BOARD MEMBER UNICREDIT RUSSIA

SUPERVISORY BOARD MEMBER MIGROS, TURKEY

SUPERVISORY BOARD MEMBER DOGAN HOLDING, TURKEY

SUPERVISORY BOARD MEMBER ECZACIBASI HOLDING, TURKEY

(ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declarantă) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph 3 letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

Nume:

Data nasterii

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/ Date

13.01.2020

Semnatura / Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARATIE/STATEMENT

Subsemnatul/ *Undersigned*, Riccardo Roscini, detinand functia de membru al Consiliului de Supraveghere al UniCredit Bank S.A. incepand cu data de 14.10.2020/ *holding the position of member of Supervisory Board within UniCredit Bank SA starting with October 14, 2020*, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ *I hereby declare and certify, under own liability, the following*.

(i) Am interese directe sau indirecte in urmatoarele entitati/ *I have direct or indirect interests in the following entities :*

Not applicable -----

(ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declarantă) în raport cu instituția de credit/ *The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph 3 letter g) of the National Bank of Romania Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.*

Nume:

Data nasterii

Not applicable .....

.....

Not applicable .....

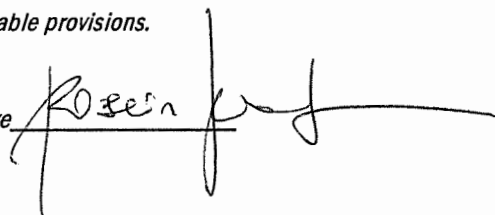
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Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ *Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.*

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ *Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.*

Data/ *Date* October 22nd 2020

Semnatura / *Signature*



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> *Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.*

DECLARATIE/STATEMENT

Subsemnatul/Undersigned, **Niccolo<sup>1</sup> Ubertalli**, detinand functia de membru al Consiliului de Supraveghere al UniCredit Bank S.A. incepand cu data de **02.11.2020**/holding the position of member of Supervisory Board within UniCredit Bank SA starting with November 2<sup>nd</sup>, 2020, **declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:**

- (i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

**Unicredit S.p.A. – Member of Management Board**

**Unicredit Bulbank AD – Deputy Chairman**

**Unicredit Bank Czech Republic and Slovakia A.S. – Deputy Chairman**

**Unicredit Bank S.A. – Member Supervisory Board**

**Yapi ve Kredi Bankasi A.S. – Member of Board of Directors**

- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph 3 letter g) of the National Bank of Romania Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

Nume:

Data nasterii

.....

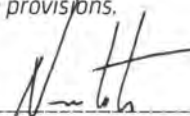
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**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date 11.11.2020

Semnatura /Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate in intretinerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARATIE/STATEMENT

Subsemnatul/Undersigned, **Graziana Mazzoni**, detinand functia de membru al Consiliului de Supraveghere al UniCredit Bank S.A. incepand cu data de 10.12.2020/holding the position of member of Supervisory Board within UniCredit Bank SA starting with December 10, 2020, **declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:**

(i) Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interest in the following entities:

.....

(ii) Urmatorii membrii apropiati ai familiei mele, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013, se anticipeaza sa influenteze sau sa fie influentati de acestia (n.n. persoana declaranta) in raport cu institutia de credit/ The following close members of my family, are held or can be held in one of the following situations described by art.102 paragraph 3 letter g) of the National Bank of Romania Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

Name:

Date nasterii

.....

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Realizata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile/ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/Date

29/11/2020

Semnatura /Signature

Graziana Mazzoni

UniCredit Bank Confidant

DECLARATIE/STATEMENT

Subsemnatul/Undersigned, **Rasvan Radu**, CNP/ Personal Identification Number 1660212461511, detinand functia de/holding the position of **Presedinte Executiv/ Executive President (CEO)** in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 02.01.2005, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:

- (i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

Zash Product SRL; RO16350436, societate avand ca obiect principal de activitate: Restaurante, în cadrul căreia soția mea Amalia Elena Radu deține o participație de 30%/ Zash Product SRL; RO16350436, a company whose main activity is: Restaurants, in which my wife Amalia Elena Radu holds a 30% participation in the share capital

- (ii) **Urmatorii membrii apropiați ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

Nume:

Data nasterii

.....N/A.....

.....N/A.....

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/Date 13.02.2020

Semnatura /Signature 

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARATIE/STATEMENT

Subsemnatul/*Undersigned*, Tzvetanka Gueorguieva Mintcheva, detinand functia de membru al Directoratului UniCredit Bank S.A. incepand cu data de 19.06.2020/*holding the position of member of Management Board within UniCredit Bank SA starting with June 19, 2020*, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ *I hereby declare and certify, under own liability, the following:*

- (i) Am interese directe sau indirecte in urmatoarele entitati/ *I have direct or indirect interests in the following entities :*

N/A

- (ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ *The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph 3 letter g) of the National Bank of Rromania Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.*

Nume/Name:

Data nasterii/Date of birth:

N/A

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ *Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.*

Redactata într-un (1) exemplar in limba romana si engleza, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ *Drawn up in one (1) Romanian and English copy, fully aware that the false declarations are punished according to the legal applicable provisions.*

Data/Date

7/7/2020

Semnatura /Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> *Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.*



## DECLARATIE/STATEMENT

Subsemnatul/*Undersigned*, Philipp Gamauf, detinand functia de/*holding the position of CFO* in cadrul UniCredit Bank SA incepand cu data de/*within UniCredit Bank SA starting with 03.01.2018*, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ *hereby declare and certify, under own liability, the following*:

- (i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

**GAP PROPERTY MANAGEMENT SRL – as an associate**

- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

Nume

\_\_\_\_\_


Data nasterii

\_\_\_\_\_

**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date : 15.10.2020

Semnatura /Signature \_\_\_\_\_ 

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> *Domestic partner and children: children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.*

## DECLARATIE/STATEMENT

**Subsemnatul/Undersigned**, Philipp Gamauf, **detinand functia de/holding the position of** Chief Financial Officer in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 03/01/2018, **declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:**

(i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

No

(ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențati de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

Nume: not applicable

Data nasterii not applicable

**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date 11/02/2020

Semnatura /Signature \_\_\_\_\_ 

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

## DECLARATIE/STATEMENT

**Subsemnatul/Undersigned**, Nicola Longo Dente, **detinand functia de/holding the position of** Executive Vice President CIB in cadrul UniCredit Bank SA incepand cu data *del within UniCredit Bank SA starting with* 27/11/2018, **declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:**

- (i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

No

- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

Nume: not applicable

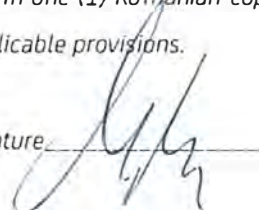
Data nasterii not applicable

**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date 11/02/2020

Semnatura /Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARATIE/STATEMENT

Subsemnatul/ Undersigned, Audrey Bratu detinand functia de/ holding the position of executie responsabil CRO in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 01.01.2019, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following.

(i) Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :

N/A

(ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution. N/A

Nume:

Data nasterii

.....  
.....

.....  
.....

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/ Date 21.02.2020

Semnatura / Signature

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți financiar ai titularului sau ai partenerului declarantului, care depind financiar de acesta) ai declarantului sau ai

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARATIE/STATEMENT

Subsemnatul/Undersigned, CARLO DRIUSSI, detinand functia de/holding the position of BOARD MEMBER in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with May, 27, 2019, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:

- (i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

NO

- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

Nume:

Data nasterii

\_\_\_\_\_  
\_\_\_\_\_

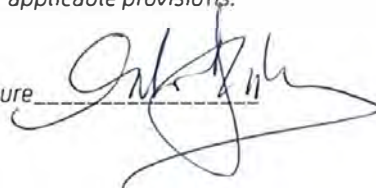
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**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date 14.02.2020

Semnatura /Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate in intretinerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARATIE/STATEMENT

Subsemnatul/Undersigned, ANTOANETA CURTEANU, detinand functia de/holding the position of membru al Directoratului / member of Management Board în cadrul UniCredit Bank SA începând cu data de 25.11.2019/ within UniCredit Bank SA starting with November 25, 2019, declar și certific prin prezenta, pe proprie răspundere, următoarele/ I hereby declare and certify, under own liability, the following:

(i) Am interese directe sau indirecte în următoarele entități/ I have direct or indirect interests in the following entities :

NO

(ii) Următorii membrii apropiați ai familiei mele<sup>1</sup>, se afla sau se pot afla în una următoarele situații descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph 3 letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

Nume:

NO


Data nasterii

\_\_\_\_\_

Orice modificare cu privire la declarațiile de mai sus va fi comunicată, de îndată, Direcției Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactată într-un (1) exemplar în limba română, în deplină cunoștință a faptului că declarațiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/Date 13/12/2019

Semnatura /Signature 

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

## **Annex 5:**

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



📍 Via Molino 4, 21052 Busto Arsizio (VA), Italy

☎ +39 0331670730 📠 +39 3485808045

✉ [giamboip@gmail.com](mailto:giamboip@gmail.com)

Sex Male | Date of birth 24/10/1954 | Nationality Italian

## WORK EXPERIENCE

- |                               |  |
|-------------------------------|--|
| From 01/05/2018               | Retired  |
| From 01/10/2013 to 30/04/2018 | Head of UniCredit S.p.A. Permanent Establishment Vienna<br>UniCredit S.p.A., Zweigniederlassung Wien / Austria / Vienna            |
| From 01/01/2011 to 30/09/2013 | Head of Retail Banking Division, Member of the Management Board<br>UniCredit Bulbank / Bulgaria / Sofia                            |
| From 01/07/2009 to 31/12/2010 | Executive Vice President CEE Business Advisory-CEE Banking Operations<br>UniCredit Group S.p.A. / Austria / Milano / CEE Countries |
| From 01/01/2009 to 30/06/2009 | Chief Operating Officer (COO)<br>UniCredit Consumer Financing Bank S.p.A. / Italy / Milan  |
| From 01/10/2003 to 31/12/2008 | Chief Executive Officer, Member of the Supervisory Board<br>UniCredit Banca per la Casa S.p.A. / Italy / Milan                     |
| From 01/10/2002 to 30/09/2003 | Central Co-director and Head of Shareholding Department - Retail Division<br>UniCredito Italiano / Italy / Milan                   |
| From 01/10/2000 to 30/09/2002 | Central Co-director and Head of Retail & Private Banking Area - Italian Banks Division<br>UniCredito Italiano / Italy / Milan      |
| From 01/01/1996 to 30/09/2000 | Head of Alternative Distribution Channel - Retail & Private Banking Direction Head Office<br>UniCredito Italiano / Italy / Milan   |
| From 01/01/1995 to 31/12/1995 | Director of Pavia Group Area<br>Credito Italiano / Italy / Pavia   |
| From 01/01/1993 to 31/12/1994 | Head of Private Customer and Small Business - Monza Group Area<br>Credito Italiano / Italy / Monza                                 |
| From 01/01/1991 to 31/12/1992 | Vice Director of Professional Training Centre - HR Department Head Office<br>Credito Italiano / Italy / Lesmo (MI)                 |



- From 01/01/1987 to 31/12/1990 Vice Director of Development Organization - HR Department Head Office  
Credito Italiano / Italy / Milan
- From 17/01/1977 to 31/12/1986 Different roles of growing responsibility within key banking activity (sales, marketing, credit risk, trading, training and education, foreign department)  
Credito Italiano / Italy / Bologna-Milan
- From 01/01/1973 to 31/12/1975 Jr. Auditor – Audit Department Head Office  
Cassa Risparmio in Bologna / Italy / Bologna

## Additional Positions Held Within The Group

- From 14/10/2017 Chairman of Supervisory Board  
Member of Risk, Nomination, Remuneration Committees  
UniCredit Bank a.d. Banja Luka
- From 21/03/2019 Chairman of Supervisory Board  
Member of Supervisory Board  
From 20/02/2018 Chairman of Audit and Member of Risk Committees  
From 21/02/2018 UniCredit Banka Slovenija d.d.
- From 25/02/2019 Member of Supervisory Board  
UniCredit Bank Romania S.A.
- From 20/07/2016 Chairman of Supervisory Board  
UniCredit Global Leasing Export GmbH / Austria / Vienna
- From 26/01/2016 to 01/10/2016 Managing Director  
UCG Beteiligungsverwaltung GmbH / Austria / Vienna
- From 09/03/2010 to 08/03/2013 Member of Supervisory Board  
Public Joint Stock Company UkrSotsBank / Ukraine
- From 14/08/2007 to 30/03/2011 Member of Supervisory Board  
PlanetHome AG / Germany
- From 23/06/2006 to 30/03/2012 Member of Supervisory Board  
VereinsBank Victoria Bauspar AG / Germany
- From 28/11/2000 to 30/03/2002 Member of Boards of Directors  
Fiditalia S.p.A. / Italy
- From 22/03/2002 to 30/03/2005 Member of Boards of Directors  
UniCredit Fondi S.G.R. P.A. / Italy
- From 19/11/2001 to 30/03/2005 Member of Boards of Directors  
Vivacity S.p.A. / Italy
- From 07/02/2001 to 30/03/2004 Member of Boards of Directors  
Multitel S.p.A. / Italy

06/02/2020  
*[Signature]*

- From 29/10/1999 to 30/03/2004 Member of Boards of Directors  
UniCredit Xelion Banca S.p.A. / Italy
- From 29/04/2003 to 30/03/2006 Member of Boards of Directors and the Executive Committee  
Cassa di Risparmio di Fassano S.p.A. / Italy
- From 10/12/2002 to 30/04/2004 Member of Boards of Directors  
Banca dell Umbria 1462 S.p.A. / Italy

## Additional Positions Held Outside The Group

- From 01/03/2007 to 31/12/2008 President  
European Mortgage Federation / Belgium / Bruxelles
- From 01/01/2006 to 31/12/2008 Deputy Chairman  
ASSOFIN (Associazione Italiana del Credito al Consumo e Immobiliare) / Italy / Milan
- From 01/01/2001 to 30/09/2013 Deputy Chairman  
SSB S.p.A. - Societa per i Servizi Bancari / Italy / Milan
- From 31/05/2002 to 30/03/2005 Member of Boards of Directors  
CIM – Italia S.p.A. / Italy
- From 15/05/2003 to 30/03/2006 Member of Boards of Directors  
B.I.G. – Beni Immobili Gestiti S.p.A. / Italy
- From 19/07/2004 to 30/03/2009 Member of Boards of Directors  
Pirelli & C. Real Estate Franchising Holding SRL / Italy
- From 24/04/2002 to 30/03/2005 Member of Boards of Directors and the Executive Committee  
Consorzio Gestione Bancomat (CO.GE.BAN) / Italy

## EDUCATION AND TRAINING

---

- Since 1984 Doctor in law  
Universita' degli Studi di Bologna - Italy
- Since 1978 Project and Organizational Management  
IPSOA ASSAGO – Italy
- Since 1977 Human Resources and Organization  
SDA L. Bocconi University – Italy
- Since 1976 54 Eraclitus Executive Program Development of Managing Skills  
ISTUD STRESA – Italy

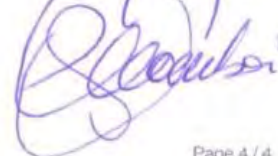
Other language(s)

	UNDERSTANDING		SPEAKING		WRITING
	Listening	Reading	Spoken interaction	Spoken production	
English	C1	C1	C1	C1	C1
Replace with name of language certificate. Enter level if known.					
German	A2	A2	A2	A2	A2
Replace with name of language certificate. Enter level if known.					

Levels: A1/A2: Basic user - B1/B2: Independent user - C1/C2 Proficient user  
Common European Framework of Reference for Languages

Driving license

Category A  
Category B

06/02/2020  


## Curriculum Vitae

**Name:** Luboslava Uram

**Age:** 45

**Current function:** CEE Chief Operating Officer,  
UniCredit S.p.A., Permanent Establishment Vienna

CEE Chief Information Officer, UniCredit Services S.c.p.A., Austria

**Seniority in this function:**

**Qualification:**

1993 – 1998 University of Economics Bratislava  
Faculty of Economic Informatics  
Master Degree in Applied Statistics

1989 – 1993 High School - Gymnázium Františka Švantnera,  
Nová Baňa

1985 – 1989 Primary School, Žarnovica, Slovak Republic

1981 – 1985 Primary School, Voznica, Slovak Republic

### Professional Experience:

**UniCredit PE, Vienna, Austria**

CEE COO  
July 2019 – today

**UniCredit Service, Vienna, Austria**

CEE CIO  
July 2019 – today

**UniCredit Service, Vienna, Austria**

Head of CEE Delivery  
January 2018 – June 2019

**UniCredit Bulbank, Sofia, Bulgaria**

Head of Global Banking Services Division, Member of the Management Board  
August 2014 – December 2017

**UniCredit Bank Slovenia, Ljubljana, Slovenia**

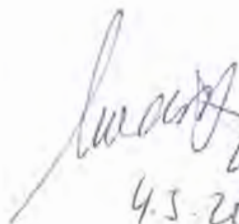
Head of Global Banking Services Division  
September 2012 – July 2014

**UniCredit Bank Slovakia, Bratislava, Slovakia**

Head of Change Management and ICT Support Department  
December 2010 – August 2012

**UniCredit Bank Slovakia, Bratislava, Slovakia**

Head of Change Management and Process Management Unit  
February 2010 – December 2010

  
LUBOSLAVA URAM  
4.5.2020

**Cappgemini, Bratislava, Slovakia**  
Managing Consultant  
November 2008 – January 2010

**SAS, Bratislava, Slovakia**  
Commercial Director  
November 2007 – October 2008

**SAS, Bratislava, Slovakia**  
Professional Services Manager  
July 2001 – October 2007

**SAS, Bratislava, Slovakia**  
Consultant  
July 1998 – June 2001

**ITIL Qualification**

ITIL Intermediate Level, Service Strategy

ITIL Intermediate Level, Planning, Protection and Optimization

ITIL V3 Foundation

**Certificate, PRINCE2 Foundation course, CUPE Ltd., Bournemouth**  
Holding PRINCE2 Foundation Certificate No. 00113353-01-4CFB

**UniCredit Development Program – UniFuture**  
**UniCredit Development Program – Lead the Change**

  
LUBOSLAVA URAM  
4.3.2020

Zeynep Nazan Somer Ozelgin was born in Istanbul in 1963. She completed her high school education in Istanbul American Robert College. Somer Ozelgin has an undergraduate degree from the Business Administration Faculty of Bosphorus University.

She joined Arthur Andersen Istanbul office as an Independent Auditor in 1988 and obtained her Certified Public Accountant Certificate in 1993. During her career with Arthur Andersen, Somer Ozelgin assumed auditing and financial consultancy responsibilities for companies in banking and finance, manufacturing, commerce, construction and tourism. Furthermore, she ran many internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector. She was the partner in charge of financial sector in the last two years of her career with Arthur Andersen Turkey. During this period, she also held responsibilities for financial sector clients in Bucharest and Sofia.

Somer Ozelgin joined Yapi Kredi Bank in Turkey in 2000 as Executive Vice President in charge of Individual Banking. Between 2003 and 2009, she served as Executive Vice President in charge of credit cards and consumer lending. Somer Ozelgin was the Executive Vice President in charge of Retail Banking and a member of the Executive Committee of Yapi Kredi from 2009 to 2018. She was also the acting CFO for Yapi Kredi between December 2004 and October 2005 in addition to her responsibilities as Executive Vice President in charge of credit cards and consumer lending.

Currently, Somer Ozelgin is a Supervisory Board Member of Unicredit Romania (since October 2017), Supervisory Board Member of Zagrebacka Banka (Unicredit Croatia-since May 2018), Supervisory Board Member of Mapfre Insurance, Turkey (since December 2018) and Supervisory Board member of Ingenico Group (since June 2019). She also holds Deputy Chair responsibility in Zagrebacka in addition to being a member of the Risk Committee and Audit Committee. She is President of Audit Committee and member of Risk Committee and Remuneration Committee of Unicredit Romania. Somer Ozelgin is also member of Audit Committee and Strategic Committee in Ingenico Group and she also provides management consultancy services to some CEE banks. Furthermore, she is the Board Member and Deputy Chair of Istanbul Golf Club and as part of her social responsibility efforts holds a chair in the Advisory Committee of Darussafaka Foundation (a reputable Turkish foundation focusing on education).

Somer Ozelgin has been a member of the Board of Directors of Yapi Kredi Azerbaijan between September 2012 and 2018. She also served as a member of the Board of Directors of Tanı Pazarlama A.Ş. (a Koç Holding company ) between March 2014 and March 2018.

Furthermore, Somer Ozelgin has been a Board Director of Visa Europe from May 2003 till June 2016 and a Board Director of 441 Trust Company Limited from June 2016 to December 2017. She also chaired the Turkish National Board of Visa from May 2003 to December 2017.

In addition to current and past Board memberships mentioned above, Somer Ozelgin has been a Board Member in the following institutions during her career.

Turkish Interbank Card Center ( BKM A.S.) Board Member- ( March 2003-February 2006)

Turkish Interbank Card Center ( BKM A.S.) Board Member and Chairperson ( March 2005-February 2006)

Turkish Credit Bureau Board Member ( October 2000- February 2006)

Turkish Credit Bureau Board Member and Chairperson ( March 2005- February 2006)

Yapi Kredi Pension and Life Insurance Company- Board Member  
( October 2000- April 2004) and (March 2009- August 2009)



## Curriculum Vitae

**NAME:** H. FAIK ACIKALIN

**CITIZEN, BIRTH DATE AND PLACE:** TURKISH, 30/04/1962,  
DENIZLI/TURKEY

**DOMICILE:** KEMER PARK EVLERI 24 YUCEL SOKAK GOKTURK  
34077 EYUP ISTANBUL TURKEY

**UNIVERSITY:** MIDDLE EAST TECHNICAL  
UNIVERSITY/ANKARA/TURKEY

FACULTY OF ADMINISTRATIVE  
SCIENCES/BUSINESS ADMINISTRATION

GRADUATION:1987/BS DEGREE

### **PROFESIONAL EXPERIENCE:**

<b>YEARS</b>	<b>COMPANY</b>	<b>TITLE</b>
		<b>SUPERVISOR</b>
1987-1992	INTERBANK	MGMT TRAINEE/INT.
	AUDITOR/ACC OFFICER	
1992-1994	MARMARABANK	CREDIT
	MARKETING MANAGER	
1994-1995	KENTBANK	CREDIT
	MARKETING MANAGER	
1995-1996	FINANSBANK	CREDIT MARKETING
	DIRECTOR	
1996-1998	DEMIRBANK	BRANCH MANAGER
1998-2005	DISBANK	BRANCH
	MNG/COO/DEPUTY CEO/CEO	BRSA <sup>1</sup> /CMB <sup>2</sup>
2005-2007	FORTIS BANK TURKEY	CEO
		BRSA <sup>1</sup> /CMB <sup>2</sup>
2007-2009	DOGAN NEWSPRINT MEDIA	CEO
		CMB <sup>2</sup>

<sup>1</sup>BRSA : BANKING REGULATION&SUPERVISION AGENCY

<sup>2</sup>CMB : CAPITAL MARKETS BOARD OF TURKEY

<b>YEARS</b>	<b>COMPANY</b>	<b>TITLE</b>
		<b>SUPERVISOR</b>
2009-2017	YAPI KREDI BANKASI	
	CEO/CHAIRMAN OF EXCO*	
		BRSA <sup>1</sup> /CMB <sup>2</sup>



# Roscini Riccardo



## Professional Experience

2020 April onward **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

Responsible for steering lending processes at Group level and managing Italian lending processes (origination processes for private individuals and enterprises, credit administration processes, monitoring and NPE processes, decisional engines for underwriting and monitoring)

2019 – 2020 Mar. **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

Responsible for steering of NPE strategy at UniCredit Group level:

- **Group NPE Strategy and Transformation** (strategy on NPE management for the entire Group, including main transformation initiatives within NPE operational plan, relations with Supervisor)
- **Group Repossessed Assets** (strategy on repossessed assets for the entire Group, including overseeing UCTAM/ CEE and UCLAM/ ITA Legal Entities)
- **Group Distressed Asset Solutions** (strategy for NPE disposals or alternative solutions)

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 strategic consulting (reporting to GBS division)

Management of strategic projects for Top Management in **different Group geographies**:

- **Risk Management** (credit risk governance and modelling, credit risk strategies, regulation)
- **Business** (service model for different clients segments - including Corporate and Cross-Border clients, business and strategic pricing initiatives for Corporate and Retail business)
- **Organization, processes and IT** (product lines/ competence lines set-up and service models, processes design and improvement, Italian Legal Entities merger, payments IT strategy)
- **Business restructuring** (Austria Legal Entity turnaround), **Governance** re-design

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**

Management of corporate clients portfolios, with decision making on clients' strategy

## Education

2003 **UNIVERSITY of BRESCIA**, Brescia – Italy

**Master of Science in Finance** (1 year, full-time, with JPM/ Accenture scholarship)

Professors from leading Business Schools and Universities such as University of Chicago (financial engineering), Boston College (fixed income), Wharton (derivatives), INSEAD (corporate finance), Kellogg School of Management (macroeconomics, monetary policies)

2002 **UNIVERSITY of PERUGIA**, Perugia – Italy

**Degree in Economics and Finance** (4 years and 6 months)

Final mark: **110/110 magna cum laude**

Focus: Financial Institutions and Markets

1997 Secondary school diploma (5years - final mark 60/60)

Chartered **accountant** and computer **programmer**

## Languages

Italian: mother tongue; English: fluent

## Additional Information

- Lead Change Program @ IMD Campus (2018), Self Managing Leadership @ Oxford Leadership (2017)
- Enrolled as financial advisor and planner authorized in Italy (2008-2010)
- Married, and father of two fantastic 7 years old children
- I enjoy wine tasting and cooking; I regularly play sports, mainly running, cycling and swimming

I hereby authorize the use of my personal data according to the Legislative Decree (D. Lgs.) n. 196/2003

Apr, 2020



# Niccolò Ubertalli

## PERSONAL INFORMATION

Date and place of birth: 02<sup>nd</sup> March 1973, Madrid (Spain)  
Address: 24 Campden Hill Gardens, W8 7AZ London  
Nationality: Italian

## EDUCATION

09/78 to 06/90 **Baccalauréat Scientifique (D)**  
*Lycée Chateaubriand Rome, Italy (French school)*  
09/90 to 10/96 **Laurea in Ingegneria dei Materiali (Bachelor in Material Engineering),**  
*Politecnico di Torino Turin, Italy*  
08/98 to 05/00 **Masters in Business Administration,**  
*The Owen Graduate School of Management at Vanderbilt University Nashville, Tennessee, USA*  
Beta Gamma Sigma Honor Society for academic excellence

## RELEVANT EXPERIENCE

### BANKING/FINANCING

2002 to present 06/19 – present **Unicredit SpA (Piazza Gae Aulenti, 3 Torre A Milano/Italy)**  
*co-CEO Commercial Banking, CEE*  
Member of the UniCredit Executive Management Committee  
Supervisor: Bank of Italy  
Positions in Boards:  
Member of Yapi ve Kredi Bankası A.S. Supervisory Board  
Supervisor : Banking Regulation and Supervision Agency (BRSA)  
Chairman of Bulbank AD Supervisory Board  
Supervisor: Bulgarian National Bank (BNB)  
Member of Unicredit Bank Czech Republic and Slovakia AS Supervisory Board (subject to approval of upcoming General Assembly and Czech National Bank)  
Supervisor : Czech National Bank

02/15 to 06/19 **Yapi ve Kredi Bankasi A.S. (Camlik Sok. Yapi Kredi Plaza D Blok Levent Istanbul/Turkey)**  
*Deputy CEO*  
Responsible for the management and coordination of the functions: Retail Banking, Retail Banking Sales, Corporate and Commercial Banking, Alternative Distributive Channels, Treasury, Financial Planning and Administration (CFO), Information Technologies and Operations, Logistics and Purchasing, Data Governance and Modelling.

- Executive Director and Deputy CEO of Koç Financial Services
- Vice Chairman in Yapi Kredi subsidiaries (Yapi Kredi Invest, Yapi Kredi Leasing, Yapi Kredi Factoring, Yapi Kredi Bank Nederland, Yapi Kredi Bank Azerbaijan, Yapi Kredi Bank Malta and Yapi Kredi Cultural Activities, Arts and Publishing).
- Member of Board of Directors of Yapi Kredi Koray Real Estate Investment Trust and Allianz Yasam ve Emeklilik.

Supervisor : Banking Regulation and Supervision Agency (BRSA)

- 12/11 to 06/19 Member of Supervisory Board of Unicredit Consumer Finance EAD (14 Gyueshevo Str. Fl.3 Sofia/Bulgaria)  
Responsibilities: Responsible for the approval of the business plan of the Company and the annual income and expenses budget, the operations plan and business strategy for the following financial year of the Company; opening and closure of branches and daughter companies, regardless of the amount of the capital of the daughter companies, for closing or transfer of enterprises or significant parts thereof by the Company or its subsidiaries. Responsible to verify all documents, books and reports related to the business activities of the Company and to request written or oral explanations on all issues from the Management Board members and the employees of the Company.

13/02/20 198

Supervisor: Bulgarian National Bank (BNB)

10/12 to 02/15 **UniCredit Tiriac Bank** (1F Expozitiei Blv, 1 District Bucharest/Romania)

Deputy CEO

Responsible for managing as First Executive Vice-president the 4<sup>th</sup> largest bank in Romania; over 3,000 people strong, 200 branches and assets of Ron 30B. Completed largest acquisition in Romania (RBS acquisition) in 2013 and issued the first bank Bond in the Romanian Market. Reached over 20% growth in gross operating Profit, retained the top position in Corporate Business (with revenue growth at 10%) , became the fastest growing bank in the retail market (+15% Revenues Year over Year) and was awarded best Private Banking service in Romania.

- 12/11 to 06/19 Member of Supervisory Board of Unicredit Consumer Finance EAD (14 Gyueshevo Str. Fl.3 Sofia/Bulgaria)

Responsibilities: Responsible for the approval of the business plan of the Company and the annual income and expenses budget, the operations plan and business strategy for the following financial year of the Company; opening and closure of branches and daughter companies, regardless of the amount of the capital of the daughter companies, for closing or transfer of enterprises or significant parts thereof by the Company or its subsidiaries. Responsible to verify all documents, books and reports related to the business activities of the Company and to request written or oral explanations on all issues from the Management Board members and the employees of the Company.

Supervisor: Bulgarian National Bank (BNB)

- 01/14 to 03/15 Member of the Supervisory Board of Ergo Asigurari de Viata S.A. Romania (Ploiesti Nr.1A Building A, Unit 4A, Sector 1, Bucharest/Romania)

Supervisor: Romanian Financial Supervision Authority

Position held in Unicredit Tiriac Bank subsidiaries:

- 01/13 to 03/15 Member of Supervisory Board of UniCredit Consumer Finance IFN SA Romania

Supervisor : National Bank of Romania

03/11 to 10/12 **UniCredit SpA** (Piazza Gae Aulenti,3 Torre A Milano/Italy)

Head of Consumer Finance

Responsible for managing international consumer finance activities of UniCredit Group. Operations in 4 countries (Italy, Germany, Bulgaria, Romania, overview of Russia and Poland) with over €10B in outstanding and over 1,000 people strong. Swift business turn around and record profitability levels reached in 2012 (Return on allocated capital up 2 percentage points at 11.5% and cost income down 5 percentage points at 32%)

- Launch JV in Russian automotive market between UniCredit and Renault
- Member of the Management Committee of UniCredit Group

Supervisor : Bank of Italy

06/09 to 03/11 **UniCredit SpA** (Piazza Gae Aulenti,3 Torre A Milano/Italy)

Chief of Staff for Group CEO

Responsible for improving the decision making process within UniCredit top management. Responsible for follow up on execution of decisions taken by CEO's Team. €5B capital increase. Execution of Group Reorganization project.

- 04/10 to 03/11 Member of Supervisory Board of Pioneer Investments

Supervisor ; Bank of Italy

04/06 to 06/09 **UniCredit Consumer Financing AD** (14 Gyueshevo Str. Fl.3 Sofia/Bulgaria)

Chairman and Chief Executive Officer

Responsible for startup of UCFIN Bulgaria operations. After 4 years from startup, UCFin Bulgaria was the number one player in the consumer finance business in Bulgaria with over 300 employees and a Rarorac north of 60%

Supervisor: Bulgarian National Bank (BNB)

2004-2006

**MBNA (US, UK)** World largest independent credit card issuer acquired by Bank of America

First Vice President

Responsible for evaluating international growth opportunities in Europe. Responsible for post-merger integration (£4 Billion portfolio) of Premium Credit Limited

- Managed post-merger integration activity
- Responsible for the launch of operations in the Netherlands

13/02/20 NH

2002-2004 UniCredit Clarima (Italy)  
Director of Major Relations Division  
Responsible for the launch and the profitability of co-branding credit/debit card programs with Major Partners.

- Head of Internet channel.
- Responsible for the launch of over 25 co-branding credit card programs in partnership with leading companies in different sectors (e.g. Lufthansa, Allianz, Tim, Rotary, and E-bay).

**CONSULTING**  
2000-2002

McKinsey & Company (Italy)  
Senior Associate

- Responsible for coordinating the analysts Team to support Project manager

**INDUSTRY**  
1997-2000

Teksid Aluminum Foundry (US)  
Biggest US-based, permanent car components manufacturer. Subsidiary of FIAT  
Program Manager & Process Engineer


- Responsible for the launch of the DaimlerChrysler 3.3/3.8 RS
- Responsible for the Foundry process for manufacturing cars components

**LANGUAGES**

*French, Spanish, Italian & English* – fluent;  
*Romanian* – basic

**OTHER**

Participant to the 2012 *Young Leader program*

13/02/20 

## Curriculum Vitae

# Graziana Mazzone

Graziana started her career in academic environment getting a doctorate, during her research's activities she was focused on i) supporting primary companies decisions on relevant issues for entrepreneurial activity as of Managerial needs Measurement, Corporate Social Responsibility and Gap Analysis of stakeholder requirements, ii) coordinating several courses in Master in Business Administration at Luiss Guido Carli University and student activities (tutoring, academic programs).

## Education and training

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Italian, Born on 29/11/1981 in Siracusa (SR)

Domicile in Milano, Corso Sempione 3 zip code 20145

The Luiss Guido Carli University, 2004, degree in Economics. Thesis title "Stock Options Plans in main Italian listed group", chair of "Corporate Management", vote 110/110 cum laude

Ph. Student. in "Information Systems and Organization" at Luiss Guido Carli, 2008. Final work on "Re-definition of enterprise boundaries. Outsourcing and New Technologies. The case of a banking group"

Other training: Managerial courses in Unicredit. Examples are the Risk Academy program, participation to Leadership courses at IMD in Lausanne

## Professional Experience

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name of company Unicredit Services

address: Milano, Via Livio Cambi 1

sector Financial Services

supervision authority: Bank of Italy

Position held between: Head of Planning & Control (2017 – on going), about 100 employees part of the team

Responsibilities: Graziana is working closed to the Top Management in steering the business on Group Costs side (IT, Real Estate, Operations). In detail, Graziana is coordinating Segment Reporting activities (explanation and analysis on Profit and Loss Actual results versus Top Management), Budget and

7 February 2022  
Graziana Mazzone

Forecast processes on costs side, Industrial Planning contents, through a working group of about 100 colleagues in several locations. She is responsible for the Cost Allocation process, in order to rebate the UCS fee to the customers and ensure transparency during the invoice process.

name of company Unicredit SpA

address: Milano, Gae Aulenti, 1

sector Financial Services

supervision authority: Bank of Italy

Position held between: **Head of Retail and Corporate Italy Planning & Control (2014 – 2016)**, about 50 employees part of the team

Responsibilities: Graziana was in charge of analysis on Profit and Loss results (Revenues, Costs, Risk), Budget and Forecast preparation and comment, Multi Year Plan elaboration, commercial and financial KPIs monitoring. In particular, she was responsible for:

- Explanation and analysis on Profit and Loss Actual results versus Top Management and commercial network
- Coordination of several local CFO team (7 different locations), supporting them in analysis on results at territorial level including SWOT analysis, benchmarking and new actions
- Forecast implementation on revenues and commercial action plan preparation to improve results
- Budget implementation at different levels (Italy, Territory, Corporate Relationship Manager, Branches)
- Commercial Planning through KPIs monitoring in order to control daily/weekly commercial productivity

name of company Unicredit SpA

address: Verona, Via Garibaldi 1

sector Financial Services

supervision authority: Bank of Italy

Position held between: **Head of North East Territory Planning & Control (2010 – 2013)**, 3 employees part of the team

K. February 2023  
OF

Responsibilities: She served the network as Responsible for Customer Satisfaction, Territorial Marketing and Planning & Control, in charge of Budget distribution and discussion with Business Leaders. In detail, she managed the customer complaints and their satisfaction (TRI\*M Index). In addition she was responsible for pricing and conditions to allow to customers on new deals and renegotiations.

name of company Unicredit SpA

address: Milan

sector Financial Services

supervision authority: Bank of Italy

**Position held between: CIB Division, Customer Satisfaction CIB Strategy and Customer Analysis team (2008 – 2009)**

Responsibilities: She implemented the new Customer Satisfaction tool for corporate clients: her activities covered from framework definition to the analysis and the action plans. In detail, she worked on the questionnaires to submit to customers, analysis on customer database, reporting and results presentation, business intelligence analysis (correlation among customer satisfaction results, financial results and people survey)

name of company Capitalia SpA

address: Rome

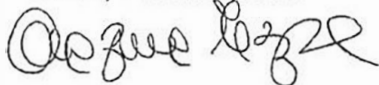
sector Financial Services

supervision authority: Bank of Italy

**Position held between: Marketing Mid Corporate Department team (2005 – 2007)**

Responsibilities: She was in charge of coordinating corporate customers new products and services development. Main activities realized: i) Participation in new products and services development (InPartnership, Technological Rating); ii) Marketing plan implementation in order to launch a new corporate commercial initiative; iii) Project Management; iv) Commercial monitoring activities

Milan, 7 February 2020



7 February 2020  


# Rasvan Radu

## PERSONAL DETAILS

Date of Birth: February 12, 1966

Status: Married, two children

## ACADEMIC QUALIFICATIONS

- 2000 AMP Harvard Business School
- 1997 MA (Economic Degree) Romanian-American University - Bucharest
- 1995 MBA at Conservatoire National des Arts et Métiers-Paris, Bucharest (2.5 years)
- 1992 Academy of Economic Studies - Foreign Exchange Relations and International Taxes (1 year)
- 1990 M.Sc. (Engineering Degree) Polytechnic University of Bucharest

## PROFESSIONAL EXPERIENCE

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



13.02.2020

## OTHER ACTIVITIES

- Member of the Board of Directors of Romanian Credit Bureau;
- Member of the Board of Directors of Aspen Institute Romania;
- Vice-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

# Tsvetanka Mintcheva

### Personal data

- **Date of birth** 2 April 1977
- **Address** Sofia 1303, 74, Al.Stamboliiski boulevard
- **E-mail** [tsvetanka.mintcheva@unicreditgroup.bg](mailto:tsvetanka.mintcheva@unicreditgroup.bg)
- **Phone number** +359 894 581879
- **Citizenship** Bulgarian



### Education

2002–2003 **MIB School of management**

Address: Largo Caduti di Nassiriya 1, Trieste , Italy

#### **MBA in International business**

- Certificated by AMBA, ASFOR, member of EFMD and CEEMAN
- An entrance scholarship awarded by Italian International trade commission (ICE)

1997–2001 **University of National and World Economy**

Address: Bulgaria, 1700 Sofia , "8mi Dekemvri" str.

#### **Bachelor's Degree in Economics Major: Accounting and control**

- Bachelor's Thesis: "The letter of credit as a form of payment and its reporting in banks' financial statements"
- GPA of the examinations through the course of study 5.60/6

1994 **Sofia School of Mathematics**

Address: Bulgaria, 1000 Sofia, 61, Iskar str.

- Vote 5.90/6

### Other Education

12/2018-02/2019 **EMERITUS institute of Management in collaboration with MIT Management Executive education Platform strategies for success**

#### **2017 IMD**

**SVP Leadership Program 2017**

#### **09/2015 -11/2015 INSEAD**

**SVP leadership Program Creating value for the organization**

### Professional experience

12/2017– 03/2020 **UniCredit Bulbank AD**  
 Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.  
 Supervising authority: **Bulgarian National Bank**

Sofia, Bulgaria

#### **MB member and Head of Global Banking Services Division**

- Leading 700 + people working for delivery and back office functions of the bank including: ICT, Real Estate, Operations (incl. back and middle offices), Organization (incl. Project delivery), Procurement, Chief Data Office and Security
- Managing the governance and delivery of 50+ parallel projects and programs.

including major change of the bank's core banking system from Flex Cube 7 to Flex cube 12.4 (delivered in 08/2019); PSD2, MIFID, GDPR related projects as well as major security and compliance related initiatives

- Managing strategy and operation of 200 + team of IT people, in line with high level market innovation and group standards and ensuring stable operations of the bank with critical system availability >99.9 %
- Manage daily operations and back office activities according to SLA standards, while working in parallel on strategic initiatives to improve efficiency of FTEs and cost through programs for centralizations and automation
- Steering investment and operational (non HR) expenses of the bank, ensuring sustainable support to business as well as efficiency at maximum industry standards
- Maintaining Real estate and facilities of the bank in efficient way, ensuring best condition to work and perform operations
- Delivery of series of project and programs in the area of ICT security, e.g. IAM, DLP, Transaction monitoring, Data masking etc.

## Professional experience

**12/2013– 12/2017 UniCredit Bulbank AD**

Sofia, Bulgaria

Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.

Supervising authority: **Bulgarian National Bank**

### **MB member and Head of Retail banking division**

- Leading Retail banking business of UniCredit Bulbank with full perimeter and budget responsibility, achieving significant growth in customer and revenue base and bringing retail market shares to number 2 market position
- Covering product, marketing, sales, physical and digital networks, call centre, business communications, cards product factory, process innovation, third party partnership networks and other
- Physical network of **160 +** branches and **2000+** employees
- Definition and implementation of **strategic direction of Retail business** model in line with group risk policies and group corporate and integrity values and strategic direction
- Steering of daily operations and strategic initiatives for transformation and business development: launch of new **business model**, Roll out of **Branch of the future concept** for Bulgaria, Boost **digital channels** and sales, **product innovation** : e.g Modula and other
- Functionally coordinating and acting at the MB board of Consumer financing subsidiary UniCredit Consumer Financing
- Working together with I&C on bank's external image as innovative retail business and representing the company at multiple innovation and business forums as well as NGO initiatives

**01/2011– 12/2013 UniCredit Bulbank AD**

Sofia, Bulgaria

Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.

Supervising authority: **Bulgarian National Bank**

### **Deputy Head of Retail banking division**

- Cooperates with Head of Division to develop and sustain a retail business, based on customer satisfaction standards, group risk policies and group corporate and integrity values, for playing a major and leading role on the retail market, increasing value for shareholders and local community
- Cooperates with the Director of Retail Banking Division to define and manage the distribution models (alternative channel and branch network);



- Responsible for development and innovation of the multi-channel offer (direct banking channels, customer contact centre, self-service zones, remote terminals and third party distributors)
- Leading role in Branch of the future pilot set up in Bulgaria

**07/2006– 01/2011**      **UniCredit Bulbank AD**      Sofia, Bulgaria  
 Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.  
 Supervising authority: **Bulgarian National Bank**

**Head of Alternative distribution channels, Retail banking division**

- Developing and managing the different retail channels, except the network one incl.: Mobile agents and third party distributors, Customer Contact Center, Electronic and Internet banking, Mobile banking and other.
- Managing projects related to the innovation and new service, functionalities development in the channels area

**Professional  
experience**

**09/2004– 07/2006**      **Integration program UniCredit / HVB**      Sofia, Bulgaria  
 UniCredit Bulbank AD , Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.  
 Supervising authority: **Bulgarian National Bank**

**Project assignment within the triple merger program between Bulbank AD, HVB Bank Biochim and Hebros bank with the following responsibilities during the project timeline:**

**Roll out Workstream manager / IT and ORGA cluster**

- Managing the Roll out of Flex Cube 7.1(I-Flex) and new organizational model in the integration program for the triple merger between the banks owned by UniCredit and HVB in Bulgaria; app. 200 team members

**Projects included in the WS manager responsibility:**

- Training of all employees on the new procedures and systems (4000 employees);
- User acceptance test of the application portfolio incl. core banking and satellites;
- Data quality assurance and Reconciliation after each migration cycle;
- Assistance of the users after each of the three Go lives – establishment of Centralized Help desk and On - site assistance approach for the 300 branches

**Workstream manager Alternative Distribution channels/ Retail cluster**

**Projects included in the WS manager responsibility:**

- Customer Contact center development project – establishment of sales oriented fully fledged Call center for the biggest bank in Bulgaria
- Mobile sales force project establishment and concept creation

**07/2004– 04/2006**      **Bulbank AD, UniCredit Group**      Plovdiv, Bulgaria  
 Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.  
 Supervising authority: **Bulgarian National Bank**

**Branch Manager**

- Managing a team of 80 persons in one of the biggest Bulbank's branches
- Managing all commercial and operational activities related to the retail clients and SME companies



**12/2003– 06/2004**      **Bulbank AD, UniCredit Group**      Sofia, Bulgaria  
 Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.  
 Supervising authority: **Bulgarian National Bank**

**Head of Family banking section, Retail banking division**

- Coordination of the sales forces through the territory; Developing of the budget and the personal goals and objectives for the sales staff; creating a reporting system and monitoring the sales activities; Introduction of new products, Commercial and marketing campaigns etc.

**05/2003–11/2003**      **Merloni Elettrodomestici**      Fabriano (AN), Italy  
**Stage, Sourcing Platform**

- Project management activities for the introduction of new suppliers

**06/2001–08/2002**      **Bulbank AD, UniCredito Italiano Group**      Bulgaria  
 Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.  
 Supervising authority: **Bulgarian National Bank**  
**Seller, Account manager, Hunter**

**Board Memberships:**

**01/2017–03/2020**      **UniCredit Bulbank**  
**MB Member and Head of Global Banking Services division**  
 Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.  
 Supervising authority: Bulgarian National Bank

**12/2013–12/2017**      **UniCredit Bulbank**  
**MB Member and Head of Retail banking division**  
 Address: Bulgaria, 1000 Sofia, 7, Sveta Nedelya sq.  
 Supervising authority: Bulgarian National Bank

**04/2014–03/2018**      **UniCredit Consumer Financing**  
**MB Member and Deputy chairman**  
 Address: Bulgaria, 1303, 14, Gyueshevo str.  
 Supervising authority: Financial Supervision Commission

**09/2014–in exit**      **Cash Servicing Company**  
**MB Member**  
 Address: Bulgaria, 1632 Sofia, Ovcha Kupel 2, 16, Ivan Hadjiyski str.  
 A joint venture between UniCredit Bulbank (25%), DSK bank (part of OTP group, 25%), UBB bank (part of KBC group, 25 %) and Bulgarian National bank (25 %)

**04/2016–in exit**      **Council of Women in Business in Bulgaria (NGO)**  
**MB Member, Leading working group for the Leadership academy**  
 Address: Bulgaria, Sofia, 2, Kukush str.

**Languages**

**Bulgarian – Native; English – Fluent; Italian – Fluent; Russian – Basic;**

**Professional interests:**

- Business strategy and management
- Communication, People development and training
- Innovation in banking
- Women in business



## PHILIPP GAMAUF

Philipp Gamauf, aged 37, has graduated from the Vienna University of Economics and Business Administration, and holds a degree in Business Administration.

He joined UniCredit in 2005, building his entire professional banking career within the Group.

During the years, he accumulated a vast multicultural experience, working in several banks of the Group located in Austria, Germany and Italy, in different business areas such as Planning and Controlling, Accounting and Tax, Strategy & Data Governance.

Before coming to Romania, Philipp Gamauf was Head of Markets Planning & Controlling for UniCredit globally.

Starting January 2018, he is Chief Financial Officer – Executive Vice-President within UniCredit Bank Romania.

11/02/2020  
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NICOLA LONGO DENTE

Nicola Longo Dente, aged 60, studied at the Catholic University of Sacred Heart Milan and holds a degree in Economic and Banking Sciences.

He has a vast professional experience in UniCredit Group, where he started his career in the Italian network in the early 80s, shortly after embracing an international career in corporate banking moving to Chicago, Hong Kong and New York offices, where he became Deputy Head for the group corporate banking business.

In 2008, he moved to UniCredit CEE Division taking his first assignment at Ukrasbank Ukraine assuming the responsibility for International & Multinational clients' business.

In 2011 he was appointed Head of International & Multinational Banking at Yapi Kredi Bankasi Turkey until December 2017.

Starting from 2018, he took over the position of Executive Vice President CIB in UniCredit Bank Romania.

Nicola has also accomplished various professional training programs in international banking, capital markets, and business management in New York, London, Turin, Milan and Lausanne.



11/02/2020



## CURRICULUM VITAE

*Andrei BRATU*

Bd. Unirii, Nr. 61, Bl. F3, Ap.111  
Sectorul 3, Bucuresti, ROMANIA

Mobile : + 40 726 191 254  
E-mail : andrei.bratu@unicredit.ro

### ▪ PERSONAL DATA

Name: Andrei-Florin Bratu  
Birthdate: April 16, 1978

### ▪ EDUCATION

1993 – 1997	National College "St. Sava" Bucharest
1997 - 2001	Bucharest Academy of Economic Studies BSc Finance and Banking
2001- 2003	Bucharest Academy of Economic Studies MSc Financial Management and Capital Markets

### ▪ PROFESSIONAL EXPERIENCE

November 2003 – present      *UNICREDIT BANK SA (Bd Expozitiei 1F, Sector 1, Bucuresti)*  
*Institution under the supervision of National Bank of Romania*

#### **Director (September 2015 – present)** **Mid Corporate Department**

Main responsibilities:

- Coordination of the Corporate Network related to Mid Corporate segment (10 regions/21 branches);
- Participating and voting in the credit committee for sustaining the proposals comming from Mid Corporate;
- Responsible for implementation in the corporate network of the strategy for the segment;
- Main responsible for achieving the Budget as well as the main RAF (Risk Apetite Framework) indicators for Mid Corporate

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**Director (August 2009 – August 2015)**  
**Corporate Underwriting Department**

Main responsibilities:

- Coordinating the underwriting activity for Mid Corporate, Key Accounts and Real Estate;
- Participating in the Credit Committee as a voting Member;
- Ensuring the implementation of all local NBR regulations and of all Group Guidelines related to Corporate Underwriting;
- Constant communication and alignment with UBA CEE Underwriting Department.

*Interim positions (held in parallel with the base position):*

- *Interim Chief Risk Officer (March 2012 – Sept 2012)*
- *Interim Retail Underwriting Director (Oct 2012 – Dec 2013)*

**Director (June 2007 – July 2009)**  
**Specialized Lending Department**

Main responsibilities:

- Coordinating the Specialized Lending Unit, Loan Markets & Syndication Unit and Financial Analysis Unit;
- Participating to the Credit Committees for sustaining the Specialized Lending transactions;
- Developing and maintaining the relationship with the other Banks in Romania related with loan syndications;
- Assuring the support for the Corporate sales departments for investment loans or structured finance, acquisition finance loans exceeding EUR 5 mio;
- Managing the overflow for loans booked by Romania in UniCredit Bank Austria;
- Managing the Financial Analysis related to key accounts and real estate.

**Deputy Director (March 2006 – July 2007)**  
**Corporate Products Department**

Main responsibilities:

- Coordinating the Structured Finance Unit, Cash Management Unit and Factoring Unit;
- Assuring the support for the Corporate sales departments for investment loans or structured finance, acquisition finance loans exceeding EUR 1 mio;
- Assisting coverage department is negotiating with key accounts;
- Responsible for the corporate budget in Cash Management and Factoring.

**Officer / Senior Officer (November 2003 – March 2006)**  
**Credit Department**



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Main responsibilities:

- Making the risk assesment for the proposals coming from the assigned corporate branches;
- Development fo the financial models related to the investment loans and real estate transactions;
- Monitoring the relevant credit facilities from the assigned branches.

April 2003 – October 2003

***BANCA DE CREDIT SI INVESTITII ROMEXTERRA SA***  
***(Soseaua Pipera 42, Globalworth Plaza, Bucuresti)***  
***Institution under the supervision of National Bank of Romania***

**Analyst – Network Coordination Department**

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Main responsibilities:

- Participating in making the banks budget as well as monitoring the achievements of the various units;
- Implementing a new monitoring and control system for the banks main indicators.

May 2000 – April 2003

***S.C. VALSA CONSULTING S.A.***  
**Financial Analyst**

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Main responsibilities:

- Making Investments Memorandums for corporate finance and debt restructuring, financial analysis, financial forecasting and modelling, accounting restatements according to IAS.
- Making sectorial analysis and regular reports for the listed companies.

▪ **FOREIGN LANGUAGES**

**ENGLISH:** Very Good

**FRANCH:** Intermediary

▪ **MISCELLANEOUS**

**TOEFL** certificate 2002

**Various training courses in:**

- **Structured & Project Finance** - SDA Bocconi, UniCredito Italiano
- **Capital markets & Privatisations** - SDA Bocconi, UniCredito Italiano
- **Acquisition finance** - SDA Bocconi, UniCredito Italiano
- **Financial Analysis** – Unicredit Romania
- **Credit Risk** – Unicredito Italiano

- 
- **Banking regulations in Romania - ARB**
  - **International Accounting Standards – KPMG**

# Carlo Driussi

Italian, born in Rome, on January the 1<sup>st</sup> 1978, married, 3 children.  
Current residence address: Balkanska, 2 - 11000 Belgrade, Serbia

## Studies:

MBA at Bradford University, UK – ongoing, planned to be finished by 2019  
BA in Management Engineering at FAM Faculty of Management – University Union Nikola Tesla, Serbia 2017  
High school Diploma of “Ragioneria” (Accounting), at the Technical Commercial School “Gioberti Q. Sella” of Rome, Italy July 1997, 60/60

## Other Executive Education:

Innovation in Action @ UniCredit, in collaboration with HEC University, UniManagement Turin, Italy, 2016  
Leadership Curriculum “UniFuture”:  
○ Oxford Leadership, UniManagement training center, Turin, 2017  
○ “Transform 2019”, IMD Business School, Lausanne, Switzerland, 2017  
Lead the Change in UniCredit, IMD Business School, Lausanne, Switzerland, 2018

## Languages

Italian, native  
English, 6,5 IELTS  
Serbian, basic

## Professional Experience

### UniCredit Group

Since September 2015

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

Permanently invited at the Board of Directors

Permanently invited at the Credit Committee

Member of the Management Team

Member of the Cost Management Node

#### *Responsible for:*

non-HR cost of the Bank and the Bank's Operations (direct responsibility of 220+ people): Organization, Information Technology, Real Estate management, Cost Management and Procurement, Security, Banking Operations/Back Office activities, Data Governance, Project Portfolio Management.

Responsible for Smart Working implementation and introduction of Agile at Scale.

January 2011 – August 2015

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

Permanently invited at the Board of Directors

Member of the Management Team of the Bank

#### *Responsible for:*

HR cost of the Bank, management, development, training and HR administration of the Staff of the Bank (more than 1.100 resources). Legal issues HR related.

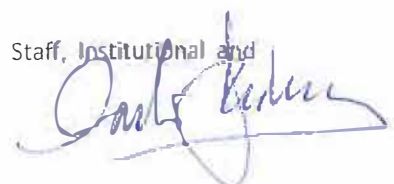
October 2007 – December 2010

Global HR Business Partner, UniCredit Holding, Milan

#### *Responsible for:*

Management and Development of following HR Area: CFO, M&A, Management Committee Staff, Institutional and

26/11/2018



Regulatory Strategic Advisory, Group Identity and Communication (around 1.000 people in Italy and 4.100 worldwide).

April 2006 – October 2007

HR Manager, Capitalia Holding, Rome

HR Management of Capitalia Holding.

Part of the team for merging Capitalia Holding with UniCredit Group.

February 2005 – April 2006

HR Manager, Capitalia Informatica (ICT Company of Capitalia Group), Rome

Part of the team for the start-up of the Company. HR Management of Head Office resources and Internal Communication.

May 2003 – January 2005

HR Director, Capitalia Service JV (company for managing the non-performing loans of Capitalia Group), Rome

*Responsible for:*

Start-up of the Company in Joint Venture with Archon Group (Goldman Sachs) with responsibility for all HR activities, Industrial Relations, Management and Development, HR Administration and Labor law related activities.

July 2002 – April 2003

HR Business Partner, Capitalia Holding, Rome

Start-up of the HR office, with focus on HR management and development.

May 2000 – June 2002

Business Assistant of Area Manager, Banca di Roma, Rome

*Responsible for:*

Business Assistant of the Area General Manager.

Responsible for HR Management (900 resources) and for planning and control of the network (54 branches).

April 1999 – May 2000

Internal Audit staff member, MedioCredito Centrale, Roma

*Competencies in:*

Internal Audit management, Infra Banking operations management.


September 1997 – April 1999

Back Office staff member, MedioCredito Centrale, Roma

Intra-banking operations management.

I hereby give consent for my personal data to be processed.

Carlo Driussi

  
26/11/18

# Antoaneta Curteanu



## PERSONAL INFORMATION

### DATE & PLACE OF BIRTH

May 1st, 1968

Bucuresti, Romania

### ADDRESS

9 Hatisului St., blc. H10, sc.1, apt. 3,  
Bucharest sector 2, code 73534,  
Romania

### PHONE

(0040) 723 506 706

### MARITAL STATUS

married, one child

### NATIONALITY

Romanian

Driving licence B issued in 1989

## EXPERIENCE

Head of Corporate Investment Banking and Private Banking, member of the Management board, UniCredit Bulbank (Bulgaria, 7 Sv.Nedelya sq. 1000 Sofia),  
*Supervision Authority - National Bank of Bulgaria, (1. Knyaz Alexander I Sq., 1000 Sofia, Bulgaria)*

May 2016 - present

- Responsible for Corporate Investment Banking strategy implementation and achieving commercial results, in line with the business plan objectives set by the Supervisory Board and Unicredit Group;
- Reporting to the CEO/Deputy CEO, managing a team of 550 people;
- Supervisory Board member in UniCredit Leasing Bulgaria;
- Chairwoman of UniCredit Factoring Bulgaria - responsible for coordinating and managing of the factoring company's activities and business plan fulfillment;

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

*Supervision Authority - National Bank of Romania*

July 2010 - April 2016

- Responsible for the Company's business plan, strategy and implementation of Supervisory Board and General Assembly of Shareholders decisions.
- Managing the current activity of the company and business operations, promoting the risk awareness culture and integrating with UniCredit Bank strategy under the multi-year plans.
- Developing people, managing around 260 people, assuring customers satisfaction and sustainable results.
- Preserving the Group sound reputation and leadership market share;

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

*Supervision Authority - National Bank of Romania*

June 2007 - July 2010

- Responsible for elaborating and implementing the sales and marketing strategy and Corporate Budget in direct cooperation with the responsible Board Member
- Coordinate the achievement of corporate results at network level; managing directly around 50 people (GTB);

## PROFESSIONAL ACHIEVEMENTS

- Successful participation in the **integration of the three banks** which have formed UniCredit Tiriac since 2007.

- Implementation of the project **„Corporate Boosting Revenues“**, together with McKinsey in 2008, contributing remarkably to the income growth over all clients segments of the division.

- Graduated the „MBA for Bankers“ course held by **SDA Bocconi**, together with UniCredit in 2005.

- President of **ALB – Financial Institutions Association, 2011-2014**, coordinating the members efforts towards improving the financial industry standards, code of conduct and compliance culture, representing Romania to LeaseEurope and Eurofinans European Federations

- Published the book **„Factoringul in comerțul international“** (Factoring in international trade).

- Active member of **European Professional Woman Network (EPWN)** in Romania

- Successfully finalized numerous financial transactions of important projects from various sectors of activity, acquiring new corporate clients and **increasing the market share** of UniCredit Tiriac Bank.

- Strong supporting the development of several generations of banking specialists and successful managers.

- Responsible for Corporate price policy, products, aligned with cost of risk;
- Direct coordination of the GTB (Cash Management, Factoring, Trade Finance, Financial Institutions & Correspondent Banking, Custody, Product Development, Structured Trade & Export Finance)

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

Supervision Authority – National Bank of Romania

May 2005 - June 2007

- Member of the Board of Directors of the Bank,
- Member of the Board of Directors at UniCredit Securities
- Defining the Sales strategy, responsible with achieving Corporate budget results
- In charge with increasing revenues, market share, quality of Corporate portfolio, number of clients, loans and deposits volumes

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

Supervision Authority – National Bank of Romania

October 2004 - May 2005

- Responsible with credit risk area – underwriting, monitoring and workout; market, investment & operational risk - during the integration period of the bank (UniCredit/HVB/Tiriac)
- organization & procedures; internal control and compliance

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

Supervision Authority – National Bank of Romania

February 2004 – October 2004

- In charge with the expanding plan for the branch network development in the country;
- Setting up and fulfillment of the commercial targets and budget realization for corporate clients portfolio in line with the set KPI's;
- Coordination of network and responsible for financial performances on each profit center; process optimization, banking products, distribution channels as well as products sale efficiency, as per Group guidelines;

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

Supervision Authority – National Bank of Romania

October 2003 - February 2004

- In charge with branches coordination, implementation of

## FOREIGN LANGUAGES

English: Advanced  
Italian: Intermediate  
Spanish : Intermediate

## COMPUTER SKILLS

Operating Systems  
Windows 2000, NT, XP,  
Word, Excel, Power Point,  
E-mail, Internet

sales and marketing strategy, increase the Bucharest branches portfolio;

- Support of current activity of Bucharest branches in order to meet planned financial indicators and preserve the expected cost of risk and portfolio quality;

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

*Supervision Authority - National Bank of Romania*

February 2000 – October 2003

- In charge with coordinating the Main branch current activity and realization of commercial plan;
- Implementation of marketing strategy and branch portfolio increase in accordance with approved competencies and planned cost of risk;
- Increasing the market share in Bucharest;

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

*Supervision Authority - National Bank of Romania*

April 1999 - February 2000

- responsible of a portfolio of large corporate clients

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

*Supervision Authority - National Bank of Romania*

January 1998 – April 1999

- coordinating the Letters of Credit, Letters of Guarantee and Documentary Incasso operations for the import/export activity of the bank's clients

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

*Supervision Authority - National Bank of Romania*

March 1996 – January 1998

- Managing the transactional activity regarding the export Letters of Credits (advising and confirmation) and Documentary Incasso for the Bank's clients

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

*Supervision Authority - National Bank of Romania*

September 1993 - March 1996

- Responsible for the Letters of Credits and Incasso collection



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

*Supervision Authority – National Bank of Romania*

August 1991 – September 1993

- in charge of foreign payments transactions;

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

September 1986 – August 1991

- managing Cost Calculation (ante&post) at the „Toy Factory”

## **STUDIES**

April 2017 „Business Leaders for Transform” IMD Lausanne

April – June 2016 „EMERITUS” Leadership through Values –  
asociatia Erudio;

Sept.-Nov. 2010 „Erisma” Leadership Creativ – asociatia Erudio

May 2003 – Feb. 2004 Master “Young Talents Programme”, SDA  
Bocconi University and UCI Group

Feb. 1999 **Risk Management on loans** – Istanbul, Interconsult Ltd  
Sept. 1996 – Feb. 1997 English course “**Money Matters**” held by  
Linguaphone Institute London, Chamber of Commerce  
London/Cornelsen & Oxford

Sept. 1996 “**International Payments**” Seminar organized by  
Citibank

1994-1996 U.S.A. Graduate School of Banking at Louisiana State  
University, Master Degree in Banking 96

June 1994 Trust Company Bank of South Georgia, Albany GA,  
USA, “**trainee**” in various bank’s departments

Nov. 1993 IBR and Deutsche Bank “**Payment System**” Seminar

Dec. 1992 Austria, Austrian National Bank Seminar, “**Bank  
Marketing**”

1986 – 1991 The Academy of Economic Studies, Bucharest,  
Finance and Accounting Faculty, **Master** in Finance and  
Accounting in 1991. Academic work: “**Cost Calculation**”

1982-1986 „Julia Hasdeu” High School Bucharest





**Annex 6:**  
**Annexes related to changes in Supervisory  
Board and Management Board  
composition**



# DUPLICAT

## HOTĂRÂREA

### ADUNĂRII GENERALE ORDINARE A ACȚIONARILOR

UniCredit Bank S.A.

din data de 20.02.2020

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: R00NRC J40/7706/1991, cod unic de înregistrare RO 361536, (denumită în continuare „Banca”), a fost convocată pentru data de **20.02.2020**, 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 înscrși în Registrul acționarilor Băncii la data de referință **03.02.2020**, ce reprezintă **98,6298 %** 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. 195 din data de 17.01.2020 și în ziarul „România Liberă” din data de 20.01.2020, precum și pe pagina de internet a Băncii, potrivit prevederilor art. 117 și art. 117<sup>2</sup> 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 **100 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

1. Luarea la cunoștință cu privire la încetarea mandatului de membru al Consiliului de Supraveghere al domnului Stefano Porro începând cu data de 21.02.2020.

Asupra aspectelor înscrise la **punctul 2** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **100 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

2. Luarea la cunoștință cu privire la încetarea mandatului de membru al Consiliului de Supraveghere al doamnei Jutta Lieberwein Schoeffmann începând cu data de 21.02.2020.

PAGINĂ  
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PO  
FACT  
BY  
TRAI



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

3. Numirea domnului Niccolo Ubertalli în funcția de membru al Consiliului de Supraveghere pentru un mandat de 3 (trei) ani începând cu 21 februarie 2020 până la 21 februarie 2023. Domnul Niccolo Ubertalli își va exercita responsabilitățile după obținerea aprobării prealabile a Băncii Naționale a României.

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

4. Numirea doamnei Graziana Mazzone ca membru al Consiliului de Supraveghere pentru o perioadă de 3 (trei) ani începând cu 21 februarie 2020 până la 21 februarie 2023. Doamna Graziana Mazzone își va exercita responsabilitățile după obținerea aprobării prealabile a Băncii Naționale a României.

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

5. Numirea domnului Riccardo Roscini ca membru al Consiliului de Supraveghere pentru o perioadă de 3 (trei) ani începând cu 21 februarie 2020 până la 21 februarie 2023. Domnul Riccardo Roscini își va exercita responsabilitățile după obținerea aprobării prealabile a Băncii Naționale a României.

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

6. Prelungirea mandatului domnului Corneliu-Dan Pascariu în funcția de membru al Consiliului de Supraveghere începând cu data de 15 aprilie 2020 până la 31 decembrie 2020.

PAGINA  
ALBĂ

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

7. Prelungirea mandatului doamnei Zeynep Nazan Somer Ozelgin de membru al Consiliului de Supraveghere pentru o perioadă de 3 (trei) ani începând cu 21 februarie 2020 până la 21 februarie 2023.

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

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

Redactată astăzi, 20.02.2020

**Președinte de ședință**

**Dan Pascariu**

**Secretar de ședință**

**Sevastița Drăghici**



PAGINĂ  
ALBĂ



ROMÂNIA  
UNIUNEA NAȚIONALĂ A NOTARILOR PUBLICI  
SOCIETATE PROFESIONALĂ NOTARIALĂ  
"DURNESCU și Asociații"  
Licența de funcționare nr. 249/3526/13.09.2016  
Sediul: Str. Jean Louis Calderon nr. 57, etaj 1 și 2, Sector 2, București  
Tel: 021.331.20.71 / 0723.288.948, Fax: 021.331.20.99  
e-mail: secretariat@bnpdurnescu.ro



**ÎNCHIEIERE DE AUTENTIFICARE NR. 1035  
ANUL: 2020 LUNA FEBRUARIE ZIUA: 20**

Eu, **IANACHIEVICI ANDRA MIHAELA**, notar public, la cererea părții m-am deplasat la adresa din Mun. București, Piața Montreal, nr.10, Sector 1, sala de conferințe " Montreal", unde am găsit pe:

- **PASCARIU CORNELIU-DAN**, cetățean român, domiciliat în Mun. București, Sector 1, Str. George Demetrescu Mirea nr.3, ap.1, posesor al cărții de identitate seria RD nr.643931 emisă de SPCEP S1 biroul nr.2 la data de 19.08.2010, valabilă până la data de 12.05.2070, CNP 1500512400327, cunoscut personal de notar, în calitate de Președinte de Ședință al Adunării Generale Ordinare a Acționarilor UniCredit Bank S.A. din data de 20.02.2020,

- **DRĂGHICI SEVASTIȚA**, cetățean român, domiciliată în Mun. București, Sector 4, Str. Trestiana nr.3, bl.8B, sc.B et.8, ap.77, posesoare a cărții de identitate seria RX nr.711794 emisă de SPCEP Sector 4 la data de 14.05.2015, valabilă până la data de 05.05.2025, CNP 2630505400402, cunoscută personal de notar, în calitate de Secretar de Ședință al Adunării Generale Ordinare a Acționarilor UniCredit Bank S.A. din data de 20.02.2020,

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.41024/2020.

**NOTAR PUBLIC  
IANACHIEVICI ANDRA MIHAELA  
s.s. indescifrabil/l.s. stampilă notar**

**PREZENTUL DUPLICAT S-A ÎNTOCMIT ÎN 6 (ȘASE) EXEMPLARE, DE IANACHIEVICI ANDRA MIHAELA, NOTAR PUBLIC, ASTĂZI, DATA AUTENTIFICĂRII ACTULUI ȘI ARE ACEEAȘI FORȚĂ PROBANTĂ CA ORIGINALUL.**

**NOTAR PUBLIC  
IANACHIEVICI ANDRA MIHAELA**





**EXTRAS DIN**  
**HOTĂRÂREA CONSILIULUI DE SUPRAVEGHERE**  
**UniCredit Bank S.A.**  
**din data de 02.03.2020**

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 și materialele** prezentate în cadrul ședinței care a avut loc în data de **02.03.2020**,

**Referitor la punctul nr. 6 al ordinii de zi**  
**'Alegerea Vicepreședintelui Consiliului de Supraveghere al UniCredit Bank S.A.'**

În unanimitate aprobă alegerea doamnei L`uboslava Uram în funcția de Vicepreședinte al Consiliului de Supraveghere al UniCredit Bank S.A., numire ce va deveni efectivă de la data și sub condiția emiterii de către Banca Națională a României a aprobării prealabile pentru exercitarea atribuțiilor sale în calitate de membru al Consiliului de Supraveghere.

**Președinte al Consiliului de Supraveghere**

Cornetiu Dan PASCARIU



**Secretariat General**

Secretar al ședinței: Carmen DURNEA



**EXTRAS DIN DECIZIA  
CONSILIULUI DE SUPRAVEGHERE AL  
UNICREDIT BANK S.A.  
DIN DATA DE 02.04.2020**

**EXTRACT FROM THE DECISION OF THE  
SUPERVISORY BOARD OF  
UNICREDIT BANK S.A.  
AS OF 02.04.2020**

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 02.04.2020,

The Supervisory Board of UniCredit Bank S.A. ("the Bank"), based on the provisions of the Constitutive Act of the Bank and with the law, in accordance with the information presented during the meeting held on 02.04.2020,

**Referitor la**

**'Renunțarea la mandat a Președintelui Consiliului de Supraveghere al UniCredit Bank S.A.'**

**Regarding the**

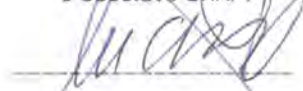
**'Resignation from the mandate of Chairman of the Supervisory Board of UniCredit Bank S.A.'**

În unanimitate ia la cunoștință de renunțarea la mandatul de membru și de Președinte al Consiliului de Supraveghere al UniCredit Bank S.A., a domnului Corneliu Dan Pascariu, începând cu data de 03.04.2020, potrivit informării efectuate de către domnul Corneliu Dan Pascariu în timpul ședinței.

Unanimously acknowledges the resignation from the position as member and Chairman of the Supervisory Board of UniCredit Bank S.A., of Mr. Corneliu Dan Pascariu, as of 03.04.2020, as per the announcement made by Mr. Corneliu Dan Pascariu during the meeting.

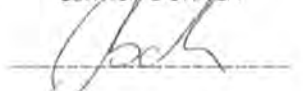
**Vicepreședinte al Consiliului de Supraveghere / Vice-Chairman of the Supervisory Board**

Luboslava URAM



**Secretar de ședință / Secretary of the meeting**

Carmen DURNEA



**UniCredit Bank S.A.**

Bulevardul Expozitiei nr. 1F,  
Sector 1, Bucuresti  
Tel +40 21 200 2020  
e-mail: [infocenter@unicredit.ro](mailto:infocenter@unicredit.ro)

Bancă membră a UniCredit Group - Nr. de ordine în Registrul Bancar: RB PJR-40-011/  
18.02.1999 - Capital social: 455.219.470,00 RON - Nr. de Dăruire în Registrul  
Comerțului: 140/7706/1991 - Cod unic de înregistrare: 361536 - EUIB  
ROGNC 140/7706/1991 - Operator de date cu caracter personal nr: 10984  
societate administrată în sistem digital, Cod SWIFT: BUCRRORU

**EXTRAS DIN DECIZIA  
CONSILIULUI DE SUPRAVEGHERE AL  
UNICREDIT BANK S.A.  
DIN DATA DE 30.04.2020**

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 30.04.2020,

**Referitor la punctul nr. 9 de pe agendă  
"Alegerea Președintelui Consiliului de Supraveghere  
al UniCredit Bank S.A."**

În unanimitate decide alegerea domnului Pasquale Giamboi în funcția de Președinte al Consiliului de Supraveghere al UniCredit Bank S.A., începând cu data prezentei decizii.

Înainte de începerea exercitării responsabilităților, Banca va verifica eventuala necesitate a unei noi reevaluări din partea Băncii Naționale a României.

**EXTRACT FROM THE DECISION OF THE  
SUPERVISORY BOARD OF  
UNICREDIT BANK S.A.  
AS OF 30.04.2020**

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 30.04.2020,

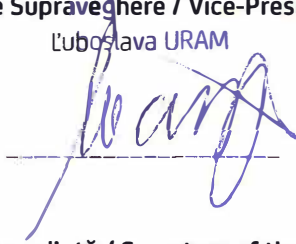
**Regarding point no. 9 on the agenda  
'Election of Chairman of the Supervisory Board of  
UniCredit Bank S.A.'**

Unanimously approves the election of Mr. Pasquale Giamboi as Chairman of the Supervisory Board of UniCredit Bank S.A., starting from the date of the present decision.

Prior to starting exercising the responsibilities, the Bank shall check potential need for reevaluation from the part of the National Bank of Romania.

**Vicepreședinte al Consiliului de Supraveghere / Vice-President of the Supervisory Board**

Luboslava URAM



**Secretar de ședință / Secretary of the meeting**  
Carmen DURNEA

**UniCredit Bank S.A.**

Bulevardul Expozitiei nr. 1F,  
Sector 1, Bucuresti  
Tel +40 21 200 2020  
e-mail: [infocenter@unicredit.ro](mailto:infocenter@unicredit.ro)

Bancă membră a UniCredit Group - Nr. de ordine în Registrul Bancar: RB-PJR-40-011/  
18.02.1999 - Capital social: 455.219.478.30 RON - Nr. de Ordine în registrul  
Comerțului: J40/7706/1991 - Cod unic de înregistrare: 361536 - EUID:  
ROONRC.J40/7706/1991 - Operator de date cu caracter personal nr. 10964,  
societate administrată în sistem dualist, Cod SWIFT: BACKROBU

**EXTRAS DIN  
HOTĂRÂREA CONSILIULUI DE SUPRAVEGHERE**

**UniCredit Bank S.A.  
din data de 26.02.2020**

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 și materialele** prezentate în cadrul ședinței care a avut loc în data de **26.02.2020**,

**Referitor la punctul nr. 04 al ordinii de zi**  
**'Modificări în componența Directoratului UniCredit Bank S.A.'**

**Având în vedere:**

- i. Decizia Consiliului de Supraveghere al Băncii din data de 12.11.2019 privind numirea domnului Claudio Cesario în funcția de Membru al Directoratului Băncii, Prim Vice-Președinte Executiv, începând cu data de 01.01.2020;
- ii. Informațiile recente furnizate Băncii de la nivelul Grupului UniCredit privind adoptarea de către Grup a unor altor decizii în ceea ce privește angajamentele domnului Claudio Cesario;
- iii. Faptul că domnul Claudio Cesario nu a acceptat în mod expres numirea sa în funcția de Membru al Directoratului Băncii, în confirmare cu cerințele art. 153<sup>12</sup> alin. 3 din Legea societăților nr. 31/1990;


**Decide în unanimitate după cum urmează:**

1. Se ia act de faptul că decizia de numire a domnului Claudio Cesario în funcția de Membru al Directoratului Băncii, Prim-Vicepreședinte Executiv, a devenit caducă și, pe cale de consecință, se ia act de încetarea mandatului domnului Claudio Cesario începând cu data de 26.02.2020.
2. Se numește începând cu data de 15.03.2020, în funcția de Membru al Directoratului Băncii, Prim-Vicepreședinte Executiv, doamna Tzvetanka Gueorguieva Mintcheva, cetățean bulgar, născută la data de 02.04.1977, în Sofia, Bulgaria, identificată cu pașaport nr. 386404066, emis la data de 17.09.2019 și valabil până la data de 17.09.2024.
3. Durata mandatului doamnei Tzvetanka Gueorguieva Mintcheva va fi egală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv până la data de 17.04.2020.
4. Doamna Tzvetanka Gueorguieva Mintcheva va începe să-și exercite atribuțiile de Membru al Directoratului Băncii, Prim-Vicepreședinte Executiv, numai începând de la data primirii aprobării prealabile din partea Băncii Naționale a României.
5. Pentru a se asigura gestionarea adecvată a activităților în domeniile de activitate corespunzătoare, dacă va fi cazul, începând cu data de 15.03.2020 și până la data la care doamna Tzvetanka Gueorguieva Mintcheva va primi aprobarea prealabilă a Băncii Naționale a României, domnul Cătălin-Răsvan Radu, Președinte Executiv al Directoratului Băncii, va exercita în mod corespunzător și valabil,

oricare și toate competențele interne de decizie/ drepturile de semnătură ce aparțin Prim Vicepreședintelui Executiv al Directoratului Băncii.

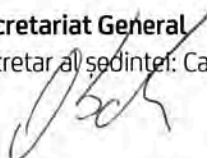
**Președinte al Consiliului de Supraveghere**

Corneliu Dan PASCARIU



**Secretariat General**

Secretar al ședinței: Carmen DURNEA



**EXTRAS DIN**  
**HOTĂRÂREA CONSILIULUI DE SUPRAVEGHERE**  
**UniCredit Bank S.A.**  
**din data de 02.03.2020**

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 și materialele** prezentate în cadrul ședinței care a avut loc în data de **02.03.2020**,

**Referitor la punctul nr. 05 al ordinii de zi**  
**'Aprobarea prelungirii mandatului Directoratului și a mandatelor individuale ale tuturor membrilor**  
**Directoratului'**

**Decide în unanimitate după cum urmează:**

1. Prolungirea mandatului Directoratului începând cu data de 17.04.2020 și până la data de 17.04.2023.
2. Având în vedere cele precizate la punctul 1 din prezenta hotărâre, se decide prelungirea, începând cu data de 17.04.2020 și până la data de 17.04.2023 a mandatelor tuturor membrilor Directoratului, titlatura pe care o va utiliza și divizia pe care o va coordona fiecare membru al Directoratului fiind următoarele:

DL. Cătălin Răsvan Radu	Președinte Executiv	CEO
DL. Andrei - Florin Bratu	Vicepreședinte Executiv	CRO
DL. Philipp Gamauf	Vicepreședinte Executiv	CFO
Dna. Antoaneta Curteanu	Vicepreședinte Executiv	Retail
DL. Nicola Longo Dente	Vicepreședinte Executiv	CIB
DL. Carlo Driussi	Vicepreședinte Executiv	GBS

**Președinte al Consiliului de Supraveghere**

Corneliu Dan PASCARIU

**Secretariat General**

Secretar al ședinței: Carmen DURNEA

1 / 1

**UniCredit Bank S.A.**

Bulevardul Expozitiei nr. 1F,  
Sector 1, Bucuresti  
Tel +40 21 200 2020  
e-mail: [infocenter@unicredit.ro](mailto:infocenter@unicredit.ro)

Bancă membră a UniCredit Group - Nr. de ordine în Registrul Bancar: RB-PJR-40-011/ 18.02.1999 - Capital social: 455.219.478,30 RON - Nr. de Ordine în Registrul Comerțului: J40/7706/1991 - Cod unic de înregistrare: 361536 - EUI/D: ROONRC:J40/7706/1991 - Operator de date cu caracter personal nr. 10964; societate administrată în sistem dualist, Cod SWIFT: BACROBU

**EXTRAS DIN  
HOTĂRÂREA CONSILIULUI DE SUPRAVEGHERE**

**UniCredit Bank S.A.  
din data de 02.03.2020**

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 și materialele** prezentate în cadrul ședinței care a avut loc în data de **02.03.2020**,

**Referitor la punctul nr. 05 al ordinii de zi  
'Aprobarea prelungirii mandatului Directoratului și a mandatelor individuale ale tuturor membrilor  
Directoratului'**

**Decide în unanimitate după cum urmează:**

1. Prolungirea mandatului Directoratului începând cu data de 17.04.2020 și până la data de 17.04.2023.
2. Având în vedere cele precizate la punctul 1 din prezenta hotărâre, se decide prelungirea, începând cu data de 17.04.2020 și până la data de 17.04.2023 a mandatelor tuturor membrilor Directoratului, titulatura pe care o va utiliza și divizia pe care o va coordona fiecare membru al Directoratului fiind următoarele:

(...)

Dna. Tzvetanka Gueorguieva Mintcheva

Prim - Vicepreședinte Executiv

Deputy CEO

**Președinte al Consiliului de Supraveghere**

Corneliu Dan PASCARIU



**Secretariat General**

Secretar al ședinței: Carmen DURNEA



**EXTRAS DIN DECIZIA  
CONSILIULUI DE SUPRAVEGHERE AL UNICREDIT BANK S.A.  
DIN DATA DE 02.11.2020**

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 02.11.2020.

**Referitor la punctul nr. 10 de pe agendă  
"Aprobarea numirii noulor membri ai Directoratului  
UniCredit Bank S.A."**

Având în vedere modificările aduse Organigramei și Regulamentului de Organizare și Funcționare ale Băncii, care vor intra în vigoare la data de 01.01.2021, constând în:

- schimbarea structurii și componenței Directoratului, ca urmare a înființării pozițiilor de Vicepreședinte Executiv, Coordonator al Diviziei Resurse Umane, respectiv de Vicepreședinte Executiv, Coordonator al Diviziei Juridic & Afaceri Corporative.
- desființarea funcției de Director al Direcției Resurse Umane, subordonată Prim-Vicepreședintelui Executiv, respectiv desființarea funcției de Director al Direcției Juridice, subordonată Președintelui Executiv,
- mutarea Departamentului Private Banking din subordinea Prim-Vicepreședintelui Executiv în subordinea Vicepreședintelui Executiv Retail și în consecință redenumirea Diviziei Retail în Divizia Retail și Private Banking.

**Decide în unanimitate după cum urmează:**

1. Se numește începând cu data de 01.01.2021, în funcția de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Resurse Umane, dna Oana-Mădălina Preda, cetățean român, domiciliată în Mun. București, Sector 1, Str. Grigore Manolescu nr.10-14, et.3, ap.A3.3, născută la data de 07.08.1975, în orș. Ștefănești jud. Argeș, posesoare a CI seria RD nr.832877, emisă de SPCEP S1 biroul nr.1 la data de 20.03.2017 și valabilă până la data de 07.08.2027, CNP 2750807030034.
2. Durata mandatului dnei Oana-Mădălina Preda va fi egală cu durata rămasă până la expirarea mandatului

**EXTRACT FROM THE DECISION OF THE SUPERVISORY  
BOARD OF UNICREDIT BANK S.A.  
AS OF 02.11.2020**

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 02.11.2020,

**Regarding point no. 10 on the agenda  
'Approval of appointments of newly proposed Members  
of the Management Board of UniCredit Bank S.A.'**

Having in view the changes brought to the Organizational Chart and to the Organization and Functioning Regulation, expected to enter into force on 01.01.2021, consisting of:

- changing the structure and composition of Management Board, as a result of establishment of the positions as Executive Vice-President, Coordinator of the Human Resources Division, respectively as Executive Vice-President, Coordinator of the Legal & Corporate Affairs Division,
- cancellation of the position of Director of Human Resources Department, under subordination of the Deputy CEO, respectively cancellation of the position of Director of Legal Department, under the subordination of the CEO,
- moving the Private Banking Unit currently under the subordination of the Deputy CEO to the Executive Vice-President Retail and consequently renaming the Retail Division into Retail and Private Banking Division.

**Unanimously decides as follows:**

1. It is appointed, starting with the date of 01.01.2021, as Member of the Bank's Management Board, Executive Vice-President, Coordinator of the Human Resources Division, Mrs. Oana-Mădălina Preda, Romanian citizen, domiciled in Bucharest, Sector 1, 10-14 Grigore Manolescu Street, floor 3, app.A3.3, born on 07.08.1975, in Ștefănești, Argeș County, identified with IC series RD no. 832877, issued by SPCEP S1 office no.1 on 20.03.2017 and valid until 07.08.2027. CNP 2750807030034.
2. The duration of the mandate of Mrs. Oana-Mădălina Preda shall be equal with the duration left until the



Directoratul Băncii, respectiv până la dată de 17.04.2023.

3. Dna Dana-Mădălina Preda va începe să-și exercite atribuțiile de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Resurse Umane, numai începând de la data primirii aprobării prealabile din partea Băncii Naționale a României.
4. Se numește începând cu data de 01.01.2021, în funcția de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Juridic & Afaceri Corporative, dna Diana Ciubotariu, cetățean român, domiciliată în Mun. București, Sector 2, Șos. Colentina nr.2, bl.1, sc.D, et.9, ap.160, născută la data de 18.05.1978, în Mun. București, Sector 2, posesoare a CI seria RT nr.888298, emisă de SPCEP Sector 2 la data de 18.04.2013 și valabilă până la data de 18.05.2023, CNP 2780518421522.
5. Durata mandatului dnei Diana Ciubotariu va fi egală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv până la data de 17.04.2023.
6. Dna Diana Ciubotariu va începe să-și exercite atribuțiile de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Juridic & Afaceri Corporative, numai începând de la data primirii aprobării prealabile din partea Băncii Naționale a României.
7. Titlatura care va fi folosită și divizia care urmează să fie coordonată de fiecare dintre membrii Directoratului Băncii vor fi, astfel, următoarele:

Nume	Pozitie	Divizie
Cătălin-Răsvan Radu	Președinte	CEO
Tzvetanka Gueorguleva Mintcheva	Prim Vicepreședinte	(Adjunct CEO)
Carlo Driussi	Vicepreședinte	GBS
Nicola Longo Dente	Vicepreședinte	CIB
Antoaneta Curteanu	Vicepreședinte	Retail și Private Banking
Philipp Gamauf	Vicepreședinte	CFO
Andrei-Florin Bratu	Vicepreședinte	CRQ
Dana-Mădălina Preda	Vicepreședinte	HR
Diana Ciubotariu	Vicepreședinte	Juridic&Afaceri Corporative

8. Pentru a se asigura continuitatea activității în domeniile de activitate corespunzătoare, până la data la care dna

expiration of the mandate of the Bank's Management Board, respectively until 17.04.2023.

3. Mrs. Dana-Mădălina Preda will start exercising her responsibilities as Member of the Bank's Management Board, Executive Vice-President, Coordinator of the Human Resources Division, only after receiving the prior approval of the National Bank of Romania.
4. It is appointed, starting with the date of 01.01.2021, as Member of the Bank's Management Board, Executive Vice-President, Coordinator of the Legal & Corporate Affairs Division, Mrs. Diana Ciubotariu, romanian citizen, domiciled in Bucharest, Sector 2, 2 Colentina Street, bl.1, sc.D, floor 9, app.160, born on 18.05.1978, in Bucharest, Sector 2, identified with IC series RT no. 888298, issued by SPCEP Sector 2 on 18.04.2013 and valid until 18.05.2023, CNP 2780518421522.
5. The duration of the mandate of Mrs. Diana Ciubotariu shall be equal with the duration left until the expiration of the mandate of the Bank's Management Board, respectively until 17.04.2023.
6. Mrs. Diana Ciubotariu will start exercising her responsibilities as Member of the Bank's Management Board, Executive Vice-President, Coordinator of the Legal & Corporate Affairs Division, only after receiving the prior approval of the National Bank of Romania.
7. The title which will be used and the Division which will be coordinated by each of the Banks's Management Board Members shall be as follows:

Name	Position	Division
Cătălin-Răsvan Radu	President	CEO
Tzvetanka Gueorguleva Mintcheva	First Vice-President	(Deputy CEO)
Carlo Driussi	Vice-President	GBS
Nicola Longo Dente	Vice-President	CIB
Antoaneta Curteanu	Vice-President	Retail and Private Banking
Philipp Gamauf	Vice-President	CFO
Andrei-Florin Bratu	Vice-President	CRQ
Dana-Mădălina Preda	Vice-President	HR
Diana Ciubotariu	Vice-President	Legal&Corporate Affairs

8. In order to ensure continuity of the activity on the relevant areas of activity, for the period of time up to

Dana-Mădălina Preda, respectiv dna Diana Ciubotariu, vor primi aprobarea prealabilă a Băncii Naționale a României, putând astfel să înceapă să-și exercite responsabilitățile de membru al Directoratului Băncii:

- (i) dna Dana-Mădălina Preda (în prezent ocupând poziția de Director al Direcției Resurse Umane) va continua să-și exercite atribuțiile, responsabilitățile și competențele astfel cum sunt acestea stabilite în fișa de post și/sau în reglementările interne relevante, aferente structurii organizatorice aflată în vigoare anterior datei de 01.01.2021,
- (ii) dna Diana Ciubotariu (în prezent ocupând poziția de Director al Direcției Juridice), va continua să-și exercite atribuțiile, responsabilitățile și competențele astfel cum sunt acestea stabilite în fișa de post și/sau în reglementările interne relevante, aferente structurii organizatorice aflată în vigoare anterior datei de 01.01.2021 și în conformitate cu aprobarea emisă de Banca Națională a României, pe baza căreia își exercită responsabilitățile anterior datei de 01.01.2021

the date when Mrs. Dana-Mădălina Preda, respectively Mrs. Diana Ciubotariu, will receive the prior approval of the National Bank of Romania and will thus be able to start exercising their responsibilities in capacity as Member of the Bank's Management Board:

- (i) Mrs. Dana-Mădălina Preda (currently Director of Human Resources Department) shall continue to exercise her duties, responsibilities and competencies set out in the job description and/or in the relevant internal regulations, as per the organizational structure in force prior to 01.01.2021,
- (ii) Mrs. Diana Ciubotariu (currently Director of Legal Department) shall continue to exercise her duties, responsibilities and competencies set out in the job description and/or in the relevant internal regulations, as per the organizational structure in force prior to 01.01.2021 and in line with the approval issued by the National Bank of Romania, based on which she is exercising her responsibilities prior to 01.01.2021.

Președinte al Consiliului de Supraveghere / President of the Supervisory Board

Pasquale GIAMBOI

Secretar de ședință / Secretary of the meeting

Loredana PÂNCULESCU

**EXTRAS DIN DECIZIA  
CONSILIULUI DE SUPRAVEGHERE AL UNICREDIT BANK S.A.  
DIN DATA DE 02.11.2020**

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 02.11.2020,

**Referitor la punctul nr. 10 de pe agendă  
"Aprobarea numirii noilor membri ai Directoratului  
UniCredit Bank S.A."**

Având în vedere modificările aduse Organigramei și Regulamentului de Organizare și Funcționare ale Băncii, care vor intra în vigoare la data de 01.01.2021, constând în:

- schimbarea structurii și componenței Directoratului, ca urmare a înființării pozițiilor de Vicepreședinte Executiv, Coordonator al Diviziei Resurse Umane, respectiv de Vicepreședinte Executiv, Coordonator al Diviziei Juridic & Afaceri Corporative.
- desființarea funcției de Director al Direcției Resurse Umane, subordonată Prim-Vicepreședintelui Executiv, respectiv desființarea funcției de Director al Direcției Juridice, subordonată Președintelui Executiv,
- mutarea Departamentului Private Banking din subordinea Prim-Vicepreședintelui Executiv în subordinea Vicepreședintelui Executiv Retail și în consecință redenumirea Diviziei Retail în Divizia Retail și Private Banking.

**Decide în unanimitate după cum urmează:**

1. Se numește începând cu data de 01.01.2021, în funcția de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Resurse Umane, dna Oana-Mădălina Preda, cetățean român, domiciliată în Mun. București, Sector 1, Str. Grigore Manolescu nr.10-14, et.3, ap.A3.3, născută la data de 07.08.1975, în orș. Ștefănești jud. Argeș, posesoare a CI seria RD nr.832877, emisă de SPCEP S1 biroul nr.1 la data de 20.03.2017 și valabilă până la data de 07.08.2027, CNP 2750807030034.
2. Durata mandatului dnei Oana-Mădălina Preda va fi egală cu durata rămasă până la expirarea mandatului

**EXTRACT FROM THE DECISION OF THE SUPERVISORY  
BOARD OF UNICREDIT BANK S.A.  
AS OF 02.11.2020**

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 02.11.2020,

**Regarding point no. 10 on the agenda  
'Approval of appointments of newly proposed Members  
of the Management Board of UniCredit Bank S.A.'**

Having in view the changes brought to the Organizational Chart and to the Organization and Functioning Regulation, expected to enter into force on 01.01.2021, consisting of:

- changing the structure and composition of Management Board, as a result of establishment of the positions as Executive Vice-President, Coordinator of the Human Resources Division, respectively as Executive Vice-President, Coordinator of the Legal & Corporate Affairs Division,
- cancellation of the position of Director of Human Resources Department, under subordination of the Deputy CEO, respectively cancellation of the position of Director of Legal Department, under the subordination of the CEO,
- moving the Private Banking Unit currently under the subordination of the Deputy CEO to the Executive Vice-President Retail and consequently renaming the Retail Division into Retail and Private Banking Division.

**Unanimously decides as follows:**

1. It is appointed, starting with the date of 01.01.2021, as Member of the Bank's Management Board, Executive Vice-President, Coordinator of the Human Resources Division, Mrs. Oana-Mădălina Preda, romanian citizen, domiciled in Bucharest, Sector 1, 10-14 Grigore Manolescu Street, floor 3, app.A3.3, born on 07.08.1975, in Ștefănești, Argeș County, identified with IC series RD no. 832877, issued by SPCEP S1 office no.1 on 20.03.2017 and valid until 07.08.2027, CNP 2750807030034.
2. The duration of the mandate of Mrs. Oana-Mădălina Preda shall be equal with the duration left until the

Directoratului Băncii, respectiv până la data de 17.04.2023.

3. Dna Oana-Mădălina Preda va începe să-și exercite atribuțiile de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Resurse Umane, numai începând de la data primirii aprobării prealabile din partea Băncii Naționale a României.
4. Se numește începând cu data de 01.01.2021, în funcția de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Juridic & Afaceri Corporative, dna Diana Ciubotariu, cetățean română, domiciliată în Mun. București, Sector 2, Șos. Colentina nr.2, bl.1, sc.D, et.9, ap.160, născută la data de 18.05.1978, în Mun. București, Sector 2, posesoarea a CI seria RT nr.888298, emisă de SPCEP Sector 2 la data de 18.04.2013 și valabilă până la data de 18.05.2023, CNP 2780518421522
5. Durata mandatului dnei Diana Ciubotariu va fi egală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv până la data de 17.04.2023.
6. Dna Diana Ciubotariu va începe să-și exercite atribuțiile de Membru al Directoratului Băncii, Vicepreședinte Executiv, Coordonator al Diviziei Juridic & Afaceri Corporative, numai începând de la data primirii aprobării prealabile din partea Băncii Naționale a României.
7. Titlatura care va fi folosită și divizia care urmează să fie coordonată de fiecare dintre membrii Directoratului Băncii vor fi, astfel, următoarele:

Nume	Poziție	Divizie
Cătălin-Răsvan Radu	Președinte	CEO
Tzvetanka Gueorguleva Mintcheva	Prim Vicepreședinte	(Adjunct CEO)
Carlo Driussi	Vicepreședinte	GBS
Nicola Longo Dente	Vicepreședinte	CIB
Antoaneta Curteanu	Vicepreședinte	Retail și Private Banking
Philipp Gamauf	Vicepreședinte	CFO
Andrei-Florin Bratu	Vicepreședinte	CRO
Oana-Mădălina Preda	Vicepreședinte	HR
Diana Ciubotariu	Vicepreședinte	Juridic&Afaceri Corporative

8. Pentru a se asigura continuitatea activității în domeniile de activitate corespunzătoare, până la data la care dna

expiration of the mandate of the Bank's Management Board, respectively until 17.04.2023.

3. Mrs. Oana-Mădălina Preda will start exercising her responsibilities as Member of the Bank's Management Board, Executive Vice-President, Coordinator of the Human Resources Division, only after receiving the prior approval of the National Bank of Romania.
4. It is appointed, starting with the date of 01.01.2021, as Member of the Bank's Management Board, Executive Vice-President, Coordinator of the Legal & Corporate Affairs Division, Mrs. Diana Ciubotariu, Romanian citizen, domiciled in Bucharest, Sector 2, 2 Colentina Street, bl.1, sc.D, floor 9, app.160, born on 18.05.1978, in Bucharest, Sector 2, identified with IC series RT no. 888298, issued by SPCEP Sector 2 on 18.04.2013 and valid until 18.05.2023, CNP 2780518421522.
5. The duration of the mandate of Mrs. Diana Ciubotariu shall be equal with the duration left until the expiration of the mandate of the Bank's Management Board, respectively until 17.04.2023.
6. Mrs. Diana Ciubotariu will start exercising her responsibilities as Member of the Bank's Management Board, Executive Vice-President, Coordinator of the Legal & Corporate Affairs Division, only after receiving the prior approval of the National Bank of Romania.
7. The title which will be used and the Division which will be coordinated by each of the Banks's Management Board Members shall be as follows:

Name	Position	Division
Cătălin-Răsvan Radu	President	CEO
Tzvetanka Gueorguleva Mintcheva	First Vice-President	(Deputy CEO)
Carlo Driussi	Vice-President	GBS
Nicola Longo Dente	Vice-President	CIB
Antoaneta Curteanu	Vice-President	Retail and Private Banking
Philipp Gamauf	Vice-President	CFO
Andrei-Florin Bratu	Vice-President	CRO
Oana-Mădălina Preda	Vice-President	HR
Diana Ciubotariu	Vice-President	Legal&Corporate Affairs

8. In order to ensure continuity of the activity on the relevant areas of activity, for the period of time up to

Dana-Mădălina Preda, respectiv dna Diana Ciubotariu, vor primi aprobarea prealabilă a Băncii Naționale a României, putând astfel să înceapă să-și exercite responsabilitățile de membru al Directoratului Băncii:

- (i) dna Dana-Mădălina Preda (în prezent ocupând poziția de Director al Direcției Resurse Umane) va continua să-și exercite atribuțiile, responsabilitățile și competențele astfel cum sunt acestea stabilite în fișa de post și/sau în reglementările interne relevante, aferente structurii organizatorice aflată în vigoare anterior datei de 01.01.2021,
- (ii) dna Diana Ciubotariu (în prezent ocupând poziția de Director al Direcției Juridice), va continua să-și exercite atribuțiile, responsabilitățile și competențele astfel cum sunt acestea stabilite în fișa de post și/sau în reglementările interne relevante, aferente structurii organizatorice aflată în vigoare anterior datei de 01.01.2021 și în conformitate cu aprobarea emisă de Banca Națională a României, pe baza căreia își exercită responsabilitățile anterior datei de 01.01.2021

the date when Mrs. Dana-Mădălina Preda, respectively Mrs. Diana Ciubotariu, will receive the prior approval of the National Bank of Romania and will thus be able to start exercising their responsibilities in capacity as Member of the Bank's Management Board:

- (i) Mrs. Dana-Mădălina Preda (currently Director of Human Resources Department) shall continue to exercise her duties, responsibilities and competencies set out in the job description and/or in the relevant internal regulations, as per the organizational structure in force prior to 01.01.2021,
- (ii) Mrs. Diana Ciubotariu (currently Director of Legal Department) shall continue to exercise her duties, responsibilities and competencies set out in the job description and/or in the relevant internal regulations, as per the organizational structure in force prior to 01.01.2021 and in line with the approval issued by the National Bank of Romania, based on which she is exercising her responsibilities prior to 01.01.2021.

**Președinte al Consiliului de Supraveghere / President of the Supervisory Board**

Pasquale GIAMBOI

**Secretar de ședință / Secretary of the meeting**

Loredana PÂNCULESCU

**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 2020** 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.

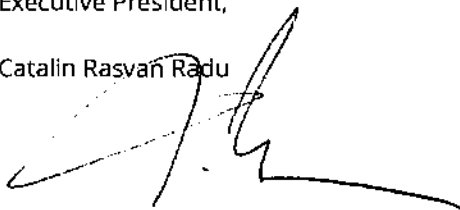
The persons responsible for the management of the Group assume responsibility for the production of the "Consolidated and Separate Financial Statements" at 31st December 2020.

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.

Executive President,

Catalin Rasvan Radu



Executive Vicepresident,

Philipp Gamauf



**Annex 8:**  
**Financial statements and auditor's report**