

Annual Report For the year ended at 31st of December 2018

This yearly report is prepared in accordance with FSA Regulation no.5/ 2018 for 2018 financial period.

Date of Report: 26 February 2019
Name of the legal entity: UniCredit Bank S.A.
Corporate address: Romania, Bucharest, no. 1F, Expozitiei Bd., 1st District
Corporate Contact Details: Tel +40 21 200 2000
Website: www.unicredit.ro
Email: office@unicredit.ro
Trade Register Registration Number: J40/7706/1991
Sole Registration Code: RO361536
Bank Register No: RB-PJR - 40 - 011/1999
Operator of personal data nb. ANSPDCP: 10964
Subscribed and paid-up share capital: RON 455,219,478.3

The regulated capital market on which the issued bonds are traded: Bursa de Valori Bucuresti (BVB) - Bucharest Stock Exchange (www.bvb.ro)

Main characteristics of the bonds issued by UniCredit Bank S.A.: 14,600 corporate bonds having a nominal value of RON 10,000/bond, market symbol UCT20 (ISIN ROUCTBDBC022). (<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB20>)

28,050 corporate bonds having a nominal value of RON 10,000/bond, market symbol UCT22 (ISIN ROUCTBDBC030). (<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB30>)

18,350 corporate bonds having a nominal value of RON 10,000/bond, market symbol UCT24 (ISIN ROUCTBDBC048). (<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB48>)

2018 Annual Report as per FSA Regulation 5/2018

Contents:

1. Analysis of Bank's activity	1
1.1. Company's presentation	1
1.1.1. Main results of the Group's activity and significant transactions	1
1.1.2. Assess the bank's technical level	2
1.1.3. Assessment of the technical and material supply activity (internal and external sources)	2
1.1.4. Assessment of sales activity	2
1.1.5. Appraisal of the Banks' respectively Group's personnel and related aspects	4
1.1.6. Appraisal of the issuer activity on the environment	4
1.1.7. Evaluating research and development	4
1.1.8. Evaluating the business of the company on risk management	5
1.1.9. Main events, factors of uncertainty that can affect the Group's liquidity compared to previous year	7
2. Tangible and intangible assets	10
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	10
2.2. Description of the location and characteristics of production capacities owned by the Bank	10
2.3. Description and wearing of the assets owned by the Bank	10
3. Capital Market for the bonds issued by the Bank	11
3.1. Description of the market in Romania and other countries on where the issued bonds are traded	11
3.2. In case the reporting entity has issued bonds and/or other securities, description of the way the entities settle the obligations to the holders of those securities	11
3.3. Description of Bank's policy regarding dividends	12
4. Changes which impact the Shareholders equity and Management of the Group	13
4.1. Changes in the administration of the Group	13
4.2. Increase of share capital. Changes in the shareholders' equity of the Bank	14
5. Consolidated and separate financial statements	16
5.1. Assets, Liabilities, Equity	16
5.2. Income statement	19
5.3. Cash flows	21
6. ANNEXES	25
6.1. List of Bank's subsidiaries and its controlled entities	25
6.2. Related parties lists	25
6.3. Statements of the Supervisory Board and the Directorate members regarding direct or indirect interests in entities	25
6.4. Annexes related to the members of the Supervisory Board and the Directorate CV's	25
6.5. Annexes related to changes in Supervisory Board and Management Board composition	25
6.6. Financial statements and auditor report	25
6.7. Compliance statement	25

1. Analysis of 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 conduct banking activities. The Bank provides banking services in local currency („RON”) and in foreign currency to 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 1991, registered with the Trade Register Bucharest under number J40/7706/1991, sole registration number (CUI) 361536, 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).

As of 31 December 2018, UniCredit Group (the “Group”) consists of UniCredit Bank S.A. (the “Bank”) as parent company and its subsidiaries, UniCredit Consumer Financing IFN S.A. (“UCFIN”), UniCredit Leasing Corporation IFN S.A (“UCLC”) and Debo Leasing IFN SA (“DEBO”).

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 2018.

Please see **Note Reporting entity** presented in the notes to the consolidated financial statements for the period ended 31 December 2018.

At 31 December 2018, the Group has conducted its activity through 150 branches (in 2017: 157) opened in Romania.

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

During 2018, UniCredit Bank Group, consisting of UniCredit Bank and its subsidiaries, focused its attention and resources on consolidation of market positions, risk management, growth and sound development of its business aiming meanwhile at the safeguarding of the Bank's assets and capital, value added creation for customers, society and shareholders through enhancement of the quality of products and services, strong management of credit, market and operational risks and internal controls fully alligned with statutory and UniCredit Group regulations and best international practices.

Group has obtainin a consolidated net profit of RON 535 mio in 2018, 31.8% higher yoy.

UniCredit Bank has obtainin a consolidated net profit of RON 551 mio in 2018, 69.3% higher yoy.

Group had RON 1,909.4 mio consolidated operational income, higher by 8.9% comparing with the year 2017. This evolution is generated, mainly, by increase of loans' volumes and deposits' volumes of comparing with the same period of the previous year. The operational expenses registered a slight increase (0.1%) durring the year, RON 847.5 mio, compared with RON 847.1 mio in 2017.

Therefore, the consolidated net operational profit of Group 2018 is RON 535.1 mio, higher by 31.8% comparing with the year 2017. The net profit after attributable profit to the parent and minority interest is RON 564.5 mio, higher by 46.8% comparing to 2017.

UniCredit Bank's financial indicators show a balanced position: the annualized return on equity (ROE) was 12.5% at the end of 2018, while the annualized return on assets (ROA) had reached 1.2%. Cost-income ratio was at 44.4%, down from the previous year.

1.1.2. Assess the bank's technical level

Digitalisation continued to represent in 2018 a strategic direction. Thus, the bank took the most important step to eliminate paper documentation in its relationship with its clients, being the first banking group in Romania to use to that end a qualified electronic signature issued by a Certification Authority in Romania. Adopting the electronic signature, UniCredit provides its clients with the possibility to choose how to interact with the bank, in the bank office or remotely, with alternative channels (for those products with regard to which the possibility of electronic signature has been implemented for the contractual documentation).

At the same time, the Bank continued to improve the Mobile Banking application, implementing new functionalities, in order to provide the clients with the simplest and quickest possible utilisation experience. The novelties of 2018 included the introduction of the electronic wallet, the simplification of payments and the possibility to make returns for the credit cards, the activation of the Face ID recognition function for iPhone X machines, and also the implementation of foreign currency payments, useful for clients with loans in foreign currency, as well as the extension of push notifications for all card transactions, free of charge.

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

2018 was a fruitful year for UniCredit in Romania, in all of its lines of business.

First of all, in 2018 UniCredit signed two exclusive agreements of strategic partnership with Allianz and Generali for the distribution of insurance products for individuals and SMEs in multiple countries, including Romania.

As a recognition of the high-quality banking services offered by the Corporate Clients Area, UniCredit Bank has won several distinctions in 2018, including: "Market Leader for Trade Finance Services" - Euromoney Trade Finance 2018 Survey, as well as the "Issuer with the highest value of BVB Bonds" from the Bucharest Stock Exchange. Also, in 2018, UniCredit maintained its leading position in the Customer Satisfaction Survey.

Similar to previous years, in 2018 the Bank offered its corporate clients special funding conditions in the context of the various agreements it signed. Thus, following the agreements with the Agency for Payments and Intervention in Agriculture and the Guarantee Funds, UniCredit provided its large and medium companies clients funding in special conditions for agricultural works. Moreover, for small and medium enterprises, the bank provided loans with a 50% guarantee provided by the European Investment Fund, SME clients being able to access funding without other guarantees with material coverage and without guarantee commission. Based on an agreement between UniCredit and the European Investment Fund as part of the European Union Programme for the Competitiveness of Small and Medium Enterprises (COSME, 2014 -2020), this funding is possible with the guarantee provided by COSME and the European Fund for Strategic Investment (EFSI) established within the Investment Plan for Europe. The purpose of EFSI is to support the funding and implementation of productive investments in the European Union and to provide enhanced access to funding. UniCredit Bank also continued to support small and medium companies and mid-caps in Romanian according to the agreement signed with the European Investment Fund, by the Guarantee Facility for SMEs - InnovFin.

In the retail area, 2018 was a very fruitful year for UniCredit. As it kept its goals of becoming an increasingly stronger player in the retail area, the Bank continued to innovate and develop the offer, proposing its clients with simpler products, modern digital platforms and simplified processes.

Thus, in 2018 UniCredit Bank inaugurated a new branch format, starting the transformation from the opinions shared by its clients, and providing multiple improvements (such as customised consulting from the entrance for orientation towards points of interest, streamlining the flow of customers with automated systems, the creation of open one-to-one spaces, with mobile banking solutions).

Also, for clients who meet particular conditions related to revenues and consumption behaviour, the bank launched the UniCredit Upgrade service, by means of which clients may benefit from enhanced and customised support in the management of financial resources. This service has been launched in a particularly special event, where UniCredit marked another special moment, offering the first credit card to an Artificial Intelligence user - Sophia the Robot, the humanoid robot created by Hanson Robotics.

UniCredit Bank was also the first bank in Romania which, in partnership with Visa, launched the Visa Infinite Miles & More credit card. It provides clients with special benefits, including: free limo transfers to and from the airport in the main cities of the country (Bucharest, Timișoara, Cluj Napoca, Iași, Constanța, Brașov, Sibiu, Galați, Bacău, Suceava, Craiova, and Arad); the VIP protocol service; 24/7 concierge services for numerous services; unlimited access with LoungeKey to more than 1,000 lounges in 550 airports around the world; travel insurance, as well as many special offers. Not the least, the card also includes the Miles & More loyalty programme.

The list of special benefits provided by the Bank in 2018 includes the Green Loan, respectively mortgage agreement for the purchase of real estate with high energy efficiency, which proposed important advantages in the management of costs, with a simple and transparent funding solution designed for the acquisition of apartments built after 1 January 2000 with A or B+ energy efficiency certificates.

Retail clients also benefited from the elimination of the subscription fee charged for the investments by means of the bank in international investment funds denominated in EUR and USD managed by Amundi. This facility has been applicable for all investments in mutual funds in EUR and USD until 31 December 2018.

Moreover, the bank ran until 31 December 2018 a campaign to remunerate RON deposits for six months, exclusively made by digital means, with 3.5% per year, a highly attractive interest for the products of this class. Concretely, in this campaign, private individuals could benefit from 3.5% interest rate per annum for any new deposit with UniCredit Bank for a minimum amount of RON 10,000 and established exclusively using the Online Banking or Mobile Banking applications. The annual interest rate of 3.5% was granted for a maximum of RON 1,000,000 per client.

Not the least, UniCredit ran a unique Black Friday campaign, available exclusively online, which included a current account trading offer and enclosed services for the first 1,000 new clients registered on www.unicredit.ro in the conditions specified by the regulation of the campaign. The clients of this campaign will enjoy, among others, a lifetime of zero fees for withdrawals in RON, EUR and USD at the ATMs of any bank in the world and for withdrawals in RON, EUR and USD at any UniCredit branch in Romania as well as for all payments to be performed in RON, EUR or USD.

At the same time, UniCredit Consumer Financing continued to consolidate its position in the consumer loans sector, maintaining an important portfolio growth rate in 2018 and continuing to build a solid relationship with its clients. The adoption of the newest trends on the card market and the consumers' appetite for digitalisation, as well as the mission to make the clients' life easier and provide them with the appropriate products and services, at the right time and place, have been the main directions to guide the activity of the financial institution in 2018. UniCredit Consumer Financing registered in the field of consumer loans in 2018 a growth of the sales volume due to the improvement of products, flow rates, as well as due to new partnerships signed. Also, the number of credit cards issued by UniCredit Consumer Financing and being in circulation at the end of 2018 is higher than the previous year.

In 2018, UniCredit Leasing continued to be the number one leasing player in Romania. Through the large range of financed products and projects, from the auto segment to medical, construction equipment, agricultural machinery or IT equipment, UniCredit Leasing continued to support the development of the Romanian economy, as well as the local entrepreneurship. Moreover, one of the company's main development directions remained the continuous innovation and optimization of its product portfolio through the permanent

digitalization of its solutions and services. The business transactions related to 2017 have been properly and correctly recorded in the Group's ledgers, based on the appropriate legal evidence and documents. All the law requirements regarding the organization and running of the accounting activity have been met, respecting all accounting principles, rules and accounting methods provided by the applicable laws and regulations.

The data presented for financial year 2017 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 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 at 31 December 2018 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 Deloitte Audit SRL report attached to the separate, respectively to consolidated financial statements.

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

UniCredit Bank had 2,952 employees as of 31 December 2018.

In respect of the employees training, 94% have university degree, while 6% have a high-school degree. The Bank is preoccupied continuously to train and develop professionally its employees, organising courses for improving the technical knowledge, as well as competences specific to banking activity.

In respect of the trade union aspect, 1,193 out of 2,952 (41%) employees of the Bank are members of the Trade Union and 59% are not members.

UniCredit Group had 3,337 employees as of 31 December 2018.

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

There are subordination relationships between employees and their managers, formally managed through performance evaluation system performed once per year.

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, as well as these aspects between managers and employees.

1.1.6. Appraisal of the issuer activity on the environment

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

1.1.7. Evaluating research and development

Research and development activity consists in the diversification and improvement of computer programs.

1.1.8. Evaluating 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.

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

1.1.8.1. The foreign exchange risk

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

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

1.1.8.2. Interest risk

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

For the financial receivables and financial liabilities in RON, UCB Group aims to correlate the current interest rates on the market and to obtain a positive interest margin.

For the financial assets and liabilities denominated in other currencies than RON, the Bank and its subsidiaries aim to maintain a positive net position. Most of the interest-earning assets and interest-bearing liabilities in foreign currencies have variable interest rates which could be exchanged at the Bank initiative or that are related to a reference variable interest rate on the inter-banking market.

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.

1.1.8.3. 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 loan applications;
- Continuous monitoring of the exposures in order to identify any changes that may affect negative the overall risk status or generate the breach of risk limits set out by the internal procedures;
- Set up of the flow of expected credit loss (ECL) under IFRS9 (credit risk provisions) in UniCredit Bank in accordance with the legislation in force on international financial reporting standards and in conjunction with the provisions contained in the policies of UniCredit Group;
- Capital allocation for credit risk unexpected losses in accordance with the regulatory and UniCredit Group regulations;

- Regular monitoring of the credit risk profile of the Bank in order to ensure compliance within the tolerance limits defined in accordance with the risk management strategy and the Bank risk appetite.

In respect of the assurance of prudent management for credit counterparty risk, the Bank deals with international banks using an adequate ranking based on specific assessment criteria and strict internal rules. There are certain limits for the transactions with other banks related to deposits and foreign currency exchange.

1.1.8.4. 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 Bank 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. ALM, Financial Risk, Markets – Trading.

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:

- intraday liquidity requirements;
- 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. 25/201 and the, Liquidity coverage ratio; calculated according with to the provisions of Regulation 575/2013 and Regulation no. 61
- 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.

1.1.8.5. 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.

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

The National Bank of Romania ("NBR") hiked the monetary policy rate to 2.50% in 1H2018 from 1.75% in December 2017, operating three increases of 0.25 percentage points each. The minimum reserve requirement (MRR) for both LCY and FCY-denominated liabilities were kept unchanged at 8% since May 2015 and May 2017, respectively. Annual inflation exited NBR's 1.5%-3.5% target range in January 2018 and maintained an

upward sloping pattern in 1H2018, touching 5.4% in June 2018. Subsequent base effects and NBR's tightening early in the year helped inflation return inside the target range in November 2018. In 2019, headline inflation could fluctuate around 3.5%, the top of the target range, falling closer to the central target in 2020. The target may be missed in 2019 if oil prices rise towards USD 70/bbl. Despite this outlook, we do not expect the NBR to hike this year or next. The central bank could use liquidity conditions (via FX interventions and repos) to keep interbank interest rates at 3-3.5%, thus delivering 2-4 implicit rate hikes.

Market liquidity management represented an important tool in NBR's monetary policy arsenal throughout 2018. The Central Bank organized both DEPO and REPO operations, as required by market needs, enabling market participants to place/borrow excess funds at/from the NBR at the monetary policy rate. The move made the monetary policy rate more relevant in terms of market reference, ensuring a better transmission of the monetary policy, in a bid to be more effective in fighting inflation.

The sales of non-performing loans no longer impose a negative performance of the credit stock of either retail or companies. The total NPL ratio dropped to 5.56% at the end of September 2018 from 6.41% in December 2017. Given that most of the cleanup was already undertaken, we do not expect further cleanup to impact the stock as much as it did in the past years. Lending to households continued to expand strongly (+9.2%yoy in December 2018; FCY-adjusted), supported by mortgage loans (+11.1%yoy), while the stock of credit to companies picked up at the turn of the year (+6.6%yoy in December 2018; FCY-adjusted), with the appreciation equally split between the LCY and the FCY component.

New lending is done predominantly in LCY for both individuals and companies, enabling the stock of RON-denominated loans to continue to outstrip the stock in foreign currency, with a share of 65.7% in total private sector loans at the end of 2018, up from 61.6% in December 2017 and a minimum of 35.6% in May 2012. In 11M2018, 78.5% of the new loans granted were in local currency. The fact that the weight of the credit denominated in local currency has increased strengthens the transmission of the monetary policy, helps mitigate risks to financial stability and enhances the robustness of the economy. The main drivers for this change were the central bank's efforts and regulations to protect customers against depreciation risks, together with LCY interest rates slipping to historical lows. The loan-to-depo ratio was 76.2% at the end of December 2018.

Integrity/Corporate Social Responsibility

For over 11 years UniCredit Bank has supported creative industries, backing up the most important financial education and entrepreneurial projects, creative, design related, and cultural events in Romania.

Amongst them, Diploma (in collaboration with The Institute the bank endorse graduates from all creative disciplines), Romanian Design Week (Romania's biggest multidisciplinary event, dedicated to creative industries), Sibiu International Theater Festival (where the bank supports the new Fabric of Culture), Creative Mornings (a series of monthly conferences dedicated to the creative community), The Power of Storytelling, Teach for Romania (where the bank aids the Foreign Legion of Romanian education by financing 3 teachers from a local school in Fundeni, Calarasi), the third edition of The Creative Entrepreneur's Guide 24/7 (a publication about the life and work of creative entrepreneurs which is published in collaboration with Decat o Revista), ZAIN (the design festival in Cluj).

UniCredit Bank has aided and supported many important educational, entrepreneurial, social and cultural programs, in partnership with NGO's and other partners.

UniCredit Bank's mission is to be alongside the clients, colleagues, partners and support them in what they consider important. Thus, the bank carried forward The Platform of Creative Minds program, which consists of a series of instruments dedicated to romanian entrepreneurs with creative ways of doing business:

- Extended The Academy of Creative Minds (the financial and entrepreneurial educational program, a sort of "different school" for creative entrepreneurs) up to 4 editions (2 in Bucharest, 1 in Timisoara & 1 in Cluj-Napoca)

- As a result of the positive feedback received, the bank maintained the Barometer of Creative Minds – the first Romanian study which analyses the opportunities and perspectives of creative entrepreneurs – and also The Creative Minds Wednesday (a local shopping event dedicated to creative businesses in Bucharest) which had its second edition.

Educational projects

Last year the Bank extended The Creative Minds Academy, UniCredit Bank program for financial and entrepreneurial education, a kind of “exceptional school” for the creative entrepreneurs. The bank organized four editions and had 180 Romanian entrepreneurs that graduated the Academy, 50 mentors in the team both from the business sector, but also colleagues from the Bank.

The bank continued the partnership with Teach for Romania team by supporting 3 teachers – financially covering their wages for the entire working year of 2018-2019 which are currently teaching in a school in Fundeni, Calarasi.

The bank remained the main partner of The Power of Storytelling 2018 conference, an event built around the idea that stories can change our worlds, connect people, move action and drive change. The only one in Eastern Europe of its kind, it brings together storytellers in all fields.

Continued to be partners of Creative Mornings Bucharest, a monthly lecture series for the creative community (100 participants on each session), it also supported Creative Mornings in Timisoara & Cluj-Napoca.

The bank continued the project launched in 2015 – together with the partners from Decat o Revista (DoR) – entitled 24/7 the social entrepreneurial guide, an inspirational and educational tool for the creative community in Romania offering them the documented stories and advice of different creative businesses across sectors.

The Bank was the main partner of DIPLOMA, an educational festival dedicated to the creative students in Romania, that are graduating from vocational universities, offering them tailored conferences, workshops and exhibitions.

Social projects

3 philanthropic projects (Asociatia Faborisa, Asociatia Coloreaza Viata si Asociatia Merci Charity Boutique) sustained by the Bank and co-sponsored by UniCredit Foundation, within the framework of the regular GIFT MATCHING campaign. The projects are driven and financially supported by its employees and UniCredit Foundation, matching individuals' donations.

Like every year the Bank supported Regina Maria Foundation to organize their two charitable events, the Christmas Gala and Concert, where fundraising actions take place for the foundation.

The bank continued the partnership with Policy Center for Roma and Minorities and supported the dance and theatre band of the children from Ferentari.

Cultural project

UniCredit Bank is one of the two main official partners of the International Theatre Festival in Sibiu. In 2018 the bank continued to support Fabrica de Cultura performance venue, where together with the team from Radu Stanca Theatre is developing an educational, cultural and architectural platform.

2. Tangible and intangible assets

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 916 mio as of 31 December 2018 compared to RON 833.2 mio as of 31 December 2017 representing a increase of 10% (in net amounts RON 362 mio as of 31 December 2018 compared to RON 357.3 mio as of 31 December 2016, representing a increase by 1.3%).

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

As of 31 December 2018, the Bank owned the following buildings in which it is performing its activity through its branches: Bucuresti („Norilor”, „Marasesti”, „Panduri”, „Traian”, „Nicolae Titulescu”, „Magheru”, branches), Braila, Buzau, Calafat, Cluj-Napoca, Constanta, Craiova, Focsani, Lugoj, Oradea, Piatra Neamt, Pitesti, Satu Mare. The remaining buildings in which the Group runs its activities are rented. The bank has closed 7 branches in 2018 located in rented office spaces.

2.3. Description and wearing of the assets owned by the Bank

Net tangible assets, buildings and lands, were in amount of RON 196.2 mio as of 31 December 2018.

3. Capital Market for the bonds issued by the Bank

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

In June 2013, the Group issued 55,000 medium term bonds denominated in RON on Bucharest Stock Exchange having the following characteristics: symbol UCT18, ISIN ROUCTBDBC014, nominal value of RON 10,000 / bond, a fixed interest of 6.35% per annum, interest coupon half-yearly payable and redemption date on 15th of June 2018.

On 15th of June the Bank redeemed the Notes at their principal amount and paid the tenth coupon of the issue to the bond holders, as set by Prospectus. Information regarding these bonds are presented on the Bucharest Stock Exchange website (<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCT18>).

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. In 2018 first and second interest coupon of the issue,, out of 6 have been paid to the bond holders.
- 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, first and second interest coupon 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, first and second interest coupon have been paid to the bond holders.

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

(<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB20>)

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

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

3.2. In case the reporting entity has issued bonds and/or other securities, 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/emitenți-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 Bank's policy regarding dividends

In April 2018, the General Meeting of Shareholders approved the distribution of net profit for the year 2017 as follows:

- setting up a reserve amounting to RON 13,883,651 related to the reinvested profit for the year 2017,
- reinvesting the net profit difference of 2017 in amount of RON 311,390,166 in order to develop the Bank's business strategy.

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

4.1.Changes in the administration of the Group

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

Presentation of the Supervisory Board members as of 31 December 2018

Supervisory Board of UniCredit Bank as of 31 December 2018 consisted of:

1. Corneliu Dan Pascariu, Romanian citizen, born on 12.05.1950, President of Supervisory Board;
2. Heinz Meidlinger, Austrian citizen, born on 06.09.1955, Vicepresidentof Supervisory Board;
3. Jutta Liebenwein Schoeffmann, Austrian citizen, born on 30.11.1959, Member of Supervisory Board;
4. Stefano Porro, Italian citizen , born on 07.03.1975, Member of Supervisory Board;
5. Luca Pierluigi Rubađa, Italian citizen, born on 27.08.1970, Member of Supervisory Board;
6. Zeynep Nazan Somer Ozelgin, Turkish citizen, born on 06.11.1963, Member of Supervisory Board.

Presentation of the Management Board members as of 31 December 2018

Management Board of UniCredit Bank as of 31 December 2018 consisted of:

1. Cătălin Răsvan Radu, Romanian citizen, born on 12.02.1966, Executive President (CEO), President of Management Board;
2. Marco Cravario, Italian citizen, born on 28.05.1967, First Executive Vice-president (Deputy CEO);
3. Daniela Margareta Bodîrcă, Romanian citizen, born on 28.04.1976, Executive Vice-president, Member of Management Board;
4. Nicola Longo Dente, Italian citizen, born on 21.06.1959Executive Vice-president, Member of Management Board starting with 03.12.2018;
5. Jakub Dusilek, Czech citizen, born on 17.12.1974, Executive Vice-president, Member of Management Board;
6. Philipp Gamauf Austrian citizen, born on 23.06.1982, Executive Vice-president, Member of Management Board
7. Septimiu Postelnicu, Romanian citizen, born on 27.03.1977, Executive Vice-president, Member of Management Board starting with 13.07.2018.

During 2018, there have been the following changes in the governing bodies of UniCredit Bank regarding:

- **Supervisory Board's members:** during the Ordinary General Meeting of Shareholders held on April 11th, 2018, was approved the extension of Mr. Dan Corneliu Pascariu's mandate as Chairman of the Supervisory Board of the Bank for a period of two years, respectively from 14.04.2018, until 14.04.2020.

- **Management Board's members:**

⇒ - in the meeting of the Supervisory Board on March 30, 2018, the mandate of **Mrs. Marinela-Alina Dragan** as a member of the Bank's Management Board, Executive Vice-President, coordinator of the Human Resources Division, was revoked as of 01.05.2018;

⇒ - in the meeting of the Supervisory Board on March 30, 2018 **Mr. Nicola Longo Dente** was appointed member of the Bank's Management Board (CIB Division Coordinator); approved by the NBR on 27.11.2018;

⇒ - in the meeting of the Supervisory Board on March 30, 2018 **Mr. Septimiu Postelnicu** was appointed member of the Bank's Management Board (Retail Division Coordinator); approved by the NBR on 12.07.2018;

⇒ - in the meeting of the Supervisory Board on 18.10.2018, it was acknowledged the resignation of **Mrs. Daniela-Margareta Bodîrcă** from the position of member of the Bank's Management Board and from the position of Executive Vice-President of the Bank, Coordinator of the Risk Division (CRO), starting with 01.01 .2019;

⇒ - in the meeting of the Supervisory Board on 18.10.2018 **Mr. Andrei Bratu** was appointed as a member of the Bank's Management Board, (Risk Division Coordinator); approved by the NBR on 27.12.2018;

⇒ - In the meeting held on 13.11.2018, the Supervisory Board noted the resignation of Mr. Jakub Dusilek from the position of member of the Bank's Management Board and from the position of Executive Vice-President, GBS Division Coordinator, starting with the date of 01/01/2019;

⇒ - in the meeting of the Supervisory Board from 05.12.2018 **Mr. Carlo Driussi** was appointed member of the Bank's Management Board, starting with 01.01.2019, (GBS Division Coordinator); the NBR approval process is in progress.

The current mandates of UniCredit Bank Management Board' members are valid until 17th of April 2020.

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

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

In 2018 in March the share capital of the Bank increased from the amount of RON 379,075,291.20 to the amount of RON 455,219,478.30, by issuing a number of 8,187,547 new shares with a nominal value of RON 9.30 / share . The increase took place as a result of the General Assembly of Shareholders' decision of February 2018.

Also, UniCredit Bank SpA, the majority shareholder of the Bank, increased its stake in the share capital from 98.3280% held on December 31, 2017 to 98.6297% as at 31.12.2018, by buying shares from minority shareholders .

Therefore, on December 31, 2018, the Shareholders structure was as follows:

Shareholders	Shares' number	Value (RON)	%
UniCredit S.p.A. - Italy	48,277,621	448,981,875.30	98.6297
Romanian Individuals	631,989	5,877,497.70	1.2911
Romanian Legal Entities	21,606	200,935.80	0.0447
Foreign Individuals	9,775	90,907.50	0.0202
Foreign Legal Entities	7,340	68,262	0.0143
TOTAL	48,948,331	455,219,478.30	100

2018 Annual Report as per FSA Regulation 5/2018

5. Consolidated and separate financial statements

5.1. Assets, Liabilities, Equity

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

In RON thousand	Group			Bank		
	2018	2017	2016	2018	2017	2016
Assets:						
Cash and cash equivalents	10,282,258	8,824,908	5,806,429	10,282,174	8,824,887	5,760,948
Financial assets at fair value through profit or loss	296,785	121,382	393,119	296,785	121,413	393,210
Derivatives assets designated as hedging instruments	146	4,197	17,353	146	4,197	17,326
Financial assets at amortized cost:	-	-	27	-	-	-
Loans and advances to customers at amortized cost	23,535,848	22,954,543	20,476,755	20,973,071	20,750,502	18,826,508
Net lease receivables	4,089,203	3,696,609	3,157,685	-	-	-
Loans and advances to banks at amortized cost	1,897,602	1,125,134	737,782	1,897,602	1,125,134	737,782
Other financial assets	190,151	104,533	-	143,332	118,194	-
Financial assets held at fair value through other comprehensive income	7,330,621	6,002,073	6,371,454	7,328,275	5,999,727	6,369,108
Investments in subsidiaries				143,116	143,116	143,116
Property and equipment	196,172	188,033	263,864	193,931	186,450	206,582
Intangible assets	165,876	169,306	158,409	153,618	156,393	146,937
current tax asset	630	-	-	-	-	-
Deferred tax asset	143,456	110,054	58,521	79,454	56,459	19,732
Other assets	175,594	157,368	161,417	54,992	50,198	63,070
Non-current assets classified as held for sale	32,693	36,810	2,914	-	-	2,914
Total Assets	48,337,034	43,494,950	37,605,701	41,546,496	37,536,670	32,687,233

2018 Annual Report as per FSA Regulation 5/2018

In RON thousand	Group			Bank		
	2018	2017	2016	2018	2017	2016
Liabilities:						
Financial liabilities held at fair value through profit or loss	69,809	80,020	99,316	69,829	80,020	99,363
Derivatives liabilities designated as hedging instruments	78,919	76,166	98,731	78,919	76,166	98,685
Financial liabilities at amortized cost:						
Deposits from banks	3,757,657	3,148,300	3,173,396	3,757,657	3,148,300	3,173,396
Loans from banks and other financial institutions at amortized cost	7,591,301	6,558,213	7,433,468	1,073,065	868,424	2,545,618
Deposits from customers	29,494,901	27,049,412	21,995,287	29,841,828	27,336,175	22,443,451
Debt securities issued	622,115	1,166,163	551,025	622,115	1,166,163	551,025
Subordinated liabilities	890,311	890,162	323,261	787,705	787,082	223,356
Other financial liabilities	459,838	494,351	-	368,442	454,759	-
Current tax liabilities	44,889	22,806	49,969	43,705	14,388	41,003
Deferred tax liabilities						
Provisions	205,454	131,914	67,301	202,412	144,600	64,106
Other non-financial liabilities	264,656	166,344	292,333	152,408	95,189	190,712
Total Liabilities	43,479,850	39,783,851	34,084,086	36,998,085	34,171,266	29,430,713

Equity						
Share capital	1,177,748	1,101,604	1,101,604	1,177,748	1,101,604	1,101,604
Share premium	621,680	1	-	621,680	1	-
Cash flow hedging reserve	(45,054)	(48,923)	36,698	(45,054)	(48,923)	(50,940)
Reserve on financial assets at fair value through other comprehensive income	(88,570)	(53,503)	(50,940)	(88,570)	(53,503)	36,698
Revaluation reserve on property and equipment	9,819	9,673	10,893	9,819	9,673	10,893
Other reserves	271,031	244,828	240,535	271,031	244,828	240,535
Retained earnings	2,794,726	2,307,202	2,053,857	2,601,756	2,111,725	1,917,730
Total equity of mother company	4,741,381	3,560,881	3,392,645	4,548,411	3,365,404	3,256,519
Total equity of non-controlling interest	115,803	150,218	128,970	-	-	-
Total liabilities and equity	48,337,034	43,494,950	37,605,701	41,546,496	37,536,670	32,687,232

2018 Annual Report as per FSA Regulation 5/2018

At the end of 2018, total assets were RON 48,337 mio, compared to RON 43,494.9 mio as of 31 December 2017 (increase by 11%).

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

- **Derivatives assets designated as hedging instruments:** decrease by RON 4 mio (-96.5%) from RON 4.2 mio as at 31 December 2017 to RON 0.1 mio as at 31 December 2018.
- **Loans and advances to banks:** increase by RON 772.5 mio (+68.7%) from RON 1,125 mio in December 2017 to RON 1,897.6 mio in December 2018.
- **Loans and advances to customers:** increase by 581 mio (+2,5%) from RON 22,954.5 mio in December 2017 to RON 23,535.8 mio in December 2018.
- **Non-current assets and disposal groups classified as held for sale:** decrease by 4.1 mio (-11.2%) from RON 36.8 mio in December 2017 to RON 32.7 mio in December 2018
- **Cash and cash equivalents:** increase by RON 1,457.4 mio (+16.5%) from RON 8,824.9 mio in December 2017 to RON 10,282.3 mio in December 2018.
- **Net lease receivables:** increase by RON 392.6 mio (+10.6%) from RON 3,696.6 mio in December 2017 to RON 4,089.2 mio in December 2018.
- **Financial assets at fair value through profit or loss:** increase by RON 175.4 mio (+144.5%) from RON 121.4 mio in December 2017 to RON 296.8 mio in December 2018.

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

- **Derivative liabilities at fair value through profit or loss:** decrease by RON 10.2 mio (-12.8%) from RON 80 mio at 31 December 2017 to RON 69.8 mio at 31 December 2018.
- **Derivatives liabilities designated as hedging instruments:** increase by RON 2.7 mio (+3.6%) from RON 76.2 mio as at 31 December 2017 to RON 78.9 mio as at 31 December 2018.
- **Deposits from banks:** increase by RON 609.4 mio (+19.4 %) from RON 3,148.3 mio at 31 December 2017 to RON 3,757.7 mio at 31 December 2018.
- **Deposits from customers:** increase by RON 2,445.5 mio (+9%) from RON 27,049.4 mio at 31 December 2017 to RON 29,494.9 mio at 31 December 2018.
- **Debt securities issued:** decrease by RON 544 mio (-47%) from RON 1,166.1 mio 31 December 2017 to RON 622.1 mio 31 December 2018.
- **Provisions:** increase by RON 73.5 mio (+55.7%) from RON 131.9 mio at 31 December 2017 to RON 205.5 mio at 31 December 2018.
- **Reserve on available for sale financial assets:** decrease by RON 35 mio (-65.5%) from RON -53.5 mio at 31 December 2017 to RON -88.6 mio RON at 31 December 2018.

2018 Annual Report as per FSA Regulation 5/2018

5.2. Income statement

Income statement for 2017 and 2016 is presented below:

In RON thousands	Group			Bank		
	2018	2017	2016	2018	2017	2016
Interest income	1,704,394	1,309,852	1,292,213	1,258,876	959,284	989,665
Interest expense	(476,770)	(287,013)	(347,864)	(350,856)	(209,716)	(257,417)
Net interest income	1,227,624	1,022,839	944,350	908,020	749,568	732,248
Fee and commission income	416,318	461,957	409,576	417,581	382,125	356,175
Fee and commission expense	(110,874)	(89,753)	(78,364)	(98,893)	(80,986)	(74,068)
Net fee and commission income	305,444	372,204	331,211	318,688	301,139	282,108
Net income from trading and other financial instruments at fair value through profit or loss	304,901	211,658	245,446	304,901	212,542	236,185
Gain/(Losses) from FX exchange	47,264	69,845	-	36,290	56,455	-
Fair value adjustments in hedge accounting	(2,576)	(4,374)	(3,811)	(2,576)	(4,375)	(3,811)
Net income on disposals of financial assets and liabilities which are not at fair value through profit or loss	5,031	66,857	128,523	1,281	45,906	121,914
Dividends incomes	2,376	2,191	1,914	2,376	2,191	1,914
Other operating income	19,389	12,724	16,140	12,169	14,287	7,819

2018 Annual Report as per FSA Regulation 5/2018

In RON thousands	Group			Bank		
	2018	2017	2016	2018	2017	2016
Operating income	1,909,453	1,753,944	1,663,772	1,581,149	1,377,713	1,378,375
Personnel expenses	(398,446)	(373,149)	(351,846)	(347,332)	(325,338)	(303,712)
Depreciation and impairment of tangible assets	(37,264)	(44,328)	(43,247)	(36,586)	(43,630)	(42,712)
Amortisation and impairment of intangible assets	(58,368)	(50,086)	(50,367)	(50,235)	(46,125)	(46,699)
Other administrative costs	(326,289)	(356,263)	(323,348)	(289,016)	(315,715)	(283,673)
Other operating costs	(27,162)	(23,263)	(31,044)	(16,255)	(11,474)	(9,136)
Operating expenses	(847,529)	(847,089)	(799,851)	(739,424)	(742,282)	(685,932)
Net operating income	1,061,924	906,855	863,921	841,725	635,431	692,443
Net impairment losses on financial assets at amortized cost	(355,056)	(336,719)	(416,284)	(148,209)	(167,961)	(324,099)
Net provision losses	(68,791)	(80,131)	(40,000)	(47,445)	(79,733)	(39,579)
Net gains /(loss) from other investment activities	64	(4,575)	(2,375)	64	(4,576)	(2,375)
Profit before taxation	638,141	485,430	405,262	646,135	383,161	326,389
Income tax	(103,070)	(79,557)	(75,911)	(95,336)	(57,887)	(59,835)
Net profit for the period - continued operations	535,071	405,873	329,352	550,799	325,274	266,554
Net profit for the period - discontinued operations	-	0	-	-	0	-
Net profit for the period	535,071	405,873	329,352	550,799	325,274	266,554
Attributable to:						
Equity holders of the parent	564,455	384,625	308,097	-	-	-
Non-controlling interests	(29,383)	21,248	21,254	-	-	-
Net profit for the period	535,071	405,873	329,352	-	-	-

2018 Annual Report as per FSA Regulation 5/2018

5.3. Cash flows

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

In RON thousands	Group			Bank		
	2018	2017	2016	2018	2017	2016
Operating activities						
Profit / (Loss) before taxation	638,141	485,430	405,262	646,135	383,161	326,389
Adjustments for non-cash items:						
Depreciation, amortisation and impairment on tangible and intangible assets	95,626	94,414	93,614	86,820	89,756	89,412
Net impairment losses on financial assets	398,380	380,883	324,099	177,949	212,296	283,295
Change in fair value of derivatives at fair value through profit or loss	(35,667)	17,930	(3,079)	(35,667)	17,930	(3,120)
Other items for which the cash effects are investing or financing	7,451	165,068	(22,765)	1,166	46,895	6,471
Other non-cash items	(135,559)	(96,694)	(196,363)	(158,226)	(75,211)	(124,104)
Operating profit before changes in operating assets and liabilities	968,371	1,047,030	600,768	718,177	674,827	578,343
Change in operating assets:						
(Increase) / Decrease in financial assets held for trading	(1,486,128)	529,704	(84,186)	(1,486,117)	529,704	(84,186)
(Increase) / Decrease in loans and advances to banks	(769,261)	(387,048)	112,169	(768,993)	(387,048)	112,169
(Increase) / Decrease in loans and advances to customers	(599,550)	(2,466,841)	(1,330,244)	(125,052)	(2,074,042)	(1,064,257)
(Increase) / Decrease in lease investment	(493,750)	(584,659)	(510,867)	-	-	-
(Increase) / Decrease in other assets	(106,084)	(378,035)	(24,964)	(37,878)	(85,289)	(12,384)
(Increase) / Decrease in investment securities available for sale	-	-	(55,299)	-	-	(55,299)

2018 Annual Report as per FSA Regulation 5/2018

In RON thousands	Group			Bank		
	2018	2017	2016	2018	2017	2016
Change in operating liabilities:						
(Decrease) / Increase in deposits from banks	675,379	(15,417)	(1,574,944)	675,379	(15,417)	(1,574,944)
(Decrease) / Increase in deposits from customers	2,390,546	5,053,454	4,223,415	2,471,397	4,892,053	4,337,788
(Decrease) / Increase in other liabilities	(10,829)	354,738	22,328	(91,942)	381,945	3,652
Income tax paid	(103,009)	(121,668)	(50,128)	(79,170)	(104,136)	(30,882)
Cash flows from / (used in) operating activities	465,685	3,031,259	1,328,048	1,275,799	3,812,597	2,210,000
Investing activities						
Acquisition of property and equipment and intangible assets	(100,102)	(83,293)	(87,747)	(91,526)	(80,371)	(79,160)
Proceeds from sale of property and equipment	1,257	12,626	1,050	1,257	1,713	1,050
Dividends received	2,466	2,191	1,914	2,466	2,191	1,914
Proceeds from sale of equity investments	13,148	656	45,263	-	656	45,263
Cash flows used in investing activities	(83,231)	(67,820)	(39,520)	(87,803)	(75,810)	30,933

2018 Annual Report as per FSA Regulation 5/2018

In RON thousands	Group			Bank		
	2018	2017	2016	2018	2017	2016
Change in operating liabilities:						
(Decrease) / Increase in deposits from banks	609,723	(25,557)	(1,574,944)	609,723	(25,557)	(1,574,944)
(Decrease) / Increase in deposits from customers	2,390,546	5,053,454	4,223,415	2,471,397	4,892,053	4,337,788
(Decrease) / Increase in other liabilities	418	354,738	22,328	(91,942)	381,945	3,652
Income tax paid	(85,097)	(121,668)	(50,128)	(79,170)	(104,136)	(30,882)
Cash flows from / (used in) operating activities	337,642	3,031,259	1,328,048	1,197,749	3,812,597	2,210,000
Investing activities						
Acquisition of property and equipment and intangible assets	(88,738)	(83,293)	(87,747)	(91,526)	(80,371)	(79,160)
Proceeds from sale of property and equipment	1,259	12,626	1,050	1,259	1,713	1,050
Dividends received	2,466	2,191	1,914	2,466	2,191	1,914
Proceeds from sale of equity investments	41,528	656	45,263	-	-	45,263
Cash flows used in investing activities	(43,485)	(67,820)	(39,520)	(87,801)	(76,467)	30,933
Financing activities						
Dividends paid	-	(125,881)	(107,022)	-	(125,881)	(107,022)
New debt securities issued	(550,000)	610,000	-	(550,000)	610,000	-
Increase in capital and share premium	697,825	-	-	697,825	-	-
Repayments of loans from financial institutions	(2,198,590)	(4,726,744)	(3,178,861)	(60,842)	(1,784,916)	(1,041,239)
Repayments/drawdowns from subordinated liabilities	-	559,164	-	-	559,164	-
Drawdowns from loans from financial institutions	3,217,057	3,738,500	3,163,735	263,454	68,786	135,582

2018 Annual Report as per FSA Regulation 5/2018

In RON thousands	Group			Bank		
	2018	2017	2016	2018	2017	2016
Cash flows from financing activities	1,078,005	55,040	(122,147)	272,387	(672,847)	(1,012,678)
Net increase in cash and cash equivalents	1,460,448	3,018,479	1,166,381	1,460,385	3,063,939	1,166,389
Cash and cash equivalents at 1 January	8,824,908	5,806,429	4,594,567	8,824,887	5,760,948	4,594,559
IFRS 9 impact at 01.01.2018	(3,110)	-	-	(3,098)	-	-
Cash and cash equivalents at 31 December	10,282,258	8,824,908	5,760,948	10,282,174	8,824,887	5,760,948
Cash flows from operating activities comprise of:						
Interest income	1,258,545	1,078,022	1,061,754	920,013	1,078,022	914,791
Interest expense	(429,034)	(237,651)	(166,350)	(311,099)	(237,651)	(259,580)

The liquidity ratio in RON equivalent calculated in accordance with NBR Regulation 25/2011 was between 1.52 and 15.84 (depending on the residual maturity of the assets and the liabilities), while in 2017 it was between 1.09 and 18.62.

6. Annexes

6. ANNEXES

There are attached to the present report the following documents:

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

The list of subsidiaries and of entities controlled by the Bank as of 31 December 2017 is presented in the Annex 1.

6.2. Related parties lists

The list of related parties is presented in the Annex 2.

6.3. Statements of the Supervisory Board and the Directorate members regarding direct or indirect interests in entities

The statements of the Supervisory Board and the Directorate members regarding direct or indirect interests in entities are presented in the Annex 3.

6.4. Annexes related to the members of the Supervisory Board and the Directorate CV's

The CVs of the members of the Supervisory Board and the Directorate are presented in the Annex 4.

6.5. 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 5.

6.6. Financial statements and auditor report

Consolidated Financial Statements as of 31 December 2017 prepared in accordance with IFRS as endorsed by European Union and reviewed by external independent auditor Deloitte Audit SRL.

6.7. Compliance statement

Statement of the Directorate Members who has assumed the responsibility for the preparation of the Consolidated Financial Statements as of 31 December 2017.

Mr. Catalin Rasvan Radu
Chief Executive Officer



Mr. Philipp Gamauf
Chief Financial Officer



Verified,
Ana Costea
Accounting Director



Prepared,
Mirela Traşca
Senior Accountant



Annex 6.1.

Annex 6.1.

The list of subsidiaries and entities controlled by the Bank

The list of UniCredit Bank SA's subsidiaries controlled as of 31 December 2018 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
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 IFN SA*	99.97%	Subsidiary –indirectly controlled	15948432	J40/16182/2003	RG-PJR-41-110197

*) *This legal entity is directly controlled by UniCredit Leasing Corporation IFN S.A.*

Annex 6.2.

Annex 6.2.

List of related parties

The list of UniCredit Bank SA's related parties as of 31 December 2018 consists of:

Nr. Crt	Denumire parte afiliata	Tip Parte Afiliata
1	UNICREDIT BANK SA	Grup UniCredit
2	UNICREDIT BANK AUSTRIA AG	Grup UniCredit
3	UniCredit Bank Austria AG	Grup UniCredit
4	UNICREDIT BANK AG, GERMANY	Grup UniCredit
5	UNICREDIT BANK HUNGARY ZRT	Grup UniCredit
6	UNICREDIT SPA	Grup UniCredit
7	UNICREDIT BANK CZECH REP. AND SLOVAKIA	Grup UniCredit
8	UNICREDIT BANK AUSTRIA AG	Grup UniCredit
9	UNICREDIT BANK AG, GERMANY	Grup UniCredit
10	UNICREDIT BANK AG, NEW YORK BRANCH	Grup UniCredit
11	UNICREDIT BANK CZECH REP. AND SLOVAKIA,SLOVAKIA BR	Grup UniCredit
12	UNICREDIT BULBANK AD	Grup UniCredit
13	UNICREDIT BANKA SLOVENIJA D D	Grup UniCredit
14	UNICREDIT BANK IRELAND PLC	Grup UniCredit
15	UniCredit SpA London Branch	Grup UniCredit
16	ZAGREBACKA BANKA DD	Grup UniCredit
17	UNICREDIT BANK AG LONDON BRANCH	Grup UniCredit
18	UniCredit SPA	Grup UniCredit
19	UNICREDIT BANK AG, HONG KONG	Grup UniCredit
20	AO UniCredit Bank	Grup UniCredit
21	UNICREDIT BANK SERBIA JSC	Grup UniCredit
22	UniCredit Luxembourg SA	Grup UniCredit
23	FactorBank AG	Grup UniCredit
24	UNICREDIT CAIB SECURITIES ROMANIA SA	Grup UniCredit
25	UNICREDIT LEASING FLEET MANAGEMENT SRL	Grup UniCredit
26	UNICREDIT LEASING CORPORATION IFN S.A.	Grup UniCredit
27	UNICREDIT INSURANCE BROKER S.R.L.	Grup UniCredit
28	AMUNDI ASSET MANAGEMENT S.A.I. SA	Grup UniCredit
29	DEBO LEASING IFN SA	Grup UniCredit
30	UNICREDIT FACTORING S.p.A.	Grup UniCredit
31	UNICREDIT CONSUMER FINANCING IFN S.A.	Grup UniCredit
32	PIONEER ASSET MANAGEMENT S.A	Grup UniCredit
33	U.B.I.S.AUSTRIA GMBH VIENA SUC.BUCURESTI	Grup UniCredit
34	UNICREDIT FACTORING EAD	Grup UniCredit
35	PIONEER ASSET MANAGEMENT A.S	Grup UniCredit
36	UCTAM RO SRL	Grup UniCredit
37	U.B.I.S. SCPA MILANO SUCURSALA BUCURESTI	Grup UniCredit
38	YAPI VE KREDI BANKASI AS	Grup Unicredit
39	YAPI KREDI FAKTORING	Grup UniCredit

Annex 6.2.

Nr. Crt	Denumire parte afiliata	Tip Parte Afiliata
40	Daniela Bodirca	Management / Corporate officer
41	Lefter Alexandru Catalin	Management / Corporate officer
42	Dan Corneliu Pascariu	Management / Corporate officer
43	Gabriel Jeflea	Management / Corporate officer
44	Viviana Traistaru	Management / Corporate officer
45	Andreea Adamescu	Management / Corporate officer
46	Eugenia Bolboros	Management / Corporate officer
47	Dragulin Gabriela	Management / Corporate officer
48	Elena Florea	Management / Corporate officer
49	Simona Petrescu	Management / Corporate officer
50	Alexandra Ivanov	Management / Corporate officer
51	Andrei Bratu	Management / Corporate officer
52	Catalin Rasvan Radu	Management / Corporate officer
53	Dragos Birlog	Management / Corporate officer
54	Vedel Razvan	Management / Corporate officer
55	Claudia Mocanu	Management / Corporate officer
56	Alina Dragan	Management / Corporate officer
57	Dutu Gheorghe Marius	Management / Corporate officer
58	Septimiu Postelnicu	Management / Corporate officer
59	Ana Dutu	Management / Corporate officer
60	Cristian Badoi	Management / Corporate officer
61	Ilie Daniela Costina	Management / Corporate officer
62	Postelnicu Mihaela	Management / Corporate officer
63	Florea Serban Daniel	Management / Corporate officer
64	Smartrade International	Management / Corporate officer
65	Mocanu Sorin Alexandru	Management / Corporate officer
66	Cirstea Gabriel	Management / Corporate officer
67	Birlog Andreea Madalina	Management / Corporate officer
68	Adamescu Andrei Octavian	Management / Corporate officer
69	Florea Daria	Management / Corporate officer
70	Florea Alexandra	Management / Corporate officer
71	Florea Irina	Management / Corporate officer
72	Postelnicu Stefan Nectarie	Management / Corporate officer
73	Postelnicu Toma	Management / Corporate officer
74	Postelnicu David	Management / Corporate officer
75	Ani Cirstea	Management / Corporate officer
76	Ioana Ciucu	Management / Corporate officer
77	Daniel Popescu	Management / Corporate officer
78	Marco Giuseppe Esposito	Management / Corporate officer
79	Adrian Codirlasu	Management / Corporate officer
80	Razvan Breten	Management / Corporate officer
81	Manuta Dumitrache	Management / Corporate officer
82	Sorin Dragulin	Management / Corporate officer
83	Parvulescu Adrian Constantin	Management / Corporate officer

Annex 6.2.

Nr. Crt	Denumire parte afiliata	Tip Parte Afiliata
84	Adina Enescu	Management / Corporate officer
85	Marco Cravario	Management / Corporate officer
86	Adina Iovu	Management / Corporate officer
87	Bogdan Oniga	Management / Corporate officer
88	Jakub Dusilek	Management / Corporate officer
89	Andrea D'Alessandro	Management / Corporate officer
90	Diana Ciubotariu	Management / Corporate officer
91	Giovanni SCOTTO DI FRECA	Management / Corporate officer
92	Cotiga Mircea Marian	Management / Corporate officer
93	Milosoiu Simona Nicoleta	Management / Corporate officer
94	Milosoiu Simona Nicoleta	Management / Corporate officer
95	Tanasescu Ienciu Serban Mihai	Management / Corporate officer
96	Ramona Balasarian	Management / Corporate officer
97	Daniela Panaitescu	Management / Corporate officer
98	Cotiga Adina-Georgiana	Management / Corporate officer
99	Cotiga Darius-Alexandru	Management / Corporate officer
100	Cotiga Sara-Maria	Management / Corporate officer
101	Milosoiu Radu	Management / Corporate officer
102	Milosoiu Andrei	Management / Corporate officer
103	Tanasescu Ienciu Sophia Ioana	Management / Corporate officer
104	Boureanu Irina	Management / Corporate officer
105	Balasarian Arsavir Teodor	Management / Corporate officer
106	Balasarian Robert Andrei	Management / Corporate officer
107	Balasarian Alexandru Vlad	Management / Corporate officer
108	Panaitescu Cristian Ion	Management / Corporate officer
109	Panaitescu Bianca Maria	Management / Corporate officer
110	Eval Expert SRL	Management / Corporate officer
111	Mega Trans Logistic SRL	Management / Corporate officer
112	Axa Management Concept Srl	Management / Corporate officer
113	Crision Exim SRL	Management / Corporate officer
114	Ignat Bogdan	Management / Corporate officer
115	Cezarina Morar	Management / Corporate officer
116	Borislav Genov	Management / Corporate officer

DECLARATIE/STATEMENT

Subsemnatul/*Undersigned*, **HEINZ MEIDLINGER**, cetatean/*citizen* **AUSTRIAN**, nascut la data de/*born as of* **06.09.1955**, in/*in* **Vienna**, domiciliat in/*domiciled in* **1220 Vienna, Kalmusweg 46/107**, CNP/*PIN* **N/A**, detinand functia de/*holding the position of* **Deputy Chairman of the Supervisory Board** in cadrul UniCredit Bank SA incepand cu data de/*within UniCredit Bank SA starting with* **26.07.2017**, 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 Bank Bulbank – Member of the Supervisory Board
UniCredit Bank CZ & SK – Deputy Chairman of the Supervisory Board
Wiener Privatbank – Member of the Supervisory Board
Meidlinger Investment and Consulting GmbH – Managing Partner

- (ii) Urmatorii membrii apropiati ai familiei mele¹, 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 family², 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

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* **Bucharest, 07.03.2018**

Semnatura /*Signature* _____



¹ 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

² *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, Dr. Jutta Liebenwein-Schöffmann, **cetatean/citizen** of Austria, **nascut la data de/born** as of November 30, 1059, **in/in** A-9360 Friesach, **domiciliat in/domiciled in** A-1130 Vienna, Trazerberggasse 90, **CNP/PIN**, **detinand functia de/holding the position of** member of the Supervisory Board in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with, **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 mele¹, 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 family², 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 23/02/2018

Semnatura /Signature 

¹ 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

² 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, Luca Pierluigi Rubaga, Italian **cetatean/citizen**, **nascut la data de/born as of** 27.08.1970, **in/in** Treviglio, Italy **domiciliat in/domiciled in** 1010 Vienna, Lugeck 7, Austria, **CNP/PIN** RBGLPR70M27L400A, **detinand functia de/holding the position of Member of the Supervisory Board in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with** 20.02.2017, **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:**

None

.....

- (ii) **Urmatorii membrii apropiati ai familiei mele¹, se afla sau se pot afla in una urmatoarele situatii descrise de art 119 alin 2 lit e) din Regulamentul BNR nr. 18/2009 astfel cum a fost modificat prin Regulamentul 10/2011: „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 family², are held or can be held in one of the following situations described by art.119 paragraph 2 letter e) of the NBR Regulation no.18/2009 as it has been amended through Regulation no.10/2011: „ it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

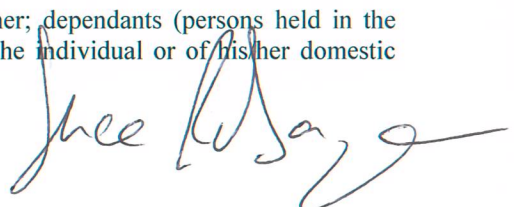
No

.....

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.

¹ 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

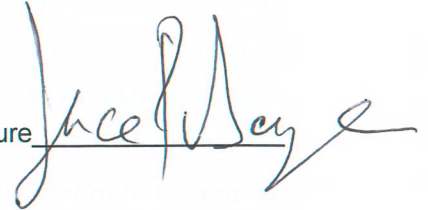
² Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.



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 13/02/2018

Semnatura /Signature

A handwritten signature in blue ink, appearing to read 'Jacek Wajda', written over a horizontal line.

DECLARATIE/STATEMENT

Subsemnatul/Undersigned, STEFANO PORRO, cetatean/citizen ITALIAN, nascut la data de/born as of 07/03/1975, in/in MARIANO COMENSE (CO), domiciliat in/domiciled in CESANO MADERNO (MB), CNP/PIN 20811 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 20/02/2017., 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 :**

NDNE

- (ii) **Urmatorii membrii apropiati ai familiei mele¹, 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 family², 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

NDNE

.....

.....

.....

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 15/02/2018

Semnatura /Signature Stefano Porro

¹ 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

² 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**, cetatean/ citizen **TURKISH**, nascut la data de/ born as of **NOVEMBER 06, 1963**, in/ in **ISTANBUL**, domiciliat in/ domiciled in **ISTANBUL**, **CNP/PIN U06103425** (PASSPORT NUMBER), 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

TANI PAZARLAMA A.S. – BOARD MEMBER

UNICREDIT CROATIA – NOMINATED AS SUPERVISORY BOARD MEMBER (APPOINTMENT SUBJECT TO APPROVAL OF GENERAL ASSEMBLY AND NATIONAL BANK OF CROATIA)

(ii) **Urmatorii membrii apropiati ai familiei mele¹, 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 family², 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

.....

.....

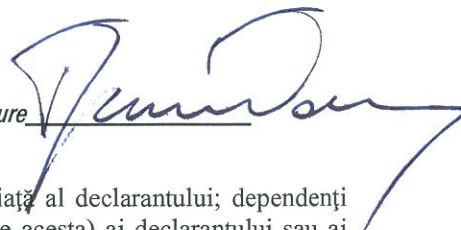
.....

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 21, 2018**

Semnatura / Signature



¹ 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

² 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, Corneliu Dan PASCARIU, cetatean/citizen ROMÂN/ROMANIAN, nascut la data de/born as of 12.05.1950 in/in Baia Mare, Maramureş - Romania, domiciliat in/domiciled in Bucharest, George Demetrescu Mirea Street no.3, apartment no.1, district 1, CNP/PIN 1500512400327, detinand functia de/holding the position of Preşedinte al Consiliului de Supraveghere/ Chairman of the Supervisory Board in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 2006, 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 :**

- DAPAS CONSULTING SRL
- DP HOLDINGS LTD
- EUROMCO SRL

(ii) **Urmatorii membrii apropiati ai familiei mele¹, 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 influenţeze sau să fie influenţaţi de aceştia (n.n. persoana declaranta) în raport cu instituţia de credit/ The following close members of my family², 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 06.02.2018

Semnatura /Signature



¹ partenerul de viaţă şi copiii declarantului; copiii partenerului de viaţă al declarantului; dependenţi (persoane aflate în întreţinerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viaţă al acestuia

² 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 member of Management Board in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with November 27, 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 :**

NONE

- (ii) **Urmatorii membrii apropiati ai familiei mele¹, 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 aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family², 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:

NONE

Data nasterii

29/06/1959

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

5/12/18

Semnatura /Signature

[Handwritten Signature]

¹ 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

² 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, Drragan Marinela Alina, **cetatean/citizen** roman, **nascut la data de**/born as of 17.09.1978, **in/in** Constanta, **domiciliat in/domiciled in** Bucuresti, Bd.Maresal Averescu nr.7A, **CNP/PIN** 2780917131253, **detinand functia de/holding the position of** Vicepresedinte Executiv in cadrul UniCredit Bank SA incepand cu data de/ *within UniCredit Bank SA starting with* 06.08.2010, **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 mele¹, 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 family², 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 __21.02.2018_____

Semnatura /Signature



¹ 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

² 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, Bodirca Daniela Margareta, **cetatean/citizen roman**, **nascut la data de/born** as of 28.04.1976, **in/in** Bucuresti, **domiciliat in/domiciled in** str. Bucur, nr. 4-6, et. 4, ap. 21, sector 4, Bucuresti, **CNP/PIN** 2760428441522, **detinand functia de/holding the position of** Vicepresedinte Executiv in cadrul UniCredit Bank SA incepand cu data de/ *within UniCredit Bank SA starting with* iulie 2008, **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 mele¹, 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 family², 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
Cristian Bodirca	23.07.1974
Tudor Stefan Bodirca	01.03.2012

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 13.02.2018

Semnatura /Signature 

¹ 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

² 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, JAKUB DUSILEK, cetatean/citizen czech, nascut la data de/born as of 17.12.1974, in/in CZECH REPUBLIC, domiciliat in/domiciled in Mun Bucuresti, Str Barajul Arges, nr 41A, Sc A, ap 15, CNP/PIN 7741217400036, detinand functia de/holding the position of Executive Vicepresident GBS in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with July 2016, 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 :

J

- (ii) Urmatorii membrii apropiati ai familiei mele¹, 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 family², 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:

J

Data nasterii

J

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

18/2/18

Semnatura /Signature

J. Dusilek

¹ 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

² 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, Marco Cravario, cetatean/citizen Italian, nascut la data de/born as of 28/05/1967, in/in Torino, Italy, domiciliat in/domiciled in Str Duiliu Zamfirescu, nr 5, sector 1, Bucuresti CNP/PIN 7670528400016, detinand functia de/holding the position of Deputy CEO in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 16/02/2015, 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: please see ANNEX 1
- (ii) Urmatorii membrii apropiati ai familiei mele¹, 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 family², 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
Marco Cravario	28.05.1967

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 15.02.2018

Semnatura /Signature



¹ 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

² 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 1

Italian non-commercial companies owning family properties (real estate)

La Salomona SS	45%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Antea SS	90%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Antea 2 SS	42%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Ghizolfo SS	50%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Linda SS	56%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Tean SS	45%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Bianca SS	37%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Commercial RE
Grantea SS	75%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Lamar SS	10%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE

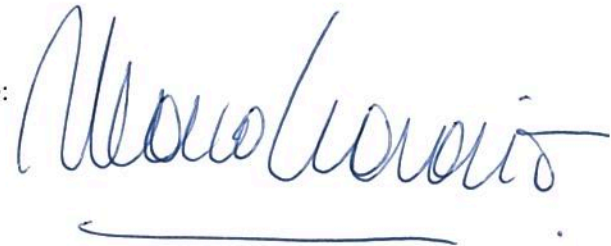
Italian commercial limited liability company

Managing family business

Albergo Biancaneve SaS	8%		Via Luciano Manara 5, 10133 Torino, Italy	Family business
------------------------	----	--	---	-----------------

Date: 15/02/2018

Signature:



DUPLICAT

S-a solicitat autentificarea prezentului înscris:

It has been requested the notarization of the present document:

DECLARAȚIE PE PROPRIE RĂSPUNDEREA

STATEMENT ON OWN RESPONSABILITY

Subsemnatul, **LONGO DENTE NICOLA**, cetățean italian, născut în data de 21.06.1959, în Italia, cu reședința în România București Sector 1 Sos. Nordului 102-104, identificat cu cartea de identitate nr. AY 4314017 emisă de autoritățile din Milano din Republica Italiană valabilă până la data de 21.06.2028,

The undersigned, **LONGO DENTE NICOLA**, Italian citizen, born on June 21st, 1959 in Italy, with residence in Romania Bucharest District 1 102-104 Nordului Street, holder of ID card no. AY 4314017, issued by the Milano authorities from Italian Republic, valid until 21.06.2028,

Declar prin prezenta că:

- (i) Sunt de acord să acționez în calitate de membru al Directoratului **UniCredit Bank S.A.**, o societate pe acțiuni din România, cu sediul în București, Bld. Expoziției nr. 1F, sector 1, cod unic de înregistrare RO 361536, înregistrată la Oficiul Registrului Comerțului de pe lângă Tribunalul București sub nr. J40/7706/1991, având număr de înregistrare în Registrul Bancar sub nr. RB-PJR-40-011/18.02.1999. Prezenta declarație reprezintă acceptarea expresă a numirii mele ca membru al Directoratului **UniCredit Bank S.A.**, conform prevederilor art. 153¹² alin. 3 din Legea nr. 31/1990 privind Societățile Comerciale, astfel cum a fost modificată și completată;
- (ii) Îndeplinesc condițiile legale prevăzute de legislația din România pentru a deține funcția și a acționa în calitate de membru al Directoratului **UniCredit Bank S.A.**;
- (iii) Nu am fost anchetat sau condamnat și, pe cale de consecință, nu am antecedente penale înregistrate la autoritățile competente;
- (iv) În conformitate cu art. 8 alin. 4 din Ordonanța Guvernului nr. 39/2015 privind cazierul fiscal, astfel cum a fost modificată și completată, nu sunt înregistrat fiscal în România și nu am datorii fiscale față de statul român;
- (v) Semnătura de mai jos îmi aparține, este cea pe care o recunosc și pe care o voi folosi în relația cu terții, reprezentând specimenul meu de semnătură.

Hereby declare that:

- (i) I agree to act as a member of the Management Board of **UniCredit Bank S.A.**, a Romanian joint stock company, with its headquarters in Bucharest, 1 F Expoziției Boulevard, 1st District, sole registration code RO 361536, registered with the Bucharest Trade Register under no J40/7706/1991, Banking Register no. RB-PJR-40-011/ 18.02.1999. The present declaration represents express acceptance of my appointment as member of the Management Board of **UniCredit Bank S.A.**, according to the provisions of art. 153¹² paragraph 3 from the Romanian Law no. 31/1990 on trading companies, as subsequently amended and completed;
- (ii) I comply with the legal conditions provided by the Romanian legislation in force in order to hold the position and act in capacity as member of the Management Board of **UniCredit Bank S.A.**;
- (iii) I have not been inquired or convicted and, as consequence, I do not have any penal antecedent in the record of the competent authorities;
- (iv) In accordance with art. 8 paragraph 4 of Government Ordinance nr. 39/2015 regarding the fiscal record, as subsequently amended and completed, I am not fiscally registered in Romania and I have no fiscal debts in Romania.
- (v) The signature below belongs to me, is the one I recognize and shall use in relation to third parties, therefore representing my signature specimen.

Dau prezenta declarație în scopul înregistrării numirii în Registrul Comerțului, precum și în scopul deținerii

This statement is given for the purposes of registration of the appointment with Trade Registry and also for

funcției și acționării în calitate de membru al
Directoratului **UniCredit Bank S.A.**

Prezenta declarație este dată și semnată pe propria
răspundere, cunoscând faptul că declarațiile false se
pedepsesc conform legii.

Tehnoredactat și autentificat de notarul public
Ilanachievici Andra Mihaela din cadrul Societății
Profesionale Notariale "Durnescu și Asociații" din
București, într-un exemplar original care rămâne în
arhiva biroului notarial și 4 (patru) duplicate, din care
unul rămâne în arhiva biroului notarial și celelalte 3
(trei) au fost înmânate părții.

DECLARANT
LONGO DENTE NICOLA

holding the position and acting in capacity as member of
the Management Board of **UniCredit Bank S.A.**

This statement is given and signed on own responsibility
being aware of the fact that false statements are
punishable in accordance with the law.

Drawn up and authenticated by the notary public
Ilanachievici Andra Mihaela within Durnescu and
Associates Notary Professional Association from
Bucharest, in one original which was kept for the notary
archive and 4 (four) duplicates, out of which one was
kept for the notary office archive and the other 3 (three)
were given to the party.

DECLARANT
LONGO DENTE NICOLA





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. 6632
ANUL: 2018 LUNA: DECEMBRIE ZIUA: 05**

Eu, **IANACHIEVICI ANDRA MIHAELA**, notar public, la cererea părții m-am deplasat la adresa din mun. București, bd. Expozitiei nr.1F, sector 1, la sediul Unicredit Bank S.A., unde am găsit pe:

LONGO DENTE NICOLA, cetățean italian, născut în data de 21.06.1959, în Italia, cu reședința în România București Sector 1 Sos. Nordului 102-104, identificat cu cartea de identitate nr. AY 4314017 emisă de autoritățile din Milano, Republica Italiană valabilă până la data de 21.06.2028, CNP 7590621400029, în nume propriu,

care, după ce a citit în întregime actul, tehnoredactat și editat în limba română și engleză, traducerea din limba română în limba engleză fiind certificată de traducătorul și interpretul autorizat Gruică Ana-Raluca, CNP 2761002390759, în baza autorizației nr. 3464/06.07.2000 emisă de Ministerul Justiției din România, cetățeanul străin fiind cunoscător al limbii engleze, a declarat că i-a înțeles conținutul, că cele cuprinse în act reprezintă voința sa, a consimțit la autentificarea prezentului înscris și a semnat unicul exemplar original. Consimțământul cetățeanului străin a fost luat prin traducător autorizat Gruică Ana-Raluca.

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



ROMANIA
NATIONAL UNION OF NOTARIES PUBLIC
PROFESSIONAL NOTARY PRACTICE
DURNESCU AND ASSOCIATES
AUTHORIZARION PERMIT NO.
249/3526/13.09.2016

Registered seat: 57 Jean Louis Calderon, 1st and 2st
floor, District 2, Bucharest
Phone: 021.331.20.71/0723.288.948, Fax:
021.331.20.99
e-mail: secretariat@bnpdurnescu.ro

**DEED OF AUTHENTICATION No. 6632
YEAR: 2018 MONTH: DECEMBER DAY: 05**

I, **IANACHIEVICI ANDRA MIHAELA**, notary public, at the request of the party, travelled to the address in Bucharest Municipality, no. 1F Expozitiei Blvd., District 1, at the headquarters of Unicredit Bank S.A., where I found:

LONGO DENTE NICOLA, Italian citizen, born on June 21st, 1959 in Italy, with residence in Romania Bucharest District 1 102-104 Nordului Street, holder of ID card no. AY 4314017, issued by the Milano authorities, Italian Republic, valid until 21.06.2028, personal number 7590621400029, in his own name,

who, after having fully read the document, drafted and edited in Romanian and English, the translation from Romanian into English being certified by the sworn translator and interpreter Gruică Ana-Raluca, personal no. 2761002390759, based on the authorization no. 3464/06.07.2000 issued by the Ministry of Justice in Romania, the foreign citizen being proficient in English, declared that he understood the content thereof and that such content complies with his will and agreed that this document be authenticated and signed its sole original counterpart.

The consent of the foreign citizen was taken by sworn translator Gruică Ana-Raluca.

By virtue of art. 12, item b) of the Law no. 36/1995 concerning the Notaries Public and the Notarial Activity, as republished and subsequently amended

**SE DECLARĂ AUTENTIC PREZENTUL
ÎNSCRIS**

S-a perceput onorariul de **100 lei plus 19 lei TVA**
cu factura nr.29076/2018.

**TRADUCĂTOR AUTORIZAT
GRUIȚĂ ANA-RALUCA**

s.s. indescifrabil / l.s. stampilă traducător

NOTAR PUBLIC

IANACHIEVICI ANDRA MIHAELA

s.s. indescifrabil - l.s. stampilă notar

PREZENTUL DUPLICAT S-A ÎNTOCMIT
ÎN 4 (PATRU) EXEMPLARE, DE
IANACHIEVICI ANDRA MIHAELA,
NOTAR PUBLIC ASTĂZI, DATA
AUTENTIFICĂRII ACTULUI ȘI ARE
ACEEAȘI FORȚĂ PROBANTĂ CA
ORIGINALUL.

NOTAR PUBLIC

IANACHIEVICI ANDRA MIHAELA



**THE PRESENT DOCUMENT IS DECLARED
NOTARIZED**

A RON 100 plus RON 19 VAT fee was
perceived under invoice no.29076/2018.

**AUTHORIZED TRANSLATOR
GRUIȚĂ ANA-RALUCA**

Illegible signature/Illegible stamp

NOTARY PUBLIC

IANACHIEVICI ANDRA MIHAELA

Illegible signature – Illegible notary stamp

THE PRESENT DUPLICATE HAS BEEN
DRAFTED IN 4 (FOUR) COPIES, BY
IANACHIEVICI ANDRA MIHAELA,
NOTARY PUBLIC, TODAY, AND HAS THE
SAME PROBATIVE VALUE AS THE
ORIGINAL.

NOTARY PUBLIC

IANACHIEVICI ANDRA MIHAELA



DECLARATIE/STATEMENT

Subsemnatul/Undersigned, Philipp Gamauf, **cetatean/citizen** Austrian citizen, **nascut la data de/born** as at 23.06.1982, **in/in** Mödling, Austria, **domiciliat in/domiciled in** 24 Intrarea Catedrei, apt. 31, Bucharest, Romania, **CNP/PIN** 7820623400077, **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* 08.09.2017., **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 :**

.....
/.....
.....

- (ii) **Urmatorii membrii apropiati ai familiei mele¹, 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 family², 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 05.02.2018

Semnatura /Signature

.....
/.....
.....

¹ 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

² 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, Rasvan Radu, cetatean roman, nascut la data de 12.02.1966, in Bucuresti, domiciliat in Bucuresti, CNP 1660212461511, detinand functia de Presedinte Executiv in cadrul UniCredit Bank SA incepand cu data de 02.01.2005, declar si certific prin prezenta, pe proprie raspundere, urmatoarele:

- (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 mele¹, 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 aceştia (n.n. persoana declaranta) in raport cu institutia de credit/ The following close members of my family², 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 26.02.2018

Semnatura /Signature _____

¹ 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

² 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, SEPTIMIU POSTELNICU, cetatean/citizen ROMÂN, nascut la data
de/born as of 27.03.1977 in/in BUCUREȘTI, domiciliat in/domiciled in ILFOU,
CNP/PIN 1770327621586, detinand functia de/holding the position of VICEPREȘINTE EXECUTIV
in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with
13.07.2018, 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 :

ASOCIATIA INSTITUTUL DE STUDIU COMPLEMENTARE DIN BUCUREȘTI
(ASOCIATIE INACTIVA)

- (ii) Urmatorii membrii apropiați ai familiei mele¹, 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 family², 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

18.07.2018

Semnatura /Signature



¹ 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

² 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*, ANDREI-FLORIN BRATU, **detinand functia de/holding the position of member of Management Board** in cadrul UniCredit Bank SA incepand cu data de 01 ianuarie 2019/ *within UniCredit Bank SA starting with 01 January 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 mele¹, 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 family², 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.**

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 09/01/2019

Semnatura /Signature 

¹ 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

² *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.*

Curriculum Vitae

Stefano Porro

Birth date: 07-03-1975

Age: 43

Nationality: Italian

2006-current: **Unicredit Group – Unicredit S.p.A.**

Entity regulated by the European Central Bank and Bank of Italy

Current Role

Head of **Group Administrative & Analytics Office** (2017-current)

Main responsibilities:

Manager charged with preparing Company Financial Reports

Coordinating Accounting, Regulatory Reporting, Tax affairs, Data office activities at Group level

Responsible for: i) Group accounting processes, procedures and data/reporting production; ii) application of the relevant accounting principles throughout the Group; iii) consolidated and Unicredit S.p.A. regulatory notification and reporting; iv) definition and implementation of tax related policies, procedures, principles; v) assessment of tax implications and compliance for ordinary business development, new product introduction and extraordinary transactions; vi) data strategy and management for analysis and reporting for the business network, competence lines, top management.

Current Board and Supervisory Board Member positions: Unicredit Employees Pension Fund and Unicredit Bank S.A.

Previously carried out managerial roles:

i) Head of **Group Planning & Capital Management** (2015-2017)

Main responsibilities:

Coordinating Planning & Control, Capital Management and Strategic Assets & Liabilities Management activities at Group level

Board and Supervisory Member positions: Unicredit Employees Pension Fund and Unicredit Bank S.A.

Preceding Board Member positions: Unicredit Bank Ireland

ii) Head of **Group ALM & Financial Planning** within the Group Finance Department (2009-2015)

Main responsibilities:

Coordinating Group financial planning and funding process, ensuring Group-wide financial stability with an efficient mix between assets and liabilities;

Coordinating ALM activities and methodologies at Group level (Liquidity, Interest Rates, FX strategic & operating strategies, Fund Transfer Pricing, Models development), also defining targets & steering the execution of specific financial transactions over Group subsidiaries;

Structured Balance Sheet Transactions and financial deals for strategic management of equity, interest rate, FX, credit & country risks

Preceding Board Member positions: Unicredit Credit Management Immobiliare and Unicredit Delaware

iii) Head of **Active Balance Sheet Management** within the Group Finance Department (2006-2009)

Main responsibilities:

Listed Shareholdings / Strategic investments Management, Structured Balance Sheet Transactions, Active Credit Portfolio Management

Preceding Board Member positions: Aspra Finance, firm in charge of non-performing loans management

1999-2006 **Allianz Group - Riunione Adriatica di Sicurtà S.p.A.**

Entity regulated by the ISVAP (Italian Insurance Companies regulator)

Head of **Corporate Finance** and **Financial Markets** units (2004-2006)

Main responsibilities:

- Active monitoring of shareholdings (Italian and foreign) and strategic investments (listed and not), with analysis and execution of extraordinary financial operations (including active management through derivatives instruments with hedging or yield enhancement purposes)
- Deal management for M&A operations and core business investments (insurance, banking, asset management & financial network, real estate)
- Business case assessment and corporate development initiatives (launch of new business activities)
- Analysis to support investment/disinvestment activity and performance monitoring of Alternatives Investments (Real Estate, Private Equity, Hedge Funds)
- Management of proprietary investment portfolio composed by equities, bonds, structured investments, financial derivatives

Other positions: Committee Member of Ras Private Equity Partners Fund; Board Member of CityLife, real estate firm winner of the contest for the requalification of the historical quarter of the Fair of Milan

Previously carried out activities in the **Finance Department** (1999-2004) with regard to asset management and corporate finance related topics:

i) Head of the **Corporate Finance** and **Strategic Investments** unit (2002-2004)

ii) **Financial analyst** in the **Financial Participations** unit (2001-2002)

iii) **Analyst/portfolio manager** of the **Insurance proprietary investment portfolio** (1999-2000)

1999-1999 **KPMG S.p.A.**

Analyst for auditing activity in the **Banking, Insurance and Financial Institutions** industries

Studies

1994-1999 **Bachelor in Business Administration** - Management of Industrial Enterprises - Luigi Bocconi University in Milan

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) and Supervisory Board Member of Mapfre Insurance, Turkey (since December 2018). She also holds Deputy Chair responsibility in Zagrebacka in addition to being a member of the Risk Committee and Audit Committee and 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)

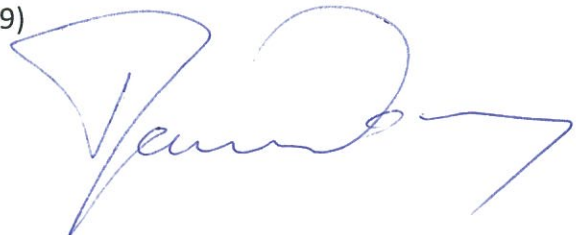
Turkish Interbank Card Center (BKM A.S.) Board Member and Chairperson (March 2005-February 2006)

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)



Dan Pascariu (68) Chairman of the Supervisory Board

Dan Pascariu is a senior figure in the Romanian financial industry. He started his career with the Romanian Bank for foreign Trade in 1973, becoming its Chairman and CEO in 1990. Between 1994 and 1996 he was the CEO of Banca Bucuresti, a newly created banking institution by Alpha Credit Bank of Greece and EBRD as well as Chairman of the Board of Bucharest Investment Group, the investment banking arm of Banca Bucuresti. Between 1996 and 1998 Mr. Pascariu was Chairman of the Board of Creditanstalt Financial Advisers, the investment banking arm of Creditanstalt Bankverein of Austria.



From 1998 to June 2007 he was the Chairman and CEO of the HVB Bank Romania (member of the HVB Group). Following the merger with the local subsidiary of Unicredit, since June 2007 he is the non-executive Chairman of the Board of Unicredit Bank (member of the UniCredit Group). Mr. Pascariu is also non-executive Board member of TRANSFOND.

Mr. Pascariu was the founder and first President of the Romanian Banking Association between 1991 and 1994, as well as a cofounder and associate Professor at the Romanian Banking Institute.

12/02/2019

A handwritten signature in blue ink, appearing to be 'Dan Pascariu', written in a cursive style.

CURRICULUM VITAE

Heinz Meidlinger, 63

EDUCATION

Primary School, Vienna 09/61 – 06/65

Secondary Modern School, Vienna 09/65 – 06/69

Polytechnic School, Vienna 09/69 – 06/70

Internal and External Seminars on Management and Leadership

CURRENT FUNCTIONS

- **Meidlinger Investment & Consulting Ges.m.b.H.**
Managing Partner
- **Dep. Chairman of Supervisory Board in the following corporations:**
UniCredit Bank Czech Republic and Slovakia a.s, Prague
UniCredit Bank Romania SA, Bucharest
- **Member of Supervisory Board in the following corporations:**
UniCredit Bulbank a.d., Sofia
Wiener Privatbank, Wien
- **Chairman of Audit Committee**
UniCredit Bank Romania SA, Bucharest
- **Member of Audit, Nomination and Compensation Committees in the following corporations:**
UniCredit Bank Czech Republic and Slovakia a.s., Prague
UniCredit Bank Romania SA, Bucharest
Wiener Privatbank, Wien
- **Member of Risk Committee in the following corporation:**
UniCredit Bank Czech Republic and Slovakia a.s., Prague
UniCredit Bank Romania SA, Bucharest
UniCredit Bulbank a.d., Sofia
Wiener Privatbank, Wien

PREVIOUS RESPONSIBILITIES

- **Chairman of the Supervisory Board**
July 2009 – December 2013 UniCredit Bank Slovakia a.s., Bratislava
- **Member of Supervisory Board in various countries:**
since 1994 Austria, Russia, Ukraine, Hungary, Slovenia, Serbia,
Cayman Islands, United Kingdom, Croatia, Poland, Germany,
Slovakia, Romania, Bulgaria and Czech Republic
- **UniCredit Bank AG – Vienna Branch**
July 2010 – September 2010 Branch Manager
- **UniCredit CAIB AG**
March 2010 – June 2010 CEO, Member of the Board
- **UniCredit CAIB AG**
July 2008 – March 2010 dep. CEO, Member of the Board
- **UniCredit Bank Austria AG**
July 2008 – December 2010 Head of Markets, Managing Director

- **UniCredit Markets & Investment Banking**
since July 2006 Member of the Operating Committee
- **UniCredit Markets & Investment Banking**
August 2007 – July 2008 General Manager Global Markets
- **Bank Austria Creditanstalt AG**
August 2007 – July 2008 Head of Markets
- **UniCredit Markets & Investment Banking**
July 2006 – August 2007 Global Head of Fixed Income Currencies & Commodities
- **Bank Austria Creditanstalt AG**
April 2003 – July 2006 Executive Director and Treasurer
Head of EEMEA Markets and Subsidiaries
- **Bank Austria AG**
June 2001 – April 2003 Managing Director of EEMEA Markets (management responsibility within Joint Management Structure of HVB and BA CA)
March 1999 – June 2001 Deputy Head of Group Treasury Bank Austria (Deputy Group Treasurer) - since March 1999
Management responsibility for Treasury and Custody activities in CEE countries and full branches of BA-Group
Global Head of FX
Global Head of Custody
since July 1999 General Manager
September 1998 – March 1999 Head of International Coordination for Foreign Treasury Units
Assistant General Manager FX Markets Bank Austria
[Sept. 1998 Creditanstalt merger into Bank Austria]
- **Creditanstalt AG**
June 1997 – September 1998 Head of Department FX Markets and Corporate Sales
since June 1994 Assistant General Manager
May 1992 – June 1997 Deputy Head of Department FX Markets and Corporate Sales
since June 1990 Senior Dealer
1987 – 1993 Head of Group FX-Trading
since September 1980 Treasury department, bank notes and foreign exchange
August 1970 – September 1980 Various activities in branch-offices

Curriculum Vitae

Name	Dr. Jutta Liebenwein-Schöffmann
Date and place of birth	November 30 th , 1959 in 9360 Friesach, Austria
Address	Trazerberggasse 90, 1130 Vienna
Nationality	Austrian
Educational background	
Sep 1966- June 1970	Primary school in 9360 Friesach, Austria
Sep 1971- June 1978	High School (Gymnasium St. Veit a.d. Glan), Austria
Oct 1979- March 1984	Studies of law at Karl-Franzens-Universität 8010 Graz, Austria Graduated (doctor juris) in 1984
Oct 1984- June 1985	Diplome des Etudes Approfondies (D.E.A.) Droit International Economique Université Panthéon-Sorbonnes, Paris, France
Jan – Dec 1990	M.B.A. INSEAD Fontainebleau, France, graduated in Dec 1990
Professional Experience	
1982-1984	Assistant at the Institute of International Law and Relations at the Karl-Franzens-Universität 8010 Graz, Halbärthgasse 3, Austria
1984 and 1986	9 months practice at the Judicial Courts of Austria in Graz and Vienna
March 1986- March 87	Practice of law with the international law firm Linklaters&Paines, London EC2Y 8HQ, 1 Silk Street, UK
April 1987 – March 88	Ortner Pöch Foramitti, law firm in 1010 Vienna, Austria - general legal work in civil and criminal law
April 1988- Oct 2000	Various positions at Creditanstalt.Bankverein/Bank Austria (merged in 1998) in 1010 Vienna, Schottengasse 4-6, Austria (supervision Austrian National Bank/FMA) - credit advisor in project finance and corporate finance units - international planning & shareholding - risk management: responsible for corporate transactions of London branch, moved later on to CEE risk management with responsibility for Russia and Hungary
Nov 2000- Oct 2003	Austria Wirtschaftsservice GmbH, Walcherstrasse 11, 1020 Vienna, Austria (guarantee institution under the responsibility and supervision of the Austrian Ministry of Finance) - head of team responsible for East-West-Fund - advised and serviced numerous Austrian companies - responsible for cooperation with IFIs (EBRD, EIB, IFC) - member of SB of a private equity fund
Nov 2003 – Sept 2016	Various positions in Unicredit Bank Austria, Schottengasse 4-6, 1010 Vienna, Austria (supervision Austrian national Bank/FMA) mostly in Underwriting, approval authority for credit transactions gradually increased over years up to EUR 75mn - <u>CEE Underwriting: head of SEE desk</u> - <u>Global Account Manager</u> for a corporate portfolio of 15 client groups (in 2007/08 for a period of 1 year) - <u>Regional Industry Team 3</u> : deputy and subsequently head of credit underwriting unit responsible for the corporate portfolio Automotive, Transport and Tourism CEE & Austria - <u>head of CEE Underwriting March 2014 – September 2016</u> (i) supervises a team of 14 – 16 persons (ii) around EUR 45bn approved credit lines under responsibility (iii) assesses credit transactions (iv) issuing non-binding opinions to CEE banking subsidiaries (v) member of credit committee of Unicredit Bank Austria

Since October 2016

**Head of Underwriting CEE in Unicredit spa, Piazza Gae
Aulenti, 20154 Milan, Italy**

- continuation of underwriting function for CEE in Unicredit spa after demerger of CEE division from Bank Austria and integration into Unicredit spa, Milan
 - head of a team of 14 persons
 - approval authority up to EUR 150mn for credit transactions of CEE customers in Unicredit spa
 - issuing non-binding opinions to CEE banking subsidiaries for credit transactions up to EUR 150mn
 - preparing credit assessments for the credit committee of Unicredit Holding
 - reports directly to the CRO CEE of Unicredit group.
-

Mr. Luca Rubaga joined UniCredit Group in 2003 and since then built extensive international experience while working in several banks within UniCredit in different countries.

Mr. Rubaga started his career in 1995 in Andersen Consulting working in the offices in Milan and London.

Further in 2000 he entered into to the insurance industry working for Allstate (US insurance company) in Milan.

In 2003 Mr. Rubaga joined UniCredit as Executive Head of Organization and Project Management department at UniCredit Private Bank in Turin.

Between 2005 and 2011 he was Executive at Yapikredi Bank (Unicredit Group) in Turkey where he held the positions of Head of Integration Office and as Head of the Organization, Logistic and Cost Management department.

From 2011 to 2014 he continued his professional career as Head of Global Banking Services division and Member of the Management Board at UniCredit Bank Russia in Moscow.

In 2014 Mr. Rubaga was appointed as Central and Eastern Europe Head of Global Banking Services and since July 2017 also took the responsibility of Chief Information Officer for UniCredit Services CEE.

Luca Rubaga

VIENNA, 12.02.2019.

Rasvan Radu

1. DATE OF BIRTH:

February 12, 1966

2. STATUS:

Married, two children

3. 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

4. PROFESSIONAL EXPERIENCE

Present	UniCredit Group S.p.A – Executive Vice President Country Chairman Romania: UniCredit Bank; UniCredit Leasing Corporation, UniCredit Consumer Finance (UCFin)
2005 - 2007	UniCredit Romania – Executive President and Chief Executive Officer
2001- 2005	Raiffeisen Bank – Vice Chairman
2000 – 2001	Romanian Savings Bank (CEC) – Vice Chairman
1991 – 2000	Romanian Commercial Bank 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> 1995 - <i>Project Manager for implementation of the international payments system</i> 1994 - <i>Manager : SWIFT , Investigations (Trade Finance & Payments)</i> 1993 - <i>Project Manager for NOSTRO Reconciliation Automation</i> 1993-1996 - <i>Trade Finance Division - Manager - SWIFT Department</i>



	1992 - Project Manager for SWIFT implementation 1991-1992 - IT department, Trade Finance, Treasury
1992-1994	Hanbet Corp. - USA Responsibilities: - training of local dealers, representation & implementation in: Indonesia, Tunisia, Bulgaria, Lebanon
1990-1991	Enterprise of Peripheral Equipment Responsibilities: - computer maintenance

5. Other activities

Member of the Supervisory Board: Romanian Credit Bureau; The Aspen Institute Romania;

6. 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)

7. COURSES AND SEMINARS

- Merrill Lynch & National Bank of Romania - Accessing capital markets in Romania 1997-Bucharest
- Central & Eastern European Issuers & Investors Forum 1997-Vienna
- Japan International Finance Conference 1996 - Tokyo
- Environment protection - UNEP 1995
- National Bank of Indonesia - 1994
- Banking Operations - SIBOS - Brussels, Geneva, Boston, Copenhagen, Florence
- Electronic Payments & ACH - Orlando, Amsterdam.

8. LANGUAGES: English (fluent), Italian (fluent), French (good)



CV MARCO CRAVARIO

Marco Cravario, aged 51, was born in Turin, Italy. At present, he coordinates UniCredit Group's banking activities in Romania, as Deputy CEO UniCredit Bank Romania.

With a banking experience of over 15 years, he had various positions during this time, such as General Manager UniCredit Bank Slovakia, Chief Financial Officer Yapi Kredi Bank Turkey or Chief Financial Officer UniCredit Bank Romania, being therefore at his second mandate in Romania.

Marco Cravario has an Economics Degree from the University of Turin in Italy. He attended numerous management and financial programs, including London School of Economics and INSEAD, Fontainebleau. He is also professor at the Master in Finance, Insurance and Risk management of the Institute Carlo Alberto, University of Turin in Italy.

Bucharest, 08.02.2019

Place, date

Marco Cravario

Signature

SEPTIMIU POSTELNICU

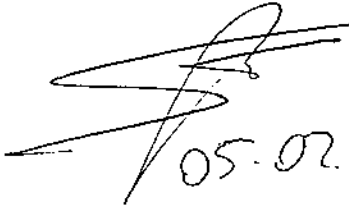
Septimiu Postelnicu is 42 years old and graduated the Academy of Economic Studies, where he has also an MBA title.

He has 22 years of experience in financial services, occupying managerial positions in various business areas - both commercial and operational.

During 2004-2006 he held the Managing Director of HVB Leasing Romania position and during 2006-2008 he was Integration Coordinator for UniCredit Leasing - UniCredit HVB Leasing integration and afterward CEO of UniCredit Leasing Corporation. In 2009 he accepted the challenge of an international experience within UniCredit Group, holding the Head of Global Services position of UniCredit Leasing S.p.A. in Milan, coordinating the Organization, Logistics, IT and Security areas of Central and Eastern Europe.

During all this time he was a member of the Executive Committee and a member of the Supervisory Committee of UniCredit leasing subsidiaries in Ukraine, Slovenia and the Baltic Countries. In 2010, he was appointed Head of Global Banking Services in UniCredit Bank Romania, responsible for IT, Operations, Security & Organizing, coordinating major projects - such as the acquisition of client portfolio from The Royal Bank of Scotland plc – Romania Branch and the transformation and digitization of the bank in Romania.

Starting August 2016, Septimiu Postelnicu took over as Head of Retail Division within UniCredit Bank, and from May 2018 he was appointed Executive Vice-President of the same division.



05.02.2018

CV Philipp Gamauf

Philipp Gamauf joined UniCredit in 2005, building his entire professional banking career within UniCredit Group, after graduating in Strategic Management, Management Control and Consulting from the Vienna University of Economics and Business Administration.

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 (aged 36) was Head of Markets Planning & Controlling for UniCredit globally.

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

5.2.2019

A handwritten signature in blue ink, consisting of stylized, cursive letters.

CV Nicola Longo Dente


Nicola Longo Dente, aged 59, has a vast professional experience in UniCredit Group, where he started his career in the Italian network in the early 1980s, 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 Ukrsofsbank 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 in UniCredit Bank Romania.

Nicola Longo Dente studied Economic and Banking Sciences at the Catholic University of Sacred Heart Milan and also accomplished various professional training programs in international banking, capital markets, and business management in New York, London, Turin, Milan and Lausanne.

 6/2/19



CURRICULUM VITAE

Andrei BRATU

▪ PERSONAL DATA

Birthdate: April 16, 1978

▪ EDUCATION

1997 - 2001

Bucharest Academy of Economic Studies
BSc Finance and Banking

2001- 2003

Bucharest Academy of Economic Studies
MSc Financial Management and Capital Markets

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

▪ PROFESSIONAL EXPERIENCE

November 2003 – present

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

Executive Vice President and Chief Risk Officer (January 2019-present)

Director (September 2015 – December 2019)
Mid Corporate Department

Director (August 2009 – August 2015)
Corporate 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

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

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

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

May 2000 – April 2003

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

CURRICULUM VITAE

NUME: DANIELA
PRENUME: BODIRCA

DATE PERSONALE:

Numele înainte de casatorie: RAFAIL
Data nasterii: 28 Aprilie 1976
Locul nasterii: Bucuresti, Romania
Adresa: Bdul. Gh. Sincai Nr. 9, Bl.3, Sc.B, Et.3, Ap. 13, Sector 4, Bucuresti
Telefon mobil: + 40 726 141 575
E-mail: daniela.bodirca@unicredit.ro

EXPERIENTA PROFESIONALA

- **Iulie 2008 - in prezent: UNICREDIT TIRIAC BANK – Director Divizia Risc /Chief Risk Officer**

Principalele responsabilitati:

- Coordonarea activitatii Diviziei Risc;
- Coordonarea si supravegherea dezvoltarii si implementarii strategiilor si politicilor de risc si a instrumentelor adecvate necesare activitatii de gestionare si administrare a riscurilor pentru aria Riscului de Credit, Riscului de Piata si Riscului Operational;
- Asigurarea existentei unor mecanisme adecvate de control si a instrumentelor adecvate in cadrul Bancii in scopul gestionarii si administrarii intr-o maniera adecvata si eficienta a riscurilor;
- Supervizarea comunicarii intr-o maniera adecvata si eficienta a informatiilor privind administrarea riscurilor;

- **Iunie 2007 - Iulie 2008: BANCPOST SA – Director Executiv Divizia Risc**

Principalele responsabilitati:

- Coordonarea activitatii globale a Diviziei Risc acoperind aria Riscului de Credit, Riscului de Piata si Riscului Operational;
- Asigurarea existentei unor mecanisme de control si a instrumentelor adecvate in vederea gestionarii intr-o maniera adecvata si eficienta a riscurilor;

Alte responsabilitati:

- Participant, membru sau secretar in diverse comitete, dupa cum urmeaza:
 - Comitetul Executiv (Membru);
 - Comitetul de Credite (Membru);
 - Comitetul de Risc la nivel de tara al EFG Group (Secretar);
 - Comitetul de Administrare a Riscurilor (Presedinte);
 - Comitetul de Active si Pasive (Membru);
 - Comitetul de Produse Noi (Membru);
 - Comitetul de Reglementari Interne (Membru);
 - Comitetul Director al proiectului Basel II (Membru);
- Participant permanent la sedintele Consiliului de Administratie;

- **Decembrie 2005 - Iunie 2007: BANCPOST SA – Director Coordonator Divizia Risc**

Principalele responsabilitati:

- Coordonarea intregii activitati legate de aria Riscului de Credit si Riscului de Piata;

- Consilier pentru Directorul Executiv al Diviziei Risc pentru aria Riscului Operational;
- Consilier pentru Directorul Executiv al Diviziei Risc pe teme din aria gestionarii si administrarii riscurilor;
- Coordonarea activitatii de definire a strategiilor, politicilor si procedurilor legate de aria gestionarii si administrarii riscurilor;
- Identificarea/revizuirea si rezolvarea problemelor aferente activitatii de gestionare si administrare a riscurilor si emiterea de recomandari specifice;
- Coordonarea proiectelor aferente activitatii din aria de gestionare si administrare a riscurilor ;

Alte activitati:

- Participant, membru sau secretar in diverse comitete, dupa cum urmeaza:
 - Comitetul Executiv (Participant permanent) ;
 - Comitetul de Credite (Membru);
 - Comitetul de Risc la nivel de tara al EFG Group (Secretar);
 - Comitetul de Administrare a Riscurilor (Secretar);
 - Comitetul de Active si Pasive (Participant);
 - Comitetul de Produse Noi (Membru);
 - Participant permanent la sedintele Consiliului de Administratie;
- Responsabil de Proiectul Basel II;
- Asigurarea unor sesiuni de pregatire, formare si coaching pentru diferite departamente ale Bancii;

- **Noiembrie 1998 - Decembrie 2005: HVB BANK ROMANIA SA (fosta BANK AUSTRIA CREDITANSTALT ROMANIA S.A.);**

- **Iulie 2001 - Decembrie 2005: Director Adjunct al Directiei Administrarea Riscului de Credit;**
 Membru in: - Comitetul de Credite
 - Comitetul pentru Calitate

Principalele responsabilitati:

Organizarea, gestionarea si urmarirea activitatii din cadrul Directiei Administrarea Riscului de Credit, avand ca arii de activitate:

- Analiza credite clienti persoane juridice;
- Analiza credite clienti persoane fizice;
- Administrare credite si MIS;
- Monitorizare portofoliu;
- Recuperare credite;
- Consiliere juridica;

- **Ianuarie 2001 - Iulie 2001: Senior Risk Manager**
- **Noiembrie 1998 - Ianuarie 2001: Risk Manager**

- **Decembrie 1997 - Noiembrie 1998: Contabil in cadrul AMATEX INTERNATIONAL S.R.L.;**

STUDII

- **Decembrie 2005 - pana in prezent: in derulare program MBA in cadrul The Open University - Marea Britanie;**
- **Decembrie 2004 - Diploma Profesionala in Management - The Open University - Marea Britanie;**
- **Iulie 2004 - Certificat Profesional in Management - The Open University - Marea Britanie;**
- **August 1998: Facultatea pentru Studiul Economiei in Limbi Straine – Academia de Studii Economice, Bucuresti;**

FORMARE PROFESIONALA

- **August 2005** - Management de Proiect in cadrul Bank Austria Creditanstalt AG - Viena;
- **Mai 2004** - Train the Trainer ("Corporate Lending") in cadrul Bank Austria Creditanstalt AG - Viena;
- **Octombrie 2002 si Noiembrie 2002** - Seminar pe teme de Leadership – modulele 1& 2 in cadrul Creditanstalt Akademie - Viena;
- **Octombrie 2001** - Seminar pe tema "Abilitati de Negociere" in cadrul Creditanstalt Akademie - Viena;
- **Ianuarie 2001** - Seminar Train the Trainer ("Analiza financiara") in cadrul Creditanstalt Akademie - Viena;
- **Iulie 2001** - Certificat in Analiza Financiara si Risc de Credit – Institutul Bancar Roman ;
- **Mai 2000** - Program de instruire privind Produsele de Trezorerie in cadrul Creditanstalt Akademie - Viena;
- **Iunie 1999** - Seminar privind Riscul de Credit in cadrul Bank Austria Creditanstalt Romania SA;
- **1996 si 1997**- Sesiuni de practica in cadrul Bancii Turco Romane S.A. - Bucuresti;
- **In timpul facultatii** - Cursuri optionale de psihologie, sociologie si pedagogie;

DIVERSE

- **Mai 2006:** Membru al echipei de "due diligence" a EFG Group in cadrul proiectelor de preluare a unei banci comerciale locale si a unei institutii financiare nebancale;
- **Septembrie 2005 – Decembrie 2005:** Membru al echipei de integrare pentru proiectul de fuziune HVB Bank – Banca Comerciala Ion Tiriac – Coordonator al grupului de lucru responsabil de aria riscului de credit;
- **Martie 2005:** Membru al echipei de "due diligence" a HVB Bank Romania SA in cadrul proiectului de preluare a Bancii Comerciale Ion Tiriac S.A.;
- **Octombrie 2003:** Membru al echipei de "due diligence" a HVB Bank Romania SA in cadrul proiectului de preluare a Bancii Comerciale Ion Tiriac S.A.;

LIMBI STRAINE

Engleza - fluent;
Franceza - fluent

CURRICULUM VITAE

Name:

Jakub Dusílek, MBA



Address:

Měsíční 1366
Praha-Uhřetěves, 104 00
Czech Republic
phone: 00420 602 463 519
jakub.dusilek@unicreditgroup.cz

Personal Details:

Date of birth: Dec 17th 1974
Nationality: Czech
Marital status: married

Education:

- 2000/2002 – MBA (Master of Business Administration) at Sheffield Hallam University in the United Kingdom and ČVUT (Czech Technical University) in Prague.
- 1999/2000 – CIME (Certificate in Management with English) at ČVUT in Prague, completed the highest level IV.
- 1993 - 1998, masters degree at the Law Faculty of Masaryk University in Brno

Experience gained:

- Since October 2012: **Head of GBS division and Member of the Board**, Unicredit Bank Czech Republic and Slovakia – overall management of division including Security, Loan Back office, Facility mgmt, Organisation, cost management, Coordination of important projects and implementation of regulatory changes, Procurement function management and outsourced services management – mainly ICT and Operations.
address: Želetavská 1525/1, Prague, Czech republic, 140 92
supervision authorities: Czech National Bank, National Bank of Slovakia
- January 2011 – September 2012: **CEO and Chairman of the Board**, UniCredit Leasing Slovakia, overall management of the company – finance, sales, credit risk, Human resources, IT, legal and logistic + successful turnaround project management
address: Plynárenská 7/a, Bratislava, Slovakia, 814 16
supervision authorities: --
- September 2009 – December 2010: **Head of Strategic Business Coordination Department** UniCredit Bank Czech republic - deploying new strategic and commercial expansion within project Investing into the Future (I2F) – focus on doubling number of retail branches, expansion into lower corporate banking segment (from 2 – 7 mio € of turnover), redesign of retail small business segment and introduction of franchising concept of bank network (50 franchise outlets).
address: Na Příkopě, 858/20, Prague 1, Czech republic 110 00
supervision authorities: Czech National Bank
- March 2007 – August 2009: **Head of Retail banking Segment & Product Mgmt. Division** UniCredit Bank Czech republic, overall responsibility for retail product, segment and processes management: e.g. saving accounts, payment cards, loan and mortgages, direct banking etc.
address: Na Příkopě, 858/20, Prague 1, Czech republic, 110 00
supervision authorities: Czech National Bank

A handwritten signature in blue ink, appearing to read 'J. Dusílek', located in the bottom right corner of the document.

- September 2005 – February 2007: **Head of Corporate Banking Sales and Support Division** Zivnostenska banka (UniCredit Group), management of corporate banking sales teams and sales support HQ functions – management of sales teams and performance management
address: Na Příkopě, 858/20, Prague 1, Czech republic, 110 00
supervision authorities: Czech National Bank
- December 2003 – August 2005: **Head of regional branch** of Zivnostenska banka (UniCredit Group) responsible for retail banking in regions – Brno and Ostrava. Managing daily activities of branches and their managers, performance management, reporting, audit issues management.
address: Na Příkopě, 858/20, Prague 1, Czech republic, 110 00
supervision authorities: Czech National Bank
- June 2003 – November 2003: time-off
- February 2001 – June 2003: **CEO and Chairman of the Board**, ABN AMRO Pension Fund, overall company management – i.e. finance, sales, credit risk, Human resources, IT, legal and logistic + successful turnaround project management
address: Olomoucká 40, Brno, Czech republic, 6018 00
supervision authorities: Ministry of Finance, Czech Security Commission
- December 1998 – January 2001: **Head of Sales**, Vojenský otevřený penzijní fond, a.s. – responsible of sales strategy, sales network development, cooperation with large employers, managing of external sales network – brokers.
address: Letenské nám. 7, Prague, Czech republic, 107 00
supervision authorities: Ministry of Finance, Czech Security Commission
- July - December 1998: lawyer, Podnikatelský penzijní fond, a.s., responsible for the HR and legal department, followed by merger with Vojenský otevřený penzijní fond.
address: Letenské nám. 7, Prague, Czech republic, 107 00
supervision authorities: Minister of Finance, Czech Security Commission

Other professional development:

- UniCredit internal course: Credit Diploma, UniManagement (leadership), Executive Development Program, coaching
- Czech National Bank: Basel II Framework
- Course at the Czech Financial Academy and BASISPOINT GmbH: Global Assets Allocation.
- Courses and seminars in the field of management and leadership of business teams, remuneration, motivation, evaluation of employees and the development of social skills organised by Krauthammer, T&CC, Triton and others.
- Specialised seminars related to legislation (trading companies, criminal law in the financial sphere, business commitments, etc.).

Language skills:

- Active knowledge of the English language – spoken and written fluency (ability to hold working and commercial meetings), including specialized financial, commercial and legal terms.
- Passive knowledge of German, French and Russian.

Membership in professional and special interest groups:

- Member of the Mortgage Committee of the Czech Banking Association – till Sep 2009
- Member of the presidium and legislative commission of the Czech Association of Pension Funds - till June 2003.
- Chairman of Association of Pension Funds ethics committee – till June 2003.


Mgr. Jakub DUSÍLEK

EXTRAS DIN
HOTĂRÂREA CONSILIULUI DE SUPRAVEGHERE
UniCredit Bank S.A.
din data de 30.03.2018

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 **30.03.2018**,

Referitor la punctul nr. 06 al ordinii de zi
'Modificări în structura Directoratului UniCredit Bank S.A.'

(...)

Consiliul de Supraveghere aprobă în unanimitate:

1. Numirea, începând cu data de 01.05.2018, în funcția de membru al Directoratului Băncii, Vicepreședinte Executiv, coordonator al Diviziei Retail, a domnului Septimiu Postelnicu, cetățean român, născut la data de 27.03.1977, în București, România, posesor al cărții de identitate nr. IF 551795, emisă la 13.04.2017 și valabilă până la data de 27.03.2027.
2. Durata mandatului domnului Septimiu Postelnicu va fi egală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv până la data de 17.04.2020.
3. Domnul Septimiu Postelnicu va începe să-și exercite atribuțiile de membru al Directoratului Băncii, Vicepreședinte Executiv Divizia Retail, numai după primirea aprobării prealabile din partea Băncii Naționale a României.
4. Numirea, începând cu data de 01.05.2018, în funcția de membru al Directoratului Băncii, Vicepreședinte Executiv, coordonator al Diviziei Corporații Bancare și Investiții (CIB) a dlui Nicola Longo Dente, cetățean italian, născut la data de 21.06.1959, în Milano, Italia, posesor al cărții de identitate nr. AY 4314017, emisă la 24.08.2017 și valabilă până la data de 21.06.2028.
5. Durata mandatului domnului Nicola Longo Dente va fi egală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv până la data de 17.04.2020.

6. Domnul Nicola Longo Dente va începe să-și exercite atribuțiile de membru al Directoratului Băncii, Vicepreședinte Executiv Divizia Corporații Bancare și Investiții (CIB), numai după primirea aprobării prealabile din partea Băncii Naționale a României.
7. Pentru a se asigura continuitatea activității în domeniile de activitate corespunzătoare, până la data la care domnul Septimiu Postelnicu va primi aprobarea prealabilă a Băncii Naționale a României, putând astfel să înceapă să-și exercite responsabilitățile de membru al Directoratului Băncii, Vicepreședinte Executiv Divizia Retail, atât domnul Postelnicu (în prezent ocupând poziția de Director Divizie Retail) cât și domnul Marco Cravario, CEO Adjunct, vor continua să-și exercite atribuțiile, responsabilitățile și competențele astfel cum sunt acestea stabilite în fișele lor de post și/sau în reglementările interne relevante, aferente structurii organizatorice aflată în vigoare anterior datei de 01.05.2018 și în conformitate cu (i) orice alte decizii anterioare ale Consiliului de Supraveghere, precum și cu (ii) aprobările valabile în prezent emise de Banca Națională a României, pe baza cărora fiecare își exercita responsabilitățile anterior datei de 01.05.2018.



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 30.03.2018

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 **30.03.2018**,

Referitor la punctul nr. 06 al ordinii de zi
'Modificări în structura Directoratului UniCredit Bank S.A.'

Având în vedere două dintre principalele modificări aduse Organigramei și Regulamentului Intern de Organizare și Funcționare a Băncii, care vor intra în vigoare la data de 01.05.2018, și anume:

- desființarea poziției de Vicepreședinte Executiv, coordonator al Diviziei Resurse Umane și înființarea poziției de Vicepreședinte Executiv, coordonator al Diviziei Retail,
 - înființarea Direcției de Resurse Umane, subordonată Prim Vicepreședintelui Executiv,
- (...)

Consiliul de Supraveghere aprobă în unanimitate:

1. Revocarea, începând cu data de 01.05.2018, a doamnei Marinela-Alina Drăgan din funcția de membru al Directoratului Băncii și Vicepreședinte Executiv, coordonator al Diviziei Resurse Umane. În ceea ce privește condițiile de încetare a mandatului doamnei Drăgan, vor fi urmate și aplicate evaluarea și recomandările Comitetului de Nominalizare și/ sau Remunerare, după caz.
2. Toate mandatele acordate de către doamna Marinela-Alina Drăgan în calitate de Vicepreședinte Executiv al Directoratului Băncii, coordonator al Diviziei Resurse Umane, vor rămâne valabile până la momentul în care vor fi revocate de către Bancă.

(...)

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

Bancă membră a UniCredit Group - Nr. de ordine în Registrul Bancar: RB-PIR-40-011/ 18.02.1999 - Capital social: 379.075.291,20 RON - Nr. de Ordine în registrul Comerțului: J40/7706/1991 - Cod unic de înregistrare: 361536 - EUID: R00NRCJ40/7706/1991 - Operator de date cu caracter personal nr. 10964, societate administrată în sistem dualist, Cod SWIFT: BACXROBU

EXTRAS DIN

HOTĂRÂREA ADUNĂRII GENERALE ORDINARE A ACȚIONARILOR

UniCredit Bank S.A.

din data de 11.04.2018

Adunarea Generală Ordinară a Acționarilor UniCredit Bank S.A., persoană juridică română organizată sub forma unei societăți pe acțiuni, administrată în sistem dualist, cu sediul social în București, Bulevardul Expoziției nr. 1F, sectorul 1, România, înregistrată în Registrul Bancar sub nr. RB-PJR-40-011/18.02.1999 și la Registrul Comerțului sub nr. J40/7706/1991, EUID: ROONRC J40/7706/1991, notificare înregistrată la ANSPDCP sub nr. 10964, cod unic de înregistrare RO 361536, (denumită în continuare „Banca”), a fost convocată în mod legal și a avut loc astăzi **11 aprilie 2018**, începând cu ora 09.00 la Camera de Comerț și Industrie a Municipiului București, sala Alexandru Ioan Cuza, etajul 4, situată în București, Bulevardul Octavian Goga, nr. 2, sector 3, în prezența acționarilor înscrși în Registrul acționarilor Băncii la data de referință **02.04.2018**, ce reprezintă **98,623 %** din totalul drepturilor de vot.

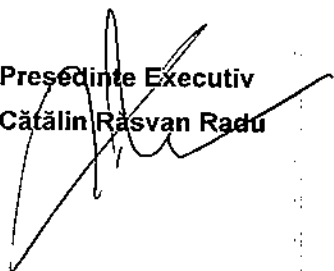
Adunarea Generală Ordinară a Acționarilor a fost convocată în mod legal de către Directoratul Băncii prin publicarea convocatorului în *Monitorul Oficial al României*, partea a IV-a, nr. 949 din data de 07.03.2018 și în ziarul „România Liberă” din data de 08.03.2018, precum și pe pagina de internet a Băncii, potrivit prevederilor art. 117 și art. 117² al. 2 din Legea nr.31/1990 privind societățile, republicată, cu modificările și completările ulterioare.

- Asupra aspectelor înscrise la **punctul 10** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii: prelungirea mandatului Domnului Dan Corneliu Pascariu în funcția de Președinte al Consiliului de Supraveghere al Băncii pentru o perioadă de doi ani, respectiv de la data de 14.04.2018, până la data de 14.04.2020.
- Asupra aspectelor înscrise la **punctul 13** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii: împuternicirea 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

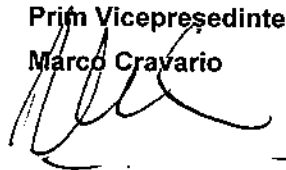
formalitățile necesare pentru înregistrarea și/sau publicarea hotărârii Adunării Generale Ordinare a Acționarilor și/sau a oricăror documente, potrivit reglementărilor legale în vigoare. Președintele Executiv al Băncii și, respectiv, oricare dintre Vicepreședinții Executivi ai Băncii pot împuternici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

Redactată de Bancă, astăzi, 11.04.2018.

Președinte Executiv
Cătălin Răsvan Radu



Prim Vicepreședinte Executiv
Marco Cravario



EXTRAS DIN
HOTĂRÂREA CONSILIULUI DE SUPRAVEGHERE
UniCredit Bank S.A.
din data de 18.10.2018

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 **18.10.2018**,

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

(...)

Consiliul de Supraveghere aprobă în unanimitate:

1. Se ia act de renunțarea doamnei Daniela-Margareta Bodîrcă la mandatul de Membru al Directoratului Bancii și la funcția de Vicepreședinte Executiv al Directoratului Băncii, coordonator al Diviziei Risc (CRO), începând cu data de 01.01.2019.
2. Având în vedere cele precizate la pct. I de mai sus, se numește începând cu data de 01.01.2019, în funcția de membru al Directoratului Băncii, Vicepreședinte Executiv, coordonator al Diviziei Risc (CRO), domnul Andrei-Florin Bratu, cetățean român, născut la data de 16.04.1978, în București, România, posesor al cărții de identitate seria RD nr. 907931, emisă la data de 06.09.2017 și valabilă până la data de 16.04.2027.
3. Durata mandatului domnului Andrei-Florin Bratu va fi egală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv până la data de 17.04.2020.
4. Domnul Andrei-Florin Bratu va începe să-și exercite atribuțiile de membru al Directoratului Băncii, Vicepreședinte Executiv al Diviziei Risc (CRO), numai începând de la **(i)** data primirii aprobării prealabile din partea Băncii Naționale a României, însă nu mai devreme de **(ii)** data de 01.01.2019, oricare dintre aceste date ar interveni ultima.
5. Pentru a se asigura o tranziție adecvată a gestionării activităților în domeniile de activitate corespunzătoare, până la data la care devine efectivă încetarea mandatului doamnei Daniela-Margareta Bodîrcă, potrivit prevederilor pct. I de mai sus, respectiv până la data la care domnul Andrei-

Florin Bratu va primi aprobarea prealabilă a Băncii Naționale a României, atât doamna Daniela-Margareta Bodîrcă, Vicepreședinte Executiv coordonator al Diviziei Risc (CRO) dar și domnul Andrei-Florin Bratu (în prezent ocupând poziția de Director al Direcției Corporații Mijlocii), vor continua să-și exercite atribuțiile, responsabilitățile și competențele:

- a. astfel cum sunt acestea stabilite în fișele lor de post și/sau în reglementările interne relevante, aferente structurii organizatorice aflată în vigoare anterior datei de 01.01.2019 (în ceea ce o privește pe doamna Bodîrcă), respectiv anterior datei de 01.01.2019 ori datei de primire a aprobării prealabile a Băncii Naționale a României (în ceea ce îl privește pe domnul Andrei-Florin Bratu) și
 - b. în conformitate cu **(i)** orice alte decizii anterioare ale Consiliului de Supraveghere, precum și cu **(ii)** aprobările valabile în prezent emise de Banca Națională a României, pe baza cărora fiecare își exercita responsabilitățile anterior datei de 01.01.2019 (în ceea ce o privește pe doamna Bodîrcă), respectiv anterior datei de 01.01.2019 ori datei de primire a aprobării prealabile a Băncii Naționale a României (în ceea ce îl privește pe domnul Andrei-Florin Bratu).
6. Toate mandatele acordate de către doamna Daniela-Margareta Bodîrcă în calitate de Vicepreședinte Executiv al Directoratului Băncii, coordonator al Diviziei Risc (CRO), vor rămâne valabile până la momentul în care vor fi eventual revocate de către Bancă.

Președinte al Consiliului de Supraveghere

Corneliu-Dan PĂSCARIU



Secretariat General

Secretar al ședinței: Carmen DURNEA



**EXTRAS DIN
HOTĂRÂREA CONSILIULUI DE SUPRAVEGHERE**

UniCredit Bank S.A.

din data de 05.12.2018

Consiliul de Supraveghere al UniCredit Bank S.A. ("Banca"), în baza prevederilor Actului Constitutiv al Băncii și a dispozițiilor legale în vigoare, având în vedere aspectele hotărâte prin Decizia Consiliului de Supraveghere al Băncii din data de 13.11.2018 și **în conformitate cu informațiile și materialele** prezentate în cadrul ședinței care a avut loc în data de **05.12.2018**,

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

(...)

Consiliul de Supraveghere aprobă în unanimitate:

1. Se numește începând cu data de 01.01.2019, în funcția de membru al Directoratului Băncii, Vicepreședinte Executiv, coordonator al Diviziei GBS, domnul Carlo Driussi, cetățean italian, născut la data de 01.01.1978, în Roma, Italia, posesor al pașaportului cu nr. YA7026941, emis la data de 18.11.2014 și valabil până la data de 17.11.2024.
2. Durata mandatului domnului Carlo Driussi va fi egală cu durata rămasă până la expirarea mandatului Directoratului Băncii, respectiv până la data de 17.04.2020.
3. Domnul Carlo Driussi va începe să-și exercite atribuțiile de membru al Directoratului Băncii, Vicepreședinte Executiv al Diviziei GBS, numai începând de la data primirii aprobării prealabile din partea Băncii Naționale a României.
4. Pentru a se asigura gestionarea adecvată a activităților în domeniile de activitate corespunzătoare, conform deciziei Consiliului de Supraveghere din data de 13.11.2018, până la data la care domnul Carlo Driussi va primi aprobarea prealabilă a Băncii Naționale a României, dl. Marco Cravario – Prim Vicepreședinte Executiv al Directoratului Băncii, va exercita în mod corespunzător și valabil, oricare și toate competențele interne de decizie/ drepturile de semnătură ce aparțin Vicepreședintelui Executiv al Directoratului Băncii, coordonator al Diviziei GBS.

Președinte al Consiliului de Supraveghere

Corneliu-Dan PASCARU

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

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: ROONRCJ40/7706/1991 - 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 13.11.2018

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 **13.11.2018**,

Referitor la punctul nr. 03 al ordinii de zi

Decide după cum urmează:

1. Se ia act de încetarea mandatului de Membru al Directoratului Băncii al dlui Jakub Dusilek și, pe cale de consecință, la retragerea sa din funcția de Vicepreședinte Executiv al Directoratului Băncii, coordonator al Diviziei GBS, începând cu data de 01.01.2019.
2. Având în vedere cele precizate la pct. 1 de mai sus, până la data finalizării procesului – aflat în curs de desfășurare – de desemnare a unui nou membru al Directoratului Băncii care, în baza aprobării prealabile a Băncii Naționale a României, să preia coordonarea Diviziei GBS, se decide, cu titlu temporar, ca dl. Marco Cravario – Prim Vicepreședinte Executiv al Directoratului Băncii, să exercite în mod corespunzător și valabil, oricare și toate competențele interne de decizie/ drepturile de semnătură ce aparțin Vicepreședintelui Executiv al Directoratului Băncii, coordonator al Diviziei GBS.
3. Toate mandatele acordate de către dl Jakub Dusilek în calitate de Vicepreședinte Executiv al Directoratului Băncii, coordonator al Diviziei GBS, vor rămâne valabile până la momentul în care vor fi eventual revocate de către Bancă.

Președinte al Consiliului de Supraveghere

Corneliu-Dan PĂSCARIU



Secretariat General

Secretar al ședinței: Carmen DURNEA



DUPLICAT

UniCredit Bank



HOTĂRÂREA ADUNĂRII GENERALE ORDINARE A ACȚIONARILOR

UniCredit Bank S.A.
din data de 11.04.2018

Adunarea Generală Ordinară a Acționarilor UniCredit Bank S.A., persoană juridică română organizată sub forma unei societăți pe acțiuni, administrată în sistem dualist, cu sediul social în București, Bulevardul Expoziției nr. 1F, sectorul 1, România, înregistrată în Registrul Bancar sub nr. RB-PJR-40-011/18.02.1999 și la Registrul Comerțului sub nr. J40/7706/1991, EUID: ROONRC J40/7706/1991, notificare înregistrată la ANSPDCP sub nr. 10964, cod unic de înregistrare RO 361536, (denumită în continuare „Banca”), **convoacă** Adunarea Generală Ordinară a Acționarilor pentru data de **11 aprilie 2018**, începând cu ora 09.00 la Camera de Comerț și Industrie a României, sala Alexandru Ioan Cuza, etajul 4, situată în București, Bulevardul Octavian Goga, nr. 2, sector 3, în prezența acționarilor înscrși în Registrul acționarilor Băncii la data de referință **02.04.2018**, ce reprezintă **98,623 %** 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. 949 din data de 07.03.2018 și în ziarul „România Liberă” din data de 08.03.2018, precum și pe pagina de internet a Băncii, potrivit prevederilor art. 117 și art. 117² al. 2 din Legea nr.31/1990 privind societățile, republicată, cu modificările și completările ulterioare.

Asupra aspectelor înscrise la **punctul 1** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

1. Aprobarea (i) raportului individual al Directoratului Băncii privind activitatea pe anul 2017, a (ii) raportului individual al Consiliului de Supraveghere al Băncii privind activitatea de supraveghere desfășurată în anul 2017 și a (iii) Situațiilor Financiare Individuale aferente anului 2017, întocmite în conformitate cu Standardele Internaționale de Raportare Financiară aplicabile instituțiilor de credit în baza



UniCredit Bank



Ordinului emis de Guvernatorul Băncii Naționale a României nr. 27/2010 cu modificările și completările ulterioare.

Asupra aspectelor înscrise la **punctul 2** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623** % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

2. Aprobarea raportului auditorului financiar privind Situațiile Financiare individuale aferente anului 2017, întocmite în conformitate cu Standardele Internaționale de Raportare Financiară aplicabile instituțiilor de credit în baza Ordinului emis de Guvernatorul Băncii Naționale a României nr. 27/2010, cu modificările și completările ulterioare.

Asupra aspectelor înscrise la **punctul 3** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623** % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

3. Aprobarea (i) raportului consolidat al Directoratului Băncii privind activitatea pe anul 2017, a (ii) raportului consolidat al Consiliului de Supraveghere al Băncii privind activitatea de supraveghere desfășurată în anul 2017 și a (iii) Situațiilor Financiare consolidate anuale aferente anului 2017, întocmite în conformitate cu Standardele Internaționale de Raportare Financiară aplicabile instituțiilor de credit în baza Ordinului emis de Guvernatorul Băncii Naționale a României nr. 27/2010 cu modificările și completările ulterioare.

Asupra aspectelor înscrise la **punctul 4** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623** % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

4. Aprobarea raportului auditorului financiar privind Situațiile Financiare consolidate aferente anului 2017, întocmite în conformitate cu Standardele Internaționale de Raportare Financiară aplicabile instituțiilor de credit în baza Ordinului emis de Guvernatorul Băncii Naționale a României nr. 27/2010, cu modificările și completările ulterioare.

Asupra aspectelor înscrise la **punctul 5** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623** % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:



UniCredit Bank



5. Aprobarea propunerii de repartizare a profitului net aferent anului 2017 calculat și prezentat în Situațiile Financiare individuale întocmite în conformitate cu Standardele Internaționale de Raportare Financiară aplicabile instituțiilor de credit în baza Ordinului emis de Guvernatorul Băncii Naționale a României nr. 27/2010 cu modificările și completările ulterioare, după cum urmează:
- constituirea unei rezerve în valoare de 13.883.651 RON aferente profitului reinvestit corespunzător anului 2017,
 - reinvestirea diferenței de profit net din anul 2017 în valoare de 311.390.166 RON, cu scopul de a dezvolta strategia de afaceri a Băncii.

Asupra aspectelor înscrise la **punctul 6** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

6. Aprobarea bugetului de venituri și cheltuieli pentru anul 2018, elaborat de către Directoratul Băncii și aprobat în prealabil de către Consiliul de Supraveghere al Băncii.

Asupra aspectelor înscrise la **punctul 7** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

7. Descărcarea de gestiune a membrilor Directoratului Băncii pentru exercițiul financiar aferent anului 2017. Descărcarea de gestiune operează, pentru fiecare dintre persoanele ce au exercitat responsabilități în calitate de membru al Directoratului, corespunzător perioadei în care mandatul respectivei persoane a fost valabil în cursul anului 2017.

Asupra aspectelor înscrise la **punctul 8** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

8. Prelungirea mandatului de auditor financiar al Băncii cu o perioadă de 3 ani, respectiv de la data de 8 iulie 2018 până la data de 7 iulie 2021, a Deloitte Audit SRL, societate română, cu sediul în București, str. Nicolae Titulescu nr 4-8, etaj 3, sector 1, înregistrată la Registrul Comerțului cu nr. J40/6775/1995, Cod fiscal RO7756924, autorizație ANSPDCP nr. 17450 și respectiv nr. 22814.

Asupra aspectelor înscrise la **punctul 9** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623 %** din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:



UniCredit Bank



9. Imputernicirea Directoratului Băncii să negocieze contractul corespunzător/ contractele corespunzătoare cu auditorul financiar, în baza deciziei Consiliului de Supraveghere al Băncii privind remunerația anuală a auditorului financiar, pe parcursul duratei mandatului de auditor financiar.

Asupra aspectelor înscrise la **punctul 10** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623** % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

10. Prelungirea mandatului Domnului Dan Corneliu Pascariu în funcția de Președinte al Consiliului de Supraveghere al Băncii pentru o perioadă de doi ani, respectiv de la data de 14.04.2018 până la data de 14.04.2020.

Asupra aspectelor înscrise la **punctul 11** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623** % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

11. Aprobarea remunerației (în suma anuală brută) pentru membrii independenți ai Consiliului de Supraveghere, după cum urmează:

- Președintele executiv al Consiliului de Supraveghere – 20.000 EURO
- Vicepreședintele executiv al Consiliului de Supraveghere- 15.000 EURO
- Membru al Consiliului de Supraveghere – 10.000 EURO

Asupra aspectelor înscrise la **punctul 12** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623** % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

12. Aprobarea limitelor generale ale remunerației suplimentare (în suma anuală brută) acordată membrilor independenți ai Consiliului de Supraveghere, însărcinați cu funcții specifice, ca membri ai Comitetului de Audit, limite care sunt stabilite la: minimum 10.000 EURO și maximum 15.000 EURO.

Asupra aspectelor înscrise la **punctul 13** pe ordinea de zi, Adunarea Generală Ordinară a Acționarilor a aprobat, cu **98,623** % din voturile exprimate de acționarii prezenți sau reprezentați la Adunarea Generală Ordinară a Acționarilor Băncii:

13. Aprobarea împuternicirii 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



UniCredit Bank



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.

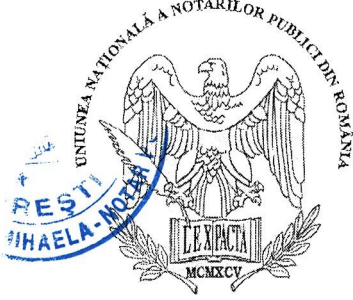
Redactată astăzi, 11.04.2018.

Președinte de ședință

Dan Pascariu

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. 1809
ANUL: 2018 LUNA: APRILIE ZIUA: 11

Eu, **Ianachievi Andra-Mihaela**, notar public, la cererea părților m-am deplasat la adresa din Mun. București, Bulevardul Octavian Goga nr. 2, Sector 3, la Camera de Comerț și Industrie a Municipiului București, Sala Alexandru Ioan Cuza, etaj 4, 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 11 Aprilie 2018,

- **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 S.P.C.E.P. 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 11 Aprilie 2018,

care, după ce au citit în întregime 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 încasat onorariul de 300 lei plus 57,00 lei TVA cu factura nr. 21873/2018.

NOTAR PUBLIC
IANACHIEVICI ANDRA MIHAELA
S.S. indescifrabil/L.S. Notar Public

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

NOTAR PUBLIC



ACT CONSTITUTIV
al Unicredit Bank SA

CAPITOLUL I

**DENUMIREA, FORMA DE ORGANIZARE JURIDICA, SEDIUL SOCIAL, CADRUL LEGAL,
EMBLEMA**

Art. 1 DENUMIREA

- 1.1. Denumirea societatii bancare este **UNICREDIT BANK S.A.** (in continuare denumita "Banca").
- 1.2. Toate facturile, scrisorile, publicatiile si orice alte documente emise de catre Banca vor specifica informatiile impuse de prevederile legale aplicabile.

Art. 2 FORMA DE ORGANIZARE JURIDICA

Banca este constituita sub forma de societate pe actiuni, care isi desfasoara activitatile in conformitate cu legislatia aplicabila din Romania si cu dispozitiile prezentului Act Constitutiv

Art. 3 SEDIUL SOCIAL SI CADRUL LEGAL

- 3.1. Sediul social al Bancii este situat in Bucuresti, sector 1, Bulevardul Expozitiei nr. 1F, Romania.
- 3.2. Sediul social al Bancii poate fi mutat in orice alt loc din Romania potrivit hotararii adoptate de catre Adunarea Generala a Actionarilor, in conformitate cu reglementarile legale aplicabile.
- 3.3. Banca face parte din Grupul UniCredit ("Grupul"). In calitate de membra a Grupului, Banca se va conforma, cu conditia respectarii legislatiei aplicabile, liniilor directoare emise de UniCredit SpA ("Societatea Holding" si, respectiv "Standardele de Holding"). Standardele de Holding reprezinta regulile care definesc un model clar de guvernare si organizare, precum si de responsabilitate manageriala referitoare la activitatile semnificative ale Grupului, emise de catre Societatea Holding in baza atributiilor sale de supraveghere si coordonare a Grupului, in conformitate cu instructiunile emise de Banca Italiei si care sunt menite sa mentina stabilitatea Grupului.
- 3.4. Cu conditia respectarii legislatiei aplicabile, Banca se angajeaza sa puna la dispozitia Societatii Holding, toate datele si informatiile referitoare la activitatile sale.

Art. 4 SEDII SECUNDARE SI FILIALE

Banca poate infiinta (i) sedii secundare, cum ar fi sucursale, agentii, reprezentante sau alte unitati fara personalitate juridica si (ii) filiale, atat in Romania cat si in strainatate, in conformitate cu prezentul Act Constitutiv si cu legile aplicabile.

Art. 5 EMBLEMA

Emblema Bancii va fi inregistrata la Camera de Comert si Industrie si la Registrul Comertului.

CAPITOLUL II DURATA

Art. 6 Durata Bancii este nelimitata. Adunarea Generala a Actionarilor poate decide incetarea activitatii Bancii in conformitate cu legislatia aplicabila.

CAPITOLUL III OBIECTUL DE ACTIVITATE

Art. 7

7.1. Domeniul de activitate principal al Bancii este „Intermediere monetara” (Cod CAEN 641). Activitatea principala a Bancii este „Alte activitati de intermediere monetara” (Cod CAEN 6419).

7.2. Prin urmare, Banca va desfasura operatiuni bancare, cum ar fi:

- i. atragere de depozite si de alte fonduri rambursabile (6419);
- ii. contractare de credite, incluzand printre altele: credite de consum, credite ipotecare, finantarea tranzactiilor comerciale, operatiuni de factoring, scontare, forfetare (6419);
- iii. servicii de transfer monetar (6419);
- iv. emiterea si administrare de mijloace de plata, cum ar fi: carti de credit, cekuri de calatorie si altele asemenea, inclusiv emitere de moneda electronica (6612);
- v. emitere de garantii si asumare de angajamente (6419);
- vi. tranzactionare in cont propriu sau in contul clientilor, in conditiile legii, cu (6419):
 - instrumente ale pietei monetare, cum sunt: cekuri, cambii, bilete la ordin, certificate de depozit;
 - valuta;
 - contracte futures;
 - instrumente avand la baza cursul de schimb si rata dobânzii;
 - valori mobiliare si alte instrumente financiare;
- vii. intermediere, in conditiile legii, in oferta de valori mobiliare si alte instrumente financiare, prin subscrierea si plasamentul acestora ori prin subscrierea si prestarea de servicii aferente

(6612);

viii. acordare de consultanta cu privire la structura capitalului, strategia de afaceri si alte aspecte legate de aceasta, consultanta si prestare de servicii cu privire la fuziuni si achizitii de societati comerciale (6619);

ix .intermediere pe piata interbancara (6419);

x. administrare de portofolii ale clientilor si consultanta legata de aceasta (6612);

xi. pastrare in custodie si administrare de valori mobiliare si alte instrumente financiare (6419);

xii. prestare de servicii privind furnizarea de date si referinte in domeniul creditarii (6419);

xiii. inchiriere de casete de siguranta (6419);

xiv. depozitarea activelor fondurilor de investitii si societatilor de investitii (6419);

xv. distribuirea de titluri de participare la fonduri de investitii si actiuni ale societatilor de investitii (6419);

xvi. actionarea ca operator al arhivei electronice de garantii reale mobiliare (6419);

xvii. operatiuni cu metale si pietre pretioase si obiecte confectionate din acestea (6419);

xviii. servicii de procesare de date, administrare de baze de date ori alte asemenea servicii pentru terti (6311);

xix. participare la capitalul social al altor entitati (6419);

xx .inchirierea de bunuri imobile si mobile, in conditiile legii (6820);

xxi. operatiuni de mandat, constand in:

- activitati in calitate de agent de asigurari (6622);

- deschiderea in numele si pe contul clientului de conturi colectoare la banci, cu care Banca are incheiate contracte de colectare (6419);

- transfer in numele clientului a sumelor din contul deschis de acesta la Trezoreria Statului in contul clientului deschis la Banca, in baza acordului incheiat cu Ministerul Finantelor Publice (6419);

- executarea in numele si pe contul clientului a instructiunilor de debit – Debit direct (6419);

- acceptarea si executarea de catre Banca a cererilor de transfer primite prin SWIFT (MT101 si MT104) din conturile clientilor, in baza mandatului primit de la acestia (6419);

xxii.leasing financiar (6491);

xxiii. administrarea patrimoniului (bunuri mobile si imobile aflate in proprietatea Bancii dar neafectate activitatilor financiare ale acesteia) (6820);

xxiv. operatiuni in mandat (nefinanciare) pe contul altor entitati apartinand Grupului UniCredit (6419);

xxv. colectarea si pregatirea documentatiei de credit a solicitantului si introducerea datelor in aplicatia informatica a finantatorului (6619)

xxvi. Intermedierea serviciilor de facturare electronica si de arhivare electronica prestate de Transfond (6619)

xxvii. Promovarea si vanzarea certificatelor digitale calificate (6419).

7.3. Banca poate desfasura alte activitati legate de obiectul de activitate, cum ar fi: detinerea si administrarea de bunuri mobile si imobile necesare desfasurarii activitatii sau pentru folosinta salariatilor, incluzand operatiuni cu bunuri mobile si imobile destinate perfectionarii pregatirii profesionale a salariatilor, organizarii unor spatii de odihna si recreere sau asigurarii de locuinte pentru salariatii si familiile acestora.

7.4. Banca va desfasura activitatile mai sus mentionate in conditiile legii.

7.5. Pentru desfasurarea operatiunilor reglementate prin legi speciale sau regulamente se vor solicita si obtine avizele si autorizatiile necesare potrivit prevederilor acestora.

7.6. Banca va putea desfasura orice alte activitati sau servicii, in masura in care acestea se circumscriu domeniului financiar, cu respectarea prevederilor legale speciale care reglementeaza respectivele activitati, daca este cazul, incluzand, dar fara a se limita la:

(i) operarea ca agent al American Express Service Europe pentru emiterea de carduri in favoarea clientilor Bancii (6419);

(ii) Servicii de operatiuni pe conturi pentru clienti-societati de tip holding sau/si grupuri de societati, pe baza de mandat, in scopul administrarii fluxurilor de capital si gestionarii lichiditatilor societatilor din grup/holding (operatiuni de trezorerie) – (6419)

7.7. Banca va putea de asemenea presta clientelei proprii servicii care, desi nu sunt conexe activitatii desfasurate, reprezinta o prelungire a operatiunilor bancare.

7.8. Banca va desfasura si urmatoarele activitati:

(i) activitati de depozitare a activelor fondurilor de pensii administrate privat (6629); activitati de depozitare a activelor financiare ale fondurilor de pensii facultative (6629)

(ii) marketingul fondului de pensii administrat privat (6629); marketingul prospectului schemei de pensii facultative (6629)

7.9. Banca va putea desfasura orice alte activitati sau operatiuni necesare pentru indeplinirea obiectului de activitate.

CAPITOLUL IV
CAPITALUL SOCIAL SUBSCRIS

Art.8

Capitalul social subscris al Bancii este de 455.219.478,30 RON, varsat in intregime, impartit intr-un numar de 48.948.331 actiuni nominative egale ca valoare, emise in forma dematerializata, avand o valoare nominala de 9,3 RON fiecare, numerotate de la 1 la 48.948.331

CAPITOLUL V
ACTIUNILE

Art. 9

Actiunile emise de catre Banca sunt actiuni nominative, emise in forma dematerializata, si sunt inregistrate in Registrul Actionarilor. Banca poate emite actionarilor certificate de actionar, in forma stabilita de catre Directorat, in conformitate cu prevederile Legii nr. 31/1990 privind societatile, republicata, cu modificarile si completarile ulterioare („Legea Societatilor”)

Art. 10

Actiunile sunt indivizibile si au aceeaasi valoare nominala de 9,3 RON fiecare.

Art. 11

Toate actiunile confera actionarilor titulari aceleasi drepturi si obligatii. Banca va putea emite categorii de actiuni care sa confere respectivilor titulari drepturi diferite, potrivit prevederilor Legii Societatilor.

Art. 12

Fiecare actiune confera actionarului titular un drept de vot in Adunarea Generala a Actionarilor.

Art. 13

In baza aprobarii prealabile a Bancii Nationale a Romaniei si cu aprobarea Adunarii Generale a Actionarilor, Banca isi poate rascumpara actiunile in vederea reducerii capitalului social subscris cu respectarea numarului minim de actionari si a nivelului impus de capital social subscris.

CAPITOLUL VI
DREPTURILE SI OBLIGATIILE ACTIONARILOR

Art. 14

Actionarii au fata de Banca acele drepturi si obligatii care decurg din prezentul Act Constitutiv si din legislatia aplicabila.

Art. 15

Proportional cu participarea la capitalul social, fiecare actionar are, in principal, urmatoarele drepturi:

- (i) dreptul de a primi dividende in conformitate cu hotararea Adunarii Generale a Actionarilor; dreptul de a primi o parte din activul net, corespunzatoare numarului de actiuni detinute, in cazul dizolvării Bancii;
- (ii) dreptul de a participa la Adunarea Generala a Actionarilor, de a vota, de a alege si de a fi ales in organele de conducere ale Bancii;
- (iii) dreptul de a fi informat cu privire la bilantul contabil al Bancii;
- (iv) dreptul de preferinta la dobandirea actiunilor in cadrul unei majorari a capitalului social, conform prevederilor Legii Societatilor.

Art. 16

Actionarii sunt tinuti raspunzatori fata de Banca pentru plata capitalului social subscris.

Art 17

Detinerea de actiuni presupune acceptarea de catre respectivul actionar a Actului Constitutiv al Bancii, cu toate modificarile ulterioare ale acestuia, precum si acceptarea hotararilor adoptate in mod valabil de catre Adunarea Generala a Actionarilor.

CAPITOLUL VII TRANSFERUL ACTIUNILOR

Art. 18

Transferul dreptului de proprietate asupra actiunilor emise de Banca va deveni efectiv la data declaratiei facuta in registrul actionarilor semnata de cesionar si cedent sau de catre mandatarii lor. Astfel de declaratie va fi operata in registrul actionarilor de catre persoanele autorizate expres in acest sens.

De asemenea, dreptul de proprietate asupra actiunilor emise de Banca va putea fi transmis prin conventie de transfer de actiuni incheiata in forma autentica. Cu toate acestea, o astfel de conventie de transfer de actiuni incheiata in forma autentica va produce efecte fata de Banca numai din momentul in care Banca, prin persoanele autorizate expres in acest sens, va opera modificarile respective in registrul actionarilor de indata ce va primi conventia de transfer de actiuni incheiata in forma autentica. Responsabilitatea Bancii cu privire la transferul de actiuni nu poate interveni decat in situatia in care toate conditiile de mai sus sunt indeplinite.

CAPITOLUL VIII

ADUNAREA GENERALA A ACTIONARILOR

Art. 19

Adunarea Generala a Actionarilor este alcatuita din toti actionarii. Adunarea Generala a Actionarilor poate fi ordinara sau extraordinara.

Art. 20

Adunarile Generale ordinare si extraordinare ale Actionarilor se vor desfasura la sediul social al Bancii sau in orice alt loc mentionat in convocator.

Art. 21

21.1. Sedintele Adunarii Generale a Actionarilor vor fi convocate de catre Directorat sau de catre Consiliul de Supraveghere, in conformitate cu prevederile legale in vigoare.

21.2. Adunarile Generale ale Actionarilor vor avea loc cel mai devreme in 30 (treizeci) de zile de la publicarea convocatorului in Monitorul Oficial si intr-un ziar de larga raspandire in localitatea unde se afla sediul social al Bancii, in conformitate cu prevederile Legii Societatilor. Convocatorul va mentiona locul si data sedintei, ordinea de zi a acesteia, precum si textul complet al propunerilor de modificare a Actului Constitutiv. Convocatorul poate contine de asemenea si data si ora unei a doua adunari, in cazul in care prima adunare nu se poate tine. Convocarea Adunarii Generale a Actionarilor prin orice alt mod, inclusiv, dar fara a se limita la scrisoare recomandata, este interzisa.

21.3. Directoratul va convoca de indata Adunarea Generala a Actionarilor la solicitarea in scris a actionarilor reprezentand cel putin 5% din capitalul social al Bancii.

21.4. Conditii de Cvorum si de Vot

Conditile de Cvorum si de Vot pentru sedintele Adunarii Generale a Actionarilor sunt cele stabilite de Legea Societatilor.

Art. 22 Votul in Adunarea Generala a Actionarilor este deschis, cu exceptia situatiilor in care votul secret este prevazut de Legea Societatilor Comerciale

Art. 23 Actionarii pot fi reprezentati in Adunarea Generala a Actionarilor de catre alti actionari sau de catre alte persoane in baza unei procuri speciale, in conformitate cu prevederile Legii Societatilor.

Art. 24

24.1. Orice actionar care intr-o anumita chestiune, fie personal, fie in calitate de reprezentant al unei alte persoane, are interese contrare intereselor Bancii, trebuie sa se abtina de la votul privind aceasta chestiune.

24.2. Hotararile Adunarii Generale sunt obligatorii atat pentru actionarii care nu au participat cat si pentru cei care au votat impotriva hotararii luate si pot fi contestate in

conformitate cu prevederile Legii Societatilor Comerciale.

24.3. Adunarea Generala Ordinara a Actionarilor va fi convocata cel putin o data pe an, in cel mult 5 (cinci) luni de la incheierea exercitiului financiar (sau in cadrul oricarui alt termen dupa cum va fi necesar potrivit prevederilor legale aplicabile), precum si oricand trebuie adoptate decizii de competenta acesteia, in conformitate cu legea sau cu prevederile prezentului Act Constitutiv.

24.4. Adunarea Generala Extraordinara a Actionarilor va fi convocata oricand trebuie adoptate decizii de competenta sa legala sau statutara.

24.5. Atributiile Adunarii Generale Ordinare a Actionarilor sunt cele stabilite in Legea Societatilor.

24.6. Atributiile Adunarii Generale Extraordinare a Actionarilor sunt cele stabilite in Legea Societatilor, cu exceptia urmatoarei atributii care este delegata Directoratului:

- (i) completarea obiectului de activitate al Bancii, avand obligatia de a raporta corespunzator Consiliului de Supraveghere;

CAPITOLUL IX

CONSILIUL DE SUPRAVEGHERE

Art 25

25.1. Consiliul de Supraveghere este organul statutar al Bancii responsabil pentru supravegherea si controlul Bancii, in special pentru supravegherea exercitarii mandatului Directoratului si conducerii activitatii Bancii.

25.2. Consiliul de Supraveghere va fi alcatuit din minim 3 (trei) si maxim 9 (noua) membri alesi de catre Adunarea Generala a Actionarilor Bancii, persoane fizice de cetatenie romana sau straina, numiti pentru mandate de maximum 3 (trei) ani de la numire, cu posibilitatea de a fi realesi. Cel putin un membru trebuie sa fie independent. In cazul vacantei unui post de membru in Consiliul de Supraveghere care duce la scaderea numarului membrilor Consiliului de Supraveghere sub 3 (trei), Adunarea Generala a Actionarilor va fi convocata fara intarziere pentru completarea locurilor vacante.

25.3. Fiecare membru al Consiliului de Supraveghere va incheia o asigurare pentru raspundere profesionala, in conformitate cu prevederile legale aplicabile.

25.4. Membrii Consiliului de Supraveghere nu pot fi concomitent membri ai Directoratului. De asemenea, ei nu pot cumula calitatea de membru in Consiliul de Supraveghere cu cea de salariat al Bancii.

Art. 26

26.1. Consiliul de Supraveghere este condus de un Presedinte ales de catre Consiliul de

Supraveghere dintre membrii sai. Consiliul de Supraveghere poate, deasemenea, sa aleaga dintre membrii sai si un Vicepresedinte. In cazul vacantei unui post de membru in Consiliul de Supraveghere, Consiliul poate proceda la numirea unui membru provizoriu pana la intrunirea Adunarii Generale a Actionarilor.

26.2. Consiliul de Supraveghere va crea un Comitet de Audit si orice alte comitete consultative in situatia in care acestea sunt cerute de lege sau considerate necesare de catre Consiliu in conformitate cu prevederile legale aplicabile. Fiecare dintre aceste comitete va fi compus din cel putin 2 (doi) membri ai Consiliului de Supraveghere. Cel putin un membru al fiecarui comitet astfel infiintat trebuie sa fie membru independent al Consiliului de Supraveghere. Astfel de comitete pot fi insarcinate cu desfasurarea de investigatii si cu elaborarea de recomandari pentru Consiliu. Reglementarea competentelor, organizarii, componentei si modalitatii de adoptare a hotararilor va fi detaliata in Regulamentele de Functionare ale acestor comitete aprobate de catre Consiliul de Supraveghere.

Art. 27

27.1. Consiliul de Supraveghere decide asupra tuturor aspectelor prevazute in competenta sa de prevederile legale aplicabile.

27.2. Sedintele Consiliului de Supraveghere vor fi tinute oricand este necesar, dar cel putin o data la trei luni, fie la sediul social al Bancii, fie in oricare alt loc, in Romania sau in strainatate. Oricare dintre membrii Consiliului de Supraveghere poate autoriza alt membru al Consiliului de Supraveghere sa il reprezinte la sedintele Consiliului. Un membru prezent poate reprezenta un singur membru absent.

27.3. Membrii Directoratului pot fi convocati la sedintele Consiliului de Supraveghere. Membrii Directoratului nu au drept de vot in cadrul sedintelor Consiliului de Supraveghere. Reglementarea organizarii, convocarii sedintelor si modalitatile de adoptare a hotararilor Consiliului de Supraveghere va fi detaliata in Regulamentul de Functionare al Consiliului de Supraveghere.

27.4. Sedintele Consiliului de Supraveghere se pot desfasura in mod valabil la sediul sau in afara sediului din Romania sau in strainatate, prin oricare modalitati de comunicare, prin care toti membrii Consiliului de Supraveghere sa se poata vedea si auzi simultan.

27.5. In situatii extraordinare, sedintele Consiliului de Supraveghere se pot desfasura in mod valabil la sediul sau in afara sediului din Romania sau in strainatate, prin oricare modalitati de comunicare, prin care toti membrii Consiliului de Supraveghere sa se poata auzi simultan.

27.6 Conditii de Cvorum si de Vot

Conditii de Cvorum si de Vot pentru sedintele Consiliului de Supraveghere sunt cele stabilite de Legea Societatilor.

Art.27.7.

In afara competentelor sale generale de supraveghere si control a activitatii Bancii, Consiliul de Supraveghere va avea urmatoarele competente:

(i) sa supravegheze implementarea hotararilor luate de catre Adunarea Generala a Actionarilor si sa indeplineasca orice alte atributii delegate in mod expres de catre Adunarea Generala a Actionarilor;

(ii)sa aprobe strategia de ansamblu si liniile directoare ale Bancii;

(iii)sa aprobe situatiile financiare si propunerea Directoratului privind distribuirea profitului sau acoperirea pierderilor inainte de a fi supuse spre aprobare Adunarii Generale a Actionarilor de catre Directorat si sa inainteze Adunarii Generale a Actionarilor opinia sa asupra acestora.

(iv)sa aprobe propunerea Comitetului de Audit de numire a auditorului financiar inainte de a fi supusa aprobarii Adunarii Generale a Actionarilor de catre Directorat si sa aprobe remuneratia auditorului financiar urmare a propunerii Directoratului facuta Comitetului de Audit;

(v)sa aprobe in prealabil bugetul de venituri si cheltuieli al Bancii si, dupa caz, programul de activitate pentru urmatorul an financiar, elaborate de catre Directorat;

(vi)sa aprobe deschiderea si inchiderea de filiale in Romania si in strainatate si deschiderea si inchiderea de sedii secundare in strainatate;

(vii)sa propuna Adunarii Generale a Actionarilor emiterea oricaror categorii de actiuni si obligatiuni pe baza propunerii Directoratului;

(viii)sa numeasca si sa revoce membrii Directoratului si sa aleaga dintre membrii astfel numiti, Presedintele Directoratului;

(ix)sa numeasca membrii temporari in caz de vacanta a postului in cadrul Consiliului de Supraveghere sau Directoratului pana la numirea de catre Adunarea Generala a Actionarilor a noilor membri ai Consiliului de Supraveghere, respectiv pana la expirarea mandatului Directoratului;

(x)sa aprobe numirea, revocarea sau stabilirea remuneratiei conducatorului departamentului de audit intern de catre Directorat;

(xi)sa aprobe Regulamentul de Functionare al Directoratului si cel al Consiliului de Supraveghere;

(xii)sa numeasca membrii comitetelor la nivel operational, cum ar fi Comitetul de Audit sau oricare alte comitete create de catre Consiliul de Supraveghere;

xiii. sa organizeze cadrul aferent controlului intern al bancii conform reglementarilor in vigoare;

xiv. sa raspunda in scris la notificarile actionarilor care isi exercita dreptul lor de control cu privire la conducerea bancii.

xv.Sa aprobe orice delegare catre Directorat a competentelor de mai sus, in conditiile prevazute de legislatia aplicabila.

CAPITOLUL X DIRECTORATUL

Art. 28

28.1. Directoratul este organul statutar al bancii responsabil pentru conducerea tuturor activitatilor bancii, incluzand monitorizarea si controlul realizarii obiectivelor de afaceri ale bancii. Directoratul ia decizii asupra oricarui aspect al activitatii bancii, cu exceptia situatiilor in care aceste decizii sunt rezervate altor organe in conformitate cu prevederile legale si prezentul Act Constitutiv.

28.2. Directoratul va fi compus dintr-un numar cuprins intre trei si sapte (3-7) membri. Numarul membrilor Directoratului trebuie sa fie intotdeauna impar. Membrii Directoratului pot fi persoane fizice de cetatenie romana sau straina si vor fi alesi de catre Consiliul de Supraveghere pentru un mandat de 3 (trei) ani cu posibilitatea de reelegere. Consiliul de Supraveghere va numi Presedintele Directoratului, care in acelasi timp va detine functia de Presedinte Executiv (Chief Executive Officer). Membrii Directoratului pot fi revocati oricand de catre Consiliul de Supraveghere. In caz de vacanta a postului, Consiliul de Supraveghere va proceda fara intarziere la desemnarea unui nou membru pe durata ramasa pana la expirarea mandatului Directoratului.

28.3. Fiecare membru al Directoratului va incheia o polita de asigurare de raspundere profesionala, in conditiile prevazute de legislatia aplicabila in vigoare.

28.4. Directoratul va avea in special urmatoarele competente si responsabilitati:

(i) sa respecte si sa asigure implementarea hotararilor adoptate de Adunarea Generala a Actionarilor si ale Consiliului de Supraveghere si sa isi exercite atributiile expres delegate de catre Adunarea Generala a Actionarilor si de catre Consiliul de Supraveghere;

(ii) sa prezinte Consiliului de Supraveghere in vederea aprobarii prealabile si sa supuna aprobarii Adunarii Generale a Actionarilor situatiile financiare si propunerile privind distribuirea profitului sau acoperirea pierderilor, precum si raportul Directoratului;

(iii) sa propuna si sa supuna aprobarii Adunarii Generale a Actionarilor bugetul de venituri si cheltuieli al bancii, precum si planul de activitate pentru anul financiar urmator aprobat de catre Consiliul de Supraveghere;

(iv) sa aprobe deschiderea si inchiderea de sedii secundare in Romania, raportand corespunzator Consiliului de Supraveghere;

(v) sa revizuiasca si sa inainteze Comitetului de Audit propunerea privind numirea auditorului financiar, sa incheie contracte cu auditorii financiari, membri ai Camerei Auditorilor Financiari din Romania sau cu societati internationale de audit financiar aprobate de catre Camera Auditorilor Financiari din Romania, in vederea auditarii situatiilor financiare ale bancii aprobate de catre Adunarea Generala a Actionarilor;

(vi) sa aprobe creditele acordate persoanelor aflate in relatii speciale cu banca, in conformitate

cu reglementarile Bancii Nationale a Romaniei si cu oricare prevederi legale aplicabile;

(vii)sa incheie polite de asigurare pentru banca prin intermediul unei societati de asigurari impotriva riscului de terorism, talharie, pentru raspunderea directorilor si salariatilor bancii si impotriva oricaror altor riscuri specifice activitatii bancii;

(viii)sa stabileasca si sa aprobe directivele operationale, procedurile si regulile interne ale bancii in conformitate cu liniile directoare ale Holdingului si reglementarile aplicabile, cu exceptia celor stabilite in alt mod de catre prezentul Act Constitutiv;

(ix)sa pregateasca si sa implementeze planurile de afaceri anuale si pe termen lung, planurile financiare si planurile strategice ale bancii in conformitate cu prevederile legale in vigoare si cu cele ale Actului Constitutiv;

(x) sa elaboreze strategia de ansamblu si liniile directoare ale Bancii;

(xi)sa stabileasca politica de creditare anuala si politica de investitii in conformitate cu politica generala economica a bancii si cu liniile directoare ale Holdingului;

(xii)sa organizeze cadrul aferent controlui intern al bancii conform reglementarilor in vigoare;

(xiii)sa aprobe regulile privind semnaturile autorizate ale bancii, precum si competentele membrilor Directoratului si ale celorlalti angajati cu privire la acestea;

(xiv)sa stabileasca functiile si limitele salariale ale angajatilor bancii, precum si sistemul de acordare a bonusurilor, stimulentei sau altor asemenea drepturi pentru angajati si sa aprobe nivelul salariilor, bonusurilor, facilitatilor si altor stimulente asa cum acestea sunt stabilite in bugetul aprobat al bancii;

(xv)sa aplice sanctiuni administrative si disciplinare salariatilor bancii si/sau sa delege aceasta atributie in conformitate cu procedurile si regulile interne ale bancii si in conformitate cu prevederile legale aplicabile in vigoare;

(xvi)sa aprobe si sa revoce numirea directorilor si directorilor adjuncti ai departamentelor, directorilor si directorilor adjuncti ai sediilor secundare ale bancii si/sau sa delege aceasta atributie in conformitate cu procedurile si regulile interne ale bancii si in conformitate cu prevederile legale aplicabile in vigoare;

(xvii)sa aprobe emiterea de catre Banca in nume propriu a oricaror garantii, garantii de participare sau de buna executie sau orice alte instrumente de credit similare sau scrisori de confort(altele decat garantiile emise in legatura cu angajamentele asumate in cursul normal al activitatii prin intermediul creditelor comerciale curente) cu o valoare mai mare de 5.000.000 euro sau echivalentul acestei sume, numai cu informarea prealabila a Consiliului de Supraveghere.

(xviii)sa aprobe strategia si nivelul dobanzilor, comisioanelor, taxelor, tarifelor si al oricaror altor comisioane similare, in masura in care reprezinta o schimbare importanta in comparatie cu comisioanele folosite anterior;

(xix) sa aprobe orice tip de facilitate de creditare in RON si in moneda straina, incluzand emiterea de scrisori de garantie, avaluri, scontarea de efecte de comert, de acreditive, forfetari, cumpararea de obligatiuni si alte titluri de valoare pentru un singur debitor, care

cumulat cu angajamentele existente ale acestuia, depasesc pentru un singur debitor o expunere de 10% din fondurile proprii ale Bancii (denumita in continuare „Expunere mare”) , sau majoreaza o astfel de Expunere Mare, in limitele prevazute de lege si de prezentul Act Constitutiv. Orice astfel de Expunere Mare sau majorare a acesteia va fi raportata Consiliului de Supraveghere trimestrial. Aprobarea oricarei facilitati de credit acordate unui singur debitor, care cumulata cu toate obligatiile curente ale acestuia reprezinta o expunere sub 10% din fondurile proprii ale bancii poate fi delegata de catre Directorat in conditiile legii si in conformitate cu reglementarile interne;

(xx)sa aprobe masurile necesare pentru recuperarea creditelor neperformante, inclusiv prin dare in plata, prin conversia creantelor in actiuni ale societatii comerciale debitoare precum si orice alta metoda pentru incasarea totala sau partiala a creantelor si/sau delegarea acestei atributii in conformitate cu reglementarile interne;

(xxi)sa analizeze portofoliul de credite si provizioanele de risc; evolutia portofoliului de credite neperformante, realizarea indicatorilor de buget; investitiile; activitatea sediilor secundare in ansamblu; situatia si evolutia anumitor conturi bilantiere care influenteaza patrimoniul si profitabilitatea Bancii; si sa raporteze periodic catre Consiliul de Supraveghere in acest sens;

(xxii)sa aprobe folosirea anumitor provizioane specifice de risc precum si transferul creantelor care nu au fost incasate din activitatea bancara, inclusiv, dar fara a se limita la activitatea de creditare, la pierderi, in conformitate cu prevederile legale in vigoare;

(xxiii)sa aprobe inchirierea de bunuri mobile si imobile in conditiile legii si conform reglementarilor de Grup;

(xxiv)sa actualizeze obiectul de activitate al bancii ca efect al legii si/sau cerintelor Bancii Nationale a Romaniei si sa actualizeze in mod corespunzator Actul Constitutiv;

(xxv)sa completeze obiectul de activitate al Bancii, avand obligatia de a raporta corespunzator Consiliului de Supraveghere;

(xxvi)sa decida asupra oricarui aspect in conformitate cu prevederile legale aplicabile in vigoare si cu prevederile prezentului Act Constitutiv.

28.5. Orice sedinta a Directoratului va indeplini conditiile de cvorum in cazul in care majoritatea membrilor sai este prezenta la sedinta respectiva.

28.6. Sedintele Directoratului se mai pot desfasura in mod valabil si prin videoconferinta sau prin orice alt mijloc de comunicare cu conditia ca toate cerintele prevazute de Legea Societatilor si de Regulamentul de Functionare a Directoratului sa fie indeplinite.

In situatii extraordinare, deciziile Directoratului vor putea fi adoptate in mod valabil si prin vot unanim exprimat in scris al membrilor sai, fara a fi necesara o intrunire, cu conditia ca toate cerintele prevazute de Legea Societatilor si de Regulamentul de Functionare a Directoratului sa fie indeplinite.

28.7. Directoratul va decide cu privire la toate chestiunile care intra in competenta sa pe baza votului pozitiv al majoritatii membrilor care participa la respectiva sedinta.

28.8. Sedintele Directoratului vor fi tinute oricand este necesar, dar cel putin odata pe luna, la sediul social al Bancii sau in orice alt loc, in conformitate cu conditiile prevazute in Legea

Societatilor, in prezentul Act Constitutiv si in Regulamentul de Functionare a Directoratului.

28.9. Membrii Directoratului pot fi reprezentati la sedintele Directoratului de catre alti membri ai Directoratului in baza unei procuri special emisa in acest scop. Un membru prezent nu poate reprezenta decat un singur membru absent.

CAPITOLUL XI STRUCTURA ORGANIZATORICA

Art.29

29.1. Desfasurarea activitatilor bancare si a serviciilor care asigura desfasurarea activitatilor bancare, precum si managementul acestora, cu exceptia responsabilitatilor organelor statutare, sunt organizate in sediul central si sediile secundare ale Bancii.

29.2. In cadrul sediului central se asigura pregatirea documentelor necesare in procesul de luare a deciziilor de catre organele statutare ale Bancii, se organizeaza implementarea deciziilor conform instructiunilor Directoratului, se indeplinesc atributiile centralizate specifice serviciilor care sustin desfasurarea activitatilor bancare si desfasoara activitatile specific bancare, in cadrul stabilit de Directorat. Sediul central se afla la sediul social al Bancii.

29.3 Sediile secundare desfasoara activitatile cu care sunt investite de Directorat, activitatile specific bancare si serviciile care sustin desfasurarea acestora, in conformitate cu obiectul de activitate.

29.4 Structura organizatorica a sediului central si a sediilor secundare, atributiile, competentele, responsabilitatile unitatilor organizatorice, angajatii si competentele pe fiecare nivel de conducere sunt guvernate de regulamentele si procedurile interne intocmite in conformitate cu liniile directoare ale Holdingului si reglementarile aplicabile, incluzand dar fara a se limita la:

- (i) Regulamentul de Functionare (documentul ce stabileste structura organizatorica, competentele si responsabilitatile fiecarei structuri);
- (ii) Sistemul competentelor delegate aprobat si revizuit periodic de Directorat, in conformitate cu Actul Constitutiv si prevederile legale in vigoare.

29.5 Atributiile si obiectul de activitate ale sediilor secundare si sediului central ca nivele de conducere sunt determinate de regulamentele si procedurile interne mentionate anterior, cu respectarea prevederilor legale in vigoare, de o asa maniera incat atributiile si responsabilitatile pentru managementul riscului pe de o parte si pentru activitatile de afaceri pe de alta parte, sunt separate, in conformitate cu cadrul legal si de reglementare. Cerintele liniilor directoare ale Holdingului vor fi reflectate in organizarea si acordarea atributiilor sediului central si ale sediilor secundare, precum si ale unitatilor organizatorice interne ale Bancii, cu conditia respectarii prevederilor legale in vigoare

29.6 Organul de conducere trebuie sa se asigure ca in cadrul grupului Bancii exista un cadru adecvat de administrare a activitatii si ca acesta este corespunzator structurii, activitatii si riscurilor aferente grupului si entitatilor acestuia.

CAPITOLUL XII REGULI DE REPREZENTARE

Art. 30 In operatiunile sale curente si in raporturile cu tertii, Banca va fi angajata prin semnaturile oricaror doi membri ai Directoratului sau prin semnaturile a doi salariati ai Bancii imputerniciti in acest scop de catre oricare doi membri ai Directoratului.

CAPITOLUL XIII EVIDENTELE CONTABILE SI BILANTUL CONTABIL

Art. 31

Banca va tine toate evidentele cerute de legea aplicabila.

Art. 32

Banca va constitui toate rezervele necesare, in conformitate cu legea aplicabila

CAPITOLUL XIV REPARTIZAREA PROFITULUI SI STABILIREA PIERDERILOR

Art. 33

33.1 Profitul Bancii dupa impozitare, asa cum este prevazut in bilantul contabil aprobat de Adunarea Generala a Actionarilor, va fi distribuit in conformitate cu reglementarile si hotararile Adunarii Generale a Actionarilor, precum si cu legea aplicabila.

33.2 In situatia in care Banca raporteaza o pierdere in anul financiar curent, Adunarea Generala a Actionarilor este obligata sa inregistreze pierderea respectiva cu ocazia aprobarii situatiilor financiare, in conformitate cu prevederile legale.

CAPITOLUL XV DIZOLVAREA SI LICHIDAREA

Art. 34

Banca va fi dizolvata in oricare dintre urmatoarele imprejurari:

- expirarea duratei pentru care a fost infiintata Banca, in cazul in care o anumita durata a fost stabilita;
- imposibilitatea indeplinirii obiectului de activitate al Bancii;
- prin hotararea Adunarii Generale a Actionarilor;
- faliment;
- reducerea capitalului social si a fondurilor Bancii cu cel putin 50% sau la un nivel la care Banca, in conformitate cu reglementarile bancare din Romania in vigoare la acel

moment, nu indeplineste cerintele legale privind capitalul social subscris minim;

- reducerea (pentru o perioada de cel putin 9 luni) numarului minim de actionari prevazut de legea aplicabila;
- in orice alte cazuri prevazute de legislatia aplicabila.

Art. 35

Lichidarea Bancii se va face in conformitate cu prevederile Legii Societatilor si cele ale reglementarilor aplicabile emise de Banca Nationala a Romaniei, de catre un lichidator numit in conformitate cu prevederile legate aplicabile.

CAPITOLUL XVI DISPOZITII FINALE

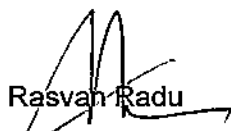
Art. 36 Prezentul Act Constitutiv poate fi modificat in orice moment pe baza unei hotarari a Adunarii Generale a Actionarilor, cu respectarea prevederilor legale si a prezentelor dispozitii.

Art 37 Prezentul Act Constitutiv va fi completat cu toate dispozitiile legale aplicabile.

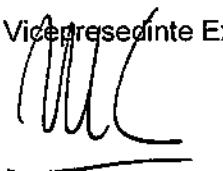
Art. 38 Procesele verbale ale sedintelor tinute de catre oricare dintre organele de conducere ale Bancii specificate in acest Act Constitutiv, deciziile adoptate de respectivele organe, precum si materialele transmise si/sau prezentate acestor organe (inclusiv ordinea de zi) vor fi redactate in limba engleza sau, daca este impus de legislatia aplicabila, in limba romana cu o traducere in limba engleza. In caz de neconcordanza intre versiunea in limba romana si cea in limba engleza, versiunea in limba romana va prevala.

Art. 39 Acest Act Constitutiv a fost intocmit in limba romana si limba engleza. In caz de neconcordanza intre versiunea in limba romana si cea in limba engleza, versiunea in limba romana va prevala.

22.03.2018


Rasvan Radu
Presedinte Executiv

Marco Cravario
Prim Vicepresedinte Executiv



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 2018 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.

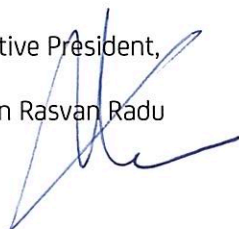
The persons responsible for the management of the Group assume responsibility for the production of the “Consolidated and Separate Financial Statements” at 31st December 2018.

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

