

## NOTE TO SHAREHOLDERS

Considering the calling by the Management Board of UniCredit Bank S.A. ("The Bank"), for February 21, 2022, of the Ordinary General Meeting of Shareholders having on the agenda the prolongation of the mandates of two members of the Bank's Supervisory Board and the appointment of a new member of the Bank's Supervisory Board to fill the remaining position vacancy following the resignation of Mr. Niccolo Ubertalli on 07.09.2021,

Having regard to the responsibility of the Bank and of the Nomination Committee of the Bank in connection with the above-mentioned matters, proposed for decision to the Ordinary General Meeting of Shareholders of the Bank,

We hereby inform you, in accordance with the provisions of art. 67<sup>99</sup> al. (3) and of art. 67<sup>102</sup> of the NBR Regulation no. 5/2013 on prudential requirements for credit institutions, that:

- The members of the Bank's Management Body must at all times comply with the requirements of adequacy, both individually and collectively, as set out in the legislation applicable to credit institutions;
- The Bank's Nomination Committee re-assessed the suitability (i) at the individual level, of Mr. Pasquale Giamboi and of Mr. Faik Huseyin Acikalin as members of the Bank's Supervisory Board, in the context of the proposed prolongation of their mandates and (ii) collectively, of the Supervisory Board, in the context of the prolongation of these mandates, the result of the re-evaluation being a positive one, without recommendations formulated by the competent body, **Mr. Pasquale Giamboi and Mr. Faik Huseyin Acikalin meeting all the suitability criteria required by applicable law;**
- The Bank's Nomination Committee carried out the initial assessment of the suitability (i) at the individual level, of Ms. Teodora Aleksandrova Petkova, in the context of her nomination as member of the Bank's Supervisory Board and (ii) collectively, of the Supervisory Board, in the context of this appointment, the evaluation result being a positive one, in line with the recommendations made by the Nomination Committee following the annual reassessment of the suitability of the Bank's Management Body, **Ms. Teodora Aleksandrova Petkova fulfilling all the suitability criteria provided by the applicable legislation.**

Considering the above and taking into account the results of the annual re-assessment process, at individual level, of the suitability of the members of the Bank's Management Body, as well as of the suitability of the Management Body, at collective level:

1. All members of the Management Body of the Bank (respectively members of the Management Board and members of the Supervisory Board), including Ms. Teodora Aleksandrova Petkova, proposed to be appointed as a member of the Supervisory Board:

- have a good reputation, honesty and integrity;
- have sufficient knowledge, skills and experience to perform their responsibilities in relation to the functions performed within the Bank;
- are able to exercise their responsibilities with honesty, integrity and independent thinking;

- have the ability to allocate enough time to perform their duties.

2. The Management Body of the Bank, at collective level:

- has sufficient knowledge and experience in all areas of the Bank's business and an adequate understanding of the areas for which members are jointly and severally liable, as well as the skills to effectively manage, supervise and lead the Bank;

- complies with the legal and internal requirements regarding the maximum number of mandates held by the members of the Management Body;

- reflect diversity and appropriate composition (in terms of gender, age, geographical origin and training or professional experience), the recommendations of the Bank's Nomination Committee regarding (i) the profile of experience and training of the successor to the vacant position of member of the Supervisory Board and (ii) adjusting the composition of the Audit Committee and the Risk Management Committee, being observed / implemented;

- is properly trained to ensure full knowledge and understanding of the Bank's activities and the regulatory and business environment, following the implementation of the Nomination Committee's recommendations for defining individualized training programs for members of the Management Body;

- has a sufficient number of independent members on the Supervisory Board of the Bank and, consequently, on the committees subordinated to the Supervisory Board.

Supervisory Board of UniCredit Bank S.A.

L'UBOSLAVA URAM

Vice-Chairman of the Supervisory Board

Member of the Nomination Committee

01.02.2022