FIRST SUPPLEMENT DATED 7 NOVEMBER 2023 TO THE BASE PROSPECTUS APPROVED BY THE FSA THROUGH DECISION NO. 1654/12.12.2022



UNICREDIT BANK S.A.

(a joint-stock company incorporated in Romania)

EUR 200,000,000 Euro Medium Term Note Programme

This Supplement (the "**First Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus approved by the Financial Supervisory Authority (the "**Base Prospectus**"), prepared by UniCredit Bank S.A. (the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to EUR 200,000,000 in aggregate principal amount of notes ("**Notes**").

Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this First Supplement.

This First Supplement has been approved on 7 November 2023 by the Financial Supervisory Authority (the "FSA") which is the Romania Competent Authority for the purposes of Regulation (EU) 2017/1129 (the "EU Prospectus Regulation"), as a base prospectus supplement issued in compliance with the EU Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of the Notes by the FSA. Investors should make their own assessment as to the suitability of investing in the Notes.

This First Supplement will be published in electronic form on the website of the Bucharest Stock Exchange (www.bvb.ro) and on the website of the Issuer (www.unicredit.ro). For the avoidance of doubt, the content of the aforementioned websites does not form part of this First Supplement, unless that information is explicitly incorporated by reference into this First Supplement.

THIS SUPPLEMENT HAS BEEN APPROVED BY THE FSA. THE APPROVAL BY THE FSA OF THIS SUPPLEMENT DOES NOT CONSTITUTE A GUARANTEE OR ANY KIND OF ASSESSMENT BY THE FSA WITH REGARD TO THE OPPORTUNITY, THE ADVANTAGES OR DISADVANTAGES, THE PROFIT OR RISKS INVOLVED IN ACCEPTING THE OFFERING, THE OBJECT OF THE APPROVAL DECISION. THE APPROVAL CERTIFIES ONLY THE CONFORMITY OF THIS SUPPLEMENT WITH THE LEGAL REQUIREMENTS AND THE RULES ADOPTED FOR THE APPLICATION THEREOF.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this First Supplement and declares that, to the best of its knowledge, the information contained in this First Supplement is, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this First Supplement or any statement incorporated by reference into the Base Prospectus by this First Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this First Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Neither the Arranger, the Dealers nor any other person mentioned in the Prospectus or this First Supplement (other than the Issuer) has independently verified the information contained in this First Supplement, or any Final Terms or any other document incorporated herein by reference. Accordingly, none of these persons makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information contained or incorporated in this First Supplement or any other information provided by the Issuer in connection with the Notes. Neither this First Supplement nor any other information supplied in connection with the Programme or any Notes nor any other financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer or the Dealers that any recipient of this First Supplement or any recipient of any other information supplied in connection with the Programme or any Notes or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this First Supplement and any purchase of Notes should be based upon such investigation as it deems necessary. None of the Dealers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by the Prospectus nor to advise any investor or prospective investor in the Notes of any information coming to the attention of any of the Dealers.

The amendments included in this First Supplement shall only apply to any Final Terms, the date of which falls on or after the approval date (i.e., 7 November 2023) of this First Supplement.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this First Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

A. RISK FACTORS

On page 9 of the Base Prospectus, the risk factor "Compliance Risk (including reputational risks)" shall be replaced by the following:

Compliance Risk (including reputational risks)

The Issuer operates in a highly regulated industry. Any breach or non-observance of the legislation and regulatory framework, contracts, antitrust or competition law, recommended practices or ethical standards by the Issuer or its Group may lead to fines, damages and/or termination of contracts or reputational damage, incurring the risk to register financial losses.

For example, on 1 November 2022, the Romanian Competition Council initiated inspections at the headquarters of all of the ten credit institutions that participate in the ROBOR/ROBID calculation (including the Issuer), as part of an investigation to assess whether such credit institutions have agreed to set the interest rate at a specific level.

In addition, in September 2023 the Competition Council carried out a dawn raid at the headquarters of ten other credit institutions, the Credit Bureau and the Romanian Banks' Association in relation to consumers' access to loans. The Competition Council's investigation was focused on the method of calculating the clients' FICO (Fair Isaac Corporation Score) credit scoring, used for determining the creditworthiness of a consumer, in the process of granting consumer loans. Although the Issuer was not subject to the dawn raid and it does not use the FICO Score, the investigation launched by the Competition Council extended over the Issuer as well due to the fact that the Issuer (alongside other seventeen credit institutions) is a shareholder of the Credit Bureau.

Separately, in March 2023, the National Authority for Consumer Protection ("NACP") carried out certain inspections over 18 banks in relation to the loans granted to individual clients and the repayment mechanics / calculation of interest rates under such loans. NACP concluded that the inspected banks had been using allegedly misleading commercial practices by not flagging more clearly to their clients the structure of the monthly repayment instalments (i.e. that interest represented a higher amount than the principal within the monthly instalments). Consequently, the Issuer (similarly to the other 17 credit institutions) was sanctioned with a fine of RON 50,000 (approximately EUR 10,000) and was ordered to stop the alleged misleading commercial practices individuals both in relation to the on-going loans in its portfolio and in relation to any future loans to individuals. The Issuer challenged these decisions in court and in September 2023 obtained the suspension of the application of these measures, pending the court's trial on the merits.

In addition, there is also an ongoing inspection of NACP on local credit institutions in relation to the loan agreements concluded with consumers between 2004-2010, aimed to verify mainly the advertising of such loans, the manner in which the loans were granted and concluded and the information provided to consumers in relation to specific risks associated with loan. According to the media, the inspection may extend in the future in relation to loan agreements concluded after 2010 until the present days.

Antitrust, competition and consumer protection proceedings, if determined adversely, may lead to significant fines, penalties or other adverse consequences and may damage the Issuer's reputation. Furthermore, based on the findings of these proceedings, plaintiffs could seek compensation for any alleged damages as a result of anticompetitive or misleading business practices of the relevant credit institution. The occurrence of such events may have a material adverse effect on the Issuer's business, future lending policies and loan portfolio, results of operations and financial condition.

On page 11 of the Base Prospectus, the risk factor "Uncertain and unpredictable fiscal and financial policies" shall be replaced by the following:

Uncertain and unpredictable fiscal and financial policies

The Issuer's performance is significantly affected by changes in fiscal and financial policies in Romania. Demand stimulating policies, such as the successive increases of the minimum wage and the public sector wage increases, were successful in accelerating economic growth, but the potential growth remained limited, as public investments, especially in infrastructure is lagging behind. This growth driven mainly by private consumption could be the source of new internal and external macroeconomic imbalances. Pro-cyclical demand, unstable geopolitical context, energy crisis and unsustainable fiscal policies lead to inflationary pressures. Increases of tax rates or additional taxes by the Romanian Government or the Parliament could reduce the Issuer's profitability. For example, in addition to the 16 per cent. corporate income tax paid by credit institutions, a new tax on the turnover of credit institutions (amounting to 2 per cent. of the turnover of credit institutions in the financial years 2024 and 2025 and to 1 per cent. of the turnover of credit institutions with the financial year 2026) was enacted in October 2023 among other fiscal budgetary measures meant to ensure Romania's financial sustainability in the longer run. Such additional tax will directly affect the Issuer by reducing its after-tax profitability.

B. INFORMATION INCORPORATED BY REFERENCE

On page 20 of the Base Prospectus, the table below the heading "Information Incorporated by Reference" shall be supplemented with the following:

Document	Pages Incorporated
Consolidated and Separate Financial Statements for the financial year ended 31 December 2022	1-171
Independent Auditor's Report on the Consolidated and Separate Financial Statements for the financial year ended 31 December 2022	1-8
Unaudited Interim Condensed Consolidated and Separate Financial Statements as at 30 June 2023	1-86

C. TERMS AND CONDITIONS OF THE NOTES

On page 22 of the Base Prospectus, paragraph (a) of Condition 1 (Introduction) shall be replaced by the following:

(a) *Programme*: UniCredit Bank S.A. (the "**Issuer**") has established a Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to EUR 200,000,000 in aggregate principal amount of registered senior unsecured notes (the "**Notes**"), on the basis of the resolution of the Extraordinary General Meeting of Shareholders passed on 21 October 2022 and the resolution of the Extraordinary General Meeting of Shareholders passed on 27 October 2023.

D. PRESENTATION OF FINANCIAL AND OTHER INFORMATION

On pages 44-55 of the Base Prospectus, section "Presentation of Financial and other Information" shall be replaced with the following:

Summary of Financial Information

The following tables comprise the statement of financial position, statement of comprehensive income and cash flow statement information which are extracted from the audited consolidated and separate financial statements of the Issuer as at 31 December 2022 (the "**Annual Financial Statements**").

As stated in the notes to the Annual Financial Statements, the separate financial statements and the consolidated financial statements of the Issuer have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**").

The data in tables below presented for 31 December 2022 and 31 December 2021 were derived from the Annual Financial Statements published for 31 December 2022 and were not restated to reflect the restatement made in the Unaudited Interim Condensed Consolidated and Separate Financial Statements as at 30 June 2023 that is described in details under the second and third bullets of item (ii) of section "*Restatement of Interim Figures in the Unaudited Interim Condensed Consolidated and Separate Financial Statements as at 30 June 2023" at pages 13 -14 of this First Supplement.

Statement of financial position information as extracted from the Separate and Consolidated Financial Statements of the Issuer Group published for 31 December 2022

	UniCredit Bank 31 Decembe		UniCredit Ba	ank Group
	2022	2021	2022	2021
		(RON)		
Assets:				
Cash and cash equivalents	16,455,940,000	11,269,028,000	16,456,169,000	11,269,108,000
Financial assets at fair value through profit or loss	214,714,000	259,355,000	214,714,000	259,355,000
Derivatives assets designated as hedging instruments	310,229,000	12,249,000	310,229,000	12,249,000
Loans and advances to banks at amortized cost	399,455,000	493,611,000	399,455,000	493,611,000
Loans and advances to customers at amortized cost	31,054,544,000	27,427,573,000	32,849,251,000	29,395,410,000
Net lease receivables	11,342,000	-	3,788,693,000	3,635,303,000
Debt instruments at amortized cost	8,856,966,000	7,950,629,000	8,856,966,000	7,950,629,000
Other financial assets at amortized cost	250,620,000	209,956,000	319,475,000	241,250,000
Financial assets at fair value through other comprehensive income	1,920,172,000	1,675,069,000	1,922,518,000	1,677,415,000
Investment in subsidiaries	143,116,000	143,116,000	-	-
Property, plant and equipment	176,415,000	186,624,000	179,752,000	194,583,000
Right of use assets	181,355,000	162,870,000	199,230,000	168,672,000
Intangible assets	344,366,000	284,598,000	362,782,000	300,752,000
Current tax assets	-	-	8,109,000	568,000
Deferred tax assets	73,999,000	59,683,000	163,726,000	142,887,000
Other assets	50,866,000	41,138,000	175,767,000	218,841,000
Total assets	60,444,099,000	50,175,499,000	66,206,836,000	55,960,633,000
Liabilities:				
Financial liabilities at fair value through profit or loss	176,966,000	32,129,000	176,965,000	32,129,000
Derivatives liabilities designated as hedging instruments	262,514,000	66,812,000	262,514,000	66,812,000
Deposits from banks	1,050,418,000	666,990,000	1,050,418,000	666,990,000
Loans from banks	849,329,000	570,921,000	5,653,932,000	3,995,917,000
Deposits from customers	45,404,198,000	40,069,143,000	45,310,940,000	39,985,660,000

Debt securities issued	3,502,834,000	1,014,391,000	3,502,834,000	2,491,879,000
Other financial liabilities at amortized cost	1,239,449,000	434,967,000	1,307,973,000	508,155,000
Subordinated liabilities	836,761,000	835,325,000	945,604,000	944,183,000
Lease liabilities	193,362,000	164,895,000	198,403,000	168,791,000
Current tax liabilities	24,969,000	35,135,000	24,969,000	41,468,000
Provisions	250,737,000	216,201,000	250,064,000	220,124,000
Other non-financial liabilities	176,914,000	171,771,000	279,645,000	293,778,000
Total liabilities	53,968,451,000	44,278,680,000	58,964,261,000	49,415,886,000
Equity				
Share capital	1,177,748,000	1,177,748,000	1,177,748,000	1,177,748,000
Share premium account	621,680,000	621,680,000	621,680,000	621,680,000
Cash flow hedging reserve	(7,501,000)	(33,407,000)	(7,501,000)	(33,407,000)
Reserve on financial assets at fair value through other comprehensive income	(108,424,000)	(10,389,000)	(108,424,000)	(10,389,000)
Revaluation reserve on property, plant and equipment	17,177,000	14,122,000	17,177,000	14,122,000
Other reserves	399,973,000	365,616,000	399,973,000	365,616,000
Retained earnings	4,374,995,000	3,761,449,000	4,981,500,000	4,262,398,000
Total equity for parent company	6,475,648,000	5,896,819,000	7,082,153,000	6,397,768,000
Non-controlling interest	-	-	160,422,000	146,979,000
Total equity	6,475,648,000	5,896,819,000	7,242,575,000	6,544,747,000
Total liabilities and equity	60,444,099,000	50,175,499,000	66,206,836,000	55,960,633,000

Source: Audited Separate and Consolidated Financial Statements of the Issuer as at 31 December 2022.

Amounts are presented as included in the Separate and Consolidated Financial Statements of the Issuer's Group as at 31 December 2022.

Statement of comprehensive income information as extracted from the Separate and Consolidated Financial Statements of the Issuer Group published for 31 December 2022

	UniCredit	Bank	UniCredit Ba	nk Group
	31 December			
	2022	2021	2022	2021
		(RON	J)	
Interest income using effective interest rate method	2,158,078,000	1,266,445,000	2,428,686,000	1,563,024,000
Other interest income	10,000	-	142,630,000	130,503,000
Interest expense	(772,856,000)	(202,677,000)	(897,030,000)	(327,379,000)
Net interest income	1,385,232,000	1,063,768,000	1,674,286,000	1,366,148,000
Fee and commission income	621,832,000	519,788,000	680,157,000	574,290,000
Fee and commission expense	(237,423,000)	(173,517,000)	(252,427,000)	(187,107,000)
Net fee and commission income	384,409,000	346,271,000	427,730,000	387,183,000
Net income from instruments at fair value through profit and loss	347,795,000	325,436,000	347,676,000	325,423,000
Net gain/(loss) from foreign exchange	23,494,000	(7,760,000)	46,155,000	14,577,000
Fair value adjustments in hedge accounting	10,799,000	(651,000)	10,799,000	(651,000)
Net gain/(loss) from derecognition of financial assets measured at amortised cost	8,759,000	851,000	20,596,000	1,286,000

Net gain/(loss) from derecognition of financial	-	28,879,000	_	28,879,000
assets measured at FVTOCI Dividend income	33,184,000	2,229,000	3,196,000	2,229,000
Other operating income	12,577,000	10,680,000	8,780,000	9,451,000
Operating income	2,206,249,000	1,769,703,000	2,539,218,000	2,134,525,000
Personnel expenses	(463,572,000)	(412,116,000)	(525,288,000)	(467,557,000)
Depreciation and impairment of tangible assets	(100,048,000)	(92,663,000)	(109,209,000)	(100,520,000)
Amortization and impairment of intangible assets	(55,166,000)	(53,946,000)	(60,946,000)	(58,813,000)
Other administrative costs	(370,212,000)	(316,629,000)	(398,782,000)	(343,527,000)
Other operating costs	(11,072,000)	(10,711,000)	(17,355,000)	(38,329,000)
Operating expenses	(1,000,070,000)	(886,065,000)	(1,111,580,000)	(1,008,746,000)
Net impairment losses on financial instruments	(187,669,000)	(118,814,000)	(276,609,000)	(186,984,000)
Losses on modification of financial assets	207,000	(123,000)	207,000	(123,000)
Net operating income	1,018,717,000	764,701,000	1,151,236,000	938,672,000
Net impairment losses on non-financial assets	9,842,000	(11,449,000)	9,842,000	(11,449,000)
Net provision gains/ (losses)	(2,163,000)	921,000	4,108,000	25,917,000
Net gains/(loss) from other activities	-	78,000	-	(325,000)
Profit before tax	1,026,396,000	754,251,000	1,165,186,000	952,815,000
Income tax expense	(147,156,000)	(114,945,000)	(167,287,000)	(147,164,000)
Net profit for the year	879,240,000	639,306,000	997,899,000	805,651,000
Attributable to:				
Equity holders of the parent company	-	-	984,455,000	779,531,000
Non-controlling interests	-	-	13,444,000	26,120,000
Net profit for the year	-	-	997,899,000	805,651,000
Other comprehensive income, net of tax				
Items that will not be reclassified subsequently t	o profit or loss			
Re-measurement of defined benefit liability	2,268,000	142,000	2,268,000	142,000
Revaluation of property, plant and equipment	2,061,000	1,728,000	2,061,000	1,728,000
Movement in investment revaluation reserve for equity instruments at FVTOCI	8,729,000	430,000	8,729,000	430,000
Income tax relating to items that will not be reclassified subsequently to profit or loss	(767,000)	(419,000)	(767,000)	(419,000)
Total items that will not be reclassified subsequently to profit or loss	12,291,000	1,881,000	12,291,000	1,881,000
Items that may be reclassified subsequently to pr	rofit or loss			
Movement in reserve for debt instruments at FVTOCI:				
Gains/(losses) arising during the period	(125,436,000)	(112,380,000)	(125,436,000)	(112,380,000)
Reclassification of (gains)/losses included in profit or loss	-	(28,879,000)	-	(28,879,000)
Net changes in cash flow hedging reserve:				
Gains/(losses) arising during the period	29,686,000	14,255,000	29,686,000	14,255,000
Reclassification of (gains)/losses included in profit or loss	1,154,000	1,262,000	1,154,000	1,262,000
Income tax relating to items that may be reclassified subsequently to profit or loss	15,136,000	20,118,000	15,136,000	20,118,000
Total items that may be reclassified subsequently to profit or loss	(79,460,000)	(105,624,000)	(79,460,000)	(105,624,000)
Other comprehensive income for the year, net of tax	(67,169,000)	(103,743,000)	(67,169,000)	(103,743,000)
Total comprehensive income for the year	812,071,000	535,563,000	930,730,000	701,908,000
Attributable to:				

Shareholders of parent – company	-	- 9	17,286,000	675,788,000
Non-controlling interests	_	-	13,444,000	26,120,000

Source: Audited Separate and Consolidated Financial Statements of the Issuer Group as at 31 December 2022.

Amounts are presented as included in the Separate and Consolidated Financial Statements of the Issuer's Group as at 31 December 2022.

Statement of cash flows information as extracted from the Separate and Consolidated Financial Statements of the Issuer Group published for 31 December 2022

	UniCredit Bank		UniCredit Bank Group	
		31 Dece	mber	
	2022	2021	2022	2021
		(RO)	V)	
Profit for the year before tax	1,026,396,000	754,251,000	1,165,186,000	952,815,000
Adjustments for non-cash items:				
Depreciation and amortization of property, plant and equipment and of intangible assets Net impairment loss on property, plant and equipment	155,212,000	146,609,000	169,822,000	159,333,000
Net impairment losses on financial instruments	222,485,000	203,562,000	312,009,000	271,479,000
Fair value (gain)/loss on derivatives and other financial assets held for trading	47,281,000	1,797,000	47,281,000	1,797,000
Other items for which the cash effects are investing or financing	993,000	17,775,000	53,013,000	101,433,000
Accrued interest and unwinding effect	44,914,000	82,598,000	45,926,000	88,901,000
Impairment of assets and provisions	21,531,000	35,283,000	88,976,000	70,829,000
FX impact	32,348,000	110,226,000	32,250,000	104,958,000
Other non-cash items	(29,511,000)	9,528,000	(70,168,000)	(26,957,000)
Operating profit before changes in operating assets and liabilities	1,521,649,000	1,361,629,000	1,844,295,000	1,724,588,000
Change in operating assets:				
(Decrease)/Increase in financial assets at fair value through profit and loss	102,023,000	208,686,000	102,023,000	208,686,000
Acquisition of debt instruments at amortized cost	(861,100,000)	(1,767,886,000)	(861,100,000)	(1,767,886,000)
(Decrease)/Increase in loans and advances to banks	95,001,000	(280,887,000)	95,485,000	(276,750,000)
(Decrease)/Increase in loans and advances to customers	(3,855,224,000)	(5,347,061,000)	(3,762,234,000)	(4,427,580,000)
(Decrease)/Increase in lease investments	(11,305,000)	-	(183,508,000)	(246,588,000)
(Increase)/Decrease in other assets	(41,669,000)	(76,810,000)	(73,222,000)	(66,513,000)
Change in operating liabilities:				
(Increase)/Decrease in deposits from banks	382,540,000	71,938,000	382,540,000	71,938,000
(Decrease)/Increase in deposits from customers	5,161,250,000	3,445,611,000	5,224,225,000	3,678,686,000
(Increase)/Decrease in other liabilities	810,943,000	(25,085,000)	815,331,000	(30,213,000)
Income tax paid	(157,269,000)	(79,516,000)	(203,123,000)	(115,570,000)
Net cash from/ (used in) operating activities	3,146,839,000	(2,489,381,000)	3,380,712,000	(1,247,202,000)
Investing activities				
(Decrease)/Increase in financial assets at fair value through other comprehensive income	(354,592,000)	1,217,176,000	(354,592,000)	1,217,176,000
Proceeds on disposal of property, plant and equipment	171,000	-	246,000	-

Acquisition of property, plant and equipment and intangible assets Loss from sale of equity investments	(135,356,000)	(120,730,000)	(140,026,000)	(127,820,000)
Dividends received	33,451,000	2,301,000	3,463,000	(724,000) 2,301,000
Net cash used in investing activities	(456,326,000)	1,098,747,000	(490,909,000)	1,090,933,000
Financing activities	. , , ,	, , ,	, , , ,	, , ,
Dividends paid	(231,745,000)	(229,000)	(231,745,000)	(229,000)
Proceeds from bonds issued	2,751,896,000	544,401,000	2,751,896,000	544,401,000
Payments of bonds issued	(280,500,000)	-	(1,768,432,000)	(8,279,000)
Repayments of loans from financial institutions	(218,175,000)	(216,317,000)	(1,347,756,000)	(2,341,878,000)
Drawdowns from loans from financial institutions	492,947,000	-	2,914,975,000	894,284,000
Repayment of the lease liabilities	(70,135,000)	(62,429,000)	(73,630,000)	(64,523,000)
Net cash from/ (used in) financing activities	2,444,288,000	265,426,000	2,245,308,000	(976,224,000)
Net increase/(decrease) in cash and cash equivalents	5,134,801,000	(1,125,208,000)	5,135,111,000	(1,132,493,000)
Cash and cash equivalents at 1 January - gross value	11,270,425,000	12,234,872,000	11,270,506,000	12,242,063,000
Effect of foreign exchange rate changes	53,596,000	160,761,000	53,435,000	160,936,000
Cash and cash equivalents at 31 December - gross value	16,458,822,000	11,270,425,000	16,459,052,000	11,270,506,000
Impairment allowance	(2,882,000)	(1,397,000)	(2,883,000)	(1,398,000)
Cash and cash equivalents at 31 December -net value	16,455,940,000	11,269,028,000	16,456,169,000	11,269,108,000
Cash flow from operating activities include:				
Interest received	2,052,992,000	1,273,694,000	2,420,080,000	1,661,460,000
Interest paid	(619,477,000)	(200,734,000)	(706,784,000)	(306,797,000)

Source: Audited Separate and consolidated Financial Statements of the Issuer as at 31 December 2022.

Amounts are presented as included in the Separate and Consolidated Financial Statements of the Issuer's Group as at 31 December 2022.

The following tables comprise the statement of financial position, statement of comprehensive income and cash flow statement which are extracted from the Unaudited Interim Condensed Consolidated and Separate Financial Statements of the Issuer and the Issuer Group as at 30 June 2023.

As stated in the notes to the Interim Financial Statements, the separate financial statements and the consolidated financial statements of the Issuer have been prepared in accordance with IAS 34 "Interim Financial Reporting" as endorsed by the European Union ("IAS 34").

Statement of financial position information as extracted from the Unaudited Interim Condensed Consolidated and Separate Financial Statements published for 30 June 2023

	UniCredit Bank		UniCredit Ba	ank Group
	30 June	31 December	30 June	31 December
	2023	2022	2023	2022
		(RO)	V)	
Assets:				
Cash and cash equivalents	15,813,102,000	16,455,940,000	15,813,878,000	16,456,169,000
Financial assets at fair value through profit or loss	207,312,000	214,714,000	207,312,000	214,714,000

equipment	22,289,000	1/,1//,000	22,289,000	17,177,000
Revaluation reserve on property, plant and	22,289,000	17,177,000	22,289,000	17,177,000
Reserve on financial assets at fair value through other comprehensive income	(46,977,000)	(108,424,000)	(46,977,000)	(108,424,000)
Cash flow hedging reserve	(2,675,000)	(7,501,000)	(2,675,000)	(7,501,000)
Share premium account	621,680,000	621,680,000	621,680,000	621,680,000
Share capital	1,177,748,000	1,177,748,000	1,177,748,000	1,177,748,000
Equity				
Total liabilities	53,814,325,000	53,968,451,000	59,277,961,000	58,964,261,000
Other non-financial liabilities	165,707,000	176,914,000	293,386,000	279,645,000
Provisions	183,271,000	250,737,000	183,313,000	250,064,000
Current tax liabilities	60,396,000	24,969,000	61,644,000	24,969,000
Lease liabilities	200,421,000	193,362,000	204,449,000	198,403,000
Subordinated liabilities	840,122,000	836,761,000	949,317,000	945,604,000
Other financial liabilities at amortized cost	1,033,579,000	1,239,449,000	1,126,506,000	1,307,973,000
Debt securities issued	3,535,074,000	3,502,834,000	3,535,074,000	3,502,834,000
Deposits from customers	45,829,242,000	45,404,198,000	45,723,575,000	45,310,940,000
Loans from banks	741,858,000	849,329,000	5,976,042,000	5,653,932,000
Deposits from banks	870,248,000	1,050,418,000	870,248,000	1,050,418,000
Financial liabilities at fair value through profit or loss Derivatives liabilities designated as hedging instruments	105,610,000 248,797,000	176,966,000 262,514,000	105,610,000 248,797,000	176,965,000 262,514,000
Liabilities:				
Total assets	60,944,101,000	60,444,099,000	67,256,146,000	66,206,836,000
Other assets	55,062,000	50,866,000	249,116,000	175,767,000
Deferred tax assets	47,758,000	73,999,000	124,435,000	163,726,000
Current tax assets	-	-	14,980,000	8,109,000
Intangible assets	362,771,000	344,366,000	380,581,000	362,782,000
Right of use assets	191,336,000	181,355,000	204,982,000	199,230,000
Property, plant and equipment	174,309,000	176,415,000	176,957,000	179,752,000
Investment in subsidiaries	143,116,000	143,116,000	-	-
Financial assets at fair value through other comprehensive income	1,960,216,000	1,920,172,000	1,962,562,000	1,922,518,000
Other financial assets at amortized cost	323,973,000	250,620,000	419,526,000	319,475,000
Debt instruments at amortized cost	8,892,877,000	8,856,966,000	8,892,877,000	8,856,966,000
Net lease receivables	9,839,000	11,342,000	4,051,165,000	3,788,693,000
Loans and advances to customers at amortized cost	32,253,521,000	31,054,544,000	34,248,866,000	32,849,251,000
Loans and advances to banks at amortized cost	205,254,000	399,455,000	205,254,000	399,455,000
mstruments	303,033,000	510,225,000	303,655,000	310,229,000
Derivatives assets designated as hedging instruments	303,655,000	310,229,000		

 $Source:\ Unaudited\ Interim\ Condensed\ Consolidated\ and\ Separate\ Financial\ Statements\ of\ the\ Issuer\ as\ at\ 30\ June\ 2023.$

Statement of comprehensive income information as extracted from the Unaudited Interim Condensed Consolidated and Separate Financial Statements published for 30 June 2023

	UniCredit Bank UniCredit Bank Grou For the 6-month period ended 30 June			nk Group
	2023	2022	2023	2022
		(RO!	V)	
Interest income using effective interest rate method	1,615,347,000	883,610,000	1,757,227,000	1,013,167,000
Other interest income	8,000	-	106,519,000	66,672,000
Interest expense	(756,590,000)	(230,150,000)	(866,704,000)	(280,238,000)
Net interest income	858,765,000	653,460,000	997,042,000	799,601,000
Fee and commission income	358,450,000	290,040,000	388,831,000	316,891,000
Fee and commission expense	(134,833,000)	(104,450,000)	(142,935,000)	(110,965,000)
Net fee and commission income	223,617,000	185,590,000	245,896,000	205,926,000
Net income from instruments at fair value through profit and loss	203,009,000	104,664,000	202,947,000	104,664,000
Net gain/(loss) from foreign exchange	42,706,000	2,191,000	53,142,000	12,595,000
Fair value adjustments in hedge accounting	(4,821,000)	11,106,000	(4,821,000)	11,106,000
Net gain/(loss) from derecognition of financial assets measured at amortised cost	6,895,000	8,790,000	13,627,000	15,923,000
Net gain/(loss) from derecognition of financial assets measured at FVTOCI	(3,897,000)	-	(3,897,000)	-
Dividend income	3,868,000	3,196,000	3,868,000	3,196,000
Other operating income	6,465,000	6,180,000	2,387,000	19,033,000
Operating income	1,336,607,000	975,177,000	1,510,191,000	1,172,044,000
Personnel expenses	(246,030,000)	(220,325,000)	(278,660,000)	(250,243,000)
Depreciation and impairment of tangible assets	(49,334,000)	(47,695,000)	(53,912,000)	(51,082,000)
Amortization and impairment of intangible assets	(27,228,000)	(23,086,000)	(30,524,000)	(25,923,000)
Other administrative costs	(215,719,000)	(218,589,000)	(232,254,000)	(232,771,000)
Other operating costs	(6,249,000)	(5,736,000)	(10,387,000)	(19,042,000)
Operating expenses	(544,560,000)	(515,431,000)	(605,737,000)	(579,061,000)
Net impairment losses on financial instruments	(103,032,000)	(50,266,000)	(124,998,000)	(105,066,000)
Losses on modification of financial assets	(11,000)	153,000	(11,000)	153,000
Net operating income	689,004,000	409,633,000	779,445,000	488,070,000
Net impairment losses on non-financial assets	501,000	576,000	501,000	576,000
Net provision gains/ (losses)	2,027,000	(2,090,000)	1,562,000	(1,726,000)
Profit before tax	691,532,000	408,119,000	781,508,000	486,920,000
Income tax expense	(109,142,000)	(66,893,000)	(117,643,000)	(81,538,000)
Net profit for the reporting period	582,390,000	341,226,000	663,865,000	405,382,000
Attributable to:				
Equity holders of the parent company	-	-	654,946,000	400,862,000
Non-controlling interests	-	-	8,919,000	4,520,000
Other comprehensive income, net of tax:				
Items that will not be reclassified subsequently to pr	ofit or loss:			
Revaluation of property, plant and equipment	5,091,000	1,002,000	5,091,000	1,002,000
Movement in investment revaluation reserve for equity instruments at FVTOCI	4,937,000	(1,720,000)	4,937,000	(1,720,000)
Income tax relating to items that will not be reclassified subsequently to profit or loss	(769,000)	1,247,000	(769,000)	1,247,000

Total items that will not be reclassified subsequently to profit or loss	9,259,000	529,000	9,259,000	529,000
Items that may be reclassified subsequently to profit	or loss:			
Movement in reserve for debt instruments at FVTOCI:				
Gains/(losses) arising during the period	64,317,000	(211,721,000)	64,317,000	(211,721,000)
Reclassification of (gains)/losses included in profit or loss	3,897,000	-	3,897,000	-
Net changes in cash flow hedging reserve:				
Gains/(losses) arising during the period	5,512,000	15,363,000	5,512,000	15,363,000
Reclassification of (gains)/losses included in profit or loss	234,000	839,000	234,000	839,000
Income tax relating to items that may be reclassified subsequently to profit or loss	(11,833,000)	31,283,000	(11,833,000)	31,283,000
Total items that may be reclassified subsequently to profit or loss	62,127,000	(164,236,000)	62,127,000	(164,236,000)
Other comprehensive income, net of tax	71,386,000	(163,707,000)	71,386,000	(163,707,000)
Total comprehensive income	653,776,000	177,519,000	735,251,000	241,675,000
Attributable to:				
Shareholders of parent – company	-	-	726,332,000	237,155,000
Non-controlling interests	-	-	8,919,000	4,520,000

Source: Unaudited Interim Condensed Consolidated and Separate Financial Statements of the Issuer as at 30 June 2023

Statement of cash flows information as extracted from the Unaudited Interim Condensed Consolidated and Separate Financial Statements published for 30 June 2023

	UniCredit Bank		UniCredit Bank Group	
	For the 6-month period ended 30 June			
	2023	2022 (<i>Restated*</i>)	2023	2022 (Restated*)
		(RO)	V)	
Profit for the reporting period before tax	691,532,000	408,119,000	781,508,000	486,920,000
Adjustments for non-cash items:				
Depreciation and amortization of property, plant and equipment and of intangible assets	76,562,000	70,782,000	84,329,000	76,893,000
Net impairment losses on financial instruments	167,741,000	105,130,000	189,355,000	159,464,000
Fair value (gain)/loss on derivatives and other financial assets held for trading	(46,941,000)	13,710,000	(46,941,000)	13,710,000
Other items for which the cash effects are investing or financing	25,483,000	796,000	41,897,000	7,688,000
Accrued interest and unwinding effect	61,675,000	(32,772,000)	75,453,000	(35,714,000)
Impairment of assets and provisions	(80,398,000)	(34,060,000)	(90,355,000)	(17,546,000)
FX impact	(42,287,000)	15,965,000	(42,740,000)	16,610,000
Other non-cash items	6,210,000	(622,000)	53,575,000	(9,429,000)
Operating profit before changes in operating assets and liabilities	859,577,000	547,048,000	1,046,081,000	698,596,000
Change in operating assets:				
(Increase)/Decrease in financial assets at fair value through profit and loss	(2,277,000)	42,662,000	(2,277,000)	42,662,000
Acquisition of debt instruments at amortized cost	(5,896,000)	(1,086,309,000)	(5,896,000)	(1,086,309,000)
Decrease/(Increase) in loans and advances to banks	194,338,000	(83,676,000)	196,379,000	(81,336,000)
(Increase) in loans and advances to customers	(1,324,241,000)	(2,714,625,000)	(1,577,302,000)	(2,681,249,000)
(Increase) in lease investments	(9,807,000)	-	(286,081,000)	(48,684,000)

(Increase) in other assets	(75,288,000)	(62,398,000)	(179,502,000)	(100,503,000)
Change in operating liabilities:				
(Decrease)/Increase in deposits from banks	(181,049,000)	59,052,000	(181,049,000)	59,052,000
Increase in deposits from customers	333,498,000	1,928,203,000	338,037,000	1,867,365,000
(Decrease)/Increase in other liabilities	(218,006,000)	897,615,000	(160,671,000)	911,804,000
Income tax paid	(60,076,000)	(67,506,000)	(61,152,000)	(83,834,000)
Net cash used in operating activities	(489,227,000)	(539,934,000)	(873,433,000)	(502,436,000)
Investing activities				
Proceeds on disposal of financial assets at fair value through other comprehensive income	233,586,000	39,141,000	233,586,000	39,141,000
Acquisition of financial assets at fair value through other comprehensive income	(223,384,000)	(419,131,000)	(223,384,000)	(419,131,000)
Proceeds on disposal of property, plant and equipment	1,054,000	-	1,054,000	-
Acquisition of property, plant and equipment and intangible assets	(51,999,000)	(57,079,000)	(54,756,000)	(60,017,000)
Dividends received	4,091,000	3,269,000	4,091,000	3,269,000
Net cash used in investing activities	(36,652,000)	(433,800,000)	(39,409,000)	(436,738,000)
Financing activities				
Dividends paid	(482,000)	(93,000)	(482,000)	(93,000)
Proceeds from bonds issued	-	790,967,000	-	790,967,000
Repayments of loans from banks	(107,521,000)	(100,264,000)	(1,613,750,000)	(712,884,000)
Drawdowns from loans from banks	-	123,698,000	1,895,383,000	703,965,000
Repayment of the lease liabilities	(40,241,000)	(33,191,000)	(41,727,000)	(35,266,000)
Net cash from/ (used in) financing activities	(148,244,000)	781,117,000	239,424,000	746,689,000
Net (decrease) in cash and cash equivalents	(674,123,000)	(192,617,000)	(673,418,000)	(192,485,000)
Cash and cash equivalents at 1 January - gross value	16,458,822,000	11,270,425,000	16,459,052,000	11,270,506,000
Effect of foreign exchange rate changes	31,352,000	121,433,000	31,194,000	121,433,000
Cash and cash equivalents at 30 June - gross value	15,816,051,000	11,199,241,000	15,816,828,000	11,199,454,000
Impairment allowance	(2,949,000)	(1,147,000)	(2,950,000)	(1,148,000)
Cash and cash equivalents at 30 June - net value	15,813,102,000	11,198,094,000	15,813,878,000	11,198,306,000
Cash flow from operating activities include:				
Interest received	1,603,523,000	812,380,000	1,824,710,000	988,952,000

Source: Unaudited Interim Condensed Consolidated and Separate Financial Statements of the Issuer as at 30 June 2023

On page 55-56 of the Base Prospectus, sections "Consolidated and separate statement of financial position", " Consolidated and separate statement of comprehensive income" and " Consolidated and separate statement of cash flows" shall be replaced with the following:

*Restatement of Interim Figures in the Unaudited Interim Condensed Consolidated and Separate Financial Statements as at 30 June 2023

The Group reclassified certain amounts after publishing the interim condensed consolidated and separate financial statements as at 30 June 2022 in order to ensure the comparability of the data and information with the current year presentation, as detailed below:

^{*} The detailed description of the restatement is provided in section "*Restatement of Interim Figures in the Unaudited Interim Condensed Consolidated and Separate Financial Statements as at 30 June 2023" below.

Consolidated and separate statement of cash flows

- (i) The "Other non-cash items" caption in amount of RON (46.079) million for the Group / RON (51.489) million for the Issuer, was split between:
 - "Accrued interest and unwinding effect" caption in amount of RON (35.714) million for the Group / RON (32.772) million for the Issuer;
 - "Impairment of assets and provisions" caption in amount of RON (17.546) million for the Group / RON (34.060) million for the Issuer;
 - "FX impact" caption in amount of RON 16.610 million for the Group/ RON 15.965 million for the Issuer;
 - "Other non-cash items" caption in amount of RON (9.429) million for the Group / RON (622.000) million for the Issuer;
- (ii) The "(Increase)/Decrease in financial assets at fair value through profit and loss/ through other comprehensive income" caption in amount of RON (337.328) million for the Group / Issuer was split between:
 - "(Increase)/Decrease in financial assets at fair value through profit and loss" caption in amount of RON 42.662 million for the Group/ Issuer;
 - "Proceeds on disposal of financial assets at fair value through other comprehensive income" caption in amount of RON 39.141 million for the Group/Issuer;
 - "Acquisition of financial assets at fair value through other comprehensive income" caption in amount of RON (419.131) million for the Group/ Issuer;
- (iii) The "(Decrease)/Increase in other liabilities" caption has been recalculated at value of RON 911.804 million for the Group (compared to the amount presented previously RON 604.089 million for the Group);
- (*iv*) The "Net cash used in operating activities" caption has been recalculated at value of RON (502.436) million for the Group / RON (539.934) million for the Issuer (compared to the amount presented previously RON (852.813) million for the Group / RON (582.596) million for the Issuer);
- (v) The "Net cash used in investing activities" caption has been recalculated at value of RON (436.738) million for the Group / RON (433.800) million for the Issuer (compared to the amount presented previously of RON (394.076) million for the Group / RON (391.138) million for the Issuer);
- (vi) The "Repayments of loans from banks" caption has been recalculated at value of RON (712.884) million for the Group (compared to the amount presented previously of RON (1,009.620) million for the Group);
- (vii) The "Drawdowns from loans from banks" caption has been recalculated at value of RON 703.965 million for the Group (compared to the amount presented previously of RON 1,308.416 million for the Group);
- (*viii*) The "Net cash from/(used in) financing activities" has been recalculated at value of RON 746.689 million for the Group (compared to the amount presented previously of RON 1,054.404 million for the Group).

		UniCredit Bank		Uni	Credit Bank Grou	р
		30 June 2022				
		(Restatement)	(Restated*)		(Restatement)	(Restated*)
			(RON	V)		
Accrued interest and unwinding effect	-	(32,772,000)	(32,772,000)	-	(35,714,000)	(35,714,000)
Impairment of assets and provisions	-	(34,060,000)	(34,060,000)	-	(17,546,000)	(17,546,000)
FX impact	-	15,965,000	15,965,000	-	16,610,000	16,610,000
Other non-cash items	(51,489,000)	50,867,000	(622,000)	(46,079,000)	36,650,000	(9,429,000)

(Increase)/Decrease in financial assets at fair value through profit and loss	-	42,662,000	42,662,000	-	42,662,000	42,662,000
(Decrease)/Increase in other liabilities	897,615,000	-	897,615,000	604,089,000	307,715,000	911,804,000
Net cash used in operating activities	(582,596,000)	42,662,000	(539,934,000)	(852,813,000)	350,377,000	(502,436,000)
Proceeds on disposal of financial assets at fair value through other comprehensive income	-	39,141,000	39,141,000	-	39,141,000	39,141,000
Acquisition of financial assets at fair value through other comprehensive income	(337,328,000)	(81,803,000)	(419,131,000)	(337,328,000)	(81,803,000)	(419,131,000)
Net cash used in investing activities	(391,138,000)	(42,662,000)	(433,800,000)	(394,076,000)	(42,662,000)	(436,738,000)
Repayments of loans from banks	(100,264,000)	-	(100,264,000)	(1,009,620,000)	296,736,000	(712,884,000)
Drawdowns from loans from banks	123,698,000	-	123,698,000	1,308,416,000	(604,451,000)	703,965,000
Net cash from/ (used in) financing activities	781,117,000	-	781,117,000	1,054,404,000	(307,715,000)	746,689,000

^{*} The detailed description of the restatement is provided in section "*Restatement of Interim Figures in the Unaudited Interim Condensed Consolidated and Separate Financial Statements as at 30 June 2023" above.

E. DESCRIPTION OF UNICREDIT BANK S.A. AS ISSUER

On page 83 of the Base Prospectus, the section "Recent Developments" shall be supplemented by the addition of the following paragraph:

On 23 October 2023, UniCredit S.p.A and Alpha Services and Holdings S.A. ("Alpha") announced that they had signed a binding term-sheet for the creation of a strategic partnership in Romania and Greece, which includes the merger of the Issuer with Alpha Bank Romania S.A., to create the third largest credit institution by total assets in the Romanian market. Transaction closing is expected in 2024, subject to the completion of a due diligence process, corporate approvals for the merger and all necessary regulatory approvals and consents, including on anti-trust. Upon completion, Alpha group is expected to retain 9.9% of the combined entity share capital.

On page 83 of the Base Prospectus, the table under the heading "Management Board" shall be replaced by the following:

Name	Position in the Issuer's Management Board	Main activities outside the Issuer
Mihaela Lupu	CEO	n/a
Feza Tan	Member / Deputy CEO	Supervisory Board Chairman in: UniCredit Leasing Corporation IFN S.A., UniCredit Consumer Financing IFN S.A.
Antoaneta Curteanu	Member	Supervisory Board member in: UniCredit Consumer Financing IFN S.A.
Cengiz Arslan	Member	
Raluca-Mihaela Popescu-Goglea	Member	Supervisory Board member in: UniCredit Leasing Corporation IFN S.A.,
Andrei Bratu	Member	Supervisory Board member in: UniCredit Leasing Corporation IFN S.A, UniCredit Consumer Financing IFN S.A.

Dimitar Todorov	Member	Supervisory Board member in: UniCredit
		Leasing Corporation IFN S.A.

On page 84 of the Base Prospectus, the table under the heading "Supervisory Board" shall be replaced by the following:

Name	Position in the Issuer's Supervisory Board	Main activities outside the Issuer
Pasquale Giamboi	Chairman	Member of Supervisory Board of: UniCredit Bank Banja Luka, UniCredit Bulbank
Faik Acikalin	Member	Member of Supervisory Board of: Dogan Holding, Turkey, Karsu Tekstil SAN.TIC., Migros, Turkey Galatawind, Turkey
Nazan Somer Ozelgyn Zeynep	Member	Member of Supervisory Board of: UniCredit Croatia, UniCredit Slovenia, WORLDLINE S.A, Mapfre Insurance, Turkey
Riccardo Roscini	Vice-Chairman	n/a
Grazziana Mazzone	Member	Member of Audit Committee in UniCredit Banja Luka
Teodora Petkova	Member	Member of Supervisory Board of: UniCredit Bulbank AD, Zagrebacka Banka, Management Board member (Head of Eastern Europe) in UniCredit S.p.A

F. GENERAL INFORMATION

On page 94 of the Base Prospectus, section 1 ("Authorisation") shall be replaced by the following:

Authorisation

1. The establishment of the Programme was authorised by a resolution of the Extraordinary General Meeting of the Shareholders of the Issuer dated 21 October 2022 and a resolution of the Extraordinary General Meeting of the Shareholders of the Issuer dated 27 October 2023. The Issuer has obtained or will obtain from time to time all necessary consents, approvals and authorisations in connection with the issue and performance of its obligations under the Notes.

 $On\ page\ 94\ of\ the\ Base\ Prospectus,\ section\ 4\ ("Significant\ /\ Material\ Change")\ shall\ be\ replaced\ by\ the\ following:$

Significant/Material Change

4. Save as disclosed in this Base Prospectus, since 31 December 2022 there has been no material adverse change in the financial position of the Issuer. Save as disclosed in this Base Prospectus, since 30 June 2023 there has been no significant change in the financial position of the Group.

On page 94 of the Base Prospectus, paragraph 6 of section "Auditors" shall be supplemented by the addition of the following new paragraph:

The Annual Consolidated and Separate Financial Statements of the Issuer for the year ended 31 December 2022 have been audited by KPMG Audit S.R.L., and the respective auditor's report on these financial statements has been incorporated by reference in this Base Prospectus. KPMG Audit S.R.L. is a member of the Chamber of Financial Auditors of Romania.

On page 94 of the Base Prospectus, section 7 ("Documents on Display") shall be supplemented by the addition of the following paragraphs:

- (d) the First Supplement;
- (e) the Annual Consolidated and Separate Financial Statements for the year ended 31 December 2022 and the independent auditor's report thereon; and
- (f) the Unaudited Interim Condensed Consolidated and Separate Financial Statements for the six months ended 30 June 2023.

For the avoidance of doubt, unless specifically incorporated by reference into the Base Prospectus as amended and supplemented by this First Supplement, information contained on the website does not form part of the Base Prospectus.

This First Supplement will be available, in electronic format, on the website of the Bucharest Stock Exchange (www.bvb.ro) and on the website of the Issuer (www.unicredit.ro).