

Fitch Affirms Romanian UniCredit Bank at 'BBB'; Outlook Stable

Fitch Ratings - Warsaw - 15 Dec 2022: Fitch Ratings has affirmed UniCredit Bank S.A.'s (UCBRO) Long-Term Issuer Default Rating (IDR) at 'BBB' with a Stable Outlook, and Viability Rating (VR) at 'bb'. A full list of rating actions is below.

Key Rating Drivers

UCBRO's IDRs and Shareholder Support Rating (SSR) reflect a high probability of support from the bank's majority owner, UniCredit S.p.A. (UC, BBB/Stable). The Stable Outlook on UCBRO's IDRs reflects that on the parent.

The bank's VR reflects certain weaknesses in UCBRO's standalone credit profile compared with larger domestic peers'. These include a higher impaired loan ratio, lower profitability ratio and weaker overall franchise. UCBRO's VR also captures its strong capitalisation and stable funding and liquidity profile.

Support-Driven IDRs: We believe UC would have a strong propensity of to support UCBRO, given the inclusion of UCBRO in UC's single-point-of-entry (SPE) resolution group and considerable reputational risk for UC from a default of its Romanian subsidiary.

Growing Economic Pressures: Romania's significantly slowing economic growth in 2023, coupled with high inflation and monetary tightening, will weigh on banking sector performance by limiting lending growth and exerting pressure on banks' operating expenses. However, improved interest margins, low unemployment and banks' generally reasonable underwriting should contain most of these risks. We believe that the operating environment for banks will be consistent with a 'bb+' score even in a one-notch downgrade of the Romanian sovereign IDR.

Reasonable Business Profile: UCBRO benefits from being part of the UniCredit group, but its domestic franchise is moderately weaker than that of other medium-sized Romanian peers rated by Fitch. The bank's sound capital and liquidity buffers support business-model stability, but its historically lower-than-peers' profitability and corporate focus result in sizeable concentrations on both sides of the balance sheet and continues to weigh on our business- and risk-profile assessments.

Prudent Underwriting, Above-Average Concentrations: We view UCBRO's underwriting standards as prudent and which adapt promptly to changing circumstances, while its risk controls are adequate for the bank's complexity. The bank remains exposed to higher industry concentrations than larger peers due to its business mix being skewed towards corporate-and-investment banking.

Asset-Quality Improved, Upward Pressures: UCBRO's Stage 3 loans decreased to 4.5% of gross loans

at end-1H22 (end-2021: 5.9%) due to lower impaired loan generation and some recoveries. We believe that residual risks related to the bank's impaired loans are small given solid coverage by loan loss allowances.

Pressure on asset quality may rise over the next two years, given the anticipated slowing of the Romanian economy affecting predominantly non-retail borrowers, but the impact on loan-quality metrics should be largely contained.

Profitability Below Peers': UCBRO's operating profitability at 3% of risk-weighted assets (RWAs) was stable in 1H22, as wider margins were offset by weaker trading results and higher operating costs and loan impairment charges. Higher interest rates should continue to support UCBRO's net interest margin (NIM) in 2023 but are likely to be partly offset by higher funding costs, moderating business growth, a rise in cost of risk, while inflation will continue to weigh on operating expenses.

Adequate Capital Buffers: UCBRO's dividend pay-outs, coupled with the negative revaluation of its securities portfolio due to rising interest rates, reduced the bank's common equity Tier 1 ratio to 16.3% at end-1H22. We expect the common equity Tier 1 (CET1) ratio to remain comfortable over the next two years, supported by by higher profit retention, but also moderated growth.

Weaker Deposit Franchise: UCBRO has a reasonably diversified funding structure and maintains adequate liquidity. Its funding mix reflects its weaker deposit franchise in the retail segment and higher reliance on wholesale funding and funding from the parent relative to its peers operating in CEE. The bank's loans/deposits ratio (90% at end-1H22) remains above-peers'.

Rating Sensitivities

Factors that could, individually or collectively, lead to negative rating action/downgrade:

UCBRO's IDRs and SSR could be downgraded if UC's Long-Term IDR is downgraded. UCBRO's IDR and SSR could also be downgraded in case of an adverse change in the resolution strategy of the group with respect to UCBRO.

We could downgrade the VR if asset quality weakens due to a rise in problem loans that is not adequately provided for and without clear prospects for improvement, in particular if the impaired loan ratio rises towards 10% on a sustained basis. Operating profitability deterioration without clear prospects for recovery, reflected in a decline of operating profit/RWAs sustainably below 1.25%, could also result in a VR downgrade.

Factors that could, individually or collectively, lead to positive rating action/upgrade:

An upgrade of UCBRO's IDR and SSR would require an upgrade of the parent's IDRs.

An upgrade of UCBRO's VR would require a combination of: i) strengthening of the bank's overall business profile, including further diversification of its loan exposure and deposit base across customer segments and ii) strengthening of underlying profitability and asset quality.

VR ADJUSTMENTS

The operating environment score of 'bb+' is below the 'bbb' category implied score for Romania due to the following adjustment reasons: macroeconomic stability (negative).

The asset quality score of 'bb' is above the 'b & below' category implied score due to the following adjustment reasons: collateral and reserves (positive) and non-loan exposures (positive)

Best/Worst Case Rating Scenario

International scale credit ratings of Financial Institutions and Covered Bond issuers have a best-case rating upgrade scenario (defined as the 99th percentile of rating transitions, measured in a positive direction) of three notches over a three-year rating horizon; and a worst-case rating downgrade scenario (defined as the 99th percentile of rating transitions, measured in a negative direction) of four notches over three years. The complete span of best- and worst-case scenario credit ratings for all rating categories ranges from 'AAA' to 'D'. Best- and worst-case scenario credit ratings are based on historical performance. For more information about the methodology used to determine sector-specific best- and worst-case scenario credit ratings, visit https://www.fitchratings.com/site/re/10111579

REFERENCES FOR SUBSTANTIALLY MATERIAL SOURCE CITED AS KEY DRIVER OF RATING

The principal sources of information used in the analysis are described in the Applicable Criteria.

Public Ratings with Credit Linkage to other ratings

UCBRO's IDRs and SSR are driven by support from UC and therefore linked to the latter's IDRs.

ESG Considerations

Unless otherwise disclosed in this section, the highest level of ESG credit relevance is a score of '3'. This means ESG issues are credit-neutral or have only a minimal credit impact on the entity, either due to their nature or the way in which they are being managed by the entity. For more information on Fitch's ESG Relevance Scores, visit www.fitchratings.com/esg

Fitch Ratings Analysts

Jakub Kopiec, CFA

Director

Primary Rating Analyst

+48 22 103 3020

Fitch Ratings Ireland Limited spolka z ograniczona odpowiedzialnoscia oddzial w Polsce Krolewska 16, 00-103 Warsaw

Monika Panasiuk

Associate Director Secondary Rating Analyst +48 22 103 3028

Dmitri Vasiliev

Director Committee Chairperson +971 4 424 1238

Media Contacts

Peter Fitzpatrick

London +44 20 3530 1103 peter.fitzpatrick@thefitchgroup.com

Rating Actions

ENTITY/DEBT	RATING			RECOVERY	PRIOR
UniCredit Bank S.A.	LT IDR	ввв •	Affirmed		ввв •
	ST IDR	F2	Affirmed		F2
	Viability	bb	Affirmed		bb
	Shareholder Support	bbb	Affirmed		bbb

RATINGS KEY OUTLOOK WATCH

Applicable Criteria

Bank Rating Criteria (pub.07 Sep 2022) (including rating assumption sensitivity)

Additional Disclosures

Solicitation Status

Endorsement Status

UniCredit Bank S.A. EU Issued, UK Endorsed

DISCLAIMER & DISCLOSURES

All Fitch Ratings (Fitch) credit ratings are subject to certain limitations and disclaimers. Please read these limitations and disclaimers by following this link: https://www.fitchratings.com/understandingcreditratings. In addition, the following https://www.fitchratings.com/rating-definitions-document details Fitch's rating definitions for each rating scale and rating categories, including definitions relating to default. ESMA and the FCA are required to publish historical default rates in a central repository in accordance with Articles 11(2) of Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 and The Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 respectively.

Published ratings, criteria, and methodologies are available from this site at all times. Fitch's code of conduct, confidentiality, conflicts of interest, affiliate firewall, compliance, and other relevant policies and procedures are also available from the Code of Conduct section of this site. Directors and shareholders' relevant interests are available at https://www.fitchratings.com/site/regulatory. Fitch may have provided another permissible or ancillary service to the rated entity or its related third parties. Details of permissible or ancillary service(s) for which the lead analyst is based in an ESMA- or FCA-registered Fitch Ratings company (or branch of such a company) can be found on the entity summary page for this issuer on the Fitch Ratings website.

In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on factual information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third- party verification sources with respect to the particular security or in the particular jurisdiction of

the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch relies on in connection with a rating or a report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed.

The information in this report is provided "as is" without any representation or warranty of any kind, and Fitch does not represent or warrant that the report or any of its contents will meet any of the requirements of a recipient of the report. A Fitch rating is an opinion as to the creditworthiness of a security. This opinion and reports made by Fitch are based on established criteria and methodologies that Fitch is continuously evaluating and updating. Therefore, ratings and reports are the collective work product of Fitch and no individual, or group of individuals, is solely responsible for a rating or a report. The rating does not address the risk of loss due to risks other than credit risk, unless such risk is specifically mentioned. Fitch is not engaged in the offer or sale of any security. All Fitch reports have shared authorship. Individuals identified in a Fitch report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only. A report providing a Fitch rating is neither a prospectus nor a substitute for the information assembled, verified and presented to investors by the issuer and its agents in connection with the sale of the securities. Ratings may be changed or withdrawn at any time for any reason in the sole discretion of Fitch. Fitch does not provide investment advice of any sort. Ratings are not a recommendation to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of payments made in respect to any security. Fitch receives fees from issuers, insurers, guarantors, other obligors, and underwriters for rating securities. Such fees generally vary from US\$1,000 to US\$750,000 (or the applicable currency equivalent) per issue. In certain cases, Fitch will rate all or a number of issues issued by a particular issuer, or insured or guaranteed by a particular insurer or guarantor, for a single annual fee. Such fees are expected to vary from US\$10,000 to US\$1,500,000 (or the applicable currency equivalent). The assignment, publication, or dissemination of a rating by Fitch shall not constitute a consent by Fitch to use its name as an expert in connection with any registration statement filed under the United States securities laws, the Financial Services and Markets Act of 2000 of the United Kingdom, or the securities laws of any particular jurisdiction. Due to the relative efficiency of electronic publishing and distribution, Fitch research may be available to electronic subscribers up to three days earlier than to print subscribers.

For Australia, New Zealand, Taiwan and South Korea only: Fitch Australia Pty Ltd holds an Australian financial services license (AFS license no. 337123) which authorizes it to provide credit ratings to wholesale clients only. Credit ratings information published by Fitch is not intended to be used by

persons who are retail clients within the meaning of the Corporations Act 2001.

Fitch Ratings, Inc. is registered with the U.S. Securities and Exchange Commission as a Nationally Recognized Statistical Rating Organization (the "NRSRO"). While certain of the NRSRO's credit rating subsidiaries are listed on Item 3 of Form NRSRO and as such are authorized to issue credit ratings on behalf of the NRSRO (see https://www.fitchratings.com/site/regulatory), other credit rating subsidiaries are not listed on Form NRSRO (the "non-NRSROs") and therefore credit ratings issued by those subsidiaries are not issued on behalf of the NRSRO. However, non-NRSRO personnel may participate in determining credit ratings issued by or on behalf of the NRSRO.

Copyright © 2022 by Fitch Ratings, Inc., Fitch Ratings Ltd. and its subsidiaries. 33 Whitehall Street, NY, NY 10004. Telephone: 1-800-753-4824, (212) 908-0500. Fax: (212) 480-4435. Reproduction or retransmission in whole or in part is prohibited except by permission. All rights reserved.

Endorsement policy

Fitch's international credit ratings produced outside the EU or the UK, as the case may be, are endorsed for use by regulated entities within the EU or the UK, respectively, for regulatory purposes, pursuant to the terms of the EU CRA Regulation or the UK Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019, as the case may be. Fitch's approach to endorsement in the EU and the UK can be found on Fitch's Regulatory Affairs page on Fitch's website. The endorsement status of international credit ratings is provided within the entity summary page for each rated entity and in the transaction detail pages for structured finance transactions on the Fitch website. These disclosures are updated on a daily basis.