



Dear Shareholders,

Considering the convening by the Bank's Executive Board of the Ordinary General Meeting of Shareholders for 30.01.2026, having on the agenda the extension of the mandates of two members of the Bank's Supervisory Board, the termination of the mandate of an independent member of the Supervisory Board and the appointment of a new independent member of the Bank's Supervisory Board,

In accordance with the provisions of art. 67⁹⁹ para. (3) and art. 67¹⁰² of the NBR Regulation no. 5/2013 on prudential requirements for credit institutions,

We would like to inform you of the following relevant information regarding (i) the results of the initial suitability assessment of the candidate proposed for appointment as an independent member of the Supervisory Board, on (ii) the results of the re-assessment of the suitability of the members of the Bank's Supervisory Board whose mandate is proposed for extension and on (iii) on the results of the collective suitability of the management body in its supervisory function:

In accordance with the provisions of Article 67¹²¹ of NBR Regulation no. 5/2013 on prudential requirements for credit institutions, with all subsequent amendments and completions, the Nomination Committee of UniCredit Bank S.A. has carried out:

- assessing the suitability, at individual level, of **Mrs. Cristina Reichmann** (Romanian citizen, domiciled in Romania, with over 7 years in the last 12 years held in positions of independent member of the Supervisory Board/Board of Directors within financial and banking institutions)
 - the reassessment of the suitability, at individual level, of **Mr. Riccardo Roscini** (Vice-Chairman of the Supervisory Board, Italian citizen, domiciled in Milan, Italy, with more than 21 years of practical experience in banking, of which 16 years in management positions) **and of. Mrs. Graziana Mazzzone** (Italian citizen, domiciled in Milan, Italy, with more than 20 years of practical experience in the financial and banking sectors, of which approx. 15 years in management positions) as members of the Bank's Supervisory Board, in the context of the proposal to extend their mandates
 - assessing the collective suitability of the management body in its supervisory function, in the context of the termination of the mandate of independent member of the Supervisory Board of Ms. Zeynep Nazan Somer Ozelgin, the intention to appoint Ms. Cristina Reichmann as an independent member of the Supervisory Board, as well as in the context of the extension of the mandates of Mr. Riccardo Roscini and of Mrs. Graziana Mazzzone as members of the Supervisory Board.

the result of the assessment being a positive one, without recommendations made by the competent body, Mrs. Cristina Reichmann, Mr. Riccardo Roscini and Mrs. Graziana Mazzone meeting all the suitability criteria provided by the applicable legislation.

Also, in accordance with the provisions of Article 67¹⁰² paragraph 1 of NBR Regulation no. 5/2013, we inform you about the obligation for the members of the Bank's management body to meet, at all times, the adequacy requirements at both individual and collective level, as provided for by NBR Regulation no. 5/2013 on prudential requirements for credit institutions, with all subsequent amendments and additions.

In this regard, we inform you that, according to the latest reassessment this year, at the 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 a collective level, in the context of the termination of the mandate of Ms. Zeynep Nazan Somer Ozelgin as an independent member of the Supervisory Board, of the intention to appoint Ms. Cristina Reichmann as an independent member of the Supervisory Board, as well as in the context of the extension of the mandates of Mr. Riccardo Roscini and of Mrs. Graziana Mazzone as members of the Supervisory Board:

- all members of the Bank's management body:
 - have a good reputation, honesty and integrity;
 - have sufficient knowledge, skills and experience to carry out their responsibilities in relation to the functions performed within the Bank;
 - are able to carry out their responsibilities with honesty, integrity and independent thinking;
 - have the ability to allocate sufficient time for the performance of their duties.
- The management body, at collective level:
 - has sufficient knowledge and experience in all areas of the Bank's activities and an adequate understanding of the areas for which the members are jointly and severally responsible, as well as the skills to effectively manage, supervise and lead the Bank;
 - reflects diversity and an appropriate composition so as to meet the Bank's level of growth and legislative requirements, while maintaining the objective of gender balance to be achieved in future nominations;
 - complies with the legal and internal requirements regarding the maximum number of mandates held by the members of the management body;
 - is properly trained to ensure full knowledge and understanding of the Bank's activities and the regulatory and business environment.
 - it will also have in future (in view of the appointment of Ms Cristina Reichmann) a sufficient number of independent members on the Bank's Supervisory Board and, therefore, on the committees subordinate to the Supervisory Board.

28.01.2026

The Supervisory Board of UniCredit Bank S.A.

Sergiu-Bogdan Oprescu

Chairman of the Supervisory Board



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UniCredit Bank S.A.

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Bank member of UniCredit Group - Order number
in the Banking Register: RB-PIR-40-011/
18.02.1999 - Share capital: 589,955,162.70 RON
- Order number in the Trade Register:
J1991007706408, EUID: ROONRC.
J1991007706408, Unique registration code:
361536 - company managed in dualist system,
SWIFT code: BACXROBU