



**Policy
regarding Unacceptable Conduct Report - Whistleblowing**

**L102
October, 2024**

1. Definitions and Acronyms

Key words	Definition
Concerned Person	A natural or legal person who is referred to in the report or public disclosure as a person to whom the breach is attributed or with whom that person is associated.
Corporate Bodies	Management Board, Supervisory Board in UCB, Board of Directors, Board of Auditors, O.d.V. (in Italy) and IC&RC.
Employees	All persons who have signed a Bank employment contract - including consultants and secondees; permanent and temporary employee and to the agents with exclusive relationship with UniCredit (including persons performing activities as personnel hiring), as well as the members of the Management Board and the Supervisory Board. All persons linked to UniCredit S.p.A. and to Legal Entities through an employment contract
Group	The Group, composed of UniCredit S.p.A. and of the Group Legal Entities
Legal Entity	Legal Entity directly or indirectly controlled by UniCredit S.p.A.
Named Report	Report that specifies the identity of the whistleblower.
Nominated Person	An impartial person competent for following-up on the reports which may be the same person or department as the one that receives the reports and which will maintain communication with the reporting person and, where necessary, ask for further information from and provide feedback to that reporting person
Report	The oral or written communication of information on breaches
Report other than in Good Faith	Report that is false and unfounded, meaning to damage or to affect negatively to one or more Employees or to the Bank
Public Disclosure	The Employees and Third Party may also choose to make a "public disclosure," making information about violations publicly available through the press or electronic media or otherwise through means of distribution capable of reaching a large number of people.
Retaliation	According to EU Directive 1937/2019, retaliation and attempts of retaliation include in particular the form of: a) suspension, lay-off, dismissal or equivalent measures; b) demotion or withholding of promotion; c) transfer of duties, change of location of place of work, reduction in wages, change in working hours; d) withholding of training; e) negative performance assessment or employment reference; f) imposition or administering of any disciplinary measure, reprimand or other penalty, including a financial penalty; g) coercion, intimidation, harassment or ostracism; h) discrimination, disadvantageous or unfair treatment; i) failure to convert a temporary employment contract into a permanent one, where the worker had legitimate expectations that he or she would be offered permanent employment; j) failure to renew, or early termination of, a temporary employment contract; k) harm, including to the person's reputation, particularly in social media, or financial loss, including loss of business and loss of income; l) blacklisting on the basis of a sector or industry-wide informal or formal agreement, which may entail that the person will not, in the future, find employment in the sector or industry; m) early termination or cancellation of a contract for goods or services; n) cancellation of a licence or permit; o) psychiatric or medical referrals.
Serious Whistleblowing	A Whistleblowing can be classified as Serious when: (i) the person allegedly accused of an unacceptable conduct has relevant Top Management position (e.g. GEC -2 and above, local CEOs or Foreign Branch Managers) or (ii) it refers to a sensitive process (e.g., AML procedures) or (iii) it has been addressed to a Supervisory Authority, a Tax Authority, a Judicial Authority and Media or (iv) it is related to an unacceptable conduct assessed as serious by Whistleblowing Working Group (e.g. High impact case as reputational risk).
Third Parties	<ul style="list-style-type: none"> Individuals or legal entities linked to the company by contract such as, for example, suppliers, contractors, external consultants linked to the Company by a mandate contract, shareholders, etc.; Any person working under the supervision and direction of contractors, subcontractors, and suppliers; Former employees and former consultants/secondees;

	<ul style="list-style-type: none"> • candidates for a job who have been involved in the recruitment process or other pre-contractual negotiations; • volunteers and paid or unpaid trainees; • all members of executive, strategic and control bodies, including non executive members
Whistleblower	A natural person who reports or publicly discloses information on breaches acquired in the context of his or her work-related activities

CONTENT

2. POLICY REQUIREMENT AND PURPOSE	3
3. APPLICABILITY AND SCOPE	4
4. MINIMUM GOVERNANCE REQUIREMENTS	5
5. PROCESS VALUE CHAIN	8
8.1. Management of Internal and External Reports of unacceptable conduct submitted.....	8
8.1.1. Internal reports.....	8
8.1.2. External Reports of unacceptable conduct	10
8.2. Investigation of internal reports.....	10
8.3. Outcome of the investigation of internal report	11
ANNEXES.....	13

2. POLICY REQUIREMENT AND PURPOSE

The purpose of this Policy is to promote a corporate environment where Employees and Third Parties are encouraged to make Reports on Unacceptable Conduct within the Bank/Group in recognition of their significant contribution to self-correction and excellence.

This Policy should be read in conjunction with L031 Code of Conduct UCB and N008 – Norm regarding combating harassment at the workplace (local implementation of the group policy against harassment, sexual misconduct and bullying).

Unacceptable Conducts refer to any action and/or omission in a work-related context or impacting it, that is or could be harmful to or jeopardize the Bank, Group and/or its Employees, including:

- illegal, unfair or unethical conduct;
- the breach of laws and regulations, including but not limited to EU laws; or
- a failure to comply with internal rules.

This Policy defines adequate communication channels for the receipt, analysis and use of Reports of Unacceptable Conduct within the Bank.

3. **APPLICABILITY AND SCOPE**

UniCredit Bank („the Bank”) is committed to fostering a culture of corporate compliance, ethical behavior and good corporate governance and recognizes the importance of having a Whistleblowing (WB) Policy governing the Reports of Unacceptable Conducts by Employees and Third Parties.

Any violation of this regulation will be taken seriously and may lead to the application of a disciplinary sanction, and in serious cases even to dismissal.

This Policy applies to all matters or alleged matters reported under internal regulations and not only, among which are the following:

- Bribery and corruption;
- Money Laundering;
- Violation of Financial Sanctions;
- Unethical or unprofessional business conduct;
- Violation of anti-trust laws;
- Insider trading and/or market manipulation;
- facilitation of fraud or tax evasion also for clients and Third Parties;
- Harassment;
- Sexual misconduct;
- Bullying;
- Incorrect adherence to the principles of Diversity and inclusion;
- Fraud;
- Misuse of confidential customer and Company data;
- Violations of local laws and regulations;
- Non-compliance with Group policies and procedures;
- Violation of the Code of Ethics and/or other Codes of Conduct;
- Other illegal or improper practices or behaviors.

4. MINIMUM GOVERNANCE REQUIREMENTS

	Minimum Requirements	Owner
Identification of the Responsible of the internal system for reporting violations	<p>Compliance Department identifies the Responsible of the internal system for reporting violations ("Whistleblower's Champion"), in the person of the Head of General Compliance.</p> <p>He/she has the role of ensuring and overseeing the integrity, independence and effectiveness of the Bank's whistleblowing policies and procedures. The Whistleblower's Champion has a level of authority and independence within the Legal Entity, and he can access all information and personal data referred to the whistleblowing.</p> <p>In case of conflict of interest, the function that receives the Whistleblowing instead of Compliance (for example Internal Audit or P&C), must promptly inform the local Whistleblower Champion for the registration of the WB and, as soon as the case is concluded, it must inform the WB Champion on the outcome of the investigation and any proposed action.</p> <p>If the reported person is the WB Champion, it is necessary to send the Report to the Head of Competence Line (usually the Compliance Director) who will have to take in charge the registration of the Whistleblowing.</p>	<i>Compliance Department</i>
Set up of Whistleblowing Managerial Forum	<p>The Bank sets up a Whistleblowing Managerial Forum composed by:</p> <ul style="list-style-type: none"> • Compliance Director • People & Culture Director • Head of Non-Financial Risks • Internal Audit¹ Director <p>The Whistleblowing Managerial Forum:</p> <ul style="list-style-type: none"> • periodically monitors main trends, indicators and actions aimed at enhancing awareness on the process and culture of reporting misconducts; • must be timely involved in case of Serious report. • 	<i>Compliance Department</i>
Set up of Whistleblowing Working Group²	<p>The Bank sets up the "Whistleblowing Working Group" composed by two or more of the following individuals³:</p> <ul style="list-style-type: none"> • People & Culture Director; • Anti-Corruption Officer; • Head of AML/CFT & International Sanctions; • Legal Director; • Security Director (CSO); • Head of Non-Financial Risk; • Any other person nominated by competent Corporate Bodies. 	<i>Compliance Department</i>

¹ Internal Audit is a permanent guest and without voting right

² The members of the Whistleblowing Working Group and the Members of the WB Managerial Forum may be coincident

³ To preserve objectivity in the evaluation of the Report, Members of the Whistleblowing Working Group must represent at least two different Competence Lines.

	<p>In case of any member's absence, the right to participate to the Whistleblowing Working Group can be delegated to other person within the respective competence line.</p> <p>The Whistleblowing Working group has the goal to:</p> <ul style="list-style-type: none"> analyze the report received in order to verify its admissibility. This means that such report shall be related to an unacceptable conduct in accordance with the internal regulations; verify that such report has sufficient elements in order to start an investigation. <p>In case of positive evaluation, it identifies the appropriate function to carry out the investigation.</p> <p>In case of lack of relevant elements or if there is no sufficient information to start an investigation, it should archive the report.</p>	
Annual Reporting	<p>The Whistleblower's Champion prepares an Annual Report of the proper functioning on the Internal Whistleblowing system, highlighting the results of the activities carried out and of the controls performed on the respect of confidentiality and non-retaliation principles.</p> <p>The Whistleblowing Annual Report is approved by the Management Board and the Supervisory Board of the Bank and it will be available to all employees.</p>	<i>Whistleblower's Champion</i>
Reporting to Group Compliance	<p>Compliance Department will send to the nominated person of UniCredit SpA/Group Compliance the quarterly report showing, on an anonymous basis, cases, metrics and trends of the whistleblowing received in the referring period.</p>	<i>Compliance Department</i>
Protection measures for involved persons in Whistleblowing process	<p>Requirements on Protection measures:</p> <ul style="list-style-type: none"> The Bank grants the protection⁴ of the whistleblower and of the witness against any form of retaliation, including threats of retaliation and attempts of retaliation, discrimination or penalization as a result of having made the Report in good faith. Any act of retaliation or discrimination against the whistleblower and the witness is forbidden and, if ascertained, it may lead to a disciplinary proceeding against the responsible individual and it could lead to sanctions and criminal proceeding by Authorities according to national laws. The Employee who reports or witnesses the existence of an Unacceptable Conduct is entitled to request that the Bank relocates him/her to a different department and, when necessary, to provide independent counselling for any distress caused by the Report. The Bank grants the fulfillment of such requests wherever it is reasonably practical and justified to do so. The Bank and the Group shall ensure that the person reporting the misconduct is not adversely affected in terms 	<i>All local competent Function</i>

⁴ The measures for the protection of the Whistleblowers shall also apply, where relevant, to: (a) facilitators, who are persons or entities assisting the Whistleblower in the reporting procedure; (b) third persons who are connected with the reporting persons and who could suffer retaliation in a work-related context, such as colleagues or relatives of the reporting persons; and (c) legal entities that the reporting persons own, work for or are otherwise connected with in a work-related context.

	<p>of work assignments or other work-related activities as a consequence.</p> <ul style="list-style-type: none"> • The Bank ensures the confidentiality of the personal information of the whistleblower, of the witness and of the concerned person (natural or legal person who is referred to in the Report or disclosure as a person to whom the breach is attributed or with which he/she is associated) in all phases of the reporting procedure. The Bank will maintain the confidentiality of whistleblowers, unless: <ul style="list-style-type: none"> ○ the whistleblower consents to the disclosure; ○ the disclosure is required by local laws (e.g. the need to involve authorities/police or it is essential for the defense of the Concerned Person); or ○ the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety. 	
Sanctions measures	<p>Unauthorized disclosure of the identity of the whistleblower, the witness or the concerned person (or information from which their identity could be inferred), will be regarded as a breach of this Policy and sanctions laid down against those who violate the protection measures.</p> <p>Any action aimed to illegally uncover the identity of a whistleblower, of a witness or of a concerned person, is considered a breach of this Policy and is subject to relevant disciplinary proceedings and it could lead to sanctions by Authorities.</p>	<i>Local competent function and/or local Authority</i>
Record keeping and data protection	<p>These records must be stored securely by the nominated person in a material and/or electronic repository in compliance with the relevant internal rules in force and laws on the classification and handling of the confidential information. These records may be stored in Compliance and in any functions involved in any investigation and must be accessed only by the Employees that based on their role have to access to the records.</p> <p>Only information that is required to be stored by applicable local law or by internal rules of the Bank will be retained. The Legal Entities may establish record retention times related to the severity of the report (max.5 years cases).</p> <p>Any information and personal data voluntarily provided through the whistleblowing system will be processed by UniCredit Bank SA as the Controller of the Personal Data in line with the Data Protection Laws provisions and internal regulations</p> <p>Personal data not useful for the processing of the report must be immediately deleted.</p>	<i>Local competent function</i>
Training and communication	<p>The Bank undertakes to provide up to date, mandatory training on whistleblowing to all Employees which outlines the relevant procedures to follow, and the potential consequences should misconduct occur.</p>	Compliance Department and/or People & Culture Department

5. PROCESS VALUE CHAIN

The Whistleblowing process should consider the following:

- Management of Internal and external Reports of unacceptable conduct submitted
- Investigation of internal report
- Outcome of the investigation of internal report

Please refer to the Annex 1 for the schematic representation of the whistleblowing process.

8.1. Management of Internal and External Reports of unacceptable conduct submitted

8.1.1. Internal reports

	Operational Requirements	Owner
Report submission	<p>If an Employee or a Third Party believes that an Unacceptable Conduct has occurred <u>or it is likely to occur</u>, he/she should report it to the Compliance Director (or, in case of absence of a Compliance function, to the Internal Audit Director)⁵. In case a Report refers to the previous mentioned persons, an Employee or Third Party should directly inform the Top Management⁶.</p> <p>If Employees or Third Party have any doubts as to whether conduct is an unacceptable one, they may informally discuss the matter with their manager or with Compliance Director, who will treat such discussion confidential.</p>	<i>Employee or a Third Party</i>
	<p>If a Report is sent to a function different from Compliance, such function shall forward it – with most urgency and confidentiality – to Compliance. This is independent from the whistleblowing channels used and/or the type of Report received (anonymous or not anonymous).</p>	<i>Local function that receives the report (different from Compliance)</i>
Whistleblowing channels for report submission	<p>Reports can be sent by the Employee or the Third Party either indicating his/her identity or anonymously through the whistleblowing channels put in place by the Bank. The channels guarantee the confidentiality of the identity of the whistleblower unless the whistleblower agreed to the disclosure of his/her identity. The Reports could be sent:</p> <ul style="list-style-type: none">• via Bank's website on a dedicated channel by accessing; https://www.unicredit.ro/en/institutional/the-bank/at-a-glance.html#ourcodeofconduct• via Intranet, only for employees – section “Sesizari anonime” (or directly by accessing this link: https://wlsapps.cabuk.ro/SesizariAnonime/)• by email (ROUCTCOMPLIANCECODEOFCONDUCT@unicredit.ro) <u>or</u> in writing in paper form to: Compliance	<i>Employee or a Third Party</i>

⁵ In any case, in the absence of a Compliance function and an Internal Audit function, the Report has to be addressed to other function/person having the independence/hierarchical level able to grant the correct execution of the process set out in this Policy.

⁶ “Top Management” means e.g. Management Board/members of the Management Board.

	<p>Department and/or Internal Audit Department, Address: UniCredit Bank 1F Expozitiei Blvd RO-012101, Bucharest 1, Romania</p> <ul style="list-style-type: none"> by physical meeting⁷. <p>It is not mandatory to make all the above channels available at the same time, but in any case at least one that allows anonymous reporting</p>	
Information to the Whistleblowing Working Group	<p>Once a Report is received, the Compliance Director or the person nominated to deal with the whistleblowing report (the “nominated person”), will promptly inform the “Whistleblowing Working Group”</p>	<p>Compliance Director or the Compliance person nominated to deal with the whistleblowing report (the “nominated person”)</p>
Report’s Preliminary evaluation	<p>The Compliance Director, or the “nominated person”, and the Whistleblowing Working Group will make a preliminary evaluation of the Report.</p> <p>If the report should be classified as “serious case” it will follow the detail process as defined in annex 1.</p> <p>In the event that a Report refers to one of the WB Working Group members, that member will be excluded from participating in the review of the report received to avoid conflicts of interest,</p> <p>If, in the Whistleblowing Working Group’s opinion, an Employee or a Third Party makes a Report other than in Good Faith, such conduct will be treated seriously and may lead to disciplinary and/or legal actions.</p>	<p><i>Compliance Director, or the “nominated person” and the Whistleblowing Working Group</i></p>
“Investigator” appointment	<p>If the Whistleblowing Working Group believes that there is sufficient evidence of Unacceptable Conduct to establish a reasonable basis for an investigation, will appoint a person/function in charge of such investigation (hereinafter, the “Investigator”) selected according to the skills requested to manage the specific matter reported, considering the matrix from Annex 1.</p>	<p><i>Whistleblowing Working Group</i></p>
Information to Internal Audit	<p>In the case of Reports concerning particularly serious situations (“Serious cases”) it will inform the Internal Audit Director on the start of an investigation.</p>	<p><i>Whistleblowing Working Group</i></p>
Whistleblower’s notification	<p>All Reports, both oral or in writing, will be taken into serious consideration by the Bank and the nominated person will send, if possible, an acknowledgment of receipt of the Report to the whistleblower within no more than seven days receipt.</p>	<p><i>the “nominated person”</i></p>

⁷ In case of physical meeting and/or unrecorded telephone the Bank shall ensure, with the consent of the reporting person, a complete and accurate minutes of the meeting / phone call that shall be advised and signed by the whistleblower.

	If there is not sufficient evidence of Unacceptable Conduct, the whistleblower will be informed of the decision, if possible.	
--	---	--

Even if it is possible to submit an anonymous Report, without declaring the identity, it is preferable to know those who report unacceptable conduct because:

- It is more difficult to investigate the concern if people cannot ask follow-up questions;
- It is more difficult to organize the protection of the whistleblower, in the conditions in which his identity is not known; and
- Feedback on the outcome of the investigation cannot be sent to the person (whistleblower) who reported anonymously
- .

Reports are accepted in English or in Romanian language.

Should Employees or a Third Party consider that a Report is not being taken seriously, then they should contact the Compliance Director or to the Management Board.

Exception

If a Report falls under scope of the Complaints Procedure (rP0530 - Procedura privind gestionarea reclamatilor primite de la clientii externi/ clientii staff (angajatii UniCredit Bank si ai Grupului) and it is not explicitly labeled as whistleblowing report, it shall be processed in the complaints handling process.

8.1.2. External Reports of unacceptable conduct

In each country, local competent Authorities could activate dedicated Whistleblowing reporting channels. The European Directive 2019/1937 provides that Whistleblowers may provide information on violations using external channels, after using internal whistleblowing channels, or by reporting directly through external whistleblowing channels, if the conditions provided for by local laws are observed. The whistleblower can also contact the local competent Authority especially when he/she considers that a Report will/is not be/being taken seriously by the Bank, according with the Law no. 361/2022 on protection of persons who report breaches in public interest .

For this reason, each entity provide to employees and third parties clear and easily accessible information regarding the procedures and topics for reporting externally to the local competent authorities and, where relevant, to institutions, bodies, offices or agencies of the European Union (e.g. on local institutional website).

However, the Employees and Third Party are invited to use the Bank's reporting channels first.

The Employees and Third Party may also choose to make a "public disclosure," making information about violations publicly available through the press or electronic media or otherwise through means of distribution capable of reaching a large number of people.

8.2. Investigation of internal reports

	Operational Requirements	Owner
Fairness and impartiality	Where required by local law, the investigator may made aware the people who may be affected by the investigation and may made aware of evidence against them and have the opportunity to put their case.	<i>Investigator</i>

Involvement and support	The investigator may decide, for assisting in carrying out the necessary checks/investigation, to propose the appointment of the Internal Audit function or another controls function ⁸ . Any produced report will be classified as "restricted", which, in accordance with the internal rule on the classification of information of the competence line Internal Audit, corresponds to the maximum level of confidentiality.	<i>Investigator</i>
Advice and assistance	May obtain specialist advice (for example external legal advice or internal advice from specialist groups) on matters outside its expertise.	<i>Investigator</i>
Appropriateness and confidentiality	Must ensure that the investigation is carried out with due care and appropriate speed, respecting confidentiality . Serious Reports , even if anonymous, have to be managed and escalated timely and in a confidential way according to the specific Bank's process that ensures Top Management involvement of the Bank and of UniCredit S.p.A. in the analyses, action plan definition and on investigation results, recommendations and monitoring (as defined in Annex 1).	<i>Investigator</i>
Concerned person and whistleblower's Update	To the extent permitted by local law, the Bank must update both the concerned person and the whistleblower about the development of the investigation.	<i>Investigator and Compliance Department</i>

8.3. Outcome of the investigation of internal report

	Operational Requirements	Owner
Report submission after investigation	Once the investigation has been completed, the Report will be submitted to the Whistleblowing Working Group and managed as described in Annex 1.	<i>Investigator</i>
Investigation Report contents	The report should: <ul style="list-style-type: none"> Summarize the conduct of the investigation and the evidences; Draw conclusions about the extent of any non-compliance; Provide recommendations and suggest actions to remedy the non-compliance, which aim to ensure that it does not recur in the future⁹ 	<i>Investigator</i>

⁸ The Internal Audit function has the right - in the event of disagreement or lack of resources - not to accept the assignment, in accordance with the rules in force within the Group. In such a case the Investigator/function responsible for carrying out the investigation will consider whether to escalate the matter to the attention of the competent corporate bodies. If the assignment has been accepted, the Internal Audit function, will operate independently and according to their standard approach and objectives, which are shared with the Compliance Director.

⁹ The investigation and the analysis underlying the outcomes must be duly traceable.

Recommendations and Disciplinary actions (if any)	<p>The Whistleblowing Working Group may make recommendations including whether it is necessary to take disciplinary action and / or to communicate any violations to the National Bank of Romania – Supervision Department or other enforcement authorities, depending on the severity and / or the object / subject of the report. In any case, People & Culture Department will be the ultimate body to handle any disciplinary actions.</p> <p>It should be noted that an Employee who has committed or is involved in Unacceptable Conduct will not be immune from possible disciplinary action merely because he has reported his own or others' Unacceptable Conduct in accordance with this Policy. <u>However, such circumstance may be taken into consideration in the assessment of any disciplinary actions to be adopted.</u></p>	<p><i>Whistleblowing Working Group and People & Culture Department (in case of disciplinary actions)</i></p>
Follow – up	<p>The whistleblower will receive feedback about the follow-up to the Report, if possible, within three months from the acknowledgment of receipt of it or, if no acknowledgement was sent to the reporting person, three months from the expiry of the seven-day period after the report was made.</p>	<p><i>Compliance Department</i></p>

ANNEXES

Annex no.	Title
Annex 1	Wistleblowing Process

9. Related documents

DMS Code	Title
	UC-2023-065 GP Whistleblowing
<i>n/a</i>	Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law
<i>n/a</i>	Law no. 361/2022 on protection of persons who report breaches in public interest

