UniCredit Bank

PILLAR III DISCLOSURE REPORT

Report reference date: 31st March, 2026

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1. OVERVIEW ON DISCLOSURES

The Report is prepared in accordance with National Bank of Romania Regulation no. 5/2013 regarding prudential requirements for credit institutions, Regulation no. 575/2013 of European Parliament and Council dated 26.06.2013 regarding prudential requirements for credit institution and investment companies, with subsequent amendments and connected regulatory requirements as National Bank of Romania Regulation no. 11/2020, Regulation no. 876/2019 of European Parliament and Council, Regulation (EU) 2024/1623 and Directive (EU) 2024/1619 .

The information disclosed is compliant with the Regulation (EU) 2024/3172 of 29 November 2024 laying down implementing technical standards for the application of Regulation (EU) 575/2013 of the European Parliament and of the Council with regard to public disclosures by institutions of the information referred to in Part Eight, Titles II and III, of that Regulation, and repealing Commission Implementing Regulation (EU) 2021/637, applies starting from 1 January 2025 (Pillar 3 Disclosure).

Regulation (EU) 2021/637 shall continue to apply until the new Fundamental Review of the Trading Book (FRTB) framework enters into force, with regard to article 15 and Annexes XXIX and XXX, pursuant to article 16 of Regulation (EU) 2024/3172, with reference to market risk disclosure.

On 23 February 2025, the EBA published the final draft Implementing Technical Standards (ITS) on the Pillar 3 Data Hub (P3DH) for large and other institutions, which centralizes prudential disclosures by institutions through a single electronic access point on the EBA website. This requirement is part of the Banking Package laid down in the Capital Requirements Regulation (CRR3) and Capital Requirements Directive (CRD VI).

The EBA ITS also provides a transitional period (for the reference dates of 30 June, 30 September and 31 December 2025) in which the institutions can proceed with the publication of the Pillar 3 disclosure on their website and, subsequently, meet the requirement to submit the information to EBA in the technical format requested by the ITS2.

The Pillar III disclosure is published on a quarterly basis according to CRR3 article 433a and it is prepared in accordance with a formal internal policy (Internal Regulation) adopted in the application of the CRR3 article 431(3), that sets out the internal controls and procedures.

The document is available in electronic format at www.unicredit.ro, area Financial Reports, Basel II-Pillar III Disclosure, in the following location:

https://www.unicredit.ro/en/institutional/the-bank/financial-reports.html#baseliipillariiidisclosure

The quantitative data are presented on consolidated basis, except those flagged at individual level, and in RON equivalent, except those flagged in other currencies.

As the UniCredit Bank Romania has been identified as "Other Systemically Important Credit Institution (O-SII)" from Romania, the Bank will provide the users with quarterly frequency a relevant bucket of information.

The Pillar III Report is approved by the Supervisory Board of UniCredit Bank Romania.

2. SCOPE OF APPLICATION

2.1 Relevant scope of consolidation

UniCredit Group (the "Group") consists of UniCredit Bank S.A. (the "Bank") as parent company, and its subsidiaries, UniCredit Consumer Financing IFN S.A. ("UCFIN"), UniCredit Leasing Corporation IFN S.A ("UCLC") and UniCredit Insurance Broker S.R.L ("UCIB"). Further details are available in the Reporting entity note presented in the *Notes to the consolidated and individual financial statements for the period ended 31 March 2026.*

UniCredit Bank S.A. (the "Bank"), is having its current registered office is in Bucharest, 1F Expozitiei Boulevard, District 1, Romania. The Bank was established as a Romanian commercial bank, Banca Comerciala Ion Tiriac S.A. in 1991, which merged with HVB Bank Romania SA on 01.09.2006, resulting Banca Comerciala HVB Tiriac S.A. As a result of the merger by absorption of the former UniCredit Romania S.A. (the absorbed bank) by Banca Comerciala HVB Tiriac S.A. (the absorbing bank) and following the merger by absorption of Alpha Bank Romania S.A. (absorbed bank) by UniCredit Bank S.A. (absorbing bank), effective on 15.08.2025, the Bank is licensed by the National Bank of Romania to conduct banking activities.

The Bank provides retail and commercial banking services in Romanian Lei ("RON") and in foreign currency for private individuals and companies. These are including: current accounts opening, domestic and international payments, foreign exchange transactions, working capital finance, medium and long term credit facilities, retail loans, bank guarantees, letter of credits and documentary collections.

UniCredit Bank S.A. is directly controlled by UniCredit SpA (Italy), with registered office in Milano, Piazza Gae Aulenti, 3.

The Group is exercising direct and indirect control over the following subsidiaries:

- UniCredit Consumer Financing IFN S.A.("UCFIN"), having its current registered office at 1F Expozitiei Boulevard, 6th floor, District 1, Bucharest, Romania, provides consumer finance loans to individuals. The Bank has a shareholding of 50.1% in UCFIN since January 2013.
- UniCredit Leasing Corporation IFN ("UCLC"), having its headquarters in 1F Expozitiei Boulevard, 1st, 7th and 8th floor, District 1, Bucharest, Romania, provides financial leasing services to corporate clients and individuals. UCLC, the former associate, has become the Bank's subsidiary since April 2014 when the Bank obtained indirect control of 99.95% (direct control: 99.90%). The Bank's indirect controlling interest as of 31 December 2020 is 99.98% (direct control: 99.96%), as a result of the merger of UniCredit Leasing Romania SA ("UCLRO") with UCLC, finalized in June 2015, the date when UCLRO was absorbed by UCLC.
- UniCredit Insurance Broker S.R.L. ("UCIB"), having its current registered office in 1F Expozitiei Boulevard, 8th floor, District 1, Bucharest, Romania, intermediates insurance policies related to leasing activities to legal entities and individuals, and became a subsidiary of the Bank beginning with 31 December 2020. The Bank has an indirect controlling interest of 99.98% through UCLC, which owns 100% UCIB.

3. OWN FUNDS AND KEY METRICS

3.1 Regulatory capital - summary and changes over time

Starting with January 2014, the Romanian Banking System is applying the Basel III norms, in accordance with Regulation no. 575/2013 of European Parliament and Council dated 26.06.2013 regarding prudential requirements for credit institutions and investment companies, amended by Regulation (UE) no.648 / 2012 and by Regulation no. 5/2013 regarding prudential requirements for credit institutions issued by National Bank of Romania, all with subsequent amendments, and connected regulatory requirements.

The prudential requirements define the eligibility criteria for capital instruments which shall be included in Own Funds – Common Equity Tier 1 Capital, Additional Tier 1 Capital or Own Funds – Tier 2 Capital, as detailed below:

Capital instruments qualify as equity instruments Level 1 basic eligibility if the conditions listed below are fulfilled:

- Instruments are issued directly by the institution with the prior approval of shareholders' institution or, where permitted under applicable national legislation governing body of the institution;
- Instruments are paid, and their purchase is not funded directly or indirectly by the institution; are classified as equity within the meaning of applicable accounting framework;
- Instruments are presented clearly and distinctly in the balance sheet in the financial statements of the institution;
- Instruments are perpetual;
- The instruments meet the following conditions in terms of distributions:
    - No preferential treatment in terms of distribution order to perform distributions, including in relation to other instruments Tier 1 instruments and the conditions governing the instruments do not provide preferential rights to making distributions;
    - Distributions to holders of the instruments may be made only items that can be distributed;
    - The conditions governing the instruments do not include a cap or other restriction on the maximum level of distributions;
    - The level of distributions is not determined based on the purchase price of the instruments at issue.
    - The conditions governing the instruments do not include any obligation for the institution to make distributions to their owners, and the institution is not otherwise subject to such obligations;
    - Failure distributions is not an event of default for the institution;
    - Annual distributions do not impose restrictions on the institution.

Capital instruments qualify as equity instruments Level 2 if the conditions for eligibility listed below are fulfilled:

- Subordinated loans are obtained and fully paid;
- Subordinated loans are not issued by a subsidiary or an associate;

- Providing subordinated loans is not funded directly or indirectly by the institution; the principal debt subordinated loans under the provisions governing subordinated loans, is entirely subordinated to the claims of all unsubordinated creditors;
- Subordinated loans have an original maturity of at least five years;
- Provisions governing, subordinated loans do not include any incentive for their principal amount to be refunded or, if applicable, returned by the institution before maturity;
- Subordinated loans can be recognized in the category of Tier 2 items if in the opinion of the National Bank of Romania meet the eligibility conditions listed above.

3.2 Summary of Key Prudential Metrics

KM1: Key metrics

		31.03.2026	31.12.2025	30.09.2025	30.06.2025	30.03.2025
	Available own funds (amounts)					
1	Common Equity Tier 1 (CET1) capital	11,353,787,966	11,405,601,597	10,416,695,263	8,428,875,198	8,447,310,511
2	Tier 1 capital	11,353,787,966	11,405,601,597	10,416,695,263	8,428,875,198	8,447,310,511
3	Total capital	12,217,932,165	12,312,402,775	11,363,441,122	9,087,746,094	9,135,133,020
	Risk-weighted exposure amounts					
4	Total risk exposure amount	54,943,061,812	53,544,060,940	51,866,724,957	39,691,457,645	38,465,148,999
4a	Total risk exposure pre-floor	54,943,061,812	53,544,060,940	51,866,724,957	39,691,457,645	38,465,148,999
	Capital ratios (as a percentage of risk-weighted exposure amount)					
5	Common Equity Tier 1 ratio (%)	20.66%	21.30%	20.08%	21.24%	21.96%
5b	Common Equity Tier 1 ratio considering unfloored TREA (%)	20.66%	21.30%	20.08%	21.24%	21.96%
6	Tier 1 ratio (%)	20.66%	21.30%	20.08%	21.24%	21.96%
6b	Tier 1 ratio considering unfloored TREA (%)	20.66%	21.30%	20.08%	21.24%	21.96%
7	Total capital ratio (%)	22.24%	22.99%	21.91%	22.90%	23.75%
7b	Total capital ratio considering unfloored TREA (%)	22.24%	22.99%	21.91%	22.90%	23.75%
	Additional own funds requirements to address risks other than the risk of excessive leverage (as a percentage of risk-weighted exposure amount)					
EU 7d	Additional own funds requirements to address risks other than the risk of excessive leverage (%)	5.00%	5.45%	5.45%	5.45%	5.45%
EU 7e	of which: to be made up of CET1 capital (percentage points)	2.81%	3.07%	3.07%	3.07%	3.07%
EU 7f	of which: to be made up of Tier 1 capital (percentage points)	3.75%	4.09%	4.09%	4.09%	4.09%
EU 7g	Total SREP own funds requirements (%)	13.00%	13.45%	13.45%	13.45%	13.45%
	Combined buffer and overall capital requirement (as a percentage of risk-weighted exposure amount)					
8	Capital conservation buffer (%)	2.50%	2.50%	2.50%	2.50%	2.50%
EU 8a	Conservation buffer due to macro-prudential or systemic risk identified at the level of a Member State (%)	0.00%	0.00%	0.00%	0.00%	0.00%
9	Institution specific countercyclical capital buffer (%)	1.00%	1.00%	1.00%	1.00%	1.00%
EU 9a	Systemic risk buffer (%)	0.00%	0.00%	0.00%	0.00%	0.00%
10	Global Systemically Important Institution buffer (%)	0.00%	0.00%	0.00%	0.00%	0.00%
EU 10a	Other Systemically Important Institution buffer (%)	1.50%	1.50%	1.50%	1.50%	1.50%
11	Combined buffer requirement (%)	5.00%	5.00%	5.00%	5.00%	5.00%
EU 11a	Overall capital requirements (%)	18.00%	18.45%	18.45%	18.45%	18.45%
12	CET1 available after meeting the total SREP own funds requirements (%)	9.24%	9.54%	8.46%	9.45%	10.30%
	Leverage ratio					
13	Total exposure measure	121,771,301,958	120,939,887,451	113,715,208,933	93,572,552,441	91,311,948,432
14	Leverage ratio (%)	9.32%	9.43%	9.16%	9.01%	9.25%
	Additional own funds requirements to address the risk of excessive leverage (as a percentage of total exposure measure)					
EU 14a	Additional own funds requirements to address the risk of excessive leverage (%)	-	-	-	-	-
EU 14b	of which: to be made up of CET1 capital (percentage points)	-	-	-	-	-

EU 14c	Total SREP leverage ratio requirements (%)	-	-	-	-	-
	Leverage ratio buffer and overall leverage ratio requirement (as a percentage of total exposure measure)					
EU 14d	Leverage ratio buffer requirement (%)	-	-	-	-	-
EU 14e	Overall leverage ratio requirement (%)	-	-	-	-	-
	Liquidity Coverage Ratio*					
15	Total high-quality liquid assets (HQLA) (Weighted value -average)	37,701,689,301	39,022,814,204	31,982,509,437	31,872,117,982	31,164,551,216
EU 16a	Cash outflows - Total weighted value	23,762,861,123	25,097,728,069	22,712,952,386	25,265,291,260	21,637,879,078
EU 16b	Cash inflows - Total weighted value	4,765,157,781	5,830,181,247	5,696,644,416	8,527,484,130	5,415,956,937
16	Total net cash outflows (adjusted value)	18,997,703,342	19,267,546,822	17,016,307,970	16,737,807,131	16,221,922,142
17	Liquidity coverage ratio (%)	198.45%	202.53%	187.95%	190.42%	192.11%
	Net Stable Funding Ratio					
18	Total available stable funding	83,031,544,489	83,692,952,222	79,531,783,571	63,031,424,355	61,756,673,911
19	Total required stable funding	50,310,992,053	49,478,003,162	48,417,289,210	35,953,528,202	34,723,254,124
20	NSFR ratio (%)	165.04%	169.15%	164.26%	175.31%	177.85%

4. Minimum Requirement for Own Funds and Eligible Liabilities (MREL)

On 12 May 2021 the Official Journal of the European Union published Regulation (EU) 2021/763 of 23 April 2021 laying down implementing technical standards for the application of Regulation (EU) no 575/2013 of the European Parliament and of the Council and Directive 2014/59/EU of the European Parliament and of the Council with regard to the supervisory reporting and public disclosure of the minimum requirement for own funds and eligible liabilities.

The harmonized minimum level of the Total Loss-Absorbing Capacity (TLAC) Term Sheet ('TLAC standard') for global systemically important institutions (G-SIIs) ('the TLAC requirement') has been introduced into Union legislation by Regulation (EU) 2019/876 of the European Parliament and of the Council amending Regulation (EU) No 575/2013.

The institution-specific add-on for G-SIIs and the institution-specific requirement for non-G-SIIs, referred to as the minimum requirement for own funds and eligible liabilities (MREL), have been established through targeted amendments to Directive 2014/59/EU introduced by Directive (EU) 2019/879 of the European Parliament and of the Council.

Reporting and disclosure requirements for both TLAC standard and MREL are now included in Regulation (EU) No 575/2013 and Directive 2014/59/EU, respectively.

As per coming into force of the NBR Law no 320/2021 that transposes the stipulations of EU Directive 879/ 2020 (BRRD2) by updating and completing NBR Law no 312/2015 and following the Joint Decision of ECB and NBR on UCB MREL minimum requirements released in May 2025, National Bank of Romania issued Order no 18/ 14.05.2025 on the requirement for UCB to meet the minimum requirement for own funds and eligible liabilities, applicable starting 15.05.2025.

Thus, UCB must permanently meet, at individual level, a minimum requirement for own funds and eligible liabilities (determined based on the prudential consolidated level), as follows: 24.67% of total exposure at risk (TREA) and 5.90% of LRE binding requirement that must be met starting with 15.05.2025. The MREL requirement mentioned within this order does not contain the combined buffer requirement (CBR). The own funds used to meet the CBR requirement cannot be used also for meeting the MREL – TREA requirement (stacking order principle).

The total MREL requirements at individual level (including combined buffer requirement CBR) that UCB must meet in Q1 2026 are as follows:

1. MREL ratio of 28,17% of TREA (composed of minimum requirement of 24.67% of TREA and combined buffer requirement at individual level of 3.5%)

2. Total exposure ratio (MREL leverage ratio) of 5.90% of TEM (total exposure).

The total MREL requirements at sub-consolidated level (including combined buffer requirement CBR) that UCB must meet in Q1 2026 are as follows:

1. MREL ratio of 30.17% of TREA (composed of minimum requirement of 24.67% of TREA and combined buffer requirement at sub-consolidated level of 5.5%)

2. Total exposure ratio (MREL leverage ratio) of 5.90% of TEM (total exposure).

Article 45 of BRDD2 classifies that Internal MREL is set equal to the external MREL the subsidiary would be imposed if it was a Resolution Entity and has to be met by liabilities issued “internally”, i.e. by subsidiaries and bought by the Resolution Entity. Thus, Internal MREL instruments are subordinated i.e. can be met with Own Funds and subordinated liabilities only (i.e. Senior Non-Preferred).

In Q1 2026 the Senior Non-Preferred portfolio was stable, in total amount of 1.275 mn EUR.

EU ILAC - Internal loss absorbing capacity: internal MREL and, where applicable, requirement for own funds and eligible liabilities for non-EU G-SIIs

		Minimum requirement for own funds and eligible liabilities (internal MREL)	Non-EU G-SII requirement for own funds and eligible liabilities (internal TLAC)	Qualitative information
Applicable requirement and level of application				
EU-1	Is the entity subject to a non-EU G-SII requirement for own funds and eligible liabilities? (Y/N)			N
EU-2	If EU-1 is answered by 'Yes', is the requirement applicable on a consolidated or individual basis? (C/I)			
EU-2a	Is the entity subject to an internal MREL? (Y/N)			Y
EU-2b	If EU-2a is answered by 'Yes', is the requirement applicable on a consolidated or individual basis? (C/I)			C
Own funds and eligible liabilities				
EU-3	Common Equity Tier 1 capital (CET1)	11,353,787,966		
EU-4	Eligible Additional Tier 1 capital	-		
EU-5	Eligible Tier 2 capital	864,144,199		
EU-6	Eligible own funds	12,217,932,165		
EU-7	Eligible liabilities	7,071,105,429		
EU-8	of which permitted guarantees	-		
EU-9a	(Adjustments)	-		-
EU-9b	Own funds and eligible liabilities items after adjustments	19,289,037,594		-
Total risk exposure amount and total exposure measure				
EU-10	Total risk exposure amount (TREA)	54,943,061,811		
EU-11	Total exposure measure (TEM)	121,771,301,958		
Ratio of own funds and eligible liabilities				
EU-12	Own funds and eligible liabilities as a percentage of the TREA	35.11%		
EU-13	of which permitted guarantees	-		
EU-14	Own funds and eligible liabilities as a percentage of the TEM	15.84%		
EU-15	of which permitted guarantees	-		
EU-16	CET1 (as a percentage of the TREA) available after meeting the entity's requirements	2.85%		
EU-17	Institution-specific combined buffer requirement			
Requirements				
EU-18	Requirement expressed as a percentage of the TREA	32.26%		
EU-19	of which part of the requirement that may be met with a guarantee	-		
EU-20	Requirement expressed as percentage of the TEM	5.90%		
EU-21	of which part of the requirement that may be met with a guarantee	-		
Memorandum items				
EU-22	Total amount of excluded liabilities referred to in Article 72a(2) of Regulation (EU) No 575/2013			

EU TLAC2a: Creditor ranking - Entity that is not a resolution entity

		Insolvency ranking						Sum of 1 to 3
		1	1	2	2	3	3	
		(most junior)	(most junior)			(most senior)	(most senior)	
		Resolution entity	Other	Resolution entity	Other	Resolution entity	Other	
1	Empty set in the EU							
2	Description of insolvency rank (free text)	Common Equity Tier 1 Capital		Common Equity Tier 1 Capital			Senior non-preferred liabilities	
3	Liabilities and own funds	10,944,867,959	-	1,446,361,328	-	-	6,517,662,759	18,908,892,045
4	of which excluded liabilities		-		-	-		
5	Liabilities and own funds less excluded liabilities	10,944,867,959	-	1,446,361,328	-	-	6,517,662,759	18,908,892,045
6	Subset of liabilities and own funds less excluded liabilities that are own funds and eligible liabilities for the purpose of internal MREL	10,944,867,959	-	1,446,361,328	-	-	6,517,662,759	18,908,892,045
7	of which residual maturity ≥ 1 year < 2 years	-	-		-	-	1,835,372,805	1,835,372,805
8	of which residual maturity ≥ 2 year < 5 years	-	-	606,538,045	-	-	3,948,277,015	4,554,815,059
9	of which residual maturity ≥ 5 years < 10 years	-	-	583,929,182	-	-	-	583,929,182
10	of which residual maturity ≥ 10 years, but excluding perpetual securities	-	-	-	-	-	-	-
11	of which perpetual securities	10,944,867,959	-	-	-	-	-	10,944,867,959

EU TLAC2b: Creditor ranking - Entity that is not a resolution entity

		Insolvency ranking						Sum of 1 to 3
		1	1	2	2	3	3	
		(most junior)	(most junior)			(most senior)	(most senior)	
		Resolution entity	Other	Resolution entity	Other	Resolution entity	Other	
1	Empty set in the EU							
2	Description of insolvency rank (free text)	Common Equity Tier 1 Capital		Common Equity Tier 1 Capital			Senior non-preferred liabilities	
3	Empty set in the EU							
4	Empty set in the EU							
5	Empty set in the EU							
6	Own funds and eligible liabilities for the purpose of internal MREL	10,944,867,959	-	1,446,361,328	-	-	6,517,662,759	18,908,892,045
7	of which residual maturity ≥ 1 year < 2 years	-	-	-	-	-	1,835,372,805	1,835,372,805
8	of which residual maturity ≥ 2 year < 5 years	-	-	606,538,045	-	-	3,948,277,015	4,554,815,059
9	of which residual maturity ≥ 5 years < 10 years	-	-	583,929,182	-	-	-	583,929,182
10	of which residual maturity ≥ 10 years, but excluding perpetual securities	-	-	-	-	-	-	
11	of which perpetual securities	10,944,867,959	-	-	-	-	-	10,944,867,959