

**Raport anual**  
**pentru perioada incheiata la 31 decembrie 2017**

**Acest Raport anual este intocmit in conformitate cu cerintele Regulamentului CNVM 1/2006 pentru exercitiul financiar 2017.**

**Data raport:** 20 februarie 2018

**Denumirea entitatii juridice:** UniCredit Bank S.A.

**Adresa sediul social:** Bd. Expozitiei, Nr. 1F, Sector 1, Bucuresti, Romania

**Date de contact:** Tel +40 21 200 2000

**Website:** [www.unicredit.ro](http://www.unicredit.ro)

**Email:** [office@unicredit.ro](mailto:office@unicredit.ro)

**Număr de inregistrare in Registrul** J40/7706/1991

**Comerțului:**

**Cod Unic de Inregistrare:** RO361536

**Numar Registru Bancar:** RB-PJR - 40 - 011/1999

**Notificare inregistrata la ca operator de date cu caracter personal la ANSPDCP sub nr.:**

10964

**Capital social subscris si varsat:** RON 379.075.291

**Piata reglementata pe care se tranzactioneaza obligatiunile emise:** Bursa de Valori Bucuresti (BVB) - Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro))

**Caracteristicile principale ale obligatiunilor emise de catre UniCredit Bank S.A.:** 55.000 obligatiuni cu valoarea nominala de 10.000 RON/obligatiune, simbol bursier UCT18 (ISIN ROUCTBDBC014).

(<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCT18>)

14.600 obligatiuni cu valoarea nominala de 10.000 RON/obligatiune, simbol bursier UCB20 (ISIN ROUCTBDBC022).

(<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB20>)

28.050 obligatiuni cu valoarea nominala de 10.000 RON/obligatiune, simbol bursier UCB22 (ISIN ROUCTBDBC030).

(<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB22>)

[strumentsDetails.aspx?s=UCB22\)](#)

18.350 obligatiuni cu valoarea nominala de 10.000  
RON/obligatiune, simbol bursier UCB24 (ISIN  
ROUCTBDBC048).

([http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB24\)](http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB24))

## **1. SITUATIA ECONOMICA-FINANCIARA**

### **1.1. Prezentarea companiei**

*UniCredit Bank S.A. ("Banca") este noua denumire a UniCredit Tiriac Bank S.A, incepand cu luna august a anului 2015 si are sediul social situat in Bd. Expozitiei 1F, Sector 1, Bucuresti, Romania. Banca a fost infiintata ca banca comerciala romaneasca in anul 1991 sub denumirea de Banca Comerciala Ion Tiriac S.A., care a fuzionat, incepand cu 01.09.2006, cu HVB Bank Romania S.A., rezultand Banca Comerciala HVB Tiriac S.A. In urma fuziunii prin absorbtie a UniCredit Romania S.A. (banca absorbita) de catre Banca Comerciala HVB Tiriac S.A. (banca absorbanta), Banca este autorizata de catre Banca Nationala a Romaniei sa desfasoare activitati in domeniul bancar. Banca ofera servicii comerciale bancare in RON si in moneda straina pentru persoane fizice si companii. UniCredit Bank este parte a UniCredit, grupul financiar european cu rețeaua cea mai extinsă din Europa Centrală și de Est și una dintre cele mai importante din Europa. UniCredit Bank este un "one-stop-shop" pentru servicii financiare, deservind mai mult de 700.000 de clienți.*

*UniCredit Bank S.A. este organizata sub forma de societate pe actiuni infiintata in Romania in anul 1991, inmatriculata la Registrul Comertului sub nr. J40/7706/1991, avand codul de inregistrare fiscala R0361536 si este inregistrata in registrul bancar cu numărul RB-PJR - 40 - 011/1999 ([http://www.bnro.ro/files/d/RegistreBNR/InstitCredit/ban1\\_raport.html](http://www.bnro.ro/files/d/RegistreBNR/InstitCredit/ban1_raport.html)).*

*La 31 decembrie 2017, Grupul UniCredit ("Grup") include UniCredit Bank S.A. ("Banca") ca societate mama, si filialele sale UniCredit Consumer Financing IFN S.A. ("UCFIN"), UniCredit Leasing Corporation IFN S.A ("UCLC"), Debo Leasing IFN SA ("DEBO") si UniCredit Insurance Broker SRL ("UCIB"); structura Grupului nu a suferit modificari fata de 31 decembrie 2016.*

*Domeniul de activitate al filialelor si procentul de participatie a Bancii in filiale sunt prezentate in Situatiile financiare consolidate in conformitate cu Standardele Internationale de Raportare Financiara adoptate de Uniunea Europeana pentru anul financiar incheiat 31 decembrie 2017.*

*A se vedea nota Entitatea raportoare prezentat in Notele la situatiile financiare consolidate pentru exercitiul financiar incheiat la 31 decembrie 2017.*

*La 31 decembrie 2017, Grupul isi desfasura activitatea: 156 subunitati (in 2016: 159 subunitati) deschise pe teritoriul Romaniei.*

## 1.2. Situatia financiar – contabila consolidata

### 1.2.1. Situatia activelor, datoriilor si a capitalurilor proprii

Structura si evolutia principalelor categorii de active, datorii si capitaluri proprii ale Grupului sunt prezentate mai jos:

In RON	31.12.2017	31.12.2016	Variatie 2017/2016
<b>Active</b>			
Numerar si echivalente de numerar	8.574.271.776	5.806.429.168	48%
Active financiare detinute la valoarea justa prin contul de profit sau pierdere	121.382.271	393.119.265	-69%
Active financiare derivate desemnate ca instrumente de acoperire	4.196.748	17.325.503	-76%
Modificari de valoare justa aferente instrumentelor acoperite	-	26.783	-100%
Plasamente la banci	1.446.780.104	737.782.299	96%
Credite si avansuri acordate clientilor	22.950.823.080	20.476.755.183	12%
Credite nete din leasing financiar	3.712.963.204	3.157.684.553	18%
Active financiare disponibile pentru vanzare	6.002.073.050	6.371.453.618	-6%
Imobilizari corporale	188.032.627	263.863.595	-29%
Imobilizari necorporale	169.305.871	158.409.354	7%
Creante privind impozitul pe profit amanat	96.999.353	58.521.224	66%
Alte active	195.580.837	161.416.898	21%
Active imobilizate detinute in scopul vanzarii	36.811.630	2.913.821	1163%
<b>Total active</b>	<b>43.499.220.551</b>	<b>37.605.701.264</b>	<b>16%</b>
<b>Datorii</b>			
Datorii financiare detinute la valoarea justa prin contul de profit sau pierdere	80.019.912	99.316.461	-19%
Datorii financiare derivate desemnate ca instrumente de acoperire	76.165.933	98.730.581	-23%
Depozite de la banci	3.387.875.738	3.173.396.014	7%
Imprumuturi de la banci si alte institutii financiare	6.558.213.059	7.433.468.355	-12%
Depozite de la clienti	27.148.800.322	21.995.286.812	23%
Obligatiuni emise	1.166.162.751	551.024.752	112%
Datorii subordonate	890.162.269	323.260.540	175%
Provizioane	148.268.479	67.301.041	120%
Datorii privind impozitul pe profit curent	22.806.393	49.968.517	-54%
Alte datorii	309.646.935	292.333.298	6%
<b>Total datorii</b>	<b>39.788.121.791</b>	<b>34.084.086.371</b>	<b>17%</b>
<b>Capitaluri proprii</b>			
Capital social	1.101.604.066	1.101.604.066	0%
Prime de emisiune	55	55	0%
Rezerva aferenta valorii juste a instrumentelor financiare disponibile pentru vanzare	-53.502.857	36.697.652	-246%
Rezerva de acoperire a riscurilor fluxurilor de trezorerie	-48.922.704	-50.940.452	-4%
Rezerva din reevaluarea imobilizarilor corporale	9.672.847	10.892.930	-11%
Alte rezerve	244.827.555	240.534.612	2%
Rezultat reportat	2.307.202.067	2.053.856.522	12%
<b>Total capitaluri proprii</b>	<b>3.560.881.029</b>	<b>3.392.645.385</b>	<b>5%</b>
Total capitaluri proprii aferente interesului care nu controleaza	150.217.731	128.969.508	16%
<b>Total capitaluri proprii aferente Grupului</b>	<b>3.711.098.760</b>	<b>3.521.614.893</b>	<b>5%</b>
<b>Total datorii si capitaluri proprii</b>	<b>43.499.220.551</b>	<b>37.605.701.264</b>	<b>16%</b>

La sfarsitul anului 2017, totalul activelor a fost 43.499,2 milioane RON in comparatie cu 37.605,7 milioane RON la 31 decembrie 2016 (crestere cu 16%).



*Variatiile semnificative (cresteri / descresteri) in cadrul activelor au fost pentru urmatoarele categorii:*

- *Active financiare derivate desemnate ca instrumente de acoperire: descrestere cu 13,1 milioane RON ( -76%) de la 17,3 milioane RON la 31 decembrie 2016 la 4,2 milioane RON la 31 decembrie 2017.*
- *Plasamente la banci: crestere cu 708,9 milioane RON (+96%) de la 737,8 milioane RON la 31 decembrie 2016 la 1.446,7 milioane RON la 31 decembrie 2017 .*
- *Credite si avansuri acordate clientilor: crestere cu 2.474 milioane RON (+12%) de la 20.476,8 milioane RON la 31 decembrie 2016 la 22.950,8 milioane RON la 31 decembrie 2017.*
- *Active imobilizate detinute in scopul vanzarii: crestere cu 33,8 milioane RON (+1163%) la 36,8 milioane RON la 31 decembrie 2017 de la 2,9 milioane RON la 31 decembrie 2016 ca rezultat al cresterii eficientei activelor utilizate in scopul desfasurarii activitatii bancare.*
- *Numerar si echivalente de numerar: crestere cu 2.767,8 milioane RON (+48%) de la 5.806,4 milioane RON la 31 decembrie 2016 la 8.574,2 milioane RON la 31 decembrie 2017.*
- *Credite nete din leasing financiar: crestere cu 555,2 milioane RON (+18%) de la 3.157 milioane RON la 31 decembrie 2016 la 3.712 milioane RON la 31 decembrie 2017.*
- *Active financiare detinute la valoarea justa prin contul de profit sau pierdere: descrestere cu 271,7 milioane RON (69%) de la 393,1 milioane RON la 31 decembrie 2016 la 121,4 milioane RON la 31 decembrie 2017.*

*Variatiile semnificative in cadrul datoriilor si capitalurilor proprii au fost pentru urmatoarele categorii:*

- *Datorii financiare derivate detinute la valoarea justa prin contul de profit si pierdere: descrestere cu 19,2 milioane RON (19%) de la 99,3 milioane RON (31 decembrie 2016) la 80 milioane RON (31 decembrie 2017).*
- *Datorii financiare derivate desemnate ca instrumente de acoperire: descrestere cu 22,5 milioane RON (23%) de la 98,7 milioane RON (31 decembrie 2016) la 76,1 milioane RON (31 decembrie 2017).*
- *Depozite de la banci: crestere cu 214,4 milioane RON (+7%) de la 3.173,4 milioane RON (31 decembrie 2016) la 3.387,8 milioane RON (31 decembrie 2017).*
- *Depozite de la clienti: crestere cu 5.153,5 milioane RON (+23%) de la 21.995,2 milioane RON (31 decembrie 2016) la 27.147,8 milioane RON (31 decembrie 2017).*
- *Obligatiuni emise: crestere cu 615,1 milioane RON (+112%) de la 551 milioane RON de la decembrie 2016 la 1.166,1 milioane RON la decembrie 2017.*
- *Datorii subordonate: crestere cu 566,9 (+175%) de la 323,2 milioane RON la decembrie 2016 la 890,1 milioane RON la 31 decembrie 2017.*
- *Provizioane: crestere cu 80,9 milioane RON (+120%) de la 67,3 milioane RON la decembrie 2016 la 148,2 milioane RON la decembrie 2017.*
- *Rezerva aferenta valorii juste a instrumentelor financiare disponibile pentru vânzare: descrestere cu -90,2 milioane RON (-246%) de la 36,6 milioane RON (31 decembrie 2016) la -53,5 milioane RON (31 decembrie 2017).*

### 1.2.2. Contul de profit si pierdere

Contul de profit si pierdere pentru anul 2017 si respectiv 2016 sunt prezentate mai jos:

In RON	2017	2016	Variatie 2017/2016
Venituri din dobanzi	1.352.557.898	1.292.213.262	5%
Cheltuieli cu dobanzile	-314.266.040	-347.863.702	-10%
<b>Venituri nete din dobanzi</b>	<b>1.038.291.858</b>	<b>944.349.560</b>	<b>10%</b>
Venituri din comisioane	461.957.261	409.575.609	13%
Cheltuieli cu comisioane	-89.753.414	-78.364.396	15%
<b>Venituri nete din comisioane</b>	<b>372.203.847</b>	<b>331.211.213</b>	<b>12%</b>
Venit net din tranzactionare pentru active financiare detinute la valoare justa prin contul de profit sau pierdere	264.549.469	245.446.289	8%
Ajustari privind valoarea justa aferenta contabilitatii de acoperire	-4.374.290	-3.811.455	15%
Venitul net din cedari de active si datorii financiare care nu sunt la valoarea justa prin contul de profit sau pierdere	68.623.706	128.522.698	-47%
Venituri din dividende	2.191.269	1.913.613	15%
Alte venituri operationale	12.724.144	16.140.107	-21%
<b>Venituri operationale</b>	<b>1.754.210.003</b>	<b>1.663.772.025</b>	<b>5%</b>
Cheltuieli cu personalul	-373.149.193	-351.845.892	6%
Cheltuieli cu amortizarea si deprecierea imobilizarilor corporale	-44.327.973	-43.246.638	3%
Cheltuieli cu amortizarea si deprecierea imobilizarilor necorporale	-50.085.712	-50.366.868	-1%
Alte cheltuieli administrative	-356.262.726	-323.347.751	10%
Alte cheltuieli operationale	-23.529.165	-31.043.684	-24%
<b>Cheltuieli operationale</b>	<b>-847.354.769</b>	<b>-799.850.833</b>	<b>6%</b>
<b>Rezultatul net al activitatii operationale</b>	<b>906.855.234</b>	<b>863.921.192</b>	<b>5%</b>
Pierdere neta din deprecierea activelor financiare	-336.719.169	-416.284.203	-19%
Pierderi nete din provizioane	-80.130.625	-39.999.892	100%
Castiguri nete/ (pierdere) din alte activitati de investitii	-4.575.855	-2.375.006	93%
<b>Profit / (Pierdere) inainte de impozitare</b>	<b>485.429.585</b>	<b>405.262.091</b>	<b>20%</b>
Impozitul pe profit	-79.556.579	-75.910.549	5%
<b>Profitul net al exercitiului financiar</b>	<b>405.873.006</b>	<b>329.351.542</b>	<b>23%</b>
<b>Atribuibil:</b>			
Actionarilor societatii mama	384.624.781	308.097.123	25%
Interesele care nu controleaza	21.248.225	21.254.419	0%
<b>Profitul net al exercitiului financiar</b>	<b>405.873.006</b>	<b>329.351.542</b>	<b>23%</b>

### 1.2.3. Fluxuri de numerar

Structura de fluxuri de numerar este sintetizata in situatia fluxurilor de numerar:

In RON	2017	2016	2017/2016 Variatie
<b>Activitatea de exploatare</b>			
Profitul exercitiului financiar inainte de impozitare	485.429.585	405.262.099	20%
<b>Ajustari pentru elemente nemonetare:</b>			
Amortizarea si deprecierea imobilizarilor corporale si necorporale	94.413.685	93.613.506	1%
Pierdere neta din deprecierea activelor financiare	380.882.987	324.099.223	18%
Modificarea valorii juste a activelor financiare derivate la valoare justa prin contul de profit sau pierdere	17.321.766	-3.078.599	-663%
Alte elemente aferente activitatilor de finantare si investitii	165.067.661	-22.764.601	-825%
Alte ajustari nemonetare	-87.795.134	-196.363.447	-55%
<b>Profit operational inainte de modificarea activelor si datorilor de exploatare</b>	<b>1.055.320.550</b>	<b>600.768.181</b>	<b>76%</b>
<b>Modificari in activele de exploatare</b>			
(Cresterea)/ Descresterea titlurilor de valoare detinute pentru tranzactionare	235.132.464	-84.185.586	-379%
(Cresterea)/ Descresterea titlurilor de valoare disponibile spre vanzare	296.421.227	-55.299.227	-636%
(Cresterea)/ Descresterea plasamentelor la banci	-708.694.464	112.168.502	-731%
(Cresterea)/ Descresterea creditelor si avansurilor acordate clientilor	-2.473.622.853	-1.330.243.651	86%
(Cresterea)/ Descresterea creantelor din leasing financiar	-584.658.629	-510.867.153	14%
(Cresterea)/ Descresterea altor active	-300.242.666	-24.963.572	1103%
<b>Modificari in datoriile de exploatare</b>			
(Descresterea)/ Cresterea depozitelor de la banci	214.018.704	-1.574.944.468	-114%
(Descresterea)/ Cresterea depozitelor de la clienti	5.152.842.759	4.223.414.619	22%
(Descresterea)/ Cresterea altor datorii	15.773.774	22.328.248	-29%
Impozit pe profit platit	-121.668.160	-50.127.582	143%
<b>Numerar net din/(utilizat in) activitati de exploatare</b>	<b>2.780.622.706</b>	<b>1.328.048.311</b>	<b>109%</b>
<b>Activitatea de investitii</b>			
Venituri din vanzarea imobilizarilor corporale	12.625.917	1.049.772	1103%
Achizitii de imobilizari corporale si necorporale	-83.293.054	-87.746.644	-5%
Venituri din vanzarea de participatii	656.258	45.263.082	-99%
Dividende incasate	2.191.269	1.913.613	15%
<b>Numerar net utilizat in activitati de investitii</b>	<b>-67.819.610</b>	<b>-39.520.177</b>	<b>72%</b>
<b>Activitatea de finantare</b>			
Dividende platite	-125.881.282	-107.021.634	18%
Incasari din titluri de datorie nou emise	610.000.000	0	100%
Rambursare imprumuturi de la institutiile financiare	-4.726.743.578	-3.178.860.618	49%
Incasari din imprumuturi de la institutiile financiare	3.738.500.375	3.163.735.157	18%
Incasari din imprumuturi subordonate	785.159.447	0	100%
Rambursare imprumuturilor subordonate	-225.995.450	0	100%
<b>Numerar net din activitati de finantare</b>	<b>55.039.512</b>	<b>-122.147.095</b>	<b>-145%</b>
Cresterea neta a numerarului si a echivalentelor de numerar	2.767.842.608	1.166.381.039	137%
<b>Numerarul si echivalente de numerar la 1 ianuarie</b>	<b>5.806.429.168</b>	<b>4.594.566.616</b>	<b>26%</b>
<b>Numerarul si echivalente de numerar la 31 decembrie</b>	<b>8.574.271.776</b>	<b>5.760.947.656</b>	<b>49%</b>

Indicatorul de lichiditate in RON echivalent calculat in conformitate cu Regulamentul BNR nr. 25/2011 a fost intre 1,09 si 18,62 (dependent de maturitatea reziduala a activelor si obligatiilor), in 2016: intre 1,19 si 20,80.

## **2. DESCRIEREA ACTIVITATII GRUPULUI**

### **2.1. Principalele rezultate ale activitatii Grupului si tranzactiile semnificative**

*In anul 2017, Grupul UniCredit Bank, format din UniCredit Bank si filialele sale si-a concentrat atentia si resursele privind consolidarea pozitiei in piata, managementul riscurilor, cresterea si dezvoltarea solida a afacerii tintind in acelasi timp la protejarea activelor si capitalului Bancii, crearea de valoare adaugata pentru clientii sai, actionari si societate prin imbunatatirea calitatii produselor si serviciilor, printr-un management riguros al activitatii de creditare, al riscurilor de piata si operationale si al controlului intern, aliniate in intregime cu reglementarile statutare si ale Grupului UniCredit si celor mai bune practici internationale.*

*UniCredit Bank a obtinut un profit net consolidat de 405,9 milioane de lei in 2017, in crestere cu 23,2% fata de aceeaasi perioada a anului precedent.*

*UniCredit Bank a realizat in 2017 venituri operationale consolidate de 1.754,2 milioane de lei, in crestere cu 5,4% fata de anul 2016. Aceasta evolutie a fost generata, in principal, de majorarea volumelor de credite si depozite fata de anul 2016. Cheltuielile operationale ating nivelul de 847,4 milioane de lei, in crestere cu 5,4% fata de anul 2016 in principal ca urmare a ajustarii metodologiei pentru calcularea contributiei la fondul de rezolutie.*

*Ca rezultat, profitul net consolidat realizat de UniCredit Bank in primul semestru din 2017 s-a ridicat la 405,9 milioane de lei, in crestere cu 23,2% fata de 2016. In aceeaasi perioada, profitul net consolidat dupa interesul minoritar s-a plasat la 384,6 milioane de lei, in crestere cu 24,8% fata de aceeaasi perioada a anului anterior.*

*Indicatorii financiari ai UniCredit Bank indica o pozitie echilibrata: rentabilitatea anualizata a capitalurilor proprii (ROE) a fost 11,7% in anul 2017, in vreme ce rentabilitatea anualizata a activelor (ROA) s-a plasat la 1,0%. Raportul intre costuri si venituri s-a situat la 48,3%, in crestere fata de anul anterior.*

*Banca a continuat sa analizeze atent riscurile efective si potentiale, reflectandu-le adecvat in nivelul de provizionare. Astfel, cheltuiala cu provizioanele pentru credite a ajuns la 402,1 milioane de lei la 31 decembrie 2017. Rata de acoperire a creditelor din bilant cu provizioane a creditelor din bilant a fost de 6,19%, iar costul riscului anualizat de 151 bp. Rata creditelor neperformante, inclusiv expunerile cu improbabilitate de achitare integrală a obligatiilor din credite (definitia EBA), s-a situat la 6,23%.*

*Volumul activelor consolidate la 31 decembrie 2017 a totalizat 43,5 miliarde de lei, comparativ cu 37,6 miliarde de lei sfarsitul de an 2016. Portofoliul de credite brute, inclusiv finantarile acordate prin leasing, a crescut cu app 3 miliarde de lei comparativ cu sfarsitul anului 2016. Factorii care au influentat aceasta evolutie au fost cresterea volumului finantarilor acordate clientilor din segmentul companii, a creditelor de consum pentru clientii persoane fizice precum si a finantarilor prin leasing.*

*Pentru aceeași perioadă, depozitele clienței se situează la un nivel de 27,1 miliarde de lei, în creștere cu 23,4% față de sfârșitul anului anterior.*

*2017 a fost un an cu numeroase realizări pentru UniCredit în România, în toate ariile sale de activitate.*

*Astfel, în sfera activității pentru clienții corporate, UniCredit Bank în parteneriat cu BRD-Groupe Societe Generale a acordat în 2017 grupului farmaceutic A&D Pharma un credit sindicalizat în valoare totală de peste 177 milioane de euro. Finantarea a fost acordată pentru o perioadă de cinci ani și este de tip "club loan", fiecare dintre instituțiile financiare participând cu o sumă egală (de aproximativ 88,6 milioane de euro).*

*În aceeași sferă a finanțării pentru clienții corporate, UniCredit Bank, în calitate de aranjor principal mandatat, alături de Banca Comercială Română, BRD Groupe Societe Generale și Raiffeisen Bank, fiecare în calitate de aranșori mandatați, a acordat grupului Premium Porc o facilitate de credit de tip club în valoare de 55 milioane de euro. UniCredit Bank și-a asumat și rolurile de agent de facilitare și agent de garanții. Creditul, acordat la jumătatea anului 2017, se va derula pe o perioadă de 10 ani.*

*Nu în ultimul rând, prin departamentul de Investment Banking and Corporate Finance Advisory din cadrul băncii, UniCredit Bank a acționat în 2017 în calitate de consultant financiar al companiei J.C. Flowers & Co. în tranzacția prin care aceasta a achiziționat Piraeus Bank România.*

*Tot în zona finanțării, de această dată pentru clienți din domeniul IMM, în activitatea din 2017 se remarcă finanțarea agregată în valoare de peste 7 milioane de euro acordată de UniCredit Bank și UniCredit Leasing companiei Medisprof, din Cluj Napoca, prin care a fost susținută construcția unui centru de diagnostic și tratament și achiziția de echipamente. Tot în zona întreprinderilor mici și mijlocii, din domeniul inovator, banca a demarat la finalul anului acordarea de facilități în baza acordului semnat cu Fondul European de Investiții (FEI), prin Programul de Garantare pentru IMM-uri InnovFin - un program al cărui obiectiv constă în facilitarea accesului la finanțare pentru întreprinderile inovatoare. Creditele sunt acordate prin instrumentul InnovFin SME Guarantee Facility, cu suport financiar acordat de Uniunea Europeană în cadrul Programului Orizont 2020 Instrumente Financiare și de Fondul European pentru Investiții Strategice (FEIS) în cadrul Planului de investiții pentru Europa.*

*În zona de retail, strategia UniCredit este să devină un jucător cât mai puternic, printr-o creștere a numărului de clienți. Pentru dezvoltarea business-ului de retail, UniCredit își propune să inoveze continuu și să dezvolte oferte personalizate, prin care să poată oferi clienților produse mai simple, platforme digitale moderne și procese simplificate, care să le ușureze viața și interacțiunea cu banca. Astfel, în luna septembrie 2017, UniCredit Bank a lansat o nouă ofertă tranzacțională adresată persoanelor fizice. Aceasta vine în întâmpinarea nevoilor financiare ale tuturor categoriilor de clienți tineri aflați la început de drum, angajați, antreprenori sau pensionari, oferindu-le beneficii personalizate prin șase oferte tranzacționale GeniusCont: Junior, iCont, Clasic, Pensionar, Gold sau Platinum, unele dintre acestea, unice pe piața din România, nemaifiind furnizate de nicio altă bancă. Astfel, toți clienții GeniusCont UniCredit beneficiază de comisioane zero pentru administrarea lunară a contului curent, încasări an cont, utilizarea Mobile Banking și Online Banking, retragerea de numerar de la orice ATM din România și pentru plățile electronice în lei realizate către orice bancă din*

*Romania. Mai mult decât atât, noile oferte tranzactionale GeniusCont includ beneficii unice in Romania: "Happy Hour Exchange Rate", care le ofera clientilor posibilitatea de a realiza o operatiune de schimb valutar pe zi, la curs publicat de BNR, de luni pana vineri, in intervalul orar dedicat, in suma maxima de 1.000 de euro per tranzactie, si "Bani inapoi lunar pentru plata a minim 3 facturi de utilitati" prin Online Banking, Mobile Banking sau Debit Direct, prin care clientii sunt recompensati cu 3 lei daca achita minim 3 facturi de utilitati intr-o luna. Nu in ultimul rand, ofertele tranzactionale GeniusCont au fost personalizate pentru a raspunde nevoilor specifice ale tuturor clientilor, atat pentru cei aflati la inceput de drum, care primesc beneficiile de baza, cat si pentru clientii cu volume tranzactionale mai mari si cu nevoi financiare mai diversificate, care pot beneficia si de conturi curente in valuta cu administrare gratuita, carduri de debit premium cu zero taxa pentru emitere si administrare, zero comision la retragerea de numerar de la orice ATM din lume sau asigurari gratuite de calatorie in strainatate sau pentru protectia cardului.*

*Totodata, pe parcursul lui 2017, banca a imbunatatit permanent aplicatia de Mobile Banking, introducand noi functionalitati, o interfata imbunatatita, mai usor de utilizat si extra-optiuni. Printre acestea, noua interfata permite gruparea tranzactiilor in functie de contul sau cardul din care au fost generate, blocarea si deblocarea cardurilor de debit sau de credit direct din aplicatie, precum si un instrument de control al bugetului si de creare de obiective de economisire. Totodata, UniCredit Bank a inceput sa ofere si o versiune a aplicatiei dedicata IMM, liber profesionistilor si persoanelor fizice autorizate – Business Mobile. Ambele aplicatii sunt dezvoltate folosind cele mai recente protocoale de securitate a datelor, astfel incat toate operatiunile realizate de catre clienti prin Mobile Banking si Business Mobile sunt la fel de sigure ca si cele din sucursala.*

*In acelasi timp, UniCredit Consumer Financing a continuat sa isi consolideze pozitia in segmentul creditelor de consum, mentinand in 2017 un ritm de crestere important al portofoliului si continuand sa construiasca o relatie solida cu clientii sai. Adoptarea celor mai noi tendinte din piata cardurilor si apetitul pentru digitalizare al consumatorilor, precum si misiunea de a le face clientilor viata mai usoara si de a le oferi produsele si serviciile potrivite, in momentul si locul potrivit, au fost principalele directii care au ghidat activitatea institutiei financiare in 2017. UniCredit Consumer Financing a inregistrat in segmentul creditelor de consum in anul 2017 o crestere a volumului de vanzari cu 40,9% fata de aceeasi perioada a anului anterior. Numarul de carduri in circulatie la sfarsitul lui 2017 este cu 28% mai mare comparativ cu finalul lui 2016.*

*Totodata, activitatea UniCredit Leasing Corporation in 2017 confirma postura de lider de piata a companiei, dar si faptul ca flexibilitatea in ceea ce priveste solutiile oferite clientilor si preocuparea pentru a le face viata mai usoara formeaza abordarea in relatia cu acestia. UniCredit Leasing a continuat sa ofere solutii adaptate pentru o multitudine de proiecte de afaceri, dintr-o diversitate de domenii: de la constructii, agricultura, IT pana la medical sau transporturi. Pentru a putea sustine expansiunea pe termen lung, compania a continuat si in 2017 sa investesca in dezvoltarea de solutii digitale care sa simplifice sistemul de evaluare, acordare si management al finantarilor. Acestea au fost completate de incheierea in continuare de noi parteneriate strategice cu dealeri, importatori, reprezentante care sa asigure oferte avantajoase pe termen lung pentru clienti.*



*Pentru UniCredit Leasing Corporation finantarile din 2017 au depasit volumele inregistrate in anul precedent cu 19%. Astfel, volumul noilor finantari acordate in 2017 a fost de 422,15 milioane de euro iar valoarea de achizitie a bunurilor finantate de 497,52 milioane de euro.*

*Tranzactiile anului 2017 au fost inregistrate in contabilitatea Grupului, avand la baza documente legal intocmite. Toate obligatiile prevazute de lege privind organizarea si conducerea corecta si la zi a contabilitatii au fost indeplinite, respectandu-se toate principiile, regulile si metodele contabile, prevazute de reglementarile in vigoare.*

*Datele prezentate referitoare la anul 2017 au avut in vedere organizarea si conducerea contabilitatii in conformitate cu Legea nr. 82/1991 republicata cu modificarile si completarile ulterioare si in confirmare cu Ordinul Bancii Nationale a Romaniei nr. 27/16.12.2010, cu modificarile si completarile ulterioare.*

*Toate obligatiile fata de bugetul de stat au fost inregistrate si platite in conformitate cu reglementarile locale in vigoare.*

*Auditorul extern al bancii, Deloitte Audit SRL, a efectuat auditul anual al situatiilor financiare individuale si consolidate pentru exercitiul financiar incheiat la 31 decembrie 2017 in conformitate cu cerintele Standardelor Internationale de Audit („ISA”).*

*Opinia de audit exprima faptul ca situatiile financiare individuale si situatiile financiare consolidate redau o imagine fidela, in toate aspectele semnificative, a pozitiei financiare individuale a Bancii si respectiv a Grupului UniCredit Bank , precum si a rezultatului individual si consolidat, si a fluxurilor de numerar individuale si consolidate in conformitate cu Standardele Internationale de Raportare Financiara adoptate de Uniunea Europeana.*

*Rezultatele evaluarii bancii sunt prezentate in Raportul auditorului independent Deloitte Audit SRL, anexat la situatiile financiare individuale, respectiv consolidate.*

## **2.2.   Principalele evenimente, factori de incertitudine care pot afecta lichiditatea Grupului comparativ cu perioada precedenta**

*BNR a mentinut rata dobanzii de politica monetara nemodificata la 1,75% pe parcursul anului 2017. Rata rezervei minime obligatorii (RMO) pentru pasivele in valuta a fost redusa cu 2pp pana la 8% in luna mai 2017, fapt care a condus la eliberarea de lichiditati in valoare de 0,5 miliarde euro. Rata rezervei minime obligatorii pentru pasivele in lei a fost mentinuta la 8% din mai 2015. Pe fondul asteptarilor de majorare a inflatiei incepand cu toamna anului 2017, BNR a facut primii pasi in vederea unei inaspriri monetare prin restrangerea coridorului simetric de facilitate din jurul dobanzii de politica monetara la  $\pm 1$  punct procentual in T4 2017 (de la  $\pm 1,5$  puncte procentuale anterior). Mai mult, incertitudinile si riscurile inflationiste in crestere in comparatie cu 2017 au fortat BNR sa efectueze doua majorari ale dobanzii de politica monetara in data de 8 ianuarie si 7 februarie 2018, cu 0,5 puncte procentuale, pana la 2,25%.*

*Dupa ce a revenit in teritoriul pozitiv la inceputul anului 2017, rata anuala a inflatiei si-a continuat tendinta ascendenta si a atins 3,3% in Decembrie 2017. Anticipam ca inflatia va parasi intervalul tintit de 1,5-3,5% in T1 2018 si va atinge un nivel maxim aproape de 5% in mai-iunie. Dupa ce va ramane la niveluri ridicate in iulie-august, anticipam ca aceasta va scadea pronuntat datorita efectelor de baza si va reveni in intervalul tintit chiar inainte de*

*finalul anului. In orice caz, exista riscul ca inflatia sa atinga un nivel chiar mai ridicat atat din cauza unor factori de pe partea cererii cat si de pe partea ofertei: i) ritmul rapid de crestere a venitului real va continua sa impinga inflatia de baza (inflatia excluzand preturile volatile si administrate) in sus; ii) preturile volatile au crescut peste asteptari in ultimele luni ale anului 2017; iii) politica fiscala ramane un risc la adresa inflatiei din cauza posibilitatii majorarilor neprevazute de taxe pentru a contrabalansa colectarea sub asteptari; si iv) deprecierea leului ar putea contribui mai mult la inflatie.*

*Pe cale de consecinta, dat fiind faptul ca ratele de dobanda trebuie sa recompenseze adecvat inflatia in crestere si avand in vedere ca riscurile inflationiste sunt in crestere, estimam ca inca trei majorari a cate 0,25pp a ratei de politica monetara vor fi necesare in 2018 pentru a stabiliza rata inflatiei si a ancora asteptarile asupra inflatiei in intervalul tintit pe parcursul urmatoarelor doi ani, fapt ce va conduce la majorarea ratei de politica monetara la 3% pana in toamna lui 2018.*

*Lichiditatea din piata a intampinat o serie de constrangeri in a doua jumatate a anului 2017, din cauza dividendelor suplimentare acordate de catre intreprinderile de stat, a dinamicii creditarii si a faptului ca Ministerul Finantelor Publice a plasat obligatiuni in valoare mai mare decat cele care expirau. Lichiditatea redusa a cauzat cresteri ale ratelor ROBOR si a determinat BNR sa actioneze prin organizarea unor operatiuni REPO pentru a furniza lichiditate participantilor la piata. Catre finalul anului lichiditatea s-a imbunatatit, pe masura ce guvernul a accelerat ritmul cheltuielilor publice, in linie cu nivelul de deficit bugetar anuntat.*

*Bancile au continuat sa isi curete portofoliile de creditele neperformante in anul 2017, acest lucru diminuand rata creditelor neperformante pana la 7,3% in noiembrie 2017, de la 9,62% la finalul anului 2016. Cu toate acestea, evolutia anuala a stocului de credite acordate companiilor s-a imbunatatit si a devenit pozitiva incepand cu aprilie 2017 pentru prima data din februarie 2013. Stocul creditelor acordate gospodariilor populatiei a continuat sa creasca puternic (6,8% crestere anuala la finalul lunii Decembrie 2017; crestere ajustata pentru efectul cursului de schimb), in timp ce stocul creditelor acordate companiilor a crescut foarte putin (1,1% crestere anuala la finalul lunii Decembrie 2017; crestere ajustata pentru efectul cursului de schimb), deoarece companiile prefera alte surse de finantare.*

*Creditele noi au fost acordate preponderent in moneda locala, atat pentru persoane fizice, cat si pentru companii. Drept urmare, ponderea stocului de credite acordate in moneda locala este in continuare mai mare decat cea a creditelor acordate in valuta, aceasta crescand la 62,8% la finalul lunii Decembrie 2017, de la 57,2% la finalul anului 2016 si un minim de 35,6% in mai 2012. Pe parcursul anului 2017, peste 80% din creditele noi au fost acordate in moneda locala. Majorarea ponderii creditelor in moneda locala contribuie la imbunatatirea mecanismului transmisiei politicii monetare, la atenuarea riscurilor la adresa stabilității financiare si la cresterea robustetii economiei. Principalii factori care au contribuit la aceasta evolutie au fost eforturile si reglementarile bancii centrale de a proteja clientii impotriva riscurilor de depreciere, impreuna cu scaderea ratelor dobanzii in lei la noi minime istorice. Raportul dintre credite si depozite se situeaza aproape de un minim, la 76,7% la sfarsitul lunii Decembrie 2017.*

*Nu au existat aspecte sau factori care au afectat lichiditatea Grupului in comparatie cu perioada de raportare a anului anterior.*



*Grupul nu a fost in situatia de a nu-si respecta obligatiile financiare in decursul perioadei de raportare.*

### **2.3. Activele necorporale si corporale ale Grupului**

*Prezentarea și analizarea efectelor cheltuielilor de capital, curente sau anticipate asupra situatiei financiare a societatii comerciale comparativ cu aceeași perioadă a anului trecut*

*Activele corporale si necorporale in valoare bruta au fost in suma de 833,2 milioane RON la 31 decembrie 2017, in comparatie cu 875,5 milioane RON la 31 decembrie 2016 (valori nete 357,3 milioane RON la 31 decembrie 2017 in comparatie cu 422,2 milioane RON la 31 decembrie 2016, reprezentand o descrestere de 15,38%), reprezentand o descrestere de 4,83% .*

*Precizarea amplasarii si a caracteristicilor principalelor capacitati de productie in proprietatea Bancii*

*La data de 31 decembrie 2017, Banca detine in proprietate active corporale de natura cladirilor, reprezentand spatiul in care functioneaza sucursalele/agentiile din: Bucuresti (sucursale „Norilor”, „Marasesti”, „Panduri”, „Traian”, „Nicolae Titulescu”, „Magheru”), Braila, Buzau, Calafat, Cluj-Napoca, Constanta, Craiova, Focsani, Lugoj, Oradea, Piatra Neamt, Pitesti, Satu Mare, etc. Restul sediilor in care Banca/Grupul isi desfasoara activitatea sunt sedii inchiriate. Banca a inchis un numar de 3 de sucursale aflate in spatii inchiriate.*

*Descrierea și analizarea gradului de uzura al proprietatilor Bancii*

*Activele corporale nete, la 31 decembrie 2017 au fost in suma de 186,5 milioane lei, din care 35,9% reprezinta cladiri si terenuri.*

### **2.4. Descrierea situatiei concurențiale in domeniul de activitate al societatii comerciale, a ponderii pe piata a produselor sau serviciilor societatii comerciale și a principalilor competitori**

*UniCredit Bank este o banca universala care furnizeaza servicii atat pentru segmentul retail (persoane fizice si IMM), cat si pentru companii. Aceste servicii includ: deschideri de conturi, plati interne si externe, schimburi valutare, creditare pe termen scurt, mediu si lung etc. UniCredit Consumer Financing furnizeaza credite de consum pentru populatie. Grupul mai este prezent in Romania prin intermediul companiilor de leasing care furnizeaza servicii de leasing financiar clientilor persoane fizice si juridice.*

### **3. MODIFICARI CARE AFECTEAZA CAPITALUL SOCIAL SI ADMINISTRAREA GRUPULUI**

#### **3.1. Modificari in organismele de conducere ale Grupului**

*In cadrul Adunarii Generale a Actionarilor din data de 17 aprilie 2008, a fost adoptat sistemul dualist de administrare, conform caruia, conducerea si administrarea UniCredit Bank SA este asigurata de Directorat, respectiv de catre Consiliul de Supraveghere, membrii Directoratului neputand fi in acelasi timp si membri in Consiliul de Supraveghere.*

#### **Prezentarea componentei Consiliului de Supraveghere a Bancii la 31 decembrie 2017**

**Componenta Consiliului de Supraveghere UniCredit Bank, la data de 31.12.2017:**

- 1. Corneliu Dan Pascariu, cetatean roman, nascut la data de 12.05.1950, Presedintele Consiliului de Supraveghere.**
- 2. Heinz Meidlinger, cetatean austriac, nascut la data de 06.09.1955, membru.**
- 3. Jutta Liebenwein Schoeffmann, cetatean austriac, nascuta la data de 30.11.1959, membru.**
- 4. Stefano Porro, cetatean italian, nascut la data de 07.03.1975, membru.**
- 5. Luca Pierluigi Rubaga, cetatean italian, nascut la data de 27.08.1970, membru.**
- 6. Zeynep Nazan Somer Ozelgin, cetatean turc, nascuta la data de 06.11.1963, membru.**

#### **Prezentarea componentei conducerii executive a Bancii la 31 decembrie 2017**

**Componenta Directoratului UniCredit Bank, la data de 31.12.2017:**

- 1. Catalin Rasvan Radu, cetatean roman, nascut la data de 12.02.1966, Presedinte Executiv (CEO), Presedinte al Directoratului.**
- 2. Marco Cravario, cetatean italian, nascut la data de 28.05.1967, Prim Vicepresedinte Executiv (CEO adjunct)**
- 3. Daniela Margareta Bodirca, cetatean roman, nascuta la data de 28.04.1976, Vicepresedinte Executiv, membru al Directoratului.**
- 4. Alina Marinela Dragan, cetatean roman, nascuta in 17.09.1978, Vicepresedinte Executiv, membru al Directoratului.**
- 5. Marco Giuseppe Esposito, cetatean italian, nascut in 07.10.1959, Vicepresedinte Executiv, membru al Directoratului.**
- 6. Jakub Dusilek, cetatean ceh, nascut la data de 17.12.1974, Vicepresedinte Executiv, membru al Directoratului.**
- 7. Philipp Gamauf a fost numit in calitate de Vicepresedinte Executiv, membru al Directoratului in sedinta Consiliului de Supraveghere din 08.09.2017; subiect al aprobarii BNR (la data de 31.12.2017 inca nu a fost primita aprobarea BNR).**

*In decursul exercitiului financiar 2017 au avut loc urmatoarele modificari in organele de conducere ale UniCredit Bank:*

- **Consiliul de Supraveghere:**
  - *renuntarea la mandatul de membru al Consiliului de Supraveghere al Bancii a Dlui Stefano Cotini;*
  - *numirea dnei Jutta Liebenwein Schoeffmann in functia de membru al Consiliului de Supraveghere incepand cu data de 20.02.2017;*
  - *numirea dlui Stefano Porro in functia de membru al Consiliului de Supraveghere incepand cu data de 20.02.2017;*
  - *numirea dlui Luca Pierluigi Rubaga in functia de membru al Consiliului de Supraveghere incepand cu data de 20.02.2017;*
  - *numirea dnei Zeynep Nazan Somer Ozelgin in functia de membru al Consiliului de Supraveghere incepand cu data de 20.02.2017.*
- **Directorat:**
  - *Mihaela Alina Lupu a renuntat la mandatul de Vicepresedinte Executiv, membru al Directoratului incepand cu data de 01.09.2017;*
  - *Philipp Gamauf a fost numit in calitate de Vicepresedinte Executiv, membru al Directoratului in sedinta Consiliului de Supraveghere din 08.09.2017;*

*Mandatele actuale ale membrilor Directoratului UniCredit Bank sunt valabile pana la data de 17.04.2020.*

*In evidentele Bancii nu sunt inregistrate litigii sau proceduri administrative in care au fost implicati membrii Consiliului de Supraveghere sau ai Directoratului UniCredit Bank.*

### **3.2. Modificari in structura actionariatului Bancii**

*Structura actionariatului Bancii a ramas neschimbata pe parcursul anului 2017. UniCredit SpA detine 98,3280 % din capitalul social la Bancii, la 31 decembrie 2017.*

*A se vedea detaliile in nota 38 Capital social din Situatiile financiare consolidate pentru exercitiul financiar incheiat la 31 decembrie 2017.*

### **3.3. Descrierea politicii Bancii cu privire la dividende**

*In aprilie 2017 Adunarea Generala a Actionarilor a aprobat distribuirea sumei de 126.986.295 RON din profitul net aferent anului financiar 2016.*

#### **4. PIAȚA VALORILOR MOBILIARE EMISE DE BANCA/GRUP**

##### **4.1. Descrierea piețelor din România și din alte țări pe care se tranzacționează valorile mobiliare emise**

*In iunie 2013, Banca a emis 55.000 obligatiuni pe termen mediu, in RON listate la Bursa de Valori Bucuresti, avand urmatoarele caracteristici: simbol UCT18, ISIN ROUCTBDBC014, valoarea nominala in suma de 10.000 RON/obligatiune, dobanda fixa de 6,35% pe an, cuponul de dobanda platibil semestrial si avand data de rascumparare la 15 iunie 2018.*

*Din totalul de 10 cupoane aferente acestei emisiuni, au fost platite un numar de 9 cupoane de dobanda catre detinatorii acestor obligatiuni. Informatii complete privind aceste obligatiuni sunt prezentate pe pagina Bursei de Valori Bucuresti:*

*(<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCT18>).*

*In iulie 2017, Banca a emis 61.000 obligatiuni noi pe termen mediu si lung, in RON listate la Bursa de Valori Bucuresti, valoarea nominala in suma de 10.000 RON/obligatiune, avand urmatoarele caracteristici:*

- *simbol UCB20, ISIN ROUCTBDBC022, 14.600 obligatiuni, dobanda variabila de ROBOR 6M+0,65% pe an, cuponul de dobanda platibil semestrial si avand data de rascumparare la 15 iulie 2020. Din totalul de 6 cupoane aferente acestei emisiuni, a fost platit primul cupon de dobanda catre detinatorii acestor obligatiuni;*
- *simbol UCB22, ISIN ROUCTBDBC030, 28.050 obligatiuni, dobanda variabila de ROBOR 6M+0,85% pe an, cuponul de dobanda platibil semestrial si avand data de rascumparare la 15 iulie 2022. Din totalul de 10 cupoane aferente acestei emisiuni, a fost platit primul cupon de dobanda catre detinatorii acestor obligatiuni*
- *simbol UCB24, ISIN ROUCTBDBC048, 18.350 obligatiuni, dobanda variabila de ROBOR 6M+1,05% pe an, cuponul de dobanda platibil semestrial si avand data de rascumparare la 15 iulie 2024. Din totalul de 14 cupoane aferente acestei emisiuni, a fost platit primul cupon de dobanda catre detinatorii acestor obligatiuni*
- *Informatii complete privind aceste obligatiuni sunt prezentate pe pagina Bursei de Valori Bucuresti:*  
*(<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB20>)*  
*(<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB22>)*  
*(<http://www.bvb.ro/FinancialInstruments/Details/FinancialInstrumentsDetails.aspx?s=UCB24>)*

##### **4.2. In cazul in care entitatea raportoare a emis obligatiuni si/sau alte titluri de creanta, prezentarea modului in care aceasta isi achita obligatiile fata de detinatorii de astfel de valori mobiliare**

*Platile de cupoane au fost efectuate conform prevederilor Capitolului „TERMENII SI CONDITIILE OBLIGATIUNILOR”, paragraful 9 Plati din „Prospectul de emisiune obligatiuni” publicat pe site-ul Autoritatii de Supraveghere Financiara.*

*(<http://www.asfromania.ro>) – link direct:*

*(<http://www.asfromania.ro/supraveghere-capital/emitenti-capital-supraveghere/oferte-publice-capital-supraveghere/prospecte-amendamente/1891-prospectele-amendamentele-certificatele-pentru-ofertele-de-vanzare-aprobate-de-a-s-f-c-n-v-m>)*

*UniCredit Bank SA a semnat in luna august 2017 Contracte de prestari servicii cu Depozitul Central si are calitatea de agent de plata pentru obligatiunile proprii.*

## **5. ALTE ASPECTE**

### **5.1. Precizarea numarului si a nivelului de pregatire a angajatilor Bancii precum si a gradului de sindicalizare a fortei de munca**

*La data de 31.12.2017, UniCredit Bank avea 2.965 salariatii activi.*

*Din punct de vedere a pregatirii acestora, 90% au studii superioare si 10% au studii medii. Banca este preocupata in permanenta de pregatirea si dezvoltarea profesionala a angajatilor, organizandu-se cursuri atat pentru imbunatatirea cunostintelor tehnice precum si a competentelor specifice activitatii bancare.*

*Din punct de vedere a sindicalizarii fortei de munca, 1.390 din 2.965 (47%) din angajatii Bancii sunt membri in sindicat si 53% nu fac parte din sindicat.*

*La data de 31.12.2017, Grupul UniCredit avea 3.348 salariatii activi.*

### **5.2. Descrierea raporturilor dintre manager si angajati precum si a oricaror elemente conflictuale ce caracterizeaza aceste raporturi**

*Intre manageri si angajati exista raporturi de subordonare, gestionate formal prin procesul de evaluare a performantei, desfasurat odata pe an.*

*Totodata, in cadrul organizatiei se desfasoara periodic cursuri de dezvoltare a competentelor manageriale, adresate managerilor, ce vizeaza in principal aspecte legate de motivarea angajatilor, oferirea de feedback, conducerea si organizarea echipelor eficiente, precum si activitati de echipa ce vizeaza imbunatatirea performantei si productivitatii angajatilor, a motivatiei si angajamentului acestora, si a colaborarii dintre angajati, precum si dintre manager si angajati.*

### **5.3. Evaluarea aspectelor legate de impactul activitatii de baza a emitentului asupra mediului inconjurator**

*Nu exista litigii (existente sau preconizate) cu privire la încălcarea legislatiei privind protectia mediului inconjurator.*

## **6. ANEXE**

*Urmatoarele documente sunt atasate prezentului raport:*

### **6.1. Lista filialelor Bancii si a societăților controlate de aceasta**

*Lista filialelor si a entitatilor controlate de Banca la data de 31 decembrie 2017 este prezentata in Anexa 1.*

### **6.2. Lista persoanelor afiliate**

*Lista persoanelor afiliate este prezentata in Anexa 2.*

### **6.3. Declaratiile membrilor Consiliului de Supraveghere si Directoratului privind interesele directe sau indirecte in entitati**

*Declaratiile membrilor Consiliului de Supraveghere si Directoratului privind interesele directe sau indirecte in entitati se regasesc in Anexa 3.*

### **6.4. CV-urile membrilor Consiliului de Supraveghere si Directoratului**

*CV-urile membrilor Consiliului de Supraveghere si Directoratului sunt prezentate in Anexa 4.*

### **6.5. Anexe modificari componenta Consiliu de Supraveghere si Directorat**

*A se vedea Anexa 5 privind modificarile intervenite in structura Consiliului de Supraveghere si Directoratului Bancii.*

### **6.6. Situatii financiare si raport auditor**

*Situatiile financiare consolidate la 31 decembrie 2017 sunt intocmite in conformitate cu IFRS adoptate de Uniunea Europeana si auditate de catre auditorul extern independent Deloitte Audit SRL.*

### **6.7. Declaratia de Conformitate**

*Declaratia de Conformitate a membrilor Directoratului care isi asuma raspunderea pentru intocmirea situatiilor financiare consolidate la 31 decembrie 2017.*

**Rasvan Catalin Radu**  
**Presedinte Executiv**



**Philipp Gamauf**  
**Vicepresedinte Executiv**



**Anexa 6.1.****Lista filialelor Bancii si a societatilor controlate de aceasta**

Lista filialelor UniCredit Bank SA si a societatilor controlate de aceasta la data de 31.12.2017 cuprinde:

Nr. Ctr.	Denumire entitate	Cota participatie	Tip Societate	CUI	Nr. Inreg. O.N.R.C	Nr. Registrul Bancar /General IFN
1	UniCredit Consumer Financing IFN S.A.	50.10%	Filiala – controlata direct	24332910	J40/13865/2008	RG-PJR-41-110247
2	UniCredit Leasing Corporation IFN S.A.	99.98%	Filiala – controlata direct si indirect	14600820	J40/3396/2002	RG-PJR-41-110176 RS-PJR-41-110031
3	Debo Leasing IFN SA *	99.97%	Filiala – controlata indirect	15948432	J40/16182/2003	RG-PJR-41-110197
4	UniCredit Insurance Broker SRL *	99.98%	Filiala – controlata indirect	15514018	J40/8111/2003	-

\*) Aceste entitati sunt controlate direct de catre UniCredit Leasing Corporation IFN S.A.

## Anexa 6.2.

### Lista persoanelor afiliate

Lista persoanelor afiliate UniCredit Bank SA la data de 31.12.2017 cuprinde:

Nr. Crt	Denumire parte afiliata	Tip Parte Afiliata
1	UNICREDIT BANK SA	Grup UniCredit
2	UNICREDIT BANK AUSTRIA AG	Grup UniCredit
3	UniCredit Bank Austria AG	Grup UniCredit
4	UNICREDIT BANK AG, GERMANY	Grup UniCredit
5	UNICREDIT BANK HUNGARY ZRT	Grup UniCredit
6	UNICREDIT SPA	Grup UniCredit
7	UNICREDIT BANK CZECH REP. AND SLOVAKIA	Grup UniCredit
8	UNICREDIT BANK AUSTRIA AG	Grup UniCredit
9	UNICREDIT BANK AG, GERMANY	Grup UniCredit
10	UNICREDIT BANK AG, NEW YORK BRANCH	Grup UniCredit
11	UNICREDIT BANK CZECH REP. AND SLOVAKIA,SLOVAKIA BR	Grup UniCredit
12	UNICREDIT BULBANK AD	Grup UniCredit
13	UNICREDIT BANKA SLOVENIJA D D	Grup UniCredit
14	UNICREDIT BANK IRELAND PLC	Grup UniCredit
15	UniCredit SpA London Branch	Grup UniCredit
16	ZAGREBACKA BANKA DD	Grup UniCredit
17	UNICREDIT BANK AG LONDON BRANCH	Grup UniCredit
18	UniCredit SPA	Grup UniCredit
19	UNICREDIT BANK AG, HONG KONG	Grup UniCredit
20	AO UniCredit Bank	Grup UniCredit
21	UNICREDIT BANK SERBIA JSC	Grup UniCredit
22	UniCredit Luxembourg SA	Grup UniCredit
23	FactorBank AG	Grup UniCredit
24	UNICREDIT CAIB SECURITIES ROMANIA SA	Grup UniCredit
25	UNICREDIT LEASING FLEET MANAGEMENT SRL	Grup UniCredit
26	UNICREDIT LEASING CORPORATION IFN S.A.	Grup UniCredit
27	UNICREDIT INSURANCE BROKER S.R.L.	Grup UniCredit
28	AMUNDI ASSET MANAGEMENT S.A.I. SA	Grup UniCredit
29	DEBO LEASING IFN SA	Grup UniCredit
30	UNICREDIT FACTORING S.p.A.	Grup UniCredit
31	UNICREDIT CONSUMER FINANCING IFN S.A.	Grup UniCredit
32	PIONEER ASSET MANAGEMENT S.A	Grup UniCredit
33	U.B.I.S.AUSTRIA GMBH VIENA SUC.BUCURESTI	Grup UniCredit
34	UNICREDIT FACTORING EAD	Grup UniCredit
35	PIONEER ASSET MANAGEMENT A.S	Grup UniCredit
36	UCTAM RO SRL	Grup UniCredit
37	U.B.I.S. SCPA MILANO SUCURSALA BUCURESTI	Grup UniCredit
38	YAPI VE KREDI BANKASI AS	Grup Unicredit
39	YAPI KREDI FAKTORING	Grup UniCredit



Nr. Crt	Denumire parte afiliata	Tip Parte Afiliata
40	Daniela Bodirca	Management / Corporate officer
41	Lefter Alexandru Catalin	Management / Corporate officer
42	Dan Corneliu Pascariu	Management / Corporate officer
43	Gabriel Jeflea	Management / Corporate officer
44	Viviana Traistaru	Management / Corporate officer
45	Andreea Adamescu	Management / Corporate officer
46	Eugenia Bolboros	Management / Corporate officer
47	Dragulin Gabriela	Management / Corporate officer
48	Elena Florea	Management / Corporate officer
49	Simona Petrescu	Management / Corporate officer
50	Alexandra Ivanov	Management / Corporate officer
51	Andrei Bratu	Management / Corporate officer
52	Catalin Rasvan Radu	Management / Corporate officer
53	Dragos Birlog	Management / Corporate officer
54	Vedel Razvan	Management / Corporate officer
55	Claudia Mocanu	Management / Corporate officer
56	Alina Dragan	Management / Corporate officer
57	Dutu Gheorghe Marius	Management / Corporate officer
58	Septimiu Postelnicu	Management / Corporate officer
59	Ana Dutu	Management / Corporate officer
60	Cristian Badoi	Management / Corporate officer
61	Ilie Daniela Costina	Management / Corporate officer
62	Postelnicu Mihaela	Management / Corporate officer
63	Florea Serban Daniel	Management / Corporate officer
64	Smartrade International	Management / Corporate officer
65	Mocanu Sorin Alexandru	Management / Corporate officer
66	Cirstea Gabriel	Management / Corporate officer
67	Birlog Andreea Madalina	Management / Corporate officer
68	Adamescu Andrei Octavian	Management / Corporate officer
69	Florea Daria	Management / Corporate officer
70	Florea Alexandra	Management / Corporate officer
71	Florea Irina	Management / Corporate officer
72	Postelnicu Stefan Nectarie	Management / Corporate officer
73	Postelnicu Toma	Management / Corporate officer
74	Postelnicu David	Management / Corporate officer
75	Ani Cirstea	Management / Corporate officer
76	Ioana Ciucu	Management / Corporate officer
77	Daniel Popescu	Management / Corporate officer
78	Marco Giuseppe Esposito	Management / Corporate officer
79	Adrian Codirlasu	Management / Corporate officer
80	Razvan Breten	Management / Corporate officer
81	Manuta Dumitrache	Management / Corporate officer
82	Sorin Dragulin	Management / Corporate officer
83	Parvulescu Adrian Constantin	Management / Corporate officer

Nr. Crt	Denumire parte afiliata	Tip Parte Afiliata
84	Adina Enescu	Management / Corporate officer
85	Marco Cravario	Management / Corporate officer
86	Adina Iovu	Management / Corporate officer
87	Bogdan Oniga	Management / Corporate officer
88	Jakub Dusilek	Management / Corporate officer
89	Andrea D'Alessandro	Management / Corporate officer
90	Diana Ciubotariu	Management / Corporate officer
91	Giovanni SCOTTO DI FRECA	Management / Corporate officer
92	Cotiga Mircea Marian	Management / Corporate officer
93	Milosoiu Simona Nicoleta	Management / Corporate officer
94	Milosoiu Simona Nicoleta	Management / Corporate officer
95	Tanasescu Ienciu Serban Mihai	Management / Corporate officer
96	Ramona Balasanian	Management / Corporate officer
97	Daniela Panaitescu	Management / Corporate officer
98	Cotiga Adina-Georgiana	Management / Corporate officer
99	Cotiga Darius-Alexandru	Management / Corporate officer
100	Cotiga Sara-Maria	Management / Corporate officer
101	Milosoiu Radu	Management / Corporate officer
102	Milosoiu Andrei	Management / Corporate officer
103	Tanasescu Ienciu Sophia Ioana	Management / Corporate officer
104	Boureaanu Irina	Management / Corporate officer
105	Balasanian Arsavir Teodor	Management / Corporate officer
106	Balasanian Robert Andrei	Management / Corporate officer
107	Balasanian Alexandru Vlad	Management / Corporate officer
108	Panaitescu Cristian Ion	Management / Corporate officer
109	Panaitescu Bianca Maria	Management / Corporate officer
110	Eval Expert SRL	Management / Corporate officer
111	Mega Trans Logistic SRL	Management / Corporate officer
112	Axa Management Concept Srl	Management / Corporate officer
113	Crision Exim SRL	Management / Corporate officer
114	Ignat Bogdan	Management / Corporate officer
115	Cezarina Morar	Management / Corporate officer
116	Borislav Genov	Management / Corporate officer

DECLARAȚIE/STATEMENT

Subsemnatul/*Undersigned*, Radu Catalin Rasvan, cetatean/*citizen* roman, nascut la data de/born as of \_\_\_\_\_  
In/ *in* \_\_\_\_\_, domiciliat in/ *domiciled in* \_\_\_\_\_ CNP/PIN 1 \_\_\_\_\_  
deținând funcția de/ *holding the position of* Presedinte Executiv în cadrul UniCredit Bank SA începând cu data  
de/ *within UniCredit Bank SA starting with* 2005, declar și certific prin prezenta, pe proprie răspundere,  
urmatoarele/ *I hereby declare and certify, under own liability, the following*.

(i) Am interese directe sau indirecte în următoarele entități/ *I have direct or indirect interests in the following entities:*

(ii) Următorii membrii apropiați ai familiei mele<sup>1</sup>, se afla sau se pot afla în una următoarele situații  
descrie de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze  
sau să fie influențat de aceștia (*n.n. persoana declarantă*) în raport cu Instituția de credit/ *The  
following close members of my family<sup>2</sup>, are held or can be held in one of the following situations  
described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to  
influence or to be influenced by them (the person making the declaration) in relation with the credit  
institution.*

Nume:

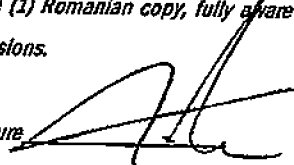
Data nașterii

Orice modificare cu privire la declarațiile de mai sus va fi comunicată, de îndată, Direcției Resurse Umane/ *Any  
modification related to the above declarations shall be communicated, as soon as possible to the Human  
Resources Department.*

Redactată într-un (1) exemplar în limba română, în deplină cunoștință a faptului că declarațiile false se  
pedepsesc conform prevederilor legale aplicabile./ *Drawn up in one (1) Romanian copy, fully aware that the  
false declarations are punished according to the legal applicable provisions.*

Data/ *Date* 31.05.2017

Semnatura / *Signature*



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane  
afiate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau al partenerului de viață al  
acestuia

<sup>2</sup> *Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance  
of the individual, financial dependents of him) of the individual or of his/her domestic partner.*

## DECLARATIE/STATEMENT

Subsemnatul/*Undersigned*, Marco Cravario, cetatean/citizen Italian, nascut la data de/born as of  
i  
i, domiciliat in/domiciled in  
CNP/PIN  
i, detinand functia de/holding the position of Deputy CEO in cadrul UniCredit  
Bank SA incepand cu data de/ within UniCredit Bank SA starting with 16/02/2015, declar si certific prin  
prezenta, pe propre raspundere, urmatoarele/ I hereby declare and certify, under own liability, the  
following:

- (i) Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect  
interests in the following entities: please see ANNEX 1
- (ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele  
situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se  
anticipează să influențeze sau să fie influențati de aceștia (n.n. persoana declaranta) în  
raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can  
be held in one of the following situations described by art.102 paragraph letter g) of the  
NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the  
person making the declaration) in relation with the credit institution.

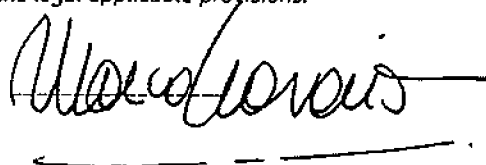
Nume:	Data nasterii
Marco Cravario	28.05.1967

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse  
Umane/ Any modification related to the above declarations shall be communicated, as soon as possible  
to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile  
false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully  
aware that the false declarations are punished according to the legal applicable provisions.

Data/Date 31.05.2017

Semnatura /Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți  
(persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai  
partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the  
maintenance of the individual, financial dependents of him) of the individual or of his/her domestic  
partner.

## DECLARATIE/STATEMENT

Subsemnatul/*Undersigned*, Marco Cravario, cetatean/citizen Italian, nascut la data de/born as of \_\_\_\_\_, domiciliat in/domiciled in \_\_\_\_\_  
CNP/PIN \_\_\_\_\_, detinand functia de/holding the position of Deputy CEO in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 16/02/2015, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:

- (i) Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities: please see ANNEX 1
- (ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențati de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

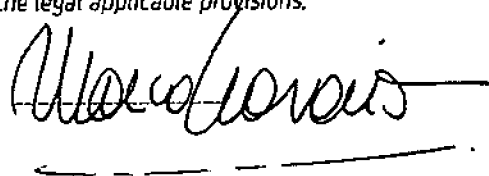
Nume:	Data nasterii
Marco Cravario	28.05.1967

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/Date 31.05.2017

Semnatura /Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

## ANNEX 1

### Italian non-commercial companies owning family properties (real estate)

La Salomona SS	45%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Antea SS	90%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Antea 2 SS	42%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Ghizolfo SS	50%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Linda SS	56%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Tean SS	45%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Residential RE
Bianca SS	37%		Corso Giovanni Lanza 78, 10133 Torino, Italy	Commercial RE

### Italian commercial limited liability company

#### Managing family business

Albergo Biancaneve SaS	8%		Via Luciano Manara 5, 10133 Torino, Italy	Family business
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Date: 31/05/2017

Signature:

## DECLARATIE/STATEMENT

Subsemnatul/*Undersigned*, Bodirca Daniela Margareta, cetatean/citizen roman, născut la data de/born as of 21 \_\_\_\_\_, domiciliat în/domiciled in \_\_\_\_\_, București, CNP/PIN \_\_\_\_\_, detinând funcția de/holding the position of Vicepresedinte Executiv în cadrul UniCredit Bank SA începând cu data de/ within UniCredit Bank SA starting with Iulie 2008, declar și certific prin prezenta, pe proprie răspundere, următoarele/ I hereby declare and certify, under own liability, the following:

- (i) Am interese directe sau indirecte în următoarele entități/ I have direct or indirect interests in the following entities :

Not applicable

- (ii) Următorii membrii apropiați ai familiei mele<sup>1</sup>, se afla sau se pot afla în una următoarele situații descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențați de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

Nume:	Data nașterii
Cristian Bodirca	23.07.1974
Tudor Stefan Bodirca	01.03.2012

Orice modificare cu privire la declarațiile de mai sus va fi comunicată, de îndată, Direcției Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactată într-un (1) exemplar în limba română, în deplină cunoștință a faptului că declarațiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/Date 31.05.2012

Semnatura /Signature \_\_\_\_\_

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARAȚIE/STATEMENT

Subsemnatul/ Undersigned, Alina Dragan, cetatean/citizen roman, nascut la data de/born as of                      ta, domiciliat in/ domiciled in                       
CNP/PIN                     , detinand functia de/holding the position of                       
...Vicepresedinte Executiv.. in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with ...08.06.2010..., declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following.

- (i) Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :

- (ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențati de aceștia (n.n. persoana declaranta) în raport cu Instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

Nume:                       
.....  
                      
.....


Data nasterii                       
.....  
                      
.....

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata Intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/ Date 26.05.2017

Semnatura / Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.



DECLARATIE/STATEMENT

Subsemnatul/ Undersigned, MARCO GIUSEPPE ESPOSITO, cetatean/ citizen ITALIAN,  
nascut la data de/ born as of \_\_\_\_\_, in/ in \_\_\_\_\_, domiciliat  
in/ domiciled in \_\_\_\_\_, CNP/PIN \_\_\_\_\_, detinand  
functia de/ holding the position of EXECUTIVE VICEPRESIDENT in cadrul UniCredit Bank SA incepand cu data  
de/ within UniCredit Bank SA starting with APRIL 2011, declar si certific prin prezenta, pe  
proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following.

- (i) Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :

- (ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențati de aceștia (n.n. persoana declarantă) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

Nume:

Data nasterii

\_\_\_\_\_

\_\_\_\_\_

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/ Date 26.05.2017

Semnatura / Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependents (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARAȚIE/STATEMENT

Subsemnatul/ *Undersigned*, JAKUB DUSILEK, cetățean/ *citizen* czech, născut la data de/ *born as of* 1

....., domiciliat în/ *domiciled in* S.....

4 ..... CNP/PIN 1 ....., deținând funcția de/ *holding the position* Executive Vicepresident GBS în cadrul UniCredit Bank SA începând cu data de/ *within UniCredit Bank SA starting with* July 2016, declar și certific prin prezenta, pe proprie răspundere, următoarele/ *I hereby declare and certify, under own liability, the following*.

- (i) Am interese directe sau indirecte în următoarele entități/ *I have direct or indirect interests in the following entities* :



- (ii) Următorii membrii apropiați ai familiei mele<sup>1</sup>, se afla sau se pot afla în una următoarele situații descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențati de aceștia (*n.n. persoana declarantă*) în raport cu instituția de credit/ *The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.*

Nume:



Data nașterii

.....

.....



.....

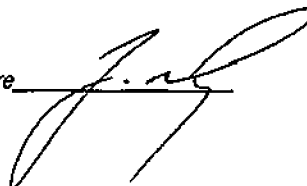
Orice modificare cu privire la declarațiile de mai sus va fi comunicată, de îndată, Direcției Resurse Umane/ *Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.*

Redactată într-un (1) exemplar în limba română, în deplină cunoștință a faptului că declarațiile false se pedepsesc conform prevederilor legale aplicabile./ *Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.*

Data/ *Date*

23/5/2014

Semnatura / *Signature*



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> *Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.*

## DECLARATIE/STATEMENT

Subsemnatul/Undersigned, Luca Pierluigi Rubaga, cetatean/citizen Italian citizen, nascut la data de/born as of 2 , in/in , domiciliat In/domiciled in , CNP/PIN , detinand functia de/holding the position of Member of the Supoervisory Board in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 20.02.2017, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:

- (i) am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities:

None

.....

- (ii) Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 119 alin 2 lit e) din Regulamentul BNR nr. 18/2009 astfel cum a fost modificat prin Regulamentul 10/2011: „se anticipeaza sa influențeze sau sa fie influențati de acestia (n.n. persoana declaranta) in raport cu institutia de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.119 paragraph 2 letter e) of the NBR Regulation no.18/2009 as it has been amended through Regulation no.10/2011: „ it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.

No

.....

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate in întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.



UniCredit Bank Confidential

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date 31/1/2017

Semnatura /Signature Jacob Hage

## DECLARATIE/STATEMENT

**Subsemnatul/Undersigned, Z.NAZAN SOMER OZELGIN, cetatean/citizen TURKISH,**  
**nascut la data de/born as of N** , **domiciliat in/domiciled**  
**in** , **detinand functia de/holding the**  
**position of SUPERVISORY BOARD MEMBER in cadrul UniCredit Bank SA incepand cu data**  
**de/ within UniCredit Bank SA starting with** , **declar si**  
**certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify,**  
**under own liability, the following:**

- (i) **am interese directe sau indirecte in urmatoarele entitati/ I have direct or**  
**indirect interests in the following entities :**

**YAPI VE KREDI BANKASI A.S. TURKEY – ASSISTANT GENERAL**  
**MANAGER AND MEMBER OF THE EXECUTIVE COMMITTEE**

**YAPI KREDI BANK AZERBAIJAN – BOARD MEMBER**

**TANI PAZARLAMA A.Ş. – BOARD MEMBER**

**441 TRUST CO, UK – BOARD MEMBER**

.....

- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una**  
**urmatoarele situatii descrise de art 119 alin 2 lit e) din Regulamentul BNR**  
**nr. 18/2009 astfel cum a fost modificat prin Regulamentul 10/2011: „se**  
**anticipează să influențeze sau să fie influențati de aceștia (n.n. persoana**  
**declaranta) în raport cu instituția de credit/ The following close members of**  
**my family<sup>2</sup>, are held or can be held in one of the following situations described by**  
**art.119 paragraph 2 letter e) of the NBR Regulation no.18/2009 as it has been**  
**amended through Regulation no.10/2011: „ it is anticipated to influence or to be**  
**influenced by them (the person making the declaration) in relation with the credit**  
**institution.**

.....NONE.....

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

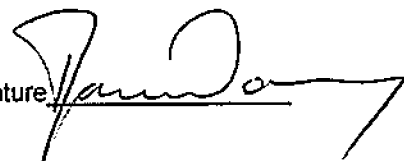
.....

Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/Date January 25, 2017

Semnatura /Signature

A handwritten signature in black ink, appearing to be 'Jan Dany', written over a horizontal line.

## DECLARATIE/STATEMENT

**Subsemnatul/Undersigned, Dr. Jutta Liebenwein-Schoeffmann, cetatean/citizen Austrian,**  
**nascut la data de/born as of :** ..... **domiciliat in/domiciled in**

**....., CNP/PIN ....., detinand functia**  
**de/holding the position of member of the Supervisory Board in cadrul UniCredit Bank SA**  
**incepand cu data de/ within UniCredit Bank SA starting with**  
**....., declar si certific prin prezenta, pe proprie**  
**raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:**

- (i) **am interese directe sau indirecte in urmatoarele entitati/ I have direct or**  
**indirect interests in the following entities :**

-----none-----

.....

- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una**  
**urmatoarele situatii descrise de art 119 alin 2 lit e) din Regulamentul BNR**  
**nr. 18/2009 astfel cum a fost modificat prin Regulamentul 10/2011: „se**  
**anticipeaza sa influenteze sau sa fie influentati de acestia (n.n. persoana**  
**declaranta) in raport cu institutia de credit/ The following close members of**  
**my family<sup>2</sup>, are held or can be held in one of the following situations described by**  
**art.119 paragraph 2 letter e) of the NBR Regulation no.18/2009 as it has been**  
**amended through Regulation no.10/2011: „ it is anticipated to influence or to be**  
**influenced by them (the person making the declaration) in relation with the credit**  
**institution.**

.....none.....

.....

**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata,**  
**Directiei Resurse Umane/ Any modification related to the above declarations shall be**  
**communicated, as soon as possible to the Human Resources Department.**

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date 25/01/2017

Semnatura /Signature 



## DECLARATIE/STATEMENT

**Subsemnatul/Undersigned, STEFANO PORRO, cetatean/citizen ITALIAN, nascut la data de/born as of \_\_\_\_\_, domiciliat in/domiciled in \_\_\_\_\_, detinand functia de/holding the position of Member of the SB in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 20/2/2017, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:**

- (i) **am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

NONE

- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 119 alin 2 lit e) din Regulamentul BNR nr. 18/2009 astfel cum a fost modificat prin Regulamentul 10/2011: „se anticipează să influențeze sau să fie influențati de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.119 paragraph 2 letter e) of the NBR Regulation no.18/2009 as it has been amended through Regulation no.10/2011: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

NONE

**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

**Data/Date** 31/04/2017

**Semnatura /Signature** Stefano Porro

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children: children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

DECLARATIE/STATEMENT

Subsemnatul/Undersigned, **Heinz Meidlinger**, cetatean/citizen **Austrian**, nascut la data de/born as of \_\_\_\_\_, domiciliat in/domiciled in \_\_\_\_\_, detinand functia de/holding the position of **Member of SB** in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with \_\_\_\_\_, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:

- (i) **Am interese directe sau indirecte in urmatoarele entitati/ I have direct or indirect interests in the following entities :**

UniCredit Bulbank – Member of the Supervisory Board  
UniCredit Bank CZSK – Dep. Chairman of the Supervisory Board  
Wiener Privatbank – Member of the Supervisory Board  
Meidlinger Investment and Consulting Ges.m.b.H. – Managing Partner

- (ii) **Urmatorii membrii apropiati ai familiei mele<sup>1</sup>, se afla sau se pot afla in una urmatoarele situatii descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipeaza sa influenteze sau sa fie influentati de acestia (n.n. persoana declaranta) in raport cu institutia de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: „it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**

Nume:

Data nasterii

**Heinz Meidlinger**

**Vienna, 29.5.2017**

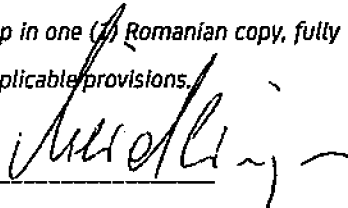
Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.

Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.

Data/Date

**29.5. 2017**  
**Vienna**

Semnatura /Signature



<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

<sup>2</sup> Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.

## DECLARATIE/STATEMENT

Subsemnatul/Undersigned, Dan Pascariu, cetatean/citizen roman/Romanian, nascut la data de/born as of 1 \_\_\_\_\_, domiciliat in/domiciled in R \_\_\_\_\_

**, detinand functia de/holding the position of Presedinte al Consiliului de Supraveghere/Chairman of the Supervisory Board, in cadrul UniCredit Bank SA incepand cu data de/ within UniCredit Bank SA starting with 2006, declar si certific prin prezenta, pe proprie raspundere, urmatoarele/ I hereby declare and certify, under own liability, the following:**

- (i) **Am interese directe sau indirecte în următoarele entități/ I have direct or indirect interests in the following entities :**
- DAPAS CONSULTING SRL
  - DP HOLDINGS LTD
- (ii) **Următorii membri ai apropiați ai familiei mele<sup>1</sup>, se afla sau se pot afla în una următoarele situații descrise de art 102 alin 3 lit g) din Regulamentul BNR nr. 5/2013 „se anticipează să influențeze sau să fie influențat de aceștia (n.n. persoana declaranta) în raport cu instituția de credit/ The following close members of my family<sup>2</sup>, are held or can be held in one of the following situations described by art.102 paragraph letter g) of the NBR Regulation no.5/2013: it is anticipated to influence or to be influenced by them (the person making the declaration) in relation with the credit institution.**
- (iii) **Va rog să luați în considerare ca am închis următoarea entitate/ Please take into consideration the deletion of the following entity:**

- **GARSOL LIMITED**

Nume: N/A

Data nasteri{

**Orice modificare cu privire la declaratiile de mai sus va fi comunicata, de indata, Directiei Resurse Umane/ Any modification related to the above declarations shall be communicated, as soon as possible to the Human Resources Department.**

<sup>1</sup> partenerul de viață și copiii declarantului; copiii partenerului de viață al declarantului; dependenți (persoane aflate în întreținerea declarantului, care depind financiar de acesta) ai declarantului sau ai partenerului de viață al acestuia

*Domestic partner and children; children of the domestic partner; dependants (persons held in the maintenance of the individual, financial dependents of him) of the individual or of his/her domestic partner.*

af

**Redactata intr-un (1) exemplar in limba romana, in deplina cunostinta a faptului ca declaratiile false se pedepsesc conform prevederilor legale aplicabile./ Drawn up in one (1) Romanian copy, fully aware that the false declarations are punished according to the legal applicable provisions.**

Data/Date 12.07.2017

Semnatura /Signature

A handwritten signature in black ink, consisting of a large, stylized 'S' followed by several loops and a long horizontal stroke.

# Catalin Rasvan Radu

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## 1. ADRESA:

## 2. DATA NASTERII :

## 3. STAREA CIVILA:

## 4. STUDII :

- 2000 Harvard Business School – Advanced Management Program
- 1997 Universitatea Româno-Americană , Bucuresti - Economist  
Facultatea de Relatii Economice Internationale, Specializarea Relatii Comerciale si Financiar Bancare
- 1995 Conservatoire National des Arts et Metiers - Paris, Bucuresti  
MBA Program
- 1992 Academia de Studii Economice - Studii postuniversitare  
Mecanisme valutare si fiscale internationale
- 1990 Universitatea Politehnica - Bucuresti - Inginer  
Specializarea Electrotehnica - Electrotehnologii

## 5. EXPERIENTA PROFESIONALA

- 2007 - UniCredit Tiriac Bank - Str. Ghetarilor nr. 23 – 25, Sector 1, Bucuresti  
prezent Presedinte executiv
- 2005 - 2007 UniCredit Romania S.A - Str. Ghetarilor nr. 23 – 25, Sector 1, Bucuresti  
Presedinte executiv

- 2001- 2005     **Raiffeisen Bank S.A. – Bd. Dimitrie Pompei nr. 9-9°, Cladirea 2B, Sector 2, Bucuresti**  
**Vicepresedinte**
- Responsabilitati – Divizia retail
- Marketing
  - Canale distributie
  - Dezvoltare si management produse
  - Risc consumer
  - Carduri
  - I.M.M.
  - Consumer
- 
- 2000-2001     **Casa de Economii si Consemnatiuni CEC S.A. – Calea Victoriei Nr. 11-13, Sector 3, Bucuresti**  
**Vicepresedinte**
- Responsabilitati:*
- *Marketing*
  - *Relatii internationale*
  - *Informatica*
  - *Pregatire profesionala*
  - *Trezorerie*
  - *Coordonator proiect consultanta restructurarea CEC*
- 
- 1991-2000     **Banca Comerciala Romana – Bd. Regina Elisabeta nr. 5, Sector 3, Bucuresti**
- 1997                     *Director - Directia Piete de Capital*
- 1996                     *Director adjunct- Directia Relatii Internationale*
- 1993-1996             *Directia Decontari Comerciale*
- 1991-1992             *Sef serviciu - Serviciul SWIFT, Directia Informatica*
- 
- 1992-1994     **Hanbet Corp. – reprezentant tehnic : Indonezia, Tunisia, Bulgaria, Liban**
- 1990-1991     **Intreprinderea de echipamente periferice – Inginer**

## 6. SPECIALIZARI:

- Finantarea Comertului International - curs organizat de Barclays Bank si Institutul Bancar Român -1993 (2 saptamâni)
- SWIFT - Belgia - 1992 (3 saptamâni)

- Camera Internationala de Comerț - Seminar cu tema: Plati, incasso-uri si acreditive - Paris si Barcelona - 1995 (2 saptamâni)
- Executive Management Programme - American Express Bank - 1996 (2 saptamâni)
- International Bankers Seminar - Bank Hapoalim - Israel - 1996 (2 saptamâni)
- Piete de capital - Merrill Lynch (Londra) - 1996 (2 saptamâni)
- East-European Training Programm - Merrill Lynch (New York) - 1997 (6 saptamâni)

## **7. ACTIVITATI SUPLIMENTARE**

Membru in Consiliul de Administratie al MISR ROMANIAN BANK (2004)  
 Membru in Consiliul de Administratie al Biroului de Credit S.A.

## **8. LIMBI STRAINE :**

Engleza – fluent  
 Italiana – fluent  
 Franceza –satisfacator

Data

Semnatura

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## CURRICULUM VITAE

Marco Cravario

### PERSONAL DATA

### WORK EXPERIENCE

- February 2001 – Present: Executive Vice President, UniCredit Group, Milan
- September 1996 – January 2001: Director, Ernst & Young Corporate Finance, Milan
- July 1994 – August 1996: Audit manager, Ernst & Young, Prague, Czech Republic
- September 1991 – June 1994: Audit senior at Reconta Ernst & Young, Turin

### BANKING EXPERIENCE

In UniCredit Group (UCG), as Director of the Holding company, covered several managerial roles:

- **General Manager, deputy chairman of the Management Board, UniCredit Bank Slovakia, a.s., today UniCredit Bank Czech Republic and Slovakia, a.s.** (Šancova 1/A, 813 33 Bratislava, Slovakia) (2013–Present); *supervision authority The National Bank of the Republic of Slovakia*  
Directly responsible for CFO, CRO, Global Banking Services (Organisation & Logistics, Operations, ICT and Change management) and – together with CEO – for the overall management of the Bank and its merger and integration with UniCredit Czech Republic.  
UniCredit Slovakia is the 5<sup>th</sup> bank in Slovakia, 99% controlled by UCG.
- **Chief Financial Officer (CFO), member of the Executive Committee, Yapı Kredi Bank, Turkey** (Buyukdere Cad, Yapikredi Plaza D Block, 34330 Levent-Istanbul, Turkey) (2007-2013); *supervision authority BDDK – Banking Regulation and Supervision Agency*  
Responsible for Strategy, Planning and control, MIS, Accounting and reporting, Tax, Value management, ALM and wholesale funding, Investor relations, Business performance management, M&A and special projects of Yapı Kredi Group. Non-executive board member of several Yapı Kredi (YK) subsidiaries (YK Insurance, YK Life and Pension, YK Factoring, YK Leasing). Yapı Kredi is the 4<sup>th</sup> largest banking group in Turkey, 80% controlled by a 50/50 joint venture between UCG and Koc Group, the remaining 20% being traded on the Istanbul and London Stock Exchange.
- **Chief Financial Officer (CFO) and Executive Board member, UniCredit Tiriac Bank, Romania** (1F Expozitiei Blvd., 012101, Bucharest, Romania) (2007); *supervision authority The National Bank of Romania*  
Responsible for Strategy, Planning and control, MIS, Accounting and reporting, Tax, Research, Shareholdings and ALM during the merger and integration process of the three banks owned by UCG in Romania (resulting in a mid-sized bank with 200 branches and 2,500 employees).
- **Chief Financial Officer (CFO) and Executive Board member, UniCredit Romania** (23-25 Ghetarilor St., Bucharest, Romania) (2006-2007); *supervision authority The National Bank of Romania*  
Responsible for Strategy, Planning and control, MIS, Accounting and reporting, Tax, Research, Shareholdings and ALM during the merger and integration process of the three banks owned by UCG in Romania (resulting in a mid-sized bank with 50 branches and approx. 800 employees).
- **Business Development Manager, UniCredit Clarima Banca, Retail division, Milan** (31 Via Calabria, 20158 Milan, Italy) (2006); *supervision authority The Bank of Italy*  
Coordinated the identification and launch of business opportunities in the consumer credit sector, internationally.
- **Network Shadow Management, UniCredit Banca, Retail division, Milan** (3 Piazza Gae Aulenti, Tower A, 20154 Milan, Italy) (2005-2006); *supervision authority The Bank of Italy*  
For a period of 6 months, shadow management to all professional roles of the Italian retail network (from cashier up to regional director), aimed at understanding the bank business and the relationship with customers from the “bottom”.
- **Head of Organisation, UniCredit, New Europe division, Milan** (3 Piazza Gae Aulenti, Tower A, 20154 Milan, Italy) (2004-2005); *supervision authority The Bank of Italy*



Established and led the team responsible for the (i.) set-up and coordination of organisation function, (ii.) improvement in efficiency / effectiveness of the operating machine (sizing, cost management), (iii.) execution of high impact business projects (IT migration, MIS) and (iv.) change management of the 7 banks controlled by UCG in New Europe. Developed the governance principles and the functioning mechanisms for the New Europe division.

- **Head of Planning & Development, UniCredit, New Europe division, Milan** (3 Piazza Gae Aulenti, Tower A, 20154 Milan, Italy) (2002-2003); *supervision authority The Bank of Italy*

Led the team responsible for the strategic planning and budgeting of the UniCredit New Europe division.

In addition, for Bank Pekao (Poland) and Zagrebacka Banka (Croatia), responsible for the (i.) coordination of the post-acquisition restructuring and integration projects; and (ii.) support to the Holding Company's top management in their decision making process, also through the participation in the banks' supervisory boards.

- **Head of M&A, UniCredit, New Europe Division, Milan** (3 Piazza Gae Aulenti, Tower A, 20154 Milan, Italy) (2001-2002); *supervision authority The Bank of Italy*

Established and led the team responsible for the origination and execution of cross border transactions involving banks and financial institutions in New Europe.

#### FINANCIAL CONSULTING AND ADVISORY SERVICES

In **Ernst & Young Corporate Finance** (EYCF, Via Fernanda Wittgens, 6/c, 20123 Milan, Italy) (September 1996 – January 2001), as Director:

- Advised on a number of M&A deals (related to both financial institutions and manufacturing companies) and asset-backed transactions. Acquired extensive experience in valuation (of companies, intangible assets, loan and financial portfolios) and business planning.
- Responsible for training, technical support and quality control of the Italian corporate finance practice. Managed HR activities of the Milan office of EYCF.

In **Ernst & Young** (Na Florenci 2116/15, 110 00 Prague 1, Czech Republic) (July 1994 – August 1996), as audit manager, and in **Reconta Ernst & Young** (Corso Vittorio Emanuele II, 83, Turin, Italy) (September 1991 – June 1994), as audit senior

- Performed a number of due diligence type reviews / special investigations and audited several commercial and manufacturing companies (including long term contract and airlines), banks and financial institutions. Prepared and reviewed several financial statements under International, UK, Czech and Italian GAAP.
- Country audit manager for several international groups operating in the Czech Republic.

#### EDUCATION

- **October 2004:** Qualified as Technical Advisor (Consulente Tecnico del Giudice) of the Court of Turin.
- **April 1999:** INSEAD, Fontainebleau, Executive Programme.
- **October 1993:** Qualified as Italian Chartered accountant (Dottore Commercialista) and Statutory Auditor.
- **Summer 1992:** London School of Economics and Political Science, London. International School in Economics. Intensive course in Finance.
- **November 1985 – July 1991:** University of Turin, Italy. Laurea degree in Economics. Thesis title: "The platinum market from 1982 to 1989: an econometrics analysis". Final grade: 110/110 with "cum laude and mentione".

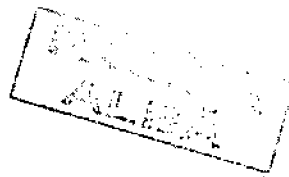
Attended several training courses on managerial and technical matters.

#### LANGUAGES

*Italian:* mother tongue. *English:* fluent. *French:* good. *Czech:* base. *German:* base

## OTHER

- Former member of the Supervisory Board of Universal Bank of Sarajevo and ZaBa Mostar (Bosnia - Herzegovina). Former representative in the Board of Directors of Koç Financial Services, Koçbank and Zivnostenska Banka, during the period from the execution of share purchase agreement to closing. Member of the Supervisory Board of Pirelli RE Romania.
- Professor in Corporate Finance at the Master program organised by the Turin University of Economics (from 1998 to date). Lecturer in MBA Corporate Finance courses organised by SDA Bocconi (Milan). Lecturer in workshops organised by external training companies.
- Author of the "Lead Advisory & Valuation manual" for Ernst & Young Italy.
- Served in the Italian Army at the Military Court of Torino, Italy (1990 - 1991).





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Tel: 021.331.20.71/0723.288.948, Fax: 021.331.20.99

ÎNCHEIERE DE DATĂ CERTĂ NR. 29  
ANUL: 2015 LUNA: Martie ZIUA: 25

RESOLUTION FOR CERTAIN DATE NO. 29  
YEAR: 2015 MONTH: March DAY: 25

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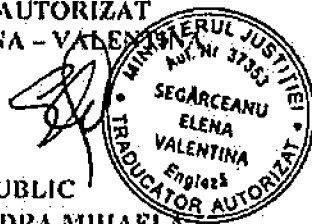
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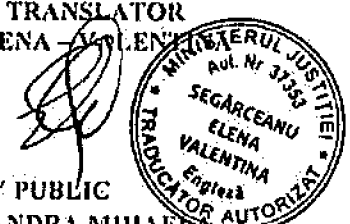
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## CURRICULUM VITAE

NUME: DANIELA  
PRENUME: BODIRCA

DATE PERSONALE:

I

### EXPERIENTA PROFESIONALA

- Iulie 2008 - in prezent: UNICREDIT TIRIAC BANK – Director Divizia Risc /Chief Risk Officer

#### Principalele responsabilitati:

- Coordonarea activitatii Diviziei Risc;
- Coordonarea si supravegherea dezvoltarii si implementarii strategiilor si politicilor de risc si a instrumentelor adecvate necesare activitatii de gestionare si administrare a riscurilor pentru aria Riscului de Credit, Riscului de Piata si Riscului Operational;
- Asigurarea existentei unor mecanisme adecvate de control si a instrumentelor adecvate in cadrul Bancii in scopul gestionarii si administrarii intr-o maniera adecvata si eficienta a riscurilor;
- Supervizarea comunicarii intr-o maniera adecvata si eficienta a informatiilor privind administrarea riscurilor;

- Iunie 2007 - Iulie 2008: BANCPOST SA – Director Executiv Divizia Risc

#### Principalele responsabilitati:

- Coordonarea activitatii globale a Diviziei Risc acoperind aria Riscului de Credit, Riscului de Piata si Riscului Operational;
- Asigurarea existentei unor mecanisme de control si a instrumentelor adecvate in vederea gestionarii intr-o maniera adecvata si eficienta a riscurilor;

#### Alte responsabilitati:

- Participant, membru sau secretar in diverse comitete, dupa cum urmeaza:
  - Comitetul Executiv (Membru);
  - Comitetul de Credite (Membru);
  - Comitetul de Risc la nivel de tara al EFG Group (Secretar);
  - Comitetul de Administrare a Riscurilor (Presedinte);
  - Comitetul de Active si Pasive (Membru);
  - Comitetul de Produse Noi (Membru);
  - Comitetul de Reglementari Interne (Membru);
  - Comitetul Director al proiectului Basel II (Membru);
- Participant permanent la sedintele Consiliului de Administratie;

- Decembrie 2005 - Iunie 2007: BANCPOST SA – Director Coordonator Divizia Risc

#### Principalele responsabilitati:

- Coordonarea intregii activitati legate de aria Riscului de Credit si Riscului de Piata;

- Consilier pentru Directorul Executiv al Diviziei Risc pentru aria Riscului Operational;
- Consilier pentru Directorul Executiv al Diviziei Risc pe teme din aria gestionarii si administrarii riscurilor;
- Coordonarea activitatii de definire a strategiilor, politicilor si procedurilor legate de aria gestionarii si administrarii riscurilor;
- Identificarea/revizuirea si rezolvarea problemelor aferente activitatii de gestionare si administrare a riscurilor si emiterea de recomandari specifice;
- Coordonarea proiectelor aferente activitatii din aria de gestionare si administrare a riscurilor;

Alte activitati:

- Participant, membru sau secretar in diverse comitete, dupa cum urmeaza:
  - Comitetul Executiv (Participant permanent);
  - Comitetul de Credite (Membru);
  - Comitetul de Risc la nivel de tara al EFG Group (Secretar);
  - Comitetul de Administrare a Riscurilor (Secretar);
  - Comitetul de Active si Pasive (Participant);
  - Comitetul de Produse Noi (Membru);
  - Participant permanent la sedintele Consiliului de Administratie;
- Responsabil de Proiectul Basel II;
- Asigurarea unor sesiuni de pregatire, formare si coaching pentru diferite departamente ale Bancii;

- **Noiembrie 1998 - Decembrie 2005: HVB BANK ROMANIA SA (fosta BANK AUSTRIA CREDITANSTALT ROMANIA S.A.);**

- **Iulie 2001 - Decembrie 2005: Director Adjunct al Directiei Administrarea Riscului de Credit;**  
Membru in: - Comitetul de Credite  
- Comitetul pentru Calitate

Principalele responsabilitati:

Organizarea, gestionarea si urmarirea activitatii din cadrul Directiei Administrarea Riscului de Credit, avand ca arii de activitate:

- Analiza credite clienti persoane juridice;
- Analiza credite clienti persoane fizice;
- Administrare credite si MIS;
- Monitorizare portofoliu;
- Recuperare credite;
- Consiliere juridica;

- **Ianuarie 2001 - Iulie 2001: Senior Risk Manager**
- **Noiembrie 1998 - Ianuarie 2001: Risk Manager**

- **Decembrie 1997 - Noiembrie 1998: Contabil in cadrul AMATEX INTERNATIONAL S.R.L.;**

**STUDII**

- **Decembrie 2005 - pana in prezent: in derulare program MBA in cadrul The Open University - Marea Britanie;**
- **Decembrie 2004 - Diploma Profesionala in Management - The Open University - Marea Britanie;**
- **Iulie 2004 - Certificat Profesional in Management - The Open University - Marea Britanie;**
- **August 1998: Facultatea pentru Studiul Economiei in Limbi Straine - Academia de Studii Economice, Bucuresti;**

## FORMARE PROFESIONALA

- August 2005 - Management de Proiect in cadrul Bank Austria Creditanstalt AG - Viena;
- Mai 2004 - Train the Trainer ("Corporate Lending") in cadrul Bank Austria Creditanstalt AG - Viena;
- Octombrie 2002 si Noiembrie 2002 - Seminar pe teme de Leadership – modulele 1& 2 in cadrul Creditanstalt Akademie - Viena;
- Octombrie 2001 - Seminar pe tema "Abilitati de Negociere" in cadrul Creditanstalt Akademie - Viena;
- Ianuarie 2001 - Seminar Train the Trainer ("Analiza financiara") in cadrul Creditanstalt Akademie - Viena;
- Iulie 2001 - Certificat in Analiza Financiara si Risc de Credit – Institutul Bancar Roman ;
- Mai 2000 - Program de instruire privind Produsele de Trezorerie in cadrul Creditanstalt Akademie - Viena;
- Iunie 1999 - Seminar privind Riscul de Credit in cadrul Bank Austria Creditanstalt Romania SA;
- 1996 si 1997- Sesiuni de practica in cadrul Bancii Turco Romane S.A. - Bucuresti;
- In timpul facultatii - Cursuri optionale de psihologie, sociologie si pedagogie;

## DIVERSE

- Mai 2006: Membru al echipei de "due diligence" a EFG Group in cadrul proiectelor de preluare a unei banci comerciale locale si a unei institutii financiare nebancare;
- Septembrie 2005 – Decembrie 2005: Membru al echipei de integrare pentru proiectul de fuziune HVB Bank – Banca Comerciala Ion Tiriac – Coordonator al grupului de lucru responsabil de aria riscului de credit;
- Martie 2005: Membru al echipei de "due diligence" a HVB Bank Romania SA in cadrul proiectului de preluare a Bancii Comerciale Ion Tiriac S.A.;
- Octombrie 2003: Membru al echipei de "due diligence" a HVB Bank Romania SA in cadrul proiectului de preluare a Bancii Comerciale Ion Tiriac S.A.;

## LIMBI STRAINE

Engleza - fluent;  
Franceza - fluent



## **ALINA DRAGAN**

### **PERSONAL INFORMATION**

### **PROFESSIONAL EXPERIENCE**

- 2009 – present      **HR Executive Director, UniCredit Tiriace Bank**
- Defining the Human Resources strategy and focus on implementation
  - Coordinating the HR budgets
  - Contribute to the development of the managerial function
  - Advisory function to Management on all social and human resources matters
  - Responsible for all HR processes, programs, policies and procedures
  - Secure the human resources exigencies, both in quality and quantity
  - Ensure management of Human Resources Department, optimise the structure and necessary resources
  - Implements the social and human resources policy of the group and contributes to its development in Romania
- 2008 – 2009      **Head of HR Expertise Centers, UniCredit Tiriace Bank**
- Elaborating and coordinating the HR budgets
  - Structure the direction on which HR should focus and manage the implementation of related programs
  - Coordinate recruitment, development, training, compensation & benefits, personnel administration and payroll, communication and employer branding, budgeting & planning processes
  - Assess existing competencies and evaluate the human resources needs based on business development planning
  - Propose the HR strategy as a result of qualitative and/or quantitative analysis
  - Ensure management of HR Expertise Centers, within the approved departmental design
  - Optimise the structure and necessary resources, in and between various HR Expertise Centers
- 2008 – 2008      **Head of HR Performance Management, UniCredit Tiriace Bank**
- Establish the HR strategy for recruitment, training, development, compensation & benefits and coordinate the implementation
  - Development of specific training and development programs
  - Coordinate the training and organizational development activity
  - Develop and coordinate specific projects (internal communication strategy, employee motivation and retention, intranet, employer branding)
  - Development of the recruitment strategy and coordinate recruitment process and indicators of efficiency
  - Development and coordination of the Compensation & Benefits strategy and Group's specific projects
- 2007 – 2008      **HR Development Manager, UniCredit Tiriace Bank**
- Responsible to develop and establish the strategy of HR Development in UCT
  - Analyze and establish the policies, procedures, processes and practices related to Development
  - Manage all business processes related to HR Development
  - Offers support, advise to management and talents in situations involving Management Development and organizational related issues

- Counsel and coach talents and management in all HR Development or management related situations
- Responsible for the development and implementation of a full set of assessment tools to be used in Performance Management
- Responsible for the coordination of the 'People Survey' process and implementation of the Action Plan
- Involvement in create, develop and implement new projects and programs specific to HR (Integrity Charter, Corporate Culture)
- Organization and coordination of specific HR Development programs under HR responsibility

2006 – 2007

**Training & Development Manager, HR&MD  
Heidelberg Group - Carpatcement Romania**

- Coordinate the training activity for Carpatcement Romania
- Development of specific training programs (management, sales, performance management and motivation of employees)
- Coordinate the HR Development activity (talent management, career development, assessment centers, performance management, employee satisfaction and motivation, succession management)
- Develop and coordinate specific projects (employee motivation and retention, employer branding)
- Establish the recruitment channels and selection of trainees

2004 – 2006

**Talent Management Manager, HR&MD, ING Romania**

- Establish the Talent Management strategy in ING Ro – processes, policies and procedures
- Manage all business processes related to TM in Romania, responsible for local and global Management Development
- Develop, implement and monitor succession management in ING Ro
- Responsible for career development within the company
- Competencies based assessment of talents, recruitment and appointment of line managers and talents
- Manage the performance management process related to TM
- Develop, organize and coordinate specific TM programs, develop and maintain business relations with external providers in relation with TM
- Coaching talents and trainees and in all TM related situation
- Development and implementation of a TM database
- Structure the lines of the interference of TM with other HR functions
- Coordinate the secondments of ING Ro staff to Head-Office
- Responsible for 'ING Scholarship & Management Trainee' program (concept and new design, restructure of the program, advertising campaign, implementation, create the profile of trainees per business lines, applications screening, interviewing and selection)
- Develop a specific coaching and mentoring program for trainees
- Responsible for the IT Management Trainee program
- Assessment of management teams

2003 – 2004

**Training & Management Development Officer, HR&MD, ING Romania**

- Developing a training culture, concept, structure and format at ING Ro level
- Training needs assessment for all employees (aprox.800), correlated to career development
- Training budget responsible
- Annual training plan for all employees – determine, implement and coordinate, organize all training aspects
- Redesign and implement training policies and procedures
- Develop and promote new training approaches
- Advise and counsel internal clients on the most suitable training solution for their development and on all training aspects
- Develop and implement IT databases and interfaces, update and monitor them (intranet applications and HR training database)
- Structure, develop and implement training programs for all new employees, also for identified or requested organizational needs, organize and coordinate internal training programs

#### **Management Development Officer**

- Establish Talent Management in ING Ro
- Assessment of talents and important positions within ING Ro
- Development plans for talents of ING Ro, define and coordinate their implementation
- Responsible for the ING Scholarship & Management Trainee program (content of the program and all steps of the process – advertise, selection, recruitment, assessment of candidates, structure of the program), the behavioral development of the trainees, advise line management for their first appointment
- Responsible for the trainees development and learning design program in the organization, coordinate the scholarship
- Recruitment for line management positions
- Develop a motivational plan for ING Ro staff
- **Manage the 'Employee Commitment' Survey** - establish the indicators needed by ING Ro and the questionnaire to be used in the survey; coordinate all the organizational aspects, implement and monitor the study in the company; interpret and present the results to Country Management Committee and staff

2002 – 2003

#### **Personnel Officer, HR&MD, ING Romania**

- All ING Ro employees' files (to be permanently updated according to Romanian legislation and reflecting the changes in the employment contract clauses)
- Employment contracts for all ING Ro staff, personnel files, organizational structure updates, appraisal procedure
- Administer the required documents for hiring, staffing and termination of employment contracts at ING Ro level
- Develop and permanent update the databases (HR and intranet)
- Develop, organize and update the resumes database
- Organizational charts - design and monitor
- Relation with the Labor Chamber
- Update of the labor books and general employees ledger
- Prepare certificates and various letters for ING Ro staff
- Expatriates work permits and various issues
- Preparing JD for various positions
- **Recruitment, assessment and selection of staff** (CVs screening, selection, interviewing, compensation package design and offer; assessment through Personality tests - results, interpretation, recommendations to line management)
- **HR responsible for the ING offices retail network**
- Develop a set of assessment tools to be used for the selection of candidates
- Develop the profile of Office managers and the job description
- Assessment of all ING consultants from Bucharest (300 people)
- Develop a structured interview to be used for all candidates and a rank scale for evaluation
- Selection and interviewing the candidates matching the profile

#### **TRAINING PROGRAMS**

Human Synergistics certified consultant – Human Synergistics

Predictive Index, certificate of assessor for a Personality's assessment test – SmartTree

Strategic Finance – Unimanagement

Human Resources Master Series – Unimanagement

Strategic Human Resource Management Masterclass – Stamford Global

Coaching – Coaching Institute

Talent Management – ING Business School, Amsterdam

Leadership and Management – Business Professional Education

**EDUCATION**

- 2003-2005 Master "Cognitive-behavioral psychology" – "Titu Maiorescu" University, Bucharest
- Diploma: "Coaching, a method of organizational development"
- 1997 – 2002 Faculty of Psychology, "Titu Maiorescu" University, Bucharest
- Specialization in Organizational Psychology
  - Diploma: "Organizational culture and climate"
  - Paper work: "Psychological interviewing – a method of selection"
  - Paper work: "Cultural and organizational change, readiness assessment"

**LANGUAGES**

English – Fluent  
Italian – Good  
French – Good  
Spanish – Good

**COMPUTER SKILLS**

Microsoft Office, Microsoft Project, Charisma Total Soft, SPSS, People Soft, SAP

# MARCO GIUSEPPE ESPOSITO

## PERSONAL INFORMATION

■

## PROFESSIONAL EXPERIENCE

January 2010 – up to the present moment

**UniCredit Bulbank AD**, Sofia, Bulgaria

*Senior Vice President of UniCredit Group*

■ **Head of Corporate, Investment Banking and Private Banking Division**

I am primary responsible for all commercial strategy related issues of the Division such as budget, strategic activities and projects, commercial actions' definition, reporting and monitoring, product development. Responsible for 343 full-time employees. Responsible for the P/L of the Division

Member of the following bank committees: Assets and Liabilities Committee, Credit Council, Credit Committee, Project Portfolio Committee, Operational Risk Committee, Monitoring Commission

July 2007 – up to the present moment

**UniCredit Bulbank Factoring**, Sofia, Bulgaria

■ **Deputy Chairman of the Board of Directors**

Start-up of the Factoring Company, 100% belonging to UniCredit Bulbank AD, 26 clerks. First Bulgarian Factoring Company being a full member of FCI (Factors Chain International), acknowledged in July 2010 as one of the top 5 companies in the world with regards to growth and client service

April 2007 – December 2009

**UniCredit Bulbank AD**, Sofia, Bulgaria

*Executive Director*

■ **Head of Corporate Banking Division**

Organizing, managing, monitoring of the overall activity of the different units in the Division after the merge of HVB Bank Biochim and Hebrus Bank into Bulbank, reorganization of the pre-merger structures, defining the budget, commercial actions, based on business opportunities. Responsible for 279 full-time employees. Responsible for the P/L of the Division

Member of Assets and Liabilities Committee, Credit Council, Credit Committee

January 2004 – April 2007

**Bulbank AD**, Sofia, Bulgaria

*Executive Director*

■ **Head of Corporate Banking Division**

Responsible for the development and implementation of the bank's strategy for

FEBRUARY 24, 2011



servicing Large and MID Corporate client segments, as well as for the development and management of the relations and operations with other banks, 128 full-time employees. Responsible for the P/L of the Division  
Member of Assets and Liabilities Committee, Credit Council, Credit Committee

January 2001 – December 2003

**UniCredito Italiano**, H.Q. Milano.

*Executive Director*

▪ **Corporate New Europe Division**

Directly reporting to the Head of Corporate of the newly established New Europe Division, I was responsible for Sales Force Management, Relationship Management and Products, representing the Division during the Steering Committees of the Legal Entities in Central and Eastern Europe

January 2000 – December 2000

**Credito Italiano SpA**, H.Q. Milano

*Executive Director*

▪ **Responsible for Corporate Operative Marketing**

Directly reporting to the Board Member responsible for Corporate, I was responsible for the overall commercial activity of the Segment, including Strategy definition and implementation, distribution and monitoring of the Segment's Budget

February 1999 – January 1999

**UniCredito Italiano SpA**, H.Q. Milano

*Co-Director, eleventh level*

▪ **Responsible for Corporate Lending Activity of the Group**

After the merge between Credito Italiano SpA and Unicredito (7 Regional Banks) I was in charge of harmonizing all the lending products of the new Group

September 1997 – February 1999

**Credito Italiano SpA**, Rho Branch

*Co-Director, ninth level*

▪ **Branch Director**

Responsible for the overall activity and Profit and Loss of the Branch, one of the largest branches near Milano, with 4 reporting agencies and around 90 clerks and underwriting power, with single signature, up to ITL 2.000.000.000 (Euro 1.000.000)

September 1995 – September 1997

**Credito Italiano SpA**, North-East Region - Padova

*Vice Director, seventh level*

▪ **Responsible for Corporate in North East Region**

Coordination and commercial responsibility for the Corporate segment in the Region (incl. Verona, Vicenza, Padova, Venezia, Udine, Pordenone and Trieste Branches)

September 1993 – September 1995

**Credito Italiano SpA**, Arzignano Branch

*Vice Director, sixth level*

▪ **Branch Manager**

Responsible for the overall activity and Profit and Loss of the Branch, with up to 40 clerks and underwriting power, with single signature, up to ITL 750.000.000 (Euro

FEBRUARY 24, 2011



375.000)

February 1991 – September 1993

**Credito Italiano SpA, Bolzano Branch**

*Vice Director, fifth level*

▪ **Responsible for Acquisition Activity**

Directly reporting to the Branch Manager, I was responsible for the acquisition of Corporate Clients, with underwriting power, with single signature, up to ITL 250.000.000 (Euro 125.000)

June 1990 – January 1991

**Credito Italiano SpA, Pisa Branch**

*Executive, third level*

▪ **Responsible for Front Office activity and Individual Clients**

In this activity, I had the underwriting power, with single signature, up to ITL 20.000 (Euro 10.000)

April 1989 – May 1990

**Credito Italiano SpA, Pisa Branch**

*Executive, third level*

▪ **Responsible for Credit Underwriting, Non Performing Loans and Workout**

Directly reporting to the Branch Manager, I had the responsibility on the whole credit process, including Underwriting, Management of Non Performing Loans and Workout (in cooperation with external Legal Firms)

January 1989 - April 1989

**Credito Italiano SpA, Vigevano Branch**

*Bank Clerk*

▪ **Acquisition Corporate Clients**

The main activity was to visit non-clients, prepare and discuss commercial offers and finalize acquisition

August 1985 – December 1988

**Credito Italiano SpA, Vigevano Branch**

*Bank Clerk*

▪ **Credit Underwriting**

Preparation of credit applications and financial analysis

April 84 – July 1985

**Italian Army, Florence – Ceggia (VE)**

▪ **Italian Air Force**

Obligatory Military Service. 3 Months Officer Course in Florence and 12 Months as Second Lieutenant in NATO base in Ceggia (Venezia)

January 1984 – April 1984

**Credito Italiano SpA, Vigevano Branch**

*Bank Clerk*

▪ **Custody Department**

Trading financial instruments (Bonds, Stocks, etc.) to clients

FEBRUARY 24, 2011



October 1982 – December 1983

**Credito Italiano SpA**, Vigevano Branch

*Bank Clerk*

▪ Trade Finance Department

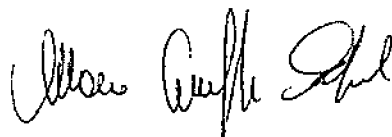
Main activities: SWIFT payments, Letters of Credit, Documentary Collection

January 1982 – September 1982

**Credito Italiano SpA**, Vigevano Branch

*Bank Clerk*

▪ Front office

A handwritten signature in black ink, appearing to read "Marco Guffi". The signature is fluid and cursive, with the first name "Marco" and last name "Guffi" clearly distinguishable.



## CURRICULUM VITAE

**Name:**

**Jakub Dusilek, MBA**

**Education:**

- 2000/2002 – MBA (Master of Business Administration) at Sheffield Hallam University in the United Kingdom and ČVUT (Czech Technical University) in Prague.
- 1999/2000 – CIME (Certificate in Management with English) at ČVUT in Prague, completed the highest level IV.
- 1993 - 1998, masters degree at the Law Faculty of Masaryk University in Brno

**Experience gained:**

- Since October 2012: **Head of GBS division and Member of the Board**, Unicredit Bank Czech Republic and Slovakia – overall management of division including Security, Loan Back office, Facility mgmt, Organisation, cost management, Coordination of important projects and implementation of regulatory changes, Procurement function management and outsourced services management – mainly ICT and Operations.  
address: Želetavská 1525/1, Prague, Czech republic, 140 92  
supervision authorities: Czech National Bank, National Bank of Slovakia
- January 2011 – September 2012: **CEO and Chairman of the Board**, UniCredit Leasing Slovakia, overall management of the company – finance, sales, credit risk, Human resources, IT, legal and logistic + successful turnaround project management  
address: Plynárenská 7/a, Bratislava, Slovakia, 814 16  
supervision authorities: --
- September 2009 – December 2010: **Head of Strategic Business Coordination Department** UniCredit Bank Czech republic - deploying new strategic and commercial expansion within project Investing into the Future (I2F) – focus on doubling number of retail branches, expansion into lower corporate banking segment (from 2 – 7 mio € of turnover), redesign of retail small business segment and introduction of franchising concept of bank network (50 franchise outlets).  
address: Na Příkopě, 858/20, Prague 1, Czech republic 110 00  
supervision authorities: Czech National Bank
- March 2007 – August 2009: **Head of Retail banking Segment & Product Mgmt. Division** UniCredit Bank Czech republic, overall responsibility for retail product, segment and processes management: e.g. saving accounts, payment cards, loan and mortgages, direct banking etc.  
address: Na Příkopě, 858/20, Prague 1, Czech republic, 110 00  
supervision authorities: Czech National Bank



- September 2005 – February 2007: **Head of Corporate Banking Sales and Support Division** Zivnostenska banka (UniCredit Group), management of corporate banking sales teams and sales support HQ functions – management of sales teams and performance management  
address: Na Příkopě, 858/20, Prague 1, Czech republic, 110 00  
supervision authorities: Czech National Bank
- December 2003 – August 2005: **Head of regional branch** of Zivnostenska banka (UniCredit Group) responsible for retail banking in regions – Brno and Ostrava. Managing daily activities of branches and their managers, performance management, reporting, audit issues management.  
address: Na Příkopě, 858/20, Prague 1, Czech republic, 110 00  
supervision authorities: Czech National Bank
- June 2003 – November 2003: time-off
- February 2001 – June 2003: **CEO and Chairman of the Board**, ABN AMRO Pension Fund, overall company management – i.e. finance, sales, credit risk, Human resources, IT, legal and logistic + successful turnaround project management  
address: Olomoucká 40, Brno, Czech republic, 6018 00  
supervision authorities: Ministry of Finance, Czech Security Commission
- December 1998 – January 2001: **Head of Sales**, Vojenský otevřený penzijní fond, a.s. – responsible of sales strategy, sales network development, cooperation with large employers, managing of external sales network – brokers.  
address: Letenské nám. 7, Prague, Czech republic, 107 00  
supervision authorities: Ministry of Finance, Czech Security Commission
- July - December 1998: lawyer, Podnikatelský penzijní fond, a.s., responsible for the HR and legal department, followed by merger with Vojenský otevřený penzijní fond.  
address: Letenské nám. 7, Prague, Czech republic, 107 00  
supervision authorities: Minister of Finance, Czech Security Commission

**Other professional development:**

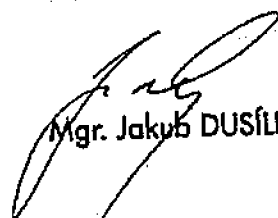
- UniCredit internal course: Credit Diploma, UniManagement (leadership), Executive Development Program, coaching
- Czech National Bank: Basel II Framework
- Course at the Czech Financial Academy and BASISPOINT GmbH: Global Assets Allocation.
- Courses and seminars in the field of management and leadership of business teams, remuneration, motivation, evaluation of employees and the development of social skills organised by Krauthammer, T&CC, Triton and others.
- Specialised seminars related to legislation (trading companies, criminal law in the financial sphere, business commitments, etc.).

**Language skills:**

- Active knowledge of the English language – spoken and written fluency (ability to hold working and commercial meetings), including specialized financial, commercial and legal terms.
- Passive knowledge of German, French and Russian.

**Membership in professional and special interest groups:**

- Member of the Mortgage Committee of the Czech Banking Association – till Sep 2009
- Member of the presidium and legislative commission of the Czech Association of Pension Funds - till June 2003.
- Chairman of Association of Pension Funds ethics committee – till June 2003.

  
Mgr. Jakub DUŠÍLEK

## CURRICULUM VITAE

1. Numele de familie: Pascariu
2. Prenumele: Dan Corneliu
3. Data nasterii: -
4. Cetatenia: Romana
5. Starea civila: -
6. Studii si perfectionari/specializari:

INSTITUTIA	DATA	DIPLOMA OBTINUTA
Academia de Studii Economice, Buc.	1973	Diploma in Finante Internationale
Eisenhower Fellow for Romania	1991	Fellowship

7. Limbi cunoscute:

Limba	Gradul de fluenta (5 cel mai ridicat)		
Romana	Citit: 5	Vorbit: 5	Scris: 5
Engleza	Citit: 5	Vorbit: 5	Scris: 5
Franceza Citit: 5	Vorbit: 5	Scris: 5	
Italiana	Citit: 3	Vorbit: 3	Scris: 3

8. Membru in consiliul de administratie si asociatii profesionale:

Membru in Consiliul de Administratie al TransFond

Fondator si primul Presedinte al Asociatiei Romane a Bancilor

Membru fondator al Institutului Bancar Roman

Membru in International Advisory Council al Eisenhower Exchange Fellowship

9. Functia actuala: Presedinte al Consiliului de Administratie

### UniCredit Tiriac Bank

Str. Ghelariilor nr. 23-25  
RO-014106 Bucuresti 1  
tel. 2001500 • fax 200 1502

11. Experienta profesionala:

DATA	LOCALITATE	COMPANIA	FUNCTIA	DESCRIERE
Iunie 2007 – prezent	Bucuresti	UniCredit Tiriac Bank	Presedinte al Consiliului de Administratie	Banca comerciala
Septembrie 2006 – Iunie 2007	Bucuresti	HVB TIRIAC BANK	Presedine	Banca comerciala
1998- Septembrie 2006	Bucuresti	HVB Romania (fosta Bank Austria Creditanstalt)	Presedinte	Banca comerciala
1996 - 1998	Bucuresti	Creditanstalt Financial Advisors	Presedinte	Banca de investitii
1994 - 1996	Bucuresti	Banca Bucuresti (in prezent ALPHA BANK)	Presedinte Executiv	Banca comerciala
1990 - 1994	Bucuresti	Banca Romana de Comert Exterior	Presedinte	Banca comerciala
1973 - 1990	Bucuresti	Banca Romana de Comert Exterior	Senior Int'l Manager	Banca comerciala

**12. Domenii de specializare si cunoastere:**

- A inceput cariera in 1973 la Banca Romana de Comert Exterior (B.R.C.E.), implicat in negocierea creditelor externe si a reesalonarii acestora cu Clubul de la Londra si Clubul de la Paris. Dupa 1989, a devenit Presedinte Executiv al B.R.C.E. si a promovat procesul de restructurare a bancii.
- In anul 1994, impreuna cu Alpha Bank din Grecia si BERD a infiintat, in calitate de actionar si presedinte executiv, Banca Bucuresti si apoi Grupul de Investitii Bucuresti, care a devenit curand unul din principalii operatori de pe piata in dezvoltare a sectorului de investment banking din Romania.
- In anul 1996 a infiintat banca de investitii a Grupului Creditanstalt, iar in 1998 banca comerciala a aceluiasi Grup care, ulterior, a fuzionat cu Bank Austria in 1999 si cu HypoVereins Bank in 2001, membra a HVB Group. In anul 2006 a condus procesul de fuziune cu Banca 'Ion Tiriac' devenind in septembrie 2006, HVB Tiriac Bank. In iunie 2007 s-a incheiat procesul de fuziune cu UniCredit Bank Romania, noua entitate fiind UniCredit Tiriac Bank membra a Grupului UniCredit.
- A participat la numeroase conferinte in tara si in strainatate in calitate de vorbitor si a dat numeroase interviuri in mass-media interna si externa in legatura cu reforma sistemului bancar din Romania.

**13. Experienta in domeniul financiar, bancar si investment banking:**

- A condus procesul de restructurare al unei banci de stat si cel de infiintare a doua banci comerciale private si doua banci de investitii si doua procese de fuziune a trei banci comerciale.
- Implicat intr-un numar de proiecte din sectorul investment banking in domeniul asigurarii de finantari, plasamente private, oferte publice initiale, restructurari, fuziuni si achizitii.

## **CURRICULUM VITAE**

### **Heinz Meidlinger**

Managing Partner  
Meidlinger Investment & Consulting Ges.m.b.H.

#### **Personal Details:**

**Education:** Primary School, Vienna 09/61 – 06/65  
Secondary Modern School, Vienna 09/65 – 06/69  
Polytechnic School, Vienna 09/69 – 06/70  
Internal and External Seminars on Management and Leadership

**Meidlinger Investment & Consulting Ges.m.b.H.**  
Managing Partner

**Dep. Chairman of Supervisory Board in the following corporation:**  
UniCredit Bank Czech Republic and Slovakia a.s, Prague

**Member of Supervisory Board in the following corporations:**  
UniCredit Bulbank a.d., Sofia  
UniCredit Bank Romania SA, Bucharest  
Wiener Privatbank, Wien

**Member of Audit, Nomination and Compensation Committees in the following corporations:**  
UniCredit Bank Czech Republic and Slovakia a.s., Prague  
UniCredit Bank Romania SA, Bucharest  
Wiener Privatbank, Wien

**Head of Risk Committee in the following corporation:**  
UniCredit Bank Czech Republic and Slovakia a.s., Prague  
UniCredit Bank Romania SA, Bucharest

**Member of Risk Committee in the following corporation:**  
UniCredit Bulbank a.d., Sofia  
Wiener Privatbank, Wien

## **Previous Responsibilities:**

### **Chairman of the Supervisory Board in the following corporation:**

July 2009 – December 2013     UniCredit Bank Slovakia a.s., Bratislava

### **Member of Supervisory Board in various countries:**

since 1994

Austria, Russia, Ukraine, Hungary, Slovenia, Serbia,  
Cayman Islands, United Kingdom, Croatia, Poland, Germany,  
Slovakia, Romania, Bulgaria and Czech Republic

### **UniCredit Bank AG – Vienna Branch**

July 2010 – September 2010     Branch Manager

### **UniCredit CAIB AG**

March 2010 – June 2010     CEO, Member of the Board

### **UniCredit CAIB AG**

July 2008 – March 2010     dep. CEO, Member of the Board

### **UniCredit Bank Austria AG**

July 2008 – December 2010     Head of Markets, Managing Director

### **UniCredit Markets & Investment Banking**

since July 2006     Member of the Operating Committee

### **UniCredit Markets & Investment Banking**

August 2007 – July 2008     General Manager Global Markets

### **Bank Austria Creditanstalt AG**

August 2007 – July 2008     Head of Markets

### **UniCredit Markets & Investment Banking**

July 2006 – August 2007     Global Head of Fixed Income Currencies & Commodities

### **Bank Austria Creditanstalt AG**

April 2003 – July 2006     Executive Director and Treasurer  
Head of EEMEA Markets and Subsidiaries

### **Bank Austria AG**

June 2001 – April 2003     Managing Director of EEMEA Markets  
(management responsibility within Joint Management Structure of  
HVB and BA CA)

March 1999 – June 2001     Deputy Head of Group Treasury Bank Austria  
(Deputy Group Treasurer) - since March 1999  
Management responsibility for Treasury and Custody activities in  
CEE countries and full branches of BA-Group  
Global Head of FX  
Global Head of Custody

since July 1999

September 1998 – March 1999     General Manager  
Head of International Coordination for Foreign Treasury Units  
Assistant General Manager FX Markets Bank Austria  
*[Sept. 1998 Creditanstalt merger into Bank Austria]*

**Creditanstalt AG**

June 1997 – September 1998

since June 1994

May 1992 – June 1997

since June 1990

1987 – 1993

since September 1980

August 1970 – September 1980

Head of Department FX Markets and Corporate Sales

Assistant General Manager

Deputy Head of Department FX Markets and Corporate Sales

Senior Dealer

Head of Group FX-Trading

Treasury department, bank notes and foreign exchange

Various activities in branch-offices of

Creditanstalt-Bankverein Aktiengesellschaft [*predecessor of  
Creditanstalt AG*]

## Curriculum Vitae

Name

Dr. Jutta Liebenwein-Schöffmann

### Educational background

Sep 1966- June 1970

Sep 1971- June 1978

Oct 1979- March 1984

Oct 1984- June 1985

Jan – Dec 1990

Primary school in 9360 Friesach, Austria

High School (Gymnasium St. Veit a.d. Glan), Austria  
final exams in June 1978

Studies of law at Karl-Franzens-Universität 8010 Graz, Austria  
Graduated (doctor juris) in 1984

Diplome des Etudes Approfondies (D.E.A.)

Droit International Economique

Université Panthéon-Sorbonnes, Paris, France

M.B.A. INSEAD Fontainebleau, France, graduated in December  
1990

### Professional Experience

1982-1984

1984 and 1986

March 1986- March 87

April 1987 – March 88

April 1988- Oct 2000

Nov 2000- Oct 2003

Assistant at the Institute of International Law and Relations at the  
**Karl-Franzens-Universität 8010 Graz, Halbärthgasse 3, Austria**  
9 months practice at the **Judicial Courts of Austria** in Graz and  
Vienna

Practice of law with the international law firm **Linklaters&Paines,**  
**London EC2Y 8HQ, 1 Silk Street, UK**

- specialized in finance: advising international banks and  
setting up legal documentation for international finance  
transactions (bonds, notes, commercial paper programs)

**Ortner Pösch Foramitti, law firm in 1010 Vienna, Austria**  
(supervision Österreichische Anwaltskammer)


- general legal work in civil and criminal law (setting up  
contracts, assisted senior lawyers at judicial courts)
- covered broad spectrum of legal work for international  
banks and corporate customers
- further specialization in international finance

Various positions at **Creditanstalt.Bankverein/Bank Austria**  
(merged in 1998) in **1010 Vienna, Schottengasse 4-6, Austria**  
(supervision Austrian National Bank/FMA)

- credit advisor in project finance and corporate finance units
- international planning & shareholding
- risk management: responsible for corporate transactions of  
London branch, moved later on to CEE risk management  
with responsibility for Russia and Hungary

**Austria Wirtschaftsservice GmbH, Walcherstrasse 11, 1020**  
**Vienna, Austria** (guarantee institution under the responsibility and  
supervision of the Austrian Ministry of Finance)

- head of team responsible for East-West-Fund
- advised and serviced numerous Austrian companies  
through issue of guarantees for securing foreign  
investment
- analysed viability of business plans and investment  
programs of Austrian companies in CEE
- responsible for cooperation with IFIs (EBRD, EIB, IFC)
- member of SB of a private equity fund

  
3/3/2017



Nov 2003 – Sept 2016

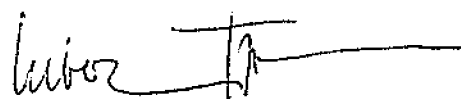
Various positions in **Unicredit Bank Austria, Schottengasse 4-6, 1010 Vienna, Austria** (supervision Austrian national Bank/FMA) mostly in Underwriting, approval authority for credit transactions gradually increased over years up to EUR 75mn

- CEE Underwriting: head of SEE desk
  - (i) supervised a team of 4-6 persons
  - (ii) was responsible for assessing and approving large credit transactions of banking subsidiaries of Bank Austria in SEE region.
  - (iii) steering function for corporate portfolio in competence of local CROs in the banking subsidiaries
- Global Account Manager for a corporate portfolio (in 2007/08 for a period of 1 year)
  - (i) responsible for around 15 large corporate customers of Bank Austria
  - (ii) supervised and managed the banking services (loans, payment transactions, treasury) to these customers
- Regional Industry Team 3: deputy and subsequently head of credit underwriting unit responsible for the corporate portfolio Automotive, Transport and Tourism in CEE & Austria
  - (i) supervised a team of 6 – 8 people
  - (ii) around EUR 8bn credit exposure under responsibility
  - (iii) responsible for credit assessment and approval of credit transactions
  - (iv) member of Credit Committee of Bank Austria
- head of CEE Underwriting March 2014 – September 2016
  - (i) supervises a team of 14 – 16 persons
  - (ii) around EUR 45bn approved credit lines under responsibility
  - (iii) assesses credit transactions
  - (iv) issuing non-binding opinions to CEE banking subsidiaries
  - (v) member of credit committee of Unicredit Bank Austria

Since October 2016

**Head of Underwriting CEE in Unicredit spa, Piazza Gae Aulenti, 20154 Milan, Italy**  
(supervision Bank of Italy)

- continuation of underwriting function for CEE in Unicredit spa after demerger of CEE division from Bank Austria and integration into Unicredit spa, Milan
- head of a team of 14 persons
- approval authority up to EUR 150mn for credit transactions of CEE customers in Unicredit spa
- issuing non-binding opinions to CEE banking subsidiaries for credit transactions up to EUR 150mn
- preparing credit assessments for the credit committee of Unicredit Holding
- reports directly to the CRO CEE of Unicredit group.

  
3/3 12/17

## Rubaga Luca (Mr.)

Qualifications	<p><b>Degree in Business Administration</b> - Cattolica University, Milan (1989 - 1994) Dissertation on corporate finance: "Feasibility analysis for the denationalisation of Milan' airports company SEA". Final evaluation: 108/110 High School: Scientific "Liceo" (1984-1989)</p>
Languages	<p>Italian (mother tongue) English (fluent), Spanish (basic), Russian (basic)</p>
Professional Experiences	<p><b>Unicredit Group</b> (Sep 2003 - to date) <b>Unicredit SpA, Vienna</b> (July 2014 - to date)</p> <p><b>Position:</b> Expatriate, Head of CEE Global Banking Services (GBS), having under his hierarchical responsibility CEE ICT and Operations Unit, CEE Organization Unit, CEE GBS Staff responsible for Demand Management, Security activities, Business Continuity and Best Practices sharing, also functionally responsible for the Heads of GBS Divisions in the CEE Banks. Reporting hierarchically to the Head of Group ICT and Security Office (GISO) and functionally to the Head of CEE Division.</p> <p><b>Main responsibilities:</b></p> <ul style="list-style-type: none"><li>▪ Provide regular reporting to the Head of CEE Division on the activities performed, as well as to the Head of Group ICT and Security Office and to the Head of Group Organization and Processes on topics in their respective scopes</li><li>▪ Promoting the sharing of best practices of business / operations in the CEE countries, acting as a reference point in their identification, collection, validation and dissemination, including through proactive initiatives of communication (e.g., newsletters, virtual space, etc.)</li><li>▪ Acting as Orga node for CEE Division, coordinating and supporting related functions in defining and designing target service models, taking care of any issues related to regulatory changes; leading the re-engineering and implementation of processes, harmonizing implementation with the Group regulations in force, in collaboration with the relevant functions of the Holding Company</li><li>▪ Supporting and advising other CEE coordinators in Security related matters, leveraging on the expertise of Group functions, as well as aiming at adequately respond to / prevent security incidents having a multinational dimension</li><li>▪ Coordinating and monitoring the activities related to Business Continuity and Crisis</li></ul>

- management for the CEE countries in line with the Global Rules
- Providing recommendations, assessment, consultancy and corporate Security services to the CEE Countries entities in specific expertise's fields
- Acting as focal point for Security activities for the CEE countries
- Maintaining a constant understanding and monitoring of the CEE Security functions activities ensuring the Group ICT and Security Office (GISO) and the local Management that activities performed i) are coherent with the Group Security and ICT Security standards, strategies and best practices; ii) balance between Group requirements and specific local needs; iii) achieve actual Security risks mitigation / prevention and; iv) facilitate knowledge sharing/transfer within the CEE Security Community hence contributing to ensure professional growth and capacity of Security staff
- Performing and coordinating the "Demand Management" activities with regard to the CEE Banks as well as the CEE Division
- Supporting the design, implementation and monitoring of the Demand Management process, with the objective of standardizing and optimizing the activities at CEE Division level
- Cooperating with Cost Management functions in Group initiatives / projects applicable to the CEE Division
- Responsible to overview 180 million euro Capex investment and +600 million euro nHR Opex and ~5.000 FTs,

#### **Unicredit Bank Russia, Moscow (April 2011 - June 2014)**

Unicredit Bank Russia(UCBR) is a bank 100% controlled by Unicredit Group.

UCBR is the n.8 bank in Russia both in terms of asset and profit, and n.1 as foreign bank.

UCBR has 110 branches, ~ 1 million active customers, ~3.500 employees, ~ 850 million euro revenues and ~ 430 million euro net profit in 2012.

**Position:** Expatriate, Member of the Management Board of the bank responsible of GBS Division (ICT department, Operation department, Cost management Unit, Organization department, Project management Unit , Purchasing Unit, Direct Channels department, RE and logistic department).

Directly reporting to CEO of the Bank.

Responsible of more than 1.000 FTs, + 70 million euro Capex investment and + 100 million euro nHR Opex.

#### **Main responsibilities:**

- Cost management: despite the volumes growth, the Opex cost remained under control and flat for 2 consequent years
- Productivity: despite the volumes growth, back office productivity and service level increased significantly (+20%)
- ICT trough put capacity of the bank increased significantly (+37% projects, + 15% tasks)
- Headcount rightsizing (-6% Ftes)
- RE: construction of new HO building in Moscow and rationalization of RE properties (5,5 mio euro rent saving per annum)
- Definition of 5 years ICT strategy and launch of a massive ICT transformation program for implementing a new core banking system (CBT programme)

Significant effort on simplification of the processes and procedures

#### **YapıKredi Bank, JV between Unicredit and Koc Group, Istanbul - Turkey (March 2005 - March 2011)**

YapıKredi Bank is the result of the biggest banking merger done so far in Turkey between YapıKredi Bankası and Koçbank (the bank listed and controlled with 82% by KPS, 50% JV

between Unicredit and Koc Group that is one of the most important industrial and consumer group in Turkey).

YapıKredi bank is the fourth private largest Turkish bank with 950 branches, ~5.5 million active customers, ~15.000 employees, ~ 3 billion euro revenues and ~ 1 billion euro net profit in 2010; number one in credit cards, AuM, leasing and factoring businesses.

**Position:** Expatriate, Executive Vice President head of the Organization, Logistic and Cost Management department of the bank, formerly Chief Integration Officer in charge of all the phases of the merger between YapıKredi Bankası and Koçbank and all the core subs.

Directly reporting to the Deputy CEO/GM of YapıKredi Bank and functionally reporting to the head of Central Eastern Europe Division of Unicredit Group.

Responsible of more than 400 FT's, + 70 million euro Capex and + 300 million euro Opex.

**Main responsibilities:**

- Manage the integration process of the two banks and of the 8 core subs assuring a high quality of planning, monitoring and execution of the whole integration process.
- Define and execute the integration path and strategy especially focusing on critical areas and decisions (the legal merger was successfully completed only 1 year after the acquisition and the IT migration and the complete operative integration of the group including the 8 core subs was successfully done only 2 months after the merger).
- Define the new organizational and governance structure of the new bank, the new service model, the operative processes, and the target headcounts sizing.
- Identify the target IT system for the combined entity (innovative technology on open platform-not mainframe) and plan, monitor and execute successfully the IT migration.
- Establish and manage the new created Organization department so to coordinate and control all the structural and functional changes within the bank, design processes and define the overall service model.
- Define the plan to reorganize the network of branches and regions of the bank (new openings, relocations, closings) and execute successfully the branch expansion plan (the most ambitious within Unicredit group, 260 new branches opened in only 2 years!!).
- Manage the enterprise project office of the bank (demand and project management) so to guide and control the bank project master plan with special focus on IT projects and IT development. Manage the financial project budget defining the yearly group project master plan, manage users demands vs. priority and implementation capacity, drive the priority definition evaluating cost& benefit, drive problem solving and early warning signals, manage the execution of critical programme (multiple interdependent projects), control and report regularly the progress status of the overall bank and single department project portfolio's so to assure that the various projects were on track according to the strategy and expectations.
- Measure and monitor the quality of the service delivered to internal and external clients (TRI\*M index), customer satisfaction measurement at bank and at branch level, mystery shopping activities ,etc
- Develop, design, enhance and optimize the key processes of the bank so to increase their efficiency, quality risk control levels. Responsible to set the efficiency target in term of head counts reduction for each department and define the action plans to get these savings realized.
- Establish the cost management department in charge of managing all the non HR cost (300 millions) of the group at a centralized level (cost appropriation, control and spending authorization). Responsible of cost saving initiatives (15 millions euro savings in 2009) .
- Optimization of the core real estate portfolio of the bank for an efficient utilization of the instrumental buildings defining and managing their dismissal plan or alternative utilizations solutions (20 millions euro sales profit in 2009).
- Centralization of purchasing procedures so to maximize economies of scale with vendors, avoiding cost duplications and improving purchase effectiveness.

### **Unicredit Private Banking Bank, Turin - Italy (Sep 2003 - Feb 2005)**

Unicredit Private Banking (UPB) is a bank of Unicredito Italiano Group focused on managing the wealth of customers with significant assets (above 500.000 euro). With more than 48 billion euro assets under management UPB is the largest Italian bank specialised in the private banking segment.

Through a network of 150 specialised branches (and more than 2.800 branches for banking services) UPB provides a complete set of financial and non-financial services to more than 90.000 customers by highly professional relationship managers.

**Position:** Director of Organization department in charge of all the operations of the bank (organisational processes, information technology and operational risk management) and head of the project management team.

Directly reporting to the managing director and functionally reporting to the head of the operations of Unicredit Group Holding.

Management of more than 20 million euro investment.

#### **Main responsibilities:**

- Set-up of the specialised operational model of the bank within the context of the Unicredito Group cross-operational model.
- Define and develop technology platform in agreement with Unicredit Sistemi Informativi. Develop operational risk management structure and processes according to Basilea II protocols.
- Develop incisive cost management actions.
- Develop and manage projects for accelerating and facilitating the enhancement of the organisational structures and processes of the bank towards private banking business.
- Launch a series of initiatives to improve in a structural manner the quality of customer services through micro-organisational actions.
- Set-up the investment department dedicated to develop personalised customer portfolio investment strategies.
- Develop operational risk management structure and processes according to Basilea II protocols.
- Develop incisive cost management actions.
- Spin-off of the individual management mandates of the bank to Unicredit Private Asset Management SGR company.

### **Banca Intesa Group, Banca Primavera, Milan - Italy (Dec 2001 - Aug 2003)**

Banca Primavera was a bank of Intesa group subsequently merged with Banca Generali (bank of Generali insurance group).

Banca Primavera was a new multichannel bank with a business model based on 1.700 financial advisors, Internet, call center and innovative branches.

The market position of Banca Primavera was to serve affluent retail potential customers with high level of service and personalized relationship.

**Position:** Director of the "on-line" Business Unit of the bank - in charge of all the operations on the on-line channel, directly reporting to the managing director.

#### **Main responsibilities:**

- Set-up in only 8 months all the on-line operations of the bank, development and management of the Internet banking services.
- Define and develop on-line commercial initiatives, define on-line marketing plan, coordinate on line communication initiatives, define commercial alliances, design and develop new products, define and manage marketing promotions.

- Develop innovative strategies in order to attract potential clients (e.g. affiliation program, etc), the first campaign collected 45.000 profiled e-mail addresses and guaranteed very interesting conversion rate.
- Develop innovative methodology to measure the cost effectiveness of the on-line initiatives.
- Develop incisive CRM action to convert potentials to clients (e.g. emails and phone calls).
- Perform market analysis and competitor benchmarking.
- Develop and set-up, first in Italy, internal and external account aggregation services for the clients. This innovative service allows clients, using an unique password, to check on line asset and liability managed as well by other financial institutions, check different e-mail providers and different others on-line services.

### **Banca Popolare di Verona Banking Group, Verona - Italy**

(May 2000 - Dec 2001)

BPV Group is one of the top ten banking groups in Italy with over 1.500.000 customers.

**Position:** Manager - in charge of the Web Center of BPV Group to develop eBanking projects and B2B - B2C projects within the new Business Unit "Direct Bank".

#### **Main responsibilities:**

- Development and management of the Internet banking services for the whole Group; home banking, trading on line, phone banking and Group Internet sites
- Definition and development of the B2B initiatives and portals

**Awards:** the Internet sites developed during the period have been recognised by economic press as best Internet bank sites in Italy for the year 2000

### **Allstate Italy Insurance Company, Milan - Italy (August 1999 - May 2000)**

Italian direct insurance branch of Allstate, a large American insurance company.

**Position:** Implementation project manager for the set-up of the Italian branch.

#### **Main responsibilities::**

- In charge of the coordination between Italian team and American team for the set up of the operational processes of the insurance company.
- Responsible of the realization of the internet site of the company and of the interactive services offered to the clients, as Internet and call center services.

### **Andersen Consulting (November 1995 - August 1999)**

Managerial consultancy for strategic advice and reengineering of business processes in the finance and banking industry.

**Position:** Senior Consultant within the Finance Division

#### **Main responsibilities:**

**Milan Office (March 1999 - August 1999)**

- Merge and acquisition analysis, planning and set-up of a new asset management company for a large commercial bank.

**Chicago Office (February 1999- March 1999)**

Tutor in a class of students during the induction course for new hired.

**London Office (April 1998 - February 1999)**

- Program management and financial reporting control for a large insurance company.
- Planning of the merging process for an international insurance broker company.

**Milan Office (November 1995 – April 1998)**

- Analysis for the definition of "Private Banking" services for a large Italian commercial bank.
- Definition and set-up of the core business processes of a new Italian virtual bank that uses telephone and Internet as main communication channels.
- Program management activities on different projects (planning, directing work efforts in order to accomplish business objectives).
- Planning and set-up of Internet "Home Banking" services to be offered to corporate and retail customers for a Italian commercial bank.

**Carabinieri (Italian police military force) (July 1994 – October 1995)**

Military service as Carabinieri officer (second lieutenant).

Cadet of honour at the officer school, platoon commander and company "ad interim" commander

**Training**

Unicredit; Leadership for Results training course

Andersen Consulting Education Centre (London)

Generate Demand: Call Center Design Principles, Introduction to Customer Strategy,  
Marketing Strategy and tactics, Sales force Effectiveness;

Andersen Consulting Education Centre (Milan)

- Business Practice School

- Financial Markets and Risk Management Course

- Business Process Overview

Arthur Andersen & CO, Worldwide Professional Education Center (Chicago, Illinois, USA)

- Business Information Systems Course

- Business Analysis School

Koningshof Centre for Professional Education (Veldhoven, Holland)

- Implementing Business Solution School

**Publications**


F. Rampolla, L. Rubaga: "La primavera dell'advertising online" Netforum" n. 11 Luglio 2003

A. Moneta, L. Rubaga: "Private Banking: context and opportunity for Italian banks"- "L'Impresa"  
(Italian monthly magazine of business management) n. 3, 1997.

**Interests**

Travelled extensively throughout Europe, USA and Central America.

Sports & hobbies: running, skiing, tennis, diving and acting in a minor theatre company.



# Curriculum Vitae

## Stefano Porro

### Personal data

### Current Role

2006-current **Unicredit**

Manager in charge of the **Group Planning & Capital Management** department

Main responsibilities:

Coordinating Planning, Capital Management and Strategic Assets & Liabilities Management activities at Group level

Current Board Member positions: Unicredit Employees Pension Fund

Preceding Board Member positions: Unicredit Bank Ireland

Previously carried out managerial roles:

Manager in charge of the **Group ALM & Financial Planning** unit within Group Finance Department

Main responsibilities:

Coordinating Group financial planning and funding process, ensuring Group-wide financial stability with an efficient mix between assets and liabilities;

Coordinating ALM activities and methodologies at Group level (Liquidity, Interest Rates, FX strategic & operating strategies, Fund Transfer Pricing, Models development), also defining targets & steering the execution of specific financial transactions over Group subsidiaries;

Structured Balance Sheet Transactions and financial deals for strategic management of equity, interest rate, FX, credit & country risks

Preceding Board Member positions: Unicredit Credit Management Immobiliare and Unicredit Delaware

Responsible of **Active Balance Sheet Management** unit (Listed Shareholdings

Management / Equity Capital Market, Strategic investments, Structured Balance Sheet Transactions, Active Credit Portfolio Management)

Preceding Board Member positions: Aspra Finance, firm in charge of non performing loans management

### Previous professional experiences

1999-2006 **RAS S.p.A. (Allianz Group)**

Manager in charge of the **Corporate Finance and Financial Markets** units

Main responsibilities:

- Active monitoring of shareholdings (Italian and foreign) and strategic investments (quoted and not), with analysis and execution of extraordinary financial operations (including active management through the use of derivatives with hedging or yield enhancement purposes)
- Deal management for M&A operations and core business investments (insurance, banking, asset management & financial network, real estate)



- Business case assessment and corporate development initiatives (launch of new business activities)
- Analysis to support investment/disinvestment activity and performance monitoring of Alternatives Investments (Real Estate, Private Equity, Hedge Funds)
- Management of proprietary investment portfolio composed by equities, bonds, structured investments, financial derivatives

Other positions: Committee Member of Ras Equity Partners Fund; Board Member of CityLife, real estate firm winner of the contest for the requalification of the historical quarter of the Fair of Milan

Previously carried out activities in the Finance Department with regards to asset management and corporate finance related topics:

Responsible of **Corporate Finance** and **Strategic Investments** unit

Financial analyst in the Financial Participations unit: analysis to support equity capital market (IPO, Capital Increase, Public Offering, etc.), private equity, M&A operations (acquisitions, sales, mergers, balance sheet transactions)

Analyst/manager of the **Insurance proprietary investment portfolio**

1999-1999 **KPMG S.p.A.**

Staff analyst in the Banking, Insurance and Financial Institutions industries

## **Studies**

1994-1999 Bachelor in Business Economy - Management of the Industrial Enterprises - Luigi Bocconi University in Milan on 19/03/1999

Thesis Title: "Role of the closed end funds as strategic opportunity for the business development: the Cifa case"

1989-1994 Diploma of Scientific Maturity

## **Foreign languages**

- Italian: mother-tongue
- English: fluent

## **Specialization Courses**

Carried out several internal and external courses with regards to the following topics:

- Business valuation, liquidity & capital management and budgeting
- Balance sheet analyses and accounting principles of banking, insurance, industrial enterprises
- Tax, legal and regulatory implications in extraordinary operations
- Financial markets, derivatives instruments and portfolio management
- Risk management practice
- Alternatives Investments (Real Estate, Private Equity, Hedge Funds)
- Communication and Leadership (INSEAD), Negotiation, Problem Solving

## **Z.Nazan Somer Özelgin**

### **Education:**

1981 – 1985	Bosphorus University of Istanbul, Business Administration Faculty (English curriculum) Undergraduate degree (finance major) Courses taken include (but not limited to) economics, finance, accounting, statistics, marketing, personnel management, history, mathematics, operations research
1974 – 1981	Istanbul American Robert College (High School education)
1969 – 1974	Macka Primary School, Istanbul (Primary School education)

### **Work Experiences:**

2000 – present	Yapı ve Kredi Bankası A.Ş. (Yapi Kredi Plaza D Block Levent / Istanbul) (One of the four largest private banks of Turkey, a joint venture of Unicredit and Koç Holding)
2009 - present	Assistant General Manager in charge of Retail Banking and Member of the Executive Committee Currently managing a network of more than 850 branches with 7.000+ people and 12 million+ customers, generating approximately 50% of total revenues and loan book of Yapı Kredi, as well as 40% of deposits (also managing the market leader credit card issuing and acquiring business of the Bank).
2003 - 2009	Yapı ve Kredi Bankası A.Ş. Assistant General Manager in charge of credit cards and consumer lending. In addition, was appointed as the acting CFO for Yapı Kredi Bank from December 2004 to October 2005.
2000 – 2003	Assistant General Manager in charge of Individual Banking.

1988 – 2000

Arthur Andersen Istanbul Office  
(merged with Ernst and Young Turkey post year 2000)

1988 – 1990 Assistant / Experienced Assistant  
1990 – 1993 Senior  
1993 – 1998 Manager  
1998 – 2000 Partner

Joined Arthur Andersen Istanbul office as an Independent Auditor in 1988 and obtained Certified Public Accountant Certificate in 1993. During her career with Arthur Andersen, assumed auditing and financial consultancy responsibilities for companies in banking and finance, manufacturing, commerce, construction and tourism. Furthermore, she ran many internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector. She was the partner in charge of financial sector in the last two years of her career with Arthur Andersen Turkey. During this period, she also held responsibilities for financial sector clients in Bucharest and Sofia.

1985 – 1988

Pamer Şti, a pharmaceutical Turkish company owned by Somer family (sold post 1988), worked in accounting and finance department as an associate.

#### **Board Membership Experiences:**

Yapi Kredi Azerbaijan - Board Member (September 2012 – ongoing)

Tanı Pazarlama A.Ş. - Board Member (a Koç Holding marketing and CRM company) (March 2014 – ongoing)

441 Trust Company Limited, UK - Board Member and Audit, Risk and Finance Committee Member (June 2016 – ongoing)

Turkish National Board of Visa – Board Member and Chairperson (May 2003 – ongoing)

Visa Europe Board – Board Member (also served as Audit, Risk and Finance Committee Member) (May 2003 – June 2016)

Turkish Interbank Card Center (BKM A.Ş.) - Board Member (March 2003-February 2006)  
(also served as Chairperson between March 2005 and February 2006)

Turkish Credit Bureau - Board Member (October 2000- February 2006)  
(also served as Chairperson between March 2005 and February 2006)

Yapi Kredi Pension and Life Insurance Company- Board Member (October 2000- April 2004 and March 2009- August 2009)

**EXTRAS DIN**  
**HOTARAREA ADUNARII GENERALE ORDINARE A ACTIONARILOR**  
**UniCredit Bank S.A.**  
**din data de 13.04.2017**

Adunarea Generala Ordinara a Actionarilor UniCredit Bank S.A., banca de nationalitate romana functionand in conformitate cu legile din Romania, administrata in sistem dualist, cu sediul social in Bucuresti, Bd. Expozitiei nr. 1F, Sectorul 1, Romania, inregistrata in Registrul Bancar sub nr. RB-PJR-40-011/18.02.1999 si la Oficiul Registrului Comertului sub nr. J40/7706/1991, notificare inregistrata la ANSPDCP sub nr. 10964, avand Codul Unic de Inregistrare RO 361536, capital social subscris si varsat 379.075.291,20 RON (denumita in cele ce urmeaza „Banca”), a fost convocata in mod legal si a avut loc astazi, **13.04.2017**, la Camera de Comert si Industrie a Municipiului Bucuresti, Sala Alexandru Ioan Cuza, etaj 4, situata in Bucuresti, Bulevardul Octavian Goga, nr. 2, sector 3, in prezenta actionarilor inscrisi in Registrul actionarilor Bancii la data de referinta **01.04.2017**, ce reprezinta 98,36 % din totalul drepturilor de vot.

Adunarea Generala Ordinara a Actionarilor a fost convocata in mod legal de catre Directoratul Bancii prin publicarea convocatorului in Monitorul Oficial al Romaniei, partea a IV-a, nr. 795 din data de 09.03.2017 si in ziarul „Romania Libera” din data de 13.03.2017, precum si pe pagina de internet a Bancii, potrivit prevederilor art. 117 si art. 117<sup>2</sup> al. 2 din Legea nr.31/1990 privind societatile, republicata, cu modificarile si completarile ulterioare.

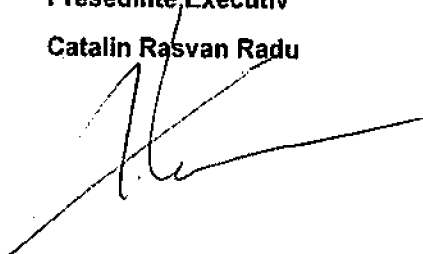
- Asupra aspectelor inscrise la **punctul 8** pe ordinea de zi, Adunarea Generala Ordinara a Actionarilor a aprobat, cu 99,99 % din voturile exprimate de actionarii prezenti sau reprezentati la Adunarea Generala Ordinara a Actionarilor Bancii, luarea la cunostinta a renuntarii la mandatul de membru al Consiliului de Supraveghere al Bancii de catre domnul Stefano Cotini. Mandatul domnului Stefano Cotini va inceta incepand cu data urmatoare zilei primirii de catre UniCredit Bank S.A. a aprobarii prealabile a Bancii Nationale a Romaniei pentru cel putin unul dintre membrii Consiliului de Supraveghere nou-desemnati de catre Adunarea Generala a Actionarilor prin hotararea din data de 20.02.2017. Ulterior incetarii mandatului sau, domnul Stefano Cotini va fi radiat din evidentele Registrului Comertului.
- Asupra aspector inscrise la **punctul 9** pe ordinea de zi, Adunarea Generala Ordinara a Actionarilor a aprobat, cu 99,99 % din voturile exprimate de actionarii prezenti sau reprezentati la Adunarea Generala Ordinara a Actionarilor Bancii, imputernicirea Presedintelui Executiv al Bancii si a unuia dintre

Vicepresedintii Executivi ai Bancii sa semneze orice documente ce vor fi intocmite in baza hotararii Adunarii Generale Ordinare a Actionarilor, precum si sa indeplineasca toate actiunile si formalitatile necesare pentru inregistrarea si/sau publicarea hotararii Adunarii Generale Ordinare a Actionarilor si/sau a oricaror documente, potrivit reglementarilor legale in vigoare. Presedintele Executiv al Bancii si, respectiv, oricare dintre Vicepresedintii Executivi ai Bancii pot imputernici oricare 2 (doi) salariati ai Bancii pentru aducerea la indeplinire a acestui mandat.

Redactata de Banca, azi, 13.04.2017.

**Presedinte Executiv**

**Catalin Rasvan Radu**



**Vicepresedinte Executiv**

**Mihaela Lupu**



To: Supervisory Board of UniCredit Bank S.A./ *Consiliul de Supraveghere al UniCredit Bank S.A.*

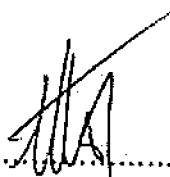
Management Board of UniCredit Bank S.A./ *Directoratul UniCredit Bank S.A.*

Dear Colleagues,/ *Stimati colegi,*

I, the undersigned/ *Subsemnatul*

MIHAELA ALINA LUPU

Hereby resign from my mandate as member of UniCredit Bank's Management Board and from my function as Executive Vice-President of the Bank, effective as of ...../ *prin prezenta, va instiintez de demisia mea din functia de membru al Directoratului si de Vicepresedinte Executiv al UniCredit Bank S.A., incepand cu data de* 01. SEPTEMBRIE 2017

  
.....

Date:/ *Data:* 26.07.2017

## DECLARATIE

in conformitate cu prevederile art. 31 din Legea contabilitatii nr. 82/1991

S-au intocmit "Situatiile Financiare consolidate" ale Grupului UniCredit Bank S.A. ("Grupul") la 31 decembrie 2017, in conformitate cu prevederile Ordinului Bancii Nationale a Romaniei nr. 27/2010 pentru aprobarea Reglementarilor Contabile conforme cu Directivele europene, cu modificarile si completarile ulterioare, pentru:

Persoana juridica: UNICREDIT BANK S.A.

Judetul: 41 - Directia Generala de Administrare Mari Contribuabili, MUN.BUCURESTI

Adresa: localitatea BUCURESTI, sectorul 1, B-dul Expozitiei, nr.1F, tel. 021/200.20.00

Numar din Registrul Comertului: J40/7706/1991

Forma de proprietate: 34 – Societati comerciale pe actiuni

Activitatea preponderanta (cod si denumire clasa CAEN): 6419 – Alte activitati de intermediari monetare

Cod de identificare fiscala: RO 361536.

Persoanele care au obligatia gestionarii Grupului isi asuma raspunderea pentru intocmirea "Situatiilor Financiare consolidate" la 31 decembrie 2017.

Situatiile financiare au fost intocmite in conformitate cu Ordinul Bancii Nationale a Romaniei nr.27/2010 pentru aprobarea Reglementărilor contabile conforme cu directivele europene, cu modificarile si completarile ulterioare si confirmam ca:

a) politicile contabile aplicate la intocmirea situatiilor financiare anuale consolidate sunt in conformitate cu reglementarile contabile aplicabile;

b) situatiile financiare anuale consolidate ofera o imagine fidela a pozitiei financiare, a performantei financiare si a celorlalte informatii referitoare la activitatea Grupului.

Presedinte Executiv,

Catalin Rasvan Radu

Vicepresedinte Executiv,

Philipp Gamauf