PILLAR III DISCLOSURE REPORT

Report reference date: 30 June, 2025

CONTENT

1. OVERVIEW ON DISCLOSURES

The Report is prepared in accordance with National Bank of Romania Regulation no. 5/2013 regarding prudential requirements for credit institutions, Regulation no. 575/2013 of European Parliament and Council dated 26.06.2013 regarding prudential requirements for credit institutions and investment companies and amending Regulation (UE) no.648/2012, Capital Requirement Directive IV (CRD IV) (Directive 2013/36/EU), all, with subsequent amendments, and connected regulatory requirements as:

- National Bank of Romania Regulation no. 11/2020;
- National Bank of Romania Regulation no. 2/2022;
- Regulation no. 876/2019 of European Parliament and Council;
- REGULATION (EU) 2024/1623 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 31 May 2024 amending Regulation (EU) No 575/2013 as regards requirements for credit risk, credit valuation adjustment risk, operational risk, market risk and the output floor;
- DIRECTIVE (EU) 2024/1619 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 31 May 2024 amending Directive 2013/36/EU as regards supervisory powers, sanctions, third-country branches, and environmental, social and governance risks;
- Regulation (EU) 2021/763 of 23 April 2021 laying down implementing technical standards for the application of Regulation (EU) no 575/2013 of the European Parliament and of the Council and Directive 2014/59/EU of the European Parliament and of the Council with regard to the supervisory reporting and public disclosure of the minimum requirement for own funds and eligible liabilities.

The information disclosed is compliant with the COMMISSION IMPLEMENTING REGULATION (EU) 2024/3172 of 29 November 2024 laying down implementing technical standards for the application of Regulation (EU) No 575/2013 of the European Parliament and of the Council with regard to public disclosures by institutions of the information referred to in Part Eight, Titles II and III, of that Regulation, and repealing Commission Implementing Regulation (EU) 2021/637.

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

The following regulations are applicable as well:

(i) the European Commission Regulatory Technical Standards (RTS) or Implementation Technical Standards (ITS) issued on proposal of the EBA and

(ii) the guidelines issued by the EBA with reference to Pillar III disclosure time to time in force.

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

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

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

As the UniCredit Bank Romania has been identified as “Other Systemically Important Credit Institution (O-SII)” from Romania, the Bank provides its users with quarterly frequency the relevant information (Regulation no. 575/2013 of European Parliament and Council, with amendments, Article 447).

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

When assessing the disclosure requirements in accordance with Regulation (UE) No 575/2013 and with Regulation (EU) 3172/2024, the Bank considers the disclosure requirements as under the 8th Part of Regulation (UE) No. 575/2013.

2. SCOPE OF APPLICATION

2.1 Relevant scope of consolidation

The institution subject to disclosure is **UniCredit Bank SA.** ("the Bank" or "UCB"); the report includes Bank's information and also information regarding the entities integrated in the consolidated prudential perimeter of UniCredit Bank (further described as "the Group").

Starting August 2015, UniCredit Bank S.A. (the "Bank") is the new brand name of formerly UniCredit Tiriac Bank SA that was established as a Romanian commercial bank on 1 June 2007 upon the merger by acquisition of the former UniCredit Romania S.A. (the absorbed bank) by Banca Comerciala HVB Tiriac S.A. (the absorbing bank) and is licensed by the National Bank of Romania ("NBR") to conduct banking activities.

The Bank's current registered office is 1F, Expozitiei Boulevard, District 1, Bucharest, Romania.

UniCredit Bank S.A. is controlled by UniCredit SpA (Italy), with registered office in Milano (Mi), Italia, Piazza Gae Aulenti 3 Cap 20154 Tower A.

The Bank provides retail and commercial banking services in Romanian Lei ("RON") and foreign currency for individuals and legal entities. These include: accounts opening, domestic and international payments, foreign exchange transactions, working capital finance, medium and long term facilities, retail loans, bank guarantees, letter of credits and documentary collections, derivative financial instruments.

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

- UniCredit Consumer Financing IFN S.A., having its current registered office at 1F, Expozitiei Boulevard, 6th floor, District 1, Bucharest, Romania, provides consumer finance loans to individual clients. The Bank has a shareholding of 50.10% in UCFIN since January 2013.
- UniCredit Leasing Corporation IFN ("UCLC"), having its headquarters in 1F, Expozitiei Boulevard, 1st, 7th and 8th floor, District 1, Bucharest, Romania, provides financial leasing services to corporate clients and individuals. UCLC, the former associate, has become the Bank's subsidiary since April 2014 when the Bank gained indirect control of 99.95% (direct control: 99.90%). The Bank's indirect controlling interest as of 31 December 2022 is 99.98% (direct control: 99.96%) as a result of the merger by absorption of UniCredit Leasing Romania SA ("UCLRO") by UCLC finalized in June 2015, the date at which UCLRO was absorbed by UCLC.
- UniCredit Insurance Broker S.R.L. ("UCIB"), having its current registered office in 1F, Expozitiei Boulevard, District 1, Bucharest, Romania, intermediates insurance policies related to leasing activities to legal entities and individuals, and became a subsidiary of the Bank beginning with 31 December 2020. The Bank has an indirect controlling interest of 99.98% through UCLC which owns 100% UCIB.

2.2 Substantial or legal impediments that hinder the rapid transfer of capital resources within the Group

At UniCredit Group level, an integrated analysis is done to identify the significant risks. The processes for management, monitoring and reporting of risks are formalized in the Group regulations, aligned and integrated at the local group at UniCredit Bank SA level. In accordance with the rules regarding the analysis process, calibration, approval, adoption, implementation, monitoring and reporting of the Group regulations, UniCredit Bank SA has the responsibility of sending the applicable regulation to its subsidiaries, in order to be analyzed, approved/adopted and implemented. Subsequently, UniCredit Bank SA assesses and decides the applicability at the subsidiaries level taking into account the nature, dimension and complexity of their activities.

In order to ensure the control over implementation of the Group requirements at the level of direct controlled entities, there is a frequent reporting process regarding the status of local implementation under the Internal Control Committee of UniCredit Bank SA.

3. OWN FUNDS AND KEY METRICS

3.1 Regulatory capital - summary and changes over time

Starting with January 2025, the Romanian Banking System is applying the Basel IV norms, in accordance with Regulation no. 575/2013 of European Parliament and Council dated 26.06.2013 regarding prudential requirements for credit institutions and investment companies, by Regulation no. 5/2013 regarding prudential requirements for credit institutions issued by National Bank of Romania and with Regulation (EU) 2024/3172 of 29 November 2024 laying down implementing technical standards for the application of Regulation (EU) No 575/2013 of the European Parliament and of the Council with regard to public disclosures by institutions of the information referred to in Part Eight, Titles II and III, of that Regulation, and repealing Commission Implementing Regulation (EU) 2021/637.

3.2 Summary of Key Prudential Metrics

		a	b	c	d	e
		2025-06-30	3/31/2025	12/31/2024	2024-09-30	2024-06-30
	Available own funds (amounts)					
1	Common Equity Tier 1 (CET1) capital	8,428,875,198	8,447,310,511	8,557,838,158	7,613,823,331	7,643,115,878
2	Tier 1 capital	8,428,875,198	8,447,310,511	8,557,838,158	7,613,823,331	7,643,115,878
3	Total capital	9,087,746,094	9,135,133,020	9,416,782,767	8,503,569,692	8,573,760,936
	Risk-weighted exposure amounts					
4	Total risk exposure amount	39,691,457,645	38,465,148,999	40,433,394,522	37,834,570,799	36,989,484,491
4a	Total risk exposure pre-floor	39,691,457,645	38,465,148,999	-	-	-
	Capital ratios (as a percentage of risk-weighted exposure amount)					
5	Common Equity Tier 1 ratio (%)	21.24%	21.96%	21.17%	20.12%	20.66%
5a	Not applicable					
5b	Common Equity Tier 1 ratio considering unfloored TREA (%)	21.24%	21.96%	0.00%	0.00%	0.00%
6	Tier 1 ratio (%)	21.24%	21.96%	21.17%	20.12%	20.66%
6a	Not applicable					
6b	Tier 1 ratio considering unfloored TREA (%)	21.24%	21.96%	0.00%	0.00%	0.00%

7	Total capital ratio (%)	22.90%	23.75%	23.29%	22.48%	23.18%
7a	Not applicable					
7b	Total capital ratio considering unfloored TREA (%)	22.90%	23.75%	0.00%	0.00%	0.00%
	Additional own funds requirements to address risks other than the risk of excessive leverage (as a percentage of risk-weighted exposure amount)					
EU 7d	Additional own funds requirements to address risks other than the risk of excessive leverage (%)	5.45%	5.45%	4.13%	4.13%	4.13%
EU 7e	of which: to be made up of CET1 capital (percentage points)	3.07%	3.07%	2.32%	2.32%	2.32%
EU 7f	of which: to be made up of Tier 1 capital (percentage points)	4.09%	4.09%	3.10%	3.10%	3.10%
EU 7g	Total SREP own funds requirements (%)	13.45%	13.45%	12.13%	12.13%	12.13%
	Combined buffer and overall capital requirement (as a percentage of risk-weighted exposure amount)					
8	Capital conservation buffer (%)	2.50%	2.50%	2.50%	2.50%	2.50%
EU 8a	Conservation buffer due to macro-prudential or systemic risk identified at the level of a Member State (%)	0.00%	0.00%	0.00%	0.00%	0.00%
9	Institution specific countercyclical capital buffer (%)	0.99%	0.99%	1.00%	1.00%	1.00%
EU 9a	Systemic risk buffer (%)	0.00%	0.00%	0.00%	0.00%	0.00%
10	Global Systemically Important Institution buffer (%)	0.00%	0.00%	0.00%	0.00%	0.00%
EU 10a	Other Systemically Important Institution buffer (%)	1.50%	1.50%	1.50%	1.50%	1.50%
11	Combined buffer requirement (%)	4.99%	4.99%	5.00%	5.00%	5.00%
EU 11a	Overall capital requirements (%)	18.44%	18.44%	17.13%	17.13%	17.13%
12	CET1 available after meeting the total SREP own funds requirements (%)	9.45%	10.30%	16.67%	15.62%	16.16%
	Leverage ratio					
13	Total exposure measure	93,572,552,441	91,137,564,756	86,979,080,815	85,367,466,145	81,505,041,060
14	Leverage ratio (%)	9.01%	9.27%	9.84%	8.92%	9.38%
	Additional own funds requirements to address the risk of excessive leverage (as a percentage of total exposure measure)					
EU 14a	Additional own funds requirements to address the risk of excessive leverage (%)	-	-	-	-	-
EU 14b	of which: to be made up of CET1 capital (percentage points)	-	-	-	-	-
EU 14c	Total SREP leverage ratio requirements (%)	-	-	-	-	-
	Leverage ratio buffer and overall leverage ratio requirement (as a percentage of total exposure measure)					
EU 14d	Leverage ratio buffer requirement (%)	-	-	-	-	-

EU 14e	Overall leverage ratio requirement (%)	-	-	-	-	-
	Liquidity Coverage Ratio					
15	Total high-quality liquid assets (HQLA) (Weighted value -average)	31,872,117,982	31,164,551,216	27,960,422,124	27,348,857,199	25,999,249,964
EU 16a	Cash outflows - Total weighted value	25,265,291,260	21,637,879,078	20,649,851,223	19,979,632,162	19,227,579,726
EU 16b	Cash inflows - Total weighted value	8,527,484,130	5,415,956,937	4,772,535,359	4,504,728,468	4,754,307,823
16	Total net cash outflows (adjusted value)	16,737,807,131	16,221,922,142	15,877,315,864	15,474,903,693	14,473,271,903
17	Liquidity coverage ratio (%)	190.42%	192.11%	176.10%	176.73%	179.64%
	Net Stable Funding Ratio					
18	Total available stable funding	63,031,424,355	61,756,673,911	59,606,093,140	56,192,347,357	53,743,177,249
19	Total required stable funding	35,953,528,202	34,723,254,124	34,280,356,726	32,412,329,423	31,867,151,549
20	NSFR ratio (%)	175.31%	177.85%	173.88%	173.37%	168.65%

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

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

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

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

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

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

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

The total MREL requirements at individual level (including combined buffer requirement CBR) that UCB must meet from 15.05.2025 are as follows:

1. MREL ratio of 28,17% of TREA (composed of minimum requirement of 24,67% of TREA and combined buffer requirement at individual level of 3.5%)
2. Total exposure ratio (MREL leverage ratio) of 5.90% of TEM (total exposure)

The total MREL requirements at sub-consolidated level (including combined buffer requirement CBR) that UCB must meet from 15.05.2025 are as follows:

1. MREL ratio of 29,67% of TREA (composed of minimum requirement of 24,67% of TREA and combined buffer requirement at sub-consolidated level of 5%)
2. Total exposure ratio (MREL leverage ratio) of 5.90% of TEM (total exposure)

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

During 2025, UCB has issued subordinated liabilities (Senior Non-Preferred) in total amount of 80 mn EUR, in addition to the already MREL eligible overall amount of 760 mn EUR SNP.

All Senior Non-Preferred issuances mentioned above are MREL eligible during 2025, having maturity higher than 1 year.

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

		a	b	c
		Minimum requirement for own funds and eligible liabilities (internal MREL)	**Non-EU G-SII requirement for own funds and eligible liabilities (internal TLAC)**	**Qualitative information**
	Applicable requirement and level of application			
EU-1	Is the entity subject to a non-EU G-SII requirement for own funds and eligible liabilities? (Y/N)			N
EU-2	If EU-1 is answered by 'Yes', is the requirement applicable on a consolidated or individual basis? (C/I)			
EU-2a	Is the entity subject to an internal MREL? (Y/N)			Y
EU-2b	If EU-2a is answered by 'Yes', is the requirement applicable on a consolidated or individual basis? (C/I)			C
	Own funds and eligible liabilities			
EU-3	Common Equity Tier 1 capital (CET1)	8,428,875,198		
EU-4	Eligible Additional Tier 1 capital			
EU-5	Eligible Tier 2 capital	658,870,896		
EU-6	Eligible own funds	9,087,746,094		
EU-7	Eligible liabilities	4,706,141,367		
EU-8	of which permitted guarantees	-		
EU-9a	(Adjustments)	-		-
EU-9b	Own funds and eligible liabilities items after adjustments	13,793,887,461	-	-
	Total risk exposure amount and total exposure measure			
EU-10	Total risk exposure amount (TREA)	39,691,457,645		
EU-11	Total exposure measure (TEM)	93,572,552,441		
	Ratio of own funds and eligible liabilities			
EU-12	Own funds and eligible liabilities as a percentage of the TREA	34.75%		
EU-13	of which permitted guarantees	-		
EU-14	Own funds and eligible liabilities as a percentage of the TEM	14.74%		
EU-15	of which permitted guarantees	-		
EU-16	CET1 (as a percentage of the TREA) available after meeting the entity's requirements	10.08%		
EU-17	Institution-specific combined buffer requirement			
	Requirements			
EU-18	Requirement expressed as a percentage of the TREA	24.67%		
EU-19	of which part of the requirement that may be met with a guarantee			
EU-20	Requirement expressed as percentage of the TEM	5.90%		
EU-21	of which part of the requirement that may be met with a guarantee			
	Memorandum items			
EU-22	Total amount of excluded liabilities referred to in Article 72a(2) of Regulation (EU) No 575/2013			

ANNEX 1: UniCredit Bank SA Xls Templates

Covered area	Template id	Template Name	Link to
Regulatory capital	KM1	Key metrics (at consolidated group level)	KM1!A1
MREL	ILAC	Internal loss absorbing capacity: internal MREL and, where applicable, requirement for own funds and eligible liabilities for non-EU G-SIIs	EU ILAC