

# Unlock your potential



## Disclosure pursuant to Art. 450 CRR as of 31 December 2021

(Remuneration and incentive systems and practices)

Empowering  
Communities to Progress.

 **Bank Austria**  
Member of  **UniCredit**

## Disclosure pursuant to Article 450 CRR (Remuneration and incentive systems and practices)

### QUALITATIVE DISCLOSURE

**Table EU REMA – Remuneration policy**

Qualitative disclosures	
(a) Information relating to the bodies that oversee remuneration. Disclosures shall include:	
1. Name, composition and mandate of the main body (management body or remuneration committee as applicable) overseeing the remuneration policy and the number of meetings held by that main body during the financial year.	<p>At the end of 2021, the Remuneration Committee was composed of 5 members:</p> <p>The members of the Remuneration Committee, which was instituted based on local and global regulations, are all non-executive within UniCredit Bank Austria. The Chairperson is independent within the meaning of Art. 39c BWG (Bankwesengesetz/Austrian Banking Act).</p> <p>All members meet the requirements of professionalism, in accordance with current normative and regulatory dispositions. Some members have specific technical know-how and experience on financial matters or remuneration policies.</p> <p>In order to foster the adherence to the Group Remuneration Framework and also be compliant with the relevant local regulations (§39c BWG) the Supervisory Board assess the topics on Remuneration, within the dedicated Remuneration Committee. This Committee has been set-up by Bank Austria's Supervisory Board with decision-making powers, since the complexity of the business and size triggers the obligation to it. In 2021, the Remuneration Committee met once and passed further decisions in the form of circular votes.</p> <p>The Remuneration Committee consists of the following 5 Supervisory Board members:</p> <ul style="list-style-type: none"> <li>• three elected members</li> <li>• two representatives of the employees' council.</li> </ul>
2. External consultants whose advice has been sought, the body by which they were commissioned, and in which areas of the remuneration framework.	No external advisors have been commissioned by the Remuneration Committee in 2021.
3. A description of the scope of the institution's remuneration policy (eg by regions, business lines), including the extent to which it is applicable to subsidiaries and branches located in third countries.	<p>The principles of the UniCredit Bank Austria AG Remuneration Policy apply across the organization and shall be reflected in all remuneration practices applying to various employee categories across businesses, including staff belonging to external distribution networks, considering their remuneration peculiarities.</p> <p>With specific reference to Material Risk Takers, the People &amp; Culture function establishes guidelines and coordinates a centralized and consistent management of compensation and incentive systems. In compliance with both Group Remuneration Policy and local regulation (Austrian Banking Act and FMA Letter on remuneration), UniCredit Bank Austria AG and its legal entities apply compensation framework for all employees, with local adaptations based on specific regulations and/or business specifics.</p>
4. A description of the staff or categories of staff whose professional activities have a material impact on institutions' risk profile.	<p>As a result of the analysis on Group and Local Material Risk Takers and as approved by the Board of Directors, and finally by the Remuneration Committee and in compliance with Delegated Regulation (EU) no. 923/2021 issued by the European Commission, the following categories of employees have been defined for 2021 as Material Risk Takers:</p> <p>All members of the management body, including the CEO and all Board Members, as well as Senior Management who exercise executive functions within an institution and who are responsible, and accountable to the management body, for the day-to-day management of the institution.</p> <p>Moreover, additional positions with managerial responsibility over the institution's control functions (Audit, Risk Management, Compliance) or material business units were identified, as well as other roles responsible for the Group's decisions which may have a relevant impact on the Bank's risk profile.</p> <p>Finally, other Material Risk Takers have been identified based on having specific authorities in accordance with CRD V or being responsible for specific topics within the entity (e.g. legal, human resources, remuneration policy, etc.).</p>

(b) Information relating to the design and structure of the remuneration system for identified staff. Disclosures shall include:	
1. An overview of the key features and objectives of remuneration policy, and information about the decision-making process used for determining the remuneration policy and the role of the relevant stakeholders.	<p>UniCredit Bank Austria's compensation governance model aims at assuring clarity and reliability of remuneration decisional processes by controlling group-wide remuneration practices and ensuring that decisions are made in an independent, informed and timely manner at appropriate levels, avoiding conflicts of interest and guaranteeing appropriate disclosure in full respect of the general principles defined by regulators.</p> <p>Relying on the governance model, UniCredit Bank Austria AG follows the Group Remuneration Policy which sets the framework for a coherent and consistent design, implementation and monitoring of compensation practices across the entire Group.</p> <p>Within this common policy framework, guidelines are defined to implement compensation programs and plans that reinforce sound risk management policies and the long-term strategy and generally pursue long-term value creation and sustainability of the company. In doing so, UniCredit Bank Austria AG effectively meets the specific and evolving needs of the different businesses, market contexts and employee populations while ensuring that business and people strategies are always appropriately aligned with the remuneration approach, including external networks and agents, where applicable, as foreseen by regulation.</p> <p>On an annual basis, the UniCredit Bank Austria AG Remuneration Policy is reviewed and updated by the People &amp; Culture function with the involvement of the Risk Management and other relevant functions (e.g. CFO) and is validated by the Compliance function for all compliance related aspects, before being submitted to the Board of Directors and Remuneration Committee. Once approved, the UniCredit Bank Austria AG Remuneration Policy is formally adopted by competent bodies in the relevant legal entities in Austria in accordance with the Articles 39b, 39c and 39d of the Austrian Banking Act, as well as Annex to the article 39b and the FMA Letter on art. 39 para. 2, 39b and 39c of Austrian Banking Act.</p>
2. Information on the criteria used for performance measurement and ex ante and ex post risk adjustment.	<p>The UniCredit Bank Austria AG Incentive System is based fully on the Group Incentive System framework, with a bonus pool approach and links bonuses with company results at Group and country/division level, ensuring a strong connection between profitability, risk and reward.</p> <p>In order to align to regulatory requirements, specific indicators measuring annual profitability, capital and liquidity results have been set at both local and Group level as Entry Conditions. The combined evaluation of the Entry Conditions at Group and local level defines possible scenarios that allow the confirmation to increase, reduce or cancel the bonus pool for each cluster. The ex ante malus condition (Zero Factor) applies in case the specific metrics on profitability, capital and liquidity are not achieved both at Group and local level. Specifically, the Zero Factor is applied to the Material Risk Taker population, whereas for the non-Material Risk Taker population, a significant reduction will be applied.</p> <p>More in general, the Group and UniCredit Bank Austria AG reserve the right to activate ex post malus and claw-back mechanisms, namely the reduction/cancellation and the return respectively of any form of variable compensation in case of verification of behaviors adopted by the employees as described in the Focus "Compliance Breach, Malus and Claw-back".</p> <p>In order to ensure consistency with the Group Risk Appetite Framework and the economic sustainability of the Group's and country/division results over time, the bonus pool may be revised up/downwards, on the basis of the overall "quality of performance". The methodology envisages the assessment performed by Group CRO based on specific dashboards (covering all relevant risks) at group and local level. The overall appraisal of Risk sustainability will lead to the application of 5 possible multipliers in the range of 50% - 120%. Furthermore, a discretionary adjustment of up to 20% may be applied by the Board of Directors of UniCredit while there is no limit to a downward discretionary adjustment of the bonus pool.</p>
3. Whether the management body or the remuneration committee where established reviewed the institution's remuneration policy during the past year, and if so, an overview of any changes that were made, the reasons for those changes and their impact on remuneration.	<p>In 2021, the Remuneration Committee reviewed the institution's Remuneration Policy.</p> <p>Main changes of the 2021 UniCredit Bank Austria AG Remuneration Policy compared to the previous year were driven by the aim to ensure the remuneration strategy may attract Directors, Executives and key people for the long-term objectives of the Group, while complying with the latest regulatory updates.</p> <p>These changes included, among others:</p> <ul style="list-style-type: none"> <li>- Material Risk Takers identification process and methodology update, considering the new EBA Regulatory Technical Standards;</li> <li>- threshold for deferrals &gt; € 50,000 or one third of total remuneration in line with the CRD V provisions and the amendment of the Austrian Banking Act (BWG-Novelle);</li> <li>- review of the Termination Payments Policy, reflecting changes in UniCredit's competitive positioning.</li> </ul>
4. Information of how the institution ensures that staff in internal control functions are remunerated independently of the businesses they oversee.	<p>The KPI Bluebook, framework that supports the definition of Scorecards providing a set of performance indicators and guidelines, provides specific guidelines related to the selection of goals for the Corporate Control Functions, in order to ensure their independence (e.g. avoid KPIs linked to economic measure, use KPIs independent of results of monitored areas to avoid conflict of interests). To support the design of remuneration and incentive systems, also the following "compliance and sustainability drivers" have been defined, in line with the applicable regulation to also address the independency of Corporate Control Functions:</p> <ul style="list-style-type: none"> <li>- design incentive systems to set minimum performance thresholds below which zero bonus will be paid. In order to maintain the adequate independence levels for Corporate Control Functions, for Human Resources and the Manager in Charge of Drafting the Company Financial Reports, provide a maximum threshold for the progressive reduction of the bonus pool, which can be phased out to zero only in presence of exceptionally negative situations with an approval process including a governance step by the Board of Directors;</li> <li>- avoid bonuses linked to economic results for Corporate Control Functions, for Human Resources and Manager in Charge of Drafting the Company Financial Reports and set, for the employees in these functions, individual goals that shall reflect primarily the performance of their own function and that will be independent of results of monitored areas, in order to avoid conflict of interest.</li> </ul>
5. Policies and criteria applied for the award of guaranteed variable remuneration and severance payments.	<p>Guaranteed variable remuneration or so-called sign-on bonus is a non-standard compensation and as such, the compensation elements are considered as exceptions and limited only to specific situations, as appropriate based on the regulation in force from time to time (e.g. recruitment of new staff and limited to the first year of employment and cannot be awarded more than once to the same person). Non-Standard Compensations are managed by HR function with the involvement of the Compliance function and are approved according to the internal framework. With regards to severance payments, according to the regulatory requirements, a specific Policy on payments to be agreed in case of early termination of a contract was firstly submitted for approval to the 2015 Annual General Meeting by the Group. Subsequently, updates were submitted for approval to the Annual General Meetings of April 11, 2019 and April 15, 2021. Group Termination Payments policy is reviewed biannually and localized in UniCredit Bank Austria AG.</p>

<b>(c) Description of the ways in which current and future risks are taken into account in the remuneration processes. Disclosures shall include an overview of the key risks, their measurement and how these measures affect remuneration</b>	
	<p>The Group Incentive System is based on a bonus pool approach. In order to ensure consistency with the Group Risk Appetite Framework, the bonus pool may be revised up/downwards, on the basis of the overall “quality of performance”. The methodology envisages the assessment performed firstly by Group Risk Management based on specific dashboards at Group and local level. The CRO dashboards include indicators covering all relevant risks, such as credit, market and liquidity and the risk position assumed, the adherence to regulatory requirements and the relationship between risk and profitability. The specific metrics are measured with reference to the respective relevant thresholds (limit, trigger and target), established in line with the Group Risk Appetite Framework. For each bonus pool cluster, the Group CRO function provides an overall assessment on the dashboards and the evaluation brings to the definition of a “multiplier” in order to define the adjustment of each bonus pool, which could fall in the range of 50%-120%. Negative and neutral “multipliers” (i.e. 50%, 75% and 100%) are directly applied to the bonus pool. In case of positive CRO “multipliers” (i.e. 110% and 120%), the possibility to grant a further growth in the bonus pool is confirmed only in case of positive EVA (profit <sup>(1)</sup> higher than cost of capital) or EVA greater than budget value, if the latter is negative. Positive “multipliers” are representing the upper bound of the bonus pool's theoretical value and subject to managerial evaluation, considering the broader context of the company.</p> <p><sup>(1)</sup> In terms of Net Operating Profit After Taxes (NOPAT)</p>
<b>(d) The ratios between fixed and variable remuneration set in accordance with point (g) of Article 94(1) CRD.</b>	
	<p>In compliance with applicable regulations, for the personnel belonging to the business functions a maximum ratio between variable and fixed remuneration of 2:1 applies, as approved at the Annual General Meeting for UniCredit Bank Austria AG 2014, 2017 and 2019.</p> <p>Positions entitled to a variable to fixed ratio of potentially up to a maximum of 2:1 are: CEO, Head of Corporate and Investment Banking, Head of Financing &amp; Advisory, Head of Markets, Head of Treasury, Head of Retail Banking, Head of Unternehmerbank, Head of Privatkundenbank. For the rest of the staff a maximum ratio between the components of remuneration equal to 1:1 is usually adopted, except for the staff of the Corporate Control Functions, for Human Resources and the Manager in Charge of Drafting the Company Financial Reports for which it is expected that fixed remuneration is a predominant component of total remuneration. For the Material Risk Takers of Corporate Control Functions in the ratio between the variable and the fixed components of remuneration cannot exceed the limit of 80%.</p>
<b>(e) Description of the ways in which the institution seeks to link performance during a performance measurement period with levels of remuneration. Disclosures shall include:</b>	
1. An overview of main performance criteria and metrics for institution, business lines and individuals.	<p>The Group Incentive System applicable to UniCredit Bank Austria AG is based on a bonus pool approach which is compliant with the most recent national and international regulatory requirements and links bonuses with company results at Group and country/division level, ensuring a strong connection between profitability, risk and reward. The bonus pools are initially proposed during the budgeting phase for every cluster as a percentage of their respective Funding KPI (e.g. Underlying Net Operating Profit). In such a definition, the following elements are considered: business context and perspectives, previous year's amount and forecasts of profitability. Bonus pools are based on the risk-weighted results of each country/division, in line with the overall Group performance, considering the assessment of both Group and country risk sustainability. Furthermore, bonus pool size takes into consideration any recommendation issued by European or local regulators on variable remuneration. The individual bonus will be allocated managerially, considering the individual performance appraisal and the Reference Value (considering the internal and/or external benchmarking analysis on similar roles, the seniority, the maximum ratio between variable and fixed compensation), adjusted according to the actual available bonus pool.</p> <p>At individual level, the following will be also considered: the respect of provisions of law, Group's compliance rules, Company policies or integrity values, Code of Conduct and the application of claw-back clauses, as legally enforceable. Moreover, each participant has to complete the mandatory training courses and, for impacted roles, the customer due diligence periodic review (Know Your Customer) and the MiFID Customer Profiling, within a predefined threshold in order to be entitled to the bonus. Individual performance appraisal is based on the 2021 Scorecard: around six individual goals assigned during the performance year, selected from the catalogue of main key performance indicators (KPI Bluebook) and inspired by the “Five Fundamentals”. The “Five Fundamentals” are the main pillars of UniCredit culture and are at the basis of the UniCredit Competency Model that describes those behaviors that are expected from all UniCredit people and through which all employees are assessed in performance management processes. The “Five Fundamentals” are: Customers First, People Development, Cooperation &amp; Synergies, Risk Management, Execution &amp; Discipline. The KPI Bluebook serves as the performance measurement and evaluation framework within the Group Incentive System, which is reviewed and updated annually with the involvement of certain key functions (i.e. Human Capital, Finance, Risk Management, Compliance, Group ESG Strategy &amp; Impact Banking).</p> <p>The different categories of the KPI Bluebook represent economic and non-economic goals and are mapped into clusters of business, to help identifying the most relevant standardized KPIs (all certified by relevant functions), with specific focus on risk-adjusted, sustainability-driven metrics and economic measures. In particular, for the Group Material Risk Takers it is possible to include from five to eight goals with an adequate economic/non-economic mix, also in terms of number of objectives assigned and the weight given to each objective. The goals are mandatorily selected from the KPI Bluebook with the possibility to assign up to two custom goals. Competencies and behaviors considered as relevant are taken into account by the manager for the overall performance appraisal. For the Executives with Strategic Responsibilities, according to their roles, the 2021 goals were considering the following drivers for performance: Return on Capital/ Risk Adjusted Profitability, Asset Quality, Cost Control, Tone from the Top, Human Capital Value &amp; Inclusion, Strategic and ESG Initiatives defined by each function to sustain the Strategic Plan “Team 23” goals’ achievement (e.g. customer experience or process automation and digitization).</p>



<p>2. An overview of how amounts of individual variable remuneration are linked to institution-wide and individual performance.</p>	<p>Individual variable remuneration is driven primarily by institution-wide performance, in order to determine the size of the available bonus pool (the larger the profitability level of the institution, the higher the available bonus pool), and secondly by individual performance considering individual Pay-for-Performance principles (the higher the individual performance rating, the higher the variable remuneration awarded to individuals). The bonus pool may be revised up/downwards, on the basis of the overall "quality of performance", in order to ensure consistency with the Group Risk Appetite Framework and the economic sustainability of the Group's and country/division results over time. The methodology envisages the assessment performed by Group Risk Management based on specific dashboards at Group and local level.</p>
<p>3. Information on the criteria used to determine the balance between different types of instruments awarded including shares, equivalent ownership interest, options and other instruments.</p>	<p>The individual bonus is composed of more than 50% in shares for Senior Management <sup>(1)</sup> and of 50% cash and 50% shares for the remaining Group Material Risk Takers. It is paid out over a period up to six years, ensuring alignment with shareholders' interests and malus and claw-back conditions, as legally enforceable. The balance between shares and cash is guided by the specific regulatory requirements on the matter. <sup>(1)</sup> Staff members which are Senior Management of the Legal Entities of Group MBU as well as all Executive Vice Presidents in the Group Legal Entities. This includes, regardless of the banding: Group CEO, Heads of Group Businesses/Divisions (e.g. Commercial Banking, CIB, CEE), Heads of Group Competence Lines (e.g. Group Compliance, Group Human Capital, etc.), Group CEO reporting lines and all other Senior Management roles in Group Legal Entities (as defined by Bank of Italy) receiving a significant amount of variable remuneration.</p>
<p>4. Information of the measures the institution will implement to adjust variable remuneration in the event that performance metrics are weak, including the institution's criteria for determining "weak" performance metrics.</p>	<p>The Incentive System methodology foresees specific "Entry Conditions" set at both Group and country/division level that impact bonus pool size. The combined evaluation of the Entry Conditions at Group and local level (also depending on weak performance metrics) defines four possible scenarios that allow the confirmation to increase, reduce or cancel the bonus pool for each cluster. A. In case the Entry Conditions are not met at both Group and local levels, the malus condition is activated, triggering the application of Zero Factor on both current year bonus and previous years deferrals. For the other employees, a significant reduction will be applied. B. In case the Entry Conditions are not met only at Country/Division level, a floor might be defined for retention purposes and in order to maintain the minimum pay levels needed to play in the market. C. In case the Entry Conditions are not met only at Group level, the gate is "partially open", with the possibility to pay out a reduced Bonus Pool. D. In case the Entry Conditions are met both at Group and Country/Division level, the gate is "fully open", meaning the Bonus Pools may be fully confirmed. The entry conditions of each year act as ex ante malus for the deferrals in payment in the year and, in case the entry conditions are not met both at Group and local level activating the Zero Factor, the deferrals are cancelled.</p>
<p><b>(f) Description of the ways in which the institution seeks to adjust remuneration to take account of longterm performance. Disclosures shall include:</b></p>	
<p>1. An overview of the institution's policy on deferral, payout in instrument, retention periods and vesting of variable remuneration including where it is different among staff or categories of staff.</p>	<p>With reference to the payout structure of the Group Incentive System, the Material Risk Takers population will be differentiated into four clusters, using a combined approach of position and compensation: - for all Material Risk Takers 5-year deferral schemes are applied, consisting in a payout structure of 6 years in total; a higher deferral percentage is applied in case of High Earners (variable remuneration &gt; 150K € or 100% of total fixed remuneration, and 60% of variable remuneration is deferred) and a lower threshold of &gt; 50K € or 1/3 of total annual remuneration has been applied to the rest of Material Risk Takers, where 40% of variable remuneration is deferred. The payout of incentives will be done through upfront and deferred installments, in cash and/or UniCredit ordinary shares, up to a multi-year period. With an exception of Group Risk Takers where a stricter model is applied, i.e. variable remuneration is always deferred starting above 50K €, 60% of variable remuneration is deferred over a period of five years and 56% of variable remuneration is paid in UniCredit shares. The first tranche belonging to upfront payment for Group Material Risk takers, is subject to a two-year retention period, whereas the rest of shares belonging to the deferred portion of payment are subject to one-year retention period. All the installments are subject to the application of claw-back conditions, as legally enforceable. On the other hand, the 2020-2023 Group Long Term Incentive Plan - which provides for the allocation of UniCredit free ordinary shares - foresees: - 5 years deferral period (from the date of the award of the LTI Plan) subject to "malus" conditions and - additional compulsory holding year (after which the shares become free to sell, only if the share ownership guidelines are respected). Variable remuneration is vesting in a ratable manner on a year-to-year basis, following the logic of deferral, after which retention periods mentioned above are applicable.</p>
<p>2. Information of the institution' criteria for ex post adjustments (malus during deferral and clawback after vesting, if permitted by national law).</p>	<p>Malus and claw-back mechanisms may apply in the case of verification of behaviors adopted in the reference period (performance period), for which the employee: - contributed with fraudulent behavior or gross negligence to the Group incurring significant financial losses, or by his/her conduct had a negative impact on the risk profile or on other regulatory requirements at country/division level; - engaged in misconduct and/or fails to take expected actions which contributed to significant reputational harm to the Group or to the country/division, or which were subject to disciplinary measures by the Authority; - is the subject of disciplinary measures and initiatives envisaged in respect of fraudulent behavior or characterized by gross negligence during the reference period; - infringed the requirements set out by articles 26 TUB and 53 TUB (Testo Unico Bancario/Italian Banking Act), where applicable, or the obligations regarding the remuneration and incentive system. Malus mechanisms are also applied to take into account the performance net of the risks actually assumed or achieved, the performance related to the balance sheet and liquidity situation.</p>

<p>3. Where applicable, shareholding requirements that may be imposed on identified staff.</p>	<p>Share ownership guidelines set minimum levels for company share ownership by relevant Executives, aiming to align managerial interests to those of shareholders by assuring appropriate levels of personal investment in UniCredit shares over time.</p> <p>At the end of 2011, the Group (Holding) Board approved the share ownership guidelines applied to the Chief Executive Officer, to General Manager and Deputy General Manager roles, if any, and, in March 2017, extended the application to Senior Executive Vice President and Executive Vice President positions:</p> <ul style="list-style-type: none"> <li>- 2 x annual base salary for the Chief Executive Officer,</li> <li>- 1 x annual base salary for a Senior Executive Vice President,</li> <li>- 0.5 x annual base salary for an Executive Vice President.</li> </ul> <p>The established levels should be reached, as a rule, within five years from the appointment to the above indicated Executives categories within the scope of the guidelines and should be maintained as long as the role is held.</p> <p>The achievement of the share ownership levels should be accomplished through a pro-rata approach over a 5-year period, granting the minimum amount of shares each year, taking into consideration potential vested plans.</p> <p>Involved Executives are also expected to refrain from entering into schemes or arrangements that specifically protect the unvested value of equity granted under incentive plans (so called "hedging").</p> <p>Such clauses are contained in all relevant incentive plan rules and apply to all beneficiaries, since involvement in such schemes undermines the purpose of limiting the risk.</p> <p>Any form of violation of share ownership guidelines as well as any form of hedging transaction shall be considered in breach of Group compliance policies with such consequences as provided for under enforceable rules, provisions and procedures.</p>
<p><b>(g) The description of the main parameters and rationale for any variable components scheme and any other non-cash benefit in accordance with point (f) of Article 450(1) CRR. Disclosures shall include:</b></p>	
<p>1. Information on the specific performance indicators used to determine the variable components of remuneration and the criteria used to determine the balance between different types of instruments awarded, including shares, equivalent ownership interests, share-linked instruments, equivalent non cash-instruments, options and other instruments.</p>	<p>The variable component of remuneration is mainly determined by the Underlying Net Operating Profit as performance indicator of operative performance.</p> <p>The Group Incentive System provides for a balanced structure of upfront (following the moment of performance evaluation) and deferred payments, in cash and/or shares for Group Material Risk Takers. The distribution of share payments takes into account the applicable regulatory requirements regarding the application of share retention periods.</p> <p>For Group and Local Material Risk Takers, the annual variable remuneration has to be deferred if it:</p> <ul style="list-style-type: none"> <li>- is above 50,000 € or</li> <li>- represents more than one third of the total annual remuneration and is deferred over a period of five years.</li> </ul> <p>Below this threshold no deferral mechanisms will be applied, according to relevant regulatory provisions.</p> <p>For Group Material Risk Takers which are subject to deferral of variable remuneration, 56% of variable remuneration is composed of shares and deferred over a period of five years.</p>
<p><b>(h) Upon demand from the relevant Member State or competent authority, the total remuneration for each member of the management body or senior management.</b></p>	
	<p>Not applicable</p>
<p><b>(i) Information on whether the institution benefits from a derogation laid down in Article 94(3) CRD in accordance with point (k) of Article 450(1) CRR.</b></p>	
<p>For the purposes of this point, institutions that benefit from such a derogation shall indicate whether this is on the basis of point (a) and/or point (b) of Article 94(3) CRD. They shall also indicate for which of the remuneration principles they apply the derogation(s), the number of staff members that benefit from the derogation(s) and their total remuneration, split into fixed and variable remuneration.</p>	<p>Derogation based on point (b):</p> <p>Total number of beneficiaries: 180</p> <p>Total remuneration: € 18,604,514.71</p> <p>of which fixed: € 15,256,750.22</p> <p>of which variable: € 3,347,764.49</p>
<p><b>(j) Large institutions shall disclose the quantitative information on the remuneration of their collective management body, differentiating between executive and non-executive members in accordance with Article 450(2) CRR.</b></p>	
	<p>Please refer to tables REM1, REM3 and REM5.</p>

## QUANTITATIVE DISCLOSURE

### EU REM1 - Remuneration awarded for the financial year

		<i>Remuneration in €</i>	a	b	c	d
			MB Supervisory function	MB Management function	Other senior management	Other identified staff
1	<b>Fixed remuneration</b>	Number of identified staff	61	28	44	107
2		<b>Total fixed remuneration</b>	<b>564,150</b>	<b>7,109,451</b>	<b>8,501,004</b>	<b>13,375,877</b>
3		Of which: cash-based	564,150	7,109,451	8,501,004	13,375,877
4		(Not applicable in the EU)				
EU-4a		Of which: shares or equivalent ownership interests	-	-	-	-
5		Of which: share-linked instruments or equivalent non-cash instruments	-	-	-	-
EU-5x		Of which: other instruments	-	-	-	-
6		(Not applicable in the EU)				
7		Of which: other forms	-	-	-	-
8	(Not applicable in the EU)					
9	<b>Variable remuneration</b>	Number of identified staff	-	25	44	103
10		<b>Total variable remuneration</b>	-	<b>2,390,000</b>	<b>4,127,600</b>	<b>4,582,367</b>
11		Of which: cash-based	-	1,051,600	1,986,384	3,750,106
12		Of which: deferred	-	573,600	917,664	500,500
EU-13a		Of which: shares or equivalent ownership interests	-	1,338,400	2,141,216	832,261
EU-14a		Of which: deferred	-	1,338,400	2,141,216	974,518
EU-13b		Of which: share-linked instruments or equivalent non-cash instruments	-	-	-	-
EU-14b		Of which: deferred	-	-	-	-
EU-14x		Of which: other instruments	-	-	-	-
EU-14y	Of which: deferred	-	-	-	-	
15	Of which: other forms	-	-	-	-	
16	Of which: deferred	-	-	-	-	
17	<b>Total remuneration (2 + 10)</b>		<b>564,150</b>	<b>9,499,451</b>	<b>12,628,604</b>	<b>17,958,243</b>

**EU REM2 - Special payments to staff whose professional activities have a material impact on institutions' risk profile (identified staff)**

		<i>Remuneration in €</i>			
		a	b	c	d
		MB Supervisory function	MB Management function	Other senior management	Other identified staff
Guaranteed variable remuneration awards					
1	Guaranteed variable remuneration awards - Number of identified staff	-	-	-	-
2	Guaranteed variable remuneration awards -Total amount	-	-	-	-
3	Of which: guaranteed variable remuneration awards paid during the financial year, that are not taken into account in the bonus cap	-	-	-	-
Severance payments awarded in previous periods, that have been paid out during the financial year					
4	Severance payments awarded in previous periods, that have been paid out during the financial year - Number of identified staff	-	-	-	-
5	Severance payments awarded in previous periods, that have been paid out during the financial year - Total amount	-	-	-	-
Severance payments awarded during the financial year					
6	Severance payments awarded during the financial year - Number of identified staff	-	1	-	-
7	Severance payments awarded during the financial year - Total amount	-	1,157,588	-	-
8	Of which: paid during the financial year	-	1,157,588	-	-
9	Of which: deferred	-	-	-	-
10	Of which: severance payments paid during the financial year, that are not taken into account in the bonus cap	-	-	-	-
11	Of which: highest payment that has been awarded to a single person	-	1,157,588	-	-



**EU REM3 - Deferred and retained remuneration**

in €		a	b	c	d	e	f	EU - g	EU - h
		Total amount of deferred remuneration awarded for previous performance periods	Of which due to vest in the financial year	Of which vesting in subsequent financial years	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in the financial year	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in future performance years	Total amount of adjustment during the financial year due to ex post implicit adjustments (i.e. changes of value of deferred remuneration due to the changes of prices of instruments)	Total amount of deferred remuneration awarded before the financial year actually paid out in the financial year	Total amount of deferred remuneration awarded for previous performance period that has vested but is subject to retention periods
<b>1</b>	<b>MB Supervisory function</b>	-	-	-	-	-	-	-	-
2	Cash-based	-	-	-	-	-	-	-	-
3		-	-	-	-	-	-	-	-
4	Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
5	Other instruments	-	-	-	-	-	-	-	-
6	Other forms	-	-	-	-	-	-	-	-
<b>7</b>	<b>MB Management function</b>	<b>7,127,786</b>	<b>2,635,496</b>	<b>4,492,290</b>	-	-	<b>21,383</b>	<b>1,475,730</b>	<b>2,511,429</b>
8	Cash-based	1,632,680	330,240	1,302,440	-	-	-	769,200	-
9		5,495,106	2,305,256	3,189,850	-	-	21,383	706,530	2,511,429
10	Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
11	Other instruments	-	-	-	-	-	-	-	-
12	Other forms	-	-	-	-	-	-	-	-
<b>13</b>	<b>Other senior management</b>	<b>5,043,820</b>	<b>1,666,304</b>	<b>3,377,516</b>	-	-	<b>178,678</b>	<b>1,362,627</b>	<b>1,634,921</b>
14	Cash-based	1,851,355	354,815	1,496,540	-	-	-	823,847	-
15		3,192,465	1,311,489	1,880,976	-	-	178,678	538,780	1,634,921
16	Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
17	Other instruments	-	-	-	-	-	-	-	-
18	Other forms	-	-	-	-	-	-	-	-
<b>19</b>	<b>Other identified staff</b>	<b>1,541,057</b>	<b>431,033</b>	<b>1,110,023</b>	-	-	<b>84,009</b>	<b>430,175</b>	<b>500,854</b>
20	Cash-based	684,520	137,760	546,760	-	-	-	265,920	-
21		856,537	293,273	563,263	-	-	84,009	164,255	500,854
22	Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
23	Other instruments	-	-	-	-	-	-	-	-
24	Other forms	-	-	-	-	-	-	-	-
<b>25</b>	<b>Total amount</b>	<b>13,712,663</b>	<b>4,732,833</b>	<b>8,979,830</b>	-	-	<b>284,070</b>	<b>3,268,532</b>	<b>4,647,204</b>

**EU REM4 - Remuneration of € 1 million or more per year**

	€	a Identified staff that are high earners as set out in Article 450 (1) (i) CRR
1	1 000 000 to below 1 500 000	1
2	1 500 000 to below 2 000 000	1
3	2 000 000 to below 2 500 000	-
4	2 500 000 to below 3 000 000	-
5	3 000 000 to below 3 500 000	-
6	3 500 000 to below 4 000 000	-
7	4 000 000 to below 4 500 000	-
8	4 500 000 to below 5 000 000	-
9	5 000 000 to below 6 000 000	-
10	6 000 000 to below 7 000 000	-

**EU REM5 - Information on remuneration of staff whose professional activities have a material impact on institutions' risk profile (identified staff)**

	Remuneration in EUR	a	b	c	d	e	f	g	h	i	j	
		Management body remuneration			Business areas							
		MB Supervisory function	MB Management function	Total MB	Investment banking	Retail banking	Asset management	Corporate functions	Independent internal control functions	All other	Total	
1	<b>Total number of identified staff</b>										<b>241</b>	
2	Of which: members of the MB	61	28	89								
3	Of which: other senior management				7	12	2	12	8	5		
4	Of which: other identified staff				7	21	17	25	38	0		
5	<b>Total remuneration of identified staff</b>	<b>570,500</b>	<b>13,686,841</b>	<b>14,257,341</b>	<b>4,382,848</b>	<b>5,964,772</b>	<b>3,186,608</b>	<b>7,538,065</b>	<b>6,699,408</b>	<b>586,994</b>		
6	Of which: variable remuneration	6,350	6,577,390	6,583,740	1,704,000	1,347,600	805,244	1,477,863	1,111,107	36,000		
7	Of which: fixed remuneration	564,150	7,109,451	7,673,601	2,678,848	4,617,172	2,381,364	6,060,202	5,588,301	550,994		

## Declaration pursuant to the EBA Guidelines 2016/11 on disclosure requirements under Part Eight of Regulation (EU) No 575/2013

The undersigned Georgiana Lazar (as member of the management board of UniCredit Bank Austria AG) and Michael Reiter (as Manager charged with preparing the report of remuneration and incentive systems and practices)

CERTIFY

that, pursuant to the EBA Guidelines 2016/11 on disclosure requirements under Part Eight of Regulation (EU) No 575/2013 (“CRR”), paragraph 4.2 – section C, disclosures provided according to the aforementioned Part Eight have been prepared in accordance with the internal control processes agreed upon at management body level.

Vienna, 30 June 2022



Georgiana Lazar  
Member of the Management Board  
People & Culture



Michael Reiter  
Head of P&C Services & Social Dialogue