

Disclosure pursuant to Section 65a of the Austrian Banking Act

Section 65a of the Austrian Banking Act requires UniCredit Bank Austria AG to explain on its website how it complies with the provisions of Sections 5 (1) 6 to 9a, 28a (5) 1 to 5, 29, 39b, 39c, 64 (1) 18 and 19, and the Annex to Section 39b.

1. Information on compliance with Section 5 (1) 6 to 9a of the Austrian Banking Act and Section 28a (5) 1 to 5 of the Austrian Banking Act (Fit & Proper)

These provisions define requirements to be met in respect of personal integrity, professional qualifications, necessary experience and sufficient time-based availability of members of a supervisory board and of a management board (“Fit & Proper requirements”). To ensure compliance with the legal requirements, UniCredit Bank Austria AG has issued a Fit & Proper Policy. The Fit & Proper Policy defines, among other things, the strategy applied in selecting members of its Supervisory Board and its Management Board, and the process for assessing the qualifications of Supervisory Board and Management Board members. As part of the implementation of the Fit & Proper Policy at UniCredit Bank Austria AG, the bank has set up a Fit & Proper Office. Its tasks include obtaining and processing documentation, keeping documentation in a central place, and quite generally supporting the Strategy and Nominations Committee of the Supervisory Board, which is responsible for assessing Supervisory Board and Management Board members with regard to the Fit & Proper requirements.

2. Information on compliance with Section 29 of the Austrian Banking Act (Nominations Committee)

Section 29 of the Austrian Banking Act requires UniCredit Bank Austria AG to set up a nominations committee. The Strategy and Nominations Committee submits proposals to the Supervisory Board for filling Management Board positions which become vacant, and it supports the Supervisory Board in preparing proposals to be submitted to the General Meeting for filling Supervisory Board positions which become vacant. Moreover, in August 2014, the Nominations Committee adopted the promotion of women to Management Board positions and Supervisory Board positions as best practice, in line with UniCredit Group guidelines, and set a target ratio of at least one-third for women on the Management Board and on the Supervisory Board. As of April 2021, the proportion of women on the Supervisory Board was 27%, and women also account for 33% of the extended Management Board (Executive Committee). HR processes which support the implementation of the target ratio – e.g. recruitment and appointment, remuneration, professional development – were adjusted to place special emphasis on promoting women. Gender equality has been included as a specific topic in all management training programmes. The tasks of the Strategy and Nominations Committee also include the annual Fit & Proper evaluation of the individual members of the Management Board and of the Supervisory Board, and of the entire Management Board and Supervisory Board.

3. Information on compliance with Sections 39b and 39c of the Austrian Banking Act and with the annex to Section 39b of the Austrian Banking Act (remuneration policy)

Section 39b of the Austrian Banking Act

The principles of the remuneration policy and remuneration practices laid down in Section 39b of the Austrian Banking Act and in the annex thereto are implemented in UniCredit Bank Austria AG. The most important instrument in this context is the Group Compensation Policy, which defines the remuneration policy and remuneration practices in the entire UniCredit Group on the basis of European rules for remuneration policy and with due regard to the local laws of the various Group members.

To ensure compliance with legal requirements in Austria, the Group Compensation Policy is reviewed and approved by the Remuneration Committee of UniCredit Bank Austria AG on an annual basis. In an annual process, the risk takers of UniCredit Bank Austria AG are defined ex ante for the current performance year. At the end of the year, the list of risk takers is again reviewed ex post and adjusted, if necessary, to take account of changes which occurred during the year.

Special rules are applied to risk takers. Provisions are made for part of the variable remuneration for this group of employees in conformity with requirements specified by national supervisory authorities; instruments (UniCredit shares) are also used in this context.

The Remuneration Committee approves the payment of any variable remuneration in conformity with legal regulations.

Decisions made in this context are based on individual performance, the risk takers' tasks, the company's position, customary levels of remuneration in the market, and regulatory requirements. Arrangements are made to ensure that remuneration offers long-term incentives for behaviour that is in line with the company's sustainable development.

UniCredit Bank Austria AG monitors the implementation of the rules also at its subsidiaries in Austria.

Section 39c of the Austrian Banking Act

Section 39c of the Austrian Banking Act requires UniCredit Bank Austria AG to set up a remuneration committee. The tasks of this Supervisory Board committee, include passing resolutions on remuneration, approving and regularly reviewing the general principles of remuneration policy, monitoring remuneration policy, remuneration practices and the structure of remuneration-related incentives, and reviewing remuneration of senior management in Risk Management and Compliance functions. The Committee also deals with and makes decisions on relations between the company and members of the Management Board; in particular, the Committee passes resolutions on the contents of employment contracts of Management Board members and reviews the total remuneration of Management Board members in relation to their tasks and performance.

4. Information on Section 64 (1) 18 and 19 of the Austrian Banking Act

Information pursuant to these legal provisions is published in the Annual Report in the notes to the financial statements. The most recent Annual Report is available on Bank Austria's website (www.bankaustria.at/en) at "About Us" / "Investors" / "Financial Reports".

UniCredit Bank Austria AG

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