

# Disclosure – Art. 65a of the Austrian Banking Act

## Disclosure pursuant to Article 65a of the Austrian Banking Act (BWG)

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

### 1) Information on compliance with Article 5 (1) 6 to 9a of the Austrian Banking Act and Article 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 Article 29 of the Austrian Banking Act (Nominations Committee)

Article 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 2025, the proportion of women on the Supervisory Board was 36%, and women also account for 50% of the Management Board. People & Culture 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 programs. 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 Articles 39b and 39c of the Austrian Banking Act and with the Annex to Article 39b of the Austrian Banking Act (remuneration policy)

#### Article 39b of the Austrian Banking Act

The principles of the remuneration policy and practices of UniCredit Bank Austria are fully in line with the provisions laid down in the Article 39b of the Austrian Banking Act and in the Annex to Article 39b. The basic framework and the minimum standards of UniCredit Group are set within the Group remuneration policy, following the directives (CRD VI and CRR/III) and guidelines (EBA GL on Sound Remuneration Policies, EBA GL on Internal Governance) published on EU level.

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With the aim of ensuring compliance with legal requirements in Austria, the Group remuneration policy has been implemented on a local level by UniCredit Bank Austria and provisions set within the Articles of the Austrian Banking Act (Articles 39b, 39c, 39d and Annex to Article 39b) have been directly implemented and followed. The remuneration policy of UniCredit Bank Austria is reviewed on an annual basis and approved by the Management Board and the Remuneration Committee of UniCredit Bank Austria AG. UniCredit Bank Austria AG identifies material risk takers periodically and sets up a list on an ex-ante and ex-post basis. The ex-post list is composed based on the year-end check.

Special provisions are applied to material 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. In this context, appropriate instruments are used (UniCredit shares and Phantom Shares). For more details on the schemes applicable to material risk takers, please refer to the Article-450-CRR Disclosure of UniCredit Bank Austria (<https://www.bankaustria.at/en/about-us-disclosure-basel.jsp>).

The Remuneration Committee approves the maximum bonus pool in connection with the variable remuneration in conformity with local legislation.

Decisions made in this context are based on the assessment of the levels of capital and liquidity, risk appetite framework, as well as the annual performance results of the entity. In addition, divisional, individual performance, the material risk takers' tasks, the company's position, customary levels of remuneration in the market, and regulatory requirements are assessed. Any necessary ex-ante and ex-post risk adjustments are made to ensure that remuneration offers long-term incentives for behavior that is in line with the company's sustainable development.

UniCredit Bank Austria AG steers the implementation of the mentioned remuneration policy and practices also in its subsidiaries in Austria.

### Article 39c of the Austrian Banking Act

Article 39c of the Austrian Banking Act requires UniCredit Bank Austria AG to set up a Remuneration Committee. The tasks of Remuneration Committee include passing resolutions on remuneration, approving and regularly reviewing the general principles of remuneration policy. Additionally, monitoring the practical implementation of the remuneration policy and the structure of remuneration-related incentives, as well as reviewing remuneration of employees categories which include the management board, material risk takers, managers responsible for a control function and employees who are in the same remuneration group as are the management and material risk takers and whose activities have a material effect on the risk profile of the institution, while ensuring capital adequacy and liquidity, taking into account the long-term interests of shareholders, investors and credit institution employees. The Remuneration Committee also takes decisions relating to employment relations between the company and members of the Management Board; in particular, the Remuneration 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 Article 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 and therefore is subject to the audit by the external auditors.

The most recent Annual Report is available on Bank Austria's website (<https://www.bankaustria.at/en/about-us-financial-reports.jsp>).

UniCredit Bank Austria AG  
Vienna, April 2025