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Disclosure of UniCredit Bank AG's Remuneration Policy

Disclosure report pursuant to (EU)
Regulation 575/2013 as at
31 December 2022

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1 INTRODUCTION AND BRIEF OVERVIEW OF REGULATORY DEVELOPMENT

1.1. Introduction

UniCredit Bank AG is obliged to publish information on its remuneration policy, remuneration systems as well as remuneration paid to Risk Takers in accordance with Article 450 of the Capital Requirements Regulation (CRR), read in conjunction with Section 16 of the Remuneration Regulation for Institutions (Institutsvergütungsverordnung/IVV).

The remuneration policy of UniCredit Bank AG is influenced by national and international regulatory requirements and laws. In addition, the interests of customers and the shareholder rank first and foremost regarding all actions and determine the orientation of the remuneration systems. Employee remuneration is geared to fair payment in conformity with market conditions and performance factors. In the process, flexibility of personnel expenses must be ensured in order to avoid risks regarding the Bank's financial situation.

Being a fully consolidated subsidiary of UniCredit S.p.A. (UniCredit), UniCredit Bank AG applies the remuneration principles (Group Remuneration Policy) applicable to UniCredit and all its subordinated companies (UniCredit Group). UniCredit Bank AG has adopted these principles subject to adjustments in the light of the applicable local regulatory and statutory requirements.

1.2. Disclosure obligations

The disclosure obligations on remuneration policy pursuant to Section 16 (1) of the Remuneration Regulation for Institutions (IVV) for UniCredit Bank AG as a CRR credit institution are exclusively governed by Article 450 of (EU) Regulation No. 575/2013 (CRR). **Qualitative disclosure** comprises the following points (Article 450 (1) a) - f) CRR) for categories of employees whose activities have a material impact on the risk profile (Risk Takers):

- Information on the decision-making process that leads to the definition of remuneration policy as well as on the number of meetings held by the main body responsible for remuneration supervision during the financial year, if applicable including information on the membership and mandate of a remuneration committee, on the external consultant whose services were utilized in defining remuneration policy, and on the role of the decisive stakeholders,
- Information on the correlation between remuneration and success,
- the key structural features of the remuneration system, including information on the criteria of performance assessment and risk exposure; strategy for accruals of remuneration payments; definition of entitlement criteria,
- the values defined pursuant to Article 94 para. 1 letter g) of Regulation 2013/36/EU for the ratio between the fixed and variable remuneration component,
- Information on the success criteria according to which decisions are made concerning the entitlement to shares, options or variable remuneration components,
- the key parameters and justifications for systems providing for variable components and other non-cash benefits in kind.

The **quantitative disclosure** comprises the following points:

- summarized quantitative statements on remuneration for all employees, broken down into business segments,
- summarized quantitative statements on remuneration, broken down into management bodies and employees whose activities exert a material influence on the risk profile of the institution, including the following:
 - (i) the remuneration amounts for the financial year, broken down into fixed and variable remuneration, as well as the number of recipients,
 - (ii) the amounts and forms of variable remuneration, broken down into cash, shares, share-related and other types of instruments,
 - (iii) the amounts of the outstanding remuneration deferred, broken down into vested and not yet vested entitlements,
 - (iv) the amounts of remuneration withheld that were granted, disbursed or reduced on account of performance adjustments during the financial year,
 - (v) new recruitment bonuses and severance pay disbursed during the financial year as well as the number of recipients of such payments,
 - (vi) the amounts of severance pay granted during the financial year, the number of recipients and the highest such amount awarded to an individual person,

- the number of persons whose remuneration in the financial year amounts to € 1 million or more, broken down into remuneration stages of € 500,000 in the case of remuneration payments ranging from € 1 million to € 5 million and broken down into remuneration stages of € 1 million for remuneration payments of € 5 million and more,
- if requested by the member state or the competent public authority, the total remuneration of each member of the management body.

1.3. Overview of regulatory developments

Owing to the financial markets crisis, the subject of remuneration has moved to center stage in the financial services industry. Based on the development of standards in 2009 by the Financial Stability Board (FSB) on remuneration practices in the finance industry, the second amendment directive of the Capital Requirements Directive (CRD III) was adopted in the year 2010. In parallel, the Committee of European Banking Supervisors prepared what are termed CEBS Guidelines for the establishment of risk-adequate remuneration systems.

In October 2010, the law concerning the regulatory requirements of the Remuneration Regulation for Institutions (IVV) took account of the international regulation standards of the FSB as well as the parameters laid down in CRD III and was implemented in Germany for the first time.

During the following years the regulatory requirements for remuneration in the banking industry has been continuously refined and strengthened, on EU-level (e.g. CRD/CRR, EBA-Guidelines), as well as on national level (e.g. BaFin, IVV, KWG etc.). Currently regulations regarding remuneration systems are mainly defined in the following regulations:

- IVV ("Institutsvergütungsverordnung"/Remuneration Ordinance for Institutions) of 16 December 2013, last amended on 14 February 2023. In the IVV the relevant EU-regulations on sound remuneration policies are translated into national law in Germany.
- Interpretation Guideline to the Remuneration Ordinance for Institutions/IVV from 15. February 2018
- KWG (Kreditwesengesetz/German Banking Act), esp. Section 25a
- CRR (Capital Requirements Regulation), esp. Article 450 from 7. June 2019
- CRD V (Capital Requirements Directive) from 12 November 2020
- EBA-Guidelines published by the European Banking Authority (EBA), Final report on Guidelines on sound remuneration policies under Directive 2013/36/EU (EBA/GL/2021/04) from 2 July 2021
- EBA-RTS (Commission Delegated Regulation (EU) 2021/923 of 25 March 2021 supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards on the identification of Risk Takers) published on 9 June 2021

2 2022 REMUNERATION POLICY AT UNICREDIT BANK AG

As UniCredit Bank AG is an affiliate of UniCredit, its remuneration policy is based to a decisive degree on the parameters laid down within the UniCredit Group. The remuneration principles are defined Group-wide in the Group Remuneration Policy. Observance of local statutory/regulatory requirements (Remuneration Regulation for Institutions etc.) of relevance for UniCredit Bank AG and its relevant subsidiaries is safeguarded by means of appropriate adjustments included in UniCredit Bank AG's Group Remuneration Policy. Each year, the Management Board of UniCredit Bank AG approves this Group-wide remuneration strategy as a basis for remuneration within UniCredit Bank AG and all subsidiaries (HVB Group). The Group Remuneration Policy was adopted by the Management Board on 5 July 2022 (and by the Supervisory Board on 22 July 2022), after which it was rolled out at the foreign branches and relevant subsidiaries.

2.1. Correlation between remuneration and success

Ethical behavior and sustained performance are basic principles and main pillars of UniCredit Group's Group Remuneration Policy, serving to ensure both competitiveness and effectiveness of remuneration as well as transparency and internal fairness. Those principles contain the following aspects:

- Clear and transparent governance
- Compliance with regulatory requirements and principles of good business conduct
- Continuous monitoring of market trends and practices and awareness of international practices
- Sustainable pay for sustainable performance
- Motivation and retention of all employees, with particular focus on talents and mission-critical resources

The principle of sustainable remuneration for sustainable performance is an incentive to set conclusive standards for the mechanisms by means of which their remuneration levels and disbursements are defined (sustainable remuneration). The same applies to results and modes of conduct for which incentives are to be offered (sustainable performance). The incentive systems at all organizational levels contributed towards sustainability of UniCredit Group by adjusting individual objectives and modes of conduct to the common, long-term mission statement.

Remuneration is considered sustainable in particular if there is direct correlation between remuneration and performance and if rewards are consistent with long-term stakeholder value creation. The mechanisms by which compensation levels and disbursements are determined within the UniCredit Group are based on the **following principles**:

- **Well-balanced overall remuneration structure:** in line with the applicable regulations, particular attention is paid avoiding disequilibrium towards variable compensation which may induce forms of behavior not aligned with UniCredit Group's sustainable business results and risk tolerance;
- **Direct correlation between pay and performance:** adjustment of the payout level to the risk and capital cost related profitability of the Company as a whole and establishment of a flexible incentive system such as management of payout levels, taking account of UniCredit Group as a whole, country/division results and individual work performance. This enables a performance-oriented approach to be followed with variable compensation geared to results;
- **Perception of performance across a number of years:** In the process, claw-back actions are considered to be legally enforceable on any performance-based incentive paid out on the basis of assumptions subsequently proved to be erroneous;
- **Incentive systems correspond to organizational procedures as well as behavior and appearance for which a bonus is granted:** incorporation of contractual regulations on the forfeiture or appropriate reduction of bonuses in the event of inappropriate behaviors or disciplinary measures. The initiation of steps due to unlawful behavior or misconduct of the employee, in particular in connection with taking risks, sales processes of bank or finance products and services or breach of an internal code of conduct or values are taken into account at the time of disbursement and may lead to a corresponding reduction or complete forfeiture of the bonus.

Performance is considered sustainable to the extent that it contributes to the achievement of UniCredit Group's mission over time, to the creation of long-term value for all stakeholders and to the enhancement of the Group's reputation, in adherence to the Integrity Charter Values. Sustainable performance refers to actual results achieved (the "what" of performance) and the means by which they are achieved (the "how" of performance):

- **Measurement of performance adjusted to the interests of shareholders and company-wide risk-adjusted profitability:** creation of a correlation between annual goals set and sustainable, risk-adjusted value added as well as perception of performance based on annual results and under the aspect of their longer-term consequences; inclusion of perceptions regarding the effects of the return of the individual/the business unit to the total value of the business groups used and the organization as a whole;
- **Solid risk management practices:** the incentive systems may not in any way result in risks being taken beyond UniCredit Group's strategic risk tolerance. In particular, these are in conformity with the Risk Appetite Framework ("RAF"); the performance appraisal takes account of the risk-adjusted yield or return;
- **Multi-perspective view of sustainable performance results and quality:** maintenance of an adequate mix of financial and non-financial (quantitative as well as qualitative) performance goals. Absolute and relative benchmarks for performance achievement are used if suitable and of relevance.

2.2. Derivation of goals from the business strategy and the risk strategy

The remuneration systems including the parameters and remuneration strategy are geared to the achievement of the objectives enshrined in the business and risk strategies of UniCredit Bank AG. In this context, the remuneration parameters are geared to the strategies and support the achievement of the strategic objectives (Section 4 of the Remuneration Regulation for Institutions).

The strategy comprises the definition of medium- and long-term goals of the company, its business policy and guidelines as well as the means of achieving these objectives. Taking account regulatory provisions of AT 4.2. item 4 of MaRisk regulation, the management has set up a strategy process that extends above all to include the process stages of planning, implementation, assessment and adjustment of the business strategy and risk strategy.

The management has also defined a sustainable business strategy and a risk strategy that is consistent with this and the resulting risks (AT 4.2. items 1 and 2 of MaRisk). In fixing and adjusting the business strategy, both external and internal influential factors were taken into consideration (AT 4.2 item 1 of MaRisk). This business strategy is regularly reviewed and, if necessary, adjusted.

Competitive remuneration and remuneration systems are a key element of strategic HR work for UniCredit Bank AG. The remuneration paid by UniCredit Bank AG is embedded in UniCredit Group's remuneration strategy and is also implemented within the UniCredit Bank AG subsidiaries. It is structured as a management instrument to support the strategic objectives and their achievement:

- The **business strategy and risk strategy of UniCredit Bank AG** are operationalised by the strategic KPI set (key performance indicators, KPI) as well as the "HVB Group Risk Appetite Framework" (RAF). Individual goals are defined on the basis of the parameters included in the strategic KPI set as well as other KPIs that are determined and published annually at the UniCredit Group level and included in the "KPI Bluebook". In the process, specific KPIs are defined for each business division. At least half of the goals shall be related to sustainability.

In addition, the **“Corporate Values” Integrity, Ownership and Caring** are used as a guide for defining goals and assessing performance and potential. The Corporate Values are relevant for assessing employees' strengths and fields of development within the UPM population (UniCredit Performance Management). The strengths and development fields are assigned to the Corporate Values. Accordingly, the incentive effect in the remuneration system contributes towards achieving the business strategy as well as the risk strategy goals.

- The **"HVB Group Risk Appetite Framework"** defines parameters for the following categories: "Pillar I KPIs", "Managerial KPIs", and "Specific Risk KPIs". Targets, triggers and limits are defined for these parameters in line with the business strategy. It is reviewed and approved by the Management Board on an annual basis.
- **Multi-year planning with regard to the risk-bearing capacity of UniCredit Bank AG** extends across a multi-year period in line with the time horizon defined for the yearly bankwide planning and budgeting process. This also corresponds to the deferral period as part of the remuneration process for the Management Board as well as for Risk Takers who are part of Senior Management in direct reporting line to the Management Board.

The **business strategy and the risk strategy** are reviewed and, if necessary, revised during the annual planning process. If any changes are made to the strategies over the previous year, a check is performed to determine whether they necessitate any adjustments to the remuneration strategy. It is reviewed and approved by the Management Board on an annual basis.

The **extent of the total amount of variable remuneration (the "bonus pool")** is essentially determined by **"Entry Conditions"** that need to be met as a minimum requirement in terms of profitability, capital and liquidity. For 2021, these particularly include Operating EVA, Net Profit (excl. Exceptionals), Pillar 1 capital ratios, Liquidity Coverage Ratio and Net Stable Funding Ratio of UniCredit Group and HVB Group. This ensures observance of Section 7 of the Remuneration Regulation for Institutions (cf. *Section 4* of this report). To supplement this, further results are also taken into account from the risk dashboards in the determination of the bonus pool.

The use of the control instruments specified above (cf. strategic KPI set) safeguards the correlation between the strategy of UniCredit Bank AG and the goals for employees. The link between the business strategy and the risk strategy on the one hand and the remuneration strategy on the other has been implemented by HR through the close integration of the CEO, CFO and CRO units and is controlled by HR annually.

2.3. Diversity, Equity and Inclusion (DE&I)

Within the framework provided by the Group Remuneration Policy, UniCredit is committed to an equal pay principle, ensuring fair treatment in terms of remuneration based on the role covered, the scope of responsibilities, performance outcomes and the overall quality of the contribution to business results, regardless of gender identity, age, ethnicity, sexual orientation, ability, and cultural background.

The Group's undertaking for equal treatment and equal pay for all gender identities at all levels of the organisation consists of well-defined ambitions to guarantee an adequate and fair remuneration to all employees. The bank adopts gender-neutral Remuneration and Incentive policies that contribute to pursuing true equality among staff. They ensure that equal work is matched by equal pay, giving people the same access to opportunities, regardless of their diversity traits.

3 CONTROL BODIES FOR REMUNERATION AT UNICREDIT BANK AG

3.1. Remuneration Officer

Pursuant to Sections 23 and 24 of the Remuneration Regulation for Institutions of 16 December 2013, major institutions must ensure appropriate, permanent and effective monitoring of the remuneration of their employees. To this end, a **Remuneration Officer and a qualified delegate** are to be appointed. Effective as of 1 April 2014, UniCredit Bank AG appointed a Remuneration Officer and, effective as of 1 June 2014, a deputy Remuneration Officer.

3.2. Remuneration Control Committee

UniCredit Bank AG has set up a Remuneration Control Committee in accordance with Section 25d (12) of the German Banking Act (KWG), read in conjunction with Section 25d (7) KWG. The Supervisory Board of UniCredit Bank AG has elected from its own number the members of the Remuneration Control Committee in accordance with Section 25d (7) Sentence 2. The Remuneration Control Committee met a total of four times in 2022 in addition to a joint meeting with the Risk Committee.

The **Remuneration Control Committee (RCC)** of UniCredit Bank AG:

- **monitors** the appropriate structure of the remuneration systems for the Management Board and employees and in particular the appropriate structure of the remuneration of the head of the risk controlling function (= CRO at UniCredit Bank AG) and the head of the compliance function as well as employees with a material influence on the overall risk profile of the institution ("Risk Taker"). The RCC supports the Supervisory Board in monitoring the appropriate structure of the remuneration system for the Management Board and for employees; in doing so, it must consider the effects of the remuneration systems on risk, capital and liquidity management;
- **prepares the resolutions** of the Supervisory Board on the remuneration of the Management Board; in doing so, it particularly takes account of the impacts of the resolutions on the Bank's risks and risk management. The long-term interests of the shareholder, investors, other stakeholders and the general public must be duly taken into consideration;
- **supports** the Supervisory Board in monitoring the proper inclusion of the internal control department and all other relevant areas in the planning of the remuneration systems.

3.3. Remuneration Round Table (RRT)

To institutionalize the integration and coordination processes between all Control and relevant Corporate Center Units, a "Remuneration Round Table" has been initiated. It is composed of members of the Human Resources organizational units, the Remuneration Officer, the control functions as well as other relevant areas like Legal Function or Corporate Strategy.

The RRT is held at regular intervals or on an ad-hoc basis and discusses current remuneration-relevant processes, such as remuneration strategy, the Group Incentive System, Risk Taker Analysis, the KPI set as well as business strategy and risk strategy, the bonus pool process, performance management, procedures in response to breaches, etc.

4 BONUS PROCESS AT UNICREDIT BANK AG

The total amount of variable remuneration at UniCredit Bank AG is based on sustainable, risk-adjusted corporate success. As a first step, assumptions for a total bonus budget on achieving the quantitative and qualitative corporate objectives are already made and adopted at the time of preparing the annual planning activities. This total bonus budget also includes the subsidiaries.

In the process, the total amount of variable remuneration is initially based on a ratio to a defined earnings dimension. At the same time, the following regulatory requirements are taken into consideration:

- The parameters according to which the total amount is determined are based on the business strategy geared to sustainable development of the institution and the risk strategies derived from this business strategy (cf. Section 4 of the Remuneration Regulation for Institutions);
- At the same time, the following regulatory requirements of Section 7 of Remuneration Regulation for Institutions are observed: risk-bearing capacity, multi-year capital planning and performance of the institution, the permanent maintenance of appropriate equity and liquidity resources and permanent maintenance of the capital buffer in accordance with Section 10i of the German Banking Act.

During the year, the expected size of the bonus pool is reviewed as part of the forecast process depending on trends in the relevant income, financial and risk parameters.

The basis for forming provisions is the bonus structure of the various compensation plans, taking into account deferred compensation elements and their respective maturities. Under IFRS 2, share-based payments must be included in the annual financial statements as of the date on which they were granted. In this connection, each individual bonus instalment is deferred on a pro-rated basis over the vesting period.

Accordingly, as further requirements for the extent of the bonus pool, specific criteria are defined as "Entry Conditions" and supplementary additional KPIs are included in the assessment as part of the "Performance & Risk Dashboard". This takes place both at the time of the budget fixing and when the final bonus pool is defined. The following minimum Entry Conditions must be met as at 31 December 2022 with regard to profitability, capital and liquidity:

- Operating EVA > 0, and
- Net Profit (excl. Exceptionals) > 0, and
- Pillar 1 capital ratios ≥ 2022 RAF "limit" and
- Liquidity Coverage Ratio ≥ 2022 RAF "limit" (109%), and
- Net Stable Funding Ratio ≥ 2022 RAF "limit" (102,1%).

The total amount of variable remuneration is determined as a next step for the main areas. For the individual sub-pools arising in the process, bonus values are proposed in accordance with the differentiated development of results of the respective segments. In this way, possible differences in the development of results of sub-segments are duly taken into account. In the process, the following sub-areas were analysed:

- Privatkundenbank (PBK), Corporates and Client Solutions (CS)
- Corporate Functions (Management Board, Group Corporate Centre, Global Banking Services & Chief Digital Officer)

A decision on the final bonus budget distribution to the areas specified above is made by the full Management Board, depending on the success achieved, and the final bonus budget distribution below the above-mentioned areas is subsequently discussed by the Committee on Economic Affairs (Wirtschaftsausschuss). The decisions on the pools of the subsidiaries are implemented via the respective regulatory bodies.

In accordance with regulatory governance parameters, final approval is ultimately obtained by other bodies on the total amount of the variable remuneration. In this connection, the RCC and also the Supervisory Board of UniCredit Bank AG particularly determine the appropriateness of the total amount of variable remuneration pursuant to Section 15 of the Remuneration Regulation for Institutions, read in conjunction with Section 25d of the German Banking Act.

Next, the individual bonus is fixed based, on the one hand, on the individual performance appraisal and, on the other, on the extent of the reference bonus defined.

5 ANALYSIS OF RISK TAKER ("IDENTIFIED STAFF") 2022

On 6 June 2014 the European Commission published a technical regulation standard (Delegated Regulation (EU) No. 604/2014) on the identification of **Risk Takers (Identified Staff)**, which came into force on 26 June 2014. This applies to employees who, based on defined quantitative and qualitative criteria of Commission Delegated Regulation 604/2014 and on account of their activities, exert a substantial influence on the overall risk profile of the institution. The **qualitative criteria** depend on the function of the Risk Taker, whereas the **quantitative criteria** refer to the total remuneration.

After carrying out a risk analysis to determine the material Risk Takers ("Identified Staff") for 2022, a total of 391¹ material Risk Takers (2021: 440 Risk Takers) were identified at UniCredit Bank AG (including subsidiaries).

Due to organizational adjustments as well as changes at the employee level, the number of intra-year Risk Takers may vary. In principle, identification as a Risk Taker applies for a full year, even if the underlying criterion for identification ceases to apply in the course of the year.

¹ Full year perspective 2022

6 REMUNERATION SYSTEMS IN 2022 AND OUTLOOK FOR 2023

The remuneration systems at UniCredit Bank AG are essentially based on the system "13+1". For by far the majority of employees, this means that 13 monthly salaries are fixed, with a variable salary component being paid depending on the corporate success and the personal level of goal achievement. The reference value for this variable salary component is one month's salary in principle. Employees in the Client Solutions (CS) area as well as managers at the level of First Vice President and higher are predominantly remunerated differently from this system using a "12+x approach". For this purpose, 12 fixed monthly salary payments are made. The variable salary component for these employees also depends on the success of UniCredit Bank AG, the performance of the employee and the relevant market benchmarks.

6.1. Management Board and Top Management 2022

The remuneration system for Top Management (Senior Executive Vice President („SEVP“), Executive Vice President, "EVP"/Senior Vice President, "SVP"), fundamentally also consists of a fixed salary (12 gross monthly salary payments per year) and variable remuneration.

Variable remuneration

The variable remuneration can amount up to a maximum of double the annual fixed compensation for Executives in business functions. For Management Board Members responsible for CFO, CRO COO and CDIO, the annual variable remuneration cannot exceed 100% of the annual fixed compensation. For non-business functions, a maximum ratio between the components of remuneration equal to 1:1 is usually adopted. Other rules apply to employees in control functions (cf. *Section 6.6* of this report).

In general, the variable compensation comprises a Short-Term Incentive (STI) and a Long-Term Incentive (LTI):

6.1.1. Short Term Incentive (STI)

All Management Board members and members of Top Management are entitled to receive a Short-Term Incentive for the financial year 2022 that has been approved in 2023.

The STI bonus amount determined each year is based on the relevant market benchmarks in the respective working environment, and depends on the results of the HVB Group, the UniCredit Group, the individual reference value of the Management Board Member/senior manager in question and the individual performance achieved in the period under review. The variable remuneration for the **Management Board** is determined by the **Supervisory Board** of UniCredit Bank AG subject to prior consultation with the Remuneration Control Committee and the variable remuneration for **Top Management** by the **Management Board** of UniCredit Bank AG. The determination of the variable remuneration for the members of the Management Board is predominantly based on a multi-year assessment period.

Individual performance is measured and assessed annually through a formal appraisal process. The individual bonus is also reassessed each year on the basis of this appraisal and may therefore vary from year to year. The achievement of goals is measured on the basis of at around 6 goals (min 5 – max 8), around half of which are sustainable goals and risk adjusted and are set on a multi-year performance period.

The **Entry Conditions** apply to the grant of a bonus as well as of deferred bonus components that were approved in the past:

UniCredit Group 2022	HVB Group 2022 ²
Operating EVA > 0, and	Operating EVA > 0, and
Net Profit (excl. Exceptionals) > 0, and	Net Profit (excl. Exceptionals) > 0, and
Pillar 1 capital ratios \geq 2022 RAF "limit", and	Pillar 1 capital ratios \geq 2022 RAF "limit", and
Liquidity Coverage Ratio \geq 2022 RAF "limit" (107 %), and	Liquidity Coverage Ratio \geq 2022 RAF "limit" (109 %), and
Net Stable Funding Ratio \geq 2022 RAF "limit" (102,3 %)	Net Stable Funding Ratio \geq 2022 RAF "limit" (102,1 %)

Moreover, the total amount of the variable remuneration is determined by additional risk indicators that also relate to the capital base of the institution.

² Net Profit stated in the Balance Sheet, excluding any extraordinary items (e.g. disposal of real estate assets, sale of companies, restructuring costs, Regulatory headwinds) as considered appropriate by the Board of Directors upon Remuneration Committee proposal; Underlying Net Profit is the one used as basis for capital distribution.

Bonus grant

The annual bonus is payable in cash and in shares (stock of "UniCredit S.p.A." – no stock options) in four tranches distributed over six years. The shares are granted in the years 2023, 2026-2028 for GEC-members (HVB: CEO); for GEC-1 members (HVB: Ordinary Board members and other GEC-1 members) in the years 2023, 2026 and 2027 and are subject in each case to a retention period. The retention period is one year for all the tranches.

The number of shares is calculated by taking the arithmetic mean of the official price of UniCredit ordinary shares in the month preceding the Annual General Meeting of UniCredit Group. This duly takes account of the statutory deferral and retention periods.

Annual bonus amounts are presented as shown in the following overview over a five-year period and differentiated and spread according to cash and shares, beginning in 2023:

CEO & GEC members UC Group (HVB: CEO)

		ST perf.	LT performance						Total		
		2022	2023	2024	2025	2026	2027	2028		2029	
CEO & GEC members HVB: CEO	ALLOCATION VIEW	Cash		20% upfront cash							20%
		Shares		20% upfront shares			20% deferred shares	20% deferred shares	20% deferred shares		80%

GEC-1 members (HVB: MBMs and other GEC-1 members)

		ST perf.	LT performance						Total		
		2022	2023	2024	2025	2026	2027	2028		2029	
GEC-1 HVB: MBM & other GEC-1	ALLOCATION VIEW	Cash		20% upfront cash					20% deferred cash		40%
		Shares		20% upfront shares			20% deferred shares	20% deferred shares			60%

All payments are subject to "malus regulations". For this purpose, the Entry Conditions described above are first taken into account each year. If these are not achieved both at the HVB Group level and at the UniCredit Group level, the "Zero Factor" is applied. Accordingly, when applying the Zero Factor, the deferred bonus components from previous years are reduced by at least 50% or are forfeited altogether.

For new Management Board members where a 3-year performance period cannot be applied due to a shorter employment period in UCB AG, an extended deferral-scheme with 7 or 6 years (instead of 5y) is implemented in order to fulfill local regulatory requirements (IVV)

Further information on the rules on negative performance contributions and "clawback" arrangements can be found in Section 6.7 of this report.

6.1.2. Long Term Incentive - LTIP 2020-2023

Besides the Short-Term Incentive (STI), the Long-Term Incentive plan (LTIP) that had been rolled out in 2020 is still in place as additional element of the remuneration system for UniCredit Group Executive Vice Presidents and above.

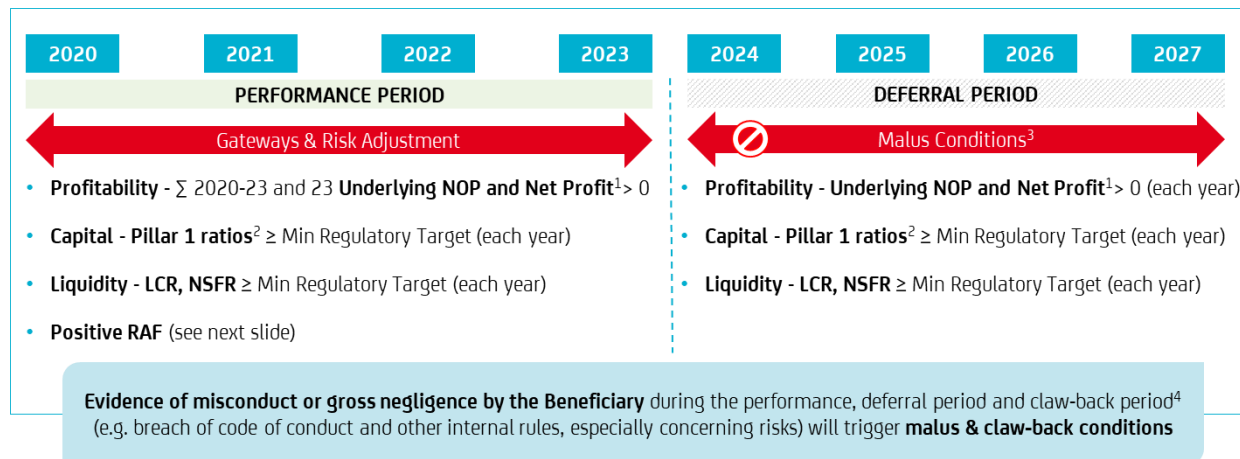
With the introduction of the new 2022 Group Incentive System (GIS) however beneficiaries of the 2020 – 2023 Long Term Incentive Plan ("LTIP") have been offered a switch to the new 2022 GIS for the LTIP 2022 and 2023 quotas. Such management of the LTIP implies the cancelling of the 2022 and 2023 quotas, while increasing the bonus opportunity under the new 2022 GIS, but keeping the LTIP in place for what concerns the 2020 and 2021 quotas, with the same structure, KPIs, targets and features as originally communicated and described below. The switching opportunity is strictly linked to the launch of the new 2022 System, to ensure the full alignment between incentive systems and corporate strategy, and is subject to the consent of the LTIP 2020-23 beneficiaries.

The LTIP 2020-2023 aims to align Top and Senior Management interests to the long-term value creation for the shareholder, to share price and Group performance appreciation and sustaining a sound and prudent risk management, orienting the performance management measurement on a multi-year horizon, aligned with Team 23 Strategic Plan.

The period for fulfilling the gateway conditions was linked to the respective Multi-Year-Plan. In addition, the scorecard of the LTI Plan includes seven weighted KPIs on profitability, asset quality, industrial and sustainability. The majority is evaluated on the average performance during the four-year period.

The LTI grant is based on 100% of UniCredit shares. Each tranche is subject to malus and clawback conditions, whereupon a clawback is possible for up to 5 years after vesting of each tranche.

The Gateway-Conditions during the Performance Period as well as malus conditions during the Deferral Period provide for the following parameters



Note: in case no regulatory target is foreseen, RAF limit will be used as threshold

¹ NOP / Net Profit stated in the Balance Sheet, excluding any extraordinary items (e.g. disposal of real estate assets, sale of companies, restructuring costs, Regulatory headwinds) as considered appropriate by the Board of Directors upon Remuneration Committee proposal; Underlying Net Profit is the one used as basis for capital distribution

² Pillar 1 ratios as of today are: CET 1 ratio, Tier 1, Total Capital, Leverage Ratio and Total Loss Absorbing Capacity (TLAC)

³ Malus conditions are measured each year before the payment of the installment

⁴ Claw-back rules apply 5 years after each installment, regardless of the vesting scenario

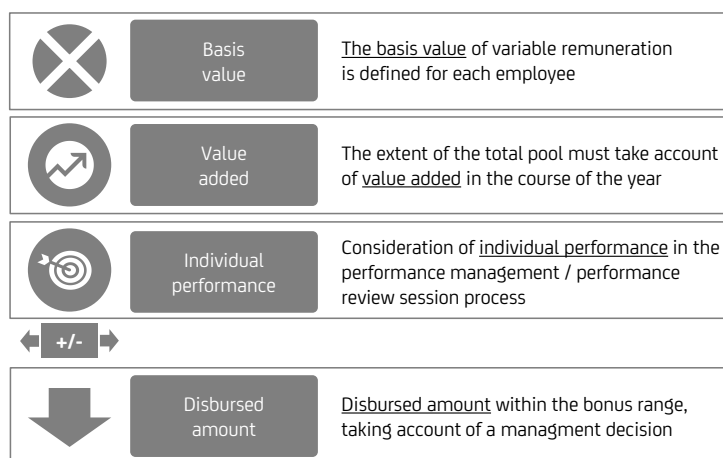
Following legal or regulatory provisions, the payout of variable compensation elements can be limited or even prohibited by responsible authorities.

6.2. First Vice President “FVP” 2022

The remuneration system for First Vice Presidents (FVP), who are generally on the hierarchy level below the Top Management, consists of a fixed salary (12 gross monthly salary payments per year) and a variable remuneration, regardless of whether they work in a sales or non-sales segment. Exceptions apply only to employees whose contract does not include any incentive opportunity clause, particularly in the Client Solutions (CS)-area. The remuneration system applicable to these employees is described in Section 6.3 of this report.

All FVPs are entitled to a bonus for the 2022 financial year that has been granted in 2023.

The calculation of variable remuneration rests on four main pillars:



For FVPs, the Total Compensation approach is applicable, i.e. the value of the additional company benefits is included in the fixed salary.

Variable remuneration

The **bonus amount** is determined by the **bonus basis value (target bonus/incentive opportunity)** and the individual goal achievement of the First Vice President and on the basis of the available bonus pool defined by the Management Board depending on the success of the HVB Group and the UniCredit Group. For the personnel belonging to the business functions, the bonus payment can amount to a maximum of double the annual fixed compensation. For the rest of the staff, a maximum ratio between the components of remuneration equal to 1:1 is usually adopted. Other rules apply to employees in control functions (cf. *Section 6.6* of this report).

For the bonus, budgets are set aside annually for the individual divisions. The bonus budgets of the sales divisions are determined on the basis of the performance of the divisions over the last financial year. The bonus budgets for the Chief Operating Officer (COO) and Group Corporate Centre (GCC) areas are based on the average of the sales divisions (without taking into account positive and negative non-recurring effects), and therefore are based on the success of HVB Group.

To calculate the annual budget, the Management Board determines a success factor for each segment on the basis of the business success of the HVB Group in the year in question, taking sustainability factors into account (risks incurred, capital and liquidity costs). The **success factor** amounts to at least 0.5 unless the HVB Group shows a loss in its financial statements. The maximum success factor is 1.5. The Management Board thus decides, based on how well the various segments have achieved their goals, on how the overall bonus budget will be allocated to them.

Within each division, the responsible Management Board member allocates the budget following a cascading process, taking into account respective business performance and value contribution, to the next reporting line. The budget allocation to First Vice Presidents is oriented on the respective budget unit in line with the guidelines for payscale and non-payscale employees.

At the beginning of each year FVPs and their managers define a set of goals, from five to eight. These must also include targets to reflect sustainable business success (e.g. customer satisfaction). The goals take into account the individual requirements of the segment in question as well as the segment-specific strategies and objectives. With reference to economic and non-economic goal-setting, statutory and regulatory requirements need to be taken into account; this also applies to control functions of UniCredit Bank AG, in which the primary focus must be on qualitative goals.

Individual performance and success are measured in the annual goal achievement review on a five-point scale (inadequate performance, inconsistent performance, solid performance, strong performance, outstanding performance). The **manager** determines the **individual bonus level** within the applicable bonus range, taking into account the available budget. To summarize, the amount to be paid is calculated in a preliminary step by multiplying the bonus base value by the applicable success factor. This value is now multiplied by the percentage set by the manager – on the basis of the assessment in the performance review – within the bonus ranges, depending on the employee's level of goal achievement.

Additional rules set out in *Section 6.5* apply to employees who have been identified as Risk Taker (Identified Staff). Further information on the rules on negative performance contributions and "clawback" arrangements can be found in *Section 6.7* of this report.

Following legal or regulatory provisions, the payout of variable compensation elements can be limited or even prohibited by responsible authorities.

6.3. Client Solutions 2022

The classic remuneration system for Client Solutions (Advisory & Capital Markets, Specialized Lending, Client Risk Management, Financial Institutions Group (FIG), Key Client Solutions and International Network) comprises a fixed salary and variable remuneration. In this case, the employment contract does not include any incentive opportunity clause. The fixed salary comprises 12 gross monthly salary payments. The Total Compensation approach applies, i.e. the value of the additional company benefits is included in the fixed salary.

Variable remuneration

All employees are entitled to receive a bonus for the financial year 2022, which has been granted in 2023. For the personnel belonging to the business functions the variable remuneration can amount to a maximum of double the annual fixed compensation.

The bonus fixed on an annual basis depends on the relevant comparative benchmarks of the market in the respective working environment and depends on the results of the Group, of Client Solutions, of HVB Group and the performance of the unit in which the employee is engaged as well as on the individually achieved performance in the period under review. Special contributions to profit or loss or the risk behavior of employees are also taken into account in the process.

The bonus budget of the CS area is determined by qualitative and quantitative risk-adjusted performance parameters. In addition to the performance of the CS division in Germany, factors such as market trends and changes in competition as well as key sustainability parameters (such as the relation of risk to gross contribution) also determine the bonus budget. The budget is approved by the Management Board of UniCredit Bank AG. The Management Board member of UniCredit Bank AG responsible for CS jointly decides on the

distribution of the overall budget together with the responsible personnel of the Global Product Lines, taking account of the performance of CS sub-areas.

Individual performance is measured and assessed annually through a formal appraisal process. The individual bonus is also reassessed each year on the basis of this appraisal and may therefore vary from year to year.

The Entry Conditions apply to the grant of a bonus as well as deferred bonus components that were approved in the past in accordance with *Section 2 Variable Remuneration*. The corresponding result of the CIB segment is decisive for the employees of this segment.

Additional rules set out in *Section 6.5* apply to employees who have been identified as Risk Taker (Identified Staff). Further information on the rules on negative performance contributions and "clawback" arrangements can be found in *Section 6.7* of this report.

Following legal or regulatory provisions, the payout of variable compensation elements can be limited or even prohibited by responsible authorities.

6.4. Pay-scale and non-pay-scale employees 2022

The remuneration system for pay-scale and non-pay-scale employees is based on "13+1" and, for the purposes of variable remuneration, rests on four main pillars (target bonus, success factor, individual assessment, amount paid) that are equally applicable to all pay-scale and non-pay-scale employees of UniCredit Bank AG, regardless of the segment in which they work, in accordance with *Section 6.2* of this report (chart). Remuneration for vocational training is governed in a comparable manner.

The purpose is to reward the employees' performance and contribution to the Bank's success with an attractive bonus. This applies both to pay-scale and non-pay-scale employees.

Exceptions apply to employees with Total Compensation contracts and those who fall under a separate works agreement for remuneration in the Client Solutions area (cf. *Section 6.3*). As part of a Total Compensation concept, these employees receive a total annual salary comprising a fixed salary and a bonus. The extent of the variable remuneration is determined annually by UniCredit Bank AG, taking account of the performance of the employee in the financial year ended, the level of team orientation, the assessed contribution to the Client Solutions division and the business results of HVB Group.

„13+1“ as a basis

All pay-scale and non-pay-scale employees of UniCredit Bank AG – regardless of whether they work for sales or non-sales segments – receive an annual salary consisting of 12 monthly gross salary payments per year, a special payment (one gross monthly salary payment) and a bonus which is also based as a rule on one gross monthly salary ("target bonus"). The bonus is determined annually for the previous year and the extent of the bonus depends on the base value and the employee's individual goal achievement as well as on the bonus budget available owing to the success of the HVB Group. Budgets for the bonus are set aside annually for the individual divisions (cf. *Section 6.2 Variable Remuneration*).

The employees and their managers define goals at the beginning of each financial year within the scope of a performance review session. During the annual performance management session, individual performance and success are evaluated in accordance with the five-point scale described in *Section 6.2* (inadequate performance, inconsistent performance, solid performance, strong performance, outstanding performance) by means of which the bonus is determined within the bonus measurement ranges.

Additional rules set out in *Section 6.5* of this report apply to employees who have been identified as Risk Taker (Identified Staff). Further information on the rules on negative performance contributions and "clawback" arrangements can be found in *Section 6.7* of this report.

Following legal or regulatory provisions, the payout of variable compensation elements can be limited or even prohibited by responsible authorities. In line with the regulatory requirements concerning variable remuneration, there is no significant dependency on variable remuneration. Accordingly, the remuneration system as a whole is appropriately designed in this sense.

6.5. Identified Staff 2022 (Risk Taker)

For employees with a material impact on the overall risk profile of UniCredit Bank AG/HVB Group ("Risk Takers" or "Identified Staff"), special conditions apply to variable remuneration with regard to claims, deferral and disbursement. For instance, bonus amounts may be deferred for a number of years in certain circumstances and also be payable in some other form, e.g. in equities. The bonus for 2022 has been determined in 2023. Moreover, the entitlement to variable remuneration is subject to additional conditions. The employees affected by these special regulations are informed accordingly by UniCredit Bank AG.

For Management Board members and other GEC-1 the deferral schemes described in *Section 2*. applies.

Bonus grant for “Other Identified Staff”:

- In case annual variable remuneration set for 2022 does not exceed € 50,000 or does not represent more than one third of the staff member's total annual remuneration, the full bonus amount is entirely paid upfront and in cash;
- In case the sum of bonus and other variable remuneration elements is higher than € 50,000 or one third of the total annual remuneration, the full bonus amount is subject to the following schemes:
 - The following five-year deferral scheme applies to Risk Takers with management responsibility **reporting directly to the Management Board**:

		ST perf.						Total	
		2022	2023	2024	2025	2026	2027		2028
Other Senior Mgmt. directly reporting to Mgmt. Board	ALLOCATION VIEW	Cash	20% upfront cash					20% deferred cash	40%
		Shares	20% upfront shares	10% deferred shares	10% deferred shares	10% deferred shares	10% deferred shares		60%

The bonus is payable in cash and in shares (shares of UniCredit S.p.A. - no stock options) in six tranches over five years. The shares are granted in 2023 and 2024 until 2027 and are each subject to a one-year retention period.

- For Risk Takers **without a direct reporting line to the Management Board**, the following four-year deferral schemes are applied depending on the amount of the variable remuneration determined for FY 2022:
 - Variable remuneration **greater than € 50,000 or one third of the total annual remuneration but equal to or below € 430,000**:

		ST perf.						Total
		2022	2023	2024	2025	2026	2027	
Other MRT not directly reporting to UCB AG MB with Variable Remuneration ≤ 430K€	ALLOCATION VIEW	Cash	30% upfront cash			10% deferred cash	10% deferred cash	50%
		Shares	30% upfront shares	10% deferred shares	10% deferred shares			50%

- Variable remuneration **greater than € 430,000** the following deferral scheme is applied:

		ST perf.						Total
		2022	2023	2024	2025	2026	2027	
Other MRT not directly reporting to UCB AG MB with Variable Remuneration > 430K€	ALLOCATION VIEW	Cash	20% upfront cash			15% deferred cash	15% deferred cash	50%
		Shares	20% upfront shares	15% deferred shares	15% deferred shares			50%

Bonus grants are made in five tranches in cash and UniCredit S.p.A shares (no stock options). The shares granted in 2023 until 2025 are each subject to a one-year retention period.

The number of shares is calculated by taking the arithmetic mean of the official closing price of UniCredit ordinary shares in the month preceding the Annual General Meeting of UniCredit Group to approve the Remuneration System for 2022.

The Entry Conditions in accordance with *Section 2 Variable Remuneration* (Operating EVA, Net Profit (excl. Exceptionals), Pillar 1 capital ratios, Liquidity Coverage Ratio, Net Stable Funding Ratio) apply to the grant of deferred bonus components.

In case Capital or Liquidity “entry conditions” for the business year 2022 are neither achieved on Group level nor on HVB Group level, the malus condition is activated, triggering the application of Zero Factor on current year bonus. Thus, a potential bonus for the business year 2022 for Risk Taker will forfeit completely. For the other employees, a significant reduction will be applied. If Entry Conditions for the business year 2022 are met, all tranches that may be paid out after 2023 are subject to malus conditions, providing for a potential reduction or cancellation of pay-out. Additional information on the rules on negative performance contributions and "clawback" arrangements can be found in *Section 6.7* of this report.

6.6. Special regulations for Control Functions

For employees in control functions, the fixed remuneration is a predominant component of total remuneration. For the variable remuneration for employees in control functions – Compliance, Audit Management and Risk Management – the following difference applies as an exception to the regulations described above in order to avoid any conflict of interests between the control units and the central units: **No remuneration parameters parallel** to those applied to the monitored units are defined for determining the amount of the variable remuneration.

Moreover, the focus is on qualitative goals in the control and central units. For control units targets linked to economic results have to be avoided. The amount of the variable remuneration in control functions may not exceed 50% of the fixed remuneration. For employees under People & Culture the fixed remuneration is the predominant component of the total remuneration and the variable remuneration is $\leq 80\%$ of the fixed one.

In addition, with regard to UniCredit Bank AG Management Board decisions, the bonus pool for this group of employees is not determined by the results of a single division, but rather by the average of all sales divisions. As a result, there is no danger of a potential conflict of interest.

6.7. Negative performance contributions and clawback rules

Any disbursement within the scope of the remuneration systems described above presupposes a review of compliance-conformant and proper behavior as contemplated by the organization directives of UniCredit Bank AG.

If, for regulatory reasons, the entitlement of a Risk Taker to variable remuneration only arises pro rata temporis (several annual partial entitlements), the variable remuneration is subject, to the extent legally permissible to a clawback. The clawback mechanisms can be activated also after notice and/or termination of employment in accordance with local legal requirements, to the extent permitted by law. The right to such clawback generally expires five years after each instalment; in cases where a longer deferral period is necessary due to regulatory requirements an extended clawback period is applicable.

A negative deviation of (i) the employee's performance or (ii) the performance of the employee's organizational unit from the set goals and (iii) a negative deviation of the Bank's respectively HVB Subgroup's overall performance from the set goals lead to a reduction of the variable remuneration or may even lead to a complete forfeiture. This applies especially in the following cases:

- in cases of non-achievement of goal settings (quantitative and qualitative goals), especially when KPIs related to remuneration components have not been reached or
- in cases of employee behavior which is contrary to duty and/or immoral, especially compliance breaches and other breaches against contractual obligations.

This applies both to the respective determination of the variable remuneration and - in the case of Risk Takers - to the subsequent performance evaluation, which may lead to a reduction or to a complete forfeiture of the variable remuneration retained from preceding evaluated assessment periods. If an initially positive performance contribution was taken into account during the determination of the bonus, but with course of time becomes significantly negative, the respective retained remuneration for Risk Takers has to be reduced or may forfeit completely. In particular, in cases where a breach of obligation resulted to be very serious and led to the termination of the employment relationship, a complete forfeiture of the variable remuneration/deferral may occur. Moreover, in case negative performance contributions are at hand, variable remuneration components for Risk Takers referring to the year, in which the relevant behavior occurred, have to forfeit completely. Negative performance contributions are at hand in the following cases:

- The employee is involved in or responsible to a decisive degree for any behavior that leads to a substantial loss being sustained by the Bank or a significant regulatory sanction being imposed on UniCredit Bank AG or the Employee.
- The Employee violates any external or internal regulations regarding suitability and behavior to a serious degree.

6.8. Non-cash benefits in kind/non-financial benefits

Employees of UniCredit Bank AG receive additional financial and non-financial benefits, depending on the remuneration system. These comprise e.g. company retirement benefits, asset formation benefits, reduced prices of Bank products, family service, social counselling service, sport and leisure offerings.

6.9. Changes to the remuneration system of UniCredit Bank AG starting in financial year 2023

The Management Board of UniCredit Bank AG has decided to generally retain the remuneration systems at UniCredit Bank AG for financial year 2023. Smaller changes primarily concern the Entry Conditions for the assessment of the variable compensation's total amount as well as the disbursement of deferred compensation from prior years. For the CEO the variable remuneration for the financial year 2023 will be paid out 100% in shares.

6.10. Overview of all remuneration systems of the financial year 2023

For all remuneration systems of UniCredit Bank AG mentioned above for financial year 2023, a further, more detailed description is available on the homepage of UniCredit Bank AG.

The need for more specific information in this report has been dispensed with, and explanatory notes on the individual systems are available at any time from the following website:

<https://www.hypovereinsbank.de/hvb/ueber-uns/investor-relations-en/corporate-governance-en>

7 MAXIMUM LIMIT OF VARIABLE REMUNERATION

In accordance with Section 25a (5) of the German Banking Act (KWG), banks must lay down an appropriate ratio of variable to fixed annual remuneration. In principle, the maximum amount of variable remuneration has been set at 100% of the fixed remuneration since 1 January 2014. With the approval of the shareholders, this upper limit may be increased to a maximum of 200%.

At the Shareholders Meeting in June 2014, UniCredit Bank AG adopted a resolution to raise the upper limit for variable compensation in relation to fixed remuneration to 2:1 for all employees of UniCredit Bank AG apart from employees in Control Units in accordance with Section 2 (11) of the Remuneration Regulation for Institutions (IVV). For employees in the Control Units as contemplated by Section 9 (2) IVV, the Bank is still required to ensure that fixed remuneration is the main component. The amount of the variable remuneration in the control functions is limited to a maximum of 50% of the fixed remuneration. For employees under People & Culture the fixed remuneration is the predominant component of the total remuneration and the variable remuneration is ≤ 80% of the fixed one.

For the Management Board, the bonus payment can likewise amount to a maximum of double the annual fixed compensation with the exception of the Management Board Members with CFO, CROCOO and CDIO responsibility, for whom the annual variable component may not exceed 100% of the annual fixed remuneration.

The main reason for the adjustment to the upper limit is to retain the existing flexibility regarding the institution's overall costs and, in particular, to have the option of adjusting the variable remuneration or dispensing with it altogether when results turn out poorer.

Based on the model used at UniCredit Bank AG to calculate total variable remuneration on a risk-adjusted basis (bonus pool model) and the fact that the overall bonus pool is relatively small compared to profit, a possible increase in the variable remuneration ratio would not be expected to pose any potential risk to the Bank's capital or liquidity position.

In practice the current Remuneration Policy in place provides a more prudent approach, limiting the maximum of 2:1 only for business functions.

8 REMUNERATION INFORMATION 2022

The following table shows the amount and structure of the remuneration of HVB Group according to Article 450 CRR in connection with Section 16 (1) of the Remuneration Regulation for Institutions.

The following applies to all remuneration information below:

- Number of staff reported in the tables refers to the full-time and year equivalent for 2022, unless otherwise required by CRR/CRD. Considering all leavers in 2022.
- Consistently related to HVB Group that also contains the international network and subsidiaries.
- For reasons of group-wide consolidation, secondments within the UniCredit Group are fully accounted at the legal entity at which they were predominantly active in the reporting period.
- Fixed remuneration according to §2 IVV. Including additional fixed benefits (e.g. pension and regular benefits granted uniformly due to internal policies).
- Variable remuneration according to §2 IVV and CRD art. 94. Including additional variable benefits (e.g. guaranteed variable payments and severance payments granted this year).
- Not included yearly quota LTIP 2020-23. Full amount will be reported in the year of granting.
- Number of Risk Takers / Identified Staff may differ due to different calculation requirements and for reasons of consolidation.
- Tables may contain rounding differences.

Remuneration information 2022 pursuant to Section 16 (1) of Remuneration Regulation for Institutions (IVV) and Art. 450 CRR: all employees

	SUPERVISORY FUNCTION	MANAGEMENT BODY ¹	INVESTMENT BANKING	COMMERCIAL BANKING	ASSET MANAGEMENT	CENTRAL FUNCTIONS ²	CONTROL FUNCTIONS ³	TOTAL
Number of staff members (Headcount)	13	16	2.259	6.611	-	3.715	1.555	14.169
Total number of staff in FTE ⁴		15	1.880	5.459	-	3.000	1.262	11.616
Remuneration (€ millions)								
Total amount	1	13	358	532	-	302	163	1.370
of which:								
Fixed remuneration	1	8	243	474	-	267	145	1.138
Variable remuneration	-	5	115	58	-	35	19	232
of which:								
performance related	-	5	89	49	-	25	12	181
other variable remuneration ^{5,6}	-	-	-	-	-	-	-	5
severance payments ^{5,7}	-	-	-	-	-	-	-	46

Notes:

¹ UCB AG Management Board and Managing Directors of subsidiaries within consolidation scope.

² Central functions and settlement units without control functions.

³ Independent control functions: Compliance, Internal Audit and Risk Management.

⁴ Employees shown as full-time equivalents; supervisory board members not included in overall total.

⁵ Includes in particular non standard compensation e.g. sign-on bonuses, bonus buy-outs etc.

⁶ For reasons of confidentiality and against the background of the small number of beneficiaries, the values are only shown in total.

⁷ Entitlement in 2022 - Payout might be deferred.

Proportion of variable remuneration in total remuneration:

- Variable remuneration accounts for a total of 16.9% of total remuneration.
- For the members of the management body, the share of variable compensation amounts to 39.8% of total remuneration.
- In Corporate & Investment Banking, the share of variable remuneration payments amounts to 32.1%.
- In Commercial Banking, variable remuneration amounts accounts for 10.8%.
- Within the central segments and control functions, the share of variable remuneration stands at 11.6%.

Generally speaking, the ratio of variable remuneration to total remuneration is appropriate.

Remuneration information 2022 pursuant to Art. 450 CRR, read in conjunction with Section 16 (1) of Remuneration Regulation for Institutions (IVV): all Risk Takers

	SUPERVISORY FUNCTION	MANAGEMENT BODY ¹	INVESTMENT BANKING	COMMERCIAL BANKING	ASSET MANAGEMENT	CENTRAL FUNCTIONS ²	CONTROL FUNCTIONS ³	TOTAL
Number of identified staff (Headcount)	12	16	128	77	-	41	80	354
Number of identified staff in FTE	-	15	120	75	-	40	76	326
of which:								
in senior management positions	-	8	13	28	-	21	16	86
Fixed remuneration (€ millions)								
Total amount	1	8	35	18	-	10	15	87
of which:								
cash	1	8	35	18	-	10	15	87
shares & share-linked instruments	-	-	-	-	-	-	-	-
other instruments	-	-	-	-	-	-	-	-
Variable remuneration (€ millions)								
Total amount	-	5	34	10	-	8	5	62
of which:								
cash	-	2	22	5	-	6	4	40
shares & share-linked instruments	-	3	13	4	-	1	1	22
other instruments	-	-	-	-	-	-	-	-
of which:								
disbursed	-	1	16	4	-	6	4	32
retained	-	4	18	6	-	2	1	30
of which:								
cash	-	1	5	1	-	0	0	8
shares & share-linked instruments	-	3	13	4	-	1	1	22
other instruments	-	-	-	-	-	-	-	-
Art. 450 para. 1 lit. h subparagraph. (iii) CRR in conjunction with Art. 450 para. 1 lit. h subpara. (iv) CRR on retained variable remuneration from previous years and explicit risk adjustment (€ millions)								
Outstanding at the beginning of the year ⁴	-	14	61	18	-	7	3	103
of which:								
vested ⁵	-	9	48	12	-	4	3	76
of which:								
disbursed	-	3	19	5	-	2	2	31
retained at the end of the year ⁶	-	10	42	13	-	5	2	72
Explicit ex post performance adjustment in	-	-	-	-	-	-	-	-
Art. 450 para. 1 lit. h subparagraph. (v) CRR on the sign-on bonuses pursuant to section 5(5) of the InstitutsVergV								
Number of beneficiaries (Headcount) ⁷	-	-	-	-	-	-	-	4
Total amount (€ millions) ⁷	-	-	-	-	-	-	-	0,5

Notes:

¹ UCB AG Management Board and Managing Directors of subsidiaries within consolidation scope.

² Central functions and settlement units without control functions.

³ Independent control functions: Compliance, Internal Audit and Risk Management.

⁴ Adjusted for lapsed entitlements in case of resignations.

⁵ Incl. shares under retention.

⁶ Payment as of 2022. As a matter of principle, retained variable remuneration components are only granted if defined financial key figures are achieved.

⁷ For reasons of confidentiality and against the background of the small number of beneficiaries, the values are only shown in total.

EU REM 1 – Remuneration of identified staff awarded for the financial year 2022

in € million unless otherwise stated		MB Supervisory function	MB Management function	Other senior management ¹	Other identified staff	Total
Fixed remuneration	Number of identified staff	12	8	78	240	338
	Total fixed remuneration	1	6	24	56	87
	Of which: cash-based	1	4	19	49	73
	Of which: shares or equivalent ownership interests	-	-	-	-	-
	Of which: share-linked instruments or equivalent non-cash instruments	-	-	-	-	-
	Of which: other instruments	-	-	-	-	-
Of which: other forms ²	-	2	5	7	14	
Variable remuneration	Number of identified staff	-	8	77	233	318
	Total variable remuneration	-	5	20	37	62
	Of which: cash-based	-	1	13	25	40
	Of which: deferred	-	1	2	5	8
	Of which: shares or equivalent ownership interests	-	3	7	12	22
	Of which: deferred	-	3	7	12	22
	Of which: share-linked instruments or equivalent non-cash instruments	-	-	-	-	-
	Of which: deferred	-	-	-	-	-
	Of which: other instruments	-	-	-	-	-
	Of which: deferred	-	-	-	-	-
	Of which: other forms	-	-	-	-	-
	Of which: deferred	-	-	-	-	-
Total remuneration (2 + 10)	1	11	44	94	149	

Notes EU REM1:

¹ Other senior management comprises the Group Material Risk Takers 2022 identified as per art 92.3a CRDV.

² Value related to a sub-set of benefits - e.g. accommodation, company car, health insurance, pension and schooling - assigned according to Group/Local Policies.

EU REM 2 – Special payments of identified staff for the financial year 2022

in € million unless otherwise stated	MB Supervisory function	MB Management function	Other senior management ¹	Other identified staff	Total
Guaranteed variable remuneration awards²					
Guaranteed variable remuneration awards - Number of identified staff	-	-	-	-	10
Guaranteed variable remuneration awards -Total amount	-	-	-	-	2,2
Of which guaranteed variable remuneration awards paid during the financial year, that are not taken into account in the bonus cap	-	-	-	-	0,5
Severance payments awarded in previous periods, that have been paid out during the financial year					
Severance payments awarded in previous periods, that have been paid out during the financial year - Number of identified staff	-	-	-	-	2
Severance payments awarded in previous periods, that have been paid out during the financial year - Total amount	-	-	-	-	3,7
Severance payments awarded during the financial year					
Severance payments awarded during the financial year - Number of identified staff	-	-	-	-	27
Severance payments awarded during the financial year - Total amount	-	-	-	-	16,3
Of which paid during the financial year	-	-	-	-	8,2
Of which deferred	-	-	-	-	-
Of which severance payments paid during the financial year, that are not taken into account in the bonus cap	-	-	-	-	8,2
Of which highest payment that has been awarded to a single person	-	-	-	-	2,3

Notes EU REM 2:

- For reasons of confidentiality and against the background of the small number of beneficiaries, the values are only shown in total.
- Population in scope refers to 2022 Group Material Risk Takers.
- The severance amounts include all elements of the exit package (e.g. Indemnity in Lieu of Notice)

¹ Other senior management comprises the Group Material Risk Takers 2022 identified as per art 92.3a CRDV.

² Sign-ons und bonus buy outs considered as guaranteed variable remuneration.

EU REM 3 – Deferred remuneration of identified staff

in € million unless otherwise stated	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 explicit 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
MB Supervisory function	-	-	-	-	-	-	-	-
Cash-based	-	-	-	-	-	-	-	-
Shares or equivalent ownership interests	-	-	-	-	-	-	-	-
Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
Other instruments	-	-	-	-	-	-	-	-
Other forms	-	-	-	-	-	-	-	-
MB Management function	7	3	4	-	-	1	3	2
Cash-based	2	0	2	-	-	-	1	-
Shares or equivalent ownership interests	5	2	2	-	-	1	1	2
Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
Other instruments	-	-	-	-	-	-	0,06	0,04
Other forms	-	-	-	-	-	-	-	-
Other senior management	16	6	11	-	-	3	8	7
Cash-based	6	2	4	-	-	-	4	-
Shares or equivalent ownership interests	10	4	6	-	-	3	4	7
Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
Other instruments	-	-	-	-	-	-	-	-
Other forms	-	-	-	-	-	-	-	-
Other identified staff	24	12	12	-	-	3	20	16
Cash-based	13	5	8	-	-	-	11	-
Shares or equivalent ownership interests	11	7	4	-	-	3	10	16
Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
Other instruments	-	-	-	-	-	-	-	-
Other forms	-	-	-	-	-	-	-	-
Total amount	47	20	27	-	-	7	31	25

Notes EU REM3:

Population in scope refers to 2022 Group Material Risk Takers.

¹ Share price calculated as the average of 10/01/2023 - 10/02/2023

² Share price calculated as the delta between price at grant and the average of 10/01/2023 - 10/02/2023

³ 2022 share price calculated as the average 25/02/2022 – 25/03/2022

EU REM 4 – Remuneration of identified staff of 1 million EUR or more for 2022

Total Remuneration in EUR	Identified staff that are high earners as set out in Article 450(i) CRR
1 000 000 to below 1 500 000	16
1 500 000 to below 2 000 000	3
2 000 000 to below 2 500 000	1
2 500 000 to below 3 000 000	1
3 000 000 to below 3 500 000	1
3 500 000 to below 4 000 000	0

Notes EU REM4:

- Effective and pro rata remuneration for 2022 as per EU REM1 table.
- Considering full bonus entitlement for 2022 and severance payments granted in 2022.

EU REM 5 – Information on remuneration of staff whose professional activities have a material impact on institutions' risk profile (identified staff)

in € million unless otherwise stated	Management body remuneration			Business areas					Total	
	MB Supervisory function	MB Management function	Total MB	Investment banking	Commercial Banking ¹	Asset management	Corporate functions	Independent internal control functions		All other
Total number of identified staff										338
Of which: members of the MB	12	8	20							
Of which: other senior management				13	28	-	21	16	-	
Of which: other identified staff				107	54	-	19	60	-	
Total remuneration of identified staff	1	11	12	69	30	-	18	20	-	
Of which: variable remuneration	-	5	5	34	10	-	8	5	-	
Of which: fixed remuneration	1	6	7	35	20	-	10	15	-	

Notes EU REM5:

Remuneration data as per EU REM1 table.

¹ Contains Retail and Corporate Banking

Disclaimer

The purpose of this disclosure report is solely to meet the applicable disclosure requirements. The contents of this disclosure report relate to 31 December 2022 as the reporting date.

The contents of this disclosure report are based – unless explicitly stated otherwise – on the existing legal situation as of the reporting date. The interpretation of the legal situation may be subject to changes in the future or be further concretized by regulatory requirements (regulatory standards, etc.). Therefore, future disclosure reports may be structured differently, have different contents and/or be based on other data and are hence not comparable with previous publications. This report contains forward-looking statements, which are based upon current forecasts, expectations as well as estimates and for which UniCredit Bank AG assumes no responsibility. Future developments are naturally subject to a variety of factors on which UniCredit Bank AG does not bear any influence and which may therefore differ substantially from the projected forecasts, expectations and assessments in this report. UniCredit Bank AG undertakes no obligation – apart from the existing regulatory requirements -- to update the contents of this disclosure report or to provide additional publications.