

**The Statutes of
UniCredit Bank Czech Republic and Slovakia, a.s.**

Article 1

Business Name, Registered Office and Term of the Bank and Governing Law

1. The business name of the company is UniCredit Bank Czech Republic and Slovakia, a.s.
2. UniCredit Bank Czech Republic and Slovakia, a.s. (the "Bank") has its registered office in Prague.
3. The Bank is established in perpetuity.
4. The Bank has conformed to Act No. 90/2012 Sb., the Act on Business Corporations and Co-operatives (the "Act"), as a whole.

Article 2

Scope of Business

1. The Bank shall have the following scope of business:
 - a) accepting deposits from the general public;
 - b) providing loans;
 - c) investing into securities for its own account;
 - d) financial leasing;
 - e) processing and clearing payments;
 - f) issuing and managing means of payment;
 - g) issuing guarantees;
 - h) opening letters of credit;
 - i) providing collection services;
 - j) providing investment services:
 - primary investment service pursuant to Section 8 (2)(a) of Act No. 591/1992 Coll., on Securities, as amended (the "Securities Act"), accepting and delivering instructions pertaining to investment instruments on the client's account in relation to investment instruments pursuant to Section 8a (1) (a) through (g) of the Securities Act,
 - primary investment service pursuant Section 8 (2)(b) of the Securities Act, implementing instructions pertaining to investment instruments on other parties' account in relation to investment instruments pursuant to Section 8a (1) (a) through (g) of the Securities Act,
 - primary investment service pursuant to Section 8 (2)(c) of the Securities Act, trading investment instruments for its own account in relation to investment instruments pursuant to Section 8a (1) (a) through (g) of the Securities Act,
 - primary investment service pursuant Section 8 (2)(d) of the Securities Act, management of individual portfolios at the Bank's own discretion under contractual arrangements with the client, provided that the portfolio in question includes an investment instrument, in relation to investment instruments pursuant to Section 8a (1) (a) through (g) of the Securities Act,
 - primary investment service pursuant to Section 8 (2)(e) of the Securities Act, subscription of investment instruments or placement of same, in relation to investment instruments pursuant to Section 8a (1) (a) and (b) of the Securities Act,
 - complementary investment service pursuant to Section 8 (3)(a) of the Securities Act, custody and management of one or several investment instruments in relation to investment instruments pursuant to Section 8a (1) (a) through (c) of the Securities Act,
 - complementary investment service pursuant to Section 8 (3) (c) of the Securities Act, provision of loans or credits to clients for the purpose of investment instrument transactions, if the provider of the loan or

credit is party to such transaction, in relation to investment instruments pursuant to Section 8a (1) (a) through (d) and (g) of the Securities Act,

- complementary investment service pursuant to Section 8 (3)(d) of the Securities Act, advice concerning capital structuring, industrial strategy and related issues, as well as the provision of advice and services concerning mergers and business purchases,
 - complementary investment service pursuant to Section 8 (3)(e) of the Securities Act, services related to the subscription of securities pursuant to Section 8 (2)(e) of the Securities Act, in relation to investment instruments pursuant to Section 8a (1) (a) and (b) of the Securities Act,
 - complementary investment service pursuant to Section 8 (3)(f) of the Securities Act, advice concerning investment into securities, in relation to investment instruments pursuant to Section 8a (1) (a) through (g) of the Securities Act,
 - complementary investment service pursuant to Section 8 (3) (g) of the Securities Act, foreign exchange operations related to the provision of investment services,
- k) issuing mortgage-backed securities;
 - l) financial brokerage;
 - m) acting as depositary;
 - n) foreign exchange activities (purchasing of foreign currency);
 - o) providing bank information;
 - p) trading in foreign exchange and gold on the Bank's own account or on the client's account;
 - q) renting safety boxes;
 - r) activities directly related to the above.

Article 3

Registered Capital

1. The Bank's registered capital amounts to CZK 8,754,617,898 (in words: eight billion seven hundred and fifty four million six hundred and seventeen thousand eight hundred ninety eight Czech crowns), and is divided as follows:
 - a) 100 registered shares, with a par value of CZK 16,320,000 per share;
 - b) 200 registered shares, with a par value of CZK 13,375,000 per share;
 - c) 436,500 registered shares, with a par value of CZK 10,000 per share;
 - d) 10 registered shares, with a par value of CZK 7,771,600 per share;
 - e) 106,563 registered shares, with a par value of CZK 46 per share.
2. The Bank's registered capital has been paid up in full.
3. The General Meeting shall decide on any increase or reduction of the registered capital pursuant to legal regulations of general application and the provision of these Statutes.

Article 4

Shares and Payment for Shares

1. All of the Bank's shares shall be registered common shares and are issued as book-entry securities.
2. The Bank shall not keep a shareholders' register. Such register shall be replaced, pursuant to Section 264 (1) of the Act, with a record of book-entry securities kept pursuant to a separate legal regulation.
3. The terms and conditions of any increase of the Bank's registered capital and method of payment for shares upon such increase in the registered capital by the subscription of new shares shall be determined by the General Meeting pursuant to legal regulations of general application and the provision of these Statutes.

4. Upon an increase in the registered capital by the subscription of new shares, the subscriber shall be obliged to pay 100% of the par value of such shares, plus any applicable issue premium, in full, in a special account maintained by the Bank within the term stipulated by the General Meeting pursuant to Section 475 of the Act. Any in-kind contributions must be brought prior to the filing of the application for an entry of the registered capital increase in the Commercial Register.
5. If the subscriber does not meet its obligation to pay the issue price of the shares subscribed by the subscriber or the applicable part thereof within the stipulated term, the applicable provisions of the Act shall be applied vis-à-vis the subscriber. The Management Board may opt for an alternative measure within the meaning of Section 345 (2) of the Act and file a claim for payment of the issue price against the subscriber.

Article 5

Share Transfers

1. The shares of the Bank are freely transferrable. No consent of any of the company's body is required for their transfer or pledge to become effective.

Article 6

Shareholders

1. The rights and obligations of shareholders shall be stipulated by legal regulations and these Statutes.
2. The Bank is part of the UniCredit Banking Group (the "Group") and forms a concern with it. As a member of the Group, the Bank must comply, subject to applicable law, with the directives received from UniCredit S.p.A. (the "Holding Company" and the "Holding Guidelines", respectively). The Holding Guidelines are those rules which define a clear governance, organization model and managerial responsibility in Group key processes issued in the exercise of the Holding Company's powers to supervise and co-ordinate the Group, in accordance with the instructions issued by the Bank of Italy aimed at maintaining Group stability.
3. Subject to applicable law, the Bank shall provide the Holding Company with all data and information relevant for the issuance of the above instructions, as well as data and information regarding its activities".

Article 7

Bodies of the Bank

1. The Bank has chosen a dualistic governance system
2. The Bank shall have the following bodies:
 - a) General Meeting,
 - b) Management Board,
 - c) Supervisory Board, and
 - d) Audit Committee
3. Any minutes of meetings of the bodies of the Bank referred to in Article 7 (2) above, any and all decisions of the aforesaid bodies of the Bank and any and all materials submitted to such bodies as the basis for their making decisions, including the agenda and notices of meeting, shall be made out in English, or, if so required by Czech legal regulations, in Czech with a translation into English. In the event of any discrepancies between the English and Czech versions of the document, the Czech version shall prevail.

Article 8

General Meeting

1. The General Meeting of shareholders is the supreme body of the Bank. It shall decide on all matters of the Bank falling under its province pursuant to the law or these Statutes. In case the Bank has a sole shareholder, the powers of the General Meeting are executed through resolutions of the sole shareholder.
2. The following shall fall under the sole province of the General Meeting:
 - a) decisions on any amendments to these Statutes, unless such change is necessitated by an increase of the registered capital by the Management Board pursuant to Section 511 et seq. of the Act, or triggered by other legal circumstances;
 - b) decisions on any increase in the Bank's registered capital by the Management Board pursuant to Section 511 et seq. of the Act, or the option of setting off a monetary receivable payable by the Bank against a claim for payment of the issue price;
 - c) decisions on any reduction in the Bank's registered capital and issue of bonds pursuant to Section 286 et seq. of the Act;
 - d) the election and removal of members of the Supervisory Board, the Audit Committee and other bodies set out in these Statutes;
 - e) the approval of regular, extraordinary or consolidated financial statements and interim statements in cases stipulated by law, and decisions on the distribution of profit or other own resources or the settlement of losses and determination of profit shares to the members of the Management Board and the Supervisory Board;
 - f) decisions on remuneration due to members of the Supervisory Board;
 - g) decisions on filing an application for the acceptance of participating securities of the Bank for trading in the European regulated market or their withdrawal from trading in the European regulated market;
 - h) decisions on the dissolution of the Bank with liquidation, the appointment and removal of a liquidator, including the amount of the liquidator's fee, and the approval of proposals for the distribution of the liquidation quota;
 - i) the approval of a transfer or pledge of an enterprise or any such part of it that would result in a substantial change in the Bank's subject of business or activity;
 - j) the approval of a dormant partnership agreement, its amendments and cancellation;
 - k) appoint auditors of the Bank upon the recommendation of the Audit Committee.
 - l) decisions on the establishment of non-mandatory funds of the Bank, the rules for their creation and application;
 - m) decisions on further issues entrusted to the General Meeting by the Act, other legal regulations or these Statutes; and
 - n) decisions that the amount of the variable component of remuneration for members of the Management Board may be higher than the amount of the fixed component of remuneration, but not more than twice the fixed component of remuneration.

Article 9

Convocation of the General Meeting

1. The General Meeting shall be held at least once a year, no later than within 4 months from the last day of the previous accounting period.
2. The General Meeting shall be convened by the Management Board or any other convener authorized by law.
3. At least 30 days prior to the day of holding the General Meeting, a convener of the General Meeting shall release an invitation for the General Meeting on the Bank's web sites and simultaneously he shall send it to shareholders to addresses kept in records of book-entry securities. The invitation shall be released on the Bank's web sites until the moment of holding the General Meeting and shall contain elements under

Section 407 of the Act.

4. Should all shareholders agree, the General Meeting can be held even without the fulfilment of requirements for the convocation of the General Meeting.

Article 10

Agenda of the General Meeting

1. The agenda of the General Meeting shall be set out in detail in the invitation for the General Meeting.
2. In the event that the agenda of the General Meeting includes an increase or reduction of the Bank's registered capital, the notice must further meet requirements set out by the applicable provisions of the Act.
3. In the event that the agenda of the General Meeting is to include any amendment to these Statutes, such draft amendments must be made available free of charge to shareholders for inspection in the Bank's registered office within the term given in the invitation for the General Meeting.
4. If a shareholder intends to present counterproposals at the General Meeting concerning issues on the agenda of the General Meeting, the shareholder shall deliver its counterproposal in writing to the Bank within an adequate term prior to the scheduled date of holding of the General Meeting. The Management Board shall notify shareholders of the shareholder's counterproposal together with its statement thereto under the conditions of Section 362 of the Act in a manner determined for the convocation of the General Meeting.

Article 11

Terms and Conditions and Exercise of Voting Rights

1. (i) Any shareholder or (ii) any securities administrator or a person authorized to exercise the rights related to the share mentioned in an extract from the issuer's (i.e. Bank's) register maintained by the Central Securities Depository (the "register of the issue") shall be entitled to attend the General Meeting and vote thereon either in person or by proxy. For the purposes of taking attendance at the General Meeting, the Bank shall be obliged to obtain an extract from its register reflecting the status of shareholdings as at the date decisive for the participation in the General Meeting, i.e. the 7th calendar day before the date of the respective General Meeting. The General Meeting of the Bank must not be held if the Czech National Bank does not provide a written opinion to the extract from the register. The Bank shall not permit any person identified by the Czech National Bank in its written opinion to the extract from the register under Section 20a (3) of the Banking Act to attend the General Meeting, nor shall it permit persons not indicated in the extract or persons acting as proxyholders for persons not indicated in the extract to attend. The General Meeting shall be further attended by persons attending to technical matters and other persons invited by the Management Board.
2. A shareholder's proxyholder based on a power of attorney must be duly authorized by the shareholder to attend the General Meeting and act thereon by virtue of a special power of attorney applicable to one General Meeting only. Such power of attorney shall further apply to another General Meeting convened on the grounds of repeated convocation due to the lack of quorum. The written power of attorney or its certified copy shall be presented upon the shareholder's entry into the attendance sheet before the General Meeting is called to order. A member of the Management Board or Supervisory Board of the Bank cannot act as proxyholder.
3. The shareholder's voting right shall be derived from the par value of the shares held by the shareholder, whereby each CZK 1 of the par value of the share shall carry one vote. The total number of votes in the Bank amounts to 8,754,671,898 (in words: eight billion seven hundred and fifty four million six hundred and seventy one thousand eight hundred and ninety eight) and the number of votes attached to shares pursuant to Article 3.1 of these Statutes shall therefore be as follows:
 - Each share with a par value of CZK 16,320,000 shall represent 16,320,000 votes at the General Meeting;
 - Each share with a par value of CZK 13,375,000 shall represent 13,375,000 votes at the General Meeting;

- Each share with a par value of CZK 10,000 shall represent 10,000 votes at the General Meeting;
 - Each share with a par value of CZK 7,771,600 shall represent 7,771,600 votes at the General Meeting;
 - Each share with a par value of CZK 46 shall represent 46 votes at the General Meeting.
4. Voting is conducted by a show of hands. Shareholders first vote on a proposal made by the Management Board (and if no Management Board proposal is presented with respect to the issue in question, on a proposal of the Supervisory Board), and if such proposal is not approved, they continue to vote on further proposals pertaining to the issue under consideration in the order of presentation. Upon approval of a particular proposal, no further proposals concerning the issue shall be put to a vote.
 5. Shareholders present at the General Meeting shall be entered into an attendance sheet procured by the Management Board and indicating the name/business name of the shareholder or its securities manager, or the name of the proxyholder, the residential address/registered office of the shareholder or its securities manager or proxyholder, the number and the par value of the shares entitling the shareholder to vote or information, if possible, that the share does not entitle the shareholder to vote. Powers of attorney produced by proxyholders shall be attached to the attendance sheet, and a convener of the General Meeting and a person appointed by him shall then attach their signatures to the attendance sheet to confirm its accuracy. If the Bank refuses to enter a particular person into the attendance sheet, such fact shall be indicated in the attendance sheet together with the grounds for such refusal.

Article 12

General Meeting Procedure

1. The General Meeting shall be called to order and chaired by an authorized member of the body of the Bank that convened the General Meeting. Such member's task shall be to arrange for the election of a chairperson, persons to verify the minutes and a scrutinizer. The General Meeting shall then be chaired by the chairman. The proposals for the election of the chairperson, the minutes clerk, a person verifying the minutes and a scrutinizer may be presented either by the Management Board or any shareholder. The chairperson, the minutes clerk, a person verifying the minutes and a scrutinizer shall be elected by a majority of votes of the shareholders in attendance.
2. The General Meeting (including a substitute General Meeting) shall achieve a quorum if shareholders owning shares with a par value exceeding 51% of the Bank's registered capital are in attendance.
3. The General Meeting shall decide by a simple majority of votes of all the shareholders unless the Act or any legal regulation of general application or these Statutes require a different majority.
4. The General Meeting shall decide at least by a two-third majority in cases stipulated by law, and in matters referred to in Article 8 (2)(a), (b), (c), (j) of these Statutes (except for the decision-making on an increase in the registered capital by in-kind contributions), as well as on a resolution on the dissolution of the Bank with liquidation, and a resolution on the distribution of the liquidation quota. A resolution under Article 8.2 (j) and on a change in the registered capital amount also requires the consent of at least a two-third majority of votes of present shareholders of each class of shares whose right are affected by such resolution.
5. Where the law so requires, and further in cases of decisions of the General Meeting on changes in the class or form of shares, a change of rights attached to certain classes of shares, a restriction on transferability of registered shares or book-entry shares and the withdrawal of participating securities from trading in the European regulated market, the consent of a minimum of three-quarters of the shareholders present and holding such shares shall be required.
6. Where the law so requires, and further in cases of decisions on the exclusion or restriction of priority rights to convertible and priority bonds, on the possibility of profit distribution to persons other than shareholders under Section 34 (1) of the Act, on the exclusion or restriction of priority rights of a shareholder in case of increasing the registered capital by the subscription of new shares and on an increase in the registered capital by in-kind contributions, the General Meeting shall decide by a minimum of three-quarters of the votes of the shareholders present. If multiple classes of shares have been issued, the consent of a minimum of three-quarters of the shareholders holding each class of

shares will be required, unless those resolutions do not affect holders of those classes of shares.

7. Where the law so requires, and in cases of a decision referred to in Article 12.4 through 12.6 of these Statutes, a public instrument must be drawn up to attest the same. The public instrument may further attest the entire course of the General Meeting.
8. Matters not included in the agenda of the General Meeting may be discussed or resolved only with the consent and in attendance of all shareholders.

Article 13

Minutes of the General Meeting

1. A minutes clerk shall execute the minutes of the General Meeting within 15 days of its holding. The minutes of the General Meeting shall contain the following:
 - a) business name and registered office of the Bank,
 - b) place and time of holding the General Meeting,
 - c) names of the chairperson, minutes clerk, a person verifying the minutes and a scrutinizer/scrutinizers,
 - d) outline of deliberations pertaining to the individual items on the agenda of the General Meeting,
 - e) resolutions of the General Meeting and voting results, and
 - f) the content of any protest made by a shareholder, member of the Management Board or Supervisory Board with respect to any resolution of the General Meeting, if the protesting party so requests.
2. The minutes of the General Meeting shall be accompanied by proposals and declarations tabled at the General Meeting, and the attendance sheet.
3. The minutes shall be signed by the minutes clerk, the chairperson or the convener of the General Meeting and persons verifying the minutes.
4. The minutes of the General Meetings, together with an invitation to the General Meeting and original attendance sheets shall be kept on file in the Bank's archives for its entire existence. Should the minutes or any part of them fail to be published on the Bank's web sites, their copy will be made at the shareholder's request at the company's expense.

Article 14

Management Board

1. The Management Board shall be the statutory body of the Bank. It shall manage its activities and act for the Bank in the manner set out in Article 27 of these Statutes.
2. The Management Board shall decide on any and all matters concerning the Bank, unless such matters fall under the province of the General Meeting or the Supervisory Board pursuant to applicable legal regulations or these Statutes.
3. The Management Board shall, in particular:
 - a) organize day-to-day activities of the Bank and manage its business,
 - b) convene the General Meeting and implement its decisions,
 - c) submit to the General Meeting
 - at least once a year, a report on business activities and the condition of the Bank's assets; such report shall form a part of the Bank's annual report,
 - ordinary, extraordinary, consolidated or interim financial statements with a proposal for profit distribution or the settlement of a loss, and prepare such materials,
 - d) publish in a manner for the convocation of the General Meeting the main data of financial statements (total assets, total liabilities, shareholders' equity, profit before tax and profit after tax) and a report on the Bank's business activity and the state of its assets at least 30 days prior to the holding of the annual

General Meeting. It will also state where the financial statements are available for inspection; or publish in a manner for the convocation of the General Meeting information that and where on the Bank's web sites the Bank published its financial statements under Section 436 (1) sentence two of the Act,

- e) decide on the establishment and closure of branches of the Bank,
- f) appoint and recall management of the Bank,
- g) exercise rights of the employer,
- h) issue, if the Management Board deems fit, the Rules of Procedure of the Management Board, such Rules not to be contrary to these Statutes; the Rules of Procedure of the Management Board, if any, shall be subject to prior approval by the Supervisory Board,
- i) grant and withdraw authorization to act on behalf of the Bank and powers of attorney to the Bank's representatives,
- j) establish mandatory funds of the Bank in accordance with legal regulations of general application, and determine, in conjunction with the Supervisory Board, how such funds are to be created and used,
- k) enter into the contract for statutory audit with the auditor appointed by the general meeting.
- l) establish committees of the Bank and stipulate their tasks,
- m) constitute and withdraw a proctor with the prior approval of the Supervisory Board; and
- m) discharge other duties as may be stipulated by law or these Statutes.

Article 15

1. The Bank's Management Board shall consist of 9 members elected by the Supervisory Board. Directors must be natural persons. A director must not concurrently hold the office of a member of the Bank's Supervisory Board or director of the Internal audit Department. The term of office of the Bank's directors shall be 3 years. The Supervisory Board shall be obliged to elect within three months a new member to fill any directorship vacated prior to the due expiry of the term of office of the outgoing director.
2. The directors shall elect a chairman of the Management Board and a deputy chairman of the Management Board. The deputy chairman shall substitute for the chairman of the Management Board during his absence.
3. The Management Board shall decide by resolutions usually adopted at meetings of the Management Board. Meetings shall be held as required, but at least once every one month. The meetings shall be convened and chaired by the chairman or deputy chairman of the Management Board. The chairman or deputy chairman of the Management Board shall convene a meeting of the Management Board by a notice given not less than 5 days prior to the date of the meeting; the notice may be sent by fax or e-mail. Costs of the meetings and other activities of the Management Board shall be borne by the Bank.
4. The Management Board shall be quorate if more than one-half of its members are present. The valid adoption of resolutions shall require the consent of a simple majority of present members of the Management Board. In the event of equality of votes, the chairman of the Management Board meeting shall have the casting vote.
5. Meetings may be held in or outside the registered office in person or through technical means which would enable each of the attendees to be identified by all the others and that each of the attendees is in a position to intervene in real time during the discussion of the topics being examined, as well as receive, transmit and view documents. The fulfilment of these prerequisites has to be verified before the start of the meeting by the chairing person. If all of the members agree, the members of the Management Board may decide via a teleconference, or in writing and without holding a meeting ("per rollam"). The voting members shall be deemed to be present in the above cases. The resolutions adopted via a teleconference or per rollam have to be included in the minutes of the immediately following session of the Management Board.
6. Minutes shall be drawn up to record the course of the Management Board meeting and its resolutions signed by the chairperson of the meeting, on which the minutes were approved, and the minutes clerk. The minutes shall contain an attendance sheet. The minutes must refer by name to all members who

voted against the individual resolutions or who abstained from voting. Unless proven to the contrary, members not referred to by name shall be deemed to have voted in favor of the resolutions.

Article 16

1. Members of the Management Board shall be obliged to discharge their office with due care. They shall further be obliged to keep confidential any confidential information and facts the disclosure of which to third parties could be detrimental to the Bank.

Article 17

Supervisory Board

1. The Supervisory Board of the Bank shall oversee the conduct of the Bank's business activities and the exercise of powers by the Management Board.
2. The Supervisory Board shall:
 - a) assess specific directions of the Bank's activities and business policy and supervise its implementations,
 - b) be entitled to verify any action concerning the Bank's matters,
 - c) review the ordinary or extraordinary financial statements and consolidated financial statements, and interim statements, if any, and decisions on profit distribution or the settlement of losses, and submit its position to the General Meeting,
 - d) be entitled to view through any of its members any and all documents and records concerning the Bank's activities,
 - e) review whether the accounting records provide a true and fair view of the Bank's condition, and whether the business activities of the Bank are conducted in accordance with legal regulations, and these Statutes,
 - f) convene the General Meeting if the Bank's interests so require, and propose requisite measures to the General Meeting,
 - g) appoint one of its members to represent the Bank in proceedings held before courts and other bodies against a member of the Management Board,
 - h) issue, if it deems fit, the Rules of Procedure of the Supervisory Board, such Rules not to be contrary to these Statutes,
 - i) approve the Rules of Procedure of the Management Board, if any,
 - j) elect and remove members of the Management Board. New members of the Management Board shall be elected from among candidates who may be proposed by any members of the Supervisory Board. The Supervisory Board shall decide on the removal of members of the Management Board upon the motion of any member of the Supervisory Board,
 - k) Deleted,
 - l) stipulate the general terms and conditions of the Bank's activities and terms and conditions for compliance with credit risk exposure in accordance with the decrees of the Czech National Bank and legal regulations published in the Collection of Laws of the Czech Republic,
 - m) Deleted,
 - n) approve management agreements concluded between the Bank and members of its Management Board, and any payments to be made by the Bank to the members of its Management Board pursuant to Section 61 (1) of the Act.
 - o) decide on remuneration of members of the Management Board, and stipulate rules for remuneration of the director of the Internal Audit Department and of the director of Compliance Department. In case the General Meeting decides pursuant to the Article 8 Par 2 Let n) of these Statutes that the amount of the

variable component of remuneration for members of the Management Board may be higher than the amount of the fixed component of remuneration, but not more than twice the fixed component of remuneration, the Supervisory Board shall determine in each individual case the level of the ratio between fixed and variable component of remuneration,

- p) establish committees of the Supervisory Board and assign their tasks,
- q) supervise the effectiveness and efficiency of the management and control system of the Bank,
- r) Deleted
- s) may request the chairman of the Audit Committee to summon a meeting of the Audit Committee; and
- t) fulfil other obligations stipulated by law, these Statutes or Group rules.

Article 18

1. The Supervisory Board shall consist of 9 members who must be natural persons and who are elected for 3 years. A Supervisory Board member cannot concurrently serve on the Bank's Management Board, be a holder of procuration, director of the Internal Audit Department or a person authorized to act for the Bank pursuant to the Bank's entry in the Commercial Register.
2. One third of the Supervisory Board members shall be elected by the Bank's employees in accordance with generally binding legal regulations and the Bank's election rules approved by the Management Board after the discussion with the trade union organizations. The remaining members of the Supervisory Board shall be elected by the General Meeting. Together with the election of the Supervisory Board members according to this Clause, the Bank's employees shall further elect three substitutes whose order shall be based on the number of votes received.
3. Upon resignation of a member of the Supervisory Board, the resigning member will announce his resignation to the Supervisory Board and his office will terminate by expiring one month after the delivery of the notice unless the Supervisory Board approves another moment of the termination of his office at the request of the resigning member.
4. If the office of member of the Supervisory Board elected by the employees becomes vacant before the expiry of the term of office, a substitute in the order of election shall fill the office for the balance of the original term of office.
5. The General Meeting must elect a new member of the Supervisory Board within two months to fill any seat on the Supervisory Board that becomes vacant before the elapse of the term of office. If the number of members of the Supervisory Board has not dropped below one half, the Supervisory Board may appoint substitute members to serve on the Supervisory Board until the next General Meeting.
6. Members of the Supervisory Board elect a chairman and deputy chairman from among their number. The deputy chairman shall substitute for the chairman during his absence.
7. Members of the Supervisory Board shall attend the Bank's General Meeting. They are obliged to advise the General Meeting of the results of their supervisory activities, and may put their presentations on the agenda of the General Meeting.
8. The Supervisory Board shall perform its powers in an ensemble. The Supervisory Board may delegate its supervisory activities to its individual members by assigning such activities to them for the entire term of office. Such division of tasks may be changed or revoked at any time. The division of supervisory tasks shall create no prejudice to the liability of any member of the Supervisory Board to supervise how the Bank's matters are managed or to their right to conduct other supervisory activities.

Article 19

1. The chairman or deputy chairman of the Supervisory Board shall convene a meeting of the Supervisory Board at least once in every three months and shall chair the same. The chairman or deputy chairman of the Supervisory Board shall convene the meeting of the Supervisory Board by a written notice given not less than 10 days prior to the meeting. Costs of the Supervisory Board meetings and other activities shall be borne by the Bank. 2. The Supervisory Board shall be quorate if more than one-half of its members

are present. The valid adoption of resolutions shall require the consent of a simple majority of all members of the Supervisory Board. In the event of equality of votes, the chairman of the Supervisory Board shall have the casting vote.

3. Meetings of the Supervisory Board may be held in or outside the registered office or through technical means which would enable each of the attendees to be identified by all the others and that each of the attendees is in a position to intervene in real time during the discussion of the topics being examined, as well as receive, transmit and view documents. The fulfilment of these prerequisites has to be verified before the start of the meeting by the chairing person.. If all the members agree, the Supervisory Board may decide in writing and without holding a meeting ("per rollam"). The voting members shall be deemed to be present in the above cases. The resolutions adopted per rollam have to be included in the minutes of the immediately following session of the Supervisory Board.
4. Minutes shall be drawn up to record the course of the Supervisory Board meeting and its resolutions signed by the chairperson of the meeting, on which the minutes were approved, and the minutes clerk. The minutes shall also include the attendance sheet. The minutes shall give the names of the Supervisory Board members who voted against the approval of individual resolutions or who abstained from voting. In case of members whose names have not been given it shall be deemed that they voted for the resolution. The minutes will also contain opinions of the minority of members if they require it.

Article 20

The provisions of Article 16 of these Statutes shall equally apply to the members of the Supervisory Board.

Article 21

The Audit Committee

1. The Audit Committee is an independent committee with a role to oversee, monitor and advice issues of concern regarding the accounting and financial reporting, the internal control, audit and risk management, the external audit and monitoring compliance with laws, Bank's regulations and the Code of Conduct.
2. The Audit Committee consists of 3 members appointed and dismissed by the General Meeting for a term of 3 (three) years from the Supervisory Board members or third persons. The majority of the members of the Audit Committee must be independent and professionally qualified. At least one member of the Audit Committee must be a person who is or was a statutory auditor or a person whose accounting knowledge or experience ensures the proper performance of the function of a member of the Audit Committee, having regard to the sector in which the Bank operates; this member must always be independent.
3. The Audit Committee can order inspections and specific audit examinations on the Bank's functions, other units of the Bank and subsidiaries. In addition, it can be requested to assess the inter-bank and intra-group transactions where the Bank is a party to them, and other transaction presenting, directly or indirectly, a conflict of interest. In carrying out its activities, the Audit Committee is also authorized to seek advice from the Group Audit Department. In such circumstances, Group Audit Department staff will be required to comply with all applicable confidentiality provisions.
4. Without prejudice to the responsibilities of the Management Board or Supervisory Board members, the Audit Committee in particular:
 - a) monitor the effectiveness of internal control, the risk management system;
 - b) monitor the effectiveness of internal audit and its functional independence;
 - c) monitor the process of drawing up the financial statements and consolidated financial statements and recommendations to the Management Board or the Supervisory Board to ensure the integrity of accounting and financial reporting systems;
 - d) recommends that the auditor duly substantiate this recommendation, unless stated otherwise in the directly applicable European Union regulation regulating specific requirements for the statutory audit of

- public-interest entities;
- e) assess the independence of the statutory auditor and audit firm and the provision of non-audit services to the bank by the statutory auditor and audit firm,
 - f) discuss with the auditor the risks to his independence and the protective measures taken by the auditor to mitigate those risks;
 - g) monitor the statutory audit process; it shall be based on the comprehensive report on the quality assurance system,
 - h) expresses its opinion on the termination of the obligation from the statutory audit contract or withdrawal from the statutory audit contract pursuant to Section 17a (1),
 - i) assess whether the audit engagement will be subject to a review of the engagement quality control engagement by another statutory auditor carrying out an audit activity on its own behalf and on its own account or by an audit firm under the first subparagraph of Article 4 (3) of Regulation (EU) No 537 / 2014,
 - j) inform the Supervisory Board of the outcome of the statutory audit and of its findings from the monitoring of the statutory audit process;
 - k) inform the Supervisory Board how the statutory audit contributed to ensuring the integrity of accounting and financial reporting systems;
 - l) decide on the continuation of the statutory audit by the auditor referred to in the second subparagraph of Article 4 (3) of Regulation (EU) No 537/2014 of the European Parliament and of the Council;
 - m) approves the provision of other non-audit services,
 - n) approve the report on the conclusions of the selection procedure in the selection procedure in accordance with Article 16 of Regulation (EU) No 537/2014 of the European Parliament and of the Council.
5. Meetings of the Audit Committee shall be quorate if attended in person or via teleconference by the majority of its members. Decisions are passed by a simple majority vote of attending members. If all the members agree, the members of the Audit Committee may decide in or outside the registered office by any means of communication by which all members of the Audit Committee may simultaneously hear each other during the meeting (e.g., via teleconference), or in writing and without holding a meeting ("per rollam"); the voting members shall be deemed to be present in such case. The resolution adopted per rollam has to be included in the minutes of the immediately following regular session of the Audit Committee.
 6. The Audit Committee appoints and dismisses its Chairman among its members. The Chairman shall coordinate and plan the activities of the Audit Committee, call its meetings and chair them. The Chairman has to be independent.
 7. The auditor is obliged to regularly inform the Audit Committee of significant facts arising from the statutory audit, in particular, of significant shortcomings in the internal control system in connection with the preparation of the financial statements or consolidated financial statements.
 8. The more detailed functions of the Audit Committee, procedure for organization, convocation of meetings and adoption of resolutions are stipulated in the Rules of Procedures of the Audit Committee approved by the General Meeting."

Article 22

Financial Statements

1. The accounting period of the Bank shall be identical with the calendar year.
2. The Bank's Management Board shall compile ordinary, extraordinary, consolidated or interim financial statements, and submit them to auditors together with a request for a review of the Bank's economic operation during the period in question. Upon receiving from the auditors a report on the review of the ordinary, extraordinary, consolidated or interim financial statements, the Management Board shall submit the financial statements together with the auditor's report to the Supervisory Board and the Audit Committee forthwith. Together with the ordinary financial statements, the Management Board shall

provide the Supervisory Board with a proposal for distribution of profit, or the settlement of a loss, if any.

3. The Supervisory Board shall examine the ordinary, extraordinary, consolidated or interim financial statements and proposal for profit distribution or settlement of losses, and advise the General Meeting of the result. The ordinary financial statements with a proposal for profit distribution or settlement of losses shall be submitted to the General Meeting by the Management Board.
4. The Management Board shall publish the main data from financial statements in a manner set out in Article 14 (3) (d) of these Statutes, unless the company proceeds under Section 436 (1), sentence two of the Act and shall publish financial statements on its web sites at least for a period of 30 days prior to the holding of the General Meeting and for 30 days after the approval or disapproval of financial statements.

Article 23

Profit Distribution and Loss Settlement Method

1. The General Meeting shall resolve on the distribution of profits or settlement of losses upon a motion of the Management Board, following its review by the Supervisory Board. The General Meeting can resolve on the distribution of profit among shareholders, members of the Management Board and the Supervisory Board.
2. The Bank's net profit, i.e., the profit remaining after payment of taxes and other payments of similar nature, shall be used in accordance with the decision of the General Meeting in the following order:
 - a) for allocations to the reserve fund under Article 24 of these Statutes,
 - b) for allocations to other funds of the Bank, if any,
 - c) for other purposes as may be stipulated by the General Meeting in accordance with applicable legal resolutions,
 - d) for payment of a profit share (royalties) to the members of the Management Board and the Supervisory Board, and
 - e) for payment of dividends to shareholders.
3. Any losses resulting from the Bank's operations shall be settled first and foremost out of its reserve fund under Article 24 of these Statutes, unless the General Meeting resolves otherwise. The application of the reserve fund and approval of the application of the reserve fund is set out in Article 24 of these Statutes.

Article 24

Reserve Fund and Other Funds of the Bank

1. The Bank has created a reserve fund from earnings from previous years. Other non-mandatory allocations to this reserve fund of the Bank shall be made based on a decision of the General Meeting. The reserve fund so created may be used solely to settle the Bank's loss based on the decision of the General Meeting.
2. The Bank establishes a special-purpose reserve fund in EUR. This special-purpose reserve fund will be formed by the part of the capital of the former UniCredit Bank Slovakia as (hereinafter referred to as UCB SK), which was not used for the increase of the registered capital of the bank to issue new shares for the former shareholders of UCB SK, who asked for a replacement. The special-purpose reserve fund under this provision may be used only to offset losses.
3. The Bank establishes a special-purpose reserve fund denominated in EUR (Nbr. 2). The Bank will use this special-purpose reserve fund in EUR (Nbr. 2) for the potential allocations of the profit after tax of Slovak Branch based on the decision of the sole shareholder of the Bank. The Bank may pay out a dividend from this fund.
4. The establishment of further funds of the Bank, their supplementation and application shall be governed by the provisions of legal regulations of general application and these Statutes.

Article 25

Increase and Decrease in Registered Capital

1. Increases or decreases in the Bank's registered capital may be carried out in a manner and on terms stipulated in these Statutes and binding legal regulations, in particular the provisions of the Act or the Banking Act. Any decision on an increase or decrease of the registered capital shall be made by the General Meeting, or any increase in registered capital under the terms stipulated in Section 511 et seq. of the Act shall be decided by the Management Board.
2. The effects of any increase or decrease in the registered capital shall occur upon the entry of a new registered capital amount into the Commercial Register.
3. Any reduction of the Bank's registered capital shall be subject to prior consent of the Czech National Bank, and the Bank's registered capital following the reduction must not drop below the minimum amount stipulated by binding legal regulations. Reduction of registered capital must not result in any aggravation of collectability of creditors' receivables.
4. Any reduction of the Bank's registered capital shall be effected in the manner stipulated by the Act. Notification of registered capital reduction shall be given in accordance with Section 518 of the Act. Reduction of registered capital by retiring shares by drawing lots shall not be permissible.

Article 26

Notifications by the Bank

1. The information that the Bank is obliged to publish pursuant to generally binding legal regulations shall be published in the Commercial Bulletin issued in the Czech Republic, and on the Bank's web sites, www.unicreditbank.cz.
2. In case a legal regulation requires the Bank to publish information on the territory of the Slovak Republic, the Bank will publish it in a manner defined by the relevant legal regulation.

Article 27

Acting and Signing for the Bank

1. The Management Board shall act for the Bank as its collective statutory body. Any two members of the Management Board acting jointly shall always represent the Bank towards the third parties.
2. Any two members of the Management Board acting jointly may sign for the Bank by attaching their signatures next to the printed or written business name of the Bank.
3. Two proctors may act for the Bank vis-à-vis third parties and sign for the Bank by attaching their signatures next to the printed or written business name of the Bank and attaching an affix referring to the procuration.
4. Other persons shall act and sign on behalf of the Bank by virtue of a power of attorney or an authorization granted by an authorized person, whether in their sole capacity or jointly in accordance with such power of attorney or authorization in accordance with the Bank's bylaws.

Article 28

Structure and Organization of the Bank

1. The structure and organization of the Bank, its organization units and subordination of organization units and their work tasks shall be stipulated by the Management Board in accordance with these Statutes and applicable legal regulations. The organization structure of the Bank respects the following governance hierarchy:
Division, Department, Unit Section, for the distribution network Market, Region, Branch.
2. According to respective legal regulations, the Bank may establish committees or other organizational units outside or independent of the governance hierarchy.

3. The foreign branch in Slovakia is classified in the organizational chart as a division.
4. Divisions, Departments or Areas are headed by "Directors" and the other organizational subdivisions are headed by "Managers".
5. Details on the organization and structure of the Bank are described in the Organization Order of the Bank issued and amended by the Management Board.

Article 29

Powers and Liability of Managers

1. Executive officers of the Bank shall be held responsible for all organization structures directly or indirectly subordinated to them and assigned to their competence line defined by the Organization and Competence Order of the Bank.

Article 30

Powers and Liability of Other Employees

1. Apart from regular employees of the Bank, Directors and Managers responsible for the proper operation of the subordinated organization units managed by them and for the fulfilment of tasks and orders shall be treated as Bank's employees. In order to achieve this objective, they are authorized to set and assign work tasks to subordinate employees of the Bank, to organize and check their work, to assign binding orders to them, to assess their performance, plan their professional development and to propose recruitment of an employee with adequate professional education.
2. All employees of the Bank shall be liable to the Bank for any detriment caused by breach of duty due to fault in the fulfilment of their work tasks or in direct connection with the task fulfilment, such liability being subject to generally binding laws. This provision shall have no impact on liability of members of the Management Board and the Supervisory Board of the Bank for the fulfilment of their obligations arising from these Statutes and generally binding laws. Detailed competences and responsibilities of other employees of the Bank authorized to carry on banking deals have been stipulated in internal regulations of the Bank and description of work of such employees.

Article 31

Management and Control System of the Bank

1. The Management Board shall ensure the creation and assessment of the management and control system of the Bank and it shall be responsible for continual maintaining of its operability and efficiency. The Management Board shall also ensure the defining of the general strategy, including the respective principles and objectives of its fulfilment, and continual and effective operation of the internal control system. At least once a year, the Management Board shall evaluate the overall operability and effectiveness of the management and control system and it shall arrange the adoption of measures to remedy possible discovered shortcomings. It shall approve and assess regularly the overall strategy of the Bank, risk management strategy, development of information systems and the security policy applicable to information systems. It shall also approve the organization structure which shall comply, inter alia, with requirements for the separation of incompatible positions. The Management Board shall establish the Internal Audit Department, approve its Statutes and subject of activities, including the staffing and technical facilities. The Management Board shall be responsible for defining rules of personnel and wage policy, including the policy according to which all activities of the Bank must be carried out by the qualified staff. It shall promote high standards of ethics and moral integrity on the part of the Bank's employees. It shall further advise the Bank's employees of their pro-active role in the management and control system of the Bank. Based on its review of regular reports and extraordinary findings, the Management Board shall adopt adequate measures to be implemented without undue delay.

2. The Supervisory Board shall supervise the effectiveness and efficiency of the management and control system of the Bank as a whole, and assess it at least once a year. It shall also take part in directing, planning and assessing internal audit activities and in the compliance assessment.
3. The management and control system of the Bank covers all its activities, as well as the activities of all persons in the regulated consolidation whole.
4. Requirements for the management and control system of the Bank have been laid down in internal regulations of the Bank.
5. One of the main elements of the internal control system is the Internal Audit Department of the Bank. Internal Audit Department shall examine independently all activities of the Bank, in particular:
 - a) observing the rules of prudent business of the Bank,
 - b) observing the defined principles, objectives and procedures,
 - c) risk management system,
 - d) financial management,
 - e) completeness, correctness and conclusiveness of bookkeeping,
 - f) reliability of accounting, statistical and operating data,
 - g) reliability of the information supplied to Bank's bodies
 - h) reliability of the system of compiling and submitting financial statements to the CNB, and
 - i) operability and security of information systems.

The Internal Audit Department shall prepare the summary evaluation of operability and effectiveness of the management and control system of the Bank at least on an annual basis,

6. The Director of Internal Audit Department, accountable to the Chairman of the Management Board, must not be a member of the Management Board of the Bank or a member of the Supervisory Board of the Bank. The Director of the Internal Audit Department shall be appointed to and removed from his/her position by the Management Board of the Bank which shall ask the Supervisory Board for prior consent to such appointment or removal. Supervisory Board decides upon recommendation of the Audit Committee. The Internal Audit Department shall carry on its activities according to its Annual Activity Plan approved by the Audit Committee and by the Management Board. The Internal Audit Director shall report quarterly to the Audit Committee and the Board of Director on results of activities of the Internal Audit Department. Whenever the Internal Audit Department discovers facts which may have negative impact on results of the Bank's operation, the Internal Audit Director shall initiate an extraordinary meeting of the Supervisory Board.
7. Requirements for internal audit have been detailed in the Internal Audit Statutes.
8. Another important element of the management and control system of the Bank is the activity of the Compliance which shall have the following objectives:
 - a) to prevent the abuse of insider information and conflicts of interests within the Bank in the sphere of financial and capital markets pursuant to Act on Business on Capital Markets,
 - b) to check the compliance with rules governing the employees' security deals contracted at their own account or at the account of their relative persons and to check deals carried out at the own account of the Bank and for clients from the point of view of observing the Act on Business on Capital Markets,
 - c) to ensure the compliance of internal regulations of the Bank with legal regulations, in particular, with legal regulation governing the providing of investment services and measures against legalization of proceeds derived from criminal activities, mutual harmonization of internal regulations and compliance of activities with legal and internal regulations.

Article 32

Amendments and changes to these Statutes

1. The General Meeting shall resolve on any amendments to these Statutes upon a motion filed by the

Management Board or shareholders attending the General Meeting, or upon a motion filed by the Supervisory Board if such General Meeting was convened and requisite measures proposed by the Supervisory Board. A public instrument shall attest such decision of the General Meeting.

2. If any amendment to these Statutes occurs by virtue of any legal fact, the Bank's Management Board shall be obliged to issue a complete and restated wording of these Statutes without undue delay upon any member of the Management Board learning of such fact.
3. These Statutes is drawn up in both Czech and English language. In case of any inconsistency between Czech and English language versions, the Czech language version of these Statutes shall prevail.

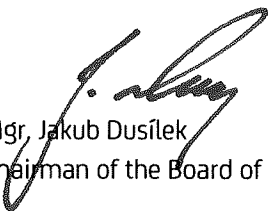
Article 33

Effect

These Statutes shall come into force on the day of their approval by the sole shareholder.

Prague, November 18th 2020

UniCredit Bank Czech Republic and Slovakia, a.s.



Mgr. Jakub Dušilek
Chairman of the Board of Directors



Massimo Francese
Member of the Board of Directors