

**First Supplement dated 11 February 2026
to the Base Prospectus dated 25 August 2025**

UNICREDIT BANK CZECH REPUBLIC AND SLOVAKIA, A.S.
(incorporated with limited liability in the Czech Republic)

**€10,000,000,000
Mortgage Covered Bond Programme**

*This document constitutes a supplement (the **First Supplement**) for the purpose of Article 23 (1) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council (as amended, the **Prospectus Regulation**) and is supplemental to and should be read in conjunction with, the base prospectus dated 25 August 2025 (the **Original Base Prospectus**) of UniCredit Bank Czech Republic and Slovakia, a.s. (the **Issuer**) prepared in relation to the Issuer's €10,000,000,000 Mortgage Covered Bond Programme. With effect from the date of this First Supplement, the Original Base Prospectus shall be amended and supplemented in the manner described in this First Supplement and each reference in the Original Base Prospectus to "Base Prospectus" shall be read and construed as a reference to the Original Base Prospectus as amended and supplemented by this First Supplement. The Original Base Prospectus in the form as supplemented by this First Supplement is hereinafter referred to as the **Base Prospectus**.*

Terms defined in the Original Base Prospectus have the same meaning when used in this First Supplement. To the extent that there is any inconsistency between (a) any statement in this First Supplement and (b) any other statement in the Original Base Prospectus prior to the date of this First Supplement, the statements in (a) will prevail.

This First Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the **CSSF**) and will be published together with any documents incorporated by reference in electronic form on the website of the Luxembourg Stock Exchange www.luxse.com and on the website of the Issuer www.unicreditbank.cz. The Original Base Prospectus is published together with any documents incorporated by reference in electronic form on the website of the Luxembourg Stock Exchange www.luxse.com and on the website of the Issuer www.unicreditbank.cz.

The CSSF only approves this First Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this First Supplement.

By approving this First Supplement, the CSSF assumes no responsibility as to the economic and financial soundness of the transaction or the quality or solvency of the Issuer pursuant to Article 6 (4) of the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en oeuvre du règlement (UE) 2017/1129*, the **Luxembourg Prospectus Law**).

The Issuer with its registered office at Prague 4 - Michle, Želetavská 1525/1, Postal Code 14092, Czech Republic, accepts responsibility for the information contained in this First Supplement. The Issuer hereby declares that, to the best of its knowledge, the information contained in this First Supplement is in accordance with the facts and that this First Supplement makes no omission likely to affect its import.

Save as disclosed in this First Supplement, there has been no significant new factor, material mistake or material inaccuracy relating to information included in the Original Base Prospectus since the publication of the Original Base Prospectus.

In accordance with Article 23 (2) of the Prospectus Regulation, where the Original Base Prospectus to which this First Supplement applies relates to an offer of debt securities to the public, investors who have already agreed to purchase or subscribe for any debt securities before this First Supplement is published have the right, exercisable within three working days after the publication of this First

Supplement, i.e. until and including 16 February 2026, to withdraw their acceptances, provided that a significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.

PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to: (a) incorporate by reference the Issuer’s consolidated unaudited interim financial statements as of and for the nine months ended 30 September 2025; (b) amend the “Selected Financial Information” section in the Original Base Prospectus; (c) amend the “Description of the Issuer” section in the Original Base Prospectus; (d) amend the “Management and Employees” section in the Original Base Prospectus; (e) amend the “Risk Management” section in the Original Base Prospectus; and (f) amend the “General Information” section in the Original Base Prospectus in order to implement certain financial information as of and for the nine months ended 30 September 2025.

NOTICE

This First Supplement does not constitute an offer of, or an invitation by or on behalf of the Issuer to subscribe for, or purchase, any debt securities the Issuer may issue. No person has been authorised by the Issuer to give any information or to make any representation other than those contained in this First Supplement or the Base Prospectus. If given or made, any such information or representation should not be relied upon as having been authorised by the Issuer.

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SUPPLEMENTAL INFORMATION

Part A – Amendments to the section DOCUMENTS INCORPORATED BY REFERENCE

1) On page 62 of the Original Base Prospectus, the following clause “(f)” shall be added:

“(f) the consolidated unaudited interim financial statements of the Issuer as of and for the nine months ended 30 September 2025 including the information set out at the following pages:

Consolidated Interim Statement of Financial Position	Page 1
Consolidated Interim Statement of Comprehensive Income	Page 2

(available at: <https://www.unicreditbank.cz/content/dam/cee2020-pws-cz/cz-dokumenty/obance/international-covered-bond-programme/UCB-Notes-Conso-30092025.pdf>)”

Part B – Amendments to the section SELECTED FINANCIAL INFORMATION

2) On pages 365 to 366 of the Original Base Prospectus, the item “**Consolidated statement of comprehensive income**” shall be modified as follows:

Consolidated statement of comprehensive income

	Nine months ended 30 September			Year ended
	2025	2024	2024	31 December
	<i>(in CZK millions)</i>			
Interest income of which:.....	24,020	27,634	36,186	36,676
–interest income calculated using the effective interest method	27,423	31,772	41,473	43,943
Interest expenses	(12,209)	(15,908)	(20,554)	(21,252)
Net interest income	11,811	11,726	15,632	15,424
Fee and commission income	5,536	4,799	6,515	5,682
Fee and commission expenses	(1,601)	(1,603)	(2,220)	(2,020)
Net fee and commission income	3,935	3,196	4,295	3,662
Dividend income	25	4	5	7
Net income/(loss) from trading	1,875	2,065	2,802	2,702
Net income/(loss) from hedging against risk of changes in fair value.....	-	(1)	(1)	2
Net income/(loss) from the sale or repurchase of.....	112	64	36	200
Financial assets at amortised cost.....	61	62	66	160
Financial assets at fair value through other comprehensive income.....	49	1	(35)	39
Financial liabilities	2	1	5	1
Net income/(loss) from financial assets/liabilities at fair value through profit or loss, of which.....	(4)	21	38	102
Mandatorily at fair value	(4)	21	38	102
Other operating income.....	1,179	1,136	1,653	1,201
Operating income.....	18,933	18,211	24,460	23,300
Impairment losses on:	(550)	(252)	(802)	(290)
Financial assets at amortised cost.....	(551)	(252)	(803)	(294)
Financial assets at fair value through other comprehensive income.....	1	-	1	4
Administrative expenses	(5,969)	(6,070)	(7,984)	(7,909)
Net provisions for risks and charges	152	501	257	(143)
Loan commitments and financial guarantees given.....	130	537	525	(107)
Other net provisions	22	(36)	(268)	(36)
Depreciation and impairment of property, equipment and right of use assets.....	(730)	(729)	(1,000)	(934)
Amortisation and impairment of intangible assets	(584)	(547)	(749)	(915)
Other operating expenses	(425)	(497)	(647)	(574)
Operating expenses	(7,556)	(7,342)	(10,123)	(10,475)
Net income/(loss) on property and investment property measured at fair value	1	(7)	3	(8)
Share of profit of equity-accounted investees, net of tax	31	28	37	50
Profit/(loss) from the sale of non-financial assets	(24)	-	(3)	(1)
Profit before income tax	10,835	10,638	13,572	12,576

Income tax.....	(2,211)	(2,195)	(2,872)	(2,121)
Profit after tax	8,624	8,443	10,700	10,455
Net profit attributable to the Group's shareholders	8,624	8,443	10,700	10,455
Items that cannot be subsequently reclassified to profit or loss				
Reserve from revaluation of financial assets at fair value through other comprehensive income, of which:	1	(1)	(1)	-
Change in fair value	1	(1)	(1)	-
Revaluation reclassified to profit or loss	-	-	-	-
Deferred tax.....	-	-	-	-
Reserve from revaluation of property used in business measured at fair value, of which:	(3)	13	14	(28)
Change in fair value	2	21	32	(27)
Transfers of the revaluation reserve into the retained earnings.....	(6)	(5)	(7)	(7)
Deferred tax.....	1	(3)	(11)	6
Items that can be subsequently reclassified to profit or loss				
Reserve from revaluation of hedging instruments in cash flow hedges, of which:	257	1,467	1,013	3,390
Change in fair value	1,141	2,478	2,590	5,715
Revaluation reclassified to profit or loss	(542)	(683)	(1,420)	(1,643)
Deferred tax.....	(171)	(328)	(157)	(682)
Other changes without impact on Other comprehensive income.....	(171)	-	-	-
Reserve from cost of hedging, of which:	68	n/a	n/a	n/a
Change in fair value	(85)	n/a	n/a	n/a
Deferred tax.....	(18)	n/a	n/a	n/a
Other changes without impact on Other comprehensive income.....	171	n/a	n/a	n/a
Reserve from revaluation of financial assets at fair value through other comprehensive income, of which:.....	181	(85)	14	(129)
Change in fair value	274	(90)	13	(176)
Revaluation reclassified to profit or loss	(43)	(18)	5	8
Deferred tax.....	(50)	23	(4)	39
Foreign exchange rate gains from the consolidation of a foreign branch	(403)	210	211	317
Other comprehensive income, net of tax	101	1,604	1,251	3,550
Other comprehensive income, net of tax, attributable to the Group's shareholders	101	1,604	1,251	3,550
Total comprehensive income, net of tax	8,725	10,047	11,951	14,005
Total comprehensive income, net of tax, attributable to the Group's shareholders	8,725	10,047	11,951	14,005

- 3) On page 367 of the Original Base Prospectus, the item “Consolidated statement of financial position” shall be modified as follows:

Consolidated statement of financial position

	As of 30 September		As of 31 December	
	2025	2024	2024	2023
	<i>(in CZK millions)</i>			
ASSETS				
Cash and cash balances	20,768	20,711	10,113	8,818
Financial assets at fair value through profit or loss, of which ...	20,742	25,419	25,530	34,156
Held for trading	20,642	25,334	25,427	33,985
Mandatorily at fair value.....	100	85	103	171
Financial assets at fair value through other comprehensive income:	69,562	56,021	55,369	51,953
Financial assets at amortised cost, of which:	1,005,542	886,705	860,003	759,650
Loans and advances to banks	334,104	258,388	230,665	158,548
Loans and advances to customers	671,438	628,317	629,338	601,102
Positive fair value of hedging derivatives.....	8,650	11,377	10,836	14,312
Change in fair value of the portfolio of hedged instruments	1,146	2,813	1,879	1,122
Equity investments.....	336	333	341	349
Property, equipment and right of use assets.....	7,409	7,426	7,426	7,084
Intangible assets.....	2,055	2,334	2,402	2,553
Tax receivables, of which:	1,866	1,855	2,119	2,285
Current income tax.....	162	145	4	94
Deferred tax	1,704	1,710	2,115	2,191
Non-current assets held for sale	41	-	-	-
Other assets.....	2,664	2,518	3,270	1,628
Total assets	1,140,781	1,017,512	979,288	883,910
LIABILITIES				
Financial liabilities at fair value through profit or loss, of which:	19,675	24,464	23,840	33,373
Held for trading	19,675	24,464	23,840	33,373
Financial liabilities at amortised cost, of which:	1,011,882	871,295	843,090	729,271
Deposits from banks	77,834	42,025	26,847	33,361
Deposits from customers.....	805,687	717,614	702,475	617,386
Debt securities issued.....	128,361	111,656	113,768	78,524
Negative fair value of hedging derivatives	19,036	25,116	23,695	29,887
Changes in fair value of the portfolio of hedged instruments	(4,564)	(4,049)	(4,632)	(6,540)
Tax liabilities, of which:.....	745	625	689	851
Current income tax.....	259	88	111	221
Deferred tax	486	537	578	630
Other liabilities	11,651	12,761	8,151	9,105
Provisions for risks and charges.....	919	924	1,173	1,418
Total liabilities	1,059,344	931,136	896,006	797,365
EQUITY				
Issued capital	8,755	8,755	8,755	8,755
Share premium.....	3,495	3,495	3,495	3,495
Reserve funds from revaluation	(4,103)	(3,822)	(4,166)	(5,411)
Retained earnings and reserve funds.....	64,666	69,505	64,498	69,251
Profit for the period.....	8,624	8,443	10,700	10,455
Total shareholder's equity	81,437	86,376	83,282	86,545
Total liabilities and shareholder's equity.....	1,140,781	1,017,512	979,288	883,910

Part C – Amendments to the section DESCRIPTION OF THE ISSUER

- 4) On page 371 of the Original Base Prospectus, the following selected parts of the item “**Overview**” shall be modified as follows (whilst the rest of the item remains unchanged), whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

“As of 30 September June 2025, the total assets of the Group were CZK 1,140.8 ~~1,115.5~~ billion (CZK 979.3 billion as of 31 December 2024, an increase of 10.8 per cent. from CZK 883.9 billion as of 31 December 2023), the Issuer had CZK 805.7 ~~634.5~~ billion (CZK 702.5 ~~641.5~~ billion as of 31 December 2024, an increase of 13.8 ~~13.1~~ per cent. from CZK 617.4 ~~567.3~~ billion as of 31 December 2023) of customer deposits (including sale and repurchase agreements) and CZK 671.4 ~~686.4~~ billion (CZK 629.3 billion as of 31 December 2024, an increase of 4.7 per cent. from CZK 601.1 billion as of 31 December 2023) of outstanding customer loans.

The Issuer aims to maintain its financial stability through a strong capital base, with its common equity tier 1 (CET1) ratio amounting to 22.94 per cent. and its total capital ratio amounting to 23.37 per cent. (both according to Basel III phase-in rules) as of 31 December 2024. As of 30 September June 2025, the Issuer’s ratio of the common equity tier 1 (CET1) was 24.07 ~~23.69~~ per cent. and its total capital ratio amounted to 24.49 ~~24.11~~ per cent.

As of 30 September June 2025, the LCR of the Issuer stood at 151 ~~139~~ per cent. (142 ~~157~~ per cent. as of 30 September June 2024) and the NSFR of the Issuer stood at 149 ~~145~~ per cent. (142 ~~144~~ per cent. as of 30 September June 2024). Cost of risk of the Group stood at ~~minus~~ 0.08 per cent. as of 30 September June 2025 (minus 0.09 ~~0.06~~ per cent. as of 30 September June 2024) and the total net write-downs on loans reached CZK minus 360 ~~231~~ million as of 30 September June 2025 (CZK 375 ~~162.3~~ million as of 30 September June 2024).

The Group’s return on allocated capital (ROAC) stood at 23.2 ~~23.3~~ per cent. as of 30 September June 2025 (20.8 ~~20.1~~ per cent. as of 30 September June 2024).”

- 5) After the sentence: “*The CNB took this step to lower the cost of implementing monetary policy.*” on page 373 of the Original Base Prospectus, the following new paragraph shall be added whereby added text is printed in blue and underlined:

“Extraordinary dividend

In the fourth quarter of 2025, the Issuer paid an extraordinary dividend out of retained earnings to the UniCredit Group, in line with its capital plan, while maintaining its common equity tier 1 (CET1) ratio as well as the total capital ratio above 20 % as of 31 December 2025.”

- 6) On page 374 of the Original Base Prospectus, the item “**Credit Rating**” shall be modified as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

“The Issuer was assigned long-term rating A2 ~~A3~~ with a stable ~~positive~~ outlook by Moody’s.”

Part D – Amendments to the section MANAGEMENT AND EMPLOYEES

- 7) On page 390 and 391 of the Original Base Prospectus, the following selected parts of the item “**Supervisory Board**” shall be modified (whilst the rest of the item remains unchanged), whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

“Set out below are members of the Issuer’s Supervisory Board as of the date of this Base Prospectus:

Gianfranco Bisagni
Work Address:
Member since:

~~Vice~~-Chairman of the Supervisory Board
Piazza Gae Aulenti, 3 - Tower A, 20154 Milano, Italy
26 January 2022

Eva Mikulková Work Address: Member since:	Member of the Supervisory Board Želetavská 1521/1, Prague 4, Czech Republic 18 June 2008
Alan Grund Work Address: Member since:	Member of the Supervisory Board Želetavská 1521/1, Prague 4, Czech Republic 28 June 2023
Jana Szászová Work Address: Member since:	Member of the Supervisory Board Šancová 1/A, 813 33 Bratislava, Slovakia 13 May 2014
Gunnar Jakobsson Work Address: Member since:	Member of the Supervisory Board Piazza Gae Aulenti, 3 - Tower A, 20154 Milano, Italy 24 July 2025
Raphael Barisaac Work Address: Member since:	Member of the Supervisory Board Piazza Gae Aulenti, 3 - Tower A, 20154 Milano, Italy 12 July 2024
Nevena Nikše Work Address: Member since:	Member of the Supervisory Board 7 Sveta Nedelya Sq.,1000 Sofia, Bulgaria 6 February 2025
Livia Amidani Aliberti Work Address: Member since:	Member of the Supervisory Board Via Matteo Bandello 15 20123 Milano, Italy 6 February 2025
Ivan Tardivo Work Address: Member since:	<u>Vice Chairman</u> Member of the Supervisory Boards Piazza Gae Aulenti, 3 - Tower A, 20154 Milano, Italy 21 October 2024”

Part E – Amendments to the section RISK MANAGEMENT

- 8) On page 403 of the Original Base Prospectus, the following selected parts of the item “**Capital Management**” shall be modified as follows (whilst the rest of the item remains unchanged), whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

“As of 30 September ~~June~~ 2025, the total regulatory capital of the Group amounted to CZK 75.2 ~~75.3~~ billion (CZK 80.1 ~~79.8~~ billion as of 30 September ~~June~~ 2024), of which CET1 capital amounted to CZK 74.0 billion (CZK 78.6 ~~78.4~~ billion as of 30 September ~~June~~ 2024). The total risk-weighted assets (RWA) of the Group amounted to CZK 307.4 ~~312.3~~ billion as of 30 September ~~June~~ 2025 (CZK 337.2 ~~344.1~~ billion as of 30 September ~~June~~ 2024).”

Part F – Amendments to the section GENERAL INFORMATION

- 9) On page 439 of the Original Base Prospectus, the item “**Documents Available**” shall be modified as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

“For the period of 12 months following the date of this Base Prospectus, copies of the following documents will, when published, be available for inspection from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in London and, in the case of the documents listed under paragraphs (a), (b), (c), (d), (e), ~~(f)~~ and (g) and (h), also on the Issuer’s website www.unicreditbank.cz, where they will remain publicly available in electronic form for at least 10 years after their publication on the relevant websites:

- (a) the Articles of Association (with an English translation thereof) of the Issuer, available at: section “Debt Investor Relations”, sub-section “Articles of Association of the Bank”;
 - (b) the consolidated audited financial statements of the Issuer in respect of the financial years ended 31 December 2024 and 2023 (drawn up in English or with an English translation thereof), in each case together with the audit reports prepared in connection therewith, available at: section “Debt Investor Relations”, sub-section “Annual reports”;
 - (c) the consolidated unaudited interim ~~consolidated~~ financial statements of the Issuer as of and for the six months ended 30 June 2025;
 - (d) the consolidated unaudited interim financial statements of the Issuer as of and for the nine months ended 30 September 2025;
 - (e) ~~(d)~~ the Sustainability Bond Framework and the Second Party Opinion;
 - (f) ~~(e)~~ the Programme Agreement, the Agency Agreement and the Asset Monitor Agreement;
 - (g) ~~(f)~~ a copy of this Base Prospectus, available at: section “Debt Investor Relations”, sub-section “UniCredit Bank Czech Republic and Slovakia, a.s. International €10 bln Covered Bond Programme”; and
 - (h) ~~(g)~~ any future offering circulars, prospectuses, information memoranda, supplements and Final Terms to this Base Prospectus and any other documents incorporated herein or therein by reference available at: section “Debt Investor Relations”, sub-section “UniCredit Bank Czech Republic and Slovakia, a.s. International €10 bln Covered Bond Programme”.
- 10) On page 440 of the Original Base Prospectus, the item “**Significant or Material Change**” shall be modified as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

“There has been no significant change in the financial performance or the financial position of the Issuer or the Group since 30 September ~~June~~ 2025 and there has been no material adverse change in the prospects of the Issuer since 31 December 2024.”
