

Second Supplement dated 19 June 2026
to the Base Prospectus dated 25 August 2025
as supplemented by the First Supplement dated 11 February 2026

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 **Second 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 as supplemented by the first supplement dated 11 February 2026 (together 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 Second Supplement, the Original Base Prospectus shall be amended and supplemented in the manner described in this Second 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 Second Supplement. The Original Base Prospectus in the form as supplemented by this Second Supplement is hereinafter referred to as the **Base Prospectus**.*

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

This Second 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 Second 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 Second Supplement.

By approving this Second 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 Second Supplement. The Issuer hereby declares that, to the best of its knowledge, the information contained in this Second Supplement is in accordance with the facts and that this Second Supplement makes no omission likely to affect its import.

Save as disclosed in this Second 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.

PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to: (a) amend the “Important Information” section in the Original Base Prospectus, (b) incorporate by reference the Issuer’s consolidated unaudited interim financial statements as of and for the three months ended 31 March 2026 and the Issuer’s consolidated audited annual financial statements as of and for the financial year ended 31 December 2025 and the auditor’s report thereon; (c) amend the “Form of Final Terms” section in the Original Base Prospectus; (d) amend the “Selected Financial Information” section in the Original Base Prospectus; (e) amend the “Description of the Issuer” section in the Original Base Prospectus; (f) amend the “Management and Employees” section in the Original Base Prospectus; (g) amend the “Risk Management” section in the Original Base Prospectus; (h) amend the “Subscription and Sale” section in the Original Base Prospectus and (i) amend the “General Information” section in the Original Base Prospectus in order to implement certain financial information as of and for the three months ended 31 March 2026 and as of and for the year ended 31 December 2025.

NOTICE

This Second 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 Second 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 IMPORTANT INFORMATION

- 1) On pages 4 to 5 of the Original Base Prospectus, the item “UK Retail Investors” shall be replaced as follows:

The Mortgage Covered Bonds are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (the UK). For these purposes, a retail investor means a person who is either one (or both) of the following (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook (DISC), for offering, selling or distributing the Mortgage Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Mortgage Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024, as applicable.

Part B – Amendments to the section DOCUMENTS INCORPORATED BY REFERENCE

- 2) On page 62 of the Original Base Prospectus, the following clauses “(g)” and “(h)” shall be added:

- “(g) the auditor’s report and consolidated audited annual financial statements of the Issuer as of and for the financial year ended 31 December 2025 including the information set out at the following pages in particular (but excluding the cover page which is not relevant for investors in the Mortgage Covered Bonds):

Auditor’s Report	Pages 224-235
Consolidated Statement of Comprehensive Income.....	Pages 49-50
Consolidated Statement of Financial Position.....	Page 51
Consolidated Statement of Cash Flows.....	Page 52
Consolidated Statement of Changes in Equity	Page 53
Notes to the Financial Statements (Consolidated).....	Pages 54-137

(available at: <https://www.unicreditbank.cz/content/dam/cee2020-pws-cz/cz-dokumenty/o-bance/vyrocnizpravy/VZ-2025-EN.pdf>)

- (h) the consolidated unaudited interim financial statements of the Issuer as of and for the three months ended 31 March 2026 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/o-bance/international-covered-bond-programme/UCB-Notes-Conso-31032026.pdf>)”

Part C – Amendments to the section FORM OF FINAL TERMS

- 3) On page 317 of the Original Base Prospectus the item “PROHIBITION OF SALES TO UK RETAIL INVESTORS” shall be replaced as follows:

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Mortgage Covered Bonds are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (the UK). For these purposes, a retail investor means a person who is either one (or both) of the following (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook (DISC), for offering, selling or distributing the Mortgage Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Mortgage Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024, as applicable.

Part D – Amendments to the section SELECTED FINANCIAL INFORMATION

- 4) 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

	Three months ended 31 March		Year ended 31 December	
	2026	2025	2025	2024
	<i>(in CZK millions)</i>			
Interest income, of which:	8,208	7,877	32,367	36,186
- interest income calculated using the effective interest method:	9,280	8,997	36,839	41,473
Interest expense:	(4,033)	(3,986)	(16,490)	(20,554)
Net interest income	4,175	3,891	15,877	15,632
Fee and commission income:	1,881	1,846	7,312	6,515
Fee and commission expenses:	(454)	(477)	(2,229)	(2,220)
Net fee and commission income	1,427	1,369	5,083	4,295
Dividend income:	3	-	25	5
Net income/(loss) from trading:	434	664	2,421	2,802
Net income/(loss) from hedging against risk of changes in fair value:	-	-	(1)	(1)
Net income/(loss) from the sale or repurchase of:	7	14	122	36
Financial assets at amortised cost:	2	7	69	66
Financial assets at fair value through other comprehensive income:	5	6	52	(35)
Financial liabilities:	-	1	1	5
Net income/(loss) from financial assets/liabilities at fair value through profit or loss, of which:	(7)	2	(2)	38
Mandatorily at fair value:	(7)	2	(2)	38
Other operating income:	377	414	1,569	1,653
Operating Income	6,416	6,354	25,094	24,460
Impairment losses on:	179	(355)	242	(802)
Financial assets at amortised cost:	179	(355)	241	(803)
Financial assets at fair value through other comprehensive income:	-	-	1	1
Modification gains/(losses):	-	-	(198)	-

Administrative expenses.....	(2,098)	(2,166)	(8,066)	(7,984)
Net provisions for risks and charges:.....	(252)	194	150	257
Loan commitments and financial guarantees given.....	(251)	175	133	525
Other net provisions.....	(1)	19	17	(268)
Depreciation and impairment of property, equipment and right of use assets.....	(258)	(273)	(971)	(1,000)
Amortisation and impairment of intangible assets.....	(195)	(195)	(782)	(749)
Other operating expenses.....	(161)	(102)	(720)	(647)
Operating expenses.....	(2,964)	(2,542)	(10,389)	(10,123)
Net income/(loss) on property measured at fair value.....	-	-	3	3
Share of profit of equity-accounted investees, net of tax.....	12	5	41	37
Profit/(loss) from the sale of non-financial assets.....	(1)	-	(23)	(3)
Profit before income tax.....	3,642	3,462	14,770	13,572
Income tax.....	(674)	(718)	(2,883)	(2,872)
Profit after tax.....	2,968	2,744	11,887	10,700
Net profit attributable to the Group's shareholder.....	2,968	2,744	11,887	10,700
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)
Change in fair value.....	-	-	1	(1)
Reserve from revaluation of property used in business measured at fair value, of which:	-	(3)	(3)	14
Change in fair value.....	2	(2)	7	32
Transfers to other net equity items.....	(2)	(2)	(11)	(7)
Deferred tax.....	-	1	1	(11)
Items that can be subsequently reclassified to profit or loss.....				
Reserve from revaluation of hedging instruments in cash flow hedges, of which:	(362)	128	527	1,013
Change in fair value.....	(335)	515	1,064	2,590
Revaluation reclassified to profit or loss.....	(126)	(248)	(126)	(1,420)
Deferred tax.....	99	(139)	(240)	(157)
Other changes with no impact on Other Comprehensive Income.....	-	-	(171)	-
Reserve from revaluation of costs of hedging, of which:	(58)	-	100	-
Change in fair value.....	(74)	-	(44)	-
Deferred tax.....	16	-	(27)	-
Other changes with no impact on Other Comprehensive Income.....	-	-	171	-
Reserve from revaluation of financial assets at fair value through other comprehensive income, of which:	228	(51)	75	14
Change in fair value.....	321	(65)	146	13
Revaluation reclassified to profit or loss.....	(30)	-	(47)	5
Deferred tax.....	(63)	14	(24)	(4)
Foreign exchange rate differences from the consolidation of a foreign branch.....	123	(109)	(450)	211
Other comprehensive income, net of tax.....	(69)	(35)	250	1,251
Other comprehensive income, net of tax, attributable to the Group's shareholder.....	(69)	(35)	250	1,251
Total comprehensive income, net of tax.....	2,899	2,709	12,137	11,951
Total comprehensive income, net of tax, attributable to the Group's shareholder.....	2,899	2,709	12,137	11,951

- 5) 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 31 March		As of 31 December	
	2026	2025	2025	2024
	<i>(in CZK millions)</i>			
ASSETS				
Cash and cash balances.....	17,451	14,183	13,871	10,113
Financial assets at fair value through profit or loss, of which:	21,971	22,720	19,649	25,530
Held for trading.....	21,943	22,615	19,614	25,427
Mandatorily at fair value.....	28	105	35	103
Financial assets at fair value through other comprehensive income, of which:.....	72,905	61,841	71,583	55,369
Provided as collateral.....	-	-	5,134	3,543
Financial assets at amortised cost, of which:	935,043	919,187	859,466	860,003
Loans and advances to banks.....	236,449	271,800	181,796	230,665
Loans and advances to customers, of which:.....	698,594	647,387	677,670	629,338
Provided as collateral.....	-	-	2,285	799
Positive fair value of hedging derivatives.....	7,825	8,517	8,011	10,836
Changes in fair value of the portfolio of hedged instruments.....	(586)	1,897	1,107	1,879
Equity-accounted investees.....	354	347	347	341
Property, equipment and right of use assets.....	7,978	7,341	7,642	7,426
Intangible assets.....	1,808	2,328	2,002	2,402
Tax receivables, of which:.....	1,983	1,921	1,910	2,119
Current income tax.....	194	100	149	4
Deferred tax.....	1,789	1,821	1,761	2,115
Non-current Assets Held for Sale.....	41	-	41	-
Other assets.....	2,544	3,790	2,411	3,270
Total Assets.....	1,069,317	1,044,072	988,040	979,288
LIABILITIES				
Financial liabilities at fair value through profit or loss, of which:	19,900	22,041	18,790	23,840
Held for trading.....	19,900	22,041	18,790	23,840
Financial liabilities at amortised cost, of which :.....	941,138	903,141	865,881	843,090
Deposits from banks.....	61,799	51,966	33,683	26,847
Deposits from customers and Lease liabilities.....	743,615	732,308	700,970	702,475
Debt securities issued.....	135,724	118,867	131,228	113,768
Negative fair value of hedging derivatives.....	17,304	21,447	18,074	23,695
Changes in fair value of the portfolio of hedged instruments.....	(5,810)	(4,479)	(4,465)	(4,632)
Tax liabilities, of which:	842	635	824	689
Current income tax.....	333	117	285	111
Deferred tax.....	509	518	539	578
Other liabilities.....	23,600	24,854	8,186	8,151
Provisions for risks and charges.....	1,158	956	911	1,173
Total liabilities.....	998,132	968,595	908,201	896,006
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.....	(4,016)	(4,214)	(3,994)	(4,166)
Retained earnings and reserve funds.....	59,983	64,697	59,696	64,498
Profit for the period.....	2,968	2,744	11,887	10,700
Total shareholder's equity.....	71,185	75,477	79,839	83,282
Total liabilities and shareholder's equity.....	1,069,317	1,044,072	988,040	979,288

- 6) On pages 368 to 369 of the Original Base Prospectus, the item “**Consolidated statement of cash flows**” shall be modified as follows:

Consolidated statement of cash flows

	Year ended 31 December	
	2025	2024
	<i>(in CZK millions)</i>	
Profit after tax	11,887	10,700
Adjustments for non-monetary items:		
Impairment losses of:	(44)	840
Financial assets at amortised costs.....	(43)	841
Financial assets at fair value through other comprehensive income.....	(1)	(1)
Revaluation of financial instruments.....	780	(1,985)
Net provisions for risks and charges:.....	(150)	(260)
Loan commitments and financial guarantees given.....	(133)	(528)
Other net provisions.....	(17)	268
Depreciation and impairment of property, equipment and right of use assets.....	971	997
Amortisation and impairment of intangible assets.....	782	749
Net income/(loss) from the sale or repurchase of:.....	(52)	35
Financial assets at fair value through other comprehensive income.....	(52)	35
Profit/(loss) from equity investments.....	(6)	8
Profit/(loss) from the sale of non-financial assets.....	23	3
Taxes.....	2,883	2,872
Unrealised foreign currency gains/(losses).....	(454)	169
Net interest income.....	(15,877)	(15,632)
Other non-monetary adjustments (FX revaluation, Accruals and Others).....	(7,859)	(4,752)
Operating profit before changes in operating assets and liabilities	(7,116)	(6,256)
Financial assets at fair value through profit or loss, of which:	4,997	10,540
Held for trading.....	4,998	10,540
Mandatorily at fair value.....	(1)	-
Financial assets at amortised cost, of which:	6,158	(99,572)
Loans and advances to banks.....	48,787	(72,357)
Loans and advances to customers.....	(42,629)	(27,215)
Other financial instruments.....	(868)	(74)
Other assets.....	834	(1,647)
Financial liabilities at fair value through profit or loss, of which:	(5,221)	(9,690)
Held for Trading.....	(5,221)	(9,690)
Financial liabilities at amortised cost, of which:	5,624	78,851
Deposits from banks.....	6,914	(6,346)
Deposits from customers.....	(1,290)	85,197
Other liabilities.....	282	(836)
Interests received.....	32,365	36,226
Interests paid.....	(16,380)	(20,466)
Income tax paid.....	(2,865)	(3,052)
Net cash flows from operating activities	17,810	(15,976)
(Purchase) of financial assets at fair value through other comprehensive income.....	(30,566)	(9,294)
Sale and maturity of financial assets at fair value through other comprehensive income.....	15,899	8,093
Cash proceeds from the sale of property and equipment and intangible assets.....	757	744
(Acquisition) of property and equipment and intangible assets.....	(2,197)	(1,878)
Dividends received.....	25	5
Net cash flows from investment activities	(16,082)	(2,330)
Dividends paid.....	(15,509)	(15,256)
Financial liabilities at amortised cost – issue of debt securities.....	26,870	35,788
Financial liabilities at amortised cost – repayment of issued debt securities.....	(8,936)	(539)
(Payment) of Lease liabilities.....	(395)	(392)
Net cash flows from financial activities	2,030	19,601

Cash and cash balances at the beginning of the period.....	10,113	8,818
Cash and cash balances at the end of the period.....	13,871	10,113

Part E – Amendments to the section DESCRIPTION OF THE ISSUER

- 7) 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 31 March 2026 ~~30-September-2025~~, the total assets of the Group were CZK 1,069.3 ~~1,140.8~~ billion (CZK 988.0 ~~979.3~~ billion as of 31 December 2025 ~~2024~~, an increase of 0.9 ~~10.8~~ per cent. from CZK 979.3 ~~883.9~~ billion as of 31 December 2024 ~~2023~~), the Issuer had CZK 743.6 ~~805.7~~ billion (CZK 701.0 ~~702.5~~ billion as of 31 December 2025 ~~2024~~, ~~a decrease~~ an increase of 0.2 ~~13.8~~ per cent. from CZK 702.5 ~~617.4~~ billion as of 31 December 2024 ~~2023~~) of customer deposits (including sale and repurchase agreements) and CZK 698.6 ~~671.4~~ billion (CZK 677.7 ~~629.3~~ billion as of 31 December 2025 ~~2024~~, an increase of 7.7 ~~4.7~~ per cent. from CZK 629.3 ~~601.1~~ billion as of 31 December 2024 ~~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 22.15 ~~22.94~~ per cent. and its total capital ratio amounting to 22.57 ~~23.37~~ per cent. (both according to Basel III phase-in rules) as of 31 December 2025 ~~2024~~. As of 31 March 2026 ~~30-September-2025~~, the Issuer’s ratio of the common equity tier 1 (CET1) was 21.76 ~~24.07~~ per cent. and its total capital ratio amounted to 22.18 ~~24.49~~ per cent.

As of 31 March 2026 ~~30-September-2025~~, the LCR of the Issuer stood at 145 ~~151~~ per cent. (160 ~~142~~ per cent. as of 31 March 2025 ~~30-September-2024~~) and the NSFR of the Issuer stood at 130 ~~149~~ per cent. (139 ~~142~~ per cent. as of 31 March 2025 ~~30-September-2024~~). Cost of risk of the Group stood at minus 0.05 ~~0.08~~ per cent. as of 31 March 2026 ~~30-September-2025~~ (minus 0.12 ~~0.09~~ per cent. as of 31 March 2025 ~~30-September-2024~~) and the total net write-downs on loans reached CZK minus 71 ~~360~~ million as of 31 March 2026 ~~30-September-2025~~ (CZK minus 173 ~~375~~ million as of 31 March 2025 ~~30-September-2024~~).

The Group’s return on allocated capital (ROAC) stood at 25.1 ~~23.2~~ per cent. as of 31 March 2026 ~~30-September-2025~~ (22.4 ~~20.8~~ per cent. as of 31 March 2025 ~~30-September-2024~~).

Part F – Amendments to the section MANAGEMENT AND EMPLOYEES

- 8) On pages 388 to 390 of the Original Base Prospectus, the following selected parts of the item “**Board of Directors**” 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~~:

“Pursuant to the Issuer’s Articles of Association, the Board of Directors has eight members: the chairman, the vice-chairman and six ordinary members. As of the date of this Base Prospectus, the Board of Directors has only five ordinary members. All members of the Board of Directors are elected by the Issuer’s Supervisory Board for a term of three years, with possible re-election. The Board of Directors makes decisions by resolutions adopted at its meetings, which are held at least on a monthly basis.

The work address of all members of the Board of Directors is at Želetavská 1521/1, Prague 4, Czech Republic, except for Mr. Habo, whose work address is at Šancová 1/A 813 33 Bratislava, Slovakia.

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

Name	Background
<u>Marco Iannaccone</u>	<u>Since April 2026, Marco Iannaccone has been serving as CEO and Chairman of the Board of Directors of the Issuer, as well as Head of Client Solutions CEE.</u>
Jakub Dusílek	He brings over 22 years of experience within UniCredit Group, including two decades in senior leadership roles across Central and Eastern Europe. Most recently, he was a member of the Executive Board of UniCredit Bank GmbH in Germany, responsible for Client Solutions, where he contributed to the development of corporate banking and client solutions.
<i>Chairman, and Chief Executive Officer and CEE Head of Client Solutions</i>	<u>He began his career in consulting and banking in 1999 and joined UniCredit Group in the early 2000s, holding various senior positions in strategy, business development and M&A across the region.</u> <u>He holds a degree in economics from the University of Venice and an MBA from Clemson University (USA). He was born on 26 August 1970.</u> Mr. Dusílek has been the chairman of the Board of Directors since 2 April 2019. He is responsible for the Issuer’s overall results and for managing the chief operating officer, the chief risk officer and the finance, human resources and legal areas. Mr. Dusílek started his professional career in the UniCredit Group in 2003 when he became a local branch manager. Recently, he held the position of the retail banking division director and the director of strategic development. From 2011 to 2012, he was the chairman of the Board of Directors of UniCredit Leasing SK. From 2016 to 2018, he gained international experience at UniCredit Bank Romania. Mr. Dusílek graduated from the Faculty of Law, Masaryk University in Brno and from the Czech Technical University in Prague. He received an MBA degree from Hallam University in Sheffield. He was born on 17 December 1974.

Slavomír Beňa

~~Vice Chairman and Deputy Chief Executive Officer, Head of Corporates~~

~~Mr. Beňa has been the vice chairman of the Board of Directors since 3 October 2023. He is the director of the Issuer's Corporate and Investment Banking Segment.~~

~~He has been with the UniCredit Group for over 24 years. In 2005, he was appointed as head of markets for HVB Bank Serbia. Thereafter, he joined UniCredit Slovenia and subsequently moved to UniCredit in Vienna in 2010, where he worked as head of UniCredit's Financial Institutions Group. Prior to assuming his current position, he worked as a corporate and investment banker for the Issuer from June 2018.~~

Tomáš Drábek

~~Vice-Chairman Member and Head of Retail Director of the Retail Division~~

Mr. Drábek has been a member of the Board of Directors since 1 February 2018. He is the [Head of Retail Director](#) of the Issuer's ~~Retail Division~~.

He has worked in banking since 2001, of which seventeen years in the UniCredit Group. From 2008 to 2011, he held the position of head of real estate and subsequently head of retail marketing & segments. In 2011, he was named head of retail for Moravia region, and a year later, he became head of franchising and alternative distribution. From 2015 to 2016, he worked for UniCredit Bank Austria AG in Vienna as head of market growth initiatives, before coming back to Prague to work as head of retail Prague market.

Tatjana Antolić Jasnić

~~Member and Chief Risk Officer Director of Risk Management Division~~

Ms. Jasnić has been a member of the Board of Directors since 1 August 2025. She is the Chief Risk [Officer](#) ~~officer~~ of the Issuer and is responsible for preparing its credit policy, maintaining the quality of its loan portfolio, managing all activities in the area of credit risks and adhering to the limits set by banking regulations, as well as for managing activities in the area of market and operational risks.

Ms. Jasnić has been a member of the Board of Directors and Chief Risk Officer at Zagrebačka banka in Croatia since 2021. She has 19 years of international experience in risk management within UniCredit's branches in Banja Luka, Austria, Hungary and Italy, where she held various management positions in the field of credit risk approval.

Jaroslav Habo

~~Member and Head of Foreign Branch Slovakia Director of the Slovak Branch~~

Mr. Habo has been a member of the Board of Directors since 1 December 2021. He is the [Head of Foreign Branch Slovakia Director](#) ~~of the Slovak branch~~ of the Issuer.

Mr. Habo started working in HVB as a project financing specialist in 2002 and subsequently worked at the Issuer on a number of management positions in the field of Project Financing, Corporate Clients and Large Corporates. Since 2017, he has held the position of Director of UniCredit Bank's Corporate Clientele in Slovakia.

Pavel Vinter

~~Member and Director of the Global Banking Services Division Chief Operations Officer~~

Mr. Vinter has been a member of the Board of Directors since 1 July 2025 and also serves as the [Chief Operations Officer](#) ~~chief operating officer~~ of the Issuer.

Mr. Vinter has been working at UniCredit since 2007. In the last 5 years, he worked as Director of the Global Banking Services Division at Zagrebačka banka, Croatia. Prior to that, he led the Global Banking Services Division at the Issuer and was in charge of project management for Central and Eastern Europe.

Valentina Stranieri

~~Member and Director Head of the People & Culture Division~~

Ms. Stranieri has been a member of the Board of Directors since 1 September 2023.

She graduated in Business Administration and specialized in General Management at Bocconi University in Milan.

In 2007, she was hired at UniCredit Group, within Corporate Banking. She then held a series of positions in Human Resources, with gradually increasing responsibilities in different Italian cities (Verona, Milan, Bologna, Naples) both in UniCredit SpA and in other Group companies (e.g., Fineco, UniCredit Factoring). In 2015 she obtained a Master's degree in Corporate & Investment Banking at SDA Bocconi.

Before moving to the Czech Republic, she was HR Manager in Southern Italy and then People & Culture Strategic Partner for Client Strategies at UniCredit Italia.

Dimitar Todorov

Member and [Chief Financial Officer](#)
~~Director of Finance Division~~

Mr. Todorov has been a member of the Board of Directors since 15 August 2025. He is the [Chief Financial Officer](#) ~~Director of Finance Division~~ of the Issuer.

Mr. Todorov has served as CFO and member of the Board of Directors of UniCredit Bank in Romania since 2023. As part of his professional career at UniCredit, he also worked as CFO in Serbia and managed consumer finance in Bulgaria. Mr. Todorov began his career in 1998, holding various positions in banking and consulting firms.

9) On pages 392 to 393 of the Original Base Prospectus, the item “**Principal Activities Outside of the Issuer**” shall be modified as follows:

“The following table provides an overview of principal activities significant to the Issuer, performed by members of the Issuer’s bodies outside of the Issuer (beyond the positions outlined above), as of the date of this Base Prospectus:

<i>Members of the Board of Directors</i>	<i>Activity</i>
Marco Iannaccone	Head of CEE Client Solutions (new role without a dedicated structure) in UniCredit S.p.A.
Tomáš Drábek	Member of the Supervisory Board of UniCredit Leasing CZ a.s. and member of the Administrative Board of Dům Ronalda McDonalda, endowment fund.
Tatjana Antolić Jasnić	Vice-Chairwoman of the Supervisory Board of UniCredit Factoring Czech Republic and Slovakia, a.s. and Vice-Chairwoman of the Supervisory Board of UniCredit Leasing CZ a.s.
Jaroslav Habo	Chairman of the Board of Directors of UniCredit Leasing Slovakia, a.s.
Pavel Vinter	Head of UniCredit S.p.A., organizačná zložka (Slovakia) and head of UniCredit S.p.A., organizační složka (Czech Republic)
Valentina Stranieri	Member of the Management Board Italsko-česká smíšená obchodní a průmyslová komora
Dimitar Todorov	---
<i>Supervisory Board members</i>	
Gianfranco Bisagni	Chairman of the Supervisory Board of UniCredit Bank Austria AG, Vice-Chairman of the Supervisory Board of UniCredit Bank Hungary Zrt and Chief Operating Officer of the UniCredit Group
Eva Mikulková	Member of the statutory body of the Trade Union of Banking and Insurance Employees
Alan Grund	---
Jana Szászová	Chairwoman of the Basic Organization of the Trade Union at UniCredit Bank Czech Republic and Slovakia
Gunnar Jakobsson	---
Raphael Barisaac	---
Livia Amidani Aliberti	Member of the Supervisory Board of UniCredit Bank Austria, AG
Ivan Tardivo	Member of the Supervisory Board of UniCredit International Bank (Luxembourg) SA
Nevena Nikše	Member of the Board of Directors of UniCredit Bulbank AD), member of the Supervisory Board of UniCredit Consumer Financing EAD, member of the Supervisory

Board of UniCredit Leasing EAD, member of the Supervisory Board of UniCredit Bank Serbia JSC

Audit committee members

Marco Radice	Chairman of the Supervisory Board of AO UniCredit Bank, chairman of audit committee of UniCredit Bank Serbia JSC and chairman of audit committee of UniCredit Bulbank AD
Gunnar Jakobsson	As set out above
Livia Amidani Aliberti	As set out above

Part G – Amendments to the section RISK MANAGEMENT

10) 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 31 March 2026 ~~30 September 2025~~, the total regulatory capital of the Group amounted to CZK 70.6 ~~75.2~~ billion (CZK 75.3 ~~80.1~~ billion as of 31 March 2025 ~~30 September 2024~~), of which CET1 capital amounted to CZK 69.3 ~~74.0~~ billion (CZK 74.0 ~~78.6~~ billion as of 31 March 2025 ~~30 September 2024~~). The total risk-weighted assets (RWA) of the Group amounted to CZK 318.3 ~~307.4~~ billion as of 31 March 2026 ~~30 September 2025~~ (CZK 314.2 ~~337.2~~ billion as of 31 March 2025 ~~30 September 2024~~).

Statement of capital for the Group’s capital adequacy calculation on a consolidated basis as reported to the regulator in accordance with applicable rules as of 31 December 2025 ~~2024~~ and as of 31 December 2024 ~~2023~~:

	As of 31 December	
	<u>2025</u> 2024	<u>2024</u> 2023
	<i>(in CZK millions)</i>	
Tier 1 capital.....	<u>69,262</u> 74,282	<u>74,282</u> 79,322
Total capital.....	<u>70,567</u> 75,666	<u>75,666</u> 79,644
Capital requirement for credit risk under the standardised approach	<u>4,101</u> 4,068	<u>4,068</u> 4,278
Capital requirement for credit risk under the IRB approach.....	<u>17,406</u> 18,948	<u>18,948</u> 21,342
Capital requirements for position risk	<u>243</u> 277	<u>276</u> 377
Capital requirements for settlement risk.....	<u>-</u> 2	<u>2</u> -
Capital requirements for commodity risk.....	<u>2</u>	<u>2</u> 3
Capital requirements for operational risk	<u>2,961</u> 2,273	<u>2,271</u> 2,137
Capital requirements for credit valuation adjustment.....	<u>22</u> 46	<u>46</u> 39
Capital requirement for other risk exposure	<u>-</u> 3	<u>3</u> 163
Total capital requirement.....	<u>24,735</u> 25,618	<u>25,616</u> 28,339

Part H – Amendments to the section SUBSCRIPTION AND SALE

- 11) On page 437 of the Original Base Prospectus, the item “**Prohibition of sales to UK Retail Investors**” shall be replaced as follows:

Prohibition of sales to UK Retail Investors

Unless the Final Terms in respect of any Mortgage Covered Bonds specify “*Prohibition of Sales to UK Retail Investors*” as “*Not Applicable*”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Mortgage Covered Bonds which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression **retail investor** means a person who is either one (or both) of the following:
- i. not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or
 - ii. not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024; and
- (b) the expression **offer** includes the communication in any form and by any means of sufficient information on the terms of the offer and the Mortgage Covered Bonds to be offered so as to enable an investor to decide to buy or subscribe for the Mortgage Covered Bonds.

Part I – Amendments to the section GENERAL INFORMATION

- 12) On pages 439 to 440 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), (g) and~~ (h) and (i), 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 2025, 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 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;

- (c) the consolidated unaudited interim financial statements of the Issuer as of and for the three months ended 31 March 2026;
- (f) ~~(e)~~ the Sustainability Bond Framework and the Second Party Opinion;
- (g) ~~(f)~~ the Programme Agreement, the Agency Agreement and the Asset Monitor Agreement;
- (h) ~~(g)~~ 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
- (i) ~~(h)~~ 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”.

13) 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 31 March 2026 ~~30 September 2025~~ and there has been no material adverse change in the prospects of the Issuer since 31 December 2025 ~~2024~~.”
