

» Disclosure pursuant to Article 65a Austrian Banking Act (BWG)

Pursuant to Article 65a BWG, Schoellerbank AG must disclose on its website the manner and means by which it complies with the provisions of Article 5 (1) 6 to 9a, Article 28a (5) 1 to 5, Articles 29, 39b, and 39c, Article 64 (1) 18 and 19, and the Annex to Article 39b.

1. Information regarding compliance with Article 5 (1) 6 to 9a BWG and Article 28a (5) 1 to 5 BWG (fit and proper)

These provisions stipulate requirements for the personal reliability, professional qualifications, necessary experience, and sufficient time availability of Management Board and Supervisory Board members (fit and proper requirements). In order to ensure compliance with the legal regulations, Schoellerbank AG has adopted a Fit and Proper Policy. Among other things, the Fit and Proper Policy defines the strategy for the selection of and the suitability assessment process for Management Board and Supervisory Board members. In addition, a separate Fit and Proper Office was established as part of the implementation of the fit and proper requirements. Its duties include gathering and processing documents, decentralised storage, and providing general support to the Remuneration and Nomination Committee of the Supervisory Board, which is responsible for the fit and proper evaluation of Management Board and Supervisory Board members.

2. Information regarding compliance with Article 29 BWG (nomination committee)

The Remuneration and Nomination Committee was established by the Supervisory Board. Among other things, this committee provides the Supervisory Board with recommendations for filling vacant Management Board positions and supports it with the preparation of proposals to the annual general meeting regarding vacant Supervisory Board positions. In addition, the committee adopted the promotion of women in company bodies as a best practice in accordance with the policy of the UniCredit Group in December 2014 and set a target ratio for women in the Management Board and Supervisory Board of at least one-third. Another duty of the Remuneration and Nomination Committee is the annual fit and proper evaluation of the individual Management Board and Supervisory Board members and of each body as a whole.

3. Information regarding compliance with Articles 39b and c BWG and the Annex to Article 39b BWG (remuneration policy)

Article 39b BWG

The principles of remuneration policy and practices defined in Article 39b BWG and the Annex to this article are applied at Schoellerbank AG. The most important instrument in this context is the Group Remuneration Policy, which defines the remuneration policy and practices for UniCredit Group as a whole based on the European remuneration rules, taking the local laws applicable to each of the individual group members into account. In order to ensure that the legal requirements in Austria are complied with, this Group Remuneration Policy is evaluated and approved by the Remuneration Committee of Schoellerbank AG on an annual basis. In addition, the risk takers of Schoellerbank AG are defined on an ex-ante basis for the current performance year as part of an annual process. In order to ensure that changes occurring during the year are covered, the list of risk takers is reviewed again on an ex-post basis at the end of the year and adapted if necessary. Special rules apply to risk takers. For example, a portion of the variable remuneration for this employee group is deferred in accordance with the requirements defined by the national supervisory authority; instruments (shares of UniCredit and “phantom shares”) are also used for this purpose. The Remuneration Committee approves the payment of any variable remuneration in accordance with the legal regulations. The individual performance, the duties of the risk takers, the condition of the company, the customary remuneration on the market, and the regulatory requirements are used as the basis for decisions in this context. The committee ensures that the remuneration provides long-term incentives for the sustainable development of the company.

Schoellerbank AG also monitors the implementation of the guidelines at its subsidiaries in Austria.

Article 39c BWG

Schoellerbank has formed a committee that performs the duties defined by Article 39c BWG (Remuneration and Nomination Committee). Its duties include the passing of resolutions on the topic of remuneration, the approval and regular evaluation of the general principles of the Remuneration Policy, the monitoring of the Remuneration Policy, the remuneration practices, and the remuneration-based incentive structures, and the evaluation of the remuneration of upper management. In addition, the committee addresses and makes decisions about the relationships between the company and the members of the Management Board. In particular, it decides on the contents of employment contracts with Management Board members and assesses the

total remuneration of the Management Board members in relation to their duties and performance.

4. Information pertaining to Article 64 (1) 18 and 19 BWG

In the course of the preparation of the annual financial statements, steps are taken to ensure that the additional disclosures required in accordance with the legal regulations are included in the notes and are thus audited by the financial auditor. The annual financial statements are published in Amtsblatt zur Wiener Zeitung.

Schoellerbank AG
Vienna, November 2023