



## CONVENING NOTICE

In accordance with art. 111, art. 113 and art. 117 of Law no. 31/1990 regarding the companies, republished, with the subsequent modifications and completions and of art. 21 of the Articles of Incorporation, as well as in consideration:

- The agreement concluded between UniCredit SpA and Alpha International Holdings Single Member S.A. regarding the sale by Alpha International Holdings Single Member S.A. to UniCredit SpA, subject to the fulfillment of the applicable legal conditions, of the majority stake in the share capital of Alpha Bank România S.A., a credit institution with its registered office in the Platinum Business&Convention Center Building, Șos. Bucharest-Ploiesti no. 172-176, floor 4, Bucharest, Sector 1, registered in the Bank Register under no. RB-PJR-40-022/1999 and at the Trade Register under no. J40/28415/1993, operation that will be followed, subject to completion of the specific legal stages and fulfillment of the applicable legal conditions, by the merger by absorption of Alpha Bank România S.A. within UniCredit Bank S.A. (the "Project");
- The corporate governance arrangements agreed between UniCredit SpA and Alpha International Holdings Single Member S.A in relation to the Project envisaged according to the above,

the Management Board of UniCredit Bank S.A., a Romanian legal entity organized in the form of a joint stock company, managed in a dualistic system, with its registered office in Bucharest, Bulevardul Expoziției no. 1F, sector 1, Romania, registered in the Banking Register under no. RB-PJR-40-011 / 18.02.1999 and to the Trade Register under no. J40 / 7706/1991, EUID ROONRC J40 / 7706/1991, unique registration code RO 361536, (hereinafter referred to as "the Bank"), hereby convenes the **Extraordinary General Meeting of Shareholders** for **November 4<sup>th</sup>, 2024**, starting at 10.00 a.m. and the **Ordinary General Meeting of Shareholders** on **November 4<sup>th</sup>, 2024**, starting with 10.30 a.m. at Head Office UniCredit Bank, located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, with the agenda below:

- I. **The Extraordinary General Meeting of Shareholders will have the following agenda:**
  1. The amendment of art. 11 of the Articles of Incorporation of the Bank, which will have the following content:  
"All shares grant the same rights and obligations to their respective shareholders. The Bank is entitled to issue classes of shares that grant different rights to their respective shareholders, in accordance with Company Law and the provisions of art. 15.2. and 15.3. below."
  2. The amendment of art. 15 of the Articles of Incorporation of the Bank, which will have the following content:  
"**15.1.** Proportional with the participation in the registered capital, each shareholder has the following main rights:



- (i) the right to receive dividends according to the resolution of the General Meeting of Shareholders; in case of dissolution of the Bank, the right to receive a part of the net assets, corresponding to the number of shares held;
- (ii) the right to participate in the General Meeting of Shareholders, to vote, elect, and be elected in the Bank's management structures;
- (iii) the right to be informed with regard to the Bank's balance sheet;
- (iv) the preference right to acquire shares upon an increase of the share capital as set forth in Company Law.

**15.2.** By exception from the provisions of art. 15.1. above and in line with:

- the provisions of art. 15.3. below and
- the clauses of the incumbent shareholders agreement between UniCredit SpA and Alpha International Holdings Single Member S.A. ("AIH"), entered into in connection with the latter holding a certain shareholding participation in the Bank, as such agreement (a) would be amended from time to time (the "Shareholders Agreement") and (b) will be prevailing between its parties - UniCredit SpA and AIH - to the maximum extent permitted by applicable law, in case of any conflict or inconsistency between the Shareholders' Agreement and this Constitutive Act,

no action or decision is taken in respect of the below items ("Reserved Matters"), without the prior written consent of AIH (such consent not to be unreasonably withheld, conditioned or delayed), for so long as AIH holds the Bank's shareholder quality:

- (i) any modification of the rights attached to any shares or class of shares in the Bank or its subsidiaries, unless required by applicable laws or regulations, or is required in order to comply with requests or demands from applicable and competent authorities;
- (ii) making any changes to this Constitutive Act or to the Constitutive Act of the Bank's subsidiaries, unless required by applicable laws, regulations or regulatory requirements, or is required in order to comply with requests or demands from applicable and competent authorities;
- (iii) the completion of any voluntary liquidation or winding up;
- (iv) making any distribution or repayment of capital or assets of the Bank and its subsidiaries, other than a dividend in cash which is made pari passu among the shareholders;
- (v) entering into any transaction other than on an arm's length basis with related parties;
- (vi) taking any action or omission which might reasonably be expected to result in a change to the residence for tax purposes of the Bank or of its subsidiaries and/or the creation of a permanent establishment by the Bank or by its subsidiaries or other taxable presence outside the Bank's jurisdiction of incorporation;
- (vii) the undertaking or amendment of any transaction or internal recharging or transfer pricing policy which is not undertaken in good faith and for a proper business purpose having regard to the interest of AIH as a minority shareholder in the Bank; and/or
- (viii) entering into any contract, agreement or commitment to do or engage in any of the foregoing.

**15.3.** Consent as per above is only required for a Reserved Matter, solely to the extent that the Reserved Matter would have a detrimental effect on the rights of AIH.



Whenever the Reserved Matter needs to be resolved upon by the General Meeting of Shareholders, AIH's consent shall be expressed by exercising its voting right and by issuing an affirmative vote in favour of such Reserved Matter at a General Meeting of Shareholders."

3. The amendment of art. 18 of the Articles of Incorporation of the Bank, which will have the following content:

"18.1. The transfer of the ownership right over the shares issued by the Bank shall become effective by declaration in the shareholders' register signed by the assignee and assignor or by their proxies. Such declaration shall be operated in the shareholders' register by the Bank's representative specifically authorized to this end. The transfer of the ownership right over the shares issued by the Bank can also be performed based on a notarized share transfer agreement. However, such notarized share transfer agreement will only produce its effects towards the Bank from the moment the Bank, through its representative specifically authorized to this end, operates the relevant entries in the shareholders' register, as soon as practicable after receipt of notarized share transfer agreement. The Bank's obligations with regard to the transferred shares cannot be triggered unless the above conditions are met.

18.2. Any transfer of shares to or from UniCredit SpA, respectively to or from AIH, which is either permitted or restricted in line with the provisions of the incumbent Shareholders Agreement between UniCredit SpA and AIH during the time that the latter holds certain shareholding participation in the Bank, shall follow the rules, conditions, needed consents and timeline therein agreed. In this stance, any interested third-party or potential beneficiary of a share transfer or issuance is hereby dully entitled to request in advance and be provided upon request, in a written form, with the relevant share transfer rules or issuance rules contemplated in the Shareholders Agreement,.

18.3. So far as possible, any purported transfer or issue of shares which is not in accordance with the Constitutive Act or the Company Law shall be void and the Bank shall, to the maximum extent permitted by Company Law, procure that (and the shareholders shall, so far as they are legally able, exercise their rights in relation to the Bank to procure that) the Bank shall refuse to register such transfer or issue.

18.4. Nothing in the Shareholders Agreement and none of the above provisions shall be deemed to limit or restrict in any way UniCredit SpA right from acquiring minority holdings in the Bank (to the extent they exist at the date of the Shareholders Agreement) on such terms and conditions as it deems appropriate and without any right of pre-emption, provided that such discretion shall not, at any time, permit UniCredit SpA to acquire (in part or in whole) any of the AIH stakes."

4. The amendment of art. 21.4 of the Articles of Incorporation of the Bank, which will have the following content:

"21.4. Quorum and Voting Requirements

Save for the cases falling under the explicit provisions of art. 15.2 and 15.3 above, the quorum and voting requirements for the General Shareholders Meetings are those established by the Company Law."

5. The amendment of art. 24.2 of the Articles of Incorporation of the Bank, which will have the following content:

“Save for the cases falling under the explicit provisions of art. 15.2 and 15.3 above, the resolutions of the General Meeting are binding for both the shareholders who did not attend the meeting and the ones who voted against such resolutions, and may be challenged according to Company Law.”
6. The amendment of art. 25.2 of the Articles of Incorporation of the Bank, which will have the following content:

“The Supervisory Board shall consist of not less than 4 (four) and no more than eleven (11) members elected by the General Meeting of Shareholders of the Bank, either Romanian or foreign natural persons appointed for mandates of maximum 3 (three) years from their appointment, with the possibility of being re-appointed. The Supervisory Board shall comprise a number of minimum 3 (three) independent members. In case of vacancies in the Supervisory Board decreasing the number of members of the Supervisory Board beneath 4 (four) members, a General Meeting of Shareholders shall be called without delay to fill the vacant places. Out of the total number of Supervisory Board members at any given time, AIH is entitled to nominate up to 2 (two) members, as long as it holds a certain participation in the Bank, in line with the rules and principles set-out in the Shareholders Agreement, while UniCredit SpA shall be entitled to nominate all other members, including the independent ones.”
7. The amendment of art. 27.6 of the Articles of Incorporation of the Bank, which will have the following content:

“Quorum and Voting Requirements

  - (i) The quorum and voting requirements for the Supervisory Board’s meetings are those established by the Company Law.
  - (ii) By exception:
    - a) decisions adopted as per art. 27.5. above are valid only if all the Supervisory Board members agreed upon such mean for expressing the votes and if all the Supervisory Board members voted positively. If during the voting process set-out at art. 27.5., it is revealed that one or more of the subjects on the agenda need detailed debates, the subject will be postponed to a future meeting organized as per art. 27.4.
    - b) decisions concerning topics falling within the responsibility of the Supervisory Board under the explicit provisions of art. 15.2 and 15.3 above, which can be taken, when the case, only following the exercising of the voting rights and powers to vote affirmatively in favour of such Reserved Matter by the member of the Supervisory Board appointed following nomination by AIH.”
8. The amendment of art. 28.8 of the Articles of Incorporation of the Bank, which will have the following content:



“The Management Board shall decide with respect to any matters that fall into its competence on the basis of an affirmative vote of a simple majority of the members attending the respective meeting.

Decisions adopted as per art. 28.7. above are valid only if all the Management Board members agreed upon such mean for expressing the votes and if all the Management Board members voted positively. If during the voting process set-out at art. 28.7., it is revealed that one or more of the subjects on the agenda need detailed debates, the subject will be postponed to a future meeting organized as per art. 28.6.

Decision in regards to a Reserved Matter as per explicit provisions of art. 15.2 and 15.3 above, will be adopted, when the case, based on the prior written consent of AIH (email consent is sufficient).”

9. Regarding the proposal to amend art. 25.2. from the Bank's Constitutive Act, the approval of a composition of the Supervisory Board of 11 (eleven) members who will be elected by the Ordinary General Meeting of the Bank's Shareholders. The quorum and majority conditions related to the new number of members of the Supervisory Board will become applicable from the date on which the mandates of all newly appointed members will become effective, in accordance with the decision of the Ordinary General Meeting of Shareholders that is the subject of the convening for November 4, 2024, starting at 10:30 a.m., according to point II below.
10. Approval of empowerment of the Executive President of the Bank and any of the First Executive Vice-President/Executive Vice-Presidents of the Bank to sign any documents that will be prepared based on the decision of the Extraordinary General Meeting of Shareholders, as well as to fulfill all actions and formalities necessary for registration and/or publicity of Extraordinary General Meeting of Shareholders and/or any documents, according to the legal regulations in force. The Executive President of the Bank and, respectively, any of the Executive Vice-Presidents of the Bank may empower any 2 (two) employees of the Bank to carry out this mandate.

**II. The Ordinary General Meeting of Shareholders will have the following agenda:**

1. Acknowledgment of Mr. Faik Huseyin Acikalin's resignation statement as an independent member of the Bank's Supervisory Board. The resignation will become effective and the mandate will no longer produce effects starting from the next working day after the date of receipt of the prior approval of the National Bank of Romania for a new independent member of the Bank's Supervisory Board, in accordance with the decision of the General Meeting of Shareholders from point . 2 below.
2. Approval of the designation, considering the amendment of art. 25.2. from the Constitutive Act of the Bank subject to the approval of the Extraordinary General Meeting of Shareholders according to point I sub-point 6 above and according to point I sub-point 9 above, of a number of 6 (six) new members in the Bank's Supervisory Board, of which 1 (one) is an independent member. The



information regarding the name, place of residence and professional qualifications of the persons proposed for the position of member of the Supervisory Board is available to the shareholders, and can be consulted by them at the Bank's headquarters. The term of office of the newly appointed members will be 3 years starting from the date on which Alpha International Holdings Single Member S.A. becomes a shareholder of the Bank, under the condition of receiving prior approval from the National Bank of Romania. Newly appointed members will start exercising their responsibilities starting from the next working day after the date of receipt of the reply/last response from the National Bank of Romania in relation to the pre-approval process for all newly appointed members.

3. Approval of the remuneration, in the amount of EUR 60,000 (gross annual amount), for the position of Chairman of the Supervisory Board, if it is held by an external member of the UniCredit Group, valid from the date of completion of the prior approval process referred to in point 2 above.
4. Approval of empowerment of the Executive President of the Bank and any of the First Executive Vice-President/Executive Vice-Presidents of the Bank to sign any documents that will be prepared based on the decision of the Ordinary General Meeting of Shareholders, including the mandate contracts that will be concluded with the newly appointed members of the Supervisory Board as well as to fulfill all actions and formalities necessary for registration and/or publicity of Ordinary General Meeting of Shareholders and/or any documents, according to the legal regulations in force. The Executive President of the Bank and, respectively, any of the Executive Vice-Presidents of the Bank may empower any 2 (two) employees of the Bank to carry out this mandate.

The shareholders entitled to participate and vote at the Extraordinary and Ordinary General Meeting of the Shareholders, are those registered in the Register of Shareholders of the Bank on **October 17th, 2024**, which represents the reference date. This reference date will also remain valid if the general meeting is convened again, as mentioned below, due to the non-meeting of the quorum for the first convocation.

In accordance with Art. 117 para. 6 of Law no. 31/1990 regarding the companies, republished, with the subsequent modifications and completions, and with the provisions of art. 67<sup>99</sup> and art. 67<sup>102</sup> of the NBR Regulation no. 5/2013, with subsequent amendments and completions, the list containing information on the name, place of residence, professional qualification, suitability requirements of the management body and the results of the assessment of the suitability of the persons proposed for a new mandate as members of the Supervisory Board will be at the disposal of the Bank's shareholders, starting with the date of publication of Calling notice at the Bank's headquarters in Bucharest, no. 1F Expozitiei Blvd., District 1, during business hours, between 9:30 - 17:00 and on the Bank's website, in the Shareholding section.

In accordance with the provisions of art. 117<sup>2</sup> of Law no. 31/1990 on companies, republished, with subsequent amendments and additions, the convening and convening, any other item added to the agenda at the request of the shareholders, in accordance with art. 117<sup>1</sup>, will be also published on the Bank's website.

Shareholders who are unable to attend in person at the Extraordinary and Ordinary General Meeting of the Shareholders, natural persons and the representatives of the Shareholders who are legal entities shall bear their identity documents in order to be used for their identification. Models



of special power of attorney and representation mandate can be picked up from the head office reception of the Bank located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, starting with the date of convening the general assembly. In accordance with Art. 125 para. 3 of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the proxies will be deposited in original at the Bank's headquarters mentioned above, 48 hours before the date of the General Meeting of the Shareholders, under penalty of loss of voting rights in that meeting.

If on the date and time mentioned above for the first convening of the Extraordinary and Ordinary General Meeting of the Shareholders, the quorum provided by Law no. 31/1990 on companies, republished, with subsequent amendments and completions, as well as the one provided by the Articles of Association of the Bank is not met, the Extraordinary and Ordinary General Meeting of Shareholders are convened for **November 5<sup>th</sup>, 2024** at Head Office UniCredit Bank, located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, starting with 10.00, respectively starting with 10.30, both meetings having the same agenda and the same rules of participation.

**Executive President**  
**Mihaela-Alina Lupu**

A handwritten signature in blue ink, appearing to be 'M. Alina', written over a horizontal line.