

## CONVENING NOTICE

In accordance with 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, 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 **October 27<sup>th</sup>, 2023**, starting at 10.00 a.m. at Head Office UniCredit Bank, located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, with the agenda mentioned below:

### The Extraordinary General Meeting of Shareholders will have the following agenda:

1. Approval of the Senior Non-Preferred (SNP) Floating Rate Note, with the following coordinates:
  - a. **Issuer:** UniCredit Bank S.A.
  - b. **Buyer:** UniCredit SpA
  - c. **Total Maximum Nominal Value:** € 400 000 000
  - d. **Timeline for issuances:** October 28<sup>th</sup>, 2023 – December 31<sup>st</sup>, 2024
  - e. **Tranches per issue:** Amount and timing of each tranche to be decided by the Management Board
  - f. **Type:** Callable Senior Non Preferred Floating Rate Note (FRN)
  - g. **Maturity:** 3Y - 7Y \* (precise tenor for each tranche to be decided by the Management Board and agreed with the Investor)
  - h. **Call option:** Issuer's option to redeem the Notes in whole 1Y ahead of final maturity
  - i. **Issue price:** 100
  - j. **Nominal value for each note:** EUR 250 000
  - k. **Indicative Coupon:** Euribor 3M + Margin (with floor at 0 for all in rate)
  - l. **Pricing:** The final Margin will be estimated by Global Debt Syndicate Italy, based on prevailing market conditions and in accordance with the Group ITR methodology, finally agreed by each party and thereafter approved by the Management Board.
  - m. **Documentation:** Stand-alone issuance (e.g. Terms & conditions, Subscription Agreement, Agency agreement, Agreement, etc.)
  - n. **Format:** Bearer or registered bond on the international format (ISIN identification number starting with XS), exact format for each tranche to be decided by the Management Board
  - o. **Listing:** Not listed on any exchange at issuance
  - p. **Credit rating:** No credit rating at issuance
  - q. **Governing law:** Italian law (except Status of the Notes under Romanian Law)
  - r. **External contractors:** Legal external advisor, paying agent, dealer / settlement agent

Regarding the notes that will not be subscribed at the end of the subscription period (i.e. December 31<sup>st</sup>, 2024), the Management Board is empowered to proceed with their cancellation and determine the final nominal value of the issue within the limit of the Total Maximum Nominal Value amount.

2. Approval of Tier 2 (T2) Floating Rate Notes, with the following coordinates:

- a. **Issuer:** UniCredit Bank S.A.
- b. **Buyer:** UniCredit SpA
- c. **Total Maximum Nominal Value:** € 200 000 000
- d. **Timeline for issuances:** October 28<sup>th</sup>, 2023 – December 31<sup>st</sup>, 2024
- e. **Tranches per issue:** Amount and timing of each tranche to be decided by the Management Board
- f. **Type:** Callable Subordinated (T2) Floating Rate Note (FRN)
- g. **Maturity:** 10Y
- h. **Call option:** Issuer's option to redeem the Notes in whole at the 5Y anniversary
- i. **Issue price:** 100
- j. **Nominal value for each note:** EUR 250 000
- k. **Indicative Coupon:** Euribor 3M + Margin (with floor at 0 for all in rate)
- l. **Pricing:** The final Margin will be estimated by Global Debt Syndicate Italy, based on prevailing market conditions and in accordance with the Group ITR methodology, finally agreed by each party and thereafter approved by the Management Board.
- m. **Documentation:** Stand-alone issuance (e.g. Terms & conditions, Subscription Agreement, Agency agreement, Agreement, etc.)
- n. **Format:** Bearer or registered bond on the international format (ISIN identification number starting with XS), exact format for each tranche to be decided by the Management Board
- o. **Listing:** Not listed on any exchange at issuance
- p. **Credit rating:** No credit rating at issuance
- q. **Governing law:** Italian law (except Status of the Notes under Romanian Law)
- r. **External contractors:** Legal external advisor, paying agent, dealer / settlement agent

Regarding the notes that will not be subscribed at the end of the subscription period (i.e. December 31<sup>st</sup>, 2024), the Management Board is empowered to proceed with their cancellation and determine the final nominal value of the issue within the limit of the Total Maximum Nominal Value amount.

3. Approval of the extension until December 7<sup>th</sup>, 2023 of the validity of the availability of the issuance plan and the program carried out based on the Basic Prospectus of the European Medium-Term Bond Program in the amount of EUR 200,000,000 (the "Existing Program"), in accordance with the Issuance Plan approved by the Directorate on August 9<sup>th</sup>, 2022 and by the Extraordinary General Meeting of Shareholders on October 21<sup>st</sup>, 2022, which is valid for 1 year from the approval by the Financial Supervisory Authority, i.e. until December 7<sup>th</sup>, 2023.

4. Approval of Senior Preferred Unsecured Bonds, with the following coordinates:

- a. **Issuer:** UniCredit Bank SA
- b. **Settlement system:** The bonds that will be offered on the domestic market will be settled through the Romanian Central Depository. The Bonds to be offered in the international market will be settled through Euroclear and/or Clearstream, Luxembourg and/or any other clearing system as may be specified in the relevant Terms and Conditions/Final Terms, as the case may be
- c. **Listing, trading:** Notes that will be offered on the domestic market will be admitted to trading on the regulated market of the Bucharest Stock Exchange, subject to the relevant approvals and within the term defined in the Prospectus/Final Terms of the respective issue, as the case may be. The notes to be offered on the international market will be listed and admitted to trading on a regulated/unregulated market such as the Luxembourg Stock Exchange or an equivalent international regulated/unregulated market, subject to relevant approvals. Notes admitted to trading on an international market may also be admitted to trading on the Bucharest Stock Exchange, depending on the investors' requirements
- d. **Total Maximum Nominal Value:** Euro 300,000,000, in one or more tranches or issues, based on market appetite
- e. **Issuing type:** EMTN program (Medium-term bond issuance program) and/or several stand-alone issues (depending on market conditions and issuance costs)
- f. **Forms of Notes:** Senior, unsecured, bearer or dematerialized (depending on applicable law) bonds offered through public offering or private placement (depending on market conditions)
- g. **Currencies:** Notes to be denominated in RON, EUR, USD.
- h. **Status of Notes:** Notes will be issued on an unsubordinated basis, as it will be specified in the relevant Terms & Conditions / Final Terms
- i. **Issue price:** The notes can be issued at any price and at any individual nominal value; the price and value of the Notes to be issued under the Plan will be determined at the time of issuance, in accordance with market conditions
- j. **Maturity:** Up to a maximum of 10 years
- k. **Coupon frequency:** Annual or semi-annual for fixed interest, according to the repricing frequency for variable interest
- l. **Interest:** The Notes will bear interest. Interest may accrue at a fixed rate or a floating rate and will be determined following an investor interest survey exercise or based on market conditions / investor indications
- m. **Governing law:** Notes admitted to trading on the domestic market will be governed by Romanian Law, and notes listed and admitted to trading on an international stock exchange will be governed by English law
- n. **Investors' type:** Supranational institutions, other international and/or local institutional investors, retail investors
- o. **Timing of Execution:** The program is expected to be launched in the last quarter of 2023 at the earliest, with the actual execution schedule subject to prevailing market conditions in the period ending June 30, 2025.
- p. **Rating:** As a principle, the rating of the issuer is applied (the opportunity to obtain a rating of the Bonds is to be analyzed at that time)

5. Approving the authorization of the Bank's Management Board to, in addition to any other authorizations contained in this convening, regarding the extension of the existing issuing plan and the new plan approved in points 3 and 4 on the agenda above, in compliance with the parameters set in the decision of the Extraordinary General Meeting of Shareholders (i) to decide the opportune moment for issuing the notes, the investment firms (dealers) that will mediate the offer / offers, the type of issue (within an EMTN Program or stand-alone issues), the type of offer, the total value of the issue / issues, denomination and currency, maturity, interest rate and issue price of the notes, the market on which the notes will be admitted to trading; and (ii) to make any decisions, enter into any acts and take any measures necessary or useful to implement the resolution of the shareholders.
6. Approval of the empowerment of the Bank's Management Board to, in addition to any other powers contained in this decision, regarding the issuance of each of the notes approved in items 1 and 2 of the above agenda, in compliance with the parameters set in the decision of the Extraordinary General Meeting of Shareholders (i) to ascertain and approve all the final conditions under which the notes will be issued, including the determination of the number of notes subscribed, the determination of the value of the interest, the determination of the final maturity date, etc. and (ii) negotiate and approve, as appropriate, any other documents and / or contracts necessary to give effect to the above decisions, including but not limited to terms and conditions of the issuances, the agency contracts, the subscription contracts.
7. Empowerment of the First Executive Vice-President of the Bank and any of the 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 First Executive Vice-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 General Meeting of the Shareholders, are those registered in the Register of Shareholders of the Bank on **October 11<sup>th</sup>, 2023**, 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<sup>2</sup> of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the convening notice will be published on the Bank's website.

Shareholders who are unable to attend in person at the Extraordinary 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 Extraordinary General Meeting of 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 General Meeting of 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 General Meeting of Shareholders is convened for October 30<sup>th</sup>, 2023 at Head Office UniCredit Bank, located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, starting with 10.00, keeping the same agenda and the same rules of participation.

**First Executive Vice-President**

Féza Tan

A handwritten signature in black ink, appearing to be 'Féza Tan', written over the printed name.