



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, 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 **December 23rd, 2024**, starting at 10.00 a.m. and the **Ordinary General Meeting of Shareholders** on **December 23rd, 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. Approval in principle of the initiation of the process for the merger by absorption between **UniCredit Bank S.A.**, as the **absorbing company**, and **Alpha Bank România S.A.**, a credit institution with its registered office in the Platinum Business&Convention Center Building, shos . 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, as an **absorbed company**, as well as the authorization of the Bank's Directorate **(i)** to prepare and finalize, with the prior approval of the Supervisory Board, the merger project, together with the Board of Directors of Alpha Bank Romania S.A., **(ii)** to use the Bank's financial statements from 31.12.2023, representing the most recent audited financial statements, as a basis for establishing the terms of the merger, as will be provided in the merger project as well as **(iii)** to prepare any documents, information and updates of necessary or timely documents and/or information, and to take any necessary actions in connection with the preparation, completion, publication and submission for approval of the draft merger.
2. Approval of the power of attorney of the Executive President of the Bank and any of the First Executive Vice-Presidents or the Executive Vice-Presidents of the Bank for:
 - signing the merger project and any documents that will be drawn up based on the decision of the Extraordinary General Meeting of Shareholders,
 - preparation of any necessary documents and statements in relation to the merger project,



- the fulfillment of all the necessary actions and formalities for the registration and/or publication of the decision of the Extraordinary General Meeting of Shareholders and/or any documents, including the merger project, according to the legal regulations in force in the Official Gazette part IV or the publication of the merger project in any other way provided by the law or the articles of incorporation, as will be decided by the Directorate,
- undertaking any other necessary or useful actions in connection with the merger project and fulfilling the provisions of the decision of the Extraordinary General Meeting of Shareholders.

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

1. Acknowledgment of the resignation of Ms. Teodora Aleksandrova Petkova for the term of office as a member of the Supervisory Board of the Bank. The renunciation became effective and the mandate ceased to have effects as of October 31st, 2024.
2. 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 to be drawn up based on the decision of the Ordinary General Meeting of Shareholders, as well as to complete all actions and formalities necessary for registration and/or publication of the decision 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 **December 9th, 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. 117² 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 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 **December 24th, 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, consisting of stylized, overlapping loops and lines, positioned to the right of the printed name.