

CONVENING NOTICE

In accordance with 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, Expozitiei Boulevard 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"), convenes the Ordinary General Meeting of Shareholders for **February 26th, 2024**, starting at 10.00, at Head Office UniCredit Bank S.A., located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, with the agenda mentioned below:

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

1. Acknowledgement of the withdrawal, on 27.10.2023, by Mrs. Tina Pogacic of her candidacy for the position of Member of the Bank's Supervisory Board, a position for which she had been designated by the Decision of the General of Shareholders' Meeting dated 27.03.2023.
2. Approval of (i) the template of the mandate agreement to be concluded by the Bank with the members of the Supervisory Board and (ii) of the empowerment of the Executive President of the Bank and any of the First Executive Vice-President /Executive Vice-Presidents of the Bank to sign, on behalf of and for UniCredit Bank S.A., the mandate agreements that will be concluded with the members of Supervisory Board.
3. 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. Except for the mandate from point 2 above, 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 in the Ordinary General Meeting are those registered in the Register of Shareholders of the Bank on **February 12th, 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, the documents and informative materials regarding the items on the agenda of the Ordinary General Meeting, including the template of the mandate agreement indicated at point 2 on the agenda, will be made available to the Bank's shareholders at the Bank's headquarters in Bucharest, Exhibition Boulevard no. 1F, sector 1, during business hours, from 9:30 to 17:00.

In accordance with Art. 117² of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the convocation and the informative materials related to the items on the agenda of the Ordinary General Meeting will be published on the Bank's website.

Shareholders who are unable to attend the Ordinary General Meeting of Shareholders in person may give a special power of attorney to be represented by other persons. The shareholders who are natural persons and the representatives of the shareholders who are legal entities will have on them the identity document for identification purposes. Models of special power of attorney and representation mandate will be available at registered office of the Bank in Bucharest, Expoziției Boulevard no. 1F, district 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 Ordinary 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 Ordinary General Meeting of Shareholders, the required quorum is not met 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, the Ordinary General Meeting of Shareholders is convened for **February 27th, 2024** at Head Office UniCredit Bank, located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, starting with 10.00, with the same agenda and the same rules of participation.

Executive President

Mihaela Lupu

