



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 September 23rd, 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 following agenda:

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

1. Acknowledging the result of the assessment carried out by the Risk Management Committee, as presented to the Bank's Supervisory Board, regarding how the legal and regulatory requirements regarding (i) the financial integrity and soundness of the shareholders, as well as (ii) the influence they exercise on the bank's administration, are respected on a continuous basis by the existing shareholders of the Bank, as follows:

"Given that:

- UniCredit Bank S.A. has implemented appropriate rules and mechanisms to ensure continuous monitoring, from the perspective of money laundering/terrorist financing and financial sanctions, of business transactions carried out by all its customers (including its shareholders who are customers) and a prompt system of internal and external reporting
- UniCredit SpA, the only significant shareholder of UniCredit Bank S.A., is subject to the supervision of European and Italian regulatory authorities
- The provisions of the internal policies that regulate the assessment of potential conflicts of interest at the level of the members of the management body (including at the level of the members nominated by the significant shareholder of the Bank) comply with the requirements of the BNR Regulation no. 5/2013 and with the joint guidelines of ESMA and EBA regarding the assessment of the suitability of the members of the management body
- The suitability assessment and annual reassessment at individual level of the members of the management body take into account criteria such as reputation, honesty, integrity, as well as independence and independent thinking
- The Bank ensures the monitoring of the exposure to the group of related parties, continuously by the senior management and quarterly by the Bank's management body in its supervisory function,

It has been found that the legal and regulatory requirements regarding the integrity and financial soundness of the Bank's shareholders, as well as the influence they exercise on the bank's administration, are respected, on a continuous basis, by the Bank's existing shareholders."

2. Acknowledgment by the shareholders of the need for them to pursue, in turn, continuous compliance with all legal and regulatory requirements regarding their financial soundness and integrity as well as the proper manner in which the administration of the bank must be carried out.
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. 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 of Shareholders are those registered in the Register of Shareholders of the Bank on **September 10th, 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, 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, the convening 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 **September 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, with the same agenda and the same rules of participation.

Executive President

Mihaela-Alina Lupu

