

## CONVENING NOTICE

Considering **(i)** the Convening Notice published in the Official Gazette of Romania, part IV of no. 6198 of 30.12.2025, **(ii)** the provisions of art. 117<sup>1</sup> para. 2<sup>1</sup> of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, in application of which the Management Board of UniCredit Bank SA requested the completion with points 7 and 8 of the agenda of the meeting of the Ordinary General Meeting of Shareholders as mentioned in the following, as well as **(iii)** the provisions of art. 21 of the Articles of Incorporation 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., EUID ROONRC, unique registration code RO 361536, (hereinafter referred to as “**the Bank**”), the Management Board of the Bank amends the agenda of **Ordinary General Meeting of Shareholders** called for **30<sup>th</sup> of January 2026** 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. Approval of the extension of the mandates of two of the existing members of the Bank's Supervisory Board, considering the expiry of their mandates, as follows:
  - 3.1. Approval of the extension of the mandate of Mr. Riccardo Roscini as a member of the Supervisory Board (currently holding the position of Vice-Chairman of the Supervisory Board), for a new term of 3 years, from 21.02.2026 to 21.02.2029.
  - 3.2. Approval of the extension of the mandate of Ms. Graziana Mazzone as a member of the Bank's Supervisory Board for a new term of 3 years, from 21.02.2026 to 21.02.2029.
2. Approval of the remuneration (in gross annual amount) for the external members of the UniCredit Group and the Alpha Group of the Supervisory Board, as follows:
  - Member of the Supervisory Board – 10,000 EURO
3. Approval of the general limits of the additional remuneration (in gross annual amount) granted to the external members of the UniCredit Group and the Alpha Group of the Supervisory Board, entrusted with specific functions, as follows:
  - Chairman of the Audit Committee: minimum 10,000 EURO and maximum 15,000 EURO
  - Member of the Audit Committee: minimum 5,000 EURO and maximum 10,000 EURO
  - Chairman of another committee subordinate to the Supervisory Board: minimum EUR 5,000 and maximum EUR 10,000
  - Member of another committee subordinate to the Supervisory Board: minimum 2,500 EURO and maximum 5,000 EURO
4. Approval of the proposal that the remuneration subject to approval according to items 2 and 3 on the agenda of this meeting of the Ordinary General Meeting of Shareholders be applicable also for the year 2025 (pro-rata with the number of months of effective mandate exercised starting with the date from which the merger between UniCredit Bank S.A. and Alpha Bank Romania S.A. became effective) as well

as for the future, until another decision of the Ordinary General Meeting of Shareholders to review the above-mentioned remuneration.

5. Approval of the appointment of KPMG Audit S.R.L., headquartered in Bucharest, sector 1, Șos. Bucharest-Ploiesti, no. 89A, as statutory auditor of UniCredit Bank S.A., for the issuance of the limited assurance report on the CSRD sustainability statement for the financial years 2025-2030 and the empowerment of the Bank's Management Board to negotiate the corresponding contract on the annual remuneration for these services, based on the decision of the Bank's Supervisory Board, during the term of office of financial auditor, as well as the ratification and confirmation of Limited Sustainability Assurance Contract concluded between UniCredit Bank S.A and KPMG Audit S.R.L. on February 13, 2025 for the financial year ended December 31, 2024.
6. Approval of the empowerment of the Executive President of the Bank and of any of the Executive Vice-Presidents of the Bank to sign any documents that will be drawn up based on the decision of the Ordinary General Meeting of Shareholders, as well as to perform all the actions and formalities necessary for the registration and/or publication of the resolution of the 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.
7. Acknowledgement of the termination, on 21.02.2026, of the mandate as independent member of the Supervisory Board of Mrs. Zeynep Nazan Somer Ozelgin, following the expiry of the term for which the mandate was entrusted.
8. Approval of the appointment of a new independent member to the Bank's Supervisory Board. Information on the name, place of residence and professional qualifications of the person proposed for the position of independent member of the Supervisory Board is available to shareholders and can be consulted by them at the Bank's headquarters. The term of office of the newly appointed member will be 3 years, respectively from 21.02.2026 to 21.02.2029. The newly appointed member will exercise the responsibilities after obtaining the prior approval of the National Bank of Romania.

The shareholders entitled to participate and vote at the Ordinary General Meeting are those registered in the Bank's Register of Shareholders on **January 9, 2026**, which is **the reference date**. This reference date will also remain valid if the general meeting is called again, as mentioned below, due to the failure to meet the quorum for the first call.

In accordance with the provisions of art. 117 para. 6 of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, as well as with the provisions of art. 67 ind. 99 and art. 67 ind. 102 of NBR Regulation no. 5/2013, as subsequently amended and supplemented, the list containing information on the name, place of residence, professional qualification, suitability requirements of the management body as well as the results of the initial suitability assessment and of re-evaluation of the suitability of the persons proposed for the position of member of the Supervisory Board will be made available to the Bank's shareholders, starting with the date of publication of the convocation/immediately after the initial suitability assessment/re-evaluation of the suitability, at the registered office of the Bank, in Bucharest, Blv. Expozitiei nr. 1F, District 1, during business hours, between 9:30 a.m. and 5:00 p.m. and on the Bank's website, in the Shareholding section.

In accordance with the provisions of art. 117 ind. 2 of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the calling notice and the informative materials regarding the items on the agenda of the Ordinary General Meeting will be published on the Bank's website.



Shareholders who are unable to participate in person at the Ordinary General Meeting of Shareholders may give a special power of attorney to be represented by other persons. Individual shareholders and representatives of legal entity shareholders will carry their identity document for identification. The models of special power of attorney and representation mandate can be picked up from the registered office of the Bank of Bucharest, Blv. Expozitiei nr. 1F, District 1, starting with the date of the convening of the general meeting. In accordance with the provisions of art. 125 para. 3 of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the proxies shall be submitted in original at the headquarters of the above-mentioned Bank, 48 hours before the date of the Ordinary General Meeting of Shareholders under penalty of losing the exercise of the right to vote in that meeting.

If, on the date and time mentioned above, for the first call of the Ordinary 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 for by the Bank's Articles of Incorporation, is not met, the Ordinary General Meeting of Shareholders is convened for **February 2, 2026** at the Headquarters of UniCredit Bank S.A., located in Bucharest, Blv. Expozitiei nr. 1F, District 1, 1st floor, "Bucharest" conference room, starting at 10.00 a.m., keeping the same agenda and the same rules of participation.

**President of the Management Board**

**Mihaela-Alina Lupu**