



## 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 Board of Directors 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, Expoziției 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. J1991007706408, EUID ROONRC ROONRC.J1991007706408, unique registration code RO 361536, subscribed and paid-up capital of 589,955,162.70 RON (hereinafter referred to as "the Bank"), convenes the **Ordinary General Meeting of Shareholders** for **December 3<sup>rd</sup>, 2025**, starting at 09.00 a.m., 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 appointment of a new member to the Supervisory Board of the Bank. Information regarding the name, place of residence and professional qualifications of the person proposed for the position of 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, from 03.12.2025 to 03.12.2028. The newly appointed member will exercise his/her responsibilities after obtaining the prior approval of the National Bank of Romania.
2. Acknowledgement that , following the merger between UniCredit Bank S.A. and Alpha Bank Romania S.A., approved by the decision of the Extraordinary General Meeting of Shareholders of UniCredit Bank S.A. on 24.03.2025 and which became effective on 15.08.2025, in accordance with the applicable legal provisions and the legal effect of the merger, the reserves registered by Alpha Bank Romania S.A. on the effective date of the merger, taken over under the same deduction conditions by UniCredit Bank S.A., are reconstituted at the level of the latter according to the legal provisions and the applicable accounting rules.
3. Approval of the authorization of the Executive President of the Bank and any of the Executive Vice Presidents of the Bank to sign, in the name and for UniCredit Bank S.A., the mandate contract to be concluded with the new member of the Supervisory Board.
4. Approval of the authorization of the Executive President of the Bank and 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 actions and formalities necessary for the registration and/or publication of the decision 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 authorize 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 **November 15<sup>th</sup>, 2025**, 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 the provisions of art. 117 para. 6 of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, and with the provisions of art. 67 index 99 and art. 67 index 102 of NBR Regulation no. 5/2013, as subsequently amended and supplemented, the list containing information regarding the name, place of residence, professional qualification, suitability requirements of the management

body as well as the results of the assessment of the suitability of the person 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 performance of suitability assessment at the Bank's registered office in Bucharest, Boulevard Expoziției no. 1F, sector 1, during office 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 index 2, second paragraph of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the convocation and 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 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 **December 4<sup>th</sup>, 2025** at Head Office UniCredit Bank, located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, starting with 09.00 a.m., with the same agenda and the same rules of participation.

**Executive President**

**Mihaela-Alina Lupu**

