

## 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. 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 **March 26<sup>th</sup>, 2025**, 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 (i) the Consolidated and Individual Report of the Bank's Management Board for 2024, (ii) the Consolidated and Individual Report of the Bank's Supervisory Board for the Supervisory Activity in 2024 and (iii) the Consolidated Financial Statements and Individuals related to the year 2024, prepared in accordance with the International Financial Reporting Standards applicable to credit institutions based on the Order issued by the Governor of the National Bank of Romania no. 27/2010 with subsequent amendments and completions.
- 2.** Approval of the financial auditor's report on the Consolidated and Individual Financial Statements for 2024, prepared in accordance with the International Financial Reporting Standards applicable to credit institutions based on the Order issued by the Governor of the National Bank of Romania no. 27/2010, with subsequent amendments and completions.
- 3.** Approval of the proposal for the distribution of the Bank's net profit for 2024 in the amount of RON 1.456.897.308,39, calculated and presented in the Consolidated and Individual Financial Statements prepared in accordance with the International Financial Reporting Standards applicable to credit institutions based on the Order issued by the Governor of the National Bank of Romania no. 27/2010 with subsequent amendments and completions, as follows:
  - a.** the establishment of a reserve in the amount of RON 23.522.599,00 related to the reinvested profit in the financial year 2024, for which the Bank applied the profit tax exemption, in accordance with art. 22 of Law no. 227/2015 regarding the Fiscal Code;
  - b.** distribution of dividends amounting to RON 728.448.654,20; the term of payment of the dividends will be established by the decision of the Management Board.
  - c.** the reinvestment of the remaining net profit in the total amount of RON 704.926.055,19 in order to increase the capital base and the solvency rate of the Bank.
- 4.** Approval of the income and expenditure budget for 2025, prepared by the Bank's Board of Directors and approved in advance by the Bank's Supervisory Board.
- 5.** Discharge of the members of the Bank's Management Board for the financial year 2024. The discharge operates for each of the persons who have exercised responsibilities as a member of the Management Board, corresponding to the period in which the person's term of office was valid during 2024.

6. Approval of the remuneration (in gross annual amount) for the external members of the UniCredit Group of the Supervisory Board, as follows:

- Vice President of the Supervisory Board - 15,000 EURO
- Member of the Supervisory Board - 10,000 EURO

and maintaining of the remuneration, in the amount of EUR 60,000 (gross annual amount) for the position of Chairman of the Supervisory Board, if it is held by an external member of the UniCredit Group, in accordance with the Ordinary General Shareholders Meeting Resolution from November 4, 2024.

7. Approval of the establishment of the general limits of the remuneration of the members of the Management Board in accordance with the existing remuneration policies at the level of UniCredit Bank S.A.

8. 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 **March 10<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 Art. 117<sup>2</sup> of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the convocation, the annual financial statements, the reports of the Management Board and of the Supervisory Board, as well as the proposal on how to distribute the profit 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 **March 27<sup>th</sup>, 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**