

CONVENING NOTICE

In accordance with the provisions of Article 113 paragraph 1 letter h) and Article 117 of Law no. 31/1990 on companies, republished, with subsequent amendments and completions ("**Companies Law**") and art. 21 of the Articles of Incorporation,

UniCredit Bank S.A., a Romanian legal entity organized in the form of a joint stock company, managed in a dualist system, with its registered office in Bucharest, 1 F Exhibition Boulevard, sector 1, Romania, registered in the Banking Register under no. RB - RJR-40-011/18.02.1999 and at the Trade Register under no. J40/7706/1991, EUID R00NRC. J40/7706/1991, unique registration code RO 361536 (hereinafter referred to as "**Bank**" or "**UniCredit**"),

convenes **the Extraordinary General Meeting of Shareholders** for **March 24, 2025**, starting at 10.00 a.m. at UniCredit's headquarters, located in Bucharest, 1 F Exhibition Boulevard, sector 1, 1st floor, "**Bucharest**" conference room, with the following agenda:

1. Approval of the Merger Project authenticated under no. 725 of January 31, 2025 and published on the websites of UniCredit Bank S.A. and Alpha Bank Romania S.A., according to the provisions of art. 242 para. (21) of the Companies Law on February 12, 2025, and, as a consequence:
 - 1.1 approval of all terms and conditions relating to the Merger (including the Effective Date) as set forth in the Merger Proposal; and
 - 1.2 approval of all documents that have been drawn up on the basis of the Merger Project or in connection with it.
2. Approval of the merger by absorption between UniCredit Bank S.A., as Absorbing Company, and Alpha Bank Romania S.A., as Absorbed Company, starting with the Effective Date of the merger, in accordance with the terms and conditions established by the Merger Project and, as a consequence:
 - 2.1 approval of the increase of the share capital of UniCredit, as a result of the merger, in the amount of RON 134,735,684.4, from RON 455,219,478.3 to RON 589,955,162.7, through the issuance of 14,487,708 new, registered, ordinary shares, each with a nominal value of RON 9.3/share, allocated in accordance with the provisions of the Merger Project;
 - 2.2 approval of the amendment of Art. 8 of the Bank's Articles of Incorporation, which will have the following content:

"The subscribed share capital of the Bank is RON 589,955,162.70, fully paid, divided into a number of 63,436,039 registered shares equal in value, issued in dematerialized form, with a nominal value of RON 9.3 each, numbered from 1 to 63,436,039."

3. Approval of the empowerment of the UniCredit Executive Board to comply with the provisions of the decision of the Extraordinary General Meeting of Shareholders regarding the merger, meaning that the UniCredit Executive Board:

3.1 is empowered to take any and all actions it deems necessary or useful in relation to the implementation of the merger process and the merger itself, having full authority to decide any other elements (including dates and stages) necessary or useful for the completion and implementation in good conditions of the merger between UniCredit and Alpha Bank Romania S.A. The Executive Board is empowered to complete UniCredit's object of activity, to the extent that this fact would be necessary as a result of the institutional dialogue related to the merger.

3.2 is empowered to take any measures and to carry out all operations of an administrative, economic-financial or legal nature that would be necessary according to the operating or regulatory framework applicable to companies, in general and credit institutions, in particular, or that it would consider appropriate in relation to the implementation of the merger process and the merger itself, including but not limited to:

- (i) undertaking the necessary formalities before the competent authorities and institutions, shareholders – regarding the procedures by which they can exercise their rights in the context of the merger – and any natural or legal persons;
- (ii) preparing and signing any documents and statements, as well as undertaking any other necessary or useful actions, in connection with the implementation of the merger process and fulfilling the provisions of the decision of the Extraordinary General Meeting of Shareholders;
- (iii) carrying out all the actions and formalities necessary for the registration and/or publication of the decision of the Extraordinary General Meeting of Shareholders and/or any documents, according to the legal regulations in force, in the Official Gazette part IV.

In the exercise of this mandate, the UniCredit Executive Board may be represented by any two of its members, in accordance with the provisions of the Bank's Articles of Incorporation, and has the right to ensure the undertaking of the necessary actions and formalities by other persons, in accordance with the provisions of the Bank's Articles of Association.

The shareholders entitled to participate and vote in the Extraordinary General Meeting are those registered in the Bank's Register of Shareholders on **March 10, 2025**, which is the reference date. This reference date will also remain valid if the general meeting is reconvened, as mentioned below, due to the failure to meet the quorum for the first call.

In accordance with the provisions of Article 117 index 2 of the Companies Law, the notice will be published on the Bank's website.

In accordance with the provisions of art. 244 of the Companies Law, the documents and informative materials, regarding the items on the agenda of the Extraordinary General Meeting, will be made available to the Bank's shareholders at the Bank's registered office in Bucharest, Expositiunii Boulevard no. 1F, sector 1, during office hours, between 9:30 – 17:00. Further details are available by calling 021 206 72 07.]

Shareholders who are unable to attend the Extraordinary General Meeting of Shareholders in person may give a special power of attorney to be represented by other persons. Individual shareholders and representatives of legal person shareholders will carry their identity document for identification. Models of special power of attorney and representation mandate can be picked up from the registered office of the Bank of Bucharest, Expositiunii Boulevard no. 1 F, sector 1, starting with the date of the convocation of the general meeting. In accordance with the provisions of art. 125 para. 3 of the Companies Law, the proxies shall be submitted in original at the above-mentioned Bank's headquarters, 48 hours before the date of the 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 convening of the Extraordinary General Meeting of Shareholders, the quorum provided for by the Companies Law, as well as that provided by the Bank's Articles of Association, is not met, the Extraordinary General Meeting of Shareholders is convened for **March 25, 2025** at the Headquarters of UniCredit Bank - S.A., located in Bucharest, Exhibition Boulevard no. 1 F, sector 1, 1st floor, "Bucharest" conference room, starting at 10.00 a.m., keeping the same agenda and the same rules of participation.

Executive Chairman

Mihaela-Alina Lupu