



ALPHA BANK ROMANIA

Member of  UniCredit

Calling Notice

of the Extraordinary General Meeting of Shareholders

of Alpha Bank Romania SA

In accordance with the provisions of Article 113 para. 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 Association,

Board of Directors of Alpha Bank Romania S.A., a Romanian legal entity organized in the form of a joint stock company, registered and operating in accordance with the Romanian legislation, with its registered office in Bucharest, District 1, 172-176 Bucuresti-Ploiesti street, Platinum Business & Convention Center Building, 4th floor, Romania, registered at the Trade Registry Office under no. J40/28451/1993, having sole registration code (CUI) 5062063 (hereinafter referred to as the "**Bank**" or "**Alpha Bank**"),

convenes **the Extraordinary General Meeting of Shareholders for March 24, 2025**, starting at 11:00 a.m. at the headquarters of Alpha Bank, located in Bucharest, District 1, 172-176 Bucuresti-Ploiesti street, Platinum Business & Convention Center Building, 4th floor, Romania, **Atena Conference Hall, with the following agenda:**

1. Approval of the Merger Plan authenticated under no. 725 on January 31, 2025, and published on the websites of UniCredit Bank S.A. and Alpha Bank Romania S.A. on February 12, 2025, according to the provisions of art. 242 para. (2¹) of the Companies Law, and consequently:
 - 1.1 approval of all terms and conditions relating to the merger (including the Effective Date) as set forth in the Merger Plan; and
 - 1.2 approval of all documents that have been prepared pursuant to or in connection with the Merger Plan.
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 provided in the Merger Plan and consequently:
 - 2.1 approval of the universal transfer by Alpha Bank Romania S.A. to UniCredit Bank S.A., as a result of the merger, of the entire patrimony of Alpha Bank,

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Cod Unic de Inregistrare: 5062063, Atribut Fiscal: RO, Număr de ordine în Registrul Comerțului: J40/28415/1993, Identificator Unic la Nivel European (EUID): ROONRC.J40/28415/1993, RB-PJR-40-022/1999, Capital social subscris și vărsat: 958.811.443,20 RON

according to the meaning and in accordance with the terms and conditions of the Merger Plan;

- 2.2 the approval of the dissolution without liquidation and the corresponding deregistration of Alpha Bank Romania S.A. from the Trade Registry Office attached to Bucharest Court on the Merger Effective Date.
3. Approval of the empowerment of the Board of Directors of Alpha Bank to carry out the provisions of the resolution of the Extraordinary General Meeting of Shareholders regarding the merger, whereby the Board of Directors:
- 3.1 is empowered to take any and all actions it deems necessary or useful in connection with 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 Bank S.A. and Alpha Bank Romania S.A.
 - 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 authorities and competent institutions to implement the merger and its effects;
 - (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 resolution of the Extraordinary General Meeting of Shareholders;
 - (iii) carrying out all the actions and formalities necessary for the registration and/or publication of the resolution of the Extraordinary General Meeting of Shareholders and/or any documents, according to the legal provisions in force, in the Official Gazette part IV.

In the exercise of this mandate, the Board of Directors and/or Alpha Bank will be represented by the Executive President, in accordance with the provisions of the Bank's Articles of Association 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 attend and vote in the Extraordinary General Meeting are those registered in the Bank's Shareholders' Registry on **March 10, 2025**, which is the reference date. This reference date will also remain valid even 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 calling 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, referring to 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, District 1, 172-176 Bucuresti-Ploiesti street, Platinum Business & Convention Center Building, 4th floor, Romania, during office hours, between 9:30 a.m. and 5:00 p.m.

Shareholders who are unable to attend the Extraordinary General Meeting of Shareholders in person may give a mandate of representation to other persons. The representatives of the shareholders which are legal persons will have their identity document with them for identification purposes. Models of special power of attorney or representation mandate may be collected from Bank's registered office at Bucharest, District 1, 172-176 Bucuresti-Ploiesti Street, Platinum Business & Convention Center Building, 4th floor, Romania, starting with the date of calling notice of the general meeting. In accordance with the provisions of art. 125 para. 3 of the Companies Law, the mandates of representation shall be submitted in original at the above-mentioned Bank's registered office, 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 call of the Extraordinary General Meeting of Shareholders, the quorum provided under the Companies Law, as well as the one provided under 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 Alpha Bank Romania S.A., located in Bucharest, District 1, 172-176 Bucuresti-Ploiesti street, Platinum Business & Convention Center Building, 4th floor, Romania, Atena Conference Hall, starting at 11:00 a.m., keeping the same agenda and the same rules of participation.

Antoaneta Curteanu

Executive President

