

Credit Europe Bank (Romania) S.A.

Registered with the Trade Registry Office attached to the Bucharest Tribunal under no.
J40/18074/1993

Sole registration code (CUI): RO 4315966

EUID: ROONRC.J40/18074/1993

Headquarters in Romania, Bucharest, 26Z Timisoara Boulevard, Anchor Plaza building, 6th
District

Subscribed and paid-up share capital: RON 557,609,960.60

CONVENING NOTICE

The Board of Administrators of CREDIT EUROPE BANK (ROMANIA) S.A. (“**CEB RO**”), having its head office in Romania, Bucharest, 26Z Timisoara Boulevard, Anchor Plaza building, 6th district, registered with the Trade Registry Office attached to the Bucharest Tribunal under number J40/18074/1993, sole registration and VAT number RO 4315966, having a share capital of RON 557.609.960,60, registered with the Credit Institutions Registry under number RB-PJR-40-018/18.02.1999,

hereby convenes on the 7th of June 2024 the Extraordinary General Meeting of the Shareholders (“**EGMS**”) at 10:00 a.m., at the head office of CEB RO, located in Romania, Bucharest, 26Z Timisoara Boulevard, Anchor Plaza building, 6th district, ground floor - Meeting Room for the shareholders registered with the Shareholders Registry on the reference date of the Extraordinary General Meeting of Shareholders, namely 15 of May 2024.

In case the minimum quorum required for a valid and statutory holding of the EGMS is not achieved at the first convening date, a second EGMS meeting will be held on the 10th of June 2024, at 10:00 a.m., in the same location, with the same agenda and with the same reference date.

Agenda of the EGMS consists of the following items:

1. Approval of the Merger Proposal and of the Merger, as follows:

- 1.1. Approval of the joint merger proposal prepared by the Board of Administrators of CEB RO and the managing board of Credit Europe Bank N.V., a limited liability company, with headquarters in 6A Karspeldreef, 1101 CJ Amsterdam, the Netherlands, registered with the Dutch Business Register attached to the Netherlands Chamber of Commerce under no. 33256675 (“**CEB NV**”) authenticated under no. 480/9 April 2024 by public notary Ioana Valmar and published with the Romanian Trade Registry Electronic Bulletin no. 11179/18.04.2024 (the “**Merger Proposal**”).

In view of approving the Merger Proposal, the EGMS will take into account, as per article 251²⁹ paragraph (1) of the Companies Law (as defined below), the report of the Board of Administrators of CEB RO addressed to the shareholders and the employees of CEB RO (drafted in accordance with article 251²⁵ of the Companies Law) and the report of the independent expert concerning the Merger and the Merger Proposal (drafted in accordance with article 251²⁶ of the Companies Law), along with any comments received from employees in connection thereto.

- 1.2. Approval of the cross-border merger by absorption between CEB RO, as absorbed company and CEB NV, as the absorbing company, in accordance with (i) Sections 2, 3 and 3A of Title 7, of Book 2 Dutch Civil Code and (ii) article 251²³ paragraph (1) letter a) of Chapter IV and the subsequent articles of the law no. 31/1990 on companies, republished, as further amended and supplemented (the “**Companies Law**”), under the terms, conditions and as further detailed in the Merger Proposal, (the “**Merger**”), as well as the consequences and effects of the Merger, including, but not limited, to the following:

- 1.2.1. the dissolution without liquidation of CEB RO and its deregistration from the Trade Registry;

- 1.2.2. the transfer under universal transmission (in Romanian, *transmisiune universală*), as a whole, of all the assets, rights and liabilities of CEB RO to CEB NV, under the terms described in the Merger Proposal and the resolution to be adopted by the EGMS during the meeting convened hereunder and the simultaneous allocation of the entire patrimony of CEB RO to the branch of CEB NV contemplated to be established in Romania, intended to carry on the activity of CEB RO as of the Effective Date (as defined in the Merger Proposal and indicated below) and which is envisaged to be named “Credit Europe Bank N.V. Amsterdam Sucursala Bucuresti” (the “**Romanian Branch**”); and
- 1.2.3. the allocation of shares in the share capital of CEB NV to the shareholders of CEB RO in accordance with the share exchange ratio determined under the Merger Proposal, as well as, under certain conditions, a cash payment, as described in the Merger Proposal.

Whereas both CEB RO and CEB NV are financial institutions regulated under the laws of their incorporation jurisdictions, the Merger is subject to and conditional upon the prior approval of the National Bank of Romania and of the Dutch Central Bank (*De Nederlandsche Bank N.V.*).

- 1.3. Acknowledgement and approval that, in accordance with the provisions of article 251²² paragraph (1) of the Companies Law and with the provisions of the Merger Proposal, the effective date is determined by the governing laws of the absorbing company, i.e., Dutch law, and therefore the Merger shall be effective on the calendar day following the execution of the merger deed by the Dutch civil notary, in accordance with article 2:318 paragraph 1 Dutch Civil Code (the “**Effective Date**”). Acknowledgement that, as of the Effective Date, the operations of CEB RO are considered from an accounting perspective as belonging to CEB NV and allocated to the Romanian Branch.
- 1.4. Acknowledgement and approval, for clarification purposes, that, as effect of the law and as a consequence of the Merger, starting with the Effective Date, CEB NV shall acquire, under a universal transmission, and shall allocate to the Romanian Branch (to the maximum extent possible) all assets, rights and liabilities of CEB RO as further detailed in the Merger Proposal and including but not limited to:
 - 1.4.1. all the real estate rights and assets of CEB RO, together with any and all accessories, as they exist in the patrimony of CEB RO at the Effective Date, regardless of (i) whether such right or asset has been identified or not in the annexes to the Merger Proposal or the annexes to the EGMS resolution (whether by omission or clerical error) (ii) any changes in the patrimony of CEB RO between the date of the Merger Proposal, respectively the date of the EGMS convened hereunder and the Effective Date. For further clarity, the real estate portfolio of CEB RO includes rights and obligations relating to any and all (i) lands, as well as relating to any and all (ii) constructions that will have not yet been finalised, whether and/or not such were registered with the Romanian Land Book and/or with the fiscal authorities as at the Effective Date, over which CEB RO would have been entitled to obtain ownership rights or any other real estate right.

It is acknowledged that the patrimony of CEB RO, including its real estate rights and assets, is subject to changes. As such, at the date of the EGMS, there will be annexes to the resolution, reflecting the up to date situation of the real estate rights and assets, including any potential changes from the situation reflected in the annexes to the Merger Proposal and, additionally, up to and including on the Effective Date the representatives of CEB RO and CEB NV may further amend and supplement the list and description (including without limitation, to remedy any clerical errors) of the real estate rights and assets.
 - 1.4.2. any and all other assets (whether movable or immovable, tangible or intangible), rights (whether rights *in rem*, rights of claim, procedural standings, rights ancillary thereto, intellectual property rights or any other kind of right) and the goodwill, and all liabilities (whether they are personal obligations, *propter rem*, *scriptae in rem* or any other kind of main or ancillary obligation), as such are further detailed in the Merger Proposal.

- 1.5. Acknowledgement that all the secondary units of CEB RO shall be deregistered and new secondary units of CEB NV acting through the Romanian Branch shall be registered in the same locations, taken over from CEB RO, with a specific confirmation that the rights secured for each such secondary unit shall be taken over as whole by CEB NV and shall continue as basis for the registration of CEB NV's secondary units, with the clarifications included in the Merger Proposal.
- 1.6. Acknowledgment that the mandates of the board of administrators of CEB RO and of the financial auditor of CEB RO shall terminate as of the Effective Date.
2. **Approval to empower** any two members of the Managing Board of CEB RO (with the full right to sub-delegate) in connection with the Merger to: (i) perform any formalities, undertake any economic, legal, financial or other operations necessary, useful or desirable for the implementation and registration of the Merger in the applicable Romanian and/or Dutch public registries, including, without limitation, to prepare, sign, deliver, receive, any declarations or other documents; and (ii) represent CEB RO before any competent authorities, including the National Bank of Romania, Romanian Trade Registry, notaries public, Romanian Land Book authorities, and any other authority, public institutions, banks or legal or natural persons.
3. **Approval to authorize** any two members of the Managing Board of CEB RO to sign, in authenticated form, the resolution of the Extraordinary General Meeting of the Shareholders of CEB RO to be adopted at the EGMS convened hereunder and to perform any other formalities, in their own name or by proxies, as necessary, useful or desirable to register and publish it with the competent authorities, to apply for and pursue any pre-merger certificate and/or consents or approvals, including but not limited from the Trade Registry Office attached to the Bucharest Tribunal, the National Bank of Romania and any other relevant person or entity.

General comments on the EGMS

Prior to the EMGS, the attending shareholders will submit the identification documents to the secretariat of this meeting, as follows: individuals – identity card and the legal entities – power-of-attorney for the representatives together with the identity document of the latter, as well copies of the identification documents of the company, namely the company's registration certificate and fiscal certificate.

The Shareholders have the right to participate to the EGMS personally or by proxy (another shareholder or a third party), authorized through a special power-of-attorney.

Drafts of the special power-of-attorney required for representation within the EGMS may be requested from the Headquarters of CEB RO, starting with 23rd of May, 2024.

Subsequent to filling in and signing thereof, one original of the special power-of-attorney will be submitted to CEB RO, at least 2 (two) days before the date announced for the meeting of the EMGS; a second original will be kept by the proxy, and the third will be kept by the shareholder.

The documents and informational materials regarding the items on the agendas of the meeting are made available to the shareholders at CEB RO's headquarters, starting on the convening date of the general meeting.

For any additional information please contact the Corporate Governance Division at 021.406.50.77.

Mr. Faik Onur Umut

President of the Board of Administrators of

CREDIT EUROPE BANK (ROMANIA) S.A.