

Cross-border Merger - Notification addressed to the shareholders, creditors and to the employees of the Merging Companies

The undersigned:

1. The managing board (the “**Managing Board**”) of the company incorporated in accordance with the laws of the Netherlands:  
**Credit Europe Bank N.V.**, a limited liability company (*naamloze vennootschap*) with its seat in Amsterdam and offices at 1101 CJ Amsterdam, Netherlands, Karspeldreef 6A, filed at the Dutch Trade Register of the Chamber of Commerce under number: 33256675,  
 hereinafter to be referred to as: the “**Acquiring Company**” or “**CEB NV**”; and
2. The board of administrators (the “**Board of Administrators**”) of the company incorporated in accordance with the laws of Romania:  
**Credit Europe Bank (Romania) S.A. (societate pe actiuni)**, a joint stock company with registered offices at Bucharest, Romania, 26Z Timisoara Boulevard, Anchor Plaza Building, 6th District, registered at the Romanian Trade Register Office in Bucharest, Romania, under number: J40/18074/1993, sole registration code 4315966, VAT code RO4315966, Sole European Identification Code (EUID) ROONRC.J40/18074/1993, registered with the Credit Institutions Registry under number RB-PJR-40-018/18.02.1999, hereinafter to be referred to as: the “**Vanishing Company**” or “**CEB RO**”;

the Acquiring Company and the Vanishing Company, are hereinafter jointly referred to as the “**Merging Companies**”,

in respect of the cross-border merger through absorption between CEB NV, as the acquiring company, and CEB RO, as the vanishing company (the “**Merger**”),

in accordance with article 2:333e Dutch Civil Code (*Burgerlijk Wetboek*) and article 251<sup>28</sup> paragraph (1) of the Romanian law no. 31/1990, republished, as subsequently amended and supplemented (the “**Romanian Companies Law**”),

hereby notify the shareholders, creditors and the employees of the Acquiring Company and the Vanishing Company (the “**Relevant Persons**”) of the following:

The Relevant Persons may consult the joint merger proposal prepared by the Acquiring Company and the Vanishing Company in respect to the Merger (the “**Merger Proposal**”), as follows:

For the Vanishing Company:

- the Merger Proposal will be published in accordance with article 251<sup>28</sup> of the Romanian Companies’ Law with the Electronic Bulletin of the Trade Registry (*Romanian, Buletinul electronic al registrului comerțului*);
- the Merger Proposal will also be available at the following address on the website of the Vanishing Company <https://www.crediteurope.ro/Despre-noi/Fuziune> (for Romanian language) or <https://www.crediteurope.ro/en/About-us/Merger>

(for English language).

For the Acquiring Company:

- the Merger Proposal, with annexes and the last three adopted annual accounts of the Merging Companies, and this notification, will be filed electronically with the trade register of the Dutch Chamber of Commerce;
- the filing of the Merger Proposal will be announced in the Dutch National Gazette (*Staatscourant*).

The Merger Proposal, with annexes and the last three adopted annual accounts of the Merging Companies, this notification, as well as the explanatory notes of the Managing Board of the Acquiring Company, will also be made available for inspection by the shareholders and the employees of the Merging Companies at the office address of the Acquiring Company.

The Relevant Persons are entitled to submit comments regarding the Merger Proposal no later than five (5) working days before the date on which the competent body of each Merging Company takes a decision on the Merger.

A. In relation to CEB RO, as the Vanishing Company:

The competent body of CEB RO that will decide on the Merger is the extraordinary general meeting of shareholders. The convening notice for CEB RO's extraordinary meeting of shareholders will be published at least 6 (six) weeks prior to the date of the meeting, in accordance with the applicable Romanian Companies Law, in the Official Gazette – Part IV and in Romania Libera newspaper. Relevant Persons will be able to determine the 5 days term (as referred to hereinabove) on the basis of the date of the meeting as communicated in the convening notice.

The Relevant Persons will submit their comments in writing, to CEB RO, at the address mentioned in the first page of this notice, marked to the attention of the Board of Administrators and specifically referring to the Merger Proposal. The comments may also be submitted electronically to the following e-mail address [comentarii@crediteurope.ro](mailto:comentarii@crediteurope.ro).

Irrespective of the form of communication chosen by the Relevant Person, the comments will be accompanied by documents attesting the identity of the Relevant Person (e.g., for natural persons a copy of their identification document, along with a power of attorney and a copy of the identification document of the proxy, if the case, and for legal persons: a Trade Registry excerpt showing the identification details and the legal representatives, a copy of the identification documents of such signatories and (a) power(s) of attorney, if the case). The Relevant Person will also need to provide an indication/description of the relationship with the Vanishing Company, meaning in what capacity the Relevant Person acts (i.e., shareholder, creditor or employee of CEB RO).

B. In relation to CEB NV, as the Acquiring Company:

The competent body of CEB NV that will decide on the Merger is the Managing Board. The Managing Board will file the Merger Proposal with the

trade register of the Dutch Chamber of Commerce at the end of June 2024 and will announce the filing of the Merger Proposal in the Dutch National Gazette (*Staatscourant*) at the beginning of July 2024. The decision to merge can only be taken by the Managing Board at the earliest one month after the day on which the filing of the Merger Proposal has been announced and six weeks after the explanatory notes have been made available for inspection by the shareholders and the employees of the Merging Companies.

The Relevant Persons will submit their comments in writing, to CEB NV, at the address mentioned in the first page of this notice, marked to the attention of the Managing Board and specifically referring to the Merger Proposal. The comments may also be submitted electronically to the following e-mail address [comments@crediteurope.nl](mailto:comments@crediteurope.nl). Irrespective of the form of communication chosen by the Relevant Person, the comments will be accompanied by documents attesting the identity of the Relevant Person (e.g., for natural persons: a copy of their identification document, along with a power of attorney and a copy of the identification document of the proxy, if the case, and for legal persons: a Trade Registry excerpt showing the identification details and the legal representatives, a copy of the identification documents of such signatories and (a) power(s) of attorney, if the case). The Relevant Person will also need to provide an indication/description of the relationship with the Acquiring Company, meaning in what capacity the Relevant Person acts (i.e., shareholder, creditor or employee of CEB NV). Upon receipt, the comments will be made available by the Managing Board of the Acquiring Company for inspection by the shareholders of the Merging Companies at the address of the Acquiring Company.

In addition, in respect of the shareholders and if the case those who have a special right against the Acquiring Company, such as a right to distribution of profits or to acquire shares, the Merger documents (such as the Merger Proposal with annexes and the last three adopted annual accounts of the Merging Companies, this notification, as well as the explanatory notes of the Managing Board of the Acquiring Company) are available for inspection at the address of the Acquiring Company or are electronically accessible, until the Merger effective date as well as for six months afterwards. During this period, the shareholders and if the case those who have a special right against the Acquiring Company can obtain a copy free of charge. A copy may be provided electronically if a shareholder or if the case a holder of a special right has agreed to this. The Acquiring Company is not obliged to provide hard copies in the event that the shareholders or if the case the holders of special rights have the option to save an electronic copy of the documents.

Relevant Persons may find information on the processing of personal data by the Merging Companies, in relation to the Merger, in the information notice/privacy policy made available, including through the website:

For the Vanishing Company:

<https://www.crediteurope.ro/Politica-de-confidentialitate> (for Romanian language) or <https://www.crediteurope.ro/en/Privacy-policy> (for English language); and

For the Acquiring Company:

<https://www.crediteuropebank.com/privacy/>

This document will be signed in Romanian for the attention of the Relevant Persons of the Vanishing Company and it will be signed in English and Dutch for the attention of the Relevant Persons of the Acquiring Company.

**Credit Europe Bank N.V**

**Managing Board:**

Senol Aoglu

Umut Bayoglu

Batuhan Yalniz

**Credit Europe Bank (Romania) S.A.**

By:

Faik Onur Umut  
President of the Board of Administrators

Yakup Çil  
Member of the Board of Administrators  
and of the Managing Board

Raluca Elena Galchiş  
Member of the Managing Board