



NOTICE OF MEETING

Wednesday, 27th of May 2026, 15:00 p.m.

With and without the physical presence of the
shareholders

NOTIFICATION



Dear Shareholder,

We are pleased to inform you that, by decision of the Board of Acba Bank, the Annual General Meeting of Shareholders will be convened on Wednesday, May 27, 2026, at the **Special Events Auditorium**, located within the Cafesjian Center for the Arts (10 Tamanyan Street, Yerevan 0009, Armenia).

This year is particularly significant, as the Bank celebrates the 30th anniversary of its establishment. The Annual General Meeting provides an excellent opportunity to share this important milestone together with our shareholders. Shareholders are key stakeholders of the Bank, holding a unique place within its governance framework and playing an essential role in its development, stability, and long-term growth.

We would be delighted to share this special day with you and, following the formal part of the meeting, to enjoy a pleasant and informal interaction.

Please note that the meeting may be held with the physical presence of a limited number of shareholders. Shareholders who are unable to attend in person will have the opportunity to participate in the meeting and exercise their voting rights remotely, through dedicated real-time communication tools.

Acba Bank invites its shareholders to regularly consult the page dedicated to the Corporate Governance on its website, where you will find all the materials of the Annual General Meeting. You can go to the mentioned page by the following link. The Bank will also send the meeting materials to your e-mail addresses.

**Sincerely,
Board Chairperson
Sona Ishkhanyan**

“ACBA BANK” OJSC
Annual General Meeting
of Shareholders

Wednesday, 27th of May 2026,
15:00 p.m.

**With and without the physical
presence of the shareholders**

Shareholders who wish to attend the meeting physically are kindly requested to submit an admission application online via the Bank's website (www.invest.acba.am) no later than May 25, 2026.

Please note that, due to venue capacity limitations, the Bank is unable to accommodate a large number of attendees in person. Accordingly, only those shareholders who receive a confirmation of admission will be able to participate physically in the meeting.

To ensure a fair and transparent approach, confirmations will be granted on a first-come, first-served basis, taking into account the order in which applications are submitted, until all available seats are filled.

If you have not submitted an application for physical participation in the meeting or your application has not been accepted, you can attend the meeting in real time mode via “Microsoft teams”, the link of which will be additionally sent to your e-mail address.

You will be notified if your request to attend the meeting in person is accepted or denied.

If your authorized representative will attend the meeting in person and/or vote on your behalf, a power of attorney or other document establishing their authority must be submitted in accordance with the law.

Important to know

The registration of meeting participants will take place on May 27, 2026, at 15:00. The following rules apply to the calculation of the quorum and the summary of voting results:

- ▶ registered shareholders who wish to attend the General Meeting must show up at the reception desk at 14:30 on the day of the meeting with proof of identity (as well as the document justifying the representation, in case of being a representative);
- ▶ shareholders joining the meeting via “Microsoft Teams” must enter their name, surname and identity document information in a personal chat section;
- ▶ the votes of shareholders who voted before the end of the specified period will be taken into account for calculating the quorum and summarizing the voting results.

THE PROCEDURE FOR WRITTEN QUESTIONS

Each shareholder has the right to submit one or more written questions, the answers to which will be published on the website of ACBA Bank at the following link, and will also be presented during the General Meeting under the conditions described below:

Submission of questions

Shareholders wishing to submit questions in writing may, from the date of the Notice of Meeting until May 27, 2025, send them either by registered letter with return receipt requested to the Chairman of the Board of the Bank at the the Bank's registered office address, or by email to: ir@Acba.am.

You can also submit written questions during the General Meeting via Microsoft Teams, in case of remote attendance, or in person, in case of physical participation.

Important to know

Only questions submitted through this procedure within the allotted time will be addressed.

MODERATION AND ANSWERING OF QUESTIONS

ACBA Bank will make every effort to answer all questions that are received in this context. However, if necessary written questions may be moderated to avoid any incidents during the meeting. Shareholders are asked to observe the following rules:

- ▶ Only questions related to the agenda of the General Meeting will be addressed.
- ▶ No questions relating to personal matters, customer focus or commercial issues will be addressed. Please address such questions to the Bank's official e-mail address: Acba@Acba.am.
- ▶ Any comments or questions containing abusive or defamatory language will not be addressed.
- ▶ Any questions that are not sufficiently understandable or intelligible will not be addressed. It is the shareholder's responsibility to ensure that the question is properly framed and clear.
- ▶ As many questions as possible will be addressed at the meeting after being grouped by topic. The responses provided at the meeting will be published on the ACBA Bank's website. Questions that could not be answered during the meeting will also be posted on the Bank's website.

The start of the meeting.

We remind you that the meeting will start on May 27, 2026 at 15:00. A link to join the meeting remotely will also be sent to your email address.

CONDITIONS FOR EXERCISING YOUR VOTING RIGHT

In accordance with Decision of the Board of Acba bank all shareholders, regardless of the number of shares held, who will be listed in the Bank's Register of shareholders as of 18:00 of 21st of April 2026 and who hold personal securities accounts shall have the right to participate in the General Meeting.

HOW DO I EXERCISE MY VOTING RIGHTS?

Shareholders may exercise their voting rights through the following options:

- **By voting ballot:** by sending the voting ballot to the bank by post or email. Shareholders attending the General Meeting in person may vote by handing over the ballot to the secretary of the meeting during the Meeting, or
- **Electronically:** via the CDAonline mobile application or the website (<https://online.cda.am>) of the Central Depository of Armenia, :

If the same shareholder votes with a ballot more than once, the position expressed on the ballot submitted at the latest will be considered final, and the previous one(s) will be considered invalid and will not be taken into account during the counting of votes.

If the same shareholder votes both by ballot and electronically, the vote submitted at the latest will be considered final, and the previous votes will be considered

invalid and will not be taken into account during the counting of votes.

The voting results will be summarized by the counting committee of Acba bank within a period of 5 business days after the end of the meeting. The counting committee has the following composition.

Chairman of the committee:

NAREK ANTONYAN

(Head of Investor Relations Division, Acba bank)

Committee members:

TATEVIK IGITYAN

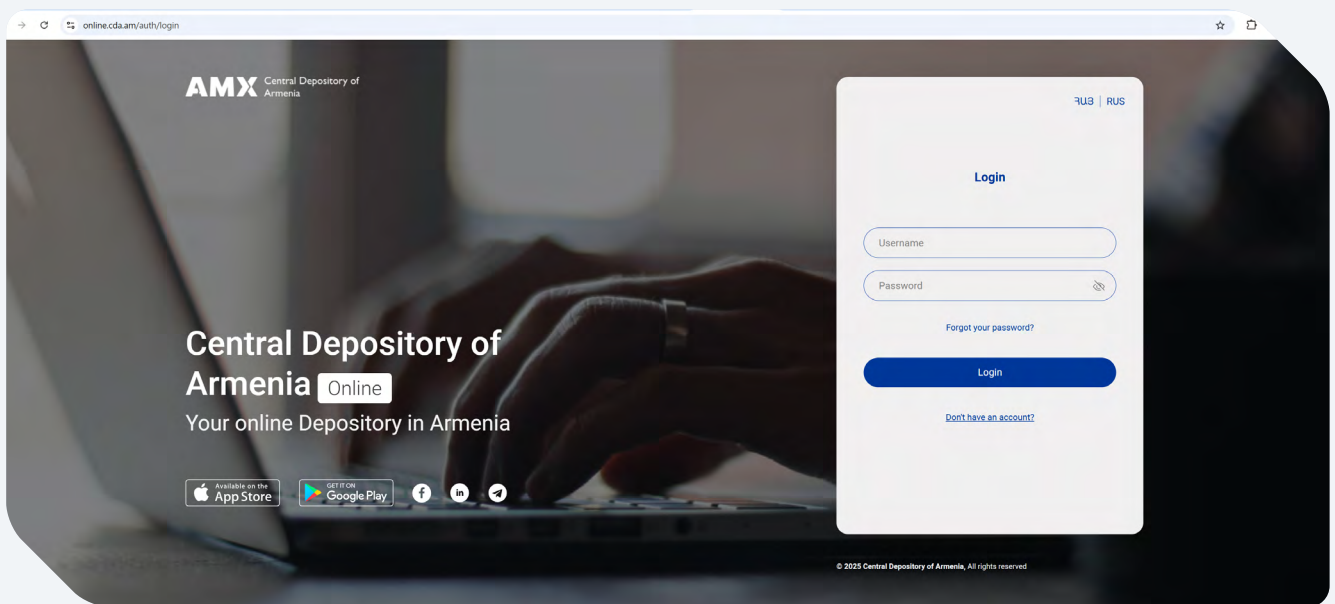
(Corporate Secretary, Acba bank)

SIRANUSH HARUTYUNYAN

(Head of Dealing Back Office Division, Acba bank)

VOTING BY ELECTRONIC MEANS

You have the opportunity to vote at the Annual General Meeting electronically through the CDAonline mobile or web applications (<https://online.cda.am> website) of the Central Depository of Armenia.



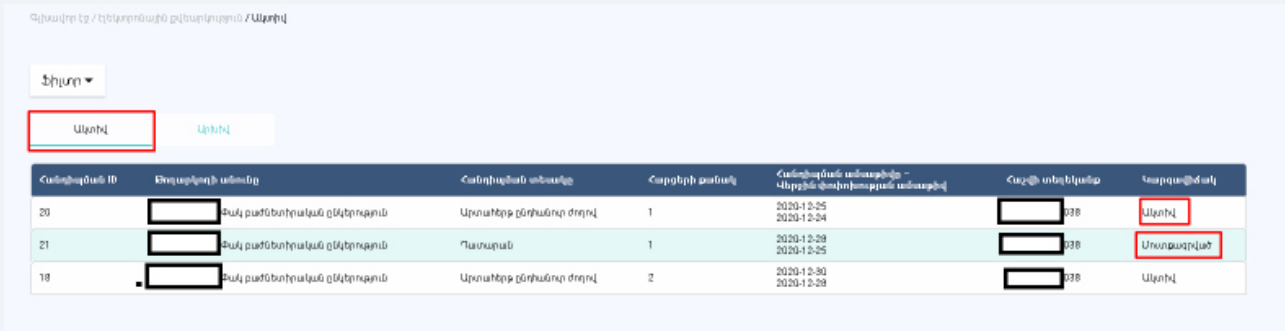
IMPORTANT TO KNOW

Electronic voting through the CDAonline mobile application or the website <https://online.cda.am> will be available from 11th of May 2026 until 24:00 of 27th of May 2026 including. Before the end of the specified period, you have the right to change your vote, which will be counted as the final one.

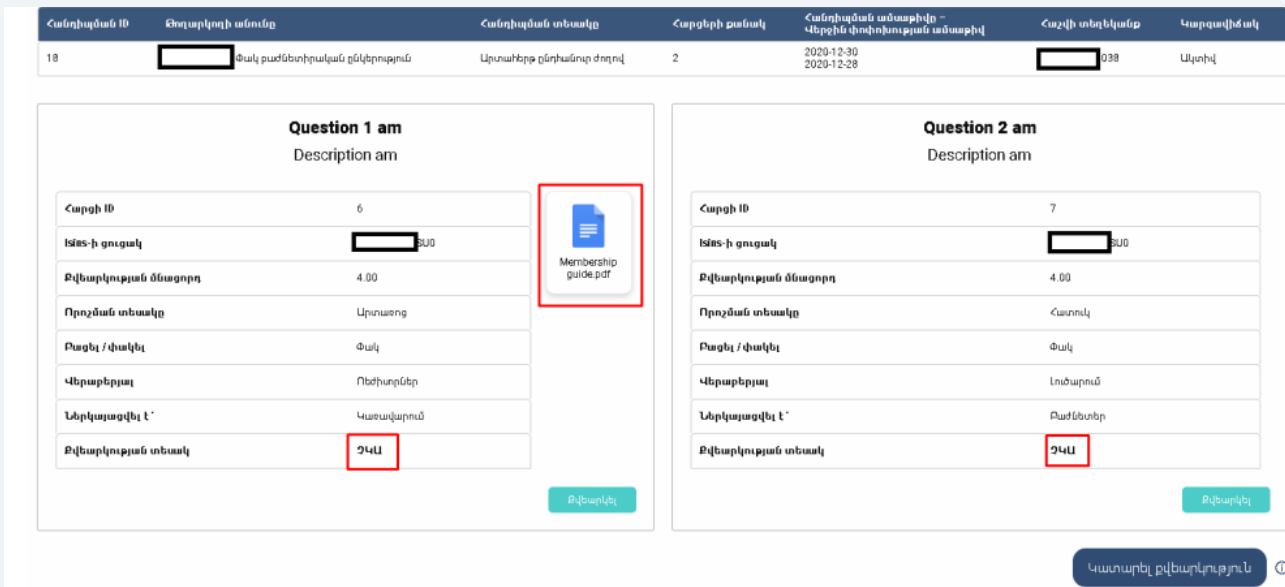
Electronic voting offers the same options as the paper form.

In order to vote you need to log in to the web application with the following link <https://online.cda.am/auth/login> or in your mobile application and enter your "Username" and "Password" (if you are not a registered user yet, you must register at first guided by the following user manual (<https://cda.am/am/document?id=1487>)).

After going to the **“Active”** subsection, it is necessary to vote separately for each of submitted resolutions voting by clicking the vote button.



After voting on all the resolutions submitted for discussion, it is necessary to click the **“Vote”** button, after which only your vote will be considered valid.



If you have any questions or problems logging on

You should contact ACBA Bank every business day (Mondays to Fridays) between 9:00 a.m. and 5:30 p.m.: +374 10 31 88 88 (internal number 8125 or 8369) or at **dealing.backoffice@acba.am**.

AGENDA OF THE GENERAL MEETING

- Item 1.** Presentation of the Corporate Governance report 2025 (Board's annual report)

- Item 2.** Presentation of the CEO's report on the Bank's annual results of 2025 activity and the outlook for 2026

- Item 3.** Approval of the consolidated financial statements for 2025 along with external audit opinion

- Item 4.** Approval of allocation of the 2025 annual profit

- Item 5.** Election of the bank's external auditor

- Item 6.** Approval of the new edition of the Bank's charter

- Item 7.** Approval of the perpetual bond issuance

- Item 8.** Approval of the listing of the Bank's perpetual bonds following their issuance

- Item 9.** Approval of the Board Members' remuneration and compensation terms

- Item 10.** Approval of provision of compensation to former Board Chairman Rafayel Sargsyan in connection with the termination of his powers as a Board Member

DRAFT RESOLUTIONS

01

1ST ITEM

PRESENTATION OF THE CORPORATE GOVERNANCE REPORT 2025 (BOARD'S ANNUAL REPORT)

The first question will include the highlights of Corporate Governance report, including Board's and Committees' annual reports on their work in 2025 and priorities for 2026. The requirement to present the Corporate governance report is stipulated by the Corporate Governance Code of RA.

The item is not subject to a vote. It is suggested to take note of the report.

02

2ND ITEM

PRESENTATION OF THE CHIEF EXECUTIVE OFFICER'S REPORT ON THE BANK'S ANNUAL RESULTS OF 2025 ACTIVITY AND THE OUTLOOK FOR 2026

The item is not subject to a vote. It is suggested to take note of the CEO's annual report.



3RD ITEM

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR 2025 ALONG WITH EXTERNAL AUDIT OPINION

As part of the third item, the Bank's consolidated financial statements as of December 31, 2025, along with Bank's external auditor's ("PWC ARMENIA" LLC) opinion, will be presented to shareholders for approval.

The item is subject to a vote.

SUGGESTED RESOLUTION N 1

To approve the Bank's consolidated financial statements for the financial year ended December 31, 2025, with the external audit opinion, which includes consolidated statements of financial position, of comprehensive income, of changes in equity and of cash flows, as well as notes to the consolidated financial statements, including summary of accounting policies.

04

4TH ITEM

APPROVAL OF ALLOCATION OF THE 2024 ANNUAL PROFIT

As part of the 4th item, the distribution of profits based on the Bank's 2025 performance will be submitted to the shareholders for approval.

By the end of the year, on December 31, 2025, the Bank's profit amounted to 35,856,026,000 (thirty-five billion eight hundred fifty-six million twenty-six thousand) AMD. Following a decision made at the Board meeting on April 27, 2026, it is proposed that 7,481,250,000 (seven billion four hundred eighty-one million two hundred fifty thousand) AMD from this profit be allocated for the payment of dividends.

The proposed dividend is 1,250 (one thousand two hundred fifty) AMD per share.

If shareholders approve this proposal, dividend payments will be made by June 20, 2026.

The item is subject to a vote.

SUGGESTED RESOLUTION N 2

To pay 7,481,250,000 (seven billion four hundred eighty-one million two hundred fifty thousand) AMD as annual dividends, i.e. 1,250 (one thousand two hundred fifty) AMD for each share from the net profit generated by the Bank's activity in 2025.

To pay out the annual dividends up to June 20, 2026, by lump sum money transfer, to the eligible shareholders which were included in the Bank's shareholder registry as of the day when the list of shareholders eligible to participate in the Bank's shareholders Annual General Meeting was made (i.e. 18:00 of 21/04/2026) proportionally to their shares in the "Acba bank" OJSC's share capital.



5TH ITEM

ELECTION OF THE BANK'S EXTERNAL AUDITOR

At its meeting on April 27, 2026, the Bank's Board of Directors preliminarily approved the candidacy of "PRICEWATERHOUSECOOPERS ARMENIA" LLC as the external auditor for the Bank's consolidated financial statements for the years ending December 31, 2026 and 2027.

The General Meeting is required to formally approve the appointment of the external auditor.

The item is subject to a vote.

SUGGESTED RESOLUTION N 3

To approve "PRICEWATERHOUSECOOPERS ARMENIA" LLC as the external auditor for conducting the audit of the Bank's consolidated financial statements for the financial years ending in 2026 and 2027.

06

6TH ITEM

APPROVAL OF THE NEW EDITION OF THE BANK'S CHARTER

Within the framework of Item 6 of the agenda, the new edition of the Bank's Charter is submitted for the approval of the shareholders. The proposed amendments pertain to the powers of the Board and the General Meeting, aiming to ensure the operational efficiency of Acba Bank Group and the clarity of the authorities of the governing bodies.

The item is subject to a vote.

SUGGESTED RESOLUTION N 4

To approve of the new edition of the Bank's charter in accordance with Annex 4.1.

07

7TH ITEM

APPROVAL OF THE PERPETUAL BOND ISSUANCE

According to Charter the shareholders are requested to approve the Issuance, the placement by public offering, circulation and redemption of the perpetual bonds according to the terms described in Annex 5.1.

Shareholders are requested to approve the non-exercise of the pre-emptive rights of the perpetual bonds convertible into common shares and the placement of the perpetual bonds by way of open subscription.

The item is subject to a vote.

SUGGESTED RESOLUTION N 5

5.1 To approve the issuance, the placement by public offering, circulation and redemption of the perpetual bonds according to the terms described in Annex 5.1.

5.2 To approve the non-exercise the pre-emptive rights of the perpetual bonds convertible into ordinary (common) shares.

5.3 To approve the placement of the perpetual bonds convertible into ordinary (common) shares by way of open subscription.



8TH ITEM

APPROVAL OF THE LISTING OF THE BANK'S PERPETUAL BONDS FOLLOWING THEIR ISSUANCE

Under Agenda Item 8, shareholders are requested to approve the listing of the perpetual bonds on the Armenia Stock Exchange OJSC following their issuance.

The item is subject to a vote.

SUGGESTED RESOLUTION N6

To approve the listing of the perpetual bonds on the Armenia Stock Exchange OJSC following their issuance.



9TH ITEM

APPROVAL OF THE BOARD MEMBERS' REMUNERATION AND COMPENSATION TERMS

Under agenda item 9, the shareholders are requested to approve the Board Members' remuneration and compensation terms according to the Annex 7.1.

The item is subject to a vote.

SUGGESTED RESOLUTION N7

To approve the Board members' remuneration and compensation terms according to the Annex 7.1, repealing all other existing terms and conditions of the Board members' remuneration and compensation effective until the adoption of this resolution.

10

10TH ITEM

**APPROVAL OF PROVISION OF COMPENSATION TO FORMER BOARD CHAIRMAN
RAFAYEL SARGSYAN IN CONNECTION WITH THE TERMINATION OF HIS POWERS
AS A BOARD MEMBER**

Under agenda item 10, the shareholders are requested to approve the provision of compensation to former Board Chairman Rafael Sargsyan in connection with the termination of his powers as a Board Member.

The item is subject to a vote.

SUGGESTED RESOLUTION N 8

To approve the provision of compensation to former Board Chairman Rafayel Sargsyan in connection with the termination of his powers as a Board Member, in the amount set forth in Appendix 8.1 to this resolution.

In case of any discrepancies between the Armenian and English versions of the resolutions and annexes to the resolutions, the Armenian version shall prevail.

The annexes to the resolutions have been published on the Bank's website and can be accessed via the following link

<https://www.acba.am/en/about-bank/about/Coorporative-Management>

Bank's consolidated financial statements as of December 31, 2025, the are available at the following link:

<https://www.acba.am/en/reports>



ACBA BANK OJSC

82-84, Aram str., 0002, Yerevan RA

www.acba.am | 010 31 88 88

ir@acba.am

The Bank is supervised by the Central Bank of RA