

NOTICE OF MEETING

SHAREHOLDERS' EXTRAORDINARY GENERAL MEETING

Via remote voting

With the opportunity to vote from 12 November to 21 November 2024



Inspired by you

CONTENTS

NOTICE 3

1. SPECIAL PROCEDURES FOR THE 2024 EXTRAORDINARY GENERAL MEETING 5

2. AGENDA OF THE GENERAL MEETING 10

3. PRESENTATION OF DRAFT RESOLUTION 11

4. PRESENTED INFORMATION AND MATERIALS 15

NOTICE

Full legal name of the company: "ACBA BANK" Open Joint Stock Company

Company address: RA, Yerevan, Aram St. 82-84

In accordance with decision No. 157-B4 of the Board of ACBA Bank dated 17/10/2024 an Extraordinary General Meeting of Shareholders of ACBA Bank (hereinafter the "General Meeting") is being convened to approve the results of the placement of newly issued shares, the new version of the Charter and the new version of the Board regulation.

The General meeting will take place without the physical presence of shareholders by voting with ballots (including electronically). Registration for the General Meeting and voting will be available beginning from November 12 9:00 until November 21 18:00.

If your authorized representative will be voting on your behalf, a power of attorney issued in accordance with law shall be submitted.

Results of the General Meeting will be finalized on November 22 of 2024.

Only shareholders that have been included in the registry of shareholders of the Bank as of 17:00 of October 17 2024 will have the right to participate in the General Meeting.

The procedure for submitting written questions, procedure for participating in the General Meeting, agenda of the General Meeting, drafts of the decisions to be adopted by the General Meeting are described in separate sections of this notice. Draft of the new edition of the charter related to capital increase has been sent to the shareholders along with the notice and was published on the Bank's website in the section dedicated to corporate governance. The remaining materials on the items included in the agenda of the General meeting will be published on November 11 of 2024 on the Bank's website in the section dedicated to corporate governance. You may access this page with the following [link](#).

THE PROCEDURE FOR WRITTEN QUESTIONS

Shareholders wishing to submit any questions in writing may, from the date of the meeting notice until 17 November 2024 inclusive, send their questions to the the address of the registered Head Office of the Bank with the attention to the Chairman of the Board of the Bank, if sent by postal services, or to ir@acba.am, if sent by email.

Answers to such written questions will be published on 19 November 2024 directly on the website of ACBA Bank, at the following [address](#).

1. SPECIAL PROCEDURES FOR THE 2024 EXTRAORDINARY GENERAL MEETING

CONDITIONS FOR EXERCISING YOUR VOTING RIGHT

In accordance with decision No. 157-B4 of the Board of ACBA Bank dated 17/10/2024 all shareholders, regardless of the number of shares held, who will be included in the Bank's Register of shareholders as of 17:00 of 17 October 2024 and having personal accounts of shares will have the right to participate in the General Meeting.

FORMS OF PARTICIPATION

Shareholders have the following options to exercise their voting rights:

- ✓ **Electronically via the CDAonline mobile application or the website (<https://online.cda.am>) of the Central Depository of Armenia, or**
- ✓ **By voting ballot:** by sending the voting ballot to the bank or its e-mail address.

You can change your vote by voting again by 18:00 of 21 November 2024, and by submitting a new ballot if you are voting by ballot. In case of voting more than once, the position expressed on the ballot submitted at the latest will be considered final. Moreover, when voting by paper ballot, the time of handing over the ballot to the Bank or the post office will be considered voting time.

Voting after 18:00 of 21 November 2024 will not be taken into account.

VOTING BY ELECTRONIC MEANS

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

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 the user manual (<https://cda.am/am/document?id=1487>)).



In order to vote, it is necessary to go to the "Active" subsection in the electronic voting section.

Հանդիպման ID	Քննարկվող ստեղծ	Հանդիպման տեսակը	Հարցերի քանակ	Հանդիպման ստեղծվելու վերջին փոփոխության ամսաթիվ	Հայկի տեղեկություն	Կարգավիճակ
20	<input type="text"/> Ֆակ բաժնետիրական ընկերություն	Արտահերթ ընդհանուր ժողով	1	2020-12-25 2020-12-24	<input type="text"/> 338	Անտիվ
21	<input type="text"/> Ֆակ բաժնետիրական ընկերություն	Պատարան	1	2020-12-28 2020-12-25	<input type="text"/> 338	Մուտքագրված
18	<input type="text"/> Ֆակ բաժնետիրական ընկերություն	Արտահերթ ընդհանուր ժողով	2	2020-12-30 2020-12-28	<input type="text"/> 338	Անտիվ

After going to the "Active" subsection, it is necessary to vote for submitted resolution voting by clicking the vote button.

After voting on the resolution submitted for discussion, it is necessary to click the "Vote" button, after which only your vote will be considered valid.

Հանրագումար ID	Վերաբերյալի անունը	Հանրագումար տեսակը	Հարցերի քանակ	Հանրագումար տեսակից՝ *Վերջին մոտիվացիոն անաչաքի՝	Հարցի տեղեկություն	Կարգավիճակ
18	[Redacted]	Փակ բաժնետիրական ընկերություն	2	2023-12-30 2023-12-28	[Redacted]	Արտիկ

Question 1 am
Description am

Հարցի ID	6
Խնայ-ի գույքակ	[Redacted] 500
Քվեարկության մնացորդ	4.00
Որոշման տեսակը	Արտառոտ
Քաղաք / փոստիկ	Փակ
*Վերաբերյալ	Ունեւորներ
Ներկայացվել է *	Կատարվում
Քվեարկության տեսակ	ՉԿԱՆ

Քվեարկել

Question 2 am
Description am

Հարցի ID	7
Խնայ-ի գույքակ	[Redacted] 500
Քվեարկության մնացորդ	4.00
Որոշման տեսակը	Հատուկ
Քաղաք / փոստիկ	Փակ
*Վերաբերյալ	Լուծարում
Ներկայացվել է *	Քանձեռն
Քվեարկության տեսակ	ՉԿԱՆ

Քվեարկել

Կատարել ընկերություն

Voting will be available through the CDAonline mobile application or on its website <https://online.cda.am> of the Central Depository of Armenia starting from 09:00 of 12 November 2024 until 18:00 of 21 November 2024.

VOTING THROUGH THE BALLOT PAPER

You have the opportunity to vote at the Extraordinary General Meeting by ballot. For this purpose, the ballot paper you filled out should be sent to ACBA Bank ir@acba.am or submitted in paper form to 82-84 Aram, RA, Yerevan.

You can find the example of the voting ballot on page 9 of this notice, and it will also be sent to your email address.

Order of filling and presenting the voting ballot.

STEP 1: Download the ballot and fill it in.

Attention:

The form must be completed with the following symbols" "X" or "V".

Only one of the suggest fields should be filled in while voting on suggested resolution.

The form must not have any deletions.

The form will be considered as invalid if it is not filled in or filled in by violations of the requirements of the instructions or is not signed or is signed by an unauthorized person.

Step 2. Fill in your details


Step 3. Enter the date and sign

Step 4. Send the completed ballot ***(In case of sending from your email address registered in ACBA Bank, the signature is not obligatory)***

Please submit your completed ballot to ACBA Bank or mail no later than by 18:00 of 21 November 2024. All ballots received after that will not be counted.

If you have any questions or problems, you should contact ACBA Bank every business day (Mondays to Fridays) between 9 a.m. and 6 p.m.: +374 (10) 31 88 88 (internal number 8367) or ir@acba.am.

Կարևոր. ընտրելուց առաջ խնդրում ենք ծանոթանալ հրահանգներին / Important: Before selecting, please refer to instructions
 Անգախ նրանից, թե որ օպորտիոնն էք ընտրում, նշեք "X" կամ "V", լրացրեք անստորագրված և ստորագրեք ներքևում / Whichever
 option is used, check box(es) like this "X" or "V", date and sign at the bottom of the form

 «ԱԿԲԱ ԲԱՆԿ» ԲԲԸ ՀՀ, ք. Երևան 0002, Արամի 82-84 ir@acba.am "ACBA BANK" OJSC 82-84 Aram street 0002, Yerevan RA, ir@acba.am	Բաժնետերերի արտահերթ ընդհանուր ժողով 12-ից 21-ը նոյեմբերի 2024թ. Extraordinary general meeting of shareholders 12-21 November, 2024	ԱՅՍ ԲԱԺԻՆԸ ՉԼՐԱՑՆԵԼ՝ ՎԵՐԱԳԱՀՎԱՍԵ Է ՄԻԱՅՆ ԲԱՆԿԻ ՀԱՄԱՐ PLEASE DON'T FILL IN THIS PART, FOR BANK'S USE ONLY Բաժնետոմսերի հաշիվ՝ Բաժնետոմսերի քանակ՝
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Ծանուցման մեջ ներկայացված որոշման նախագծի վերաբերյալ ես քվեարկում եմ հետևյալ ձևով
I vote on the draft decision submitted in the notice as follows:

Որոշում / Resolution	N 1	Կողմ/For	Դեմ/Against	Չեն./Abstain
Որոշում / Resolution	N 2	Կողմ/For	Դեմ/Against	Չեն./Abstain
Որոշում / Resolution	N 3	Կողմ/For	Դեմ/Against	Չեն./Abstain
Որոշում / Resolution	N 4	Կողմ/For	Դեմ/Against	Չեն./Abstain

**Հաշվարկելու համար լրացված քվեաթերթիկը պետք է ուղարկվի կամ վերադարձվի «ԱԿԲԱ
 ԲԱՆԿ» ԲԲԸ, ոչ ուշ քան 2024 թվականի նոյեմբերի 21-ը, ժամը 18:00-ն**
**In order to be considered, this completed form must be sent or returned to "ACBA BANK" OJSC at
 the latest at 18:00 of 21 November 2024.**

Քվեաթերթիկը պետք է լրացվի առաջարկվող հետևյալ նշաններով՝ "X" կամ "V":
 Առաջարկվող որոշման վերաբերյալ քվեարկելիս պետք է լրացնել առաջարկվող դաշտերից միայն մեկը:
 Քվեաթերթիկը չի կարող լրացվել ջեռումներով:
 Քվեաթերթիկը կհամարվի անվավեր, եթե այն լրացված չլինի կամ լրացված լինի սույն հրահանգի պահանջների խախտմամբ
 կամ ստորագրված չլինի կամ ստորագրված լինի ոչ իրավասու անձի կողմից:
 The form must be completed with the following symbols "X" or "V".
 Only one of the suggest fields should be filled in while voting on suggested resolution.
 The form must not have any deletions.
 The form will be considered as invalid if it is not filled in or filled in by violations of the requirements of the instructions or is not
 signed or is signed by an unauthorized person.

Անուն, ազգանուն / անվանում Surname, first name / Entity legal name	
ՀԾՀ / ՀՎՀՀ Public services number / Tax IDN	
Ամսաթիվ Date	
Ստորագրություն* Signature*	

*ԱԿԲԱ բանկում գրանցված Ձեր էլեկտրոնային փոստի հասցեից ուղարկվելու դեպքում ստորագրությունը պարտադիր
 չէ / In case of sending from your email address registered in ACBA Bank, the signature is not obligatory

2. AGENDA OF THE GENERAL MEETING

1st Item

Approval of the results of additional shares allotment.

2nd Item

Approval of the amendments to the Charter due to the capital increase (resulting in shares allotment results and reinvestment of retained earnings)

3rd Item

Approval of new edition of the Charter resulting from the Shareholder Agreement to be executed between "Société de Promotion et de Participation pour la Coopération Economique" (Proparco), the Bank and "ACBA FEDERATION" CJSC.

4th Item

Approval of the new edition of the Board regulation.

3. PRESENTATION OF DRAFT RESOLUTION

Submitted to the General Meeting

1st ITEM

On approving of the results of additional shares allotment.

Explanation:

According to the prospectus on the newly issued shares (registered at the Central Bank of the Republic of Armenia on 25th of September 2024) published on the Bank's website, on November 1 of 2024 the Bank will carry out the placement (allocation) of additional shares, giving the Bank's shareholders the opportunity to exercise their pre-emptive rights to the newly issued shares before the placement takes place. The same prospectus states that the placement will end in on November 8 of 2024. After completing the placement (allocation), the General Meeting shall approve the results of the allocation.

It is expected that Proparco will subscribe to purchase all shares that were not purchase by the the Bank's shareholders within the scope of their pre-emptive rights. Shareholders with the right to participate in the General Meeting will be informed about the actual number of allocated shares before November 11 inclusive.

Resolution N 1

To approve the results of the allocation carried out by the Bank of its newly issued shares as follows:

- Total number of allocated new shares: 485,000 ordinary (common) shares
- Capital increase due to the allocation of new shares: 4,850,000,000 AMD

2nd Item.

On approving the new edition of the Charter resulting from the capital increase (due to shares allotment results and reinvestment of retained earnings)

Explanation:

The increase of the statutory capital will be done by allocating additional shares and increasing the nominal value of the shares based on retained profits of previous years. As a result of the allocation of additional shares, the statutory capital of the Bank will increase by 4,850,000,000 AMD and as a result of the increase in the nominal value of the shares, the statutory capital will increase by 29,925,000,000 AMD. In total, the Bank's statutory capital will increase by 34,775,000,000 AMD and will amount to 89,775,000,000 AMD. The motive for issuing additional shares is to attract a new shareholder.

Presence of the new shareholder will give the following advantages to the Bank:

- Presence of a reputable financial institution in the shareholding structure of the Bank
- Expanding the Bank's business and increasing market share
- Development of corporate governance of the Bank
- Expansion of cooperation within international financial markets.

The motive for increasing the authorized capital by increasing the nominal value of shares is to improve the capital adequacy ratio of the Bank and reduce retained earnings.

As a result of the increase of the statutory capital, the total number of shares of the Bank will amount to 5,985,000 ordinary shares, and the total sum of the nominal value of all shares will amount to 89,775,000,000 AMD.

As a result of the placement, the number of authorized shares of the Bank decreases from 3,000,000 ordinary shares to 2,515,000 ordinary shares. In order to round the received amount, it is proposed to provide in the Charter that the number of shares declared by the Bank amounts to 2,500,000 ordinary shares. Authorized shares are the shares that can be allotted by the Bank in addition to the outstanding shares.

Resolution N 2

1. To approve the new edition of the Bank's Charter resulting from the capital increase (due to shares allotment results and reinvestment of retained earnings) and to submit it to the Central Bank of Armenia for registration.
2. According to the new edition of the Charter the Bank's charter capital will amount to 89,775,000,000 AMD instead of 55,000,000,000 AMD, the nominal value per share will amount to 15,000 AMD instead of 10,000 AMD and the total number of authorized shares will amount to 2,500,000 instead of 3,000,000.

3rd Item.

On approving the new edition of the Charter resulting from the shareholders agreement to be executed between "Société de Promotion et de Participation pour la Coopération Economique" (Proparco), the Bank and "ACBA FEDERATION" CJSC.

Explanation

As presented in the prospectus on the newly issued shares (registered at the Central Bank of the Republic of Armenia on 25th of September 2024) agreements such as the investment agreement and the shareholders agreement have been signed or will be signed with Proparco, which will regulate matters related to the investment made by Proparco and the governance of the Bank. The shareholders agreement, which will be signed between the Bank, Proparco and "ACBA FEDERATION" CJSC, provides for making certain changes to the Bank's charter. Changes are mainly related to the redistribution of powers between the Board and the General Meeting of Shareholders of the Bank and to the number of votes required to make a decision on a number of matters reserved to the Board. The details are provided in the draft of the new edition of the Charter.

Resolution N 3

To approve the new edition of the Charter resulting from the requirements of the shareholders agreement to be executed between "Société de Promotion et de Participation pour la Coopération Economique" (Proparco), the Bank and "ACBA FEDERATION" CJSC and to submit it to the Central Bank of Armenia for registration.

4th Item.

On approving the new edition of the Board regulation

Explanation

The approval of the new version of the Board regulations also stems from the requirements of the shareholders agreement which will be signed between the Bank, Proparco Company and "ACBA FEDERATION" CJSC, which also provides for the redistribution of powers between the Board and the General Meeting of Shareholders of the Bank and to the number of votes required to make a decision on a number of matters reserved to the Board. The details are provided in the draft of the new edition of the Board regulation.

Resolution N 4

To approve the new edition of the Bank's Board regulation.

4. PRESENTED INFORMATION AND MATERIALS

The following materials will be presented to the General Meeting to be held between November 12 – 21 of 2024:

1. Draft of the new edition of the Bank's charter resulting from capital increase.
2. Draft of the new edition of the Bank's charter resulting from the requirements of the shareholders agreement to be executed between "Société de Promotion et de Participation pour la Coopération Economique" (Proparco), the Bank and "ACBA FEDERATION" CJSC and to submit it to the Central Bank of Armenia for registration.
3. Draft of the new edition of the Bank's Board regulation.

Draft of the new edition of the charter related to capital increase has been sent to the shareholders along with the notice and was published on the Bank's website in the section dedicated to corporate governance.

The remaining materials on the items included in the agenda of the General meeting will be published on November 11 of 2024 on the Bank's website in the section dedicated to corporate governance. You may access this page with the following [link](#).