

**Report
with regard to the Proposal on the net profit distribution for the year 2018**

The net profit realized by the Bank during 2018 was **881,087,733 RON**.

The Bank submits to the approval by the General Meeting of Shareholders that out of the net profit of RON **881,087,733**, the amount of RON **444,000,000** should be distributed as dividends, while the rest in amount of RON 437,087,733 should be included in the retained earnings.

The Management Board of Raiffeisen Bank S.A. submits for approval by the Ordinary General Meeting of Shareholders the distribution of the dividends related to the financial exercise of the year 2018, in a total pre-tax amount of RON 444,000,000. This amount corresponds to a gross dividend in amount of RON 37,000/share.

Only the persons who are registered as shareholders as of April 15th, 2019 – the reference date of the meeting established by the Management Board - according to the Shareholders' Register kept by the General Secretariat, Shareholders and Participations Department/Legal and Corporate Governance Directorate are entitled to the payment of dividends.

The bank acknowledges as shareholders only the persons registered with the Shareholders' Register kept by the General Secretariat, Shareholders and Participations Department/Legal and Corporate Governance Directorate.

The amount of RON 37,000 /share represents the gross dividend per share issued by Raiffeisen Bank S.A. According to provisions of the Fiscal Code in force and the rules of application of the Fiscal Code, the net dividend per share is the amount resulted subsequent to computing and withholding the legal tax corresponding to each class of shareholders (resident private individuals, resident legal entities, non-resident legal entities) as follows:

- For the **resident private individuals** a tax rate of 5% on the gross dividend shall be applied.
- For the **resident legal entities** a tax rate of 5% on the gross dividend shall be applied, except for the resident legal entities owning minimum 10% of the shares for a minimum period of 1 year, being exempt from tax.
- For the **non- resident legal entities** the minimum quota between the standard rate of 5% stipulated in the Fiscal Code and the quota stipulated in the Convention shall be applied for avoiding double taxation concluded between the Romanian state and the state of residence, provided that the entity concerned should submit the certificate of fiscal residence until the date the payment of dividends starts off. In case no such convention has been concluded between the Romanian state and the state of residence, or in case such convention has been concluded and the foreign legal entity in question does not submit the

fiscal residence certificate by the date the payment of dividends starts, the standard rate of 5% shall be applied as stipulated by the Romanian fiscal law.

- For the **non- resident legal entities** which cumulatively fulfill the provisions of art. 229 letter c) of the Fiscal Code, dividends are exempt from taxation in Romania.

Raiffeisen Bank S.A. shall compute, withhold and remit the tax payable by each shareholder according to the provisions of the Fiscal Code in force.

The effective tax to be paid shall be computed for each shareholder on the basis of the following rule: any fraction higher than 50 bani (RON cents) shall be rounded up to 1 RON, any fraction lower than 50 bani shall be neglected.

Mention should be made that the resident PI shareholders shall owe a contribution of health social insurance (CASS) of 10% if they forecast for the current year a cumulative annual income at least equal to the limit of 12 gross minimum base salaries per country from one or more sources of income as follows: independent activities; revenues from rights of intellectual property; associations with legal entities; income from surrendering usage of goods; revenues from agricultural activities, pisciculture and/or forestry; income/earnings from investments; income from other sources.

The annual calculation base for CASS shall be represented by the equivalent of 12 minimum gross salaries per country, in force at the date when the unique statement for the income tax and the social contributions owed by the private individuals has to be submitted. For 2019 the minimum gross salary per economy has been stipulated at the value of RON 2,080 per month, RON 24,960 per year respectively. If one estimates a net income higher than RON 24,960 one needs to register with the health insurance system and pay CASS.

The individuals bound to pay CASS shall submit the unique statement on the income tax and the social contributions owed by the private individuals to the competent fiscal body by the 15th of March (including) of the year following the year the income was earned with the view to finalizing the contribution of health social insurance. Beginning with 2019 no ANAF tax decisions are submitted. The submitted unique statement represents a debenture and produces legal effects of the payment notification from the date of its submission under the conditions of law. For 2019 the CASS payment term is 15 March 2020.

The Management Board submits to the GSM's approval that the distribution of the net dividends as computed in accordance with the above-mentioned legal provisions will begin with the date of May 7th, 2019 within the timeframe provided by the law (maximum six months from the GSM date).

Free translation

The Management Board proposes that the dividend payment to the shareholders be made by crediting directly the RON account opened with Raiffeisen Bank S.A. on the shareholder's name or by bank transfer in the bank account communicated by the shareholder in a written request addressed to Raiffeisen Bank S.A. - General Secretariat, Shareholders and Participations Department/Legal and Corporate Governance Directorate indicating the full name of the holder, identifiers, bank account and the bank where the payment will be made.

In case of deceased shareholders, dividends shall be paid subsequent to the registration of the property right over the shares on the name of their legal heirs, within the three years' legal term from the date established by the GSM as the starting date for the payment of dividends, upon request, by bank transfer into the account indicated by the heir.

This Report has been analyzed and approved by the Management Board of Raiffeisen Bank S.A. in the meeting held on 18 of March 2019.

Steven van Groningen

President of the Management Board of
Raiffeisen Bank S.A.