

## CONVENING NOTICE

The Management Board of Raiffeisen Bank S.A., a credit institution managed under a two-tier system, having the registered office in Romania, Bucharest, 246 C Calea Floreasca, Sky Tower Building, floors 2-7, 10 and 15, district 1, registered at Trade Register's Office under no. J/40/44/1991, sole registration code 361820, VAT registration code RO361820, having a share capital of RON 1,200,000,000, fully paid, representing 12,000 ordinary shares having a nominal value of RON 100,000 each, registered as a credit institution at the National Bank of Romania under no. RB-PJR-40-009/18 February 1999, FSA Decision no. A/75/30.01.2014 amended by FSA Decision no. A/239/27.03.2014, registered in FSA Public Registry under no. PJR01INCR/400009 ("Raiffeisen"), in accordance with the provisions of the articles of association of Raiffeisen and with the provisions of the Company Law no. 31/1990 as subsequently republished and amended ("Companies Act") hereby convenes,

### THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF RAIFFEISEN

for the date of 14 December 2023 at 10:00 am, at the address FCC Office Building, Calea Floreasca 246D, District 1, Bucharest, floor 6, room BM1 ("Meeting").

The right to participate and vote within the Meeting belongs to all persons registered with the shareholders registry of Raiffeisen as of November 20<sup>th</sup>, 2023, set as the reference date, within the meaning of art. 123 par. (2) and (3) of the Companies Act.

As at the date of the Convening Notice the total number of shares is 12,000 (twelve thousand) and the number of voting rights is 12,000 (twelve thousand).

**I. The Ordinary General Shareholders' Meeting Agenda** is the following:

1. Approval of the proposal for the distribution of dividends from the bank retained earnings for 2022;
2. Electing a new independent member on the Supervisory Board of Raiffeisen.
3. The empowerment of the Management Board to fulfil all formalities imposed for the implementation of the resolutions adopted by the Meeting, including but not

limited to fulfilling publicity formalities and registration of resolutions at the Trade Registry and at any other competent authority.

If on the date of the first convening, respectively 14 December 2023, the legal and statutory requirements are not met for a valid assembly of the Meeting, a new Ordinary General Shareholders' Meeting is convened for 15 December 2023, at the same time, at the address FCC Office Building, Calea Floreasca 246D, District 1, Bucharest, floor 6, room BM1, having the same agenda.

The convening notice for the Meeting, the Report with regard to the proposal on the dividends distribution from the bank retained earnings for 2022, the Report with regard to the election of a new Supervisory Board independent member of Raiffeisen Bank S.A., the list containing information regarding the first name/surname, the residence and professional qualifications of the persons proposed to become a Supervisory Board member as well as the draft decisions will be made available for the shareholders by the Legal and Corporate Governance Directorate - General Secretariat, Shareholders and Participations Department on the bank website [www.raiffeisen.ro](http://www.raiffeisen.ro), section „About us”/”Corporate Governance”/”Shareholders”/ „General Shareholders' Meetings”, beginning with the date of November 13th, 2023.

Within 15 days from the Convening Notice having been published the Agenda of the Meeting may be completed at the shareholders' request according to the legal provisions in force. Detailed information on these rights can be viewed on the bank website [www.raiffeisen.ro](http://www.raiffeisen.ro), section „About us”/”Corporate Governance”/”Shareholders”/ „General Shareholders' Meetings”.

Any shareholder may participate at the Meeting personally or by representation. In case of participation by representative, the shareholder can empower any person, except for the members of the Management Board or of the Supervisory Board and officers of Raiffeisen, by way of a special power of attorney granted for these Meeting. A copy of the power of attorney shall be submitted at Raiffeisen headquarters or sent by post to Raiffeisen's premises or sent by email to the address [secretariat.general@raiffeisen.ro](mailto:secretariat.general@raiffeisen.ro) with at least 48 hours prior to the date of the Meeting, under the sanction of losing the voting right. The template of the special power of attorney will be made available to the shareholders by Raiffeisen on its website, at the address [www.raiffeisen.ro](http://www.raiffeisen.ro), section „About us”/”Corporate Governance”/”Shareholders”/ „General Shareholders' Meetings”.

The access to the convened Meeting for the entitled shareholders shall be granted provided that their identity is proved with (i) the identification document for natural persons, (ii) and for legal persons with the certificate of registration (or an equivalent document for foreign legal persons) and with the identification document for the legal representative of the legal persons. The quality of legal representative shall be proven by emailing to [secretariat.general@raiffeisen.ro](mailto:secretariat.general@raiffeisen.ro) an ascertaining certificate issued by the Trade Registry (or an equivalent document for foreign legal persons) issued with no more than 7 (seven) days for Romanian legal persons, and with no more than 30 (thirty) days for foreign legal persons prior to the date of the Meeting.

**Zdenek Romanek**

**Chairman of the Raiffeisen Bank S.A. Management Board**