

Report
**with regard to the proposal on the dividends distribution from the bank retained earnings for
2022**

Considering the solid financial situation of the bank, confirmed by the results obtained in 2023, the proven ability to continuously generate consistent revenues and an excellent financial performance, under the conditions of a solid capital base and a prudent risk strategy, and taking into account the Bank's latest outlook for macroeconomic and business developments, the financial performance estimates indicate a solid level of profitability, thus confirming the Bank's increased ability to generate capital organically, we consider that the premises for the distribution of dividends from the retained earnings of 2022 are met.

In this context, the Management Board of Raiffeisen Bank S.A. submits for approval by the Ordinary General Meeting of Shareholders the distribution of the dividends from the bank retained earnings for 2022 in a total pre-tax amount of **RON 617,400,000**. This amount corresponds to a gross dividend in amount of **RON 51,450 /share**.

Only the persons who are registered as shareholders as of November 20th, 2023 – 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 51,450/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 or the quota stipulated in the Convention shall be applied for avoiding double taxation concluded between the Romanian state and the state of residence, if this is more favorable than the standard rate provided by the Fiscal Cod, 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 6 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 6, 12 or 24 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. Compliance with the annual ceiling of 6, 12 or 24 gross minimum wages per country is made by aggregating the above-mentioned income categories, according to the conditions established by art. 170 of the Tax Code. Starting January 1st, 2024, income from independent activities will no longer be taken into account when determining the cumulative annual income.

For 2023 the minimum gross salary per economy has been stipulated at the value of RON 3,300 lei per month, RON 39,600 per year respectively.

The individuals bound to pay CASS shall submit annually the unique statement on the income tax and the social contributions owed by the private individuals to the competent fiscal body with the view to finalizing the contribution of health social insurance. The fiscal body will no longer issue a taxation decision, the unique declaration filed representing the debt title. The payment of the contribution rests with each individual, Raiffeisen Bank S.A. having withholding obligation at source only for income tax related to distributed dividends.

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 December 28th, 2023 within the timeframe provided by the law (maximum six months from the GSM date).

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 November 7th, 2023.

Zdenek Romanek

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