

## **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, 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 EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING AND THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF RAIFFEISEN**

for the date of 21 April 2022 at 9.00, respectively 9:30 hours at the registered office of Raiffeisen located in Bucharest, district 1, 246 C Calea Floreasca, Sky Tower Building, floor 7, room 7.4 ("Meeting/Meetings").

The right to participate and vote within the Meetings belongs to all persons registered with the shareholders registry of Raiffeisen as at March 31<sup>st</sup>, 2022, 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 Extraordinary General Shareholders' Meeting Agenda is the following:**

1. Approval of the completion of the EGSM's Decision no. 1 of April 23rd, 2019, modified and completed by the EGSM's Decision no. 2 of April 22nd, 2021, with

the possibility of issuing bonds with any frequency of the coupon, and with the corresponding extension of the Board of Directors mandate for the establishment of the frequency of the coupon.

2. Ratification of the decisions made by the EGSMs and OGSMs during the state of emergency and the state of alert that were established in Romania during the COVID-19 pandemic.
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.

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

1. Presentation of the Annual report by the Management Board on the Bank's separated and consolidated financial statements drawn up according to the International Financial Reporting Standards related to the financial exercise of the year 2021.
2. Presentation of the Report by the Financial Auditor on the Bank's separated and consolidated financial statements drawn up according to the International Financial Reporting Standards related to the financial exercise of the year 2021.
3. Presentation of the Annual Report by the Supervisory Board of Raiffeisen related to the financial exercise of the year 2021.
4. Analysis and approval of the Bank achievement of the Investment Plan related to the financial exercise of the year 2021, as well as the analysis and approval of the Bank Investment Plan related to the financial exercise of the year 2022.
5. Presentation of the Report by the Management Board regarding the proposal for the distribution of the net profit related to the financial exercise of the year 2021.
6. Approval of the Bank's separated and consolidated financial statements drawn up according to the International Financial Reporting Standards, related to the financial exercise of the year 2021, approval of the distribution of the net profit related to the financial exercise of the year 2021 and approval of the Management Board members' discharge of responsibility for the financial year 2021.
7. Analysis and approval of the Bank Income and Expenses Budget related to the financial exercise of the year 2022.
8. For the current financial exercise, establishing the remuneration for the members on the Supervisory Board of Raiffeisen, approving the principles and general limits regarding their supplementary remuneration, as well as approving the limits and general principles with regard to the remuneration to be granted to the Management Board members.
9. Electing some members on the Supervisory Board of Raiffeisen.

10. 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 21 April 2022, the legal and statutory requirements are not met for a valid assembly of the Meetings, a new Extraordinary General Shareholders' Meeting and/or a new Ordinary General Shareholders' Meeting are/is convened for 22 April 2022, at 9:00 hours and respectively 9:30 hours at the registered office of Raiffeisen located in Bucharest, district 1, 246 C Calea Floreasca, Sky Tower Building, floor 7, room 7.4 ("Meeting/Meetings"), having the same agenda.

The convening notice for the Meetings, the separated and consolidated financial statements concluded for the financial exercise of the year 2021, the Report by the Supervisory Board, the Report by the Management Board on the Bank's separated and consolidated financial statements related to the financial exercise of the year 2021, the Report by the Management Board regarding the proposal for the distribution of the net profit related to the financial exercise of the year 2021, the list containing information regarding the first name/surname, the residence and professional qualifications of the persons proposed to become a Supervisory Board member, the other documents related to the issues on the Meetings' Agenda, 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 March 21<sup>st</sup>, 2022.

Within 15 days from the Convening Notice having been published the Agenda of the Meetings may be updated at the shareholders' request according to the legal provisions in force. Also, within the same term of 15 days from the Convening Notice having been published, the shareholders may propose candidates for the Supervisory Board member position. 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 Meetings 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 Meetings. 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 Meetings, 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 Meetings 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 Meetings.

**Mihail-Catalin Ion**

**Vice-president of the Management Board of Raiffeisen Bank S.A.**