

**REPORT**  
**with regard to the proposal of supplementing the Articles of Incorporation of  
Raiffeisen Bank S.A.**

By Law nr. 265/2022 regarding the Trade Register and for amending and supplementing other normative acts with incidence on the registration in the Trade Register was brought a series of amendments to the Companies Law no. 31/1990, including the following:

**"Art. 8 - The articles of incorporation of the joint-stock company (...) shall include:**

(...)

*f<sup>2</sup>) the type of company, respectively closed or opened, as well as any restriction on the transfer of shares;*

(...)

*k<sup>1</sup>) where appropriate, the identification data of the beneficial owners and the ways in which control over the company is exercised;*

(...)

**Art. 8<sup>1\*</sup>) - The identification data referred to in (...) Art. 8 letter (...), k<sup>1</sup>) shall include:**

*a) for natural persons: name, surname, personal identification number and, if applicable, its equivalent, according to the applicable national legislation, place and date of birth, domicile/residence and citizenship, identity card/passport, series, number, issuer, date of issue, period of validity; (...)."*

Taking into account the above mentioned, we submit to the Extraordinary General Meeting of Shareholders the following proposals for completing the Articles of Incorporation, namely:

i) completion of **item 2.1 of Article 2 of Chapter I** on the **Legal Form of the Bank**:

*Current text:*

*"2.1 The Bank is a Romanian legal entity, having the legal form of a joint stock company. The Bank performs its activities in compliance with the Romanian laws and the Articles of Incorporation hereby. "*

*The proposed text:*

*"2.1 The Bank is a Romanian legal entity, having the legal form of a joint stock company, unlisted. The Bank performs its activities in compliance with the Romanian laws and the Articles of Incorporation hereby."*

ii) completion of CHAPTER V ADMINISTRATION OF THE BANK as follows:

*Current text:*

*" The administration and the representation of the Bank are ensured through the dual management system by:*

- The Supervisory Board (in Romanian: "Consiliu de Supraveghere") and*
- The Management Board (in Romanian: "Directorat")*

*The proposed text:*

*" The administration and the representation of the Bank are ensured through the dual management system by:*

- *The Supervisory Board (in Romanian: "Consiliu de Supraveghere") and*
- *The Management Board (in Romanian: "Directorat").*

*The members of the Supervisory Board and of the Management Board are identified as the beneficial owners of the Bank in accordance with the provisions of art. 4 of Law no. 129/2019 for preventing and combating money laundering and terrorist financing, as well as for amending and supplementing certain normative acts. The identification data of the beneficial owners are presented in Appendix 2 and Appendix 3."*

iii) Completion of Appendix 2 to the Constitutive Act as follows:

*Current text: Appendix A to this report;*

*Proposed text: Appendix B to this report.*

iv) Completion of Appendix 3 to the Constitutive Act as follows:

*Current text: Appendix C to this report;*

*Proposed text: Appendix D to this report.*

The report hereby has been analyzed and approved in the Management Board's meeting dated March 21st, 2023.

**Zdenek Romanek**

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







