

To: Bucharest Stock Exchange (BSE)
The Financial Supervisory Authority (FSA) – Financial Investments and Instruments
Sector

CURRENT REPORT according to FSA Regulation no. 5/2018 on issuers and operations with securities

Decisions of the Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A. on 25.04.2024

**DECISION NO. 1
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAIFFEISEN BANK S.A.
25.04.2024**

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 25.04.2024, validly deliberating in the presence of shareholders representing 99,9500% of the share capital, taking into discussion items 1, 2, 3, 5 and 6 on the agenda,

With the open vote of the shareholders representing 100% of the total number of voting rights expressed by the attending or represented shareholders at the meeting,

Adopt the hereunder

DECISION

1. Approves the separate and consolidated financial statements of the bank, related to the financial year 2023 and prepared in compliance with the International Financial Reporting Standards, based on the Annual Report of the Management Board and of the Financial Auditor of the bank, as presented.

2. Approves the distribution of the accounting net profit, in amount of **RON 1,719,491,057** as resulted subsequent to computing the profit tax, as follows:
 - dividend distribution in total amount of **RON 860,400,000**, which is the equivalent of gross dividend in amount of **RON 71,700 /share**; dividend distribution will be operated according to the methodology proposed by the Management Board in the Report on the proposal of net profit distribution related to the financial year 2023, presented to the Shareholders Ordinary General Meeting;
 - including in the retained earnings of the remaining amount of **RON 859,091,057**.
3. Approves the Report of the Supervisory Board for the financial year 2023.
4. Approves the activity of the Management Board, as well as the discharge of the members of the Management Board for the financial year 2023.
5. Mandates the following persons:
 - Mr. Zdenek Romanek, President of Raiffeisen Bank S.A. Management Board;
 - Mr. Vladimir Nikolov Kalinov, Vice-president;
 - Mr. Cristian-Marius Sporis, Vice-president;
 - Mr. Iancu-Mircea Busuioceanu, Vice-president;
 - Mr. Nicolae-Bogdan Popa, Vice-president;
 - Mr. Mihail-Catalin Ion, Vice-president;
 - Mrs. Alina Rus, Vice-president,

to carry out all the necessary legal formalities, including to empower third parties, in order to fulfill the conditions for publicity of this decision adopted by the Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A. and its implementation.

In order to fulfill the granted mandate, the persons mentioned above will be able to act together or separately.

Zdenek Romanek

President of Raiffeisen Bank S.A. Management Board

DECISION NO. 2
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAIFFEISEN BANK S.A.
25.04.2024

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 25.04.2024, validly deliberating in the presence of shareholders representing 99,9500% of the share capital, taking into discussion the Investment Plan of Raiffeisen related to the financial year 2023, mentioned in point 4 of the agenda,

With the open vote of the shareholders representing 100% of the total number of voting rights cast by the shareholders present or represented at the meeting,

Adopt hereunder

DECISION

1. Approves the implementation of the Investment Plan of the bank for the financial year 2023 in the total amount of RON thousands 243,154, in the following structure: strategic investments – RON thousands 137,508, customer and business development – RON thousands 91,374; compliance and legal regulations – RON thousands 14,272.
2. Mandates the following persons:
 - Mr. Zdenek Romanek, President Raiffeisen Bank S.A. Management Board;
 - Mr. Vladimir Nikolov Kalinov, Vice-president of Raiffeisen Bank S.A. Management Board;
 - Mr. Cristian-Marius Sporis, Vice-president of Raiffeisen Bank S.A. Management Board;

- Mr. Iancu-Mircea Busuioceanu, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Nicolae-Bogdan Popa, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Mihail-Catalin Ion, Vice-president of the Raiffeisen Bank S.A. Management Board;
- Mrs. Alina Rus, Vice-president of Raiffeisen Bank S.A. Management Board;

to carry out all the necessary legal formalities, including to empower third parties, in order to fulfill the conditions for publicity of this decision adopted by the Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A. and its implementation.

In order to fulfill the mandate granted, the persons mentioned above will be able to act together or individually.

Zdenek Romanek

President of Raiffeisen Bank S.A. Management Board

**DECISION NR. 3
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAIFFEISEN BANK S.A.
25.04.2024**

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 25.04.2024, deliberating validly in the presence of shareholders representing 99,9500% of the share capital, taking into consideration the Investment Plan of Raiffeisen related to the financial year 2024, mentioned in item 4 of the agenda,

With the open vote of the shareholders representing 100% of the total number of voting rights cast by the shareholders present or represented at the meeting,

Adopt the hereunder

DECISION

1. Approves the Investment Plan of the bank for the financial year 2024 estimated in the total amount of RON thousands 281,980 and having the following structure: strategic investments – RON thousands 156,303, customers and business development – RON thousands 107,046; compliance and legal regulations – RON thousands 18,631.

2. Mandates the following persons:
 - Mr. Zdenek Romanek, President of Raiffeisen Bank S.A. Management Board;
 - Mr. Vladimir Nikolov Kalinov, Vice-president of Raiffeisen Bank S.A. Management Board;
 - Mr. Cristian-Marius Sporis, Vice-president of Raiffeisen Bank S.A. Management Board;
 - Mr. Iancu-Mircea Busuioceanu, Vice-president Raiffeisen Bank S.A. Management Board;
 - Mr. Nicolae-Bogdan Popa, Vice-presiden of Raiffeisen Bank S.A. Management Board;
 - Mr. Mihail-Catalin Ion, Vice-president of Raiffeisen Bank S.A. Management Board;
 - Mrs. Alina Rus, Vice-president of Raiffeisen Bank S.A Management Board

to carry out all the necessary legal formalities, including to empower third parties, in order to fulfill the conditions for publicity of this decision made by the Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A. and its implementation.

In order to fulfill the granted mandate, the persons mentioned above will be able to act together or Individually.

Zdenek Romanek
President of Raiffeisen Bank S.A. Management Board

DECISION NO. 4
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAIFFEISEN BANK S.A.
25.04.2024

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutory and legally constituted, meeting on 25.04.2024, deliberating validly in the presence of shareholders representing 99,9500% of the share capital, taking into consideration point 7 of the agenda,

With the open vote of the shareholders representing 100% of the total number of voting rights expressed by the shareholders present or represented at the meeting,

Adopt this hereunder

DECISION

1. Approves the Revenue and Expenses Budget for the financial year 2024, as it was proposed and presented at the meeting.
2. Mandates the following persons:
 - Mr. Zdenek Romanek, President of Raiffeisen Bank S.A. Management Board;
 - Mr. Vladimir Nikolov Kalinov, Vice-president of Raiffeisen Bank S.A. Management Board;
 - Mr. Cristian-Marius Sporis, Vice-president of Raiffeisen Bank S.A. Management Board;
 - Mr. Iancu-Mircea Busuioceanu, Vice-president of Raiffeisen Bank S.A. Management Board;

- Mr. Nicolae-Bogdan Popa, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Mihail-Catalin Ion, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mrs. Alina Rus, Vice-president of Raiffeisen Bank S.A. Management Board

to carry out all the necessary legal formalities, including to empower third parties, in order to fulfill the conditions for publicity of this decision adopted by the Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A. and its implementation.

In order to fulfill the granted mandate, the persons mentioned above will be able to act together or individually.

Zdenek Romanek

President of Raiffeisen Bank S.A. Management Board

**DECISION NO. 5
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAIFFEISEN BANK S.A.
25.04.2024**

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 25.04.2024, deliberating validly in the presence of shareholders representing 99,9500% of the share capital, taking into discussion point 8 of the agenda,

With the open vote of the shareholders representing 100% of the total number of voting rights cast by the shareholders present or represented at the meeting,

Adopt this

DECISION

1. Approves the maximum amount of gross remuneration due to all members of the Supervisory Board of Raiffeisen Bank S.A. for the financial year 2024 and designates the competent bodies to establish the criteria for granting individual remunerations and their value, according to the submitted report.

Approves the general principles and limits regarding the granting of the individual remuneration of the members of the Directorate and designates the competent bodies to establish the value, criteria and the way of granting it, according to the presented report.

2. Mandates the following persons:

- Mr. Zdenek Romanek, President of Raiffeisen Bank S.A. Management Board;
- Mr. Vladimir Nikolov Kalinov, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Cristian-Marius Sporis, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Iancu-Mircea Busuioceanu, Vice-president Raiffeisen Bank S.A. Management Board;
- Mr. Nicolae-Bogdan Popa, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Mihail-Catalin Ion, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mrs. Alina Rus, Vice-president of Raiffeisen Bank S.A Management Board;

to carry out all the necessary legal formalities, including to empower third parties, in order to fulfill the conditions for publicity of this decision adopted by the Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A. and its implementation.

In order to fulfill the granted mandate, the persons mentioned above will be able to act together or individually.

Zdenek Romanek

President of Raiffeisen Bank S.A. Management Board

**DECISION NO. 6
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAIFFEISEN BANK S.A.
25.04.2024**

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 25.04.2024, deliberating validly in the presence of shareholders representing 99,9500% of the share capital, taking into discussion point 9 of the agenda,

Adopt this hereunder

DECISION

1. Records the resignation of Mr. **Peter Lennkh** from his duties as member of the Supervisory Board, beginning with the date of 01.01.2024;
2. Elects for a mandate of 4 years, from 30.04.2024 until 30.04.2028, as a member of the Supervisory Board Mr. **Andreas Gschwenter**, Austrian citizen, domiciled in Vienna, Austria, with the secret vote of the shareholders representing 100% of the total number of voting rights expressed by the attending or represented shareholders in the meeting;
3. Elects for a mandate of 4 years, from 30.04.2024 until 30.04.2028, as an independent member of the Supervisory Board, Mr. **Pedro Miguel Weiss**, Deutsch citizen, domiciled in Bucharest, Romania with the secret vote of the shareholders representing 100% of the total number of voting rights expressed by the attending or represented shareholders in the meeting;
4. Mandates the following persons:

- Mr. Zdenek Romanek, President of Raiffeisen Bank S.A. Management Board;
- Mr. Vladimir Nikolov Kalinov, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Cristian-Marius Sporis, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Iancu-Mircea Busuioceanu, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Nicolae-Bogdan Popa, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mr. Mihail-Catalin Ion, Vice-president of Raiffeisen Bank S.A. Management Board;
- Mrs. Alina Rus, Vice-president of Raiffeisen Bank S.A. Management Board;

to carry out all the necessary legal formalities, including to empower third parties, in order to fulfill the conditions for publicity of this decision adopted by the Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A. and its implementation.

In order to fulfill the granted mandate granted, the persons mentioned above will be able to act together or individually.

Zdenek Romanek

President of Raiffeisen Bank S.A. Management Board

Decision of the Extraordinary General Meeting of Shareholders of Raiffeisen Bank S.A. on 25.04.2024

**DECISION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF RAIFFEISEN BANK S.A.
25.04.2024**

The Extraordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutory and legally constituted, meeting on 25.04.2024, validly deliberating in the presence of shareholders representing 99,9500% of the share capital, taking into consideration point no.1 on the agenda,

With the open vote of the shareholders representing 100% of the total number of voting rights expressed by the attending or represented shareholders at the meeting,

Adopted the hereunder

DECISION

1. Approves the modification of the Articles of Incorporation of Raiffeisen Bank S.A. at point 15.2 of the Article "The Supervisory Board. Structure and competences" as follows:

*„The Supervisory Board shall consist of a number of **8 (eight)** members, who are to be appointed by the Bank’s GMS for 4(four)-years’ mandates, with the possibility of them being re-elected for additional mandates. The SB members can be Romanian or foreign citizens, in any proportion. The SB shall elect the chairman of the Supervisory Board from among its members (the “SB Chairman”), who shall always use this title while performing his duties. Also, SB may elect from among its members one or several Deputy Chairmen of the Supervisory Board („SB Deputy Chairman”/”SB Deputy Chairmen”) who shall always use this title while performing his/their duties.”*

2. Mandates the following persons:

- Mr. Zdenek Romanek, President of Raiffeisen Bank S.A. Management Board;
- Mr. Vladimir Nikolov Kalinov, Vicepresident of Raiffeisen Bank S.A. Management Board;
- Mr. Cristian-Marius Sporis, Vicepresident of Raiffeisen Bank S.A. Management Board;
- Mr. Iancu-Mircea Busuioceanu, Vicepresident of Raiffeisen Bank S.A. Management Board;
- Mr. Nicolae-Bogdan Popa, Vicepresident of Raiffeisen Bank S.A. Management Board;
- Mr. Mihail-Catalin Ion, Vicepresident of Raiffeisen Bank S.A. Management Board;
- Mrs. Alina Rus, Vicepresident of Raiffeisen Bank S.A Management Board;

to proceed to all necessary legal formalities, including the empowerment of third parties in order to fulfill the publicity conditions of the hereby decision made by the Extraordinary General Meeting of Shareholders of Raiffeisen Bank S.A and to implement it.

For the purpose of accomplishing the granted mandate, the above-mentioned persons may act together or individually.

Zdenek Romanek

President of Raiffeisen Bank S.A. Management Board