Raiffeisen BANK

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 22 April 2021 at 9.00, respectively 9:30 hours.

In view of the measures imposed by the authorities to limit the spread of the COVID-19 pandemic, the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders ("The Assembly"/ "Assemblies") will be organized by electronic means of communication, respectively by videoconference; in this respect, the technical coordinates for participation will be transmitted to all shareholders of natural persons and representatives of legal entities whose powers will be received by the General Secretariat in accordance with the provisions of Law 31/1990.

The right to participate and vote within the Meetings belongs to all persons registered with the shareholders registry of Raiffeisen as at April 15th, 2021, 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 proposals to supplement Raiffeisen's Articles of Incorporation, as follows:

   i) supplementing point 2 of Article 13 on the transmission of the special power of attorney for representation in the General Assembly of Shareholders:
   Current text:
   "13.2 The Shareholders may be represented in the General Meetings of Shareholders by any person, irrespective of whether or not he/she is a Shareholder of the Bank, he/she is empowered by a special power of attorney the original of which shall be delivered to the Bank 48 hours prior to the meeting."
   Proposed text:
   "13.2 The Shareholders may be represented in the General Meetings of Shareholders by any person, irrespective of whether or not he/she is a Shareholder of the Bank, he/she is empowered by a special power of attorney the original of which shall be delivered to the Bank or transmitted by electronic means of communication (e.g. email) 48 hours prior to the meeting."

   ii) supplementing point 5 of Article 13 on the organization of the General Meeting of Shareholders as follows:
   Current text:
   "13.5 The General Meeting of the Shareholders can also be held by correspondence."
   Proposed text:
   "13.5 The General Meeting of the Shareholders can also be held by correspondence and/or be carried out by electronic means of communication (e.g. videoconference)."

   iii) supplementing point 3 of Article 14 on exercising the right to vote in the General Meeting of the Shareholders:
   Current text:
   "14.3 The Shareholders will generally vote by raising hands. Any abstention shall not produce any legal effect and may not be construed as an affirmative or negative vote, nor shall the quorum requirement be affected by them in any way."
   Proposed text:
   "14.3 The Shareholders will generally vote by raising hands or verbally in the case of meetings organised by electronic means of communication.

Any abstention shall not produce any legal effect and may not be construed as an affirmative or negative vote, nor shall the quorum requirement be affected by them in any way."

2. Approval of the update of the AGEA decision of April 23, 2019 - increase of the maximum ceiling and the possibility of denomination of bond issues in USD also.
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. 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 2020.
2. 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 2020.
3. Annual Report by the Supervisory Board of Raiffeisen related to the financial exercise of the year 2020.
4. Analysis and approval of the Bank achievement of the Investment Plan related to the financial exercise of the year 2020, as well as the analysis and approval of the Bank Investment Plan related to the financial exercise of the year 2021.
5. Report by the Management Board regarding the proposal for the distribution of the net profit related to the financial exercise of the year 2020.
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 2020, distribution of the net profit related to the financial exercise of the year 2020 and the Management Board members' discharge of responsibility for the financial year 2020.
7. Analysis and approval of the Bank Income and Expenses Budget related to the financial exercise of the year 2021.
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 22 April 2021, 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 23 April 2021, at 9:00 hours and respectively 9:30 hours by videoconference, having the same agenda.

The convening notice for the Meetings, the separated and consolidated financial statements concluded for the financial exercise of the year 2020, 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 2020, the Report by the Management Board regarding the proposal for the distribution of the net profit related to the financial exercise of the year 2020, 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, section „About us"/"Corporate Governance"/"Shareholders"/ „General Shareholders' Meetings", beginning with the date of March 22nd, 2021.

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, 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 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, 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 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.

Steven Cornelis van Groningen

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