

**DECISION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF RAIFFEISEN BANK S.A.
21.04.2022**

The Extraordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutory and legally constituted, meeting on 21.04.2022, validly deliberating in the presence of shareholders representing 99,9250% 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. As related to point 1 of the Decision no.1 of Extraordinary General Meeting of Shareholders of 23.04.2019, modified and completed by Decision no.2 of Extraordinary General Meeting of 22nd of April 2021, approves the possibility of bond issuing on any frequency of the coupon.

The Management Board Power of Attorney previously granted by Extraordinary General Meeting of Shareholders Decision no.1 of 23.04.2019 modified and completed by Extraordinary General Meeting of Shareholders Decision no. 2 of 22nd of April 2021 is extending the aspects approved by the hereby decision. The hereby decision is made to complete the Extraordinary General Meeting of Shareholders Decision no.1 of 23.04.2019 as it was modified from time to time, and it is maintained, as it was modified and completed through the hereby decision.

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;

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

**DECISION NO. 2
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
RAIFFEISEN BANK S.A.
21.04.2022**

The Extraordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 21.04.2022, deliberating validly in the presence of shareholders representing 99,9250% of the share capital, taking into consideration point 2 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. It ratifies all the decisions taken within the Ordinary General Meetings of Shareholders of April 29, 2020, April 22, 2021 and December 7, 2021, respectively, as well as at the Extraordinary General Meeting of Shareholders of April 22, 2021, in the form in which they have already been published in the Official Monitor, decisions adopted during the state of emergency and the state of alert established in Romania in the context of the Covid-19 pandemic.

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;

to carry out all the necessary legal formalities, including to empower third parties, in order to fulfill the conditions of publicity of this decision adopted by the Extraordinary 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 NO. 1
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAIFFEISEN BANK S.A.
21.04.2022**

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 21.04.2022, validly deliberating in the presence of shareholders representing 99,9250% 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

3. Approves the separate and consolidated financial statements of the bank, related to the financial year 2021 and prepared in compliance with the International Financial Reporting Standards, based on the Annual Report of the Executive Board and of the Financial Auditor of the bank, as presented.
4. Approves the consolidation of own funds by including the net amount made by the bank in the financial year 2021, in the total amount of **RON 788,460,756**, in the bank's retained earnings.
5. Approves the Report of the Supervisory Board for the financial year 2021.
6. Approves the activity of the Management Board, as well as the discharge of the members of the Management Board for the financial year 2021.

7. 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;

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.
21.04.2022

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 21.04.2022, validly deliberating in the presence of shareholders representing 99,9250% of the share capital, taking into discussion the Investment Plan of Raiffeisen related to the financial year 2021, 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 2021, in the total amount of RON 167,380 thousand, in the following structure: clients and business development – RON 59,083 thousand; simplification and operational efficiency – 2,700 thousand RON; infrastructure and business administration – 82,834 thousand RON; legal and compliance regulations – 22,764 thousand RON.
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;

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.
21.04.2022**

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 21.04.2022, deliberating validly in the presence of shareholders representing 99,9250% of the share capital, taking into consideration the Investment Plan of Raiffeisen related to the financial year 2022, 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 2022 estimated in the total amount of RON 279,629 thousand and having the following structure: clients and business development – RON 112,530 thousand; simplification and operational efficiency – RON 6,376 thousand; infrastructure and business administration – RON 151,367 thousand; legal and compliance regulations – RON 9,356 thousand.

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;

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.
21.04.2022

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutory and legally constituted, meeting on 21.04.2022, deliberating validly in the presence of shareholders representing 99,9250% 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

3. Approves the Revenue and Expenses Budget for the financial year 2022, as it was proposed and presented at 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;

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.
21.04.2022

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 21.04.2022, deliberating validly in the presence of shareholders representing 99,9250% 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

5. Approves the maximum amount of gross remuneration due to all members of the Supervisory Board of Raiffeisen Bank S.A. for the financial year 2022 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.

6. 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;

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.
21.04.2022

The Ordinary General Meeting of Shareholders of Raiffeisen Bank S.A., statutorily and legally constituted, meeting on 21.04.2022, deliberating validly in the presence of shareholders representing 99,9250% of the share capital, taking into discussion item 9 of the agenda,

Adopt this hereunder

DECISION

7. Elects for a mandate of 4 years, from 02.05.2022 until 01.05.2026, as a member of the Supervisory Board Mr. **Johann Strobl**, Austrian citizen, domiciled in Walbersdorf, 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;
8. Elects for a mandate of 4 years, from 02.05.2022 to 01.05.2026, as a member of the Supervisory Board Mr. **Peter Lennkh**, Austrian citizen, domiciled in Vienna, Austria, with the secret vote of the shareholders representing 100% of the total number of voting rights cast by the attending or represented shareholders in the meeting;
9. Elects for a mandate of 4 years, from 02.05.2022 until 01.05.2026, as a member of the Supervisory Board Mr. **Andrii Stepanenko**, Ukrainian 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;

10. Elects for a mandate of 4 years, from 02.05.2022 to 01.05.2026, as a member of the Supervisory Board, Mr. **Łukasz Janusz Januszewski**, Polish citizen, domiciled in Vienna, Austria with the secret vote of the shareholders representing 100% of the total number of voting rights cast by the attending or represented shareholders in the meeting;

11. 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;

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

