

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, FCC Office Building, Calea Floreasca 246D, District 1, Bucharest, registered at Trade Register's Office under no. J1991000044406, EUID ROONRC.J1991000044406, sole registration code 361820, VAT registration code RO361820, registered as a credit institution in the Banking Registry under no. RB-PJR-40-009/1999, in the FSA Capital Markets Public Registry under no. PJR01INCR/400009/30.01.2014; PJR24DIST/400009/01.03.2016, in the FSA Private Pension Public Registry code AMJ-RO-374277, Affiliated Agent registered to FSA under Code RAJ 500196, 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 ("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 ORDINARY GENERAL SHAREHOLDERS' MEETING AND THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF RAIFFEISEN

for the date of 30 April 2026 at 16:00, respectively 16:30 hours at the registered office of Raiffeisen located in FCC Office Building, Calea Floreasca 246D, District 1, Bucharest, floor 6, room 6.09 ("Meeting/Meetings").

The right to participate and vote within the Meetings belongs to all persons registered with the shareholders registry of Raiffeisen as at April 25th, 2026, 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 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 2025.
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 2025.

3. Presentation of the Annual Report by the Supervisory Board of Raiffeisen related to the financial exercise of the year 2025.
4. Analysis and approval of the Bank achievement of the Investment Plan related to the financial exercise of the year 2025, as well as the analysis and approval of the Bank Investment Plan related to the financial exercise of the year 2026.
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 2025.
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 2025, approval of the distribution of the net profit related to the financial exercise of the year 2025 and approval of the Management Board members' discharge of responsibility for the financial year 2025.
7. Analysis and approval of the Bank Income and Expenses Budget related to the financial exercise of the year 2026.
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. The election of new 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.

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

1. Approval of the proposals to modify and completion the Raiffeisen's Articles of Incorporation, as follows:
 - 1.1 Supplementing **Article 11.2.2** as follows:

Current text: "11.2.2 to elect the members of the Supervisory Board and the financial auditor"

Proposed text: "11.2.2 to elect the members of the Supervisory Board and the financial auditor and to set the minimum duration of the financial audit contract"
 - 1.2 Supplementing **Article 14.2** as follows:

Current text: "14.2 The resolutions of the General Meeting of Shareholders shall be adopted by open vote, except for resolutions regarding the election of the members of the Supervisory Board, their revocation and the establishment of the liability of the members of the Supervisory Board and of the Management Board."

Proposed text: "14.2 The resolutions of the General Meeting of Shareholders shall be adopted by open vote, except for resolutions regarding the election of the members of the Supervisory Board, their revocation and the establishment of the liability of the

members of the Supervisory Board and of the Management Board, as well as for the appointment, revocation or dismissal of the financial auditor."

1.3 Amendment of the introductory paragraph of **CHAPTER V – BANK MANAGEMENT**, as follows:

Current text: *"The management and representation of the Bank are ensured through a dualistic management system by:*

- the Supervisory Board and*
- the Management Board.*

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 Article 4 of Law no. 129/2019 for the prevention and combating of money laundering and terrorist financing, as well as for the amendment and supplementation of certain normative acts. The identification data of the beneficial owners are presented in Annex 2 and Annex 3."

Proposed text: *"The management and representation of the Bank are ensured through a dualistic management system by:*

- the Supervisory Board and*
- the Management Board*

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 Article 4 of Law no. 129/2019 for the prevention and combating of money laundering and terrorist financing, as well as for the amendment and supplementation of certain normative acts."

1.4 Amendment of **Article 15.10** as follows:

Current text: *"15.10 The meetings of the SB may also be held by teleconference, provided, however, that all participants in such teleconference have the possibility to listen and speak equally. All resolutions adopted shall comply with the quorum requirements provided by the Articles of Association and shall be valid and binding only provided that they are recorded, through the care of the SB members, in the form of minutes, which shall be sent within 48 hours (by fax or express courier) to all teleconference participants for signing in multiple originals. The signed minutes shall be sent by fax, and the originals bearing the original signatures shall be sent by post to the Bank's headquarters by each SB member within 48 hours from receipt of the respective minutes. All such signed minutes shall be kept together with all other minutes of the Supervisory Board."*

Proposed text: *"15.10 The meetings of the SB may also be held by teleconference, provided that all participants in such teleconference have the possibility to listen and speak equally. All resolutions adopted shall comply with the quorum requirements provided by the Articles of Association and shall be valid and binding only provided that they are recorded, through the care of the SB members, in the form of minutes. All minutes shall be signed by the SB members present or represented and shall be kept together with all other minutes of the Supervisory Board."*

- 1.5 Deletion of **Article 15.12**. *Current text:* "15.12 The Supervisory Board shall be composed of the persons specified in Annex 2."
- 1.6 Deletion of **Article 16.12**. *Current text:* "16.12 The Management Board shall be composed of the persons specified in Annex 3."
- 1.7 Amendment of **Article 26** as follows:
Current text: "26. The provisions of these Articles of Association shall be supplemented by the provisions of the law on commercial companies and by the applicable banking legislation."
Proposed text: "26. The provisions of these Articles of Association shall be supplemented by the provisions of the Companies Law and by the applicable banking legislation."
- 1.8 Deletion of **Annex 2** to the Articles of Association of Raiffeisen Bank S.A. – Structure of the Supervisory Board of Raiffeisen Bank S.A.
- 1.9 Deletion of **Annex 3** to the Articles of Association of Raiffeisen Bank S.A. – Structure of the Management Board of Raiffeisen Bank S.A.
- 1.10 Renumbering of **Annex 4**, which becomes Annex 2 to the Articles of Association of Raiffeisen Bank S.A. – Graphic representation of the Raiffeisen Bank S.A. Emblem.
Consequently, Article 3.2 shall have the following content: "The Bank's emblem is presented in graphic form in Annex 2 to these Articles of Association."

2. 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 30 April 2026, the legal and statutory requirements are not met for a valid assembly of the Meetings, a new Ordinary General Shareholders' Meeting and/or a new Extraordinary General Shareholders' Meeting are/is convened for 1st of May 2026, at 16:00 hours and respectively 16:30 hours at the registered office of Raiffeisen located in FCC Office Building, Calea Floreasca 246D, District 1, Bucharest, floor 6, room 6.09 ("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 2025, 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 2025, the Report by the Management Board regarding the proposal for the distribution of the net profit related to the financial exercise of the year 2025, the list containing information regarding the first name/surname, the place of residence and professional qualifications of the persons proposed for the position of member of the Supervisory Board, 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 30th, 2026.

Within 15 days from the Convening Notice having been published the Agenda of the Meetings may be supplemented at the shareholders’ request according to the legal provisions in force. Additionally, within a maximum of 15 days from the Convening Notice having been published, the list containing information regarding first name/surname, place of residence, and professional qualifications of the persons proposed for the position of member of the Supervisory Board shall be supplemented with the candidacies received from the shareholders; the updated list will be published on the bank’s website upon the expiry of the deadline for receiving the applications. 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.

Zdenek Romanek

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

Raiffeisen Bank S.A. • Bank’s headquarters in FCC Office Building, Calea Floreasca No. 246 D, District 1, Bucharest • Postal code 014476 • Romania • Phone: +40 21 306 1000 • Fax: +40 21 230 0700 • E-mail: centrala@raiffeisen.ro • www.raiffeisen.ro • Unique registration code 361820 • Trade Registry No. J1991000044406 • EUID ROONRC.J1991000044406 • Banking Registry No. RB-PJR-40-009/1999 • FSA Capital Markets Public Registry no. PJR01INCR/400009/30.01.2014; PJR24DIST/400009/01.03.2016 • FSA Private Pension Public Registry code AMJ-RO-374277 • Affiliated Agent registered to FSA under Code RAJ 500196 • Fiscal registration code RO361820 • Share capital Lei 1,200 Mio subscribed and fully paid-up • Company administrated in dualist system • Call Center: *2000, standard call rates apply to all mobile networks in Romania.