

Pursuant to Article 66, paragraph 1, Item 2 of the Law on Banks ("RS Official Gazette", No. 107/2005, 91/2010, 14/2015) (the "**Law on Banks**") Shareholder Assembly of Raiffeisen banka a.d. Beograd (the "**Bank**"), at its session held on 30 January 2023 adopted the following:

**DECISION
ON FOUNDING
OF RAIFFEISEN BANKA A.D. BEOGRAD
(consolidated wording)**

This consolidated text of Decision on Founding of Raiffeisen banka a.d. Beograd presents refined version of the Decision on Founding adopted on December 27, 2006. with its amendments dated October 29, 2010, June 12, 2012, November 26, 2012, May 20, 2015 including latest amendmets dated 30 January 2023.

This consolidated text of the Decision on Founding was adopted considering that:

- (i) On 1 April 2022 the Bank became the sole shareholder and direct owner of 100% of the shares of RBA banka a.d. Novi Sad with registered seat at Braće Ribnikara 4-6, Novi Sad, ID number: 08277931 ("RBA banka") based on (a) the Share Purchase Agreement dated 5 August 2021; and (b) the Share Transfer Agreement which was notarized on 1 April 2022 by the Notary Public Nikola Vojnovic OUP-I 2207-2022 concluded 2022 between the Bank as the buyer and Credit Agricole SA France as the seller;
- (ii) The National Bank of Serbia on 4 April 2023 adopted Decision G. Br. 4558 which approves the status change of the merger of RBA Banka as the transferor bank to the Bank as the acquiring bank in the sense of Article 133 of the Law on Banks;
- (iii) The Shareholder Assembly of the Bank on 30 January 2023 adopted the Decision approving the merger of RBA banka into the Bank, as a result of which RBA bank ceases to exist without conducting liquidation proceedings, and the Bank becomes the universal legal successor of all rights and obligations of RBA banka (the "Merger").

Considering that the Bank is the sole shareholder and direct owner of 100% of shares of RBA banka, i.e. that the Merger shall be considered as the merger with the controlling company in the sense of the Law on Companies the Merger will not result: a) in any monetary compensaton, (b) an increase in the Bank's share capital, (c) the need to exchange shares, i.e. defining data for the exchange of shares, and (d) a change of shareholders, given that Raiffeisen SEE Region Holding GmbH, BEE as the sole and exclusive shareholder of the Bank remains the sole shareholder of the Bank even after the date of registration of the merger without any changes.

Na osnovu člana 66. stav 1. tačka 2. Zakona o bankama («Službeni glasnik RS» br. 107/2005, 91/2010, 14/2015) („**Zakon o bankama**”), Skupština Raiffeisen banke a.d. Beograd („**Banka**”) na sednici održanoj dana 30.01.2023. godine, usvaja:

**ODLUKU
O OSNIVANJU
RAIFFEISEN BANKE A.D. BEOGRAD
(prečišćeni tekst)**

Ovaj prečišćeni tekst Odluke o osnivanju Raiffeisen banke a.d. Beograd predstavlja prečišćeni tekst Odluke o osnivanju usvojene 27.12.2006. godine koji obuhvata izmene od 29.10.2010. godine, 12.06.2012. godine, 26.11.2012. godine, od 20.05.2015. godine uključujući poslednje izmene od 30.1.2023.godine.

Ovaj prečišćeni tekst Odluke o osnivanju Raiffeisen banke a.d. Beograd se donosi s obzirom da je:

- (i) Dana 01.04.2022. godine Banka postala jedini akcionar i direktni vlasnik 100% akcija RBA banke a.d. Novi Sad sa sedištem na adresi Braće Ribnikara 4-6, Novi Sad, matični broj: 08277931 ("RBA banka") na osnovu: (a) Ugovora o kupoprodaji akcija koji je zaključen dana 05.08.2021. godine, i (b) Ugovora o prenosu akcija koji je overen dana 01.04.2022. godine od strane javnog beležnika Nikole Vojnovića pod brojem OUP-I 2207-2022. koji su zaključeni između Banke kao kupca i Credit Agricole SA Francuska kao prodavca;
- (ii) Narodna banka Srbije dana 04.04.2023.godine donela Rešenje G. br. 4558 kojim se odobrava statusna promena pripajanja RBA banke kao banke prenosioca Banci kao banci sticaocu u smislu člana 133. Zakona o bankama;
- (iii) Skupština Banke dana 30.01.2023.godine je donela Odluku kojom se odobrava statusna promena pripajanja RBA banke od strane Banke usled čega RBA banka prestaje da postoji bez sprovođenja postupka likvidacije, a Banka postaje univerzalni pravni sledbenik svih prava i obaveza RBA banke ("Pripajanje").

Imajući u vidu da je Banka jedini akcionar i direktni vlasnik 100% akcija RBA banke, odnosno da Pripajanje predstavlja pripajanje kontrolnom društvu u smislu Zakona o privrednim društvima Pripajanje ne dovodi do: (a) bilo kakvih novčanih plaćanja, (b) povećanja akcijskog kapitala Banke, (c) potrebe za zamenom akcija, odnosno definisanjem podataka za zamenu akcija, i (d) promene akcionara s obzirom da Raiffeisen SEE Region Holding GmbH, BEE kao jedini i isključivi akcionar Banke ostaje jedini akcionar Banke i nakon datuma registracije pripajanja bez bilo kakvih promena.



Business name and seat of the Bank's Shareholder

Article 1

On 31 December 2022, the sole shareholder of the Bank is:
Raiffeisen SEE Region Holding GmbH, BEE 1030 Vienna, Am Stadtpark 9, limited liability company founded under Austrian laws and registered under No. FN 255194k in the Company Register with the Commercial Court in Vienna.

Business name and seat of the Bank

Article 2

The Bank shall operate under the following business name:
"Raiffeisen banka a.d. Beograd"

The seat of the Bank is in Belgrade, 16 Djordja Stanojevica St.

The sign of the Bank is:



Article 3

The Bank's units authorized to perform legal transactions shall use in their operations the name of the Bank with the name of the respective unit of the Bank and place of business activities.

Status, legal form, duration

Article 4

The Bank is a joint-stock company with rights, obligations and responsibilities as determined under regulations and Contract on Founding.

The Bank is established for open-ended period.

Bank's Capital

Article 5

The total Bank's share capital as at 31 December 2022 as the agreed Merger date and after the Merger of RBA banka into the Bank amounts to RSD 27,466,157,580.42 and consists of:

Poslovno ime i sedište akcionara Banke

Član 1.

Na dan 31.12.2022. godine jedini akcionar Banke je:

Raiffeisen SEE Region Holding GmbH, 1030 Vienna, Am Stadtpark 9, BEE društvo sa ograničenom odgovornošću osnovano u skladu sa zakonima Austrije i upisano pod brojem FN 255194k u Trgovačkom Registru Trgovinskog suda u Beču.

Poslovno ime i sedište Banke

Član 2.

Banka posluje pod sledećim poslovnim imenom:

"Raiffeisen banka a.d. Beograd"

Sedište Banke je u Beogradu, Ulica Đorđa Stanojevića br. 16.

Znak Banke je:



Član 3.

Delovi Banke sa ovlašćenjima u pravnom prometu u svom poslovanju upotrebljavaju poslovno ime Banke uz dodatak odgovarajućeg naziva dela Banke, sa naznakom mesta poslovanja.

Status, pravna forma, trajanje

Član 4.

Banka je akcionarsko društvo sa pravima, obavezama i odgovornostima utvrđenim propisima i Odlukom o osnivanju.

Trajanje Banke nije vremenski ograničeno.

Akcionarski kapital Banke

Član 5.

Ukupni akcionarski kapital Banke na 31.12.2022. godine kao ugovoreni datum Pripajanja a nakon Pripajanja RBA Banke Banc iznosi 27.466.157.580,42 dinara i se sastoji od:

1. Pecuniary share capital paid in:

	Share capital in EUR	Dinar equivalent as at date of payment	Date of payment
I Issue	10,000,000.00	589,729,580.00	21-22/03/2001
II Issue	13,656,951.00	827,982,699.67	21-24/ 06/2002
III Issue	6,945,111.22	519,400,000.00	28-09/01.10. 2004.
IV Issue	14,999,268.51	1,230,300,000.00	26/05/2005
V Issue	19,999,764.38	1,697,600,000.34	27/09/2005
VI Issue	24,999,415.54	2,138,700,000.00	20/12/2005
VII Issue	100,000,000.00	8,638,500,000.00	27/06/2006
VIII issue	24,999,904.32	1,959,610,000.00	25/09/2007
IX issue	89,999,948.71	7,019,420,000.00	20/12/2007
X issue	14,999,993.93	1,234,660,000.00	27/03/2008
XI issue	19,999,921.51	1,528,830,000.08	25/09/2008
Total:	340,600,279.12	27,384,732,280.09	

2. Non-pecuniary share capital paid in:

	Share capital in EUR	Dinar equivalent as at date of payment	Date of payment
II Issue	1,343,049.00	81,425,300.33	21-24/06/2002
Total:	1,343,049.00	81,425,300.33	

The Bank is the legal successor of all rights and obligations of RBA banka.

Article 6

Shareholders' stake in the ownership structure as of 31 December 2022 is as follows:

Raiffeisen SEE Region Holding GmbH, BEE - 100%

Article 7

The Bank may increase its stock capital in the following way:

- By issuing of shares of subsequent issues or by increasing nominal value of shares;
- According to the decision of the Shareholder Assembly that the unassigned profit belonging to the shareholders is not divided but used for the increase of the Bank's stock capital;
- By conversion of debt to Bank shares, in accordance with the decision on the issue of shares and regulations.

Decision on the capital increase shall be passed by the Shareholder Assembly.

Article 8

Decrease of the Bank capital shall be made in accordance with the law and based on the decision of the Shareholder Assembly.

Article 8a

The Bank sets reserves:

- prescribed by the law

1. Akcionarskog kapitala uplaćenog u novčanom obliku:

	Akcionarski kapital u EUR	Dinarska protivrednost na dan uplate	Datum uplate
I emisija	10,000,000.00	589,729,580.00	21-22/03/2001
II emisija	13,656,951.00	827,982,699.67	21-24/ 06/2002
III emisija	6,945,111.22	519,400,000.00	28-09/01.10. 2004.
IV emisija	14,999,268.51	1,230,300,000.00	26/05/2005
V emisija	19,999,764.38	1,697,600,000.34	27/09/2005
VI emisija	24,999,415.54	2,138,700,000.00	20/12/2005
VII emisija	100,000,000.00	8,638,500,000.00	27/06/2006
VIII emisija	24,999,904.32	1,959,610,000.00	25/09/2007
IX emisija	89,999,948.71	7,019,420,000.00	20/12/2007
X emisija	14,999,993.93	1,234,660,000.00	27/03/2008
XI emisija	19,999,921.51	1,528,830,000.08	25/09/2008
Total:	340,600,279.12	27,384,732,280.09	

2. Akcionarskog kapitala uplaćenog u nenovčanom obliku

	Akcionarski kapital u EUR	Dinarska protivrednost na dan uplate	Datum uplate
II Issue	1,343,049.00	81,425,300.33	21-24/06/2002
Total:	1,343,049.00	81,425,300.33	

Banka je pravni sledbenik svih prava i obaveza RBA banke.

Član 6.

Učešće akcionara u vlasničkoj strukturi kapitala na dan 31.12.2022. godine iznosi

Raiffeisen SEE Region Holding GmbH, BEE - 100%.

Član 7.

Kapital Banke može se povećati:

- izdavanjem nove emisije akcija ili povećanjem nominalne vrednosti akcija;
- na osnovu odluke Skupštine Banke da se neraspoređena dobit koja pripada akcionaru ne deli već koristi za povećanje kapitala Banke;
- konverzijom duga u akcije Banke, u skladu sa odlukom o emisiji akcija i propisima.

Odluku o povećanju kapitala donosi Skupština Banke.

Član 8.

Smanjenje kapitala Banke vrši se u skladu sa zakonom a na osnovu odluke Skupštine Banke.

Član 8a.

Banka formira rezerve:

- propisane zakonom

- other reserves.

- ostale rezerve.

Rights, obligations and responsibilities of the Shareholders of the Bank

Prava, obaveze i odgovornosti akcionara Banke

Article 9

Član 9.

The shareholder of the Bank has the right:

Akcionar Banke ima pravo:

1. to be informed on all issues of relevance for the operations of the Bank, and exercising rights and duties of the shareholders of the Bank, including access into general enactments and other Bank documents;
2. to participate in the meetings of the Shareholder Assembly and vote at the Shareholder Assembly of the Bank;
3. to dividend;
4. of pre-emption in acquiring shares and other financial instruments convertible for shares of new issues;
5. of disposal of shares in accordance with the law;
6. to participate in distribution of liquidation estate surplus and bankruptcy estate in accordance with law governing bankruptcy and liquidation of banks;
7. to other rights in accordance with the law.

1. da bude obavještan o svim pitanjima bitnim za poslovanje Banke i ostvarivanje prava i obaveza akcionara Banke, uključujući i pravo uvida u opšta akta i druga dokumenta Banke;
2. da učestvuje u radu Skupštine akcionara i da glasa na Skupštini Banke;
3. na dividendu;
4. prečeg sticanja akcija i drugih finansijskih instrumenata zamenljivih za akcije, iz novih emisija;
5. raspolaganja akcijama u skladu sa zakonom;
6. učešća u raspodeli likvidacionog viška i stečajne mase u skladu sa zakonom kojim se uređuje stečaj i likvidacija banaka;
7. druga prava u skladu sa zakonom.

Article 10

Član 10.

The rights of shareholders shall terminate by transfer of shares to other shareholder or third party.

Prava akcionara prestaju prenošenjem akcija na drugo lice.

Article 11

Član 11.

For the obligations the Bank is liable by its property.

Za svoje obaveze Banka odgovara svojom imovinom.

Number, type, class, nominal value of shares and rights under shares of the Bank

Broj, vrsta, klasa, nominalna vrednost akcija i prava iz akcija Banke

Article 12

Član 12.

Capital of the Bank as at 31.12.2022. is divided to 2.746.614 shares.

Kapital Banke na dan 31.12.2022. godine podeljen je na 2.746.614 akcija.

Nominal value per share is RSD 10,000.00.

Nominalna vrednost svake akcije je 10.000,00 dinara.

Shares of the Bank are ordinary, regular, of the same class and made out to name.

Akcije Banke su obične, redovne, iste klase i glase na ime.

Each share shall grant a shareholder one vote.

Jedna akcija daje akcionaru pravo na jedan glas.

Number of the Bank's shares and their nominal value shall be determined by the decisions on issuance of shares passed by the Shareholder Assembly of the Bank.

Broj akcija Banke i njihova nominalna vrednost utvrđuju se odlukama Skupštine Banke o emisiji akcija.

Article 13
deleted

Član 13.
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Article 14
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Član 14.
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Article 15

Član 15.

The Bank may acquire its own shares in accordance with the law.

Banka može sticati spostvene akcije u skladu sa zakonom.

Business Activities of the Bank

Poslovi koje Banka obavlja

Article 16

Član 16.

The Bank shall conduct operations within the scope of its business activities, as an independent entity, with the purpose to earn profit.

Banka samostalno obavlja delatnost iz svog predmeta poslovanja, u cilju ostvarivanja dobiti.

In conducting its business activities, the Bank shall use its own funds obtained in the market as well as the funds obtained from other entities, in the manner and under the conditions defined by the regulations.

Banka posluje sopstvenim sredstvima, sredstvima koja pribavi na tržištu i sredstvima koja pribavi od drugih lica, na način i pod uslovima utvrđenim propisima.

The Bank shall operate in its name and for its account and it may be engaged in operations in its name and for the account of other persons, as well as in the name and for the account of other persons in accordance with the regulations.

Banka posluje u svoje ime i za svoj račun, a poslove može obavljati u svoje ime, a za račun drugih lica, kao i u ime i za račun drugih lica u skladu sa propisima.

Article 17

Član 17.

The Bank shall perform the following activities:

1. accepting and placing all kinds of deposits (deposit activities);
2. granting and taking credits (credit activities);
3. foreign exchange, foreign exchange-currency transactions and exchange operations;
4. payment operations i.e. payment services as of the commencement of implementation of the Law on Payment Services ("Official Gazette RS" No. 139/2014), starting 1 October, 2015;
5. issuing payment cards;
6. activities regarding securities (issuing securities, custody bank activities, etc);
7. brokerage-dealership activities;
8. issuing guarantees, avals and other types of warranties (guarantee operation);
9. purchase, sale and collection of receivables (factoring, forfaiting, etc);
10. insurance agency activities ;
11. intermediary activities for subsidiaries founded by the Bank;
12. providing services to subsidiaries founded by the Bank, in the areas in which subsidiaries do not have their organisational units.

Banka obavlja sledeće poslove:

1. primanje i polaganje svih vrsta depozita (depozitni poslovi);
2. davanje i uzimanje kredita (kreditni poslovi);
3. devizne, devizno-valutne i menjačke poslove;
4. poslove platnog prometa odnosno platne uslge početkom primene Zakona o platnim uslugama ("Službeni glasnik RS" br. 139/2014) počevši od 01.10.2015. godine;;
5. izdavanje platnih kartica;
6. poslove sa hartijama od vrednosti (izdavanje hartija od vrednosti i poslovi kastodi banke i dr.);
7. brokersko-dilerske poslove;
8. izdavanje garancija, avala i dr. oblika jemstava (garancijski posao);
9. kupovinu, prodaju i naplatu potraživanja (faktoring, forfaiting i dr.);
10. poslove zastupanja u osiguranju;
11. poslove posredovanja za povezana pravna lica čiji je osnivač Banka;
12. pružanje usluga povezanim pravnim licima čiji je osnivač Banka, u oblastima za koje povezana pravna lica nemaju svoje organizacione jedinice.

Distribution of profit and covering of losses of the Bank

Article 18

Dividends shall be issued depending on the nominal value of shares.

Issuing of dividends shall be approved by decision on allocation of dividends passed on regular session of Shareholder Assembly.

Any operating loss disclosed in the Bank's balance sheet shall be covered from the profit and deducted from the Bank's reserves; if these do not provide sufficient funds, the loss shall be covered from the Bank's capital.

The commercial year shall be guided by the calendar year. The first commercial year starts with registration of the Bank in authorized register.

Shareholders' rights in case of any status changes of the Bank

Article 19

The Shareholder Assembly of the Bank shall, at the proposal of the Board of Directors, make decision on any status changes.

In case of any status changes, the shareholders of the Bank shall have all the rights provided by the law and subject to the type of relevant status change.

Miscellaneous

Article 20

The Bank shall be closed down:

- if the Shareholder Assembly adopts decision on closing down the Bank due to non-existence of the conditions for further successful business activities of the Bank and/or for realization of the goals for which the Bank has been founded;
- if the National Bank of Serbia revokes the banking license;
- in other cases prescribed by the law.

In case the conditions and/or economic interest for the operation of the Bank cease to exist, the Shareholder Assembly shall, at the proposal of the Board of Directors, pass the decision on closing down the Bank. In such case, the Bank shall submit request to the National Bank of Serbia for obtaining approval on decision on dissolution of operating.

Raspodela dobiti i način pokrića gubitka Banke

Član 18.

Dividende će se izdavati u zavisnosti od nominalne vrednosti akcija.

Plaćanje dividende odobrava se odlukom o raspodeli dobiti usvojenoj na redovnoj sednici Skupštine

Gubitak iskazan u poslovanju Banke, pokriva se iz dobiti i na teret rezervi Banke, a ako one nisu dovoljne i na teret kapitala Banke.

Poslovna godina će se upravljati prema kalendarskoj godini. Prva poslovna godina započinje sa upisom Banke u nadležni registar.

Prava akcionara u slučaju statusnih promena Banke

Član 19.

O statusnim promenama odlučuje Skupština Banke a na predlog Upravnog odbora.

U slučaju statusnih promena akcionar Banke ima sva prava utvrđena zakonom, a u zavisnosti od vrste statusne promene.

Ostala pitanja

Član 20.

Banka prestaje da radi:

- ako Skupština akcionara donese odluku o prestanku rada Banke zbog nepostojanja uslova za dalje uspešno poslovanje Banke odnosno za ostvarivanje ciljeva zbog kojih je Banka osnovana;
- ako Narodna banka Srbije oduzme Banci dozvolu za rad;
- u drugim slučajevima predviđenim zakonom.

U slučaju prestanka uslova, odnosno ekonomskog interesa, za poslovanje Banke, Skupština, na predlog Upravnog odbora, odlučuje o prestanku rada Banke, u kom slučaju Banka podnosi zahtev Narodnoj banci Srbije za davanje saglasnosti na odluku o prestanku rada.

Article 21

If any of the provisions of this Contract is considered or becomes illegal and becomes invalid or unenforceable under any legislation, it shall not affect the validity or enforceability of other provisions according to this legislation, nor the validity or enforceability of such or any other provision hereof under any other legislation.

Article 22

Any amendments to this Contract on Founding shall be made by the decision of the Shareholder Assembly.

Transitional and final provisions

Article 23

Matters that are not regulated by this Decision on Founding shall be governed by applicable positive laws and regulations governing their implementation.

This consolidated text of the Decision on Founding shall enter into force after registration of the status change – merger of RBA banka into the Bank in the Business Registry of the Business Registration Agency and after obtaining the prior consent of the NBS.

With the entry into force of this consolidated text of the Founding Decision, the currently valid consolidated text of the Founding Decision dated May 20, 2015 for which NBS consent was obtained on 16 June.2015 ceases to be valid.

Član 21.

Ukoliko se neka odredba ove Odluke smatra ili postane protivzakonita, i postane nevažeća ili neizvršiva po bilo kom osnovu, to neće uticati na validnost ili sprovođenje po tom osnovu ostalih odredaba ove Odluke, kao ni na validnost ili sprovođenje po bilo kom drugom osnovu te ili neke druge odredbe ove Odluke.

Član 22.

Izmene i dopune ove odluke o osnivanju vrše se odlukom Skupštine Banke.

Prelazne i završne odredbe

Član 23.

Na sva pitanja koja nisu regulisana ovom Odlukom, primenjuju se odredbe pozitivnih zakonskih propisa i propisa donetih za njihovo sprovođenje.

Ovaj prečišćeni tekst Odluke o osnivanju stupa na snagu na snagu upisom statusne promene pripajanja RBA banke Banci u Registru privrednih subjekata Agencije za privredne registre, a nakon pribavljanja prethodne saglasnosti NBS.

Stupanjem na snagu ovog prečišćenog teksta Odluke o osnivanju prestaje da važi trenutno važeći prečišćeni tekst Odluke o osnivanju od 20.05.2015. godine za koji je pribavljena saglasnost NBS 16.06.2015. godine.


Peter LENKIH
Chairman of the Shareholder Assembly
Predsednik Skupštine