

Na podlagi tretje, četrte in pete točke 6. člena Statuta Raiffeisen Banke d.d.
uprava banke sklicuje

28. skupščino Raiffeisen Banke d.d.
dne 20.08.2015 ob 13.00 uri na sedežu banke, Zagrebška cesta 76, 2000
Maribor, sejna soba uprave:

Dnevni red :

**1. Otvoritev skupščine, ugotovitev sklepčnosti, potrditev dnevnega
reda in izvolitev delovnih teles.**

Predlog sklepa št.1.: Skupščina ugotovi sklepčnost, potrjuje predlagani dnevni red,
sestavo delovnega predsedstva skupščine (predsednik Igor Zupančič),
verifikacijsko komisijo in ugotavlja prisotnost notarja za sestavo notarskega
zapisnika.

**2. Poročilo nadzornega sveta o preveritvi in potrditvi letnega
poročila in stališče nadzornega sveta k poročilu pooblaščenega
revizorja za poslovno leto 2014.**

Predlog sklepa št.2.: Skupščina se seznani s poročilom nadzornega sveta o
preveritvi in potrditvi letnega poročila za poslovno leto 2014 Raiffeisen Banke d.d.
in s pozitivnim stališčem k poročilu revizijske družbe Deloitte revizija d.o.o.
Ljubljana za poslovno leto 2014.

**3. Poročilo o notranjem revidiranju v letu 2014 z mnenjem
nadzornega sveta.**

Predlog sklepa št.3.: Skupščina sprejme poročilo o notranjem revidiranju v letu
2014 z mnenjem nadzornega sveta.

**4. Obravnavanje poslovnega izida za leto 2014, razrešnica upravi
in nadzornemu svetu ter seznanitev s prejemki uprave in
nadzornega sveta v letu 2014.**

Predlog sklepa št.4.: Poslovni izid leta 2014 izkazuje izgubo v višini
21.227.614,87 EUR, ki se pokriva v breme kapitalskih rezerv.

Skupščina Raiffeisen Banke d.d. podeljuje razrešnico upravi in nadzornemu svetu
za poslovno leto 2014.

Skupščina se seznaní z informacijo o prejemkih uprave in nadzornega sveta v letu 2014.

5. Imenovanje revizorja za poslovno leto 2015.

Predlog sklepa št. 5: Skupščina imenuje za revidiranje poslovanja Raiffeisen Banke d.d. za poslovno leto 2014 revizijsko družbo Deloitte revizija d.o.o. iz Ljubljane.

6. Predlog za plačilo nadomestila za opravljanje funkcije članov nadzornega sveta Raiffeisen Banke d.d. v letu 2014

Predlog sklepa št. 6.: Za opravljanje funkcije članov nadzornega sveta Raiffeisen Banke d.d. v letu 2014 se določijo in plačajo naslednji bruto zneski in sicer za predsednika nadzornega sveta 10.000,00 EUR, za namestnika predsednika 7.500,00 EUR in za člana nadzornega sveta 5.000,00 EUR.

Gradivo za 28. skupščino, predlogi sklepov z obrazložitvijo za vsako točko dnevnega reda, vključno s predlaganimi spremembami statuta in letnim poročilom in poročilom nadzornega sveta ter druge informacije so delničarjem na voljo in na vpogled na sedežu Raiffeisen Banke d.d., v tajništvu uprave, Zagrebška cesta 76, Maribor, vsak delavnik med 9. in 12. uro.

V skladu z določili 6. člena Statuta Raiffeisen Banke d.d. in določili ZGD-1 se lahko skupščine udeležijo delničarji banke, ki bodo vpisani v delniško knjigo banke najmanj konec četrtega dne pred zasedanjem skupščine banke in ostanejo vpisani do konca zasedanja skupščine. Glasuje se osebno oziroma po pooblaščencu. Glasovalno pravico lahko uresničujejo le tisti delničarji, ki bodo sami ali prek svojih zakonitih zastopnikov ali pooblaščencev pisno prijavili svojo udeležbo na skupščini najkasneje konec četrtega dne, tj. 17.08.2015 (presečni dan) pred zasedanjem skupščine v Oddelek centralne bančne operative Raiffeisen Banke d.d., Zagrebška ulica 76, Maribor in bodo hkrati deponirali pisna dokazila o pooblastitvi in zakonitem zastopanju.

Delničarji, katerih skupni deleži dosegajo dvajsetino osnovnega kapitala, lahko sedem dni po objavi sklica skupščine pisno zahtevajo dodatno točko dnevnega reda. Zahtevi morajo v pisni obliki predložiti predlog sklepa, o katerem naj skupščina odloča, ali če skupščina pri posamezni točki dnevnega reda ne sprejme

sklepa, obrazložitev točke dnevnega reda. Uprava banke bo, v skladu s tretjim odstavkom 298. člena ZGD-1, takoj po poteku sedem dnevnega roka objavila prejete dodatne točke dnevnega reda.

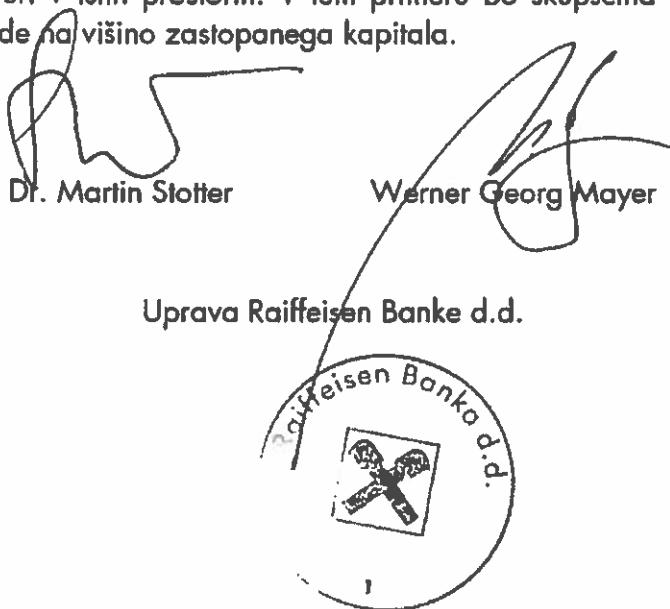
Delničarji lahko k vsaki točki dnevnega reda v pisni obliki dajejo predloge sklepov ali volilne predloge. Uprava banke bo, na enak način kot ta sklic skupščine, objavila tiste predloge delničarjev, ki bodo poslani banki v sedmih dneh po objavi tega sklica skupščine, ki bodo razumno utemeljeni in za katere bo delničar – predlagatelj pri tem sporočil, da bo na skupščini ugovarjal predlogu uprave ali nadzornega sveta in da bo druge delničarje pripravil do tega, da bodo glasovali za njegov predlog.

Delničarji lahko na skupščini postavljajo vprašanja in zahtevajo podatke o zadevah družbe, če so potrebni za presojo točk dnevnega reda in izvršujejo svojo pravico do obveščenosti iz 305.člena ZGD-1.

Zaradi čim bolj nemotenega poteka zasedanja skupščine prosimo vse udeležence, da se registrirajo pri tajništvu uprave Raiffeisen Banke d.d. pol ure pred zasedanjem skupščine.

Sklic skupščine bo objavljen tudi na spletni strani banke www.raiffeisen.si.

Če skupščina ob napovedani uri ne bo sklepčna, bo ponovno zasedanje istega dne ob 14.00 uri v istih prostorih. V tem primeru bo skupščina banke veljavno odločala ne glede na višino zastopanega kapitala.



**Zapisnik korespondenčne seje uprave
Raiffeisen Banke d.d., 16. julija, 2015**

Sodelujoči:

Werner Georg Mayer (WGM)
Martin Stotter (MST)

Predlogi upravi:

1. Sklic skupščine skladno z 295/2 ZGD-1

Potrjeno.

Prejemniki sklepa: I. Zupančič

»Zapisnik sej uprave je sestavljen v angleškem in slovenskem jeziku, v primeru razhajanj je merodajna verzija v angleškem jeziku. Zapisnik v slovenskem jeziku mora biti zagotovljen v skladu s členom 16/2 Zakona o javni rabi slovenskega jezika.«

Uprava banke

Werner Georg Mayer

Martin Stotter

Zapisnik: SJ
16. julij 2015

Naziv organizacijske enote:

Področje prava, HR, skladnost in sekretariat

Za korespondenčno sejo uprave

Datum: 16.07.2015

Predmet: Sklic skupščine skladno z 295/2 ZGD-1

Razlaga predlagatelja:

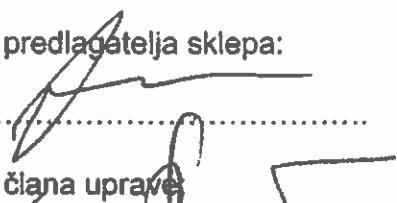
Skladno z 295/2 ZGD-1 mora o sklicu skupščine odločiti poslovodstvo z navadno večino.

Predlog sklepa:

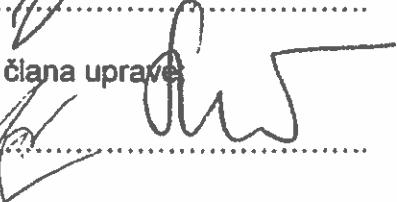
Uprava na podlagi 295/2 ZGD-1 sklicuje skupščino banke skladno s priloženim dnevnim redom, ki bo dne 20.08.2015 na sedežu banke. Dnevni red bo objavljen na spletni strani banke in na spletni strani AJPES.

Komentar pristojne OE:

Podpis predlagatelja sklepa:

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Podpis člena uprave:

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Sklep uprave:



On the basis of the third, fourth and fifth item of article 6 of Statute of Raiffeisen Banka d.d., the Management Board of the bank convenes:

The 28th general assembly of Raiffeisen Banka d.d. which will be on 20.08.2015 at 13.00 hrs at the seat of the bank, Zagrebška cesta 76, 2000 Maribor, in the conference room of the management board:

Agenda:

1. Opening of the General Assembly, determination of the quorum, approval of the agenda and election of working bodies

Resolution proposal no. 1:

The General Assembly determines the quorum, approves the proposed agenda, the set-up of the working chairmanship of the General Assembly (president Igor Zupančič), commission for counting votes and notes the presence of the public notary for preparation of the notary protocol.

2. Report of the supervisory board on the verification of the annual report and the supervisory board's position regarding the authorized auditor's report for the business year 2014

Resolution proposal no. 2:

The General Assembly approves the Supervisory Board's report on verification of the Raiffeisen Banka d.d. annual report for the business year 2014, as well as the positive stance regarding the report by the audit company Deloitte revizija d.o.o. Ljubljana for the business year 2014.

3. Internal audit report for the year 2014 with the opinion of the Supervisory Board

Resolution proposal no.3: The General Assembly approves the internal audit report for the year 2014, in common with the opinion of the Supervisory Board.

4. Proposal for treating the end of year balance sheet result for the business year 2014, deciding on granting of discharge of the Management Board and of the Supervisory Board and acquaintance with the income of management and supervisory

Resolution proposal No.4: The end of year 2014 balance-sheet result amounts to 21.227.614,87 EUR loss and shall be covered from capital reserves.

The General Assembly is acquainted with the income of the management and supervisory board in the year 2014.

The General Assembly of Raiffeisen Banka d.d. grants discharge to the Management Board and the Supervisory Board for the business year 2014.

5. Appointment of the auditor for the business year 2015

Resolution Proposal no. 5: The General Assembly Meeting appoints the audit company Deloitte revizija d.o.o. Ljubljana as the auditor of Raiffeisen Banka d.d. operations in the business year 2015.

6. Proposal for payment of compensation for performance of the function of supervisory board members of Raiffeisen Banka d.d. for the year 2014

Resolution Proposal no. 6: For the performance of the function of a supervisory board member of Raiffeisen Banka d.d. for the year 2014 the following bruto amounts are defined and will be paid, for the chairman of the supervisory board 10.000,00 EUR, for the deputy of the chairman 7.500,00 EUR and for the member of the supervisory board 5.000,00 EUR.

Materials for the 28th General Assembly, resolution proposals with explanation for each item of the agenda and other information are accessible to the shareholders for insight at Raiffeisen Banka d.d. in the secretariat of the Management Board, Zagrebška ulica 76, Maribor, each working day between 9. and 12. am.

In accordance with the provisions of article 6. of the Statute of Raiffeisen Banka d.d., ~~and~~^{and} the provisions of Companies act-1 participation at General Assembly is allowed to the shareholders of the bank, which will be entered in the shareholders book at least at the end of the fourth before the bank's General Assembly meeting will take place and will also stay entered until the end of the General Assembly meeting. Voting can be performed personally or through authorized person. Voting right can be enforced only by those shareholders which will (in writing) alone or through their legal representatives or through their authorized persons, apply their participation at the General Assembly to the Central Processing Department of Raiffeisen Banka d.d., Zagrebška cesta 76, Maribor, at least at the end of the fourth day, ie. 17.08.2015, before the meeting and who will also deposit written evidence about authorization and legal representation.

The shareholders, which capital together exceeds the twentieth part of the share capital, can seven days after the publication of the convocation of the general assembly in written demand an additional item for the agenda. The demand must include the proposal on which the general assembly should decide or if the general assembly on a single point of the agenda does not vote for the proposal, the explanation of the point of the agenda. The management board of the bank will, according to article 298/3 of ZGD-1, immediately after the 7 days term publish the additional received items of the agenda.

The shareholders have the right to give written proposals of resolutions or election proposals. The management board of the bank will in the same way, as this agenda was published, publish also the proposals of the shareholders, that will be sent to the bank in seven days after the publication of this agenda, and will be reasonably grounded and for which the shareholder – proposer will give notice, that he will obstruct the proposal of the management board or the supervisory board and that he will try to persuade other shareholders, that they will vote for his proposal.

The shareholders at the general assembly can ask questions or demand data regarding the business of the company, if this is necessary to estimate the agenda and they can perform their right on information based on article 305 of the Companies act 1.

To assure non-obstructive procedure of the General Assembly we request all participators to register at the secretariat of the Management board of Raiffeisen Banka d.d., Zagrebška cesta 76, 2000 Maribor half an hour before the session.

The convocation of the general assembly will be published also on the internet site of the bank www.raiffeisen.si.

In case that provided quorum at appointed time will not be present, a repeated meeting will take place on the same day at 14:00 hours at the same place. In this case the General Assembly is entitled to pass resolutions irrespective of the represented capital.

Dr. Martin Stotter

Werner Georg Mayer

Management Board
Raiffeisen Banka d.d.

Name of the organization unit:

Legal, HR, compliance and secretariat area

For the per-rollam Management Board meeting

Date: 16th July 2015

Subject: Convocation of General Assembly in accordance with the 295/2 ZGD-1

Reason for the proposal:

Pursuant to article 295/2 Companies act -1 the management must convocate the General assembly of shareholders with regular majority.

Suggestion for action to be taken:

The management board convokes the General assembly of shareholders according to article 295/2 Companies act -1 in accordance with the presented agenda that will take place on 20th August 2015 at the seat of the bank. The agenda will be published on the internet site of the bank and the internet site of AJPES.

Comment of the respective head of the department/sector:

[Redacted]

Signature of the resolution proposer:

[Signature]

Signature of the Management Board Member:

[Signature]

Decision of the management board:

[Redacted]