

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN OR AT ANY ADDRESS IN, THE UNITED STATES OR TO ANY PERSON LOCATED OR RESIDENT IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS NOTICE OR TO ANY U.S. PERSON. IN PARTICULAR, THIS NOTICE SHALL NOT BE DISTRIBUTED, TRANSMITTED OR FORWARDED, DIRECTLY OR INDIRECTLY, IN, INTO, OR FROM, OR BY USE OF THE MAILS OF, OR BY ANY MEANS OR INSTRUMENTALITY (INCLUDING, WITHOUT LIMITATION, FACSIMILE TRANSMISSION, TELEPHONE, EMAIL AND OTHER FORMS OF ELECTRONIC COMMUNICATION) OF INTERSTATE OR FOREIGN COMMERCE OF, OR ANY FACILITY OF A NATIONAL SECURITIES EXCHANGE OF, THE UNITED STATES, AND PERSONS RECEIVING THIS DOCUMENT MUST NOT DISTRIBUTE, FORWARD, MAIL, TRANSMIT OR SEND IT OR ANY RELATED DOCUMENTS IN, INTO OR FROM THE UNITED STATES OR TO ANY U.S. PERSON. FOR THE PURPOSES OF THIS NOTICE, “THE UNITED STATES” MEANS THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA.



Raiffeisen Bank Zrt. announces the results for its Tender Offer in respect of its EUR 300,000,000 8.750 per cent. Senior Preferred MREL Eligible Notes due 2025 (ISIN: XS2559379529)

22 May 2024. Raiffeisen Bank Zrt. (the “**Offeror**”) announces today the results for its invitation to eligible holders of its outstanding EUR 300,000,000 8.750 per cent. Senior Preferred MREL Eligible Notes due 2025 (ISIN: XS2559379529) (the “**Notes**”) to tender any and all of their Notes for purchase by the Company for cash announced on 23 May 2024, subject to the satisfaction of the General Condition and/or the New Financing Condition (the “**Tender Offer**”).

This announcement is for information purposes only and should be read in conjunction with the tender offer memorandum dated 13 May 2024 (the “**Tender Offer Memorandum**”) prepared by the Offeror.

Copies of the Tender Offer Memorandum are (subject to distribution restrictions) available from Kroll Issuer Services Limited (the “**Tender Agent**”) as set out below. Capitalised terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

This announcement is for information purposes only and should be read in conjunction with the Tender Offer Memorandum.

The New Financing Condition has been met on 21 May 2024.

The General Condition has been met.

The Company has accepted tenders in the principal amount set out in the table below:

ISIN/ Common Code	Purchase Price	Principal amount of Notes validly tendered	Principal amount of Notes accepted for purchase	Principal amount outstanding following completion of the Tender Offer
XS2559379529/ 255937952	102.45%	EUR 195,200,000	EUR 195,200,000	EUR 104,800,000

The Company will also pay the Accrued Interest Payment with respect to the purchased Notes.

The Tender Offer commenced on 13 May 2024 and expired at 5:00 p.m. on 21 May 2024. Settlement is expected to take place on 23 May 2024 (the “**Settlement Date**”).

Questions and requests for assistance in connection with the Tender Offer may be directed to the Dealer Manager, the contact

details for each of which are set out below:

DEALER MANAGERS

BNP Paribas

16, boulevard des Italiens
75009 Paris
France

Telephone: +33 1 55 77 78 94
Attention: Liability Management Group
Email: liability.management@bnpparibas.com

J.P. Morgan SE

Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Germany

Telephone: + 44 20 7134 2468
Email: em_europe_lm@jpmorgan.com

Raiffeisen Bank International AG

Am Stadtpark 9
1030 Vienna
Austria

Telephone: +43 1 71707 1039
Attention: Transaction Management Team
Email: tmg@rbinternational.com; project-bondsyndication@rbinternational.com

UniCredit Bank GmbH

Arabellastraße 12
81925 Munich
Germany

Telephone: +49 89 378 15150
Telefax: +49 89 378 33 34100
Attention: Liability Management MFS1FS
Email: liability.management@unicredit.de

TENDER AGENT

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Attention: Alessandro Zorza
Tel: +44 20 7704 0880
Email: rbh@is.kroll.com
Tender Offer Website: <https://deals.is.kroll.com/rbh>

Disclaimer

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If any Noteholder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or

other nominee must contact such entity if it wishes to tender such Notes pursuant to the Tender Offer. None of the Offeror, the Dealer Managers or the Tender Agent or any of their respective directors, employees or affiliates has made or will make any assessment of the merits and risks of the Tender Offer or of the impact of the Tender Offer on the interests of Noteholders either as a class or individuals, and none of them makes any recommendation whether Noteholders should tender Notes pursuant to the Tender Offer. None of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) is providing Noteholders with any legal, business, tax, financial, investment, accounting or other advice in this announcement and/or the Tender Offer Memorandum and/or in connection with the Tender Offer. Noteholders should consult with their own advisers as they consider appropriate to assist them in taking decisions with respect to the Tender Offer, including to determine whether they are legally permitted to tender any and all of their Notes pursuant to the Tender Offer.

Tender Offer and Distribution Restrictions

This announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Tender Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

This notice, the Tender Offer Memorandum and the Tender Offer are not for distribution, directly or indirectly, in or into or to any person located or resident in the United States.

The Tender Offer referenced herein is not being made, directly or indirectly, in or into the United States by use of the mails or by any means or instrumentality (including, without limitation, e-mail, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or of any facility of a national securities exchange of the United States and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States.

This announcement, the Tender Offer Memorandum and the Tender Offer do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States.

Nothing in this announcement and the Tender Offer Memorandum constitutes an offer to buy or the invitation to offer to sell securities in Italy (except as set out in the Tender Offer Memorandum), or any other jurisdiction in which such offer or solicitation would be unlawful.

The Tender Offer Memorandum and the Tender Offer may only be communicated to persons in the United Kingdom in circumstances where section 21 (1) of the Financial Services and Markets Act 2000 does not apply.

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this notice and the Tender Offer Memorandum comes are required by the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. See "*Offer and Distribution Restrictions*" in the Tender Offer Memorandum.