

No.: 1-9-21650/2019-81  
Date: 13.05.2019

Pursuant to Article 41 of the Stock Companies Takeover Act (FB&H Official Gazette No. 77/15 of 7.10.2015) and Articles 6 to 14 of the Rules of Procedure for Takeover of Stock Companies (FB&H Official Gazette No. 101/15 of 29.12.2015), we publish the following:

**STATEMENT**  
**on the Offer for Takeover of the Company Raiffeisen BANK d.d. Bosna i Hercegovina**  
**by Raiffeisen SEE Region Holding GmbH**

The Supervisory Board and the Management Board of Raiffeisen BANK d.d. Bosna i Hercegovina have taken notice of the Offer for Takeover of the Company Raiffeisen BANK d.d. by the offerer Raiffeisen SEE Region Holding GmbH, seated at Am Stadtpark 9, 1030 Vienna, Austria.

The offer is made for 48 regular (ordinary) voting shares or 0.0049% of the share capital or voting rights of the Bank.

The takeover offer shall be valid 28 days from the date it is published in the daily newspapers.

The deadline for payment of the deposited shares to the shareholders who accept the offer is 7 days from the closure of the offer period. The payment shall be made through the Securities Register of the Federation of Bosnia and Herzegovina.

The takeover offer has been published in the daily newspapers "Avaz" and "Oslobođenje" on 09.05.2019.

**Statement on the type and amount of the consideration being offered:**

According to the notification by the Sarajevo Stock-Exchange No. 1 - 03 - 336/19 of 26.03.2019, the shares of the company Raiffeisen BANK d.d. Bosna i Hercegovina were not traded in the last three months before the obligation to publish the takeover offer incurred. Therefore, the average price per share cannot be determined.

Before the obligation to publish the takeover offer incurred, the shares of the company Raiffeisen BANK d.d. Bosna i Hercegovina were last traded on 29.06.2012 at the price of KM 340,05 per share (on stock exchange market shares were last traded on 02.12.2003 at the price of KM 250,00 per share).

The Offerer offers to the shareholders of the company Raiffeisen BANK d.d. Bosna i Hercegovina to acquire each individual regular (ordinary) share at an equal price, which in the opinion of the Management Board and the Supervisory Board, is determined in accordance with Article 16 of the Stock Companies Takeover Act. The offered price represents a realistic amount which could be currently reached at the stock exchange and is deemed fair by the Supervisory Board and the Management Board.

**Statement on the offerer's intentions with regard to the future business of the target company and the offerer's strategic plans:**

The offerer is a majority owner of the company Raiffeisen BANK d.d. Bosna i Hercegovina already holding 99.9951% of its share capital and voting rights.

The offerer intends to acquire full ownership over the company Raiffeisen BANK d.d. Bosna i Hercegovina.

**Raiffeisen BANK d.d. Bosna i Hercegovina** • 71 000 Sarajevo

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Therefore, the Supervisory Board and the Management Board find that the takeover offer is an indication of the offerer's commitment for further development and strengthening of the company Raiffeisen BANK d.d. Bosna i Hercegovina in all business segments.

**Statements by the Management and Supervisory Board Members regarding their intention to accept or reject the takeover offer:**

The Supervisory Board and the Management Board of Raiffeisen BANK d.d. Bosna i Hercegovina find the takeover offer to be fully acceptable.

**Statement on the existence of an agreement with the offerer:**

Raiffeisen BANK d.d. Raiffeisen BANK d.d. Bosna i Hercegovina has neither concluded an agreement with the offerer, nor have any takeover negotiations been held with the Management Board and the Supervisory Board.

**Final opinion of the target company with respect to the announced takeover offer:**

We hereby express, to the best of our knowledge and information available, a positive opinion on the announced offer for takeover of the target company, and inform our shareholders that this opinion does not conceal any material data and does not include any data or information that could mislead the shareholder with respect to the announced takeover offer.

**Separate opinion of the Management Board and the Supervisory Board**

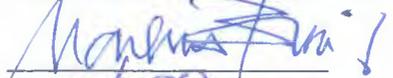
There is no separate opinion of the Members of the Management Board and Supervisory Board with respect to this Statement on the Offer for Takeover of the Company Raiffeisen BANK d.d. Bosna i Hercegovina by Raiffeisen SEE Region Holding GmbH.

**Signatures of the Members of the Supervisory Board and the Management Board:**

**Supervisory Board:**

  
Peter Jacenko, Chairman

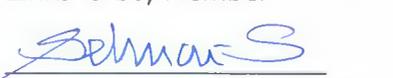
  
Sabine Zucker, Vice Chairman

  
Markus Kirchmair, Member

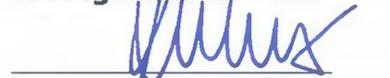
  
Johannes Kellner, Member

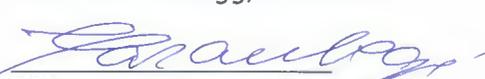
  
Elisabeth Geyer-Schall, Member

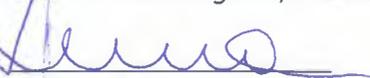
  
Zinka Grbo, Member

  
Jasmina Selimović, Member

**Management Board:**

  
Karlheinz Dobnigg, Chairman

  
Mirha Hasanbegović, Member

  
Heribert Fernau, Member

  
Maida Zahirović Salom, Member

  
Ante Odak, Member

