

**Report of the Management Board  
for resolving on item 12 of the agenda of the Annual General Meeting to be held on 4 April 2024  
(authorization to exclude the right to tender in the event of the acquisition of own shares and  
exclude the subscription right of shareholders in the event of the disposal of own shares  
acquired in accordance with sec. 65 of the Stock Corporation Act (*Aktiengesetz*) pursuant to  
sec. 65 para. 1b of the Stock Corporation Act in conjunction with sec. 153 para. 4 of the Stock  
Corporation Act)**

**1. Authorization of the Management Board to acquire own shares**

At the Annual General Meeting of Raiffeisen Bank International AG ("RBI") to be held on 4 April 2024, under item 12 of the agenda it is intended that the Management Board of RBI be granted the authority to acquire or, as the case may be, redeem own shares of the Company in accordance with sec. 65 para. 1 sub-para. 8 as well as para. 1a and para. 1b of the Stock Corporation Act. Further, the Management Board is to be authorized, subject to the consent of the Supervisory Board, to exclude the pro rata tender right in the case of off-exchange repurchase of own shares.

The proportion of own shares to be acquired and already acquired may not exceed 10% of the share capital of the Company at that time.

As the lowest consideration for the acquisition of own shares, EUR 3.05 per share is proposed, and as the highest consideration to be paid upon repurchase, a value is proposed which may not be higher than 10% above the average unweighted stock exchange closing price of the 10 trading days preceding the exercise of this authorization.

This authorization shall be valid for 30 months as from the date of adopting the resolution at the General Meeting, thus until 4 October 2026, and shall replace the authorization issued in this respect at the General Meeting of 31 March 2022 to repurchase and/or use own shares, which is limited in its validity to a term of 30 months as from the date of this General Meeting.

The acquisition of own shares shall only be permissible if the Company is able to form the reserve for own shares as prescribed by sec. 229 para. 1a of the Commercial Code (*Unternehmensgesetzbuch*) without the net assets falling short of the share capital and any fixed reserve required by law or the Articles of Association. The issue price of any and all shares issued has been paid in full.

For this reason, the Management Board in accordance with the statutory provisions renders the following report on the possible exclusion of the pro rata tender right in connection with the acquisition of own shares and exclusion of the subscription right of shareholders in any disposal of own shares acquired as permitted under sec. 65 of the Stock Corporation Act pursuant to sec. 65 para. 1b of the Stock Corporation Act in conjunction with sec. 153 para. 4 of the Stock Corporation Act.



## **2. Authorization of the Management Board to exclude the tender right in the event of off-exchange acquisition of own shares**

Raiffeisen Bank International AG is to be given the opportunity to acquire own shares quickly and at appropriate conditions, which may be needed, for example, as consideration for a contribution in kind or for acquisitions of enterprises or to issue shares to holders of convertible bonds issued in the future by the Management Board with the approval of the Supervisory Board on the basis of the authorization granted under item 10 of the agenda of the General Meeting on 20 October 2020 (see also 3.2 of this report). Among other things, this is to be ensured by excluding the pro rata tender right, thereby enabling the Company to repurchase own shares quickly and also off-exchange.

Repurchase on the stock exchange may well be subject to time restrictions as well as restrictions in terms of volume or price volatility, which may have an adverse effect on the repurchase program and thus on the Company. Off-exchange acquisition can ensure that own shares can be procured within a short period of time without volume restrictions or adverse share price movements that could occur if the shares were acquired on the stock exchange. After weighing the interests of the Company against the interests of the shareholders, the exclusion of the right to tender is therefore suitable, necessary and proportionate to ensure the availability of own shares as acquisition currency or to satisfy the subscription rights (due to the exercise of conversion rights or a conversion obligation) of the holders of convertible bonds.

## **3. Authorization of the Management Board to dispose of own shares in accordance with sec. 65 para. 1b of the Stock Corporation Act in a way other than by sale on the stock exchange or by public offer**

### 3.1. Disposal of own shares as consideration for a contribution in kind, in case of the acquisition of enterprises, businesses, business units or shares in one or more companies in Austria or abroad

Expansion in Central and Eastern Europe has played an important part in the Company's strategy to date. Depending on market conditions and market developments, future acquisitions also cannot be ruled out. This includes the acquisition of existing enterprises, businesses, business units or shares in companies in Austria or abroad in order to consolidate an existing market position, so as to allow for the presence in the respective market to be quickly increased, with the ability to build on an existing customer base and to take over staff familiar with the local conditions.

In the case of the acquisition of enterprises, businesses, business units or shares in companies, it can be necessary or expedient to use own shares as consideration or issue own shares as consideration in order to either compensate shareholders of the respective target companies or – if the seller prefers – to enable receipt of RBI shares instead of cash.

Depending on the situation, it is therefore conceivable that, by granting own shares, transactions of strategic importance will either be made possible in the first place or a more favourable purchase price will be achieved as compared to cash payment. Furthermore, the liquidity requirements of such an acquisition would by all means be reduced and the execution of the transaction would be expedited, as existing shares could be used, and new capital would not have to first be obtained by means of a capital increase.



It is also possible that the owners of a target company contribute their shareholding to RBI as a contribution in kind and, as consideration for such contribution, can be compensated by means of existing own shares.

In particular, contributions in kind as a rule require the exclusion of the shareholders' subscription rights as the assets to be contributed are in most cases unique in their composition (e.g. shares in an enterprise which is of strategic importance to the Company) and cannot be contributed by all shareholders.

As one of the terms and conditions for acquiring an investment, the disposal of own shares as well as the fixing of the terms and conditions of disposal may, based on the Stock Corporation Act, the Articles of Association and the Bylaws for the Supervisory Board and the Management Board, in these cases only be undertaken with the consent of the Supervisory Board.

3.2. In the event of convertible bond issuance in accordance with the authorization resolved by the General Meeting on 20 October 2020, to issue shares to holders of convertible bonds who exercise their right to convert into or subscribe to shares or, in the case of contingent convertible bond issuance, to fulfil the conversion obligation

Furthermore, the Management Board is authorized by the General Meeting of Shareholders on 20 October 2020 to issue, within five years of the adoption of the resolution by the General Meeting of Shareholders, i.e. until 19 October 2025, and subject to the consent of the Supervisory Board, also in several tranches, convertible bonds (if necessary by way of a company directly or indirectly wholly-owned by the Company) carrying conversion or subscription rights in respect of shares in the Company or convertible bonds with a conversion obligation with full exclusion of shareholders' subscription rights.

If this General Meeting adopts the resolution and the Management Board utilizes the authorization and convertible bonds are issued and the holders of the convertible bonds exercise the right of conversion into shares in the Company granted to them, the convertible bonds will grant the holders of the convertible bonds the right to subscribe to shares in the Company.

According to the resolutions proposed to this Annual General Meeting, this subscription right (due to the exercise of the conversion right or a conversion obligation) of the holders of convertible bonds is to be "covered" primarily by conditional capital. However, this does not exclude the possibility that the shares to "cover" the subscription rights from the convertible bonds issued may not (only) be procured by means of a capital increase from the requested conditional capital, but that (in whole or in part) own shares of the Company may also be used for this purpose. The use of own shares may be advantageous from the Company's point of view, for example, if the effects on capital of carrying out a (conditional) capital increase are relatively negligible and the use of existing own shares for other purposes is not foreseeable.

The holders of the convertible bonds entitled to subscribe to shares are not effectively "in the same position" as the shareholders of the Company, so that equal treatment of the shareholders relative to the holders of the convertible bonds entitled to subscribe does not appear to be economically or legally appropriate or necessary. The differing treatment of existing shareholders and holders of convertible bonds is essentially only a consequence of the subscription right to shares in the Company associated with convertible bonds. Thus, the conducting of a conditional capital increase



to "cover" the subscription rights from convertible bonds issued is necessarily associated with an inherent exclusion of the shareholders' subscription rights.

In the opinion of the Management Board, the use of own shares to issue to convertible bond creditors who have exercised the rights granted to them to convert into or subscribe to shares in the Company, or for fulfilling the conversion obligation and the indirectly related exclusion of shareholders' subscription rights is therefore justified as an alternative to carrying out a conditional capital increase.

Subject to the conditions described in this report being met, in the opinion of the Management Board the exclusion of pro rata tender rights or subscription rights, due indirectly to the practice of acquiring own shares off-exchange and the disposal of own shares, is therefore necessary, suitable, reasonable and objectively justified in the interest of the Company.

Vienna, March 2024

The Management Board  
of  
Raiffeisen Bank International AG