

Note: This is a translation from German original into English, only the German version is valid and binding



**INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS
PURSUANT TO §§ 109, 110 AND 118 OF THE STOCK
CORPORATION ACT (AKTIENGESETZ)**

A. Adding items to the agenda pursuant to § 109 of the Stock Corporation Act

Shareholders whose shares equal in aggregate **5%** of the share capital of the company and who prove that they have held these shares for at least three months prior to submission of the request (as to establishing proof, see below) may request in writing that items be added to the agenda of this General Meeting and that an announcement be made in this respect, provided that said request is received by the company in writing (signature required) at Raiffeisen Bank International AG, Attn. Mag. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, 1030 Vienna no later than **18 May 2011**.

A proposed resolution and a statement specifying the reasons for the proposal must accompany each requested agenda item. Each proposed resolution must also be submitted in the German language.

For deposited bearer shares (*depotverwahrte Inhaberaktien*), the submission of a deposit certificate (*Depotbestätigung*) pursuant to sec. 10a of the Stock Corporation Act, which certifies that the shareholder submitting the request has held his/her shares (5% of the share capital of the company) for an uninterrupted period of at least three months prior to its submission and which, at the time of its submission to the company, must not be more than seven (7) days old, is sufficient proof of share ownership. Where there are several shareholders holding shares which only equal the required 5% when taken together, or in case of more than one deposit certificate for shares which only equal the required 5% when taken together, the deposit certificates must refer to the same effective date. With respect to the other requirements related to deposit certificates, reference is made to the information under Section D.

For non-deposited bearer shares (*nicht depotverwahrte Inhaberaktien*), written confirmation from an Austrian notary public will suffice and the above requirements for deposit certificates shall apply *mutatis mutandis*.

Note: This is a translation from German original into English, only the German version is valid and binding



B. Resolutions proposed by shareholders pursuant to § 110 of the Stock Corporation Act

Shareholders whose shares equal in aggregate **1%** of the share capital of the company may submit to the company proposals for resolutions in respect of each agenda item and a statement specifying the reasons for the proposal and request that these proposals be made available on the company's website together with the names of the shareholders in question, the accompanying statements of reasons for the proposals and any statements issued by the Management Board and Supervisory Board, provided that said request is made in text form and received by the company no later than **27 May 2011** either

by **fax** to: +43 (0)1 8900 500 83,

by **e-mail** to: anmeldung.rbi@hauptversammlung.at, such request to be attached to the e-mail as a scanned attachment (e.g. PDF, TIF) or

by **post** to: Raiffeisen Bank International AG, Attn. Mag. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, 1030 Vienna.

In case of a **proposal for election of a member to the Supervisory Board** (item 7 on the agenda) the reasons to be attached are replaced by the statement of the proposed person pursuant to sec. 87 para. 2 of the Stock Corporation Act. Each nomination must be accompanied by the candidate's expertise, professional or similar experience, and circumstances that may give rise to concerns with regard to potential conflicts of interest. Each proposed resolution must also be submitted in the German language.

For deposited bearer shares (*depotverwahrte Inhaberaktien*), the submission of a deposit certificate (*Depotbestätigung*) pursuant to sec. 10a of the Stock Corporation Act which, at the time of its submission to the company, must not be more than seven (7) days old, is sufficient proof of share ownership for the purposes of exercising shareholder rights. Where there are several shareholders holding shares which only equal the required 1% when taken together, or in case of more than one deposit certificate for shares which only equal the required 1% when taken together, all deposit certificates must refer to the same effective date. With respect to the other requirements related to deposit certificates, reference is made to the information under Section D. For non-deposited bearer shares (*nicht depotverwahrte Inhaberaktien*), written confirmation from an Austrian notary public will suffice and the above requirements for deposit certificates shall apply *mutatis mutandis*.

Note: This is a translation from German original into English, only the German version is valid and binding



Such request shall be made available on the company's website no later than the second working day following receipt, unless

- it contains no reasons or the declaration according to § 87 para. 2 Stock Corporation Act is not provided (§ 110 para. 4 no. 1 AktG),
- it would lead to a resolution by the General Meeting which is unlawful or in contradiction to the Articles of Association (§ 110 para. 4 no. 2 AktG),
- a similar proposal based on the same circumstances is already accessible for the shareholders (§ 110 para. 4 no. 3 AktG),
- the proposal qualifies as slander (§ 111 Austrian Criminal Act) or libel (§ 115 Austrian Criminal Act) or the Management Board would become liable to prosecution for making the proposal accessible (§ 110 para. 4 no. 4 AktG), or
- the shareholders indicate that they will not attend the General Meeting and will not be represented by a third party (§ 110 para. 4 no. 5 AktG).

The company has not to publish the reasons on its website, if they contain more than 5,000 characters in total or if the statement fulfils one of the elements according to § 110 para. 4 no. 4 Stock Corporation Act. If several shareholders deliver resolution proposals for the same item of the agenda, the Management Board may summarize the resolution proposals and their reasons. In respect of agenda item no. 7 it needs to be pointed out that a shareholder's proposal submitted for the election of a member to the Supervisory Board requires in any case the submission of a proposed resolution according to § 110 Stock Corporation Act together with a declaration according to § 87 para. 2 Stock Corporation Act (see above). If the declaration according § 87 para. 2 Stock Corporation Act is not provided, the candidate must not be put to a vote.

A vote only need be held on a proposed resolution which has been published on the company's website in accordance with § 110 of the Stock Corporation Act, if the proposed resolution is repeated at the General Meeting in the form of a proposal.

Furthermore, each proposed resolution must also be submitted in the German language.

Note: This is a translation from German original into English, only the German version is valid and binding



C. Record date and participation in the General Meeting

Record date pursuant to sec. 111 of the Stock Corporation Act

The right to participate in the General Meeting and to exercise voting rights and other shareholder rights which are to be exercised during the course of the General Meeting depends on the ownership of shares at the end of the 10th day prior to the General Meeting, which is **Sunday, 29 May 2011**, 24:00 hrs (midnight) Vienna time (**record date**).

Only those who are shareholders on the record date and are able to provide the company with proof of this are entitled to participate in the General Meeting.

Deposited bearer shares

In the case of **deposited bearer shares** (*depotverwahrte Inhaberaktien*), the submission of a **deposit certificate** (*Depotbestätigung*) pursuant to sec. 10a of the Stock Corporation Act, which must be received by the company no later than **3 June 2011** solely at one of the addresses listed below, is sufficient proof of share ownership (as to the form and contents of deposit certificates please see below):

by **fax**: +43 (0)1 8900 500 83

by **e-mail**: anmeldung.rbi@hauptversammlung.at, with the scanned deposit certificate attached to the e-mail (e.g. PDF, TIF)

by **post**: Raiffeisen Bank International AG

Attn. Mag. Susanne Langer – Head of Group Investor Relations

Am Stadtpark 9

1030 Vienna

The transmission of deposit certificates via an internationally disseminated, specifically secured communication network of credit institutions whose participants can be clearly identified (SWIFT) is not possible for this General Meeting and until further notice. Instead, the aforementioned fax number and e-mail address can, until further notice, be used to submit deposit certificates electronically.

Note: This is a translation from German original into English, only the German version is valid and binding



Non-deposited bearer shares

For **non-deposited bearer shares** (*nicht depotverwahrte Inhaberaktien*), written confirmation from an Austrian notary public will suffice. Said written confirmation must be received by the company solely at one of the aforementioned addresses no later than **3 June 2011**. The above requirements for the contents of deposit certificates shall apply *mutatis mutandis* to written confirmation issued by a notary public (with the exception of the deposit account number).

D. Deposit certificates pursuant to sec. 10a of the Stock Corporation Act

The deposit certificate (*Depotbestätigung*) must be issued by the credit institution acting as custodian, which must have its registered office in a Member State of the European Economic Area or in a full Member State of the OECD, in writing and duly signed (official company signature) in German or English, and it must contain the following:

- Information on the issuer: name/company name and address or any code normally used in communications between credit institutions (e.g. BIC-code, SWIFT);
- Information on the shareholder: name/company name, address, date of birth for natural persons, commercial register and register number for legal entities, where applicable;
- Information on the shares: number of shares held by the shareholder, ISIN (AT0000606306);
- Deposit account number or, if not available, any other relevant reference or identifier;
- Express declaration that the deposit certificate relates to the aforementioned record date of **29 May 2011**, 24:00 hrs (midnight) Vienna time.

Submission of the deposit certificate serves at the same time as registration for the General Meeting.

Shareholders should note that shares do not become non-tradable either as a result of registration for the General Meeting or through the submission of a deposit certificate. Therefore, shareholders can continue to dispose of their shares, without restriction, even after they have successfully registered for the General Meeting and/or submitted a deposit certificate.

Note: This is a translation from German original into English, only the German version is valid and binding



E. The right to information pursuant to § 118 of the Stock Corporation Act

Upon request, each shareholder must be provided with information, in accordance with § 118 of the Stock Corporation Act, regarding the affairs of the company at the General Meeting insofar as said information is necessary for the proper assessment of an agenda item. The obligation to provide information extends to the company's legal and commercial relations with an affiliated company. If consolidated financial statements and a consolidated management report are submitted to the General Meeting of a parent company (§ 244 of the Commercial Code (*Unternehmensgesetzbuch*)), the obligation to provide information shall also extend to the condition of the group as well as the company included in the consolidated financial statements.

The information must be in keeping with the principles of diligent and accurate accountability.

Information may be refused if and to the extent that the information – based on a reasonable economic assessment – could cause a material disadvantage to the company or an affiliated company, or where providing such information would constitute a criminal offence. The reason for refusing to provide information must be stated.

F. Information regarding the right of shareholders to propose resolutions at the General Meeting pursuant to § 119 of the Stock Corporation Act

Every shareholder is entitled to propose resolutions at the General Meeting with respect to each item on the agenda without having to announce this in advance, provided that the shareholder in question can furnish proof of his/her right to participate in the General Meeting as set forth in the invitation.

G. Reference to the rights of the holders of participation certificates

Pursuant to sec. 23 para. 5 of the Banking Act (*Bankwesengesetz*), holders of participation certificates ("Raiffeisen-Partizipationskapital 2008/2009") may participate in the General Meeting and request information pursuant to sec. 118 of the Stock Corporation Act. They must be provided information regarding the affairs of the company at the General Meeting upon request insofar as said

Note: This is a translation from German original into English, only the German version is valid and binding



information is necessary for the proper assessment of an item on the agenda. Information may be refused if and to the extent that the information – based on a reasonable entrepreneurial assessment – could cause a material disadvantage to the company or an affiliated company, or where providing such information would constitute a criminal offence.

Holders of participation certificates do not have any further rights, in particular, they are not entitled to vote.

The right of the holders of participation certificates to participate in the General Meeting depends on the ownership of these participation certificates on **29 May 2011**, 24:00 hrs (midnight) Vienna time (**record date**). Only those who are holders of participation certificates on such record date and are able to provide the company with proof of this are entitled to participate in the General Meeting.

As regards proof of ownership, the relevant regulations concerning the deposit certificate that are described with respect to shareholders in Section C shall apply *mutatis mutandis*; a written certificate of the custodian bank concerning the participation certificates must be received by the company no later than **3 June 2011** solely at one of the addresses indicated above (Section C. concerning the "deposited bearer shares"). As regards the contents of the certificate concerning the proof of ownership of participation certificates, the regulation set forth in Section C. above concerning the deposit certificate shall apply *mutatis mutandis*:

- Information on the issuer: name/company name and address or any code normally used in communications between credit institutions (e.g. BIC-code, SWIFT);
- Information on the holder of participation certificates: name/company name, address, date of birth for natural persons, commercial register and register number for legal entities, where applicable;
- Information on the participation certificates: number of participation certificates held by the holder of participation certificates, ISIN (AT0000A0D915, AT0000A0D907, AT0000A0D8Z1, AT0000A0D8Y4, AT0000A0D8X6, AT0000A0D8W8, AT0000A0D8V0, AT0000A0DF47, AT0000A0DF39, AT0000A0DF21);
- Deposit account number or, if not available, any other relevant reference or identifier;
- Express declaration that the deposit certificate relates to the aforementioned record date of **29 May 2011**, 24:00 hrs (midnight) Vienna time.