



Resolutions of the Annual General Meeting of Raiffeisen Bank International AG held on June 8th, 2011

The subscribed capital of Raiffeisen Bank International amounts to EUR 596.290.628,20 and is divided into 195.505.124 no-par value shares (bearer shares).

Item 1: Presentation of the approved annual financial statements and management report, and the consolidated financial statements and group management report as at 31 December 2010, the proposal for the utilisation of profit and the report of the Supervisory Board for the 2010 financial year as well as the corporate governance report of the Management Board.

This agenda item does not require the adoption of a resolution.

Item 2: Resolution on the utilisation of net profit, as shown in the annual financial statements as at 31 December 2010.

The following resolution was passed:

"The net profit shown in the annual financial statements of the company as at 31 December 2010 in the amount of EUR 207,960,360.94 is utilized as follows, in accordance with the present proposal of the Management Board:

1. A dividend in the amount of EUR 1.05 per ordinary share shall be distributed on the ordinary shares carrying dividend rights, translating to a maximum amount of EUR 205,280,380.20 available for distribution. The company is not entitled to dividends from own shares.
2. The remaining net profit shall be carried forward.
3. The dividend shall be paid out on 16 June 2011 via the respective depositary bank of the shareholders entitled to dividends."

Presence: 163,893,162 votes

For-votes: 163,891,017 votes

Against-votes: 1,908 votes

Abstentions: 237 votes

Number of shares voting valid: 163,892,925

Those correspond to this portion of the registered capital: 83.83%

Total number of valid votes: 163,892,925

NOTE: This is a translation from German original into English; only the German original is valid and binding.



Item 3: Resolution on the release of the members of the Management Board from liability for the 2010 financial year.

The following resolution was passed:

"The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2010 financial year."

Presence: 163,892,770 votes

For-votes: 163,889,338 votes

Against-votes: 1,008 votes

Abstentions: 2,424 votes

Number of shares voting valid: 163,890,346

Those correspond to this portion of the registered capital: 83.83%

Total number of valid votes: 163,890,346

Item 4: Resolution on the release of the members of the Supervisory Board from liability for the 2010 financial year.

The following resolution was passed:

"The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2010 financial year."

Presence: 163,892,194 votes

For-votes: 163,888,513 votes

Against-votes: 1,008 votes

Abstentions: 2,673 votes

Number of shares voting valid: 163,889,521

Those correspond to this portion of the registered capital: 83.83%

Total number of valid votes: 163,889,521

Item 5: Resolution on the amount of remuneration to be paid to members of the Supervisory Board for the 2010 financial year.

The following resolution was passed:

"The members of the Supervisory Board are granted a remuneration for the 2010 financial year in the aggregate amount of EUR 422,500.00, with such remuneration being distributed as follows:

- for the chairman of the Supervisory Board: EUR 70,000.00
- for the deputy chairmen of the Supervisory Board: EUR 60,000.00 each
- for every further member of the Supervisory Board: EUR 50,000.00

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According to the duration of their respective term of office, Supervisory Board members are allocated the remuneration for the 2010 financial year either in full or pro rata."

Presence: 163,889,774 votes
For-votes: 163,881,982 votes
Against-votes: 5,200 votes
Abstentions: 2,592 votes
Number of shares voting valid: 163,887,182
Those correspond to this portion of the registered capital: 83.83%
Total number of valid votes: 163,887,182

Item 6: Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2012 financial year.

The following resolution was passed:

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft with registered office in Vienna is appointed auditor and, at the same time, bank auditor according to sec. 60 et seq. of the Banking Act (*Bankwesengesetz*) for the audit of the annual financial statements and the consolidated financial statements of the company for the 2012 financial year."

Presence: 163,889,514 votes
For-votes: 163,827,913 votes
Against-votes: 25,013 votes
Abstentions: 36,558 votes
Number of shares voting valid: 163,852,926
Those correspond to this portion of the registered capital: 83.81%
Total number of valid votes: 163,852,926

Item 7: Election of a member to the Supervisory Board.

The following resolution was passed:

"Dr. Walter Rothensteiner is elected to the Supervisory Board of the Raiffeisen Bank International AG, to serve until the end of the General Meeting resolving on the release from liability for the 2015 financial year (two thousand and fifteen)."

Presence: 163,889,418 votes
For-votes: 158,851,466 votes
Against-votes: 5,032,180 votes
Abstentions: 5,772 votes
Number of shares voting valid: 163,883,646
Those correspond to this portion of the registered capital: 83.83%
Total number of valid votes: 163,883,646

Item 8: Resolution on the revocation of the not yet utilised portion of the authorisation granted to the Management Board pursuant to sec. 169 of the Stock Corporation Act (Aktiengesetz) (authorised capital) and on the granting of the authorisation for a new authorised capital issuable in return for a payment in cash and/or a contribution in kind while safeguarding the statutory subscription right, and on the relevant amendment to the Articles of Association.

The following resolution was passed:

"a) The portion not yet utilized of the authorisation pursuant to sec. 169 of the Stock Corporation Act, granted to the Management Board at the Annual General Meeting of the company held on 5 June 2007, to increase the share capital by up to EUR 217,724,250.00 by issuing up to 71,385,000 new ordinary voting bearer shares (authorised capital) within five years after entry into the commercial register shall be revoked.

b) The Management Board shall be authorised pursuant to sec. 169 of the Stock Corporation Act to increase the share capital, if necessary in several tranches, by up to EUR 298,145,314.10 by issuing up to 97,752,562 new ordinary voting bearer shares in return for contributions in cash and/or in kind while safeguarding the statutory subscription right of the shareholders, also indirectly through a credit institution pursuant to sec. 153 para. 6 of the Stock Corporation Act, and to determine the issuing price as well as the issuing terms in agreement with the Supervisory Board, all this within five years after the entry of the relevant amendment to the Articles of Association into the commercial register. The credit institution to be commissioned to handle the indirect subscription right, if applicable, shall also be selected by the Management Board acting in agreement with the Supervisory Board, it being understood that also a company affiliated with the company may be selected; however, the credit institution must be obligated to offer the new shares resulting from the capital increase to the shareholders entitled to subscribe to them. The Supervisory Board or a committee authorised thereto by the Supervisory Board shall be authorised to adopt amendments to the Articles of Association resulting from the utilisation of the authorised capital.

c) This authorisation shall supersede the authorised capital currently provided for in Article 4 (Capital and Shares) paragraph (5) of the Articles of Association. Article 4 para. (5) of the Articles of Association of the company shall, therefore, be amended to read as follows:

(5) The Management Board is authorised pursuant to sec. 169 of the Stock Corporation Act to increase the share capital, if necessary in several tranches, by up to EUR 298,145,314.10 by issuing up to 97,752,562 new ordinary voting bearer shares in return for contributions in cash and/or in kind while safeguarding the statutory subscription right of the shareholders, also indirectly through a credit institution pursuant to sec. 153 para. 6 of the Stock Corporation Act, and to determine the issuing price as well as the issuing terms in agreement with the Supervisory Board, all this within five years after the entry of the relevant amendments to the Articles of Association into the commercial register. The Supervisory Board or a committee authorised thereto by the Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the utilisation of the authorised capital. "

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Presence: 163,888,278 votes
For-votes: 162,870,049 votes
Against-votes: 1,007,000 votes
Abstentions: 11,229 votes
Number of shares voting valid: 163,877,049
Those correspond to this portion of the registered capital: 83.82%
Total number of valid votes: 163,877,049

Item 9: Resolution on granting authorisation to redeem the participation capital and on the relevant amendment to the Articles of Association.

The following resolution was passed:

The Management Board shall be authorised pursuant to sec. 102a of the Banking Act (*BWG*) to redeem the entire participation capital or the participation capital of individual tranches already distinguished upon issuance, with the consent of the Supervisory Board subject to the terms and conditions of the issue, within five years after the entry of the relevant amendment to the Articles of Association into the commercial register; partial redemption of the participation capital of individual issues or tranches shall be permitted if equal treatment of the holders of participation capital is warranted.

b) In § 4 of the Articles of Association the title of the headline "Capital and Shares" will be replaced by "Capital and Shares; Other Forms of Own Funds" and the following new paragraph (7) shall be added:

(7) The Management Board is authorised pursuant to sec. 102a of the Banking Act (*BWG*) to redeem the entire participation capital or the participation capital of individual tranches already distinguished upon issuance, with the consent of the Supervisory Board subject to the terms and conditions of the issue, within five years after the entry of the relevant amendment to the Articles of Association into the commercial register; partial redemption of the participation capital of individual issues or tranches shall be permitted if equal treatment of the holders of participation capital is warranted."

Presence: 163,886,436 votes
For-votes: 163,877,373 votes
Against-votes: 6,507 votes
Abstentions: 2,556 votes
Number of shares voting valid: 163,883,880
Those correspond to this portion of the registered capital: 83.83%
Total number of valid votes: 163,883,880

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Item 10: Resolution on granting authorisation with respect to a Share Transfer Programme for the members of the Management Board.

The following resolution was passed:

"The Supervisory Board shall be authorised to provide for part of the variable remuneration of the members of the Management Board to be paid by the performance-based privileged transfer of, in total, up to 130,657 shares of the company within the scope of a Share Transfer Programme and, on the basis of such authorisation, to determine, within the scope of the Supervisory Board's own competence (sec. 92 in connection with sec. 95 of the Stock Corporation Act) and subject to the principles governing the remuneration policy and practices as laid down in sec. 39b of the Banking Act and applicable to credit institutions, the details of the terms and conditions of such privileged transfer of shares."

Presence: 163,885,808

For-votes: 158,800,483

Against-votes: 5,063,575

Abstentions: 21,750

Number of shares voting valid: 163,864,058

Those correspond to this portion of the registered capital: 83.82%

Total number of valid votes: 163,864,058