

Resolutions of the Annual General Meeting of Raiffeisen Bank International AG held on June 20th, 2012

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 consolidated management report each as at December 31st, 2011, the proposal for the utilisation of profit and the report of the Supervisory Board for the 2011 financial year as well as the Management Board's corporate governance report.

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 2011.

The following resolution was passed:

"The net profit shown in the annual financial statements of the company as at 31 December 2011 in the amount of EUR 206,046,262.60 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 27 June 2012 via the respective depository bank of the shareholders entitled to dividends."

Presence: 880 shareholders with 164,495,794 votes.

For-votes: 879 shareholders with 164,492,426 votes.

Against-votes: 0 shareholders with 0 votes.

Abstentions: 1 shareholder with 3,368 votes.

Number of shares voting valid: 164,492,426

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Those correspond to this portion of the registered capital: 84.14%

Total number of valid votes: 164,492,426

Item 3: Resolution on the release of the members of the Management Board from liability for the 2011 financial year.

The following resolution was passed:

"The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2011 financial year."

Presence: 874 shareholders with 164,494,421 votes.

For-votes: 868 shareholders with 164,490,518 votes.

Against-votes: 0 shareholders with 0 votes.

Abstentions: 6 shareholders with 3,903 votes.

Number of shares voting valid: 164,490,518

Those correspond to this portion of the registered capital: 84.14%

Total number of valid votes: 164,490,518

Item 4: Resolution on the release of the members of the Supervisory Board from liability for the 2011 financial year.

The following resolution was passed:

"The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2011 financial year."

Presence: 875 shareholders with 164,494,486 votes.

For-votes: 867 shareholders with 164,490,578 votes.

Against-votes: 0 shareholders with 0 votes.

Abstentions: 8 shareholders with 3,908 votes.

Number of shares voting valid: 164,490,578

Those correspond to this portion of the registered capital: 84.14%

Total number of valid votes: 164,490,578

Item 5: Resolution on the amount of remuneration to be paid to members of the Supervisory Board for the 2011 financial year.

The following resolution was passed:

"The members of the Supervisory Board are granted a remuneration for the 2011 financial year in the aggregate amount of EUR 550,000.00, 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

Presence: 869 shareholders with 164,494,395 votes.

For-votes: 852 shareholders with 164,430,225 votes.

Against-votes: 6 shareholders with 688 votes.

Abstentions: 11 shareholders with 63,482 votes.

Number of shares voting valid: 164,430,913

Those correspond to this portion of the registered capital: 84.11%

Total number of valid votes: 164,430,913

Item 6: Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2013 financial year.

The following resolution was passed:

"KPMG Austria AG 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 2013 financial year."

Presence: 868 shareholders with 164,493,460 votes.

For-votes: 856 shareholders with 164,460,517 votes.

Against-votes: 7 shareholders with 502 votes.

Abstentions: 5 shareholders with 32,441 votes.

Number of shares voting valid: 164,461,019

Those correspond to this portion of the registered capital: 84.12%

Total number of valid votes: 164,461,019

Item 7.1: Elections to the Supervisory Board.

The following resolution was passed:

"Heinrich Schaller and Günther Reibersdorfer are elected to the Supervisory Board of Raiffeisen Bank International AG, to serve until the close of the General Meeting resolving on the release from liability for the 2016 financial year."

Election Schaller

Presence: 858 shareholders with 164,492,135 votes.

For-votes: 463 shareholders with 159,613,103 votes.

Against-votes: 388 shareholders with 4,871,229 votes.

Abstentions: 7 shareholders with 7,803 votes.

Number of shares voting valid: 164,484,332

Those correspond to this portion of the registered capital: 84.13%

Total number of valid votes: 164,484,332

Item 7.2: Elections to the Supervisory Board.

The following resolution was passed:

"Heinrich Schaller and Günther Reibersdorfer are elected to the Supervisory Board of Raiffeisen Bank International AG, to serve until the close of the General Meeting resolving on the release from liability for the 2016 financial year."

Election Reibersdorfer

Presence: 856 shareholders with 164,491,877 votes.

For-votes: 510 shareholders with 159,933,874 votes.

Against-votes: 341 shareholders with 4,554,176 votes.

Abstentions: 5 shareholders with 3,827 votes.

Number of shares voting valid: 164,488,050

Those correspond to this portion of the registered capital: 84.13%

Total number of valid votes: 164,488,050

Item 8: Resolution on granting the Management Board authorisation, for a term of 30 months as from the date of adopting the resolution, to acquire or, if applicable, redeem own shares of the company in an amount of up to 10% of the then-current share capital of the company in accordance with sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act. The authorisation can be exercised in full or in several partial amounts by the company, its affiliated companies, or by third parties for the account of any of the foregoing. The Management Board shall furthermore be authorised to resolve on a way of alienating the own shares other than by sale via the stock exchange or by public offer excluding the subscription rights of shareholders, subject to the consent of the Supervisory Board. This authorisation replaces the authorisation to acquire own shares in accordance with sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act adopted at the General Meeting of July 8th, 2010.

The following resolution was passed:

- "1. The Management Board pursuant to the provisions of sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act is authorised to acquire own shares and, as the case may be, redeem such shares without first having to consult the General Meeting again. The portion of shares to be acquired on the basis of this authorisation or of shares already acquired on the basis of prior authorisations granted by the General Meeting pursuant to sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act and, as the case may be, the own shares to be acquired or already acquired in accordance with sec. 65 para. 1 sub-paragraphs 1, 4 and 7 of the Stock Corporation Act may not exceed 10 % of the then-current share capital of the company. The authorisation to acquire own shares is limited in its validity to a term of 30 months as from the date of adopting the resolution at the General Meeting. The lowest consideration to be paid upon repurchase is EUR 1.- per share, the highest consideration to be paid upon repurchase may not be more than 10% above the average unweighted stock exchange closing price of the 10 trading days preceding the exercise of this authorisation. This authorization can be exercised in full or in several partial amounts in pursuit of one or more purposes – other than for the purpose of securities trading - by the company, its affiliated companies or by third parties for the account of any of the foregoing.
2. The Management Board is authorised to resolve on a way of alienating the own shares other than by sale via the stock exchange or by public offer, also excluding the subscription right of the shareholders either in full or in part, and to determine the terms of alienation, all this subject to the consent of the Supervisory Board. Exclusion of the subscription right of the shareholders shall only be permissible if the own shares are used 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, or for the purpose of implementing the company's "Share Incentive Program" for executives and Management Board members

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of the company and its affiliated companies. In the event of convertible bonds being issued based on the resolution adopted at the General Meeting of June 10th, 2008, the subscription right of the shareholders can, furthermore, also be excluded in order to issue (own) shares to such creditors of convertible bonds as have made use of the privilege, granted to them under the terms of the convertible bonds, of exchange for or subscription to shares of the company. This authorisation can be exercised once or more than once, in full or in part, individually or jointly, and it shall remain valid for a period of five years from the day on which this resolution is adopted.

3. Both this resolution and any repurchasing programme that may be based thereon or a possible re-selling programme as well as the duration thereof shall be published.

This authorisation replaces the authorisation to repurchase and use own shares adopted at the General Meeting of July 8th, 2010 in accordance with sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act and with regard to the use of own shares also relates to the portfolio of own shares already acquired by the company."

Presence: 847 shareholders with 164,489,919 votes.

For-votes: 808 shareholders with 164,148,233 votes.

Against-votes: 35 shareholders with 279,856 votes.

Abstentions: 4 shareholders with 61,830 votes.

Number of shares voting valid: 164,428,089

Those correspond to this portion of the registered capital: 84.10%

Total number of valid votes: 164,428,089

Item 9: Resolution on granting the Management Board authorisation, for a term of 30 months as from the date of adopting the resolution, to acquire own shares of the company in an amount of up to 5% of the then-current share capital of the company for the purpose of securities trading in accordance with sec. 65 para. 1 sub-para. 7 of the Stock Corporation Act. The authorisation can be exercised in full or in several partial amounts by the company, its affiliated companies, or by third parties for the account of any of the foregoing. This authorisation replaces the authorisation to acquire own shares for the purpose of securities trading adopted at the General Meeting of July 8th, 2010.

The following resolution was passed:

"The Management Board is authorised, for a term of 30 months as from the date of adopting this resolution, to acquire own shares of the company for the purpose of securities trading, which may also be executed off-market, in accordance with sec. 65 para. 1 sub-para. 7 of the Stock

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Corporation Act, whereas the trading portfolio of the shares acquired for that purpose may not exceed 5% of the then-current share capital of the company at the end of each day. The consideration for the shares to be acquired may not be lower than half the closing price on the Vienna Stock Exchange on the last trading day preceding the acquisition and may not exceed double the closing price on the Vienna Stock Exchange on the last trading day preceding the acquisition.

The authorisation can be exercised in full or in several partial amounts by the company, its affiliated companies, or by third parties for the account of any of the foregoing.

This authorisation replaces the authorisation to acquire own shares for the purpose of securities trading adopted at the General Meeting of July 8th, 2010."

Presence: 841 shareholders with 164,489,017 votes.

For-votes: 799 shareholders with 164,178,955 votes.

Against-votes: 41 shareholders with 306,694 votes.

Abstentions: 1 shareholder with 3,368 votes.

Number of shares voting valid: 164,485,649

Those correspond to this portion of the registered capital: 84.13%

Total number of valid votes: 164,485,649

Item 10: Resolution on the amendment to the Articles of Association in Articles 4, 10, 15 and 16.

The following resolution was passed:

"Article 4 "Capital and shares; other forms of own funds", Article 10 "Internal rules of the Supervisory Board", Article 15 "Right of attendance and voting" and Article 16 "Internal rules of the General Meeting" of the Articles of Association of Raiffeisen Bank International AG shall be amended in accordance with the enclosed wording of the Articles of Association showing the proposed changes in the enclosed juxtaposition of the Articles of Association. The enclosed juxtaposition of the Articles of Association forms an integral part of this resolution."

Presence: 834 shareholders with 164,487,879 votes.

For-votes: 827 shareholders with 164,464,359 votes.

Against-votes: 6 shareholders with 20,152 votes.

Abstentions: 1 shareholder with 3,368 votes.

Number of shares voting valid: 164,484,511

Those correspond to this portion of the registered capital: 84.13%

Total number of valid votes: 164,484,511

Item 11: Resolution on granting authorisation for a Share Transfer Programme for the members of the Management Board.

The following resolution was passed:

"The Supervisory Board is 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 248,265 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: 826 shareholders with 164,486,969 votes.

For-votes: 429 shareholders with 159,415,663 votes.

Against-votes: 387 shareholders with 5,032,390 votes.

Abstentions: 10 shareholders with 38,916 votes.

Number of shares voting valid: 164,448,053

Those correspond to this portion of the registered capital: 84.11%

Total number of valid votes: 164,448,053