

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

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

Shareholders whose shares in aggregate equal at least **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. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, A-1030 Vienna no later than **5 June 2013**.

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.

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 days old, is required as 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.

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

Shareholders whose shares in aggregate equal at least **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 as stated in the company register 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 **17 June 2013** either

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- by **fax**: +43 (0)1 8900 500 83,
by **e-mail**: anmeldung.rbi@hauptversammlung.at, such request to be attached to the e-mail as a scanned attachment (e.g. pdf, tif) or
by **mail**: Raiffeisen Bank International AG, Attn. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, A-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 statements of the nominee pursuant to sec. 87 para. 2 of the Stock Corporation Act and sec. 41 para. 4 sub-para. 3 of the Banking Act (*Bankwesengesetz*). In these statements, the nominee must set out his/her expert qualifications, his/her professional or similar experience, and any and all circumstances that may give rise to concerns with regard to potential conflicts of interest, and declare to be committed to legal values.

When electing members of the Supervisory Board, the General Meeting shall take account of the criteria laid down in sec. 87 para. 2a of the Stock Corporation Act, in particular the expertise and personal qualifications of such members, the balanced composition of the Supervisory Board, aspects of diversity and internationality as well as professional reliability.

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 days old, is required as proof of share ownership for the purposes of exercising these 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.

The company shall make any proposed resolution delivered to it available on its website no later than the second working day following receipt, unless

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

The company does not have to make the reasons available if they contain more than 5,000 characters in total or if and to the extent that they fulfil one of the elements according to

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sec. 110 para. 4 sub-para. 4 of the Stock Corporation Act listed above. If several shareholders deliver resolution proposals for the same item of the agenda, the Management Board may summarize the resolution proposals and their reasons.

A vote only needs be held on a proposed resolution which has been published on the company's website in accordance with sec. 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.

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, 16 June 2013**, 12:00 p.m. (midnight) Vienna time (CEST) (**record date**).

Only those who are shareholders (or holders of participation certificates - see Section G below) on the record date and are able to provide the company with proof of this are entitled to participate in the General Meeting.

Proof of share ownership

All bearer shares of the company are deposited bearer shares. Share ownership on the record date is to be proven by means of a deposit certificate (*Depotbestätigung*) pursuant to sec. 10a of the Stock Corporation Act, which must be received by the company no later than **21 June 2013** solely at one of the addresses listed below (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), or

by **mail**: Raiffeisen Bank International AG
Attn. Susanne Langer – Head of Group Investor Relations
Am Stadtpark 9, A-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 excluded 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.

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

The deposit certificate (*Depotbestätigung*) must be issued by the depositary credit institution, 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, SWIFT);
- Information on the shareholder: name/company name, address, date of birth for natural persons, register and register number for legal entities, where applicable;
- Information on the shares: number of shares held by the shareholder, ISIN (AT0000606306);
- Deposit number or, if not available, any other relevant reference or identifier;
- Express declaration that the deposit certificate relates to the aforementioned record date of **16 June 2013**, 12:00 p.m. (midnight) Vienna time (CEST).

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.

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

Upon request, each shareholder must be provided with information, in accordance with sec. 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 (sec. 244 of the Commercial Code (*Unternehmensgesetzbuch*)), the obligation to provide information shall also extend to the condition of the group of companies as well as of the companies included in the consolidated financial statements.

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

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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. Furthermore, information may be refused if and to the extent that the information has continuously been accessible in the form of questions & answers on the homepage of the company (www.rbinternational.com) for a period of at least seven days prior to the beginning of the General Meeting. The reason for such a refusal to give information must be indicated.

F. Information regarding the right of shareholders to propose resolutions at the General Meeting pursuant to sec. 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, 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 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 **16 June 2013**, 12:00 p.m. (midnight) Vienna time (CEST) (**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 Sections C and D shall apply *mutatis mutandis*; a written certificate of the depositary bank concerning the participation certificates must be received by the company no later than **21 June 2013** solely at one of the addresses indicated above (Section C above, "Proof of share ownership"). 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*:

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- Information on the issuer: name/company name and address or any code normally used in communications between credit institutions (e.g. BIC, SWIFT);
- Information on the holder of participation certificates: name/company name, address, date of birth for natural persons, 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 number or, if not available, any other relevant reference or identifier;
- Express declaration that the deposit certificate relates to the aforementioned record date of **16 June 2013**, 12:00 p.m. (midnight) Vienna time (CEST).