

## **Resolutions of the Annual General Meeting of Raiffeisen Bank International AG held on 26 June 2013**

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).

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**Item 1:** Presentation of the approved annual financial statements and management report, and the consolidated financial statements and consolidated management report each as at 31 December 2012, the proposal for the utilisation of profit and the report of the Supervisory Board for the 2012 financial year as well as the Management Board's corporate governance report.

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

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**Item 2:** Resolution on the utilisation of net profit, as shown in the annual financial statements as at 31 December 2012.

The following resolution was passed:

"The net profit shown in the annual financial statements of the Company as at 31 December 2012 in the amount of EUR 229,149,430.- is utilized as follows, in accordance with the present proposal of the Management Board:

1. A dividend in the amount of EUR 1.17 per ordinary share shall be distributed on the ordinary shares carrying dividend rights, translating to a maximum amount of EUR 228,740,995.08 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 3 July 2013 via the respective depository bank of the shareholders entitled to dividends."

**Presence: 988 shareholders with 164,105,385 votes**  
**Votes for: 984 shareholders with 164,102,344 votes**  
**Votes against: 0 shareholders with 0 votes**  
**Abstentions: 4 shareholders with 3,041 votes**  
**Number of shares voting valid: 164,102,344**

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**Those correspond to this portion of the registered capital: 83.94%**  
**Total number of valid votes: 164,102,344**

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**Item 3:** Resolution on the release of the members of the Management Board from liability for the 2012 financial year.

The following resolution was passed:

"The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2012 financial year."

**Presence: 989 shareholders with 164,106,026 votes**  
**Votes for: 962 shareholders with 164,067,141 votes**  
**Votes against: 11 shareholders with 18,423 votes**  
**Abstentions: 16 shareholders with 20,462 votes**  
**Number of shares voting valid: 164,085,564**  
**Those correspond to this portion of the registered capital: 83.93%**  
**Total number of valid votes: 164,085,564**

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**Item 4:** Resolution on the release of the members of the Supervisory Board from liability for the 2012 financial year.

The following resolution was passed:

"The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2012 financial year."

**Presence: 986 shareholders with 164,102,276 votes**  
**Votes for: 955 shareholders with 164,063,306 votes**  
**Votes against: 17 shareholders with 18,858 votes**  
**Abstentions: 14 shareholders with 20,112 votes**  
**Number of shares voting valid: 164,082,164**  
**Those correspond to this portion of the registered capital: 83.93%**  
**Total number of valid votes: 164,082,164**

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**Item 5:** Resolution on the amount of remuneration to be paid to members of the Supervisory Board for the 2012 financial year.

The following resolution was passed:

"The members of the Supervisory Board are granted a remuneration for the 2012 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: 988 shareholders with 164,102,681 votes**

**Votes for: 973 shareholders with 164,087,295 votes**

**Votes against: 7 shareholders with 374 votes**

**Abstentions: 8 shareholders with 15,012 votes**

**Number of shares voting valid: 164,087,669**

**Those correspond to this portion of the registered capital: 83.93%**

**Total number of valid votes: 164,087,669**

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**Item 6:** Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2014 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 2014 financial year."

**Presence: 986 shareholders with 164,102,764 votes**

**Votes for: 930 shareholders with 163,819,776 votes**

**Votes against: 51 shareholders with 255,265 votes**

**Abstentions: 5 shareholders with 27,723 votes**

**Number of shares voting valid: 164,075,041**

**Those correspond to this portion of the registered capital: 83.92%**

**Total number of valid votes: 164,075,041**

**Item 7:** Election to the Supervisory Board.

The following resolution was passed:

"Mr. Klaus Buchleitner is 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 2014 financial year."

**Presence: 987 shareholders with 164,103,486 votes**

**Votes for: 468 shareholders with 160,243,453 votes**

**Votes against: 513 shareholders with 3,856,439 votes**

**Abstentions: 6 shareholders with 3,594 votes**

**Number of shares voting valid: 164,099,892**

**Those correspond to this portion of the registered capital: 83.94%**

**Total number of valid votes: 164,099,892**

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**Item 8:** Resolution on revoking the authorisation pursuant to sec. 169 of the Stock Corporation Act (authorised capital) granted to the Management Board, and on the authorisation to create new authorised capital in return for contributions in cash and/or in kind and to exclude the subscription right, and on the relevant amendments to the Articles of Association.

The following resolution was passed:

- "a) The authorisation pursuant to sec. 169 of the Stock Corporation Act, granted to the Management Board at the ordinary General Meeting of shareholders of the Company held on 8 June 2011, to increase the share capital 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 into the company register, shall be and hereby is revoked.
- b) At the same time, the Management Board shall be and hereby is authorised pursuant to sec. 169 of the Stock Corporation Act, within five years from the registration of the relevant amendment of the articles of association in the company register to increase the share capital with the approval of the Supervisory Board, if necessary in several

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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 (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. The credit institution to be commissioned to handle any 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; in such case, 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. Furthermore, the Management Board shall be and hereby is authorised to exclude the statutory subscription right of the shareholders with the consent of the Supervisory Board (i) if the capital increase is in return for a contribution in kind or (ii) if the capital increase is in return for a contribution in cash and the shares issued while excluding the subscription right of the shareholders, taken together, do not exceed 10% (ten percent) of the share capital of the Company (exclusion of the subscription right). The Supervisory Board or a committee authorised thereto by the Supervisory Board shall be and hereby is 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; other forms of own funds) paragraph (5) of the Articles of Association. Article 4 (Capital and shares; other forms of own funds) paragraph (5) of the Articles of Association of the Company therefore shall be and hereby is amended to read as follows:

- (5) The Management Board is authorized pursuant to sec. 169 of the Stock Corporation Act, within five years from the registration of the relevant amendment of the Articles of Association in the company register, to increase the share capital with the approval of the Supervisory Board, 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 (also indirectly through a credit institution pursuant to sec. 153 para. 6 of the Stock Corporation Act), and to determine the issue price as well as the issuing terms in agreement with the Supervisory Board. Furthermore, the Management Board is authorized to exclude the statutory subscription right of the shareholders with the consent of the Supervisory Board (i) if the capital increase is in return for a contribution in kind or (ii) if the capital increase is in return for a contribution in cash and the shares issued while excluding the subscription right of the shareholders, taken together, do not exceed 10%

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(ten percent) of the share capital of the Company (exclusion of the subscription right). The Supervisory Board or a committee authorized thereto by the Supervisory Board is authorized to adopt amendments to these Articles of Association resulting from the utilization of the authorized capital."

**Presence: 980 shareholders with 164,102,645 votes**

**Votes for: 238 shareholders with 157,668,723 votes**

**Votes against: 740 shareholders with 6,431,199 votes**

**Abstentions: 2 shareholders with 2,723 votes**

**Number of shares voting valid: 164,099,922**

**Those correspond to this portion of the registered capital: 83.94%**

**Total number of valid votes: 164,099,922**

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**Item 9:** Resolution on granting a new authorisation to issue convertible bonds pursuant to sec. 174 para. 2 of the Stock Corporation Act and excluding the subscription right.

The following resolution was passed:

"The Management Board shall be and hereby is authorised pursuant to sec. 174 para. 2 of the Stock Corporation Act to issue – with the approval of the Supervisory Board – convertible bonds, also in several tranches, within five years from the date of the resolution by the General Meeting of shareholders, for a maximum total nominal amount of EUR 2,000,000,000.00, to which attaches a conversion or subscription right to obtain a maximum of 39,101,024 ordinary bearer shares of the Company with a corresponding pro-rata amount of the share capital of a maximum of EUR 119,258,123.20.

In this connection, the Management Board shall be and hereby is authorised to determine all further conditions of the issue and its terms, as well as the terms and conditions applying to the convertible bonds, in particular their interest rate, issue price, term of validity and denomination, provisions protecting against dilution, conversion period, conversion rights and obligations, conversion ratio, as well as conversion price, all this subject to the consent of the Supervisory Board.

The convertible bonds may also be issued – observing the limit of the corresponding counter-value in euros – in the currency of every member state of the Convention on the Organization for Economic Cooperation and Development (OECD), Federal Law Gazette No. 248/1961 in the respectively valid version.

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The convertible bonds may also be issued by a company which Raiffeisen Bank International AG owns at one hundred per cent directly or indirectly. In such an event, the Management Board will assume a guarantee for the convertible bonds, with the approval of the Supervisory Board, and grant the holders of convertible bonds rights to convert these bonds into ordinary bearer shares of Raiffeisen Bank International AG.

The right of shareholders to subscribe convertible bonds shall be and hereby is excluded."

**Presence: 955 shareholders with 164,099,811 votes**

**Votes for: 263 shareholders with 158,002,777 votes**

**Votes against: 689 shareholders with 6,094,111 votes**

**Abstentions: 3 shareholders with 2,923 votes**

**Number of shares voting valid: 164,096,888**

**Those correspond to this portion of the registered capital: 83.93%**

**Total number of valid votes: 164,096,888**

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**Item 10:** Resolution on revoking the conditional increase of capital (conditional capital) and on creating new conditional capital and on the relevant amendments to the Articles of Association.

The following resolution was passed:

"The conditional increase of capital (conditional capital) adopted at the General Meeting of shareholders of the Company held on 10 June 2008 and included in Article 4 (Capital and shares; other forms of own funds) paragraph (6) of the Articles of Association of the Company shall be and hereby is revoked.

At the same time, pursuant to sec. 159 para. 2 item 1 of the Stock Corporation Act the share capital shall be and hereby is conditionally increased by an amount of up to EUR 119,258,123.20 through the issuance of up to 39,101,024 new ordinary bearer shares in order to grant conversion or subscription rights to the holders of the convertible bonds issued pursuant to agenda item 9 of this ordinary General Meeting of shareholders (conditional capital).

The conditional increase of capital will only be implemented to the extent that irrevocable conversion or subscription rights into/on shares that are granted by the Company to the creditors of convertible bonds issued pursuant to the resolution adopted at the General Meeting of shareholders of 26 June 2013 are being exercised and furthermore provided that the Management Board does not resolve to allocate own shares.

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In line with the resolution to be adopted under agenda item 9 the aggregate nominal amount of the shares to be issued and the conversion ratio shall be determined in an acknowledged valuation proceeding on the basis of recognized methods of finance mathematics and the price of the shares of the Company (basis of determination of the issue price); the aggregate issue price shall not be lower than the pro-rata amount of the share capital. The dividend rights pertaining to the new shares issued due to the conditional capital increase shall correspond to those of the shares then listed on the stock exchange. The Management Board shall be and hereby is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

The Supervisory Board shall be and hereby is authorised to adopt amendments to these Articles of Association resulting from the issue of shares in the course of the conditional capital increase. This authorization to amend the Articles of Association also comprises the case that the authorization to issue convertible bonds on the basis of the resolution by the General Meeting of shareholders under agenda item 9 is not exercised within the relevant authorisation period and/or the conditional capital is not utilised after expiry of the periods for possibly granted conversion rights pursuant to the conditions of the convertible bonds.

Article 4 (Capital and shares; other forms of own funds) of the Articles of Association is amended correspondingly by inserting the following paragraph (6) in place of the current paragraph (6):

(6) Pursuant to sec. 159 para. 2 item 1 of the Stock Corporation Act, the share capital has been increased on a conditional basis by an amount of up to EUR 119,258,123.20 through the issuance of up to 39,101,024 ordinary bearer shares (conditional capital). The conditional increase of capital shall be implemented only to the extent that irrevocable conversion or subscription rights into/on shares are exercised that are granted by the Company to the holders of convertible bonds issued pursuant to the resolution adopted at the General Meeting of shareholders of 26 June 2013, and furthermore provided that the Management Board does not resolve to allocate own shares. The aggregate nominal amount of the shares to be issued and the conversion ratio shall be determined in an acknowledged valuation proceeding on the basis of recognized methods of finance mathematics and the price of the shares of the Company (basis of determination of the issue price); the aggregate issue price shall not be lower than the pro-rata amount of the share capital. The dividend rights pertaining to the new shares issued due to the conditional capital increase shall correspond to those of the shares then listed on the stock exchange. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to adopt amendments to these Articles of Association resulting from the issue of shares in the course of the conditional capital increase."



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**Presence: 931 shareholders with 164,096,508 votes**  
**Votes for: 256 shareholders with 158,024,597 votes**  
**Votes against: 672 shareholders with 6,068,988 votes**  
**Abstentions: 3 shareholders with 2,923 votes**  
**Number of shares voting valid: 164,093,585**  
**Those correspond to this portion of the registered capital: 83.93%**  
**Total number of valid votes: 164,093,585**

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**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 208,588 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; the Supervisory Board may delegate these tasks to a committee of the Supervisory Board."

**Presence: 917 shareholders with 164,094,334 votes**  
**Votes for: 447 shareholders with 159,020,987 votes**  
**Votes against: 467 shareholders with 5,070,349 votes**  
**Abstentions: 3 shareholders with 2,998 votes**  
**Number of shares voting valid: 164,091,336**  
**Those correspond to this portion of the registered capital: 83.93%**  
**Total number of valid votes: 164,091,336**