

Resolutions of the Annual General Meeting of Raiffeisen Bank International AG held on 4 June 2014

The subscribed capital of Raiffeisen Bank International amounts to EUR 893,586,065.90 and is divided into 292,979,038 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 31 December 2013, the proposal for the utilisation of profit and the report of the Supervisory Board for the 2013 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 2013.

The following resolution was passed:

"The net profit shown in the annual financial statements of the Company as at 31 December 2013 in the amount of EUR 300,697,003.84 is utilised as follows, in accordance with the present proposal of the Management Board:

1. A dividend in the amount of EUR 1.02 per ordinary share shall be distributed on the ordinary shares carrying dividend rights, translating to a maximum amount of EUR 298,838,618.76 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 11 June 2014 via the respective depositary bank of the shareholders entitled to dividends."

Presence: 1,004 shareholders with 212,415,589 votes

Votes for: 998 shareholders with 212,213,108 votes

Votes against: 2 shareholders with 16,789 votes

Abstentions: 4 shareholders with 185,692 votes

Number of shares voting valid: 212,229,897

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Those correspond to this portion of the registered capital: 72.44 %
Total number of valid votes: 212,229,897

Item 3: Resolution on the release of the members of the Management Board from liability for the 2013 financial year.

The following resolution was passed:

"The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2013 financial year."

Presence: 997 shareholders with 212,415,373 votes
Votes for: 980 shareholders with 212,174,661 votes
Votes against: 10 shareholders with 51,735 votes
Abstentions: 7 shareholders with 188,977 votes
Number of shares voting valid: 212,226,396
Those correspond to this portion of the registered capital: 72.44 %
Total number of valid votes: 212,226,396

Item 4: Resolution on the release of the members of the Supervisory Board from liability for the 2013 financial year.

The following resolution was passed:

"The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2013 financial year."

Presence: 997 shareholders with 212,415,373 votes
Votes for: 975 shareholders with 212,194,300 votes
Votes against: 14 shareholders with 31,396 votes
Abstentions: 8 shareholders with 189,677 votes
Number of shares voting valid: 212,225,696
Those correspond to this portion of the registered capital: 72.44 %
Total number of valid votes: 212,225,696

Item 5: Resolution on the amount of remuneration to be paid to members of the Supervisory Board for the 2013 financial year.

The following resolution was passed:

"The members of the Supervisory Board are granted a remuneration for the 2013 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

According to the duration of their respective term of office, Supervisory Board members are allocated the remuneration for the 2013 financial year either in full or pro rata."

Presence: 994 shareholders with 212,414,639 votes

Votes for: 976 shareholders with 212,217,369 votes

Votes against: 14 shareholders with 11,578 votes

Abstentions: 4 shareholders with 185,692 votes

Number of shares voting valid: 212,228,947

Those correspond to this portion of the registered capital: 72.44 %

Total number of valid votes: 212,228,947

Item 6: Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2015 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 2015 financial year."

Presence: 994 shareholders with 212,413,779 votes

Votes for: 949 shareholders with 211,741,562 votes

Votes against: 37 shareholders with 439,003 votes

Abstentions: 8 shareholders with 233,214 votes

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Number of shares voting valid: 212,180,565
Those correspond to this portion of the registered capital: 72.42 %
Total number of valid votes: 212,180,565

Item 7: Election to the Supervisory Board.

The following resolution was passed:

"Martin Schaller, Kurt Geiger and Bettina Selden 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 2018 financial year."

Election Martin Schaller:

Presence: 995 shareholders with 212,415,474 votes
Votes for: 218 shareholders with 190,484,679 votes
Votes against: 771 shareholders with 21,744,690 votes
Abstentions: 6 shareholders with 186,105 votes
Number of shares voting valid: 212,229,369
Those correspond to this portion of the registered capital: 72.44 %
Total number of valid votes: 212,229,369

Re-election Kurt Geiger:

Presence: 995 shareholders with 212,415,748 votes
Votes for: 958 shareholders with 211,983,799 votes
Votes against: 28 shareholders with 244,140 votes
Abstentions: 9 shareholders with 187,809 votes
Number of shares voting valid: 212,227,939
Those correspond to this portion of the registered capital: 72.44 %
Total number of valid votes: 212,227,939

Election Bettina Selden:

Presence: 996 shareholders with 212,415,948 votes
Votes for: 964 shareholders with 211,986,644 votes
Votes against: 26 shareholders with 243,607 votes
Abstentions: 6 shareholders with 185,697 votes
Number of shares voting valid: 212,230,251

Those correspond to this portion of the registered capital: 72.44 %
Total number of valid votes: 212,230,251

Item 8: Resolution on revoking the authorisation and on the authorisation to create new authorised capital.

The following resolution was passed:

- "a) The portion not yet utilised of 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 26 June 2013, 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 while partially excluding 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 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 to increase the share capital with the approval of the Supervisory Board, if necessary in several tranches, by up to EUR 446,793,032.95 by issuing up to 146,489,519 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, all this within five years after the entry of the relevant amendment to the articles of association into the company register. 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

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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 authorised pursuant to sec. 169 of the Stock Corporation Act to increase the share capital with the approval of the Supervisory Board, if necessary in several tranches, by up to EUR 446,793,032.95 by issuing up to 146,489,519 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, all this within five years after the entry of the relevant amendment to the articles of association into the company register. Furthermore, the Management Board 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 is authorised to adopt amendments to these Articles of Association resulting from the utilisation of the authorised capital."

Presence: 993 shareholders with 212,415,118 votes

Votes for: 142 shareholders with 183,934,018 votes

Votes against: 845 shareholders with 28,294,058 votes

Abstentions: 6 shareholders with 187,042 votes

Number of shares voting valid: 212,228,076

Those correspond to this portion of the registered capital: 72.44 %

Total number of valid votes: 212,228,076

Item 9: Resolution on granting the Management Board authorisation to acquire for the purpose of the strengthening of the capital structure (SIP/strategic transactions).

"1. The Management Board pursuant to the provisions of sec. 65 para. 1 sub-para. 4 and 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 the own shares to be acquired or already acquired 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, thus until 3 December 2016.

The lowest consideration to be paid upon repurchase is EUR 1.00 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 part or even 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 shall be and hereby is authorised pursuant to sec. 65 para. 1b of the Stock Corporation Act 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 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 26 June 2013, 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 in full or in part or even in several partial amounts, and in pursuit of one or more purposes, and it shall remain valid for

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a period of five years from the day on which this resolution is adopted, thus until 3 June 2019.

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 20 June 2012 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: 994 shareholders with 212,415,379 votes

Votes for: 942 shareholders with 211,660,904 votes

Votes against: 47 shareholders with 568,442 votes

Abstentions: 5 shareholders with 186,033 votes

Number of shares voting valid: 212,229,346

Those correspond to this portion of the registered capital: 72.44 %

Total number of valid votes: 212,229,346

Item 10: Resolution on granting the Management Board authorisation to acquire own shares of the company for the purpose of securities trading.

The following resolution was passed:

"The Management Board is authorised, for a term of 30 months as from the date of adopting this resolution, thus until 3 December 2016, to acquire own shares of the company for the purpose of securities trading, which may also mean off-floor trading, in accordance with sec. 65 para. 1 sub-para. 7 of the Stock Corporation Act, provided that 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 part or even 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 20 June 2012."

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Presence: 994 shareholders with 212,415,086 votes
Votes for: 950 shareholders with 209,929,004 votes
Votes against: 40 shareholders with 2,300,390 votes
Abstentions: 4 shareholders with 185,692 votes
Number of shares voting valid: 212,229,394
Those correspond to this portion of the registered capital: 72.44 %
Total number of valid votes: 212,229,394

Item 11: Resolution on the relevant amendments to sec. 2 and 15 of the Articles of Association.

The following resolution was passed:

"Article 2 "Purpose of the Company" and Article 15 "Right of Attendance and Voting" of the Articles of Association of Raiffeisen Bank International AG shall be and hereby are 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: 993 shareholders with 212,411,364 votes
Votes for: 984 shareholders with 212,063,796 votes
Votes against: 4 shareholders with 49,247 votes
Abstentions: 5 shareholders with 298,321 votes
Number of shares voting valid: 212,113,043
Those correspond to this portion of the registered capital: 72.40 %
Total number of valid votes: 212,113,043