

TRANSLATION FROM GERMAN ORIGINAL; ONLY THE GERMAN ORIGINAL IS BINDING AND VALID

**ANNUAL GENERAL MEETING  
of  
RAIFFEISEN BANK INTERNATIONAL AG  
on 17 June 2015**

**PROPOSED RESOLUTIONS OF THE MANAGEMENT BOARD  
AND THE SUPERVISORY BOARD PURSUANT TO SEC. 108 OF  
THE STOCK CORPORATION ACT (*Aktiengesetz*)**

**Item 1 on the agenda**

No resolution is required on this item on the agenda.

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## **Item 2 on the agenda**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

### **RESOLUTION**

"The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2014 financial year."

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**Item 3 on the agenda**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

**RESOLUTION**

"The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2014 financial year."

**Item 4 on the agenda**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

**RESOLUTION**

"The members of the Supervisory Board are granted a remuneration for the 2014 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 2014 financial year either in full or pro rata."

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## **Item 5 on the agenda**

The Supervisory Board proposes that the General Meeting adopts the following resolution:

### **RESOLUTION**

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft with registered office in Vienna is appointed auditor and, at the same time, bank auditor pursuant to sec. 60 et seq. of the Banking Act (*Bankwesengesetz*) for the auditing of the annual financial statements and the consolidated financial statements of the Company for the 2016 financial year."

**Item 6 on the agenda**

The Supervisory Board proposes that the General Meeting adopts the following resolution:

**RESOLUTION**

"The number of the members of the Supervisory Board of Raiffeisen Bank International AG elected by the General Meeting shall be reduced from ten to nine.

Erwin Hameseder, Klaus Buchleitner and Johannes Peter Schuster are re-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 2019 financial year."

**STATEMENT OF REASONS**

The terms of Erwin Hameseder, Klaus Buchleitner and Johannes Peter Schuster will end at the close of the General Meeting on 17 June 2015. Furthermore, Christian Teufl has resigned from office as member of the Supervisory Board effective as of 31 December 2014.

Pursuant to Article 9 para. 1 of the Articles of Association, the Supervisory Board shall be composed of not less than three and not more than 15 members elected by the General Meeting or delegated by shareholders pursuant to Article 9 para. 2 of the Articles of Association. Further members shall be delegated to the Supervisory Board by the staff council pursuant to sec. 110 of the Labour Relations Act (*Arbeitsverfassungsgesetz, ArbVG*). Currently, the staff council has delegated five members to the Supervisory Board pursuant to sec. 110 of the Labour Relations Act.

Until the resignation of Christian Teufl from office as member of the Supervisory Board effective as of 31 December 2014, the Supervisory Board was composed of ten members and is at present composed of nine members being elected by the General Meeting. In order to reach the number of ten Supervisory Board members after the election in the last General Meeting, four members would have to be elected in the upcoming General Meeting.

The Supervisory Board suggests however not to occupy the resigned mandate of Christian Teufl and therefore to reduce the number of the Supervisory Board members from ten to nine, so that three members shall be elected in the upcoming General Meeting on 17 June 2015.

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The Supervisory Board nominates Erwin Hameseder, Klaus Buchleitner and Johannes Peter Schuster for re-election to the Supervisory Board, each for the time until the close of the General Meeting resolving on the release from liability for the 2019 financial year.

All nominees have been evaluated regarding their professional suitability and their personal reliability according to the "EBA guidelines on the assessment of the suitability of members of the Management Body and Key Function Holders" as well as according to the "FMA Fit & Proper circular" and to the internal Fit & Proper Directive of the Company. The evaluation of the proposed nominees was positive.

Each of the nominees has made a statement pursuant to sec. 87 para. 2 of the Stock Corporation Act and sec. 41 para. 4 sub-para. 3 of the Banking Act, which can be viewed on the Company's website at [www.rbinternational.com](http://www.rbinternational.com) (Investor Relations/Events/Annual General Meeting 2015).

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 with respect to the representation of both genders, the age structure and the internationality of the members as well as professional reliability.

The Supervisory Board of Raiffeisen Bank International AG meets the requirements of sec. 87 para. 2a of the Stock Corporation Act. In particular, reasonable attention is also given to the aspects of diversity with respect to the representation of both genders and with respect to the internationality of the members.

Concerning this item on the agenda, only nominations made by shareholders owning, in the aggregate, at least 1% of the share capital of the Company can be taken into account. These nominations, together with the statements pursuant to sec. 87 para. 2 of the Stock Corporation Act and sec. 41 para. 4 sub-para. 3 of the Banking Act for the respective nominee, must be received by the Company in text form on or before 8 June 2015. Regarding the required details and prerequisites for nominations to be considered, reference is made to the information on the rights of the shareholders pursuant to sections 109, 110, 118 and 119 of the Stock Corporation Act ("*Informationen über die Rechte der Aktionäre gemäß §§ 109, 110, 118 und 119 AktG*") which can be viewed on the Company's website at [www.rbinternational.com](http://www.rbinternational.com) (Investor Relations/Events/Annual General Meeting 2015).

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## **Item 7 on the agenda**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

### **RESOLUTION**

"Section 4 "Capital and Shares; Other Forms of Own Funds" of the Articles of Association of Raiffeisen Bank International AG shall be and hereby is 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."

### **STATEMENT OF REASONS**

In the 2014 financial year the Company fully repaid the "Raiffeisen-Participation Capital 2008/2009". The provision contained in para 7 of section 4 "Capital and Shares; Other Forms of Own Funds" of the Articles of Association, which stipulates the authorization to redeem the entire participation capital pursuant to sec. 102a of the Banking Act (*Bankwesengesetz*), is no longer required. The deletion in section 4 takes this situation into account.

The changes are shown in the enclosed juxtaposition of the Articles of Association.