



**Raiffeisen Bank
International**

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

**ANNUAL GENERAL MEETING
of
RAIFFEISEN BANK INTERNATIONAL AG
on 16 June 2016**

**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 2015 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 2015 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 2015 financial year in the aggregate amount of EUR 525,000.00, 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 2015 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 2017 financial year."

Item 6 on the agenda

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

RESOLUTION

"Walter Rothensteiner is 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 2020 financial year."

STATEMENT OF REASONS

The term of Walter Rothensteiner will end at the close of the General Meeting on 16 June 2016.

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. In addition members shall be delegated to the Supervisory Board by the staff council pursuant to sec. 110 of the Labour Relations Act (*Arbeitsverfassungsgesetz*). Currently, the staff council has delegated five members to the Supervisory Board pursuant to sec. 110 of the Labour Relations Act.

The Supervisory Board is composed of ten members being elected by the General Meeting. Due to end of the term of Walter Rothensteiner, one member shall therefore be elected at this General Meeting in order to reach the number of ten Supervisory Board members after the election again.

The Supervisory Board nominates Walter Rothensteiner for re-election to the Supervisory Board for the time until the close of the General Meeting resolving on the release from liability for the 2020 financial year.

The nominated candidate has been evaluated regarding his professional suitability and 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 the FMA Circular letters regarding the suitability test for managing directors, members of the Supervisory Board as well as Key Function Holders and to the internal Fit & Proper Directive of the Company. The evaluation of the proposed nominee was positive.

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The nominee 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 (Investor Relations/Events/Annual General Meeting 2016).

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.

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 7 June 2016. 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 (Investor Relations/Events/Annual General Meeting 2016).

Item 7 on the agenda

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

RESOLUTION

- "1. The Management Board pursuant to the provisions of sec. 65 para. 1 sub-para. 8 as well as para. 1a and para. 1b 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 15 December 2018.

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, by subsidiary (pursuant to sec. 189a sub-para. 7 of the Austrian Code of Enterprises [*Unternehmensgesetzbuch*]) 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

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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 by the Company, by a subsidiary (pursuant to sec. 189a sub-para. 7 of the Austrian Code of Enterprises) or by third parties acting for their account and it shall remain valid for a period of five years from the day on which this resolution is adopted, thus until 15 June 2021.

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 4 June 2014 in accordance with sec. 65 para. 1 sub-para. 4 and 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."

STATEMENT OF REASONS

Under sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act, a company whose shares are listed on a stock exchange may acquire up to 10% of its share capital without appropriation to a specific purpose, based on an authorisation adopted by the General Meeting. The purpose of securities trading is excluded, however.

At the Annual General Meeting of the Company of 4 June 2014, the Management Board was authorised to acquire and, as the case may be, redeem own shares in accordance with sec. 65 para. 1 sub-para. 4 and sub-para. 8 of the Stock Corporation Act. 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 Management Board has not made use of this authorisation to acquire own shares so far. Within the scope of the Company's "Share Incentive Program" (SIP) 2011, in total 47.318 shares have been allotted to executives and Management Board members of the Company and its affiliated companies since the authorisation was adopted on 4 June 2014.

As at the effective date of the invitation to attend the Annual General Meeting, the Company and its affiliated companies thus hold 509.977 own shares, corresponding to about 0.17% of the share capital of the Company.

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The upper limit for own shares repurchased in accordance with sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act and still owned by the Company, of 10% of the share capital of the Company, laid down by law in sec. 65 para. 2 of the Stock Corporation Act, has therefore not been exhausted; on the other hand, the above authorisation of the Management Board will end as of 3 December 2016.

To provide the Management Board with the greatest possible flexibility, a new authorisation is to be adopted.

For this reason, the Management Board and the Supervisory Board deem it appropriate and useful to propose that the General Meeting adopt the authorisation to acquire own shares pursuant to sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act.

Furthermore – as already resolved on at the Annual General Meeting of 4 June 2014 – the Management Board shall be granted authority to alienate the repurchased shares otherwise than via the stock exchange or by any other public method, and thus while excluding the subscription right of the shareholders. This is intended to enable the Management Board, if necessary, to use the acquired shares as consideration for a contribution in kind, in case of the acquisition of enterprises or shares in companies, 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, or, in the event of convertible bonds being issued based on the authorisation adopted at the General Meeting of 26 June 2013, to grant own shares to creditors of convertible bonds who make use of the privilege of exchange for or subscription to shares.

Reference is made to the report of the Management Board on the possible exclusion of the subscription right in connection with this authorisation.

Item 8 on the agenda

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

RESOLUTION

"Therefore, the Management Board is authorised, for a term of 30 months as from the date of adopting this resolution, till 15 December 2018, 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 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 partial or in several partial amounts by the company, its affiliated companies (pursuant to sec. 189a sub-para. 7 of the Austrian Code of Enterprises), 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 4 June 2014."

STATEMENT OF REASONS

Under sec. 65 para. 1 sub-para. 7 of the Stock Corporation Act, a credit institution on the basis of an authorisation adopted by the General Meeting may acquire own shares for the purpose of securities trading, whereas the trading portfolio may not exceed 5 % of the share capital at the end of each day.

To provide the Management Board with the greatest possible flexibility and in particular also to enable the company and its affiliated companies to act as market makers with regard to own shares, the Management Board is to continue to be able to acquire shares of the company for the purpose of securities trading in the future. The securities trading can also be executed off-market, in particular as OTC and derivative businesses. This possibility shall also be available to the companies affiliated with the company.

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As at the effective date of the invitation to attend the Annual General Meeting, the company and its affiliated companies hold 509.977 own shares, corresponding to about 0.17 % of the share capital of the company.

The own shares acquired in accordance with sec. 65 para. 1 sub-para. 7 of the Stock Corporation Act must be aggregated with the own shares acquired pursuant to sec. 65 para. 1 sub-paragraphs 1, 4 and 8 of the Stock Corporation Act and, taken together, may not exceed 10 % of the then-current share capital of the company, whereas however the trading portfolio of own shares acquired in accordance with sec. 65 para. 1 sub-para. 7 of the Stock Corporation Act may not exceed 5 % of the share capital of the company at the end of each day.

For this reason, the Management Board and the Supervisory Board deem it appropriate and useful to propose that the General Meeting adopt the authorisation to acquire own shares for the purpose of securities trading.