

Resolutions of the Annual General Meeting of Raiffeisen Bank International AG held on 16 June 2016

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, management report, the consolidated financial statements, consolidated management report each as at 31 December 2015 and the report of the Supervisory Board for the 2015 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 release of the members of the Management Board from liability for the 2015 financial year.

The following resolution was passed:

"The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2015 financial year."

Presence: 984 shareholders with 201,249,517 votes

Votes for: 964 shareholders with 199,589,353 votes

Votes against: 19 shareholders with 1,659,846 votes

Abstentions: 1 shareholders with 318 votes

Number of shares voting valid: 201,249,199

Those correspond to this portion of the registered capital: 68.69 %

Total number of valid votes: 201,249,199

Item 3: Resolution on the release of the members of the Supervisory Board from liability for the 2015 financial year.

The following resolution was passed:

"The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2015 financial year."

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Presence: 982 shareholders with 201,248,630 votes
Votes for: 957 shareholders with 199,575,630 votes
Votes against: 22 shareholders with 1,669,621 votes
Abstentions: 3 shareholders with 3,379 votes
Number of shares voting valid: 201,245,251
Those correspond to this portion of the registered capital: 68.69 %
Total number of valid votes: 201,245,251

Item 4: Resolution on the amount of remuneration to be paid to members of the Supervisory Board for the 2015 financial year.

The following resolution was passed:

"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."

Presence: 982 shareholders with 201,248,630 votes
Votes for: 960 shareholders with 199,630,221 votes
Votes against: 20 shareholders with 1,614,229 votes
Abstentions: 2 shareholders with 4,180 votes
Number of shares voting valid: 201,244,450
Those correspond to this portion of the registered capital: 68.69 %
Total number of valid votes: 201,244,450

Item 5: Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2017 financial year.

The following resolution was passed:

"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

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statements and the consolidated financial statements of the Company for the 2017 financial year."

Presence: 982 shareholders with 201,248,630 votes
Votes for: 910 shareholders with 198,729,105 votes
Votes against: 68 shareholders with 2,481,889 votes
Abstentions: 4 shareholders with 37,636 votes
Number of shares voting valid: 201,210,994
Those correspond to this portion of the registered capital: 68.68 %
Total number of valid votes: 201,201,994

Item 6: Election of one person to the Supervisory Board.
The following resolution was passed:

"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."

Re-election Walter Rothensteiner:

Presence: 982 shareholders with 201,248,630 votes
Votes for: 268 shareholders with 185,249,485 votes
Votes against: 711 shareholders with 15,994,815 votes
Abstentions: 3 shareholders with 4,330 votes
Number of shares voting valid: 201,244,300
Those correspond to this portion of the registered capital: 68.69 %
Total number of valid votes: 201,244,300

Item 7: Resolution to authorize the purchase and, if applicable, the retraction of own shares pursuant to sec. 65 para. 1 sub-para. 8 as well as para. 1a and para. 1b of the Stock Corporation Act (Aktiengesetz) and subject to the consent of the Supervisory Board, the sale its own shares by other means than via the stock exchange or through a public offering and by excluding the subscription rights of the shareholders.

The following resolution was passed:

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- "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 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.

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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."

Presence: 982 shareholders with 201,248,630 votes

Votes for: 945 shareholders with 199,363,210 votes

Votes against: 33 shareholders with 1,863,725 votes

Abstentions: 4 shareholders with 21,695 votes

Number of shares voting valid: 201,226,935

Those correspond to this portion of the registered capital: 68.68 %

Total number of valid votes: 201,226,935

Item 8: Resolution on the authorization to acquire own shares pursuant to sec. 65 para. 1 sub-para. 7 of the Stock Corporation Act for the purpose of securities trading.

The following resolution was passed:

"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."

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Presence: 982 shareholders with 201,248,630 votes

Votes for: 949 shareholders with 199,153,527 votes

Votes against: 31 shareholders with 2,094,541 votes

Abstentions: 2 shareholders with 562 votes

Number of shares voting valid: 201,248,068

Those correspond to this portion of the registered capital: 68.69 %

Total number of valid votes: 201,248,068
