

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

**ANNUAL GENERAL MEETING  
of  
RAIFFEISEN BANK INTERNATIONAL AG  
on 22 June 2017**

**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 2016 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 2016 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 2016 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 each.

According to the duration of their respective term of office, Supervisory Board members are allocated the remuneration for the 2016 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 2018 financial year."

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## **Item 6 on the agenda**

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

### **RESOLUTION**

"The number of Supervisory Board members being elected by the General Meeting shall be increased from ten to twelve members.

Heinrich Schaller, Günther Reibersdorfer, Peter Gauper, Wilfried Hopfner, Rudolf Könighofer, Johannes Ortner, Birgit Noggler and Eva Eberhartinger are each 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 2021 financial year."

### **STATEMENT OF REASONS**

Pursuant to sec. 9 para. 1 of the Articles of Association the Supervisory Board consists of a minimum of three and of a maximum of fifteen members who are elected by the General Meeting of Shareholders.

The term of Heinrich Schaller and Günther Reibersdorfer will end at the close of the General Meeting on 22 June 2017.

Walter Rothensteiner and Kurt Geiger have resigned from their Supervisory Board mandate with effect of 22 June 2017.

The Supervisory Board members Johannes Schuster and Michael Höllerer have resigned from their Supervisory Board mandate with effect of 18 March 2017.

Until the resignation of the mandates of Mr. Schuster and Mr. Höllerer with effect of 18 March 2017, the Supervisory Board of Raiffeisen Bank International AG was composed of ten members and is currently composed of eight members being elected by the General Meeting. Due to the resignation of the mandates of Mr. Rothensteiner and Kurt Geiger with effect of 22 June 2017 as well as the expiry of the term of Mr. Schaller and Mr. Reibersdorfer six members should be elected at the upcoming General Meeting in order to reach the number of ten Supervisory Board members again after the election of the last General Meeting.

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By implementing the syndicate agreement of the Raiffeisen Regional Banks for Raiffeisen Bank International AG, according to which nine members of the Supervisory Board of the Company may be nominated by the Raiffeisen Regional Banks and in addition to the members nominated by the Supervisory Board three (instead of two) independent representatives of the free float which are not attributable to the Raiffeisen Banking Group shall be a member, the Supervisory Board proposes to increase the number of the Supervisory Board from ten to twelve members so that in the upcoming General Meeting on 22 June 2017 two additional members, hence overall eight members, are to be elected.

Therefore, the Supervisory Board propose to elect, each for the time until the close of the General Meeting resolving on the release from liability for the 2021 financial year, Peter Gauper, Wilfried Hopfner, Rudolf Könighofer, Johannes Ortner, Birgit Noggler and Eva Eberhartinger as new members of the Supervisory Board and Heinrich Schaller and Günther Reibersdorfer, whose term expire with effect of 22 June 2017, for re-election to the Supervisory Board.

A ranking of the votes of the persons proposed for the election will be withheld.

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 ("Fit & Proper Circular letters") and to the internal Fit & Proper Directive of the Company. The evaluation of the proposed nominee was positive.

The nominees have 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 2017).

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

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received by the Company in text form on or before 12 June 2017 and must be available on the Company's website on 14 June 2017, otherwise the person concerned shall not be included in the elections. 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 2017).