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**INFORMATION ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO
SEC. 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT
(AKTIENGESETZ)**

**A. Adding items to the agenda pursuant to sec. 109 of the Stock
Corporation Act**

Shareholders whose shares individually or in aggregate equal at least **5% of the share capital** and who prove that they have held these shares for at least three months prior to submission of the request (as to establishing proof, see below) may request in writing that items be added to the agenda of this General Meeting and that an announcement be made in this respect, provided that said request is received by the Company in writing (signature required) at Raiffeisen Bank International AG, Attn. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria, no later than **31 May 2018**.

A proposed resolution and a statement specifying the reasons for the proposal must accompany each requested agenda item. Each proposed resolution must (also) be submitted in the German language.

Submission of a deposit certificate (*Depotbestätigung*) pursuant to sec. 10a of the Stock Corporation Act which certifies that the shareholder submitting the request has held his/her shares (5% of the share capital) for an uninterrupted period of at least three months prior to its submission and which, at the time of its submission to the Company, must not be more than seven days old, is required as proof of share ownership. Where there are several shareholders holding shares which only equal the required 5% when taken together, or in case of more than one deposit certificate for shares which only equal the required 5% when taken together, the deposit certificates must refer to the same effective date. With respect to the other requirements related to deposit certificates, reference is made to the information under Section D.

**B. Resolutions proposed by shareholders pursuant to sec. 110 of the Stock
Corporation Act**

Shareholders whose shares individually or in aggregate equal **1% of the share capital** of the Company may submit to the Company proposals for resolutions in respect of each agenda item and a statement specifying the reasons for the proposal and request that these proposals be made available on the Company's website as stated in the company register together with the names of the shareholders in question, the accompanying statements of reasons for the proposals and any statements issued by the Management Board and Supervisory Board, provided that said request is made in text form and received by the Company no later than **12 June 2018** either

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by **fax**: +43 (0)1 8900 500 83,
by **e-mail**: anmeldung.rbi@hauptversammlung.at,
such request to be attached to the e-mail as a scanned
attachment (e.g. pdf), or
by **mail or courier service**: Raiffeisen Bank International AG
c/o HV-Veranstaltungsservice GmbH, Köppel 60,
AT- 8242 St. Lorenzen/Wechsel

In the event of a **proposal for election of a person to the Supervisory Board** (item 7 on the agenda) the reasons to be attached are replaced by the statements of the nominee pursuant to sec. 87 para. 2 of the Stock Corporation Act. In these statements, the nominee must set out his/her professional qualifications, his/her professional or comparable roles, and any circumstances that may give rise to concerns with regard to potential conflicts of interest.

Information pursuant to sec. 110 para. 2. sub-para. 2 of the Stock Corporation Act

With respect to agenda item 7, "Election of a person to the Supervisory Board", and a potential associated nomination by shareholders pursuant to sec. 110 of the Stock Corporation Act, the following information is provided by the Company:

The Supervisory Board of Raiffeisen Bank International AG currently consists of twelve members elected by the General Meeting (shareholder representatives) and six members delegated by the staff council pursuant to sec. 110 of the Austrian Labor Constitution Act (*Arbeitsverfassungsgesetz, ArbVG*). Nine of the twelve shareholder representatives are men and three are women. Four of the six employee representatives are men and two are women. The Supervisory Board therefore currently consists of thirteen men and five women and fulfills the minimum proportion of female representatives pursuant to sec. 86 para. 7 of the Stock Corporation Act.

It is reported that no objection pursuant to sec. 86 para. 9 of the Stock Corporation Act has been raised either by the majority of the shareholders' representatives or by the majority of the employees' representatives and that, as a result, there is no separate fulfilment, but rather joint fulfilment of the minimum proportion of female representatives pursuant to sec. 86 para. 7 of the Stock Corporation Act.

If there is no increase in the number of Supervisory Board members within the scope of the Articles of Association in relation to agenda item 7, "Election of a person to the Supervisory Board", in the event of a potential nomination by shareholders, if the nomination is accepted it must be ensured that of the eighteen Supervisory Board members at least five are women.

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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 and internationality as well as professional reliability.

Further, any proposed member has to fulfil on a permanent basis the requirements pursuant to sec. 28a para 5 of the Banking Act (*Bankwesengesetz, BWG*) regarding the professional suitability, practical experience, personal reliability and adequate availability of the members of the Supervisory Board. Sec 28a para 3 of the Banking Act determines additional requirements for the Chairman of the Supervisory Board.

Submission of a deposit certificate pursuant to sec. 10a of the Stock Corporation Act which, at the time of its submission to the Company, must not be more than seven days old, is required as proof of share ownership for the purposes of exercising these shareholder rights. Where there are several shareholders holding shares which only equal the required 1% when taken together, or in case of more than one deposit certificate for shares which only equal the required 1% when taken together, all deposit certificates must refer to the same effective date. With respect to the other requirements related to deposit certificates, reference is made to the information under Section D.

The Company shall make any received proposed resolution available on its website no later than the second working day following receipt, unless

- it contains no reasons or the statement according to sec. 87 para. 2 of the Stock Corporation Act is not provided (sec. 110 para. 4 sub-para. 1 of the Stock Corporation Act),
- it would lead to a resolution by the General Meeting which is unlawful or in contradiction to the Articles of Association (sec. 110 para. 4 sub-para. 2 of the Stock Corporation Act),
- a similar proposal based on the same circumstances is already accessible for the shareholders (sec. 110 para. 4 sub-para. 3 of the Stock Corporation Act),
- the proposal qualifies as slander (sec. 111 of the Austrian Penal Code [*Strafgesetzbuch*]) or libel (sec. 115 of the Austrian Penal Code) or the Management Board would become liable to prosecution for making the proposal accessible (sec. 110 para. 4 sub-para. 4 of the Stock Corporation Act), or
- the shareholders indicate that they will not attend the General Meeting and will not be represented by a third party (sec. 110 para. 4 sub-para. 5 of the Stock Corporation Act).

The Company does not have to make the reasons available if they contain more than 5,000 characters in total or if and to the extent that they fulfil one of the elements according to sec. 110 para. 4 sub-para. 4 of the Stock Corporation Act listed above. If several shareholders deliver resolution proposals for the same item of the agenda, the Management Board may summarize the resolution proposals and their reasons.

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A vote only needs to be held on a proposed resolution which has been published on the Company's website in accordance with sec. 110 of the Stock Corporation Act, if the proposed resolution is repeated at the General Meeting in the form of a proposal.

Furthermore, each proposed resolution must (also) be submitted in the German language.

C. Record date and participation in the General Meeting

Record date pursuant to sec. 111 of the Stock Corporation Act

The right to participate in the General Meeting and to exercise voting rights and other shareholder rights which are to be exercised during the course of the General Meeting depends on the ownership of shares at the end of the 10th day prior to the General Meeting, which is **Monday, 11 June 2018**, 12:00 p.m. (CEST), (**record date**).

Only those who are shareholders on the record date and are able to provide the Company with proof of this are entitled to participate in the General Meeting (reference is made to this information under Section D.).

Proof of share ownership

All bearer shares of the Company are deposited on securities accounts. Share ownership on the record date is to be proven by means of a deposit certificate pursuant to sec. 10a of the Stock Corporation Act, which must be received by the Company no later than **18 June 2018**, 12:00 p.m. (CEST) solely at one of the following communication channels and following communication channels and addresses:

- (i) for the transmission of the deposit certificate in text form
by **mail or courier service**: Raiffeisen Bank International AG
c/o HV-Veranstaltungsservice GmbH, Köppel 60,
AT- 8242 St. Lorenzen/Wechsel
by **e-mail** an electronic document in PDF format with a qualified electronic signature:
anmeldung.rbi@hauptversammlung.at
by **SWIFT**: RZBAATWWXXX
Message Type MT598 or MT599; add "HV RBI" in
field 20 and "ISIN AT0000606306" in field 77E or
79
- (ii) for the transmission of the deposit certificate in text form and pursuant to sec. 15
para. 2 of the Article of Associations

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by **fax**: +43 (0)1 8900 500 83,
by **e-mail**: anmeldung.rbi@hauptversammlung.at,
with the scanned deposit certificate attached to the e-mail (e.g. pdf)

D. Deposit certificate pursuant to sec. 10a of the Stock Corporation Act

The deposit certificate must be issued by the depositary credit institution, which must have its registered office in a Member State of the European Economic Area or in a full Member State of the OECD in German or English, and it must contain the following:

- Information on the issuer: name/company name and address or any code normally used in communications between credit institutions (SWIFT);
- Information on the shareholder: name/company name, address, date of birth for natural persons, register and register number for legal entities, where applicable;
- Information on the shares: number of shares held by the shareholder, ISIN AT0000606306;
- Deposit number or, if not available, any other relevant reference or identifier;
- Express declaration that the deposit certificate relates to the aforementioned record date of **11 June 2018**, 12:00 p.m. (CEST).

Submission of the deposit certificate serves at the same time as registration for the General Meeting.

Shareholders should note that shares do not become non-tradable either as a result of registration for the General Meeting or through the submission of a deposit certificate. Therefore, shareholders can continue to dispose of their shares, without restriction, even after they have successfully registered for the General Meeting and/or submitted a deposit certificate.

E. The right to information pursuant to sec. 118 of the Stock Corporation Act

Upon request, each shareholder must be provided with information, in accordance with sec. 118 of the Stock Corporation Act, regarding the affairs of the company at the General Meeting insofar as said information is necessary for the proper assessment of an agenda item. The obligation to provide information extends to the company's legal and commercial relations with an affiliated company. If the consolidated financial statements and the consolidated management report are submitted to the General Meeting of a parent company (sec. 189a para. 6 of the Austrian Code of Enterprises [*Unternehmensgesetzbuch*]), the obligation to provide information shall also extend to the condition of the group of companies as well as of the companies included in the consolidated financial statements.

The information must be in keeping with the principles of diligent and accurate accountability. Information may be refused if and to the extent that the information – based

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on a reasonable economic assessment – could cause a material disadvantage to the company or an affiliated company, or where providing such information would constitute a criminal offence. Furthermore, information may be refused if and to the extent that the information has continuously been accessible in the form of questions & answers on the homepage of the company (www.rbinternational.com) for a period of at least seven days prior to the beginning of the General Meeting. The reason for such a refusal to give information must be indicated.

F. Information regarding the right of shareholders to propose resolutions at the General Meeting pursuant to sec. 119 of the Stock Corporation Act

Every shareholder is entitled to propose resolutions at the General Meeting with respect to each item on the agenda.

The following has to be considered regarding elections to the Supervisory Board:

Any proposal of a shareholder to elect a person to the Supervisory Board requires the timely submission of the relevant resolution proposal pursuant to sec. 110 of the Stock Corporation Act. The wording of any such proposal by shareholders regarding the election to the Supervisory Board pursuant to sec. 110 of the Stock Corporation Act and of the statement pursuant to sec. 87 para. 2 of the Stock Corporation Act regarding each proposed person must be delivered to the Company in writing not later than 12 June 2018. They must be published by the Company on the Company's website registered at the companies register not later than 14 June 2018, otherwise the relevant person cannot be considered for the election.

G. Information on data protection pursuant to General Data Protection Regulation

Raiffeisen Bank International AG ("RBI") processes the personal data of shareholders or their proxies and other persons attending the General Meeting (the "participants"), in particular name, address, date of birth, securities account number, number of shares, share class if applicable and voting card number, on the basis of the applicable data protection laws and the Stock Corporation Act in order to enable them to exercise their rights at the General Meeting.

RBI receives this data from sources including the custodian bank forms or from the participants themselves when registering for the General Meeting, ordering admission tickets and/or appointing proxies. In principle, the participants are obliged to provide RBI with the necessary information. The processing of participants' personal data is necessary for participation in the General Meeting and for its proper preparation, execution and related activities following the General Meeting. The service providers and data processors commissioned by RBI for the purpose of organizing the General Meeting (including in

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particular IT and back-office service providers such as HV-Veranstaltungsservice GmbH, a company based at AT-8242 St. Lorenzen am Wechsel, Köppel 60), receive from RBI only those personal data which are necessary for the execution of the service commissioned and process these data solely in accordance with RBI's instructions. In compliance with its legal obligations, RBI also passes on the personal data of shareholders and their proxies to public authorities, the commercial register, etc.

Participants' data will be deleted at the end of the applicable statutory periods. In addition to statutory retention and documentation periods, the statutory limitation periods, in particular in accordance with the Austrian Civil Code (ABGB), which in certain cases can be up to 30 years, must be taken into account for the storage period.

All participants have the right to information, correction, deletion or restriction of the processing of personal data concerning them, the right of objection to the processing and the right to data transferability in accordance with the conditions of data protection law.

Further information on data protection can be found on the company's website at www.rbinternational.com (Investors/Events/Annual General Meeting 2018).