

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

I N V I T A T I O N

to the shareholders for the

ANNUAL GENERAL MEETING

of

Raiffeisen Bank International AG

commercial register of the Commercial Court of Vienna under FN 122119 m
ISIN AT0000606306

which will be held on Thursday, 21 June 2018 at 10:00 a.m. (CEST)
at the Wiener Stadthalle, hall F,
Roland-Rainer-Platz 1, 1150 Vienna, Austria.

A. AGENDA

1. Presentation of the approved annual financial statements, including the management report, the proposal for the utilization of profit, the consolidated financial statements, consolidated management report each as at 31 December 2017, the separate non-financial report and the report of the Supervisory Board for the 2017 financial year as well as the Management Board's Corporate Governance Report.
2. Resolution on the utilization of net profit, as shown in the annual financial statements as at 31 December 2017.
3. Resolution on the release of the members of the Management Board from liability for the 2017 financial year.
4. Resolution on the release of the members of the Supervisory Board from liability for the 2017 financial year.
5. Resolution on the amount of remuneration to be paid to the members of the Supervisory Board and the members of the Advisory Council.
6. Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2019 financial year.
7. Election of one person to the Supervisory Board.
8. Resolution to authorize the purchase and, if applicable, redemption of own shares pursuant to sec. 65 para. 1 sub-para. 8 and para. 1a and para. 1b of the Stock Corporation Act (Aktiengesetz) and, subject to the consent of the Supervisory Board, to

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sell own shares by other means than via the stock exchange or through a public offering, with exclusion of the subscription rights of shareholders.

9. 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.

B. DOCUMENTS RELATED TO THE GENERAL MEETING

The following documents in particular will be available on the Company's website at www.rbinternational.com (Investors/Events/Annual General Meeting 2018) no later than on **31 May 2018**:

- Annual financial statements for 2017, including the management report;
- Corporate Governance Report 2017;
- Consolidated financial statements 2017, including the consolidated management report;
- Proposal for the utilisation of profit;
- Separate non-financial report;
- Report of the Supervisory Board for the 2017 financial year;
- Proposed resolutions for items 2 to 9 on the agenda;
- Statement of the nominee for the election to the Supervisory Board with respect to item 7 on the agenda, pursuant to sec. 87 para. 2 of the Stock Corporation Act and sec. 41 para. 4 sub-para. 3 of the Banking Act (*Bankwesengesetz*), including Curriculum Vitae;
- Report of the Board of Management regarding item 8 on the agenda;
- Complete text of this convocation;
- Forms for granting and revoking a proxy pursuant to sec. 114 of the Stock Corporation Act (*Aktiengesetz*).

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 (**record date**). This record date is **11 June 2018**, 12:00 p.m. (CEST). Only those, who are shareholders on the record date and are able to provide the Company with proof of this, are entitled to participate at the General Meeting.

Proof of share ownership

All bearer shares of the Company are deposited bearer shares. Share ownership on the record date is to be proven by the submission of a **deposit certificate**

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(Depotbestätigung) 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 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 Articles of Association
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)

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 used between credit institutions (SWIFT);
- Information on the shareholder: name/company name, address, date of birth for natural persons, register and register no. for legal entities, where applicable;
- Information on the shares: number of shares held by the shareholder, ISIN AT0000606306;
- Deposit no. 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.

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D. REFERENCE TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO
SECTIONS 109, 110 AND 118 OF THE STOCK CORPORATION ACT

Requesting additional agenda items

Shareholders whose shares equal individually or in aggregate **5% of the share capital** of the Company 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 is made in this respect, provided that said request is received by the Company in writing (signature required) no later than **31 May 2018** at Raiffeisen Bank International AG, Attn. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria. 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 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 of the Company) for an uninterrupted period of at least three months prior to its submission. This deposit certificate must not be more than seven days old at the time of its submission to the Company. 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 C.

Proposals for resolutions

Shareholders whose shares equal individually or in aggregate **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 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 by fax to +43 (0)1 8900 500 83, by e-mail to 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 to Raiffeisen Bank International AG, Attn. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria.

In case of a proposal for an election of one person to the Supervisory Board (item 7 on the agenda) the reasons to be attached are replaced by the statements of the Supervisory

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Board nominee pursuant to sec. 87 para. 2 of the Stock Corporation Act. In this statement, the nominee must set out his/her expert qualifications, his/her professional or similar experience, and any and all circumstances that may give rise to concerns with regard to potential conflicts of interest, and declare to be committed to legal values. Every proposed resolution must (also) be submitted in the German language.

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

With respect to agenda item 7 "Election of one person to the Supervisory Board" and a potential election proposal by shareholders pursuant to sec. 110 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.

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 C.

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Right to information

Information regarding the affairs of the Company must be provided to each shareholder at the General Meeting upon request insofar as said information is necessary for the proper assessment of an item on the agenda. Information may be refused if and to the extent that the information – based on a reasonable entrepreneurial assessment – could cause a material disadvantage to the Company or an affiliated company, or where providing such information would constitute a criminal offence.

In order to safeguard the economy of the meeting, questions whose answers require a longer preparation time, may be submitted in good time before the General Meeting by fax +43 (0)1 8900 500 83, by e-mail to hauptversammlung@rbinternational.com or by mail to Raiffeisen Bank International AG, Attn. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria.

Further information on shareholders' rights pursuant to sec. 109, sec. 110, sec. 118 and sec. 119 of the Stock Corporation Act as well as information on data protection can be found on the Company's website www.rbinternational.com (Investors/Events/Annual General Meeting 2018).

E. REPRESENTATION BY PROXY

Every shareholder entitled to participate in the General Meeting has the right to appoint a proxy to act on his/her behalf at the General Meeting and who shall have the same rights as the shareholder he/she represents.

The proxy must be issued to a specific person (either a natural person or a legal entity) in text form. More than one person can be authorised. If a shareholder has granted a proxy to the bank where he/she has deposited his/her shares, it is sufficient for the bank to provide the Company with a declaration that it has been granted a proxy, in addition to submitting the deposit certificate. For the transmission of such declarations sec. 10a para. 3 of the Stock Corporation Act shall apply *mutatis mutandis*.

Unless the proxy is submitted personally at the registration desk on the day of the General Meeting, it must be received by the Company at one of the addresses listed below no later than **19 June 2018**:

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

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The IVA (Austrian Shareholder Association), Feldmühlgasse 22, 1130 Vienna, Austria, is offering a special service for the shareholders whereby an independent proxy will exercise voting rights at the General Meeting. Shareholders who are interested in making use of such a service can contact Michael Knap directly on +43 (0)664 2138740 (mobile) or by e-mail: michael.knap@iva.or.at. The proxy document is to be sent to the Company as described above also in case an independent shareholder representative from IVA receives authorisation. Any instructions shall only be given to IVA directly.

The general proxy form and a form for revoking a proxy will be sent to you upon request, and they are also available on the Company's website at www.rbinternational.com (Investors/Events/Annual General Meeting 2018).

Shareholders are able to exercise voting rights at the Annual General Meeting in person also after granting proxy. Personal attendance at the Annual General Meeting will be considered as a revocation of any previous granted proxy.

The aforementioned provisions for issuing a proxy shall apply *mutatis mutandis* to the revocation of proxies.

F. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time the invitation to the General Meeting was issued, the share capital of the Company was EUR 1,003,265,844.05, divided into 328,939,621 bearer shares carrying voting rights (no par value shares). Each share confers the right to one vote. With effective date 18 May 2018 the Company and its subsidiaries hold 322,312 own shares. The Company has no rights in respect of these shares; shares owned by the Company do not confer any voting rights.

With effective date 18 May 2018 the total number of shares which grant the holder the right to participate at the General Meeting and voting rights amounted to 328,617,309. There are no other classes of shares.

G. ACCESS TO THE GENERAL MEETING

To ensure uncomplicated access and to avoid delays, shareholders are kindly requested to arrive in good time before the General Meeting is due to start and to identify themselves at the registration desk by presenting a valid official photo identification (i.e. driving licence, passport, identity card).

Voting cards can be collected from 9:00 a.m. (CEST) onwards.

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The Company reserves the right to confirm the identity of those individuals attending the General Meeting. Should it not be possible to confirm a person's identity, access to the General Meeting can be refused.

If you are going to be attending the General Meeting as a proxy, please bring the proxy form with you in addition to official photo identification. If the original proxy form has already been sent to the Company or the representative (to the addresses specified under Section E), please bring a copy of the proxy with you to the General Meeting to ensure uncomplicated access.

Vienna, May 2018

The Management Board
of
Raiffeisen Bank International AG