

Resolution and Voting results of the Annual General Meeting of Raiffeisen Bank International AG on 21 June 2018

The share capital of Raiffeisen Bank International AG is EUR 1,003,265,844.05 and is divided in 328,939,621 bearer shares carrying voting rights (no par value shares).

Item 1 on the agenda: 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.

No resolution is required on this item on the agenda.

Item 2 on the agenda: Resolution on the utilization of net profit, as shown in the annual financial statements as at 31 December 2017.

Resolution:

„The net profit shown in the annual financial statements of the Company as at 31 December 2017 in the amount of EUR 205,256,205.45 is utilised as follows, in accordance with the present proposal of the Management Board:

1. A dividend in the amount of EUR 0.62 per ordinary share shall be distributed on the ordinary shares carrying dividend rights, translating to a maximum amount of EUR 203,942,565.02 available for distribution. The Company is not entitled to dividends from own shares.
2. The remaining net profit shall be carried forward.
3. The dividend shall be paid out on 2 July 2018 via the respective depository bank of the shareholders entitled to dividends.”

Presence: 1,453 shareholders with 253,988,819 votes

Number of shares for which valid votes have been cast: 253,988,819

Percentage of the share capital represented by these votes: 77.21 %

Total number of valid votes cast: 253,988,819

YES-votes: 1,453 shareholders with 253,988,819 votes

NO-votes: 0 shareholders with 0 votes

Abstentions: 0 shareholders with 0 votes

Item 3 on the agenda: Resolution on the release of the members of the Management Board from liability for the 2017 financial year.

Resolution:

„The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2017 financial year.“

Presence: 1,453 shareholders with 253,988,819 votes
Number of shares for which valid votes have been cast: 240,693,950
Percentage of the share capital represented by these votes: 73.17 %
Total number of valid votes cast: 240,693,950
YES-votes: 284 shareholders with 216,425,137 votes
NO-votes: 1,004 shareholders with 24,268,813 votes
Abstentions: 165 shareholders with 13,294,869 votes

Item 4 on the agenda: Resolution on the release of the members of the Supervisory Board from liability for the 2017 financial year.

Resolution:

„The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2017 financial year.“

Presence: 1,453 shareholders with 253,988,819 votes
Number of shares for which valid votes have been cast: 240,693,950
Percentage of the share capital represented by these votes: 73.17 %
Total number of valid votes cast: 240,693,950
YES-votes: 280 shareholders with 216,371,257 votes
NO-votes: 1,008 shareholders with 24,322,693 votes
Abstentions: 165 shareholders with 13,294,869 votes

Item 5.1. on the agenda: Resolution on the amount of remuneration to be paid to the members of the Supervisory Board.

Resolution:

„1. Unless the General Meeting resolves otherwise in the future, the elected members of the Supervisory Board will receive the following remuneration each year, starting with the 2017 financial year:

- for the Chairman of the Supervisory Board: EUR 120,000.00
- for the Deputy Chairmen of the Supervisory Board: EUR 90,000.00 each

- for every other elected member of the Supervisory Board: EUR 60,000.00 each
- for the Chairmen of the Audit Committee and the Risk Committee: EUR 10,000.00 each

Depending on the duration of the respective Supervisory Board mandate, the annual remuneration for the respective financial year is allocated either on a pro rata basis or in full.

Each elected Supervisory Board member is additionally granted an attendance fee of EUR 1,000.00 for attending a meeting."

Presence: 1,455 shareholders with 253,989,919 votes
Number of shares for which valid votes have been cast: 250,096,463
Percentage of the share capital represented by these votes: 76.03 %
Total number of valid votes cast: 250,096,463
YES-votes: 1,439 shareholders with 250,024,330 votes
NO-votes: 13 shareholders with 72,133 votes
Abstentions: 3 shareholders with 3,893,456 votes

Item 5.2. on the agenda: Resolution on the amount of remuneration to be paid to the members of the Advisory Council.

Resolution:

„2. Unless the General Meeting resolves otherwise in the future, the members of the Advisory Council will receive the following remuneration each year, starting with the 2017 financial year:

- for the Chairman of the Advisory Council: EUR 25,000.00 (excl. VAT)
- for the Deputy Chairman of the Advisory Council: EUR 20,000.00 (excl. VAT)
- for every other member of the Advisory Council: EUR 15,000.00 (excl. VAT) each.

Each member of the Advisory Council is additionally granted an attendance fee of EUR 1,000.00 (excl. VAT) for attending a meeting.

Depending on the duration of the respective Advisory Council mandate, the annual remuneration for the respective financial year is allocated either on a pro rata basis or in full."

Presence: 1,455 shareholders with 253,989,919 votes
Number of shares for which valid votes have been cast: 250,049,749
Percentage of the share capital represented by these votes: 76.02 %
Total number of valid votes cast: 250,049,749

YES-votes: 1,446 shareholders with 250,049,312 votes
NO-votes: 2 shareholders with 437 votes
Abstentions: 7 shareholders with 3,940,170 votes

Item 6 on the agenda: Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2019 financial year.

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 2019 financial year.“

Presence: 1,456 shareholders with 253,989,942 votes
Number of shares for which valid votes have been cast: 253,989,942
Percentage of the share capital represented by these votes: 77.21 %
Total number of valid votes cast: 253,989,942
YES-votes: 1,388 shareholders with 253,224,534 votes
NO-votes: 68 shareholders with 765,408 votes
Abstentions: 0 shareholders with 0 votes

Item 7 on the agenda: Election of one person to the Supervisory Board.

Resolution:

„Ms. Andrea Gaal is elected to the Supervisory Board of Raiffeisen Bank International AG, until the end of the General Meeting resolving on the release from liability for the 2022 financial year.“

Presence: 1,456 shareholders with 253,989.742 votes
Number of shares for which valid votes have been cast: 249,864,069
Percentage of the share capital represented by these votes: 75.96 %
Total number of valid votes cast: 249,864,069
YES-votes: 1,413 shareholders with 248,758,088 votes
NO-votes: 35 shareholders with 1,105,981 votes
Abstentions: 8 shareholders with 4,125,673 votes

Item 8 on the agenda: 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 sell own shares by other means than via the stock exchange or through a public offering, with exclusion of the subscription rights of shareholders.

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 20 December 2020.

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.

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 20 June 2023.

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 16 June 2016 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: 1,454 shareholders with 253,988,258 votes
Number of shares for which valid votes have been cast: 250,068,018
Percentage of the share capital represented by these votes: 76.02 %
Total number of valid votes cast: 250,068,018
YES-votes: 1,391 shareholders with 249,086,910 votes
NO-votes: 58 shareholders with 981,108 votes
Abstentions: 5 shareholders with 3,920,240 votes

Item 9 on the agenda: 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.

Resolution:

„Therefore, the Management Board is authorised, for a term of 30 months as from the date of adopting this resolution, till 20 December 2020, 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 16 June 2016."

Presence: 1,454 shareholders with 253,988,258 votes
Number of shares for which valid votes have been cast: 250,077,653
Percentage of the share capital represented by these votes: 76.03 %
Total number of valid votes cast: 250,077,653
YES-votes: 1,398 shareholders with 249,039,322 votes
NO-votes: 53 shareholders with 1,038,331 votes
Abstentions: 3 shareholders with 3,910,605 votes