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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, 13 June 2019, 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 consolidated financial statements and consolidated management report, each as at 31 December 2018, and the proposal for the utilization of profit, the separate non-financial report and the report of the Supervisory Board for the 2018 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 2018.
3. Resolution on the release of the members of the Management Board from liability for the 2018 financial year.
4. Resolution on the release of the members of the Supervisory Board from liability for the 2018 financial year.
5. Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2020 financial year.
6. Election of one person to the Supervisory Board.
7. Resolution on the revocation of the authorization granted to the Management Board pursuant to sec. 169 of the Stock Corporation Act (authorized capital), and the creation of new authorized capital in return for contributions in cash and/or in kind with the possibility to exclude subscription rights, and on the corresponding amendment to Article 4 paragraph 5 of the Articles of Association.

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8. Resolution on the amendments to Article 4 and Article 15 of the Articles of Association.

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 2019) no later than on **23 May 2019**:

- Annual financial statements for 2018, including the management report;
- Consolidated financial statements for 2018, including the consolidated management report;
- Corporate Governance Report 2018;
- Proposal for the utilization of profit for the financial year 2018;
- Separate non-financial report for the financial year 2018;
- Report of the Supervisory Board for the financial year 2018;
- Proposed resolutions for items 2 to 8 on the agenda;
- Statement of the nominee for the election to the Supervisory Board with respect to item 6 on the agenda, pursuant to sec. 87 para. 2 of the Stock Corporation Act, including Curriculum Vitae;
- Report of the Management Board regarding item 7 on the agenda;
- Articles of Association showing the proposed amendments set out under items 7 and 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.

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 **3 June 2019**, 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** (Depotbestätigung) pursuant to sec. 10a of the Stock Corporation Act, which must be received by the Company

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no later than **7 June 2019**, 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 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 of natural persons, register and register no. of legal entities;
- 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 confirmation that the deposit certificate relates to the record date of **3 June 2019**, 12:00 p.m. (CEST).

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

Shareholders are not blocked by registering for the General Meeting or by submitting a deposit confirmation; shareholders can therefore continue to freely dispose of their shares after registration or submission of a deposit confirmation.

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D. REFERENCE TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO
SECTIONS 109, 110, 118 AND 119 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. This request must be received by the Company, at Raiffeisen Bank International AG, Attn. Elisabeth Klinger – Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria, in writing (signature required) no later than **23 May 2019**. A proposed resolution and a statement specifying the reasons for the proposal must accompany each requested agenda item.

Each resolution proposal must (also) be submitted in the German language.

Proof of shareholder status requires the submission of a deposit confirmation pursuant to sec. 10a of the Stock Corporation Act, confirming that the shareholders submitting the request (5% of the share capital) have held the shares continuously for 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 the 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 respective shareholders, the accompanying statements of reasons for the proposals and any statements issued by the Management Board and Supervisory Board, provided that this request is made in text form and received by the Company no later than **3 June 2019** either by fax to +43 (0)1 8900 500 83, by e-mail to anmeldung.rbi@hauptversammlung.at, with the request attached to the e-mail as a scanned attachment (e.g. pdf), or by mail or courier service to Raiffeisen Bank International AG, Attn. Elisabeth Klinger – Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria.

A proposed resolution that has been published on the Company's website pursuant to sec. 110 of the Stock Corporation Act may only be voted on if it is repeated as a motion at the General Meeting.

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Each resolution proposal must (also) be submitted in a German language version.

In the case of a proposal for election of one person to the Supervisory Board (item 6 on the agenda) the reasons to be attached are replaced by the statement of the Supervisory 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 circumstances that may give rise to concerns with regard to potential conflicts of interest, and declare to be committed to legal values. Such proposals must reach the Company in text form by 3 June 2019 at the latest and be made available by the Company on the Company's website by 5 June 2019 at the latest, failing which the person concerned may not be included in the vote.

With respect to agenda item 6 "Election of one person to the Supervisory Board" and a potential election proposal by shareholders pursuant to sec. 110 of the Stock Corporation Act, the following information is provided by the Company pursuant to sec. 110 para. 2 sub-para. 2 of the Stock Corporation Act:

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*). 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 quota 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 6, "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.

When electing Supervisory Board members, the General Meeting shall take into account the criteria laid down in sec. 87 para. 2a of the Stock Corporation Act, in particular the professional and personal qualifications of the members, the professionally balanced composition of the Supervisory Board, aspects of diversity and internationality as well as professional reliability. Further, each person proposed must meet the requirements for the

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professional suitability, experience, personal reliability and time availability of the members of the Supervisory Board pursuant to sec. 28a para. 5 of the Banking Act at all times. Sec. 28a para. 3 of the Banking Act lays down further 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 C.

Right to information

Pursuant to sec. 118 of the Stock Corporation Act, information regarding the affairs of the Company must be provided to each shareholder at the General Meeting upon request insofar as the information is necessary for the proper assessment of an item on the agenda.

The information must comply with the principles of conscientious and accurate accounting. The information request may be refused if, according to reasonable business judgment, it is likely to cause a substantial disadvantage to the Company or an affiliated company or if its disclosure would be punishable by law. A request for information may also be refused if the information was continuously available on the Company's website (www.rbinternational.com) in the form of questions and answers for at least seven days prior to the beginning of the General Meeting. The reason for the refusal to provide information must be given.

Each shareholder is entitled to make motions at the General Meeting for any item on the agenda (sec. 119 of the Stock Corporation Act).

In order to ensure the efficient management of the meeting, questions which have answers that 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. Elisabeth Klinger – Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria.

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.

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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 authorized. 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 **11 June 2019**:

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),
by **SWIFT**: RZBAATWWXXX
Message Type MT598 or MT599; enter "HV RBI" in field 20 and "ISIN AT0000606306" in field 77E or 79, or
by **mail or courier service**: Raiffeisen Bank International AG
c/o HV-Veranstaltungsservice GmbH, Köppel 60,
AT- 8242 St. Lorenzen/Wechsel

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 must also be sent to the Company as described above if an independent shareholder representative from IVA receives authorization. Any instructions must 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 2019).

Shareholders may exercise voting rights at the General Meeting in person also after granting proxy. Personal attendance at the General Meeting will be considered as a revocation of any previously granted proxy.

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

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F. INFORMATION FOR SHAREHOLDERS ON DATA PROCESSING

Raiffeisen Bank International AG 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, registration number of legal entities, securities account number, number of shares 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.

Raiffeisen Bank International AG receives this data from sources including depository credit institutions (deposit certificates) or from the participants themselves when registering for the General Meeting, when ordering admission tickets and/or appointing proxies. In principle, participants are obliged to provide Raiffeisen Bank International AG 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. Service providers and data processors commissioned by Raiffeisen Bank International AG for the purpose of organizing the General Meeting (including in particular IT as well as back office service providers such as HV-Veranstaltungsservice GmbH, Köppel 60, AT-8242 St. Lorenzen am Wechsel) receive from Raiffeisen Bank International AG only those personal data which are necessary for the execution of the service commissioned and process these data solely in accordance with Raiffeisen Bank International AG's instructions. In compliance with its legal obligations, Raiffeisen Bank International AG also passes on the personal data of shareholders and their proxies to public authorities such as the commercial register or Financial Market Authority.

The data of the participants will be anonymized or deleted after the end of the respective applicable legal periods. In addition to the legal storage and documentation periods resulting from the Austrian Commercial Code, the Federal Tax Code and the Austrian Banking Act, the legal limitation periods, which may in certain cases be up to 30 years according to the General Civil Code, must also be taken into account.

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.

Participants can exercise these rights with respect to RBI free of charge using the following contact details:

Raiffeisen Bank International AG
Group Data Privacy Office
Am Stadtpark 9, 1030 Vienna, Austria
datenschutz@rbinternational.com
+43 (0)1 71 707-8817

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Further information on data protection can be found on the Company's website at www.rbinternational.com (Investors/Events/Annual General Meeting 2019).

G. 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. As of 8 May 2019 the Company and its subsidiaries held 322,204 own shares. The Company has no rights in respect of these shares; shares owned by the Company do not confer any voting rights.

As of 8 May 2019 the total number of shares which grant the holder the right to participate at the General Meeting and carry voting rights amounted to 328,617,417. There are no other classes of shares.

H. 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 valid official photo identification (i.e. driving licence, passport, identity card).

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

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 2019

The Management Board
of
Raiffeisen Bank International AG