

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

**ANNUAL GENERAL MEETING  
of  
RAIFFEISEN BANK INTERNATIONAL AG  
on 13 June 2019**

**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 net profit shown in the annual financial statements of the Company as at 31 December 2018 in the amount of EUR 332,345,586.13 is utilized as follows, in accordance with the present proposal of the Management Board:

1. A dividend in the amount of EUR 0.93 per ordinary share shall be distributed for the ordinary shares carrying dividend rights, corresponding to a maximum amount of EUR 305,913,847.53 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 24 June 2019 through the respective depository bank of the shareholders entitled to dividends."

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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 Management Board of Raiffeisen Bank International AG are released from liability for the 2018 financial year."

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#### **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 of Raiffeisen Bank International AG are released from liability for the 2018 financial year."

**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 2020 financial year."

**Item 6 on the agenda**

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

**RESOLUTION**

"Mr. Martin Schaller 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 2023 financial year."

**RATIONALE**

Pursuant to Article 9 paragraph 1 of the Articles of Association, the Supervisory Board shall be composed of not less than three and not more than 15 members elected by the General Meeting.

Mr. Martin Schaller's term of office will end at the close of the General Meeting on 13 June 2019.

The Supervisory Board 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 Labor Constitution Act (*Arbeitsverfassungsgesetz*). With the expiration of term of Mr. Martin Schaller's term of office with effect from the end of the General Meeting of 13 June 2019, one member should be elected in the forthcoming General Meeting in order to bring the number of Supervisory Board members back to twelve.

Raiffeisen Bank International AG is subject to sec. 86 para. 7 of the Stock Corporation Act and must comply with the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act. Of the twelve shareholder representatives, nine are men and three are women. Of the six employee representatives, four are men and two are women. The Supervisory Board therefore currently consists of thirteen men and five women, fulfilling the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act.

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, resulting in joint fulfilment of the minimum proportion of female

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representatives pursuant to sec. 86 para. 7 of the Stock Corporation Act rather than separate fulfilment.

The following election proposal for the re-election of Mr. Martin Schaller is in continued compliance with the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act.

Therefore the Supervisory Board nominates Mr. Martin Schaller for re-election to the Supervisory Board, for a term lasting until the end of the General Meeting resolving on the release from liability for the 2023 financial year.

The nominated candidate has been evaluated with respect to 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 and to the internal Fit & Proper Directive of the Company. The evaluation of the proposed nominee was positive.

Due to his many years of experience in banking, Mr. Martin Schaller has extensive knowledge and practical experience which enable him to constructively question and effectively monitor the decisions of the Management Board. Due to his many years as a member of the Supervisory Board of Raiffeisen Bank International AG, he has extensive and detailed knowledge of Raiffeisen Bank International AG and its subsidiaries. In his function as Chairman of the Risk Committee, Martin Schaller has in-depth knowledge of the risk profile and risk strategy of Raiffeisen Bank International AG. Further, his work as Deputy Chairman of the Supervisory Board of Raiffeisen Bank International AG is characterized by a high level of commitment. Martin Schaller is currently an active member of five of the six committees of the Supervisory Board and - with the exception of one meeting - attended all meetings of the Supervisory Board and its committees in the past financial year.

The nominee has made a statement pursuant to sec. 87 para. 2 of the Stock Corporation Act, which can be viewed on the Company's website at [www.rbinternational.com](http://www.rbinternational.com) (Investors/Events/Annual General Meeting 2019).

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 professional and personal qualification 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.

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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 for the respective nominee, must be received by the Company in text form by 3 June 2019 at the latest and made available on the Company's website on 5 June 2019, otherwise the person concerned may not be included in the vote. With regard to the details and requirements for the consideration of election proposals, reference is made to the convocation, which is available on the Company's website at [www.rbinternational.com](http://www.rbinternational.com) (Investors/Events/Annual General Meeting 2019).



**Item 7 on the agenda**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

**RESOLUTION**

- a) The portion not yet utilized of the authorization pursuant to sec. 169 of the Stock Corporation Act, granted to the Management Board at the General Meeting of the Company held on 4 June 2014, to increase the share capital with the approval of the Supervisory Board, if necessary in several tranches, by up to EUR 446,793,032.95 by issuing up to 146,489,519 new ordinary voting bearer shares in return for contributions in cash and/or in kind under partial exclusion of the statutory subscription right of the shareholders, including by way on indirect subscription rights through a credit institution pursuant to sec. 153 para. 6 of the Stock Corporation Act, and to determine the issuance price as well as the issuance terms in agreement with the Supervisory Board, within five years after the entry of the relevant amendment to the Articles of Association into the company register, shall be and hereby is revoked.
- b) At the same time, the Management Board shall be and hereby is authorized pursuant to sec. 169 of the Stock Corporation Act to increase the share capital with the approval of the Supervisory Board, if necessary in several tranches, by up to EUR 501,632,920.50 by issuing up to 164,469,810 new ordinary voting bearer shares in return for contributions in cash and/or in kind (including by way of indirect subscription rights through a credit institution pursuant to sec. 153 para. 6 of the Stock Corporation Act), and to determine the issuance price as well as the issuance terms in agreement with the Supervisory Board, within five years after the entry of the relevant amendment to the Articles of Association in the Commercial register. The credit institution to be commissioned to handle any indirect subscription right, if applicable, shall also be selected by the Management Board acting in agreement with the Supervisory Board, it being understood that also a company affiliated with the Company may be selected; in such case, however, the credit institution must be obligated to offer the new shares resulting from the capital increase to the shareholders entitled to subscribe to them. Furthermore, the Management Board shall be and hereby is authorized to exclude the statutory subscription right of the shareholders with the consent of the Supervisory Board (i) if the capital increase is in return for a contribution in kind or (ii) if the capital

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increase is in return for a contribution in cash and the shares issued under exclusion the subscription right of the shareholders, taken together, do not exceed 10% (ten percent) of the share capital of the Company (exclusion of the subscription right). The Supervisory Board or a committee authorized thereto by the Supervisory Board shall be and hereby is authorized to adopt amendments to the Articles of Association resulting from the utilization of the authorized capital.

- c) This authorization shall supersede the authorized capital currently provided for in Article 4 paragraph (5) of the Articles of Association. Article 4 paragraph (5) of the Articles of Association of the Company therefore shall be and hereby is amended to read as follows:

“(5) Pursuant to sec. 169 of the Stock Corporation Act, the Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital – if necessary in several tranches - by up to EUR 501,632,920.50 by issuing up to 164,469,810 new, ordinary voting bearer shares in return cash and/or non-cash contributions (including by way of indirect subscriptions rights through a credit institution pursuant to sec. 153 para. 6 of the Stock Corporation Act) within five years of registration of the corresponding amendment to the Articles of Association in the commercial register and to determine the issue price as well as the issuance terms in agreement with the Supervisory Board. The Management Board is also authorized, with the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders (i) if the capital increase in return for contribution in kind or (ii) if the capital increase is in return for contribution in cash and the shares issued to the exclusion of the subscription right do not in total exceed 10% (ten percent) of the Company's share capital (exclusion of the subscription right). The Supervisory Board or a committee authorized for this purpose by the Supervisory Board is authorized to resolve amendments to the Articles of Association resulting from the utilization of the authorized capital.”

### **RATIONALE**

The Annual General Meeting on 4 June 2014 authorized the Management Board, with the approval of the Supervisory Board, to increase the share capital by up to EUR 446,793,032.95 within five years of the entry of the corresponding amendment to the Articles of Association in the commercial register - if necessary in several tranches - by issuing up to 146,489,519 new ordinary voting bearer shares in return for cash (up to 10% of the company's share capital in the event of a cash capital increase) (authorized capital) and/or non-cash contributions with partial exclusion of the shareholders' statutory subscription rights (authorized capital) and to determine the issue price and conditions in

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agreement with the Supervisory Board. The Management Board has not made use of this authorization.

In the proposed new authorization, the Management Board of the Company shall again be given the opportunity to react quickly and flexibly to future changes in the economic situation.

Any partial exclusion of the subscription right in the event of a cash capital increase is intended to provide the Company with the greatest possible flexibility with regard to future capital requirements that may result from regulatory provisions or changes in the economic situation. The exclusion of shareholders' subscription rights enables the Company, for example, to address strategic investors directly and swiftly in the event of financing requirements in order to raise any necessary funds.

Furthermore, it is proposed that the Management Board be authorized to exclude shareholders' subscription rights in full or in part in the event of a capital increase in return contributions in kind. This option to exclude subscription rights is intended to enable the Management Board, with the approval of the Supervisory Board, to use the authorized capital as consideration for a contribution in kind, for the acquisition of companies, businesses, parts of businesses or shares in one or more companies in Austria or abroad or of other assets.

The Management Board considers such an exclusion of subscription rights to be appropriate and necessary because, without the exclusion of subscription rights, it would not be possible for the Company, if the need arises, to obtain financial resources relatively quickly and flexibly in order to meet future capital requirements or planned corporate goals or to use the authorized capital as consideration for a contribution in kind for the benefit of the Company and hence all of its all shareholders. In addition, issuance with exclusion of subscription rights often offers better conditions, as the potential for immediate placement can reduce the risk of price changes and also result in lower discounts to the issue price.

The Management Board has prepared a detailed written report pursuant to sec. 153 para. 4 of the Stock Corporation Act in conjunction with sec. 169 and 170 para 2 of the Stock Corporation Act on the proposed authorization to exclude subscription rights, which is attached to this proposed resolution and is available on the Company's website at [www.rbinternational.com](http://www.rbinternational.com) (Investors/Events/Annual General Meeting 2019).

The attached Articles of Association, which contain the proposed amendments, are for information purposes only.

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### **Item 8 on the agenda**

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolution:

#### **RESOLUTION**

"The Articles of Association of Raiffeisen Bank International AG shall be amended in Articles 4 and 15 as follows:

#### **§ 4 Share capital and shares**

Paragraph 6 shall be deleted without replacement and ceases to apply.

#### **§ 15 Participation and voting rights**

Paragraph 4 shall be deleted without replacement and ceases to apply."

#### **RATIONALE**

At the Annual General Meeting on 26 June 2013, a conditional capital increase was resolved upon and included in Article 4 (6) of the Articles of Association. The conditional capital can only be realized to the extent that an irrevocable conversion or subscription right is exercised, which the Company grants to the holders of convertible bonds issued on the basis of the resolution of the Annual General Meeting of 26 June 2013, and the Management Board does not resolve to allocate treasury shares.

The authorization to issue convertible bonds pursuant to sec. 174 para. 2 of the Stock Corporation Act expired unused on 27 July 2018. Since the above-mentioned conditional capital increase is only permissible for the exercise of conversion or subscription rights by holders of convertible bonds resolved upon on 26 June 2013 and no convertible bonds were issued under this authorization, the conditional capital increase can therefore no longer be carried out. The provision in Article 4 paragraph. 6 of the Articles of Association is therefore to be deleted.

The provision in Article 15 paragraph 4 of the Articles of Association must also be deleted, as the Company has no outstanding participation capital.

The attached Articles of Association, which contain the proposed amendments, are for information purposes only.