

Resolution and Voting results of the Annual General Meeting of Raiffeisen Bank International AG on 13 June 2019

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 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.

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 2018.

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.“

Presence: 1,508 shareholders with 255,099,589 votes

Number of shares for which valid votes have been cast: 255,099,589

Percentage of the share capital represented by these votes: 77.55 %

Total number of valid votes cast: 255,099,589

YES-votes: 1,508 shareholders with 255,099,589 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 2018 financial year.

Resolution:

„The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2018 financial year.“

Presence: 1,509 shareholders with 255,100,002 votes
Number of shares for which valid votes have been cast: 254,989,745
Percentage of the share capital represented by these votes: 77.52 %
Total number of valid votes cast: 254,989,745
YES-votes: 1,485 shareholders with 254,765,809 votes
NO-votes: 12 shareholders with 223,936 votes
Abstentions: 12 shareholders with 110,257 votes

Item 4 on the agenda: Resolution on the release of the members of the Supervisory Board from liability for the 2018 financial year.

Resolution:

„The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2018 financial year.“

Presence: 1,507 shareholders with 255,099,777 votes
Number of shares for which valid votes have been cast: 254,232,666
Percentage of the share capital represented by these votes: 77.29 %
Total number of valid votes cast: 254,232,666
YES-votes: 1,401 shareholders with 253,555,808 votes
NO-votes: 33 shareholders with 676,858 votes
Abstentions: 73 shareholders with 867,111 votes

Item 5 on the agenda: Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2020 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 2020 financial year.“

Presence: 1,508 shareholders with 255,099,787 votes
Number of shares for which valid votes have been cast: 255,099,787
Percentage of the share capital represented by these votes: 77.55 %
Total number of valid votes cast: 255,099,787
YES-votes: 1,427 shareholders with 253,315,243 votes
NO-votes: 81 shareholders with 1,784,544 votes
Abstentions: 0 shareholders with 0 votes

Item 6 on the agenda: Election of one person to the Supervisory Board.

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.“

Presence: 1,508 shareholders with 255,099,787 votes
Number of shares for which valid votes have been cast: 253,218,059
Percentage of the share capital represented by these votes: 76.98 %
Total number of valid votes cast: 253,218,059
YES-votes: 263 shareholders with 221,137,953 votes
NO-votes: 1,230 shareholders with 32,080,106 votes
Abstentions: 15 shareholders with 1,881,728 votes

Item 7 on the agenda: 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.

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 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."

Presence: 1,506 shareholders with 255,098,944 votes
Number of shares for which valid votes have been cast: 253,218,666
Percentage of the share capital represented by these votes: 76.98 %
Total number of valid votes cast: 253,218,666
YES-votes: 147 shareholders with 215,261,399 votes
NO-votes: 1,347 shareholders with 37,957,267 votes
Abstentions: 12 shareholders with 1,880,278 votes

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

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."

Presence: 1,507 shareholders with 255,098,249 votes
Number of shares for which valid votes have been cast: 255,097,879
Percentage of the share capital represented by these votes: 77.55 %
Total number of valid votes cast: 255,097,879
YES-votes: 1,506 shareholders with 255,097,879 votes
NO-votes: 0 shareholders with 0 votes
Abstentions: 1 shareholder with 370 votes