

PROXY

Annual General Meeting of Raiffeisen Bank International AG (RBI), 20 October 2020,
10.00 a.m., Raiffeisensaal, Am Stadtpark 9, 1030 Vienna

IMPORTANT NOTICE: This proxy does not constitute entitlement to personally attend the General Meeting. Please contact your depositary bank and ensure that the securities shown below are duly registered in good time by deposit certificate (record date: 10 October 2020) for participation in the Annual General Meeting.

If the authorization of the special proxy representative does not take place through the AGM portal (access on the Company's website ([Annual General Meeting 2020](#))), the completed authorization for the special proxy representative must arrive at one of the special proxy representative addresses shown below (by e-mail or post/courier) by **19 October 2020, 16:00 (CEST)** at the latest.

GRANTING OF PROXY pursuant to sec. 3 para. 4 COVID-19 Company Law Ordinance

Issuer of this proxy (shareholder)

First name, surname / company name

Address

Date of birth / register number

with securities account no. _____

at _____

Name and address of custodian bank

hereby grants proxy for _____ **no-par value shares (ISIN AT0000606306)**

(If this field is left blank, the proxy refers to all shares for which the deposit certificate was issued by the custodian bank on the record date.)

I/we authorize the following independent proxy voting representative to

- exercise the right to vote
- and exercise the right to submit a motion or raise an objection

Voting rights, the right to submit a motion and the right to raise an objection will only be exercised by way of instruction. If there is no instruction for a resolution proposal, the representative will abstain from voting. Please note that the special proxy representatives cannot be authorized to exercise the right to information. If more than one representative is marked, the authorization is treated as issued to the first named representative of those marked.

- Dr. Maria Brandstetter, Lawyer**
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- OR Dr. Michael Knap, c/o IVA – Interessenverband für Anleger**
Feldmühlgasse 22, 1130 Vienna, Mobile: +43 (0) 664 213 87 40, e-mail: knap.rbi@anmeldestelle.at
- OR Dr. Christian Temmel, MBA, Lawyer, c/o DLA Piper Weiss-Tessbach Rechtsanwälte GmbH**
Schottenring 14, 1010 Vienna, Tel: +43 (0) 1 531 78 1505, e-mail: temmel.rbi@anmeldestelle.at
- OR Mag. Gernot Wilfling, Lawyer, c/o Müller Partner Rechtsanwälte GmbH**
Rockgasse 6, 1010 Wien, Tel: +43 (0) 1 535 8008 27, e-mail: wilfling.rbi@anmeldestelle.at

If you are issuing this proxy authorization not as a shareholder but as the representative of a shareholder, please attach evidence of the authorization to represent them (proxy authorization issued by the shareholder, court appointment confirmation, etc.)

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It is possible to contact the representative by telephone or e-mail prior to the General Meeting. During the General Meeting, this is only possible through the AGM portal (Authorization and its modification or revocation).

The proxy representative is entitled to unilaterally refrain from submitting one or more motions if it/they are contrary to public decorum, constitute an abuse of rights or if according to the reasonable assessment of the representative it/they are likely to cause them a significant disadvantage or if the representative would be exposed to criminal liability as a result.

The representative is expressly exempted from restrictions from the prohibition of dual representation and self-dealing. He/she is expressly authorized to also represent other Company shareholders at the General Meeting.

SUB-PROXY

- The representative is entitled to delegate this authority to another person.
 The representative is not entitled to delegate this authority to another person.

VOTING INSTRUCTIONS

The representative is mandated to exercise voting rights or to arrange for voting rights to be exercised pursuant to the instructions listed below:

- yes
 no

PROPOSED RESOLUTIONS WITH RESPECT TO AGENDA ITEMS	in favor	against	abstention
ITEM 2: Resolution on the utilization of net profit, as shown in the annual financial statements as at 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 3: Resolution on the release of the members of the Management Board from liability for the 2019 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 4: Resolution on the release of the members of the Supervisory Board from liability for the 2019 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 5: Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2021 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 6: Election of Erwin Hameseder to the Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 6: Election of Klaus Buchleitner to the Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 6: Election of Reinhard Mayr to the Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 6: Election of Heinz Konrad to the Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 7: Resolution on the remuneration policy for the Management Board and Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 8: Resolution to authorize the purchase and, if applicable, the retirement of own shares pursuant to sec. 65 para. 1 sub-para. 8 as well as para. 1a and para. 1b of the Stock Corporation Act and authorization, subject to the consent of the Supervisory Board, to sell own shares by other means than on the stock exchange or through a public offering with exclusion of shareholders' subscription rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 10: Resolution on the authorization to issue convertible bonds pursuant to sec. 174 para. 2 of the Stock Corporation Act or contingent mandatory convertible bonds pursuant to sec. 26 of the Banking Act and the exclusion of subscription rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 11: Resolution on the establishment of conditional capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 12: Resolution on the amendments to Articles 4, 10, 14 and 15 of the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 13: Resolution on the demerger of the equity banking division (Equity Value Chain) from Raiffeisen Centrobank AG as transferring company through a proportional demerger through absorption by way of universal succession as of the demerger date of 30 June 2020 to Raiffeisen Bank International AG as acquiring company, with continuity of Raiffeisen Centrobank AG, without granting of shares in the acquiring company and approval of the demerger and takeover contract.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please clearly mark inside the box. In the event of no or unclear instructions for resolution proposals (e.g. both "in favor" and "against" boxes checked), the representative will abstain from voting. In the event of proxy authorization without instructions, there is no mandate and the representative will not act. If individual items are to be separately voted on for a resolution proposal, an instruction issued for this proposal correspondingly applies to each individual voting process. If additional or changed instructions are issued after submission of this form, the instructions issued here continue to apply insofar that they are not changed or revoked.

