



**Raiffeisen Bank
International**

Member of RBI Group

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C O N V O C A T I O N
AT0000606306202104220008

of 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 as a virtual assembly on Tuesday, 22 April 2021 at 10:00 a.m. (CEST)
at Raiffeisen Bank International AG, Raiffeisensaal,
Am Stadtpark 9, 1030 Vienna, Austria.

I. Conducting a virtual Annual General Meeting without the physical presence of shareholders

After careful consideration, the Management Board of Raiffeisen Bank International AG has decided to conduct this year's Annual General Meeting as a virtual meeting in view of the COVID-19 pandemic to protect shareholders and other participants. The Annual General Meeting of Raiffeisen Bank International AG will therefore be conducted on the basis of sec. 1 of the Federal Act concerning special measures in company law due to COVID-19 (COVID-19 Company Law Act (*Gesellschaftsrechtliches COVID-19-Gesetz* as amended) and the Ministry of Justice Regulation on the more detailed provisions for the conducting of meetings under company law without the physical presence of the participants and on passing resolutions in alternative ways (COVID-19 Company Law Ordinance (*Gesellschaftsrechtliche COVID-19-Verordnung* as amended), in the form of a **virtual assembly** by means of a one-way acoustic and optical connection in real time in accordance with sec. 3 para. 1 COVID-19 Company Law Ordinance **without the physical presence of the shareholders**.

It is expressly pointed out that - in contrast to the Annual General Meeting of the Company on 20 October 2020 and the option provided for in sec. 3 para. 4 COVID-19 Company Law Ordinance - special proxies pursuant to sec. 3 para. 4 COVID-19 Company Law Ordinance will not be proposed at the upcoming Annual General Meeting on 22 April 2021. This is because shareholders will be able to participate remotely (sec. 102 para. 3 sub-para. 2 Stock Corporation Act (*Aktiengesetz*) and vote remotely (sec. 102 para. 3 sub-para. 3 Stock Corporation Act and sec. 126 Stock Corporation Act) via the AGM portal.

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II. Participation of shareholders through the AGM portal and by granting authorization to special proxies

The Company is providing the **AGM portal** for the participation of shareholders in this year's Annual General Meeting. Shareholders can therefore participate in the virtual Annual General Meeting by electronic connection using individual access details through the **AGM portal** set up by the Company. In addition, shareholders are offered the opportunity to exercise their shareholder rights through one of the special proxies proposed by the Company in accordance with sec. 3 para. 4 COVID-19 Company Law Ordinance.

Detailed information on the organizational and technical requirements for participation in the virtual Annual General Meeting ("**Participation Information**") will be available from 1 April 2021 on the Company's website¹ at www.rbinternational.com/en/investors/events-overview/annual-general-meetings/annual-general-meeting-2021 in accordance with sec. 3 para. 3 in conjunction with sec. 2 para. 4 COVID-19 Company Law Ordinance.

III. Partial transmission of the Annual General Meeting on the Internet

The Annual General Meeting will be partially broadcast to the public on the Company's website from approximately 10.00 a.m. (CEST) from the beginning until the end of the presentation of agenda item 1 in accordance with sec. 3 para. 2 COVID-19 Company Law Ordinance in conjunction with sec. 102 para. 4 of the Stock Corporation Act.

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 2020, and the proposal for the utilization of profit, the separate non-financial report and the report of the Supervisory Board for the 2020 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 2020.

¹ All references to the Company's website that follow refer to www.rbinternational.com/en/investors/events-overview/annual-general-meetings/annual-general-meeting-2021



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3. Resolution on the release of the members of the Management Board from liability for the 2020 financial year.
4. Resolution on the release of the members of the Supervisory Board from liability for the 2020 financial year.
5. Resolution on the amount of remuneration to be paid to the members of the Supervisory Board.
6. Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2022 financial year.
7. Resolution on the report of the remuneration of the members of the Management Board and the Supervisory Board for the 2020 financial year (remuneration report 2020).

B. DOCUMENTS RELATED TO THE GENERAL MEETING

The following documents will be available on the Company's website by **1 April 2021** at the latest:

- Annual financial statements for 2020, including the management report;
- Consolidated financial statements for 2020, including the consolidated management report;
- Corporate Governance Report 2020;
- Proposal for the utilization of profit for the financial year 2020;
- Separate non-financial report for the financial year 2020;
- Report of the Supervisory Board for the financial year 2020;
- Proposed resolutions for items 2 to 7 on the agenda;
- Remuneration Policy for the members of the Management Board and Supervisory Board;
- Complete text of this convocation notice;
- Forms for granting and revoking a proxy pursuant to sec. 114 of the Stock Corporation Act as well as for special proxies;
- Information on the organizational and technical requirements for participation in the virtual Annual General Meeting in accordance with sec. 3 para. 3 in conjunction with sec. 2 para. 4 COVID-19 Company Law Ordinance ("Participation Information");
- Inquiry form



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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 tenth day prior to the General Meeting (**record date**). This record date is **12 April 2021**, 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 in 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 no later than **19 April 2021**, 12:00 p.m. (CEST) solely through or at one of the following communication channels and addresses:

(i) for the transmission of the deposit certificate in written form

by **mail or courier service**: Raiffeisen Bank International AG

c/o Link Market Services GmbH, Siebensterngasse 32-34, 1070 Vienna

by **e-mail** an electronic document in PDF format with a qualified electronic signature:

anmeldung.rbi@anmeldestelle.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 3750 215-99

by **e-mail**: anmeldung.rbi@anmeldestelle.at

with the deposit certificate attached to the e-mail (e.g. pdf)



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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;
- Securities account number, or, if not available, another relevant reference or identifier;
- Express confirmation that the deposit certificate relates to the record date of **12 April 2021**, 12:00 p.m. (CEST).

Submission of the deposit certificate serves at the same time as registration for the General Meeting. Registered shareholders in this convocation notice therefore refers to those shareholders whose deposit certificates have been received by the Company on a timely basis.

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

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 **1 April 2021** or, if sent by e-mail with a qualified electronic signature to the e-mail address anmeldung.rbi@anmeldestelle.at or by SWIFT to the address RZBAATWWXXX. "In writing" means signed by each applicant personally or by an authorized corporate representative or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, with Message Type MT598 or Type MT599, whereby it is essential to state "HV RBI" in field 20 and "ISIN AT0000606306" in field 77E or 79 in the text.



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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 certificate 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% of the share capital 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 together with a statement specifying the reasons for the proposal and request that these proposals be made available on the Company's website (as recorded in the commercial register) together with the names of the respective shareholders, the accompanying statements of reasons for the proposals and any statements issued by the Management Board or Supervisory Board, provided that this request is made in text form and received by the Company no later than **13 April 2021** either by fax to +43 (0) 1 3750 215-99, by e-mail to anmeldung.rbi@anmeldestelle.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. If declarations are required to be made in text form within the meaning of sec. 13 para. 2 of the Stock Corporation Act, the declaration must be submitted in a document or in another manner suitable for permanent reproduction in written characters, the person making the declaration must be named and the conclusion of the declaration must be made recognizable by the reproduction of the signed name or other means.

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

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



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the required 1% of the share capital when taken together, or in the 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.

AGM Portal

In the virtual Annual General Meeting of the Company on 22 April 2021, the Company's **AGM portal** will be available to shareholders for the exercise of voting rights and other shareholder rights. The AGM portal will be accessible on the Company's website as of the record date (12 April 2021, 12 p.m. (CEST)).

The AGM portal enables registered shareholders to:

- Participate in the Annual General Meeting by means of an acoustic and optical connection in real time
- Exercise their voting rights
- Submit a motion for a resolution
- Raise an objection
- Exercise the right to information
- Authorize a representative or a special proxy

Further information on participation through the AGM portal can be found in the Participation Information, which will be available as from 1 April 2021 on the Company's website.

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 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.



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Every shareholder can exercise his/her right to information and to speak during the Annual General Meeting through the AGM portal and may ask questions by telephone in real time during the Annual General Meeting.

A prerequisite for the exercise of the shareholders' right to information is proof of the right to participate (section C. of the convening notice).

Each shareholder is also invited to send his/her questions directly to the Company before the Annual General Meeting by e-mail to anmeldung.rbi@anmeldestelle.at. In order to identify shareholders, at the same time as questions are submitted information must be provided with regard to full name, date of birth or commercial register number (only for legal entities), the securities account number and the name of the credit institution maintaining the securities account, along with a copy of the signature (or other means of identification). Shareholders may use the question form available on the Company's website, which contains the aforementioned information for identification. The Company reserves the right to not answer questions that cannot be assigned to a shareholder. To preserve the economy of the meeting, questions requiring longer preparation can be sent to the above e-mail address in good time before the Annual General Meeting.

Please note that reasonable time restrictions may be specified by the Chairman during the Annual General Meeting.

Right to submit motions

Every shareholder is entitled to submit motions at the Annual General Meeting for each item on the agenda (sec. 119 Stock Corporation Act).

The point in time until which it is possible to submit a motion via the AGM portal will be determined by the Chairman during the virtual Annual General Meeting and announced in good time.

Further details on exercising these shareholder rights through the AGM portal can be found in the Participation Information, which can be accessed on the Company's website.

E. REPRESENTATION BY PROXY AND SPECIAL PROXIES IN ACCORDANCE WITH SEC. 3 PARA. 4 COVID-19 COMPANY LAW ORDINANCE

The proxy must be granted 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



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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 authorization is submitted through the AGM portal, it must be received by the Company at one of the addresses listed below no later than **21 April 2021 at 04:00 p.m. (CEST)**:

by **fax**: +43 (0) 1 3750 215-99,
by **e-mail**: anmeldung.rbi@anmeldestelle.at,
with the proxy authorization 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 Link Market Services GmbH, Siebensterngasse 32-
34, 1070 Vienna

As a special service, a representative of the Austrian Shareholder Association, (Interessenverband für Anleger) Feldmühlgasse 22, 1130 Vienna, Austria, will be available to shareholders as an independent proxy for the exercise of voting rights and other shareholder rights at the Annual General Meeting, but is not a special proxy in accordance with sec. 3 para. 4 COVID-19 Company Law Ordinance.

If interested, it is possible to contact Dr. Michael Knap directly before the Annual General Meeting under the mobile phone number: +43 (0)664 2138740 or by e-mail: knap.rbi@anmeldestelle.at. If the independent Austrian Shareholder Association proxy is granted authorization, the authorization, as described above, must also be sent to the Company or submitted through the AGM portal. In each instance, instructions must be given to the Austrian Shareholder Association for the exercise of the voting right. Without such explicit instructions, the voting right will not be exercised.

A form for granting proxy authorization and one for revocation of proxy authorization will be sent upon request and are available on the Company's website.

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

Further details on representation by proxy and special proxy representatives can be found in the Participation Information, which can be accessed on the Company's website.

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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, voting card number, e-mail address and where applicable telephone 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 requesting access details and/or appointing proxies and from input to the AGM portal. 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 Link Market Services GmbH, Siebensterngasse 32-34, 1070 Vienna) 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.

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 portability in accordance with the conditions of data protection law.

Participants can exercise these rights with respect to Raiffeisen Bank International AG 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 71 707-8603

Further information on data protection can be found on the Company's website.



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G. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time the convocation notice for the General Meeting was issued, the share capital of the Company was EUR 1,003,265,844.05, divided into 328,939,621 ordinary bearer shares carrying voting rights (no-par value shares). Each share confers the right to one vote. As of the effective date the Company and its subsidiaries held 429,920 own shares. The Company has no rights from these shares; shares owned by the Company and its subsidiaries do not confer any voting rights.

As of the effective date 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.

Vienna, March 2021

The Management Board
of
Raiffeisen Bank International AG