

# Information on the organizational and technical requirements for virtual participation in the Annual General Meeting of Shareholders of Raiffeisen Bank International AG on 30 March 2023

# I. <u>Conducting a hybrid General Meeting</u>

The Management Board of Raiffeisen Bank International AG has, with the approval of the Supervisory Board, decided to conduct this year's General Meeting as a hybrid meeting. Shareholders and other participants have the option of participating in the General Meeting either **in person or virtually** by participating remotely (sec. 102 para. 3 sub-para. 2 of the Stock Corporation Act (*Aktiengesetz*)) and voting remotely (sec. 126 of the Stock Corporation Act). Shareholders will also be offered the opportunity to ask their questions in real time at the General Meeting by video link and/or to issue a statement by video link, if they so wish.

It is expressly pointed out that special proxies pursuant to sec. 3 para. 4 COVID-19 Company Law Ordinance will not be proposed at the upcoming Annual General Meeting on 30 March 2023. This is because shareholders will be able to participate in person or 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.

# II. <u>Virtual shareholder participation through the AGM portal</u>

The Company's **AGM portal** is available to shareholders who are participating virtually for the exercise of voting rights and other shareholders' rights as from the **record date (20 March 2023, 12:00 a.m. (CET))** and can be accessed on the Company's website<sup>1</sup> at www.rbinternational.com/en/investors/events-overview/annual-general-meetings/ annual-general-meeting-2023.

The AGM portal is available to all shareholders whose deposit certificates have been received by the Company on a timely basis (see section C. of the convocation notice).

<sup>&</sup>lt;sup>1</sup> All references to the Company's website that follow refer to <u>www.rbinternational.com/en/investors/events-overview/annual-general-meetings/annual-general-meeting-2023</u>



Submission of the deposit certificate constitutes registration for the Annual General Meeting at the same time. Registered shareholders are therefore specified as those shareholders whose deposit certificates have been received by the Company on a timely basis.

The AGM portal enables registered shareholders to:

- participate in the Annual General Meeting through a real-time acoustic and optical two-way connection;
- exercise their voting rights;
- submit a motion for a resolution;
- raise an objection;
- exercise the right to information;
- authorize a representative.

The Annual General Meeting will be held in German. We offer simultaneous translation from German into English. Sign-language interpreters will also be available for the entire duration of the General Meeting.

### i. Requesting access data for the AGM portal

In order to participate virtually in the Annual General Meeting through the AGM portal, shareholders require **access data** (voting card number and access password). The access data can be requested as from the **record date** of **20 March 2023**, 12:00 a.m. (CET) as follows:

1. using an <b>electronic form</b>	which can be found on the Company's website and submitted to the Company using the " <b>Send</b> " button following completion of the form;
2. by <b>e-mail to</b>	anmeldestelle@computershare.de with the completed form attached to the e-mail (the PDF form can be downloaded from the website); or
3. by <b>telephone on</b>	+43 (0)1 717 07-1010 from Monday to Friday (except public holidays) between 09:00 a.m. and 05:00 p.m.

On requesting access data, the shareholder expressly states that following receipt of the access data only the registered shareholder and/or the authorized representative will have access to the AGM portal.



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However, the prerequisite for sending the access data to the shareholder for registration in the AGM portal is also the timely transmission of the deposit confirmation (see section C. of the convening notice). After receipt of the deposit confirmation, the access data for the AGM portal will be sent by e-mail to the e-mail address provided by the shareholder. In any case, shareholders or their custodian banks are requested to send the deposit confirmation as early as possible.

Deposit certificates may be submitted as from the record date (20 March 2023, 12:00 a.m. (CET)).

If the shareholder submits several deposit confirmations (e.g., due to several share deposits in his/her name), he/she will also receive a corresponding number of access data (voting card number and access password) for the AGM portal. The shareholder can use these access data to log in to the AGM portal several times using different internet browsers or browser tabs. If the shareholder wishes to exercise voting rights and other shareholder rights for which he/she has several access data combinations, the Company recommends using a separate internet browser for each access data combination.

In addition to the access data for participation, usage of the AGM portal and the exercise of shareholders' rights, shareholders need an internet connection and an internet-enabled device. In order to enable optimal visual and audio transmission of the Annual General Meeting, a stable internet connection with an adequate transmission speed is recommended.

#### ii. Participation and exercise of voting rights via the AGM portal

Provisions have been made to allow registered shareholders to vote on each announced proposal via the AGM portal.

Shareholders who have registered may participate in the Annual General Meeting by means of a real-time acoustic and optical two-way connection and exercise their voting rights.

As a result, registered shareholders will be able to submit their votes electronically from any location via the AGM portal.

According to the procedure for exercising voting rights offered by the Company, shareholders can only vote during the General Meeting until the point in time at which the shareholders who are attending physically cast their votes.



It is not possible to vote via the AGM portal prior to the General Meeting.

The period during which voting rights may be exercised via the AGM portal at the Annual General Meeting will be determined by the Chairman in the course of the Annual General Meeting and announced in good time.

For voting, a "**Vote**" button is provided in the AGM portal.

Once the Chairman announces that voting on the agenda items is open, the option of voting in the AGM portal will be created for registered shareholders by activating the "Vote" button. This allows shareholders to vote on all agenda items set out in the convocation in a single process, namely on the proposals of the Management Board and the Supervisory Board relating to all agenda items as motions for resolutions, as well as on any proposals from shareholders that have been read out as motions during the General Meeting.

For each motion, registered shareholders can vote YES, NO or abstain from voting via the AGM portal.

The results of the vote will be determined according to the so-called addition method, i.e., in which YES and NO votes are counted and evaluated. Those who do not cast any votes will not participate in or will abstain from the vote.

Registered shareholders must complete the voting process and submit their votes to the Company via the AGM portal in a single process.

After confirming their votes, registered shareholders will not be able to revoke the votes cast via the AGM portal during the voting process at the General Meeting.

# iii. Submission of motions for resolutions via the AGM portal

Each shareholder is entitled in the General Meeting to submit motions on any agenda item (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 course of the Annual General Meeting and announced in good time.

The "**Submit motion**" button in the AGM portal is provided for this purpose.



### iv. Shareholders' right to speak and to information via the AGM portal

For virtual participation in the Annual General Meeting, the shareholders' right to information and to speak pursuant to sec. 118 Stock Corporation Act may be exercised by shareholders themselves **exclusively electronically through the AGM portal, by e-mail or by video link (supported by a webcam and microphone) in real time.** 

For the exercise of the right to information through the AGM portal, the **"Submit question"** button is provided in the portal.

Moreover, shareholders are also invited to directly submit questions to the Company by e-mail<u>fragen.rbi@computershare.de.</u>

If shareholders wish to ask their question(s) by video link in real time at the Annual General Meeting, they must inform the Company of this in the AGM portal during the Annual General Meeting by using the button **"Register to speak"**. Shareholders are asked to register any interest in joining by video link via the AGM portal as soon as possible after the General Meeting has begun.

A window will open and shareholders will be required to enter a currently accessible e-mail address under the **video link** heading. A member of the Company's staff will send an e-mail containing an internet link to a video conferencing program and further instructions to the shareholder at the specified e-mail address. After launching the video conferencing program via the internet link, the shareholder will be invited by a member of the Company's staff to enter the virtual shareholder waiting room for the General Meeting. The quality of the video and audio transmission will be checked as to whether it is sufficient for a real-time video link to the broadcast of the Annual General Meeting. If this is the case, the chairman of the meeting will authorize the shareholder to be connected at a suitable point.

The technical requirement for a video link in real time is a stable internet connection on an internet-enabled device used by the shareholder, with an adequate transmission speed, a webcam and a microphone.

If the technical conditions are found to be inadequate for a video link, the shareholder may submit his/her question(s) by using the **"Submit question"** button in the AGM portal or by e-mail.



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In order to identify shareholders, at the same time as questions are submitted by e-mail information must be provided on 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 identification by other means). Joining by video link is only permissible if the shareholders or their proxies themselves appear and speak on camera.

Shareholders may use the inquiry form available on the Company's website for this purpose.

For the purpose of efficiency in the meeting proceedings, questions can be submitted to the above e-mail address on a timely basis prior to the Annual General Meeting. The Company reserves the right to not respond to questions which are not assignable to a shareholder.

The point in time up to which it is possible to exercise the right to information and to speak during the General Meeting shall be determined by the Chairman in the course of the General Meeting and announced in due time.

#### v. Statements of objection for the record via the AGM portal

Registered shareholders may state objections to resolutions passed by the Annual General Meeting by electronic means through the AGM portal up until the end of the Annual General Meeting, which will be recorded in the minutes of the certifying notary partner, who will be physically present at the venue of the General Meeting at the Hilton Vienna Park, Am Stadtpark 1, 1030 Vienna.

The "**File objection**" button in the AGM portal is provided for this purpose.

When making a statement via video link using the acoustic and optical two-way connection available on the AGM portal (supported by a webcam and microphone), registered shareholders can also submit an objection. This will be recorded in the minutes of the certifying notary partner, who will be able to follow the video link.

#### III. Granting authorization pursuant to sec. 113 of the Stock Corporation via the AGM portal

Each shareholder entitled to participate in the Annual General Meeting has the right to appoint a proxy to participate in the Annual General Meeting virtually or in person on



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behalf of the shareholder and to have the same rights as the shareholder he/she represents.

The "**Authorization for proxies**" button in the AGM portal is provided for representatives who are participating virtually.

Through the AGM portal, shareholders may change or revoke any authorization previously granted and instructions issued; this may also be done during the Annual General Meeting up until the start of voting.

Virtual participation in the Annual General Meeting by way of proxy using an electronic connection via the AGM portal requires that the proxy receives the individual access data for the AGM portal from the grantor of the proxy.

As a special service, a representative of the Austrian Shareholder Association (Interessenverband für Anleger, IVA), Feldmühlgasse 22, 1130 Vienna, Austria, is available to shareholders as an independent proxy for the exercise of voting rights and other shareholder rights at the Annual General Meeting. If interested, it is possible to contact Mr. Michael Knap, a representative of IVA, before the Annual General Meeting directly on the mobile phone number: +43 (0)664 2138740 or by e-mail: knap.rbi@computershare.de. In any case, the Austrian Shareholder Association must be given instructions for the exercise of voting rights. Without such explicit instructions, the voting right shall not be exercised.

If authorization is granted to the Austrian Shareholder Association independent proxy, the authorization must also be sent to the Company as described in the convocation notice or provided via the AGM portal. The button **"Proxy and instructions for IVA"** is provided for this purpose in the AGM portal.

It should be noted that the Austrian Shareholder Association representative is not a special proxy as defined in sec. 3 para. 4 of the COVID-19 Company Law Ordinance.

Shareholders are requested to use the proxy forms and forms for the revocation of proxies available on the Company's website to grant or revoke a proxy (if this is not done via the AGM portal). These forms will also be sent upon request. For further information on proxy appointments, please refer to section E of the convocation notice.



# IV. <u>Confirmation of receipt of votes</u>

For all registered shareholders, the time at which their vote was received by the Company via the AGM portal will be recorded together with details of their name and/or company, domicile and/or headquarters and number of shares represented. The Company will issue confirmation of receipt to the registered shareholders.

# V. <u>Technical support before and during the General Meeting</u>

In the event of technical or organizational questions on using the AGM portal, all shareholders may either contact the Hotline by telephone on +43 (0)1717 07-1010 from Monday to Friday from 09:00 a.m. - 05:00 p.m. or send an e-mail to <u>anmeldestelle@computershare.de</u>.

Vienna, March 2023

The Management Board of Raiffeisen Bank International AG