

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

**ANNUAL GENERAL MEETING
of
RAIFFEISEN BANK INTERNATIONAL AG
on 30 March 2023**

**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 adopt the following resolution:

RESOLUTION

"The net profit in the amount of EUR 387,571,029.32 reported in the Company's annual financial statement as of 31 December 2022 is carried forward in full."

RATIONALE

Due to the ongoing war in Ukraine, the sanctions imposed in this context, the associated effects and the economic environment the business activities of RBI Group continue to be subject to considerable volatility and uncertainty.

The Management Board and the Supervisory Board have therefore decided to propose that the entire balance-sheet profit shall be carried forward.

Despite the aforementioned circumstances, which make it reasonable from today's perspective to carry forward profits, the Management Board would like to offer shareholders the prospect of an appropriate share in the company's profits for the past financial year in the form of a dividend of probably up to EUR 0.80 per ordinary share entitled to dividend.

The Management Board therefore intends, taking into account the development of the capital ratios, regulatory requirements and the ongoing strategic considerations, to examine the possibility of a subsequent dividend distribution from the retained balance-sheet profit carried forward for the financial year 2022 in the current financial year and would then, if necessary, submit the distribution of a dividend to a separate (extraordinary) shareholders' meeting for resolution.

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Item 3 on the agenda

The Management Board and the Supervisory Board proposes that the General Meeting adopt the following resolution:

RESOLUTION

"The report on the remuneration of the members of the Management Board and the Supervisory Board in the financial year 2022 (Remuneration Report 2022), as set out in Annex ./1, is approved with recommendatory character according to sec. 78d para. 1 of the Stock Corporation Act in conjunction with sec. 98a of the Stock Corporation Act."

RATIONALE

In a listed company, the Management Board and the Supervisory Board must prepare a clear and comprehensible remuneration report, which must provide a thorough overview of the remuneration granted or owed to the current and former members of the management board and the supervisory board in the course of the last financial year within the framework of the remuneration policy, including all benefits in any form.

The remuneration report shall be made publicly available free of charge on the Company's website for ten years after the general meeting.

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Item 4 on the agenda

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

RESOLUTION

"The members of the Management Board of Raiffeisen Bank International AG are released from liability for the 2022 financial year."

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Item 5 on the agenda

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

RESOLUTION

"The members of the Supervisory Board of Raiffeisen Bank International AG are released from liability for the 2022 financial year."

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Item 6 on the agenda

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

RESOLUTION

"Deloitte Audit Wirtschaftsprüfungs GmbH 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 2024 financial year."

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Item 7 on the agenda

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

RESOLUTION

“Andrea Gaal 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 2027 financial year.”

RATIONALE

Pursuant to sec. 9 para. 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.

The respective terms of office of Andrea Gaal will end at the close of the General Meeting on 30 March 2023. The Supervisory Board proposes extending the mandate of Andrea Gaal and electing the aforementioned individuals to the Supervisory Board for a term lasting until the end of the General Meeting resolving on the release from liability for the 2027 financial year.

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, according to which the Supervisory Board must consist of at least 30 percent women and at least 30 percent men. 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 shareholder representatives or by the majority of the employee representatives, resulting in joint fulfilment of the minimum quota

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

With the following proposal for re-election of Andrea Gaal, the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act will continue to be met as the Supervisory Board will still consist of thirteen men and five women.

The nominated candidates have been evaluated with respect to their 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", the "FMA Circular on the assessment of suitability of executive directors, non-executive directors and key function holders" ("Fit & Proper Circular"), the internal Fit & Proper Directive and the Succession Management Directive of the Company. The individual and collective evaluation of Andrea Gaal was positive.

Based on their previous membership of the Company's Supervisory Board, Andrea Gaal has in-depth knowledge of the specific aspects of Raiffeisen Bank

International AG's business model and of the Company's strategic direction. Thanks to their strong professional skills and extensive practical experience, Andrea Gaal is capable of fully satisfying the statutory duties and obligations incumbent upon members of the Supervisory Board, giving due consideration to and making decisions on substantive issues and – in the event of their re-election – making a positive contribution to the continuity of the Board's work thanks to their ongoing membership of the Supervisory Board.

Owing to many years of membership of the Company's Supervisory Board, Andrea Gaal has extensive knowledge of the business model of Raiffeisen Bank International AG as well as about the strategic orientation of the company. Her high level of professional competence and extensive practical experience Andrea Gaal is capable of fully satisfying the statutory duties and obligations assigned to her as a member of the Supervisory Board and to assess and decide on issues of substance in an appropriate manner. In the event of her re-election, she will continue to be a member of the Supervisory Board, and make a positive contribution to the continuity of the Board's work. Andrea Gaal contributes her cross-sector and international experience to the work of the Supervisory Board and its committees. Due to her relevant professional expertise, as Chairwoman of the Digitization Committee she makes an important contribution to the effective monitoring of the implementation of the Company's digitization strategy. Her strong

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commitment to the Company's Supervisory Board is reflected by her high attendance at the meetings of the Supervisory Board and the Committees of which she is a member in 2022. In addition, in her role as Chairwoman of the Digitization Committee, she attends a high number of appointments in preparation for the respective Committee meetings.

Andrea Gaal proposed by the Supervisory Board has submitted 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/en/investors/events-overview/annual-general-meetings/annual-general-meeting-2023.

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 qualifications of such members, the balanced professional composition of the Supervisory Board, aspects of diversity with respect to the representation of both genders, the age structure and the international backgrounds of the members as well as professional reliability.

Concerning this item on the agenda, only nominations made by shareholders owning, in 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 21 March 2023 at the latest and made available on the Company's website on 23 March 2023, otherwise the person concerned may not be included in the vote. It is important to note that pursuant to sec. 86 para. 7 of the Stock Corporation Act, the Supervisory Board of the Company must include no less than five women and no less than five men if it comprises eighteen members (shareholder representatives and employee representatives). With regard to the details and requirements for the consideration of election proposals, reference is made to the notice of convocation, which is available on the Company's website.