

C O N V O C A T I O N**AT0000606306202404040800**

of the shareholders for the

ANNUALGENERAL MEETING

of

Raiffeisen Bank International AGcommercial register of the Commercial Court of Vienna under FN 122119 m
ISIN AT0000606306which will be held on Thursday, 4 April 2024 at 10:00 a.m. (CEST)
at Wiener Stadthalle, Hall F, Roland-Rainer-Platz 1, 1150 Vienna, Austria.**I. Conducting the Annual General Meeting as a hybrid assembly**

The Management Board of Raiffeisen Bank International AG, with the approval of the Supervisory Board, has decided to hold the Annual General Meeting on 4 April 2024, based on the provisions of the Virtual Shareholders' Meetings Act (BGBl. I 79/2023 „VirtGesG“) and sec. 14 para. 8 and 16 of the articles of association as a "hybrid" assembly. Shareholders and other participants are free to choose between physical and virtual attendance at the Annual General Meeting. The provisions for moderated virtual meetings according to sec. 3 VirtGesG apply to virtual participation.

Virtual participation will be possible via an electronic connection using individual access data through the GM portal set up by the Company (see item III). Shareholders will also have the option of participating in the General Meeting in person (rather than virtually) even after they have requested access data for attending virtually. However, a shareholder or his/her appointed proxy can only participate either in person or virtually. Virtual participation is therefore not possible if the shareholder or his/her appointed proxy is physically present at the venue of the General Meeting. The shareholder or his/her appointed proxy can therefore only participate either physically or virtually with regard to the same shares.

If a shareholder holds multiple shares or share packages or is (simultaneously) a proxy for multiple shares or share packages, he or she can exercise his or her shareholder rights for some of the shares by means of physical presence and for another part virtually via the GM portal. If such partial physical and partial virtual participation with different shares or share packages is desired, several voting cards can be issued at the location of the Annual General Meeting at a corresponding registration desk (for physical participation). The issue of several access data for the GM portal can be requested in the course of registration at anmeldestelle@computershare.de (for virtual participation).



II. Physical participation of shareholders at the venue of the Annual General Meeting

To ensure a smooth admission process, shareholders and other participants are asked to arrive in good time before the General Meeting begins. Moreover, participants will be required to provide valid official photo ID (driving license, passport, identity card) at the registration desk. Entry may be refused to anyone who does not meet these requirements. For those attending in person, **doors open at 09:00 a.m. (CEST)** for the collection of voting cards.

If you are coming to the General Meeting at the Wiener Stadthalle as a proxy, please bring official photo ID (driving license, passport, identity card) and the proxy form. If the original proxy form has already been sent to the Company or the representative (to the addresses specified in section E), please bring a copy of the proxy form with you to facilitate access.

III. Virtual participation of shareholders through the GM portal

The Company is providing the **GM portal** for the virtual participation of shareholders in this year's General Meeting. Shareholders can therefore participate and vote in the General Meeting by electronic connection using individual access data through the **GM portal** set up by the Company. The GM portal will be accessible on the company's website starting from the record date (25 March 2024, 12.00 a.m. (CET)).

The Annual General Meeting will be broadcast visually and acoustically in full and in real time via the GM portal for shareholders participating virtually.

The GM portal enables registered shareholders to authorize a representative

- Authorization of a representative, in particular one of the two special proxies, to submit motions for resolutions, to vote and, if necessary, to raise an objection;
- Submission of questions and motions for resolutions;
- Opportunity to speak via video communication;
- Exercise of voting rights for all votes by means of electronic communication;

- Raising an objection.

Detailed information on the organizational and technical requirements for virtual participation in the General Meeting is available on the Company's website¹ at <https://www.rbinternational.com/en/investors/events-presentations/annual-general-meetings/2024.html> ("**Information on virtual participation**") no later than 1 March 2024.

Shareholders can only derive any claims against the Company due to a communication fault if the Company is responsible for the fault (sec. 102 para. 5 of the Stock Corporation Act).

¹ Any references hereafter to the Company's website relate to the following link: <https://www.rbinternational.com/en/investors/events-presentations/annual-general-meetings/2024.html>



IV. Partial public transmission of the Annual General Meeting on the internet

The 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. 102 para. 4 of the Stock Corporation Act.

A. AGENDA

1. Presentation of the audited annual financial statements including the management report, the consolidated financial statements including the Group management report as of 31 December 2023, and the proposal for appropriation of profits, the separate non-financial report, the report of the Supervisory Board for the financial year 2023, and the Management Board's Corporate Governance Report.
2. Resolution on the utilization of net profit, as shown in the annual financial statements as of 31 December 2023.
3. Resolution on the report on the remuneration of members of the Management Board and the Supervisory Board in the 2023 financial year (Remuneration Report 2023).
4. Resolution on the basic principles of remuneration (Remuneration Policy).
5. Resolution on the release of the members of the Management Board from liability for the 2023 financial year.
6. Resolution on the release of the members of the Supervisory Board from liability for the 2023 financial year.
7. Election to the Supervisory Board.
8. Resolution on the determination of remuneration for members of the Supervisory Board
9. Appointment of an auditor for the sustainability reporting for the 2024 financial year.
10. Appointment of the auditor (bank auditor) for the annual financial statements and consolidated financial statements and for sustainability reporting for the 2025 financial year.
11. 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.
12. Resolution on the authorization to acquire and, if applicable, redeem treasury shares in accordance with Section 65 para. 1 no. 8 and para. 1a and para. 1b of the Austrian Stock Corporation Act (AktG) in conjunction with the authorization of the Management Board, with the approval of the Supervisory Board, to exclude shareholders' tender rights and the authorization, with the approval of the Supervisory Board, to sell treasury shares in a manner other than via the stock exchange or by means of a public offer excluding shareholders' subscription rights.
13. Resolution on the approval of the acquisition of treasury shares pursuant to Section 65 para. 1 no. 7 AktG for the purpose of securities trading.



B. DOCUMENTS RELATED TO THE ANNUAL GENERAL MEETING

The following documents are available on the Company's website.

From 1 March 2023 at the latest:

- full text of this convocation;
- details of the organizational and technical requirements for virtual participation in the Annual General Meeting of Raiffeisen Bank International AG on 4 April 2024 ("Information on virtual participation").

From 14 March 2024 at the latest:

- annual financial statements for 2023, including the management report;
- consolidated financial statements for 2023, including the consolidated management report;
- Corporate Governance Report 2023;
- proposal for the utilization of profit for the 2023 financial year;
- separate non-financial report for the 2023 financial year;
- report of the Supervisory Board for the 2023 financial year;
- Remuneration Report 2023;
- Basic principles of remuneration (Remuneration Policy);
- proposed resolutions for items 2-13 on the agenda;
- statements of the nominees for election to the Supervisory Board with respect to item 7 on the agenda, pursuant to sec. 87 para 2 of the Stock Corporation Act, including curriculum vitae;
- forms for granting and revoking a proxy pursuant to sec. 114 of the Stock Corporation Act;
- inquiry form.

C. RECORD DATE AND PARTICIPATION IN THE ANNUAL 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 **25 March 2024, 12:00 a.m. (CET)**. 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 ones. 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 **29 March 2024, 12:00 a.m. (CET)** 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 Elisabeth Klinger - Group Investor Relations Am Stadtpark 9, 1030 Wien, Österreich
by e-mail an electronic document in PDF format with a qualified electronic signature:	anmeldestelle@computershare.de
by SWIFT :	RZBAATWWXXX, Message Type MT598 or MT599; add "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 :	+49 89 30903 74675
by e-mail :	anmeldestelle@computershare.de with the deposit certificate attached to the e-mail (e.g. PDF)

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 25 March 2024, 12:00 a.m. (CET).

Submission of the deposit certificate serves at the same time as registration for the General Meeting. Registered shareholders in this convocation notice therefore refer 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 **14 March 2024, 12.00 a.m. (CET)** or, if sent by e-mail with a qualified electronic signature to the e-mail address antrag.rbi@computershare.de 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 "ISIN AT0000606306" in field 77E or 79 in the text. 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 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 **25 March 2024, 12.00 a.m. (CET)** either by fax to +49 89 30903 74675, by e-mail to antrag.rbi@computershare.de, 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.

If an individual is nominated for election to the Supervisory Board (item 7 on the agenda), the statement of the nominee pursuant to sec. 87 para. 2 of the Stock Corporation Act will take the place of the rationale. The nominee will be required to present their professional qualifications, details of professional or comparable roles and any circumstances that could raise concerns about partiality in the statement. Nominations must be received by the Company in text form no later than 25 March 2024 and made available on the Company's website no later than 27 March 2024, otherwise the person concerned may not be included in the vote.

With regard to item 7 on the Agenda, "Election to the Supervisory Board", and any nominations submitted by shareholders pursuant to sec. 110 of the Stock Corporation Act, the Company has issued the following statement pursuant to sec. 110 para. 2 sub-para. 2 of the Stock Corporation Act:

The Supervisory Board of Raiffeisen Bank International AG currently consists of twelve members elected by the General Meeting (shareholder representatives) and six members delegated by the Staff Council pursuant to sec. 110 of the Labor Constitution Act (Arbeitsverfassungsgesetz). 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 fulfillment of the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act rather than separate fulfillment.

In the case of any nominations submitted by shareholders, 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).

When electing members of the Supervisory Board, the General Meeting shall take account of the criteria defined 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, diversity and internationality aspects as well as professional reliability.

Furthermore, each nominated individual must meet the requirements relating to the professional suitability, experience, personal reliability and availability of members of the Supervisory Board pursuant to sec. 28a para. 5 of the Austrian Banking Act (Bankwesengesetz) at all times.



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 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.

Right to information and motions for resolutions

In accordance with sec. 118 of the Stock Corporation Act (AktG), every shareholder must be provided with information on the company's affairs at the Annual 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.

Every shareholder is also entitled to submit motions on any item on the agenda (sec. 119 AktG).

In order to enable an even larger group of shareholders to actively participate in the Annual General Meeting, shareholders should also be able to exercise their right to ask questions and submit motions in the period prior to the Annual General Meeting. This will enable the Board of Management to prepare as accurately as possible and respond quickly to the questions asked and the Chairman to consider the proposed resolutions accordingly.

The company provides shareholders with an electronic communication channel that shareholders can use to submit questions and proposed resolutions to the company from the time the Annual General Meeting is convened until the third working day before the Annual General Meeting, i.e. **March 29, 2024 12.00 a.m. (CET)**. The questions and proposed resolutions submitted in this way will be read out at the Annual General Meeting.

Shareholders are requested to submit questions and proposed resolutions in text form during this period either by e-mail to antrag.rbi@computershare.de or fragen.rbi@computershare.de from the record date also via the GM portal.

For the identification of shareholders, the questions and motions sent by e-mail must be accompanied by the full name, date of birth or company register number (in the case of legal entities), securities account number and name of the custodian bank as well as a reproduction of the signature (or other means of identification). Shareholders may use the question form provided on the company's website, which contains the above-mentioned information on identity. The company reserves the right not to answer questions and motions that cannot be assigned to a registered shareholder.



Furthermore, shareholders may also submit their questions directly to the company during the Annual General Meeting by e-mail to fragen.rbi@computershare.de.

Shareholders participating virtually can exercise their right to submit motions during the Annual General Meeting via the GM portal. The time until which motions can be submitted via the GM portal will be determined by the Chairman during the Annual General Meeting and announced in a timely manner.

Right to speak

Shareholders have the opportunity to speak during the Annual General Meeting. Please note that the Chairman may set appropriate time limits.

It is requested to express any interest in a video connection via the GM portal as early as possible after the opening of the Annual General Meeting. If the chairman grants the right to speak to a shareholder participating virtually, they will be provided with the opportunity to speak through video communication (GM portal). If a shareholder wishes to speak via electronic communication (GM portal), he or she gives his or her consent for his or her name to be mentioned by the Chairman at the Annual General Meeting. The video link is only permitted if shareholders or their proxies appear and speak in person.

E. REPRESENTATION BY PROXY

Each shareholder who is entitled to participate in the General Meeting has the right to appoint a representative to participate, either physically or virtually, in the General Meeting on the shareholder’s behalf and with the same rights as the shareholder he/she is representing.

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 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 GM portal, it must be received by the Company at one of the addresses listed below no later than **2 April 2024, 04:00 p.m. (CEST)**:

by fax :	+43 89 30903 74675
by e-mail :	anmeldestelle@computershare.de , with the proxy authorization attached to the e-mail (e.g. PDF)
by SWIFT :	RZBAATWWXXX, Message Type MT598 or MT599; enter "ISIN AT0000606306" in field 77E or 79, or
by mail or courier service :	Raiffeisen Bank International AG c/o Elisabeth Klinger - Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria



The company will provide the following special proxy representatives to the shareholders at the upcoming General Meeting at its own expense. These are individuals independent of the company who are suitable for submitting resolution proposals, casting votes, and, if necessary, raising objections on behalf of the shareholders in the General Meeting:

1. Mr. Michael Knap (Austrian Shareholder Association (Interessenverband für Anleger), IVA)
E-Mail: knap.rbi@computershare.de
Mobile phone number: +43 (0)664 2138740
2. Mr. Gernot Wilfling (Müller Partner Rechtsanwälte)
E-Mail: wilfling.rbi@computershare.de
Mobile phone number: +43 (0)660 2497747

If interested, it is possible to contact the representatives directly before the General Meeting. If an independent proxy is granted authorization, the authorization, as described above, must also be sent to the Company or submitted through the GM portal.

In each instance, instructions must be given to the authorized proxy 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.

Shareholders can also exercise their rights in person at the General Meeting even after issuing a proxy authorization. Attendance in person at the venue of the General Meeting (physical participation) or virtual participation via the GM portal constitutes the revocation of a proxy that has been issued.

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

Further details on representation by proxy can be found in the information on virtual participation, which can be accessed on the Company's website.

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 (*Aktiengesetz*) in order to enable them to exercise their rights at the General Meeting.



The Company processes personal data in order to prepare and conduct the General Meeting, as well as perform related follow-up activities. This affects data processed for the participants' registration and connection to the General Meeting (e.g. checking authorization for exercising shareholder rights and for connection via the GM portal, as well as the compilation of a list of participants) and for enabling shareholders and their proxies to exercise their rights in the framework of and in connection with the General Meeting (including the granting and revoking of proxies and instructions). The service providers and processors of the Company, which are commissioned for the purpose of organizing the General Meeting (including, in particular, IT and back-office service providers such as Computershare Deutschland GmbH & Co. KG, Elsenheimerstraße 61, 80687 Munich, Germany), only receive personal data from the Company that is required for the execution of the commissioned services and process or determine this data exclusively in accordance with the instructions of the Company.

In compliance with its legal obligations, the Company 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
Am Stadtpark 9, 1030 Vienna, Austria
datenschutz@rbinternational.com

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



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 602.528 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 328.337.093. There are no other classes of shares.

Vienna, March 2024

The Management Board
of
Raiffeisen Bank International AG