Coporate governance report

This corporate governance report combines the corporate governance report of RBI AG and the consolidated corporate governance report of RBI pursuant to § 267b of the Austrian Commercial Code (UGB) in conjunction with § 251 (3) of the UGB.

RBI attaches great importance to responsible and transparent business management in order to maintain the understanding and confidence of its various stakeholders – not least of capital market participants. Hence, RBI is committed to adhering to the Austrian Code of Corporate Governance (ACGC, or the Code) as laid out in the version dated January 2025. The ACGC is publicly available on the Austrian Working Group for Corporate Governance website at www.corporate-governance.at and on the RBI website at www.rbinternational.com→ Investors → Corporate Governance & Remuneration.

In addition to RBI, the following subsidiaries also publish corporate governance reports. These reports comply with local legal requirements and are published on the subsidiaries' websites:

- Tatra banka, a.s. (Slowakei): www.tatrabanka.sk
- Raiffeisen Bank JSC (Ukraine): www.raiffeisen.ua
- Raiffeisenbank a.s. (Tschechische Republik): www.rb.cz
- Raiffeisen Bank Zrt. (Ungarn): www.raiffeisen.hu
- Raiffeisen Bank S.A. (Rumänien): www.raiffeisen.ro
- Raiffeisenbank Austria d.d. (Kroatien): www.rba.hr
- Raiffeisen BANK d.d. BiH (Bosnien und Herzegowina): www.raiffeisenbank.ba

Raiffeisen banka a.d. Serbia is required to prepare a Corporate Governance Report for the first time for the 2025 financial year, which had not yet been published at the time of preparing this report.

Governance structure of RBI

Banks are subject to numerous regulatory requirements that affect RBI's governance and therefore need to be addressed. Major banks based in the European Union must adhere, for example, to the Capital Requirements Regulation (CRR), the Capital Requirements Directive (CRD), the Markets in Financial Instruments Directive (MiFID), the Anti-Money Laundering Directive (AMLD) or the Payment Services Directive. In addition, RBI also has to comply with numerous Austrian laws such as the Banking Act, the Stock Corporation Act, the Securities Supervision Act and the Financial Markets Anti-Money Laundering Act. This legal framework significantly impacts RBI's processes and procedures.

RBI used the legal framework as a basis for defining its internal code of conduct, the Code of Conduct (www.rbinternational.com → RBI Group → Responsible Banking → Code of Conduct). Together with the values mentioned below, it forms the foundation of the corporate culture based on integrity and ethical principles. With the Code of Conduct, RBI commits itself to sustainable corporate management and the associated social and environmental responsibilities.

The Code of Conduct is binding on all employees and ensures that staff behavior meets high standards. All RBI governance documents must comply with the principles set forth in this Code of Conduct and serve as a guide in dealings with internal and external stakeholders. It is an integral part of our corporate culture to conduct business in a lawful, ethical, responsible and sustainable manner. Since RBI operates in different countries and its employees come from nations with different laws, regulations and cultures, RBI is committed to conducting its business across national borders in accordance with the highest ethical standards. All employees are expected to adhere to these high standards in order to foster a positive image of the Group, particularly among customers, shareholders, business partners and the general public.

The Code of Conduct is amended periodically. A key component of the sustainability strategy is a clear commitment to respecting human rights. RBI fully respects and supports the UN Guiding Principles on Business and Human Rights and rejects all forms of modern slavery and human trafficking. Furthermore, RBI is committed to the principle of non-discrimination against

customers and suppliers. It also provides clear guidelines for protecting confidential information and promoting fair competition.

Together with the regulatory requirements and the Code of Conduct, the group-internal policies & processes ensure compliant behavior. They make up RBI's company law and their documentation and ongoing implementation are essential prerequisites for compliance with legal requirements. The framework defines roles and responsibilities as well as standards for monitoring the implementation of the policies.

General information

Transparency is a key corporate governance issue and is therefore of particular importance to RBI. This Corporate Governance Report is structured according to the legal provisions contained in § 243c of the UGB and is based on the structure set forth in Appendix 2a of the ACGC.

As a result of the 2020 revision of the ACGC, RBI is required to present principles for the remuneration of the Management Board members (remuneration policy pursuant to § 78a of the Austrian Stock Corporation Act (AktG)) and the total remuneration of individual Management Board members in a separate remuneration report according to § 78c of the AktG. The remuneration policy was submitted to the Annual General Meeting on 4 April 2024 for approval and was published on RBI's website in good time prior to the Annual General Meeting. The remuneration report for the 2024 financial year was submitted to the Annual General Meeting on 26 March 2025 for approval and published on the RBI website in good time before the Annual General Meeting. The ACGC is subdivided into L, C and R Rules. L Rules are based on legal requirements. C Rules (Comply or Explain) should be observed; any deviation must be explained and justified in order to ensure conduct is compliant with the ACGC. R Rules (Recommendations) have the characteristics of guidelines; non-compliance does not need to be reported or justified. RBI deviates from the C Rules below, but conducts itself in accordance with the ACGC on the basis of the following explanations and justifications:

C Rule 45: non-competition clause for members of the Supervisory Board

RBI AG is the central institution of the Raiffeisen Banking Group Austria (RBG). Within RBG, RBI AG serves as the central institution (as defined by § 27a of the Austrian Banking Act (BWG)) of the regional Raiffeisen banks and other affiliated credit institutions. Some members of the Supervisory Board in their function as shareholder representatives also hold executive roles in RBG banks. Consequently, comprehensive know-how and extensive experience specific to the industry can be applied in exercising the control function of the Supervisory Board, to the benefit of the company.

C Rule 52a: The number of members on the Supervisory Board (without employees' representatives) shall be ten at most

The shareholder representatives on the Supervisory Board of RBI AG currently include twelve members: nine core shareholder representatives for RBG and three free float representatives. This higher number of members was based on a resolution passed by the Annual General Meeting on 22 June 2017. It provides the Supervisory Board with additional industry knowledge, more diversity, and strengthens its ability to exercise its control function.

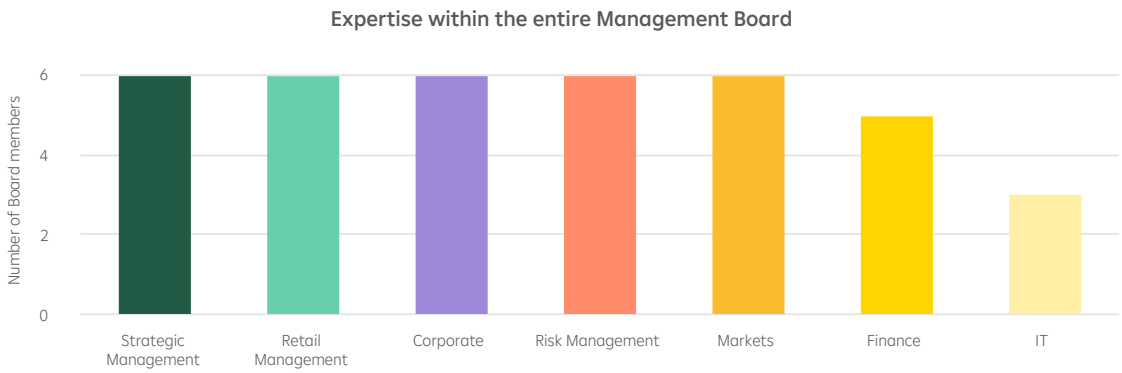
In accordance with C Rule 62 of the ACGC, RBI AG commissioned Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna (Deloitte) to conduct an external evaluation of compliance with the C Rules of the ACGC. The report is publicly available at www.rbinternational.com → Investors → Corporate Governance & Remuneration → External evaluation of the CG-Code.

Composition of the Management Board

Members of the Management Board	Year of birth	Initial appointment	End of term
Johann Strobl, Chairman	1959	10 October 2010	30 June 2026
Marie-Valerie Brunner	1967	1 November 2023	31 October 2026
Andreas Gschwenter	1969	1 July 2015	30 June 2029
Łukasz Januszewski	1978	1 March 2018	30 April 2025
Hannes Mösenbacher	1972	18 March 2017	28 February 2030
Andrii Stepanenko	1972	1 March 2018	28 February 2026

The Supervisory Board resolved to realign the allocation of responsibilities within the Management Board and appointed two new members to the Management Board in October 2025. The CFO function will once again form a separate Management Board division and will be assumed by Kamila Makhmudova effective 1 January 2026. The new Management Board member for CIB Products & Solutions will be Rainer Schnabl, who will succeed Łukasz Januszewski on 1 March 2026. Furthermore, the Supervisory Board has decided to appoint Michael Höllerer as the new CEO effective 1 July 2026 as well as to extend the term of office of Andreas Gschwenter until 30 June 2029. The management of the Retail division will be carried out by the CEO after the conclusion of Andrii Stepanenko's Management Board mandate on 28 February 2026.

The Management Board, in its entirety, has the necessary knowledge and experience commensurate with the type, scope and complexity of RBI's business and its risk structure.



In the past financial year, the members of the Management Board served on the supervisory board or performed comparable functions at the following domestic and foreign companies that are not included in the consolidated financial statements:

Johann Strobl	UNIQA Insurance Group AG, 1st Deputy Chairman UNIQA Österreich Versicherungen AG, Deputy Chairman Oesterreichische Raiffeisen-Sicherungseinrichtung eGen, Austria, Member
Marie-Valerie Brunner	UNIQA Insurance Group AG, 3rd Deputy Chairwoman UNIQA Österreich Versicherungen AG, 3rd Deputy Chairwoman Oesterreichische Kontrollbank Aktiengesellschaft, 1st Deputy Chairwoman Oesterreichische Raiffeisen-Sicherungseinrichtung eGen, Austria, Member
Andreas Gschwenter	RSC Raiffeisen Service Center GmbH, Austria, Deputy Chairman Raiffeisen Informatik Geschäftsführungs GmbH, Deputy Chairman Oesterreichische Raiffeisen-Sicherungseinrichtung eGen, Austria, Member
Hannes Mösenbacher	Raiffeisen-Kundengarantiegemeinschaft Österreich, President Oesterreichische Raiffeisen-Sicherungseinrichtung eGen, Austria, Member

In addition to the management and governance of RBI AG, the members of the Management Board performed supervisory duties on the supervisory boards of the following subsidiaries of RBI AG in the 2025 financial year:

Board member	Supervisory Board mandate
Johann Strobl	Raiffeisen Bank S.A., Romania, Chairman Raiffeisenbank a.s., Czech Republic, Chairman (since 6 June 2025)
Marie-Valerie Brunner	Raiffeisen banka a.d., Serbia, Chairwoman Raiffeisenbank a.s., Czech Republic, Member (since 1 August 2025) Raiffeisen Bank Sh.a., Albania, Chairwoman Tatra banka, a.s., Slovakia, Member Raiffeisen Bank S.A., Romania, Member (since 6 November 2025)
Andreas Gschwenter	Raiffeisen Bank Zrt., Hungary, Chairman Raiffeisen Bank S.A., Romania, Member Tatra banka, a.s., Slovakia, Member Raiffeisenbank Austria d.d, Croatia, Deputy Chairman Raiffeisenbank a.s., Czech Republic, Member
Hannes Mösenbacher	Raiffeisen Digital Bank AG, Austria, Deputy Chairman Raiffeisen Bank S.A., Romania, Deputy Chairman Raiffeisenbank a.s., Czech Republic, Member Tatra banka, a.s., Slovakia, Member
Andrii Stepanenko	Tatra banka, a.s., Slovakia, Chairman Raiffeisen Bank Kosovo J.S.C., Kosovo, Chairman Kathrein Privatbank Aktiengesellschaft, Austria, Chairman Raiffeisen Kapitalanlage-Gesellschaft m.b.H., Austria, Deputy Chairman Raiffeisen Digital Bank AG, Austria, Chairman Raiffeisen Bank JSC, Ukraine, Deputy Chairman Raiffeisenbank a.s., Czech Republic, Member Raiffeisen Bank S.A., Romania, Member Raiffeisen banka a.d., Serbiea, Member Raiffeisen Bausparkasse Gesellschaft m.b.H., Austria, Chairman

Composition of the Supervisory Board

In the 2025 financial year, the Supervisory Board comprised:

Supervisory Board members	Year of birth	Initial appointment	End of term
Erwin Hameseder, Chairman	1956	10 October 2010	Annual General Meeting 2030
Martin Schaller, 1st Deputy Chairman	1965	4 June 2014	Annual General Meeting 2029
Reinhard Schwendtbauer, 2nd Deputy Chairman	1972	26 March 2025	Annual General Meeting 2030
Heinrich Schaller, 2nd Deputy Chairman[1]	1959	20 June 2012	Annual General Meeting 2025
Michael Alge	1971	31 March 2022	Annual General Meeting 2027
Eva Eberhartinger	1968	22 June 2017	Annual General Meeting 2027
Andrea Gaal	1963	21 June 2018	Annual General Meeting 2028
Michael Höllerer	1978	31 March 2022	Annual General Meeting 2026
Rudolf Könighofer	1962	22 June 2017	Annual General Meeting 2027
Heinz Konrad	1961	20 October 2020	Annual General Meeting 2030
Reinhard Mayr[1]	1954	20 October 2020	Annual General Meeting 2025
Birgit Noggler	1974	22 June 2017	Annual General Meeting 2027
Christof Splechtna	1975	26 March 2025	Annual General Meeting 2030
Manfred Wilhelmer	1968	21 November 2023	Annual General Meeting 2028
Natalie Egger-Grunicke[2]	1973	18 February 2016	Until further notice
Peter Anzeletti-Reikl[2]	1965	10 October 2010	Until further notice
Rudolf Kortenhof[2]	1961	10 October 2010	Until further notice
Gebhard Muster[2]	1967	22 June 2017	Until further notice
Helge Rechberger[2]	1967	10 October 2010	Until further notice
Denise Simek[2]	1971	1 October 2021	Until further notice

1 Resigned with the Annual General Meeting 2025

2 Delegated by the Staff Council

The Supervisory Board has 18 members, five of which are women.

Independence of the Supervisory Board

The Supervisory Board of RBI AG, in accordance with and taking into consideration C Rule 53 and Appendix 1 of the ACGC, has specified that the composition of the Supervisory Board must meet the following criteria for the independence of the members of the company's Supervisory Board:

- The Supervisory Board member shall not have been a member of the Management Board or a senior executive of the company or one of its subsidiaries in the past five years.
- The Supervisory Board member shall not have, or have had in the previous year, any significant business relationships with the company or a subsidiary of the company. This also applies to business relationships with companies in which the Supervisory Board member has a significant financial interest, albeit not with regard to carrying out executive functions within the Group. The approval of individual transactions by the Supervisory Board according to L Rule 48 of the ACGC does not automatically lead to a non-independent qualification.
- The exercise of functions within the Group or merely exercising the function of a management board member or senior executive by a Supervisory Board member does not, as a rule, lead to the company concerned being regarded as a company in which a Supervisory Board member has a significant financial interest, to the extent that circumstances do not support the presumption that the Supervisory Board member derives a direct personal advantage from doing business with the company.
- The Supervisory Board member shall not have been an auditor of the company, nor a stakeholder in or employee of the auditing company in the previous three years.
- The Supervisory Board member shall not be a member of the management board of another company in which a Management Board member of the company is a member of the supervisory board.
- The Supervisory Board member shall not be part of the Supervisory Board for longer than 15 years. This does not apply to Supervisory Board members who are shareholders with business interests in the company, or who represent the interests of such shareholders.
- The Supervisory Board member shall not be a close relative (direct descendant, spouse, partner, father, mother, uncle, aunt, brother, sister, nephew, niece) of a member of the Management Board or of persons who meet one of the criteria described in the preceding points.

For the purposes of the above criteria, all but one of the Supervisory Board members elected by the General Meeting and all members of its committees are considered independent of the company and its Management Board in compliance with C Rule 53 of the ACGC. Michael Höllerer served as a senior executive of the company before accepting his Supervisory Board mandate but meets all the other criteria for independence.

Eva Eberhartinger, Birgit Noggler and Andrea Gaal are free float representatives of the Supervisory Board of RBI AG according to C Rule 54 of the ACGC. These members of the Supervisory Board are neither shareholders with a shareholding of greater than 10 per cent, nor do they represent the interests of such shareholders.

Members of the Supervisory Board had the following additional supervisory board mandates or comparable functions in domestic and foreign stock exchange listed companies from 1 January to 31 December 2025:

Erwin Hameseder	AGRANA Beteiligungs-Aktiengesellschaft, Austria, Chairman STRABAG SE, Austria, Deputy Chairman Südzucker AG, Germany, 2nd Deputy Chairman
Heinrich Schaller[1]	voestalpine AG, Austria, Deputy Chairman (until 2 July 2025) AMAG Austria Metall AG, Austria, 2nd Deputy Chairman
Reinhard Schwendtbauer[2]	voestalpine AG, Austria, Deputy Chairman (as of 2 July 2025)
Michael Höllerer	BayWa AG, Germany, Member
Rudolf Könighofer	UNIQA Insurance Group AG, Austria, Member
Birgit Noggler	Semperit AG Holding, Austria, Member AMAG Austria Metall AG, Austria, Member
Eva Eberhartinger	Verbund AG, Austria, 2nd Deputy Chairwoman

1 Heinrich Schaller was a member of the Supervisory Board until 26 March 2025.
2 Reinhard Schwendtbauer has been a member of the Supervisory Board since 26 March 2025.

No management functions at RBI AG's material subsidiaries were undertaken by Supervisory Board members.

The Supervisory Board, both in its entirety and in its committees, has the necessary knowledge, skills and experience commensurate with the type, scope and complexity of RBI's business and its risk structure.

Composition of the committees

The procedural rules of the Supervisory Board govern its organization and allocate particular tasks to the Working, Risk, Audit, Remuneration, Nomination, Personnel, Compliance and Digitalization Committees. These committees comprised the following members as of 31 December 2025:

	Working Committee	Risk Committee	Audit Committee	Remunartion Committee	Nomination Committee	Personnel Committee	Compliance Committee	Digitalization Committee
Chairperson	Erwin Hameseder	Birgit Noggler	Eva Eberhartinger	Erwin Hameseder	Erwin Hameseder	Erwin Hameseder	Erwin Hameseder	Andrea Gaal
1st Deputy	Martin Schaller	Martin Schaller	Erwin Hameseder	Reinhard Schwendtbauer	Reinhard Schwendtbauer	Reinhard Schwendtbauer	Birgit Noggler	Martin Schaller
2nd Deputy	Michael Höllerer	Erwin Hameseder	Reinhard Schwendtbauer	Martin Schaller	Martin Schaller	Martin Schaller	Michael Höllerer	-
Member	Andrea Gaal	Christof Splechtna	Martin Schaller	Eva Eberhartinger	Heinz Konrad	Heinz Konrad	Rudolf Könighofer	Michael Alge
Member	Birgit Noggler	Eva Eberhartinger	Andrea Gaal	Andrea Gaal	Andrea Gaal	Andrea Gaal	Eva Eberhartinger	Manfred Wilhelmer
Member	-	Andrea Gaal	Birgit Noggler	Birgit Noggler	Birgit Noggler	Birgit Noggler	-	-
Member	Natalie Egger-Grunicke	Natalie Egger-Grunicke	Natalie Egger-Grunicke	Natalie Egger-Grunicke	Natalie Egger-Grunicke	-	Natalie Egger-Grunicke	Natalie Egger-Grunicke
Member	Peter Anzeletti- Reikl	Rudolf Kortenhof	Rudolf Kortenhof	Peter Anzeletti- Reikl	Rudolf Kortenhof	-	Peter Anzeletti-Reikl	Peter Anzeletti-Reikl
Member	Denise Simek	Gebhard Muster	Peter Anzeletti-Reikl	Denise Simek	Peter Anzeletti-Reikl	-	Gebhard Muster	-

The Audit Committee, Remuneration Committee and Risk Committee all consist of one-third core shareholder representatives, one-third free float representatives, and one-third employee representatives. All the committees except the Digitalization Committee have at least two free float representatives on them. Three of the eight committees are chaired by a free float representative.

At least one third of the members of all the committees are women; on average, women account for around 42 per cent of the committee members. Women chair three committees.

Birgit Noggler, as the Chairwoman of the Risk Committee, satisfies the legal standards, expert qualifications and independence requirements set out in § 39d (3) of the BWG. In addition to serving as the Chairwoman of the Risk Committee, her principal occupation is the provision of tax advisory services. She was the Chief Financial Officer of Immofinanz AG from 2011 to 2016 and held management positions at Immofinanz AG from 2007 to 2011. Birgit Noggler has worked in accounting from the beginning of her professional career and therefore has extensive expertise in this field. In addition to her mandate at Semperit Aktiengesellschaft Holding, Birgit Noggler also holds supervisory board mandates at companies such as B&C Industrieholding GmbH, B&C KB Holding GmbH, NOE Immobilien Development GmbH and AMAG Austria Metall AG.

In addition to serving as the Chairwoman of the Audit Committee, Eva Eberhartinger, in her main position, chairs the Institute for Accounting & Auditing at the Vienna University of Economics and Business, and from 2006 to 2011 was the university's Vice Rector for Finance, Accounting and Controlling. On account of her high level of expertise and many years of experience in research and lecturing at both national and international universities, Eva Eberhartinger is a recognized expert in the areas of finance and accounting, as well as taxation. Her research focuses on accounting, taxation, financing and taxes, European/ international accounting, and international tax law. She is also a member of RBI's advisory Sustainability Council and has extensive expertise in governance issues. Furthermore, Eva Eberhartinger has numerous publications in various specialist journals. She has served in the supervisory boards and audit committees of other companies since 2009. She has been a member of Verbund AG's supervisory board since 2024.

Andrea Gaal, Chairwoman of the Digitalization Committee, has held several key positions within British and American high-tech start-ups in the course of her career and served in a managing role at Sony and Sony Ericsson with responsibility for the DACH (German-speaking countries), Central European and North American (Canada) regions. In addition to serving on the advisory boards of high-tech start-ups, Andrea Gaal is a member of the Senate at Webster Vienna Private University, where she teaches at the Department of International Business & Management; she also teaches strategic finance at the crossroads of AI and ESG, leadership, corporate strategy, global negotiations and green business models/sustainability, and diversity & women in management at Lauder Business School Vienna (University of Applied Sciences).

With Eva Eberhartinger as the Chairwoman of the Audit Committee, Birgit Noggler as the Chairwoman of the Risk Committee, and Andrea Gaal as the Chairwoman of the Digitalization Committee, the responsibilities of the free float representatives have been further strengthened.

The Advisory Council

The Advisory Council consists of representatives of RBG and has a purely consultative function for the Management Board of RBI AG. The rights and obligations that the Management Board and Supervisory Board have under the law and the Articles of Association are not curtailed by the Advisory Council's activities.

The Advisory Council provides advice on matters relating to material ownership interests of the regional Raiffeisen banks as core shareholders and on selected aspects of the relationship between RBI and RBG. It also gives advice on RBI's central institution function as defined in § 27a of the BWG and the responsibilities associated with it, and on the affiliated companies in their capacity as RBG's distribution partners.

The Advisory Council consists of the seven Chairpersons of the supervisory boards of the regional Raiffeisen banks and the Chairman of Raiffeisenverband Salzburg. It met four times in 2025. The member attendance rate at each meeting was 90.6 per cent.

Advisory Council members receive compensation for their activities. The compensation for the 2017 financial year and subsequent years was determined by the Annual General Meeting on 21 June 2018.

As long as the General Meeting passes no resolutions to the contrary in the future, Advisory Council members are paid the following annual remuneration:

- For the Chairman of the Advisory Council: € 25,000 (excluding VAT)
- For the Deputy Chairman of the Advisory Council: € 20,000 (excluding VAT)
- For every other member of the Advisory Council: € 15,000 each (excluding VAT)

In addition, each member of the Advisory Council is paid an attendance fee of € 1,000 (excluding VAT) for each meeting. Depending on the duration of the respective Advisory Council mandate, the annual remuneration for the financial year is allocated on a pro rata basis or in its entirety.

Functions of the Management Board and the Supervisory Board

Division of responsibilities and functions of the Management Board

The RBI AG Management Board manages the company according to clearly defined goals, strategies and guidelines on its own authority, with a focus on future-oriented business management and in line with modern, sustainable business principles. In doing so, the Management Board always pursues the good of the company and considers the interests of the customers, shareholders and employees.

The Management Board manages the company's business in accordance with the law, the Articles of Association and the Management Board's rules of procedure. The Management Board's weekly meetings are convened and led by the Chairman. The meetings facilitate mutual gathering and exchange of information, consultation and decision-making with respect to all matters requiring the Board's approval. The procedural rules of the Supervisory Board and the Management Board describe the duties of the Management Board in terms of information and reporting, as well as a catalog of measures that require the approval of the Supervisory Board.

Management Board members' areas of responsibility have been defined by the Supervisory Board, without prejudice to the general responsibility of the Management Board, as follows (as of 31 December 2025):

Board member	Board area
Johann Strobl	**CEO**: Chairman's Office; Group ESG & Sustainability Management; Group Executive Office; Group Government & Stakeholder Affairs; Group Internal Audit[1]; Group Investor & Media Relations; Group Marketing; Group People, Culture & Organization; Group Strategy & Innovation; Group Subsidiaries & Equity Investments; Legal Services; Sector Marketing; **CFO**: Active Credit Management; Group Finance Data, Analytics & Operations; Group Accounting & Financial Methodologies; Group Financial Reporting & Steering; Group Operational & Cost Controlling; Group Tax Management; Group Treasury
Marie-Valerie Brunner	**CIB Customer Coverage:** CIB Client Lifecycle Management; Group CIB Business Development & Steering; Group Corporates; Institutional Clients
	CIB Products & Solutions (interim): Group Asset Management; Group Capital Markets; Group CIB Business Development & Steering; Group Prime Services; Group Structured Finance & Investment Banking; Group Transaction Banking; Raiffeisen Certificates; Retail Bonds & Equity Trading; Raiffeisen Research
Andreas Gschwenter	**COO/CIO:** Group Core IT, Data & Platforms; Group Efficiency Management; Group ; Group IT Delivery Client Facing; Group IT Delivery Non-Client Facing; Group Procurement, Outsourcing & Real Estate Management; Group Security, Resilience & Portfolio Governance[2]; Head Office Operations
Hannes Mösenbacher[3]	**CRO:** Group Advanced Analytics; Group Compliance[1]; Group Corporate Credit Management; Group Financial Institutions, Country & Portfolio Risk Management; Group Regulatory Affairs[1]; Group Risk Controlling; Group Risk Data & Regulatory Reporting; Group Special Exposures Management; International Retail Risk Management; Sector Risk Controlling Services
Andrii Stepanenko	**Retail Banking:** Payments & Daily Banking; Retail Customer Growth; Retail Products & Steering; Retail Strategy & Digital Transformation

1 Reporting to entire Board of Management and Supervisory Board

2 Data Protection Officer of RBI and Austrian subsidiaries, reporting directly to the Board of Management

3 Member of the Management Board responsible for compliance with the provisions on the prevention of money laundering and terrorist financing pursuant to Section 23 (4) FM-GwG

Changes in the organizational structure

Upcoming change in the division of responsibilities - CFO & Retail Banking

Under the resolution passed by the Supervisory Board, responsibilities within the Management Board will be reallocated in the first quarter of 2026. Since 1 January 2026, the CFO function has formed a separate Management Board area. The retail function will no longer constitute its own Management Board area within RBI AG. Instead, the CEO will assume direct oversight of this business segment. The existing operational structure of the retail business will remain unchanged: the four retail areas will henceforth report directly to the CEO.

Management Board area of the Chief Executive Officer (CEO)

Group Investor & Media Relations: As part of the strategic enhancement of external communications, the former Group Investor Relations unit was renamed Group Investor & Media Relations. This change reflects the increased significance of external communications, which was integrated into this unit at the beginning of the second quarter and now contributes comprehensively to RBI's external positioning. Previously, both external and internal communications were part of the Group Marketing unit. Internal communications are now handled by Group People, Culture & Organization.

Management Board area of CIB Customer Coverage

Group Corporates: The Corporate Customers unit was renamed Group Corporates. This name change reflects the growing importance of business with large corporate customers across the Group. The term Group Corporates was first introduced in the fourth quarter of 2023 as the new designation for the former GAMS system and has been in use since January 2025 as a separate business line at the subsidiary banks and at RBI AG. The renaming of the unit acknowledges this development and strengthens its strategic positioning within the Management Board area of CIB Customer Coverage.

Management Board meetings

The Management Board held 52 meetings during the reporting period. It regularly discussed and debated current business developments as well as strategic topics such as the further development of business operations and key regulatory aspects.

Regulatory topics in this context included ongoing updates on auditing, compliance and internal rules and regulations. Other issues relevant to the governance of RBI in 2025 are explained below.

Russia

The consequences of Russia's war of aggression against Ukraine remained a key challenge for the Management Board in 2025. Potential transactions that could lead to deconsolidation were thoroughly assessed and pursued. Since the beginning of the

war, RBI has significantly reduced its activities in Russia and taken extensive measures to minimize risks related to tightened sanctions and compliance requirements. During the financial year, the reduction of the Russian business was further advanced.

Detailed information on legal cases related to RBI's engagement in Russia can be found in the notes to the consolidated financial statements under other disclosures.

Poland

The Management Board accounted for the risk resulting from exposure to Swiss franc and euro mortgage loans in Poland by establishing appropriate provisions during the year. Furthermore, the Management Board continued to advance and further develop the settlement program launched in the previous year with the aim of achieving out-of-court settlements with as many borrowers as possible. Detailed information on legal cases related to mortgage loans that are denominated in foreign currencies or linked to a foreign currency can be found in the notes to the consolidated financial statements under other disclosures.

Compliance

As part of compliance reporting, the Management Board of RBI regularly discussed compliance risks, market developments and measures to further improve RBI's compliance system, the effectiveness of internal control mechanisms and Group control.

In 2025, discussions focused on the enhancement of the compliance process as well as on Group control, the prevention of money laundering and terrorist financing and also on financial sanctions, particularly with regard to full compliance with European and international sanctions packages.

Reports given to the Management Board also focused on the findings and measures resulting from internal and external compliance audits conducted by the Internal Audit division and the banking authority.

RBI's Management Board worked with Compliance in defining the Code of Conduct, which promotes a sustainable corporate culture and ensures that RBI employees adhere to the highest standards of ethical conduct. The Code of Conduct and the integration of Compliance into key decision-making processes are central elements of RBI's corporate culture and support the improvement and strengthening of corporate governance.

ESG

The Sustainability Committee supports and advises the Management Board on ESG matters. Each member of the Sustainability Committee has relevant knowledge and experience regarding ESG issues. The involvement of all relevant divisions is designed to address and ensure the various aspects of ESG such as the ESG transition plan for mitigating and adapting to climate change, data collection, development of ESG-related business (e.g. ESG financing, green/social bonds), stakeholder engagement and compliance with ESG regulations. At the same time, risk management also plays an important role in implementing a holistic approach to sustainability. The committee is chaired by Marie-Valerie Brunner, the Management Board member in charge of CIB Customer Coverage, and has the following duties and responsibilities:

- It advises the Management Board on ESG matters and informs it of existing or potential material sustainability impacts, risks and opportunities, such as the need to change ESG strategy, apply implementing regulations or enter into ESG-related commitments. This includes regulatory compliance with current ESG legislation and supervisory obligations.
- It recommends ESG-related key performance indicators to the Management Board at head office and the subsidiaries.
- It monitors the overall alignment with the Principles for Responsible Banking.

The Sustainability Committee is supported by the cross-divisional Responsible Banking Task Force. This task force mirrors the composition of the Sustainability Committee at the working level and defines and coordinates key ESG topics. There are local sustainability managers working across the Group. In addition, ESG officers have been appointed for the individual business, finance and risk areas in the subsidiaries to ensure a standardized and coordinated approach within RBI. The committee met nine times in 2025.

To meet the reporting requirements of the Corporate Sustainability Reporting Directive (CSRD), structures have been put in place to ensure the definition and documentation of processes, control objectives, integrity and timely completion of reports. An interdisciplinary team ensures a comprehensive sustainability statement that is an integral part of the financial management report.

Digitalization

The digitalization measures approved by the Management Board covering agility, cloud migration, technology leadership and data centricity continue to be implemented. In the area of agility, RBI was positively assessed by PwC in an external peer group comparison at the end of 2024 due to its group-wide rollout. In the cloud domain, more than 55 per cent of applications are now hosted in the cloud, demonstrating RBI's strong standing among global peers. These capabilities help ensure readiness for rapidly changing requirements, particularly in artificial intelligence.

Artificial intelligence

The initiatives launched by the Management Board two years ago in response to advances in artificial intelligence, particularly generative AI, have been successfully further developed to drive AI transformation in a targeted manner.

At the AI Center of Excellence (AICoE), an expert team develops complex use cases for enterprise-wide implementation of AI technologies, while the AI Committee (AICO) has ensured strategic alignment and regulatory compliance through enhanced processes since its inception. The AICO manages a use-case database with around 300 entries. A group of AI experts supports the AICO, challenges ideas and provides implementation recommendations. Subsidiary banks share knowledge about ideas and about blueprints, which translate business requirements into technical plans.

The AICO is also responsible for the implementation of the EU AI Act, ensuring compliance with GDPR, banking regulations and RBI's own AI policies. Supporting documentation explains the AI strategy and adoption in line with ECB expectations. High-risk use cases (i.e. cases that could potentially have a significant negative impact on safety, health or fundamental rights) are closely monitored with strict compliance measures, including coordination with Internal Audit. The AICO ensures that all AI activities align with RBI's strategic objectives and reports regularly to the Management Board. Use cases are monitored for performance and may be paused if they fail to meet expectations.

The AI Pioneer Program, a group-wide RBI initiative aimed at advancing enterprise-wide use of AI applications and strengthening employees' AI competence, has been highly successful and has enhanced AI capabilities on a broad scale. AI applications cover a wide range, including KYC, smart targeting, media monitoring, document processing and AI coding assistant tools. All platforms (i.e. comprehensive technological frameworks designed to manage and execute software in a technology context) are EU-based and comply with applicable regulations. They are operated by partners bound by confidentiality agreements.

Human resources

The reporting year focused on developing leadership skills with additional programs for senior management. Offsites are an important platform for the development and strengthening of senior managers as well as a forum for these executives to work with the Management Board on strategic issues and on the advancement of the leadership and corporate culture. Two of these meetings were held in 2025.

RBI's executive leadership development initiatives aim to systematically broaden leadership competencies and prepare Management Board members and senior management for future challenges. A group-wide program enables managers from different units to learn together. In addition, a tailored leadership program was developed for the Management Board members in order to strengthen their effectiveness and teamwork.

An employee survey was conducted in 2025 covering questions in four categories: My Engagement, My Manager, Team and Collaboration, and Work Efficiency. Strengths included managers' support for individual employees, recognition of achievements and effective prioritization within the team. Development opportunities include further strengthening inter-team collaboration, simplifying and optimizing processes (tangible progress has been made, but room for improvement still remains) and managing workloads more sustainably.

The participation rate was 83.9 per cent (last survey in 2024: 84.7 per cent). The engagement score was 71 per cent (percentage of positive responses relative to the total number of responses to these questions), down from 74 per cent in 2024, which represents a slight decline but remains above the industry average. The rating in the My Manager category increased two percentage points to 77 per cent. The overall engagement score remained stable at 81 per cent.

Fit & Proper training

The banking authority expects the Management Board and line managers to demonstrate professional competence and personal integrity. Fit & Proper training courses are conducted regularly in order to satisfy these requirements. In 2025, the focus was on the following topics: macroeconomic developments and risks, regulatory innovations such as the EU Listing Act and CRR III, compliance and tax reporting, open banking, data management, artificial intelligence, data protection and the duties of the custodian bank. Current developments in sustainable and green financing were also addressed. The training courses were taught by experts from various specialist areas and promoted targeted competence development as well as dialog among managers on current challenges and regulatory requirements.

Meetings of the Supervisory Board and its committees

The Management Board fully informed the Supervisory Board on a prompt and regular basis of all relevant matters pertaining to the company's performance, including the risk position, risk management and capital and liquidity situation of the company and material Group companies. In its meetings, the Supervisory Board focused on prudent, foresighted risk management and capital planning.

The Supervisory Board thoroughly discussed geopolitical developments and their potential impact on the macroeconomic environment and on RBI's strategic positioning. The Supervisory Board again discussed the various options for a possible exit or deconsolidation of the Russian unit and the associated legal, economic and regulatory considerations. Information was repeatedly provided on the significant reduction of business in Russia. Topics regularly addressed by the Board included the legal and accounting developments related to the lawsuit filed by Rasperia against the Russian subsidiary AO Raiffeisenbank.

As in previous years, the annual strategy review included strategy workshops between the Supervisory Board and the Management Board involving an in-depth discussion and analysis of the strategic alignment. The strategy through 2030 was also discussed with the Supervisory Board in detail.

The Supervisory Board received detailed information on RBI's earnings, liquidity, risk and capital situation as part of regular reporting on business developments. Regular updates were provided on the status of legal cases pending in court in connection with foreign currency loans in Poland and the resulting need for provisions. They discussed the appropriateness of provisions to mitigate the risk associated with foreign currency loans in Poland. Throughout the reporting year, the Supervisory Board constantly reviewed the cost optimization measures and monitored their execution.

The Supervisory Board also received regular reports on the economic situation of selected subsidiaries and macroeconomic circumstances in those banks' countries. Some of these reports were presented directly by the subsidiaries' management board chairmen at the Supervisory Board meeting.

Regular compliance updates provided the Supervisory Board and its committees with detailed information about current compliance issues, particularly with regard to financial sanctions and combating money laundering. The Supervisory Board also addressed the further development of group-wide compliance governance. To institutionalize these topics, the Supervisory Board established its own dedicated Compliance Committee to focus on the alignment and further development of the group-wide compliance framework.

The Supervisory Board also received quarterly reports on the status of IT security and the initiatives taken within the Group. The Supervisory Board was also regularly informed about progress made in digital transformation, particularly in AI.

The Supervisory Board discussed and reviewed the ESG strategy as well as the company's commitment to sustainability as a pillar of the overall banking strategy. Drawing on regular reports, the Supervisory Board discussed the status of the measures and initiatives taken and monitored sustainability reporting. The Supervisory Board also received a detailed report on the company's efforts to promote diversity and inclusion.

As in every financial year, multiple Fit & Proper training courses were held for the members of the Supervisory Board. Updates on current regulatory, macroeconomic and geopolitical issues are a regular part of the Fit & Proper training courses. The 2025 training courses focused on digitalization, especially cyber security, AI and cryptocurrencies as well as ESG topics such as ESG opportunities and risks, the EU Omnibus Initiative and global sustainability developments. The training was complemented by updates on compliance topics such as the EU Listing Act, anti-corruption requirements and compliance obligations in tax reporting.

In 2025, the Supervisory Board resolved on a reallocation of responsibilities within the Management Board, which will take effect in the first quarter of 2026. The CFO function will in future form an independent Management Board division, and Kamila Makhmudova was appointed CFO with effect from 1 January 2026. Responsibility for the Retail business area will be assumed by the CEO after the expiry of Andrii Stepanenko's Management Board mandate. In addition, the Supervisory Board resolved to appoint Rainer Schnabl as Management Board member for "Corporate & Investment Banking Products & Solutions" with effect from 1 March 2026, following the resignation of Łukasz Januszewski from his Management Board mandate with effect from 30 April 2025. Marie-Valerie Brunner had assumed interim responsibility for this Management Board division as of 1 May 2025. With its resolution of 17 December 2025, the Supervisory Board appointed Michael Höllerer as the successor to Johann Strobl in the

role of CEO. Michael Höllerer will assume the position of Chief Executive Officer as of 1 July 2026 and will resign from his Supervisory Board mandate at the beginning of the Annual General Meeting on 9 April 2026. The Supervisory Board also resolved to extend the term of office of Management Board member Andreas Gschwenter until 30 June 2029.

On the recommendation of the Supervisory Board, the Supervisory Board mandates of Erwin Hameseder and Heinz Konrad were extended at the Annual General Meeting on 26 March 2025. In addition, the Annual General Meeting elected Reinhard Schwendtbauer and Christof Splechtna as new members of the Supervisory Board. After the expiry of his term of office, Reinhard Mayr was no longer available for re-election at the Annual General Meeting. Heinrich Schaller resigned from his Supervisory Board mandate at the beginning of the Annual General Meeting on 26 March 2025.

The relationship between the Supervisory Board and the Management Board was characterized by open and continuous dialogue both in regular meetings and outside them in the form of numerous information sessions and informal discussions.

Decision-making authority and activities of the Committees of the Supervisory Board

The procedural rules of the Management Board, as well as the Supervisory Board and its Committees, outline the business management measures that require the approval of the Supervisory Board or of the appropriate Committee.

Working Committee

The Working Committee deals not only with loan and limit applications but also with general focus reports on individual industries in the corporate customer business and the institutional customer area. It takes these opportunities to discuss selected customer groups and financial institutions, as well as material positive and negative changes in customer creditworthiness. The Working Committee also looks at developments with respect to the 20 largest groups of connected customers in the corporate customer business in the course of the year and reviews special reports on certain customers or industries in response to current events. The Working Committee discusses and decides on limit applications for companies and institutional customers and, following discussion, forwards to the entire Supervisory Board limit applications that fall within its decision-making authority. It also discusses reports written for the Supervisory Board, such as the annual report on all large loans under § 28b of the BWG, before they are addressed by the entire Supervisory Board. Injections of equity in investees that fall within certain limits also require the approval of the Working Committee. The requested equity injections were approved in the 2025 financial year.

In addition to the credit and limit applications, the Working Committee received extensive focus reports on individual business areas and the customer segments that they manage in the Corporate Customers and Financial Institutions divisions in 2025. The various segments' shares of the overall portfolio, rating quality, and segment-specific developments and default probabilities were also discussed. The Working Committee was continuously working on the improvement and adaptation of the decision-making and reporting processes to boost efficiency and meet current requirements. In 2025, the reporting structure in the Working Committee was revised to ensure even more efficient information delivery. In addition, the Working Committee endorsed the new structure of Management Board areas in preparation for the Supervisory Board's resolution.

Risk Committee

The responsibilities of the Risk Committee include advising the Management Board on current and future risk propensity and risk strategy, monitoring the implementation of this risk strategy with regard to the controlling, monitoring and limitation of risk in accordance with the BWG, as well as the monitoring of capitalization and liquidity. To fulfill these responsibilities, the Risk Committee obtains quarterly reports on issues such as credit, liquidity and market risk, the Internal Capital Adequacy Assessment Process (ICAAP) and uncollectable loans. The Risk Committee also looks at current risk aspects, including selected country reports on current political changes as well as reports on regulatory developments and their repercussions for RBI. In addition, the Risk Committee discusses relevant metrics and tolerances regarding the Group's risk appetite, with due consideration given to budgeting and strategy. The Risk Committee also receives regular reports on significant legal cases.

Furthermore, the Risk Committee is also responsible for examining whether adequate consideration is given to the business model and risk strategy in the pricing of the services and products offered. To this end, the Risk Committee discusses reports submitted to it on pricing and price calculations in the customer and financial institutions business and discusses remedial action plans if necessary. The Risk Committee also monitors whether the incentives offered by the internal remuneration system give adequate consideration to risk, capital and liquidity, as well as the timing of realized profits and losses. This involves the presentation of a report on remuneration policies in the Risk Committee, which is used to assess whether the remuneration structure reflects RBI's risk appetite. Furthermore, the Risk Committee is involved in the process of selecting identified staff (employees whose activities affect the risk profile as defined by regulatory requirements for credit institutions).

In the 2025 reporting year, the Risk Committee again focused on the geopolitical situation and its macroeconomic implications. The committee addressed the results of the final Supervisory Review and Evaluation Process (SREP), the EBA stress test, developments in the commercial real estate market and the integration of ESG risks into risk management as well. It also analyzed structural risk aspects, including lessons learned from special cases and systemic dependencies on external IT service providers. Regular reporting covered the implementation of the risk strategy, the risk culture dashboard, the Group Data Protection Officer's report, the annual report on anti-money laundering/counter-financing terrorism and the compliance risk appetite framework. The leveraged transactions portfolio was addressed for the first time. Concentration risk was another key topic. The deliberations also included identifying key risk-related topics for the Risk Committee for the following year.

The Risk Committee addressed regular updates on the compliance risk profile, particularly with regard to anti-money laundering and sanctions management. It also focused on the monitoring of IT risk management and the resilience of IT infrastructure, particularly with regard to cyber security risks, which were also the subject of regular reporting. Every meeting also included reports on the activities of the newly established Compliance Committee.

The Risk Committee regularly discussed the characterization of risk appetite and related forecasts. It also considered risk developments in the individual business segments as well as portfolio quality, particularly for retail and corporate customers. All these activities were consistently focused on ensuring forward-looking, prudent and proactive risk management.

Compliance Committee

The Compliance Committee, established in 2025, oversees the compliance function's activities, particularly with regard to the compliance strategy and compliance risk appetite, compliance policies, group steering as well as measures and projects implemented for the continuous improvement of the compliance framework. In addition, the committee advises the Management Board on compliance matters and supports the Risk Committee in monitoring compliance risks as well as overseeing measures to mitigate them. The Compliance Committee regularly reports on its activities to the Supervisory Board and the Risk Committee. During the reporting year, it focused on the further development of the compliance target operating model, the definition of the group-wide compliance risk appetite and the management of crypto-asset-related business models.

Audit Committee

The Audit Committee monitors the accounting process. It issues recommendations for improving reliability and supervises the effectiveness of the company's internal control, audit and risk management systems. The committee also oversees the annual audit of the financial statements and consolidated financial statements and thus monitors the independence of the external Group auditor/bank auditor, particularly with respect to additional work performed for the audited company.

The Audit Committee is responsible for conducting the process for selecting the (Group) auditor and issuing an engagement recommendation to the Supervisory Board. It monitors compliance with the relevant internal policies, which, in line with legal requirements, provide for a standardized procedure ensuring independence requirements and mandatory rotation of the auditor after the maximum legal term. The last tender process took place in 2019 and was for the mandate for the 2021–2024 financial years. The tender resulted in a change of auditor to Deloitte Audit Wirtschaftsprüfungs GmbH (Deloitte). Deloitte's mandate has since been renewed multiple times in accordance with legal requirements and based on the review and recommendation of the Audit Committee.

The Audit Committee reviews the audit plan in great detail and engages in discussions with the auditor during the audit about key facts covered in the audit of the financial statements, special focuses of the audit, the management letter and the report on the effectiveness of risk management and the internal control system. It also examines the Management Board's proposal for earnings appropriation and the Corporate Governance Report. The Audit Committee presents a report on the results of its examinations to the Supervisory Board. In addition, the Audit Committee oversees the preparation of the consolidated Sustainability Report, which is part of the Group Management Report.

The Audit Committee also engages in regular discussions with Internal Audit about general audit issues, defined audit areas, findings made during audits and steps taken to make improvements in response to audit findings.

The status of the internal control system and its effectiveness are reported on regularly. In 2025, the committee specifically discussed the results of the review of key controls in non-financial and financial reporting as well as necessary measures for improvement. It also addressed the accounting framework and financial management methods for establishing processes for the optimal allocation of limited resources.

Reports were also provided on the status of credit-linked provisions for legal risks arising from the foreign currency mortgage portfolio in Poland and the resulting loan loss provisions. In the 2025 financial year, the Audit Committee dealt extensively with the accounting treatment of possible scenarios involving a full or partial withdrawal of RBI from Russia. In this context, particular attention was given to the valuation of AO Raiffeisenbank in the annual financial statements, the impact on consolidation, legal developments related to the Rasperia lawsuits and the valuation of Strabag shares.

In connection with ESG, the Audit Committee discussed the consolidated non-financial statement for 2024 at the beginning of 2025. There were also regular updates on the status of preparations for reporting for the 2025 financial year in accordance with the Corporate Sustainability Reporting Directive (CSRD). The annual financial statements for the 2024 financial year were reviewed by the Audit Committee, approved by the Supervisory Board and published within the legally required deadline on 25 February 2025 in accordance with legal requirements.

In addition to the Audit Committee's annual monitoring activities, there were regular updates on business developments in the 2025 financial year which addressed the financial performance, development of the lending business and the impact of current geopolitical circumstances on RBI.

Remuneration Committee

The Remuneration Committee's responsibilities include, first and foremost, establishing guidelines for the company's remuneration policies and practices, particularly on the basis of the BWG, as well as relevant sections of the ACGC. In doing so, the company's interests along with the long-term interests of shareholders, investors and employees of the company are taken into account, as are the economic interests of maintaining a functioning banking system and financial market stability.

The Remuneration Committee is responsible for preparing the Supervisory Board's resolutions on the principles governing the remuneration of the members of the Management Board and the Supervisory Board (remuneration policy) and for preparing the remuneration report on these matters. The Remuneration Committee issues detailed internal remuneration policies for the Management Board and employees of RBI, giving due consideration to the remuneration policies, and makes changes as required as part of a regular review process. On that basis, the Remuneration Committee selects the companies within the RBI Group that are subject to the remuneration principles. This selection and the underlying selection process are reviewed at regular intervals. The Remuneration Committee is also responsible for annually approving the proposed list of employees and functions who have a material impact on the risk profile of the Group and/or company. The Remuneration Committee conducts regular reviews of the selection criteria and the decision-making process. The Risk Committee has a preparatory role in the selection of identified staff.

The Remuneration Committee defines performance management principles for the Management Board while taking the remuneration policy into consideration. It also monitors the fulfillment of regulatory and general performance-related criteria for granting and paying bonuses and is involved in deciding whether a penalty or clawback event has occurred.

The Remuneration Committee confirmed that the general criteria had been met for paying bonuses for the 2025 financial year. Details on Management Board remuneration are provided in the remuneration report. The Remuneration Committee was involved in preparing the remuneration report. The Remuneration Committee also supervised the implementation of the remuneration principles that it had approved, taking into account the reports prepared by the responsible departments (PC&O, Internal Audit, Group Risk Controlling and Group Compliance).

Nomination Committee

The Nomination Committee's duties include identifying suitable applicants to fill any posts on the Management Board and Supervisory Board that have become vacant. The Nomination Committee evaluates potential candidates based on a description of the duties entailed and, after conducting an appropriate Fit & Proper test, issues recommendations for filling the board vacancy, giving consideration to the balance and diversity of knowledge, skills and experience of all members of the governing body in question.

The Nomination Committee approves and regularly reviews the Fit & Proper requirements for members of the Management Board, the Supervisory Board and key function holders and determines what diversity principles should be observed in this context. It specifies a target ratio for the under-represented gender on the Management Board and the Supervisory Board, develops a strategy for achieving the defined target ratio and regularly discusses the adoption of development programs. The Nomination Committee is also responsible for evaluating decision-making within the Management Board and Supervisory Board, ensuring that the Management Board and the Supervisory Board are not dominated by one individual person or a small group of persons in a way which is contrary to the company's interests. The Nomination Committee verifies and makes this assessment based on the meeting processes and communication lines within each board (e.g. minute-taking, deputizing arrangements, resolutions passed by circulation in urgent cases, monitoring of actions taken, meeting preparations, forwarding of documents) and on the perceptions of the members themselves. The Nomination Committee's responsibilities also include regularly assessing the structure, size, composition and performance of the Management Board and Supervisory Board, with reports on the bodies' composition, organizational structures and the results of their work being presented as a basis for any decisions. It also regularly evaluates the knowledge, skills and experience of the individual members of both the Management Board and Supervisory Board and also of the respective governing body as a whole. The evaluation takes place in

the Nomination Committee and is based on the self-evaluation of the individual members of the Management Board and Supervisory Board, as well as on individual continuing education reports.

The Nomination Committee determined in the Fit & Proper review that all the members of the Management Board and Supervisory Board, as well as the Management Board and Supervisory Board in their entirety, possessed the necessary knowledge, skills and experience. In addition, the mandate limits and availability in terms of time were reviewed and confirmed.

The Nomination Committee also reviews the Management Board's actions with regard to the selection of executives and supports the Supervisory Board in preparing recommendations for the Management Board. To this end, the Nomination Committee evaluates the selection of key function holders, the guiding principles of executive selection and development, succession planning and the policies and steps taken for filling upper management positions.

In the 2025 financial year, the focus of the Nomination Committee's activities was on succession planning for the Management Board and the Supervisory Board. The committee evaluated the knowledge, skills and experience of the proposed candidates and confirmed their suitability ("Fit & Proper") in accordance with regulatory requirements. The Nomination Committee dealt extensively with the new Management Board area structure in preparation for the Supervisory Board's resolution. It recommended a reallocation of responsibilities within the Management Board with six divisions, including the newly established CFO function and the transfer of responsibility for the retail area to the CEO.

In addition, the Nomination Committee held discussions on the status of achievement of the target ratio for the underrepresented gender as well as measures that had been planned and taken to achieve it. The target quota set by the Nomination Committee of filling 30 per cent of the positions on the Management Board and Supervisory Board with women by 2026 will be reached as of 1 January 2026, when Kamila Makhmudova takes up her mandate as new Management Board member (CFO). For details, please see the chapter describing the diversity strategy.

Personnel Committee

The Personnel Committee deals with the remuneration of Management Board members and their employment contracts. In particular, it discusses and decides on provisions in the individual Management Board members' employment contracts and makes changes to the contracts as needed. The Personnel Committee is also responsible for approving any acceptance of secondary employment by members of the Management Board. It discusses and reviews any clawbacks of past bonuses or non-payment of bonuses from existing provisions (penalty) if it has any information indicating that these measures appear necessary.

The Personnel Committee also sets concrete targets for the Management Board based on applicable rules and regulations and makes any required changes. It discusses whether the Management Board has attained its targets and approves bonus allocations on that basis. It also decides on the payment of deferred bonus installments from previous years, which are paid out with a delay in accordance with legal requirements.

The Personnel Committee confirmed that the general requirements for paying a bonus to the members of the Management Board had been met and approved the payment of variable remuneration in keeping with target achievement. Details are provided in the remuneration report.

The Personnel Committee also determined individual performance criteria for the 2025 financial year as well as weights for financial and non-financial targets. This is done in accordance with RBI's internal performance management policy. In 2025, the targets for Management Board members were augmented with division-specific cost objectives. The primary basis for the non-financial performance criteria are the goals of the Vision Mission 2025, particularly sustainability targets. For details, see the remuneration report.

Digitalization Committee

The Digitalization Committee's duties are to advise the Management Board and Supervisory Board regarding the current and future digitalization strategy (including IT, new technologies, data analysis and innovation) and the related strategic investment decisions. It is also responsible for monitoring the execution of the digitalization strategy as well as the progress made in digital transformation and for regularly reporting on this to the Supervisory Board.

As a result of the Supervisory Board's annual self-evaluation, the number of meetings of the Digitalization Committee was increased to four per year to better reflect the growing strategic importance of digital issues. In 2025, the Digitalization Committee addressed strategic and technological core issues in digital transformation. Key areas included the evolution of the Group IT strategy, compliance with regulatory requirements such as DORA, and progress in AI. Other topics under discussion included cybersecurity, digital business models in the CIB and Retail divisions, open banking, group-wide initiatives, data strategy and data protection.

Number of meetings of the Supervisory Board and committees

In the reporting period, the Supervisory Board (SB) held four ordinary meetings and five extraordinary meetings. No member of the Supervisory Board was unable to personally attend more than half of the meetings of the Supervisory Board. The Working Committee (WC) held eleven meetings in the 2025 financial year. The Risk Committee (RC) met five times, the Audit Committee (AC) six times, the Remuneration Committee (ReC) three times, the Nomination Committee (NC) eleven times, the Personnel Committee (PC) five times, the Compliance Committee (CC) five times and the Digitalization Committee (DC) four times. Supervisory Board members attended the meetings of the Supervisory Board and its Committees as shown below:

Supervisory Board member	SB (9)	WC (11)	RC (5)	AC (6)	ReC (3)	NC (11)	PC (5)	CC (5)	DC (4)
Erwin Hameseder	9/9	11/11	4/5	6/6	3/3	11/11	5/5	5/5	n/a
Martin Schaller	9/9	10/11	4/5	4/4	3/3	10/11	4/5	n/a	4/4
Heinrich Schaller[1]	2/2	3/3	1/2	2/2	1/2	2/3	2/3	n/a	n/a
Reinhard Schwendtbauer	7/7	n/a	n/a	2/4	0/1	7/8	2/2	n/a	n/a
Michael Alge	9/9	n/a	n/a	n/a	n/a	n/a	n/a	n/a	3/4
Eva Eberhartinger	9/9	n/a	5/5	6/6	3/3	n/a	n/a	5/5	n/a
Andrea Gaal	9/9	11/11	5/5	6/6	3/3	11/11	5/5	n/a	4/4
Michael Höllerer	8/9	7/8	n/a	n/a	n/a	n/a	n/a	5/5	n/a
Rudolf Könighofer	8/9	n/a	n/a	n/a	n/a	n/a	n/a	5/5	n/a
Heinz Konrad	9/7	n/a	n/a	n/a	n/a	10/11	3/5	n/a	n/a
Reinhard Mayr[1]	2/2	n/a	n/a	2/2	n/a	n/a	n/a	n/a	1/1
Birgit Noggler	9/9	10/11	5/5	6/6	3/3	10/11	4/5	4/5	n/a
Christof Splechtna	7/7	n/a	3/3	n/a	n/a	n/a	n/a	n/a	n/a
Manfred Wilhelmer	9/9	n/a	n/a	n/a	n/a	n/a	n/a	n/a	2/3
Natalie Egger-Grunicke	9/9	11/11	5/5	6/6	3/3	11/11	n/a	5/5	4/4
Peter Anzeletti-Reikl	9/9	11/11	n/a	6/6	3/3	11/11	n/a	5/5	4/4
Rudolf Kortenhof	8/9	n/a	5/5	6/6	n/a	9/11	n/a	n/a	n/a
Gebhard Muster	6/9	n/a	3/5	n/a	n/a	n/a	n/a	4/5	n/a
Helge Rechberger	9/9	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Denise Simek	8/9	10/11	n/a	n/a	3/3	n/a	n/a	n/a	n/a
Total attendance	94.4 %	95.5 %	89.0 %	96.3 %	92.6 %	93.0 %	83.3 %	95.0 %	91.7 %

n/a not applicable, as not a member of the respective Committee

1 resigned with the Annual General Meeting 2025

In addition, the Supervisory Board and Working Committee also passed resolutions outside of meetings in accordance with § 92 (3) of the AktG.

Self-evaluation and efficiency review by the Supervisory Board

As required by C Rule 36 of the ACGC, the Supervisory Board of RBI AG has been conducting a year-to-year self-evaluation and efficiency review since the 2019 financial year in order to achieve a lasting improvement in the efficiency and effectiveness of the Supervisory Board's work.

Going beyond the minimum requirement for the self-evaluation and efficiency review pursuant to C Rule 36 of the ACGC, the self-evaluation has been conducted with professional outside assistance since 2019 through a partnership with the Vienna University of Economics and Business (WU Vienna).

The annual evaluation of the Supervisory Board was once again carried out in 2025 in the form of an online survey, which was assessed by external experts and whose results were discussed with the Supervisory Board. The outcome confirmed a further improvement in the quality of the Supervisory Board's work, based on the optimization measures that had been implemented.

Role and activities of the Chairman of the Supervisory Board

The Chairman of the Supervisory Board leads and coordinates the Supervisory Board and interacts internally with the Management Board as the highest-ranking representative of the Supervisory Board. In his coordinating role, the Chairman of the Supervisory Board ensures that information received from the Management Board is forwarded to all Supervisory Board members in a timely and complete manner, enabling them to properly exercise their supervisory, control and approval authority. In addition to fulfilling his duties to ensure the smooth functioning of the Supervisory Board's activities, the Chairman of the Supervisory Board also has external public-facing roles, such as chairing the Annual General Meeting.

In addition to the 59 meetings on which the Supervisory Board and its committees met in 2025, 10 meetings were held between the Management Board and the Chairman of the Supervisory Board, Erwin Hameseder, to prepare for the meeting days and discuss current (strategic) issues on an ongoing basis. The presidium (the Chairman of the Supervisory Board and both his Deputies) and the Management Board met 10 times in 2025. The Supervisory Board also held two strategy workshops with the Management Board.

Furthermore, 50 bilateral meetings were held by the Chairman of the Supervisory Board with members of the Management Board and Division heads during the financial year, including 31 meetings with the CEO. Similarly, the Chairpersons of the Audit and Risk Committees stayed in regular contact and communication with the members of the Management Board, particularly the CEO and CRO, and with the heads of the internal control functions as well as with the CFO. The Chairman of the Supervisory Board attended over 100 meetings in total relating to RBI.

The Chairman of the Supervisory Board and the Chairpersons of the Audit and Risk Committees also held meetings with representatives of the supervisory authorities in which key supervisory issues and current topics relevant to RBI were discussed.

To support the activities of the Supervisory Board, particularly the Chairman of the Supervisory Board, the Chairman's Office has been set up as a competence center for Supervisory Board matters and as an internal interface. The Chairman's Office ensures that the Supervisory Board's work is efficiently organized in conformity with legal and regulatory requirements and acts as a coordinator between the Supervisory Board and all relevant stakeholders at RBI.

Syndicate agreement concerning RBI

Due to a syndicate agreement relating to RBI, the regional Raiffeisen banks and direct subsidiaries of the regional Raiffeisen banks are parties acting in concert as defined in § 1 (6) of the Austrian Takeover Act. The terms of the syndicate agreement include a block voting agreement for all matters that require a resolution from the General Meeting of RBI, rights to nominate members of the RBI Supervisory Board and preemption rights among the syndicate partners. The terms also include a contractual restriction on sales of the RBI shares held by the regional Raiffeisen banks (with a few exceptions) starting with the expiration of the three-year period from the effective date of the merger between RZB and RBI, thus as of 18 March 2020, if the sale were to directly and/or indirectly reduce the regional Raiffeisen banks' aggregate shareholding in RBI to less than 40 per cent (formerly 50 per cent) of the share capital plus one share.

Annual General Meeting

The Annual General Meeting in the 2025 financial year took place on 26 March 2025. The Management Board of RBI AG had decided, with the approval of the Supervisory Board, to hold the Annual General Meeting as a hybrid meeting. Shareholders and other participants could either attend physically or participate virtually via remote attendance and remote voting.

The Management Board reviewed the capital ratios, regulatory requirements and strategic considerations and decided to propose a dividend of € 1.10 per dividend-bearing ordinary share to the Annual General Meeting. This proposal, which was approved by the Annual General Meeting, was based on RBI's positive earnings situation and thus allowed shareholders to participate in the company's profits from the previous financial year through a distribution. The terms of office of Reinhard Mayr, Erwin Hameseder and Heinz Konrad ended at the Annual General Meeting on 26 March 2025. In addition, the mandates of Erwin Hameseder and Heinz Konrad were extended until the end of the Annual General Meeting that will decide on the release from liability for the 2029 financial year. Reinhard Schwendtbauer and Christof Splechtna were elected to the Supervisory Board of RBI AG until the end of the Annual General Meeting that will decide on the release from liability for the 2029 financial year. Heinrich Schaller resigned from the Supervisory Board of RBI AG as of 26 March 2025.

Voting results of the Annual General Meeting on 26 March 2025:

	Voting results		
Agenda item	**Votes for**	**Votes against**	**Valid votes[1]**
2. Resolution on the utilization of net profit, as shown in the annual financial statements as at 31 December 2024	99.99 %	0.01 %	77.45 %
3. Resolution on the report of the remuneration of the members of the Management Board and the Supervisory Board for the 2024 financial year (Remuneration Report 2024)	99.07 %	0.93 %	77.44 %
4. Resolution on the release of the members of the Management Board from liability for the 2024 financial year	99.97 %	0.03 %	77.35 %
5. Resolution on the release of the members of the Supervisory Board from liability for the 2024 financial year	99.82 %	0.18 %	77.32 %
6.1 Elections to the Supervisory Board- Erwin Hameseder	85.22 %	14.78 %	77.45 %
6.2 Elections to the Supervisory Board- Heinz Konrad	85.24 %	14.76 %	77.45 %
6.3 Elections to the Supervisory Board- Reinhard Schwendtbauer	86.72 %	13.28 %	77.44 %
6.4 Elections to the Supervisory Board- Christof Splechtna	86.72 %	13.28 %	77.44 %
7. Appointment of the auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements and for sustainability reporting for the 2026 financial year	99.91 %	0.09 %	77.45 %
8. Resolution on the authorization to issue convertible bonds according to sec. 174 para. 2 of the Stock Corporation Act (AktG) or contingent convertible bonds according to sec. 26 Austrian Banking Act (BWG) and the exclusion of shareholders' subscription rights	85.01 %	14.99 %	77.44 %
9. Resolution on the creation of conditional capital together with corresponding amendments to the Articles of Association in sec. 4 Share capital and shares	85.08 %	14.92 %	77.44 %
10. Resolution on the amendments of the Articles of Association in sec. 2 Purpose of the Company, sec. 10 Internal rules of the Supervisory Board, sec. 11 Resolutions adopted by the Supervisory Board, sec. 15 Right of attendance and voting, sec. 16 Internal rules of the General Meeting of Shareholders, and sec. 19 Special provisions for the issuance of funded bank bonds and covered bonds	99.99 %	0.01 %	77.44 %

1 of share capital

At the General Meeting, the shareholders, as owners of the company, can exercise their rights by voting. The fundamental principle of one share, one vote applies pursuant to Article 15 (6) of the Articles of Association of RBI AG. Accordingly, there are no restrictions on voting rights and all shareholders have equal rights. Every share confers one vote. Registered shares have not been issued. Shareholders may exercise their voting rights themselves or by means of an authorized agent.

The Annual General Meeting for the 2025 financial year will take place on 9 April 2026. The convening notice will be published electronically no later than the 28th day before the Annual General Meeting on the Electronic Announcement and Information Platform of the Federal Government (EVI) as well as through various other electronic means.

Report on measures taken by the company to promote women to the Management Board, the Supervisory Board and into executive positions within the meaning of § 80 AktG and a description of the diversity strategy as laid down in § 243c (2) 2 and 3 of the UGB

Description of the diversity strategy

RBI's framework for diversity, equity and inclusion (DEI) is centrally managed from head office with the aim of creating a work environment where every individual is respected, valued and empowered. This framework builds on the Group's core values that shape daily interactions and decision-making, such as leadership, culture, unbiased decision-making, data-driven work and defining the target group (customers and employees).

Each entity within the Group is responsible for implementing and complying with the guidelines and has the flexibility to adapt measures to local needs as long as they align with the Group's overarching objectives. Key components include:

- Diversity officers: Each relevant Group entity has a local contact person (diversity officer) responsible for implementing the DEI strategy and serving as the central point of contact for DEI initiatives.
- Integration into the employee journey: DEI principles are embedded in every phase of the employee journey – from recruitment through onboarding, development, retention and beyond – to ensure a supportive work environment.
- Key performance indicators (KPIs): Definition of qualitative and quantitative KPIs related to the core components of the DEI framework to assess the success of DEI initiatives.

The Group succession management policy includes the strategy for filling Management Board and Supervisory Board positions and refers to the Group's diversity, equity and inclusion policy, which requires diversity and legal compliance in hiring. Key diversity aspects include age, gender and geographic origin. Essential requirements for such positions include solid education and professional experience, preferably with a banking or financial institution background. Objective attainment is supported by formalizing the hiring process at all levels, focusing on women in the internal succession pipeline and supporting women in their career trajectory.

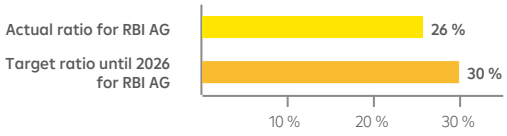
The goal is for the composition of the Management Board and Supervisory Board to reflect the geographic and cultural diversity of the Group's markets. At the end of 2025, four of the five Management Board members of RBI AG were of Austrian origin and one member of Ukrainian origin, so that 20 per cent of Management Board members were of non-Austrian origin (2024: 33 per cent). All Supervisory Board members were of Austrian origin.

To ensure balanced age representation, the boards should reflect a broad age range. The age range of Supervisory Board members was 47 to 69 years (2024: 46 to 68), and the age range of Management Board members was 53 to 66 years (2024: 46 to 65).

Measures taken to promote women to the Management Board, the Supervisory Board and into executive positions

RBI is convinced that having leadership teams that are diverse in terms of gender, age, geographic origin, education and professional background is essential to optimize quality of decision making and minimize groupthink. It thus assumes that diversity contributes positively to the company's performance.

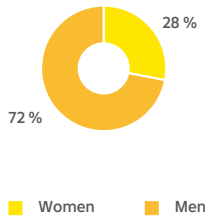
Share of women on the Supervisory Board and Management Board at RBI AG



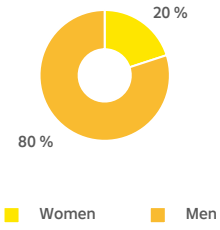
To achieve this, RBI aims to increase the share of the underrepresented gender by at least 5 percentage points on the Supervisory Board, Management Board and among division heads in all Group entities where the current share is below 30 per cent by 2030 (it is 28 per cent on the Supervisory Board). In addition, the group-wide target is to raise the share of the underrepresented gender in these positions to at least 35 per cent overall by 2030. In 2025, RBI achieved a share of 35 per cent of women on the Supervisory Board, Management Board and in senior management.

The management team of RBI AG is satisfactorily diverse in terms of age, education and professional background. To achieve a balanced gender distribution on the Management Board and meet regulatory requirements in the EU, the Nomination Committee redefined RBI AG's target for the underrepresented gender in 2023 and set a quota of 30 per cent for the Supervisory Board and Management Board by 2026. The share of women is currently 26 per cent (2024: 25 per cent). Women held the following proportions of Tier 3 management positions and higher (positions with staff responsibility) at RBI AG: Supervisory Board, 28 per cent (2024: 28 per cent); Management Board, 20 per cent (2024: 17 per cent); Tier 2 management, 39 per cent (2024: 37 per cent); and Tier 3 management, 30 per cent (2024: 29.0 per cent). Female employees make up 47 per cent (2024: 47 per cent) of the total workforce.

Women/men on the Supervisory Board at RBI AG[1]

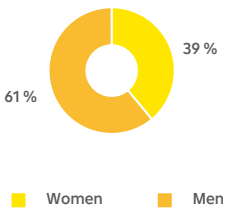


Woman/men on the Management Board at RBI AG

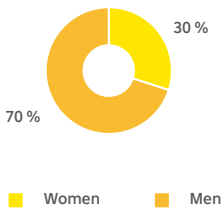


1 Proportion of women/men on the Supervisory Board at RBI AG fulfills the legal requirement within the calculation parameters of stock corporation law.

Woman/men in management positions of second tier of management at RBI AG



Woman/men in management positions of third tier of management at RBI AG



The following figures for the RBI include RBI AG and 11 subsidiary banks in CEE, as well as Raiffeisen Bausparkasse Gesellschaft m.b.H., Raiffeisen Kapitalanlage-Gesellschaft m.b.H., Raiffeisen-Leasing Gesellschaft m.b.H, as well as Valida Holding AG and Kathrein Privatbank Aktiengesellschaft. The proportion of women in the Supervisory Board, Management Board and Tier 2 management totaled 36 per cent at year-end 2025 (2024: 35 per cent). At RBI, female employees made up 62 per cent (2024: 62 per cent) of the total workforce. Women held 25 per cent of Management Board positions (2024: 24 per cent), 38 per cent of Tier 2 management positions (2024: 38 per cent). The proportion of women in Supervisory Board positions was 32 per cent (2024: 29 per cent).

RBI AG continues to prioritize increasing the share of women in leadership positions. A group-wide approach has been established and is supported by Lead Up, the employee resource group focused on gender equality (gender ERG). Building on initial group-wide initiatives launched at the Management Board level in 2017, Lead Up was founded in 2024 with the purpose of expanding female representation in leadership roles, creating a diverse succession pipeline and promoting equal opportunities in order to strengthen inclusion and innovation. A core team, ambassadors and an organizing team have been appointed to work with Group People, Culture and Organization (PC&O) to advance the gender agenda within RBI AG.

The approach comprises three complementary strands:

- Talent identification and development: Measures to identify and develop female talent and create a succession pipeline for leadership roles. Content on inclusion and unconscious bias has been integrated into existing training programs, and diversity is actively incorporated into events for new employees and learning modules for managers.
- Work culture and flexibility: Initiatives promote a healthy work-life balance and a gender-sensitive design of the work environment. Support for female leaders and talent is provided through networking as well as coaching and mentoring programs. The goal is to create a work environment that offers equal career opportunities and encourages women to apply for leadership positions.
- Improvements in senior management selection processes: Recruitment and selection for the first two management levels below the Management Board are carried out through inclusive job postings, clear selection criteria and anonymized tests. Structured interviews and decision-making based on established criteria catalogs are standard practice. Where necessary, RBI AG engages external recruitment agencies that meet strict diversity and inclusion requirements.

These measures are designed to collectively drive cultural change in the medium and long term and increase diversity within the company.

Transparency

RBI always strives to create transparency for its customers, employees and shareholders. It puts a top priority on an open communication network and transparent communication channels.

The Austrian Code of Corporate Governance provides an important foundation for transparency. To comply with provisions of the Code, RBI's Corporate Governance Report states where the Code and the report itself are published. Additional transparency requirements include explanations for rule deviations (comply or explain). Other transparency requirements that the company has met in full include the composition of committees, measures taken to support women, the diversity strategy, the review of the report by the Supervisory Board, the ability of shareholders to ask questions about the report at the General Meeting and, finally, verification of compliance with C Rules by an external auditor.

One of the most important tools for external communication is the RBI website. It plays an important role for RBI with regard to open communication with shareholders and their representatives, customers, analysts, employees, and the interested public. Therefore, the website offers regularly updated information and services, including the following: financial and regulatory reports, including the consolidated non-financial statement according to the new EU sustainability reporting requirements, presentations and webcasts, ad-hoc and investor relations releases, information on the share and shareholder structure, financial calendar, ratings as well as consensus recommendations and analyses, information for debt investors, the Corporate Governance and Remuneration Report, the Corporate Governance Code, information on the Annual General Meeting, sustainability developments and ESG products and services and ratings from sustainability rating agencies and index providers, press releases and other news from various divisions, information on securities transactions of the Management Board and Supervisory Board that are subject to reporting requirements (directors' dealings), RBI AG's Articles of Association and much more.

A secure, anonymous and digital whistleblower platform was established at RBI in line with regulatory and statutory guidelines. Employees throughout the Group can use this to report possible violations in their local language. All reports are investigated by RBI's Compliance department. More information on whistleblowing can be found in the consolidated non-financial statement in the chapter on governance policies (G1-1).

Conflicts of interest

Management Board and Supervisory Board decisions must be made fairly, honestly and impartially. Both the Management Board and the Supervisory Board of RBI AG are required to disclose any potential conflicts of interest. Compliance monitors and supports this process.

Members of the Management Board must therefore disclose to the Supervisory Board any significant personal interests in transactions involving the company and Group companies, as well as any other conflicts of interest. They must also inform the other members of the Management Board. Members of the Management Board who exercise or hold certain functions, roles and interests at other companies (such as supervisory board mandates, personal investments, etc.) are obligated to make sure that no actions or decisions are made that put RBI at a disadvantage and that the interests of the involved companies are fairly balanced whenever there are any points of intersection with RBI.

Members of the Supervisory Board must immediately report any potential conflicts of interest to the Chairman of the Supervisory Board, who is supported by Compliance when carrying out his evaluation. In the event that the Chairman himself should encounter a conflict of interest, he must report this immediately to the Deputy Chairman. Company agreements with members of the Supervisory Board that require members to perform a service for the company or for a subsidiary outside of their duty on the Supervisory Board (§ 189a 7 of the UGB) in exchange for not-insignificant compensation require the approval of the Supervisory Board. This also applies to agreements with companies in which a member of the Supervisory Board has a significant financial interest. Furthermore, related party transactions as defined by § 28 of the BWG require the approval of the Supervisory Board. The Supervisory Board also regularly addressed conflicts of interest in 2025.

These and other requirements and rules of conduct are covered by a corporate policy that contains the duties required by law and by the ACGC. The policy also gives due consideration to the EBA's guidelines on internal governance, the joint European Securities and Markets Authority and EBA guidelines on the assessment of the suitability of members of the management body and key function holders, the European Central Bank's guide to fit and proper assessments (EBA guidelines on the assessment of the suitability of members of the management body and key function holders), and the Basel Committee on Banking Supervision's corporate governance principles for banks.

For a number of years, RBI has had internal policies that govern business transactions in detail in order to avoid conflicts of interest. The rules enacted in Austria in mid-2019 on transactions with related companies and parties (as part of the transposition of the EU Shareholder Rights Directive into Austrian law) have been reflected in a separately issued internal directive.

Information and cyber security

Information and cyber security is a key topic that holds the highest priority for RBI. Customers' and business partners' data is treated with utmost care. Due consideration must always be given to changes in factors that affect information security: the threat landscape, technology, the regulatory environment, the corporate strategy, etc.

Strategy and organization

RBI takes technical and organizational measures to protect its bank and customer data from unauthorized access, cyber hacking attacks, malware, distributed denial-of-service (DDoS) attacks, ATM fraud, data leaks, phishing attempts, disclosure of sensitive information and a variety of other threats. Measures are taken to ensure a reasonable level of risk regarding confidentiality, integrity, availability and resilience of all systems. Rapid technological change requires constant changes and improvements to security measures, both technically and organizationally.

The Group Chief Information Security Officer is responsible for defining, continuously refining and implementing RBI's information security strategy. The processes at head office are certified to ISO 27001, the international standard for information security management. The scope of the certificate covers core banking processes, mission-critical support processes, banking products, the requisite IT infrastructure, locations and employees as well as security management for RBI and security processes for subsidiaries. RBI has taken strategic steps to strengthen cyber security in order to maximize customer data protection and be positioned to identify possible threat scenarios for the bank's IT environment early on and address them as effectively as possible.

RBI's security status is reported to the Group Security Committee and the Supervisory Board on a quarterly basis. The Group Security Committee includes the CRO, COO, CSO (Chief Security Officer), CISO (Chief Information Security Officer), senior IT and Security/IT Risk managers, and data protection officers.

Current developments

The Digital Operational Resilience Act (DORA), which has been in force since the beginning of 2025, introduces binding requirements for financial institutions to further strengthen the resilience of the financial market against cyber risks as well as risks arising from the use of information and communication technologies (ICT). DORA focuses on handling ICT incidents, regularly testing operational resilience (including threat-led penetration testing and stress tests) and monitoring ICT service providers more closely.

In 2025, the focus was on the operational implementation of DORA: As part of ICT risk management, RBI aligned its governance and escalation processes with DORA timelines and conducted tests under the DORA testing program (e.g. data restore tests, penetration tests, business continuity tests, crisis exercises).

Management and review of ICT service providers was additionally strengthened to reflect the growing importance of security in the supply chain. These measures increase transparency and sustainably enhance RBI's operational resilience against ICT risks.

Security incident management

As required under DORA, processes for detecting, handling and reporting ICT incidents were further optimized and formalized.

Security incidents cannot be completely prevented, which is why regular testing of incident-handling processes is a key component of RBI's security strategy.

Most attempted attacks on RBI are proactively blocked by the implemented security measures.

In 2025, improved technical measures successfully prevented DDoS attack attempts without any impact on business operations. Although there was an increase in security incidents among suppliers and their supply chains, no RBI customer services were affected.

All incidents were analyzed, documented and closed in accordance with incident-handling processes. RBI sustained no significant losses. A key aspect for RBI is identifying and implementing improvement measures as part of lessons learned to ensure a sustainable level of security.

Regular training

Observant, security-conscious employees play an essential role in protecting the company from security threats (e.g. phishing). Measures taken include regular awareness campaigns, targeted annual training (e.g. security incident management) that all employees must complete, and regular communications on current security issues provided through in-house media. These initiatives are designed to ensure that awareness of potential threats remains high and that all employees are aware of current threat scenarios. Ongoing monitoring and reporting are used to review the effectiveness of these measures and optimize them as needed.

Cyber and IT security risk insurance

Cyber and IT security risks are covered by group-wide cyber insurance. It covers direct losses from cyber attacks. Other forms of insurance held by RBI (fidelity/crime insurance, professional liability, cash-in-transit, etc.) include coverage for cyber and IT risks wherever this is possible and reasonable.

Further information can be found at www.rbinternational.com → RBI Group → Leadership and Governance → Security.

Accounting and audit of financial statements

RBI's consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRS) as applied in the EU. They also comply with the regulations of the BWG in conjunction with the UGB to the extent that these are applicable to the consolidated financial statements. The consolidated annual financial statements are published within the first four months of the financial year following the reporting period. Interim reports are published no later than two months after the end of the respective reporting period.

The Annual General Meeting on 4 April 2024 selected Deloitte Audit Wirtschaftsprüfungs GmbH (Deloitte) as external Group auditor and bank auditor for the 2025 financial year. Deloitte has confirmed to RBI AG that it has the certification of a quality auditing system. It has also declared that there are no reasons for disqualification or prejudice. The Supervisory Board is informed of the result of the audit by a statutory report regarding the audit of the consolidated financial statements by the auditor, as well as by the report of the Audit Committee. Furthermore, the auditor assesses the effectiveness of the company's risk management in accordance with the ACGC, based on the documents submitted to the auditor and otherwise available. The resulting report is presented to the Chairman of the Supervisory Board, who is responsible for ensuring the report is addressed in the Audit Committee and presented to the Supervisory Board.

Signed by:

Vienna, 17 February 2026
The Management Board

Johann Strobl m.p.
Chairman of the Board, CEO

Marie-Valerie Brunner m.p.
Member of the Board, CIB Customer Coverage and CIB Products & Solutions

Andreas Gschwenter m.p.
Member of the Board, COO/CIO

Kamila Makhmudova m.p.
Member of the Board, CFO

Hannes Mösenbacher m.p.
Member of the Board, CRO

Andrii Stepanenko m.p.
Member of the Board, Retail Banking