

**INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS  
PURSUANT TO SEC. 109, 110, 118 AND 119 OF THE STOCK  
CORPORATION ACT (AKTIENGESETZ)**

**A. Adding items to the agenda pursuant to sec. 109 of the Stock Corporation Act**

Shareholders whose shares individually or in aggregate equal at least **5% of the share capital** and who prove that they have held these shares for at least three months prior to submission of the request (as to establishing proof, see below) may request in writing that items be added to the agenda of this extraordinary General Meeting and that an announcement be made in this respect, provided that said request is received by the Company in writing (signature required) at Raiffeisen Bank International AG, Attn. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, A-1030 Vienna no later than **05 January 2017**.

A proposed resolution and a statement specifying the reasons for the proposal must accompany each requested agenda item. Each proposed resolution must (also) be submitted in the German language.

Submission of a deposit certificate (*Depotbestätigung*) pursuant to sec. 10a of the Stock Corporation Act which certifies that the shareholder submitting the request has held his/her shares (5% of the share capital) for an uninterrupted period of at least three months prior to its submission and which, at the time of its submission to the Company, must not be more than seven days old, is required as proof of share ownership. Where there are several shareholders holding shares which only equal the required 5% when taken together, or in case of more than one deposit certificate for shares which only equal the required 5% when taken together, the deposit certificates must refer to the same effective date. With respect to the other requirements related to deposit certificates, reference is made to the information under Section D.

**B. Resolutions proposed by shareholders pursuant to sec. 110 of the Stock Corporation Act**

Shareholders whose shares individually or in aggregate equal at least **1% of the share capital** may submit to the Company proposals for resolutions in respect of each agenda item and a statement specifying the reasons for the proposal and request that these proposals be made available on the Company's website as stated in the company register together with the names of the shareholders in question, the accompanying statements of reasons for the proposals and any statements issued by the Management Board and Supervisory Board, provided that said request is made in text form and received by the Company no later than **13 January 2017** either

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- by **fax**: +43 (0)1 8900 500 83  
by **e-mail**: [anmeldung.rbi@hauptversammlung.at](mailto:anmeldung.rbi@hauptversammlung.at), such request to be attached to the e-mail as a scanned attachment (e.g. pdf, tif), or  
by **mail**: Raiffeisen Bank International AG, Attn. Susanne Langer – Head of Group Investor Relations, Am Stadtpark 9, A-1030 Vienna.

Submission of a deposit certificate pursuant to sec. 10a of the Stock Corporation Act which, at the time of its submission to the Company, must not be more than seven days old, is required as proof of share ownership for the purposes of exercising these shareholder rights. Where there are several shareholders holding shares which only equal the required 1% when taken together, or in case of more than one deposit certificate for shares which only equal the required 1% when taken together, all deposit certificates must refer to the same effective date. With respect to the other requirements related to deposit certificates, reference is made to the information under Section D.

The Company shall make any received proposed resolution to it available on its website no later than the second working day following receipt, unless

- it contains no reasons or the statement according to sec. 87 para. 2 of the Stock Corporation Act is not provided (sec. 110 para. 4 sub-para. 1 of the Stock Corporation Act),
- it would lead to a resolution by the General Meeting which is unlawful or in contradiction to the Articles of Association (sec. 110 para. 4 sub-para. 2 of the Stock Corporation Act),
- a similar proposal based on the same circumstances is already accessible for the shareholders (sec. 110 para. 4 sub-para. 3 of the Stock Corporation Act),
- the proposal qualifies as slander (sec. 111 of the Austrian Penal Code [*StGB*]) or libel (sec. 115 of the Penal Code) or the Management Board would become liable to prosecution for making the proposal accessible (sec. 110 para. 4 sub-para. 4 of the Stock Corporation Act), or
- the shareholders indicate that they will not attend the General Meeting and will not be represented by a third party (sec. 110 para. 4 sub-para. 5 of the Stock Corporation Act).

The Company does not have to make the reasons available if they contain more than 5,000 characters in total or if and to the extent that they fulfil one of the elements according to sec. 110 para. 4 sub-para. 4 of the Stock Corporation Act listed above. If several shareholders deliver resolution proposals for the same item of the agenda, the Management Board may summarize the resolution proposals and their reasons.

A vote only needs to be held on a proposed resolution which has been published on the Company's website in accordance with sec. 110 of the Stock Corporation Act, if the proposed resolution is repeated at the extraordinary General Meeting in the form of a proposal.

Furthermore, each proposed resolution must (also) be submitted in the German language.

## **C. Record date and participation in the General Meeting**

### **Record date pursuant to sec. 111 of the Stock Corporation Act**

The right to participate in the extraordinary General Meeting and to exercise voting rights and other shareholder rights which are to be exercised during the course of the extraordinary General Meeting depends on the ownership of shares at the end of the 10th day prior to the General Meeting, which is **Saturday, 14 January 2017**, 12:00 p.m. (midnight) Vienna time (CET) (**record date**).

Only those who are shareholders on the record date and are able to provide the Company with proof of this are entitled to participate in the extraordinary General Meeting (reference is made to this information under Section D.).

### **Proof of share ownership**

All bearer shares of the Company are deposited on securities accounts. Share ownership on the record date is to be proven by means of a deposit certificate pursuant to sec. 10a of the Stock Corporation Act, which must be received by the Company no later than **19 January 2017** solely at one of the addresses listed below (as to the form and contents of deposit certificates please see below):

by **e-mail**: [anmeldung.rbi@hauptversammlung.at](mailto:anmeldung.rbi@hauptversammlung.at), with the scanned deposit certificate attached to the e-mail (e.g. pdf, tif), or

by **SWIFT**: RZBAATWWXXX

Message Type MT598; please add in the wording in field 20 "HV RBI" as well as in field 77E "ISIN AT0000606306", or

by **mail**: Raiffeisen Bank International AG

Attn. Susanne Langer – Head of Group Investor Relations  
Am Stadtpark 9, A-1030 Vienna

## **D. Deposit certificate pursuant to sec. 10a of the Stock Corporation Act**

The deposit certificate must be issued by the depositary credit institution, which must have its registered office in a Member State of the European Economic Area or in a full Member State of the OECD in German or English, and it must contain the following:

- Information on the issuer: name/company name and address or any code normally used in communications between credit institutions (SWIFT);
- Information on the shareholder: name/company name, address, date of birth for natural persons, register and register number for legal entities, where applicable;
- Information on the shares: number of shares held by the shareholder, ISIN AT0000606306;
- Deposit number or, if not available, any other relevant reference or identifier;

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- Express declaration that the deposit certificate relates to the aforementioned record date of **14 January 2017**, 12:00 p.m. (midnight) Vienna time (CET).

Submission of the deposit certificate serves at the same time as registration for the General Meeting.

Shareholders should note that shares do not become non-tradable either as a result of registration for the extraordinary General Meeting or through the submission of a deposit certificate. Therefore, shareholders can continue to dispose of their shares, without restriction, even after they have successfully registered for the General Meeting and/or submitted a deposit certificate.

### **E. The right to information pursuant to sec. 118 of the Stock Corporation Act**

Upon request, each shareholder must be provided with information, in accordance with sec. 118 of the Stock Corporation Act, regarding the affairs of the company at the General Meeting insofar as said information is necessary for the proper assessment of an agenda item. The obligation to provide information extends to the company's legal and commercial relations with an affiliated company. If consolidated financial statements and a consolidated management report are submitted to the General Meeting of a parent company (sec. 189a para. 6 of the Austrian Code of Enterprises [*Unternehmensgesetzbuch*]), the obligation to provide information shall also extend to the condition of the group of companies as well as of the companies included in the consolidated financial statements.

The information must be in keeping with the principles of diligent and accurate accountability. Information may be refused if and to the extent that the information – based on a reasonable economic assessment – could cause a material disadvantage to the company or an affiliated company, or where providing such information would constitute a criminal offence. Furthermore, information may be refused if and to the extent that the information has continuously been accessible in the form of questions & answers on the homepage of the company ([www.rbinternational.com](http://www.rbinternational.com)) for a period of at least seven days prior to the beginning of the extraordinary General Meeting. The reason for such a refusal to give information must be indicated.

### **F. Information regarding the right of shareholders to propose resolutions at the General Meeting pursuant to sec. 119 of the Stock Corporation Act**

Every shareholder is entitled to propose resolutions at the extraordinary General Meeting with respect to each item on the agenda.