

Resolutions of the extraordinary General Meeting of Raiffeisen Bank International AG held on 24 January 2017

The subscribed capital of Raiffeisen Bank International AG amounts to EUR 893,586,065.90 and is divided into 292,979,038 no-par value shares (bearer shares).

Item 1: Resolution on

- a) the Merger of Raiffeisen Zentralbank Österreich Aktiengesellschaft, FN 58882t, as the Transferring Company, by transferring the assets in their entirety as of the Effective Date of 30 June 2016, at 24:00 hours, and on the basis of the closing balance sheet of the Transferring Company as of 30 June 2016, by way of universal succession, to Raiffeisen Bank International AG, FN 122119 m, as the Acquiring Company, with a capital increase for the Acquiring Company and consent to the Merger Agreement;
- b) the increase of EUR 109,679,778.15 in the share capital of Raiffeisen Bank International AG from EUR 893,586,065.90 to EUR 1,003,265,844.05 by issuing 35,960,583 new no-par-value bearer shares (ordinary shares) to carry out the Merger with Raiffeisen Zentralbank Österreich Aktiengesellschaft. Pursuant to sec. 223 para. 1 of the Stock Corporation Act (*Aktiengesetz - AktG*), subscription rights will not be granted;
- c) the changes to secs. 2 (Purpose of the company), 4 (Capital and shares), 9 (Supervisory Board) and 12 (Responsibilities of the Supervisory Board) of the Articles of Association necessitated by the registration of the Merger (including the capital increase) with the commercial register.

The following resolutions were passed:

- "a) The General Meeting hereby resolves to merge, through absorption, pursuant to secs. 219 et seq. of the Stock Corporation Act (*Aktiengesetz - AktG*) and Article I of the Reorganization Tax Act (*Umgründungssteuergesetz, UmgrStG*), Raiffeisen Zentralbank Österreich Aktiengesellschaft, FN 58882 t, as the Transferring Company, by transferring the assets in their entirety, waiving liquidation, as of the effective date of 30 June 2016 at midnight, by way of universal succession, to Raiffeisen Bank International AG, FN 122119m, as the Acquiring Company, with a capital increase for the Acquiring Company, and paying out the 177,847,115 shares held by Raiffeisen Zentralbank Österreich Aktiengesellschaft to the shareholders of Raiffeisen Zentralbank Österreich Aktiengesellschaft pursuant to sec. 224 para. 3 of the Stock Corporation Act, and furthermore consents to the Merger Agreement drawn up in draft form on 14 December 2016, including all annexes thereto, including, the reorganization plan pursuant to sec. 39 of the Reorganization Tax Act which is based on (i) the audited interim financial statements as of 30 June 2016 bearing an unqualified auditor's opinion, serving as the closing balance sheet and notes of Raiffeisen Zentralbank Österreich

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Aktiengesellschaft, and (ii) an exchange ratio of approx. 31.55 shares in Raiffeisen Bank International AG for 1 (one) share in Raiffeisen Zentralbank Österreich Aktiengesellschaft, thereby requiring a total of 213,807,698 shares in Raiffeisen Bank International AG to be granted in exchange for the 6,776,750 shares in Raiffeisen Zentralbank Österreich Aktiengesellschaft.

- b) The share capital of Raiffeisen Bank International AG shall be increased by EUR 109,679,778.15 from EUR 893,586,065.90 to EUR 1,003,265,844.05 by issuing 35,960,583 new no-par-value bearer shares (ordinary shares) to implement the Merger with Raiffeisen Zentralbank Österreich Aktiengesellschaft for the purpose of granting shares to the shareholders of Raiffeisen Zentralbank Österreich Aktiengesellschaft as consideration to compensate for the corporate assets of Raiffeisen Zentralbank Österreich Aktiengesellschaft that will be transferred to Raiffeisen Bank International AG as a result of the Merger, excluding the 177,847,115 shares held by Raiffeisen Zentralbank Österreich Aktiengesellschaft in Raiffeisen Bank International AG that will be paid out to the shareholders of Raiffeisen Zentralbank Österreich Aktiengesellschaft. The new no-par-value bearer shares (ordinary shares) shall be issued at their pro-rata amount of the share capital, amounting to EUR 3.05, without any premium. The Merger Agreement shall determine the profit entitlement conferred by the new shares. Pursuant to sec. 223 para. 1 of the Stock Corporation Act, the remaining shareholders of Raiffeisen Bank International AG shall have no subscription rights with regard to the new shares issued in the course of the capital increase.
- c) The Articles of Association of Raiffeisen Bank International AG shall be amended in accordance with the attached wording of the Articles of Association, with an attached comparison of the Articles of Association showing the proposed amendments to secs. 2 "Purpose of the Company", 4 "Capital and shares", 9 "Supervisory Board" and 12 "Responsibilities of the Supervisory Board". The amendments to the Articles of Association are contingent on the registration of the Merger (and the capital increase) with the commercial register. The attached comparison of the Articles of Association is an integral part of this resolution."

Presence: 1,081 shareholders with 215,690,818 votes

Votes for: 1,037 shareholders with 214,054,507 votes

Votes against: 19 shareholders with 1,276,543 votes

Abstentions: 25 shareholders with 359,768 votes

Number of shares voting valid: 215,331,050

Those correspond to this portion of the registered capital: 73.50%

Total number of valid votes: 215,331,050
