

# Information on the organizational and technical requirements for participation in the virtual Extraordinary General Meeting of Shareholders of Raiffeisen Bank International AG on 10 November 2021

# I. <u>Conducting a virtual General Meeting without physical presence of</u> shareholders

The Management Board of Raiffeisen Bank International AG has, after careful consideration, decided in view of the COVID-19 pandemic to conduct this year's General Meeting as a virtual meeting for the protection of shareholders and other participants. The Extraordinary General Meeting of Raiffeisen Bank International AG will therefore be conducted, on the basis of sec. 1 of the Federal Act concerning special measures in company law due to COVID-19 (COVID-19 Company Law Act (Gesellschaftsrechtliches COVID-19-Gesetz, as amended), and the Ministry of Justice Regulation on the more detailed provisions for the conducting of meetings under company law without the physical presence of the participants and on passing resolutions in alternative ways (COVID-19 Company Law Ordinance (Gesellschaftsrechtliche COVID-19-Verordnung, as amended), in the form of a virtual meeting using a real-time, one-way acoustic and optical connection in accordance with sec. 3 para. 1 of the COVID-19 Company Law Ordinance without the physical presence of shareholders. For the first time, shareholders will also be offered the opportunity to ask their questions in real time at the Extraordinary General Meeting by telephone, if they so wish. The General Meeting will take place in the physical presence of the Chairman of the Supervisory Board, the Chief Executive Officer and other members of the Management Board, the certified notary and an independent proxy appointed by the Company at Am Stadtpark 9, 1030 Vienna, Austria.

It is expressly pointed out that special proxies pursuant to sec. 3 para. 4 COVID-19 Company Law Ordinance will not be proposed at the upcoming General Meeting on 10 November 2021. This is because shareholders will be able to participate (sec. 102 para. 3 sub-para. 2 Stock Corporation Act (*Aktiengesetz*) and vote remotely (sec. 102 para. 3 sub-para. 3 Stock Corporation Act and sec. 126 Stock Corporation Act) via the GM portal.

## II. Shareholder participation through the GM portal

The Company's **GM portal** is available to shareholders for the exercise of voting rights and other shareholders' rights as from the **record date** (31 October 2021 at 12:00 p.m.



**(CET)**) and can be accessed on the Company's website<sup>1</sup> at www.rbinternational.com/en/investors/events-overview/annual-general-meetings/extraordinary-general-meeting-2021.

The GM portal is available to all shareholders whose deposit certificates have been received by the Company on a timely basis (see section C. of the convocation notice).

Submission of the deposit certificate constitutes registration for the General Meeting at the same time. Registered shareholders are therefore specified as those shareholders whose deposit certificates have been received by the Company on a timely basis.

The GM portal enables registered shareholders to:

- participate in the General Meeting through a real-time acoustic and optical connection,
- · exercise their voting rights,
- submit a motion for a resolution,
- raise an objection,
- exercise the right to information,
- authorize a representative.

The General Meeting will be held in German. We offer simultaneous translation from German into English.

## i. Requesting access data for the GM portal

In order to participate in the General Meeting through the GM portal, shareholders require access data (voting card number and access password). The **access data** can be requested as from the record date of **31 October 2021** at 12:00 p.m. (CET) as follows:

1. using an <b>electronic form</b>	which can be found on the Company's
	website and which can be submitted to the
	Company using the " <b>Send</b> " button following
	completion of the form;
2. by <b>e-mail to</b>	zugangsdaten.rbi@anmeldestelle.at with
	the completed form attached to the e-mail

<sup>&</sup>lt;sup>1</sup> All references to the Company's website that follow refer to www.rbinternational.com/en/investors/events-overview/annual-general-meetings/extraordinary-general-meeting-2021



	(the PDF form can be downloaded from the
	website); or
3. by <b>telephone on</b>	By <b>telephone on +43 (0) 1 3750 215-17</b> daily
	between 09:00 a.m. and 05:00 p.m. (CET).

On requesting access data, the shareholder expressly states that following receipt of the access data only the registered shareholder and/or the authorized representative will have access to the GM portal.

However, the prerequisite for sending the access data to the shareholder for registration in the GM portal is also the timely transmission of the deposit confirmation (see section C. of the convening notice). After receipt of the deposit confirmation, the access data for the GM portal will be sent by e-mail to the e-mail address provided by the shareholder. In any case, shareholders or their custodian banks are requested to send the deposit confirmation as early as possible.

Deposit certificates may be submitted as from the record date (31 October 2021 at 12:00 p.m. (CET)).

If the shareholder submits several deposit confirmations (e.g. due to several share deposits in his/her name), he/she will also receive a corresponding number of access data (voting card number and access password) for the GM portal. The shareholder can use these access data to log in to the GM portal several times using different Internet browsers or browser tabs. If the shareholder wishes to exercise voting rights and other shareholder rights for which he/she has several access data combinations, the Company recommends using a separate Internet browser for each access data combination.

In addition to the access data for participation in the virtual General Meeting, usage of the GM portal and the exercise of shareholders' rights, shareholders need an Internet connection and an Internet-enabled device. In order to enable optimal visual and audio transmission of the General Meeting, a stable Internet connection with an adequate transmission speed is recommended.

## ii. Participation and exercise of voting rights in the General Meeting



Shareholders who have registered may participate in the General Meeting by means of a real-time acoustic and optical connection and exercise their voting rights.

The period during which voting rights may be exercised via the GM portal at the Extraordinary General Meeting will be determined by the Chairman in the course of the virtual Extraordinary General Meeting and announced in good time.

For voting, a "Vote" button is provided in the GM portal.

#### iii. Submission of motions for resolutions

Each shareholder is entitled in the General Meeting to submit motions on any agenda item (sec. 119 Stock Corporation Act).

The point in time until which it is possible to submit a motion via the GM portal will be determined by the Chairman during the course of the virtual Extraordinary General Meeting and announced in good time.

The "Submit motion" button in the GM portal is provided for this purpose.

#### iv. Shareholders' right to speak and to information

For the virtual meeting the shareholders' right to information and to speak pursuant to sec. 118 Stock Corporation Act may **only** be exercised by shareholders **electronically through the GM portal**, by e-mail or by telephone in real time during the Extraordinary General Meeting.

For the exercise of the right to information through the GM portal, the **"Submit question"** button is provided in the portal.

Moreover, shareholders are also invited to directly submit questions to the Company by e-mail to <a href="mailto:fragen.rbi@anmeldestelle.at">fragen.rbi@anmeldestelle.at</a>.

If shareholders wish to ask their question(s) by telephone in real time of the Extraordinary General Meeting, they must inform the Company of this in the GM portal during the General Meeting by using the button "Register to speak". Here, the shareholder must additionally provide a telephone number on which he/she can be reached during the General Meeting. Shareholders who have registered to speak in the manner described above will receive a call from a member of the Company's staff with further instructions



on the technical procedure for the telephone connection. It will also be checked whether the quality of the audio transmission is sufficient for a real-time connection in the broadcast of the General Meeting. If this is the case, the chairman of the meeting will authorize the shareholder to be connected at a suitable point.

It is a technical prerequisite for the telephone connection in real time that the shareholder has a sufficiently good telecommunication network connection for the audio transmission.

Otherwise, the shareholder may submit his/her question(s) – as described above – by using the **"Submit question"** button in the GM portal or by e-mail.

In order to identify shareholders, at the same time as questions are submitted by e-mail information must be provided on full name, date of birth or commercial register number (only for legal entities), the securities account number and the name of the credit institution maintaining the securities account along with a copy of the signature (or identification by other means).

Shareholders may use the inquiry form available on the Company's website, which contains the aforementioned information on identity.

For the purpose of efficiency in the meeting proceedings, questions can be submitted to the above e-mail address on a timely basis prior to the General Meeting. The Company reserves the right to not respond to questions which are not assignable to a shareholder.

# v. Statements of objection for the record

Shareholders who have exercised their voting rights may state objections to resolutions passed by the General Meeting by electronic means through the GM portal up until the end of the General Meeting, for recording in the notary's minutes.

The "File objection" button in the GM portal is provided for this purpose.

# III. Granting authorization pursuant to sec. 113 of the Stock Corporation



Each shareholder entitled to participate in the virtual General Meeting has the right to appoint a proxy to participate in the virtual General Meeting on behalf of the shareholder and to have the same rights as the shareholder he/she represents.

The "Authorization for proxies" button in the GM portal is provided for this purpose.

Through the GM portal, shareholders may change or revoke any authorization previously granted and instructions issued; this may also be done during the General Meeting up until the start of voting.

Participation in the virtual General Meeting by way of proxy using an electronic connection via the GM portal requires that the proxy receives the individual access data for the GM portal from the grantor of the proxy.

As a special service, a representative of the Austrian Shareholder Association (Interessenverband für Anleger, IVA) Feldmühlgasse 22, 1130 Vienna, Austria, is available to shareholders as an independent proxy for the exercise of voting rights and other shareholder rights at the Extraordinary General Meeting. If interested, it is possible to contact Mr. Michael Knap before the Extraordinary General Meeting directly on the mobile phone number: +43 (0)664 2138740 or by e-mail: <a href="mailto:knap.rbi@anmeldestelle.at">knap.rbi@anmeldestelle.at</a>. In any case, the Austrian Shareholder Association must be given instructions for the exercise of voting rights. Without such explicit instructions, the voting right shall not be exercised.

If authorization is granted to the Austrian Shareholder Association independent proxy, the authorization must also be sent to the Company as described in the convening notice or provided via the GM portal. The button "**Proxy and instructions for IVA**" is provided for this purpose in the GM portal.

It should be noted that the Austrian Shareholder Association representative/Dr. Michael Knap is not a special proxy as defined in sec. 3 para. 4 of the COVID-19 Company Law Ordinance.

Shareholders are requested to use the proxy forms and forms for the revocation of proxies available on the Company's website to grant or revoke a proxy (if this is not done via the GM portal). These forms will also be sent upon request. For further information on proxy appointments, please refer to section E of the convocation notice.



# IV. <u>Technical support before and during the General Meeting</u>

In the event of technical or organizational questions on using the GM portal, all shareholders may either contact the Hotline by telephone on 43 (0) 1 3750 215-17 daily from 09:00 a.m. - 05:00 p.m. (CET) or send an e-mail to <a href="mailto:anmeldung.rbi@anmeldestelle.at">anmeldung.rbi@anmeldestelle.at</a>.

Vienna, October 2021

The Management Board of Raiffeisen Bank International AG