



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

**AT0000606306202311210900**

of the shareholders for the

**EXTRAORDINARY GENERAL MEETING**

of

**Raiffeisen Bank International AG**

commercial register of the Commercial Court of Vienna under FN 122119 m

ISIN AT0000606306

which will be held on Tuesday, 21 November 2023 at 10:00 a.m. (CET)  
at Wiener Stadthalle, Hall F, Roland-Rainer-Platz 1, 1150 Vienna, Austria.

**I. Conducting the Extraordinary General Meeting with the option of physical or virtual participation**

After careful consideration and with the approval of the Supervisory Board, the Management Board of Raiffeisen Bank International AG has decided to conduct the Extraordinary General Meeting as a "hybrid" assembly. Shareholders and other participants have the option of attending **physically** at the venue of the General Meeting, **or virtually** by participating remotely (sec. 102 para. 3 sub-para. 2 of the Stock Corporation Act (Aktiengesetz)) and voting remotely (sec. 126 of the Stock Corporation Act).

It is expressly pointed out that the upcoming Extraordinary General Meeting is not a "hybrid" General Meeting in the sense of shareholders' meeting law („VirtGesG"). The upcoming Extraordinary General Meeting on 21 November 2023 takes place on the same legal basis and in the same manner as the Annual General Meeting on 30 March 2023.

Shareholders can choose whether to participate in the General Meeting either in person or virtually.

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

**II. Physical participation of shareholders at the venue of the Extraordinary General Meeting**

To ensure a smooth admission process, shareholders and other participants are asked to arrive in good time before the General Meeting begins. Moreover, participants will be required to provide valid official photo ID (driving license, passport, identity card) at the registration desk. Entry may be refused to anyone who does not meet these requirements. For those attending in person, **doors open at 08:30 a.m. (CET)** for the collection of voting cards.



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

### **III. Virtual participation of shareholders through the GM portal**

The Company is providing the **GM portal** for the virtual participation of shareholders in this year's General Meeting. Shareholders can therefore participate (remote participation) and vote (remote voting) in the General Meeting by electronic connection using individual access data through the **GM portal** set up by the Company.

Detailed information on the organizational and technical requirements for virtual participation in the General Meeting is available on the Company's website<sup>1</sup> at <https://www.rbinternational.com/en/investors/events-overview/annual-general-meetings/extraordinary-general-meeting-2023.html> ("**Information on virtual participation**") no later than 31 October 2023.

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

### **IV. Partial transmission of the EXTRAORDINARY General Meeting on the internet**

The General Meeting will be partially broadcast to the public on the Company's website from approximately 10:00 a.m. (CET) from the beginning until the end of the presentation of agenda item 1, in accordance with sec. 102 para. 4 of the Stock Corporation Act.

#### A. AGENDA

1. Resolution on the utilization of net profit, as shown in the annual financial statements as of 31 December 2022.
2. Election to the Supervisory Board.
3. Resolution on the amendment to Articles 3 and 14 of the Articles of Association.

#### B. DOCUMENTS RELATED TO THE EXTRAORDINARY GENERAL MEETING

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

- full text of this convocation;
- proposed resolutions for items 1-3 on the agenda;
- statements of the nominees for election to the Supervisory Board with respect to item 2 on the agenda, pursuant to sec. 87 para 2 of the Stock Corporation Act, including curriculum vitae;
- forms for granting and revoking a proxy pursuant to sec. 114 of the Stock Corporation Act;
- inquiry form;

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<sup>1</sup> Any references hereafter to the Company's website relate to the following link: <https://www.rbinternational.com/en/investors/events-overview/annual-general-meetings/extraordinary-general-meeting-2023.html>



- details of the organizational and technical requirements for virtual participation in the Extraordinary General Meeting of Raiffeisen Bank International AG on 21 November 2023 ("Information on virtual participation").

C. RECORD DATE AND PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING

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

The right to participate in the General Meeting and to exercise voting rights and other shareholder rights, which are to be exercised during the course of the General Meeting depends on the ownership of shares at the end of the tenth day prior to the General Meeting (**record date**). This record date is 11 November 2023, 12:00 a.m. (CET). Only those who are shareholders on the record date and are able to provide the Company with proof of this, are entitled to participate in the General Meeting.

**Proof of share ownership**

All bearer shares of the Company are deposited ones. Share ownership on the record date is to be proven by the submission of a **deposit certificate** (*Depotbestätigung*) pursuant to sec. 10a of the Stock Corporation Act, which must be received by the Company no later than **16 November 2023**, 12:00 a.m. (CET) solely through or at one of the following communication channels and addresses:

<b>(i) for the transmission of the deposit certificate in written form</b>	
by <b>mail or courier service</b> :	Raiffeisen Bank International AG c/o Elisabeth Klinger - Group Investor Relations Am Stadtpark 9, 1030 Wien, Österreich
by <b>e-mail</b> an electronic document in PDF format with a qualified electronic signature:	<a href="mailto:anmeldestelle@computershare.de">anmeldestelle@computershare.de</a>
by <b>SWIFT</b> :	RZBAATWWXXX, Message Type MT598 or MT599; add "ISIN AT0000606306" in field 77E or 79
<b>(ii) for the transmission of the deposit certificate in text form pursuant to sec. 15 para. 2 of the Articles of Association</b>	
by <b>fax</b> :	+49 89 30903 74675
by <b>e-mail</b> :	<a href="mailto:anmeldestelle@computershare.de">anmeldestelle@computershare.de</a> with the deposit certificate attached to the e-mail (e.g. PDF)



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

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

- Information on the issuer: name/company name and address or any code used between credit institutions (SWIFT);
- Information on the shareholder: name/company name, address, date of birth of natural persons, register and register no. of legal entities;
- Information on the shares: number of shares held by the shareholder, ISIN AT0000606306;
- Securities account number, or, if not available, another relevant reference or identifier;
- Express confirmation that the deposit certificate relates to the record date of 11 November 2023, 12:00 a.m. (CET).

Submission of the deposit certificate serves at the same time as registration for the General Meeting. Registered shareholders in this convocation notice therefore refer to those shareholders whose deposit certificates have been received by the Company on a timely basis.

Shareholders are not blocked by registering for the General Meeting or by submitting a deposit certificate; shareholders can therefore continue to freely dispose of their shares after registration or submission of a deposit certificate.

D. REFERENCE TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT

### **Requesting additional agenda items**

Shareholders whose shares equal individually or in aggregate **5% of the share capital** of the Company and who prove that they have held these shares for at least three months prior to submission of the request (as to establishing proof, see below) may request in writing that items be added to the agenda of this General Meeting and that an announcement is made in this respect. This request must be received by the Company, at Raiffeisen Bank International AG, Attn. Elisabeth Klinger – Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria, in writing (signature required) no later than **2 November 2023** or, if sent by e-mail with a qualified electronic signature to the e-mail address [antrag.rbi@computershare.de](mailto:antrag.rbi@computershare.de) or by SWIFT to the address RZBAATWWXXX. "In writing" means signed by each applicant personally or by an authorized corporate representative or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, with Message Type MT598 or Type MT599, whereby it is essential to state "ISIN AT0000606306" in field 77E or 79 in the text. A proposed resolution and a statement specifying the reasons for the proposal must accompany each requested agenda item. Each resolution proposal must (also) be submitted in German language.

Proof of shareholder status requires the submission of a deposit certificate pursuant to sec. 10a of the Stock Corporation Act, confirming that the shareholders submitting the request (5% of the share capital) have held the shares continuously for at least three months prior to its submission. This deposit certificate must not be more than seven days old at the time of its submission to the Company. Where there are several shareholders holding shares which only equal the required 5% of the share capital when taken together, or in the case of more than one deposit certificate for shares which only equal the required 5% when taken together, the deposit certificates must refer to the same effective date. With respect to the other requirements related to deposit certificates, reference is made to the information under section C.



## Proposals for resolutions

Shareholders whose shares equal individually or in aggregate **1% of the share capital** of the Company may submit to the Company proposals for resolutions in respect of each agenda item together with a statement specifying the reasons for the proposal and request that these proposals be made available on the Company's website (as recorded in the commercial register) together with the names of the respective shareholders, the accompanying statements of reasons for the proposals and any statements issued by the Management Board or Supervisory Board, provided that this request is made in text form and received by the Company no later than **10 November 2023** either by fax to +49 89 30903 74675, by e-mail to [antrag.rbi@computershare.de](mailto:antrag.rbi@computershare.de), with the request attached to the e-mail as a scanned attachment (e.g. PDF), or by mail or courier service to Raiffeisen Bank International AG, Attn. Elisabeth Klinger – Group Investor Relations, Am Stadtpark 9, 1030 Vienna, Austria. If declarations are required to be made in text form within the meaning of sec. 13 para. 2 of the Stock Corporation Act, the declaration must be submitted in a document or in another manner suitable for permanent reproduction in written characters, the person making the declaration must be named and the conclusion of the declaration must be made recognizable by the reproduction of the signed name or other means.

A proposed resolution that has been published on the Company's website pursuant to sec. 110 of the Stock Corporation Act may only be voted on if it is repeated as a motion at the General Meeting. Each resolution proposal must (also) be submitted in a German language version.

If an individual is nominated for election to the Supervisory Board (item 2 on the agenda), the statement of the nominee pursuant to sec. 87 para. 2 of the Stock Corporation Act will take the place of the rationale. The nominee will be required to present their professional qualifications, details of professional or comparable roles and any circumstances that could raise concerns about partiality in the statement. Nominations must be received by the Company in text form no later than 10 November 2023 and made available on the Company's website no later than 14 November 2023, otherwise the person concerned may not be included in the vote.

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

The Supervisory Board of Raiffeisen Bank International AG consisted after the election to the Supervisory Board by the Annual General Meeting on 30 March 2023, of twelve members elected by the General Meeting (shareholder representatives) and six members delegated by the Staff Council pursuant to sec. 110 of the Labor Constitution Act delegated Members. Currently consists of eleven members elected by the General Meeting (shareholder representatives) and six members delegated by the Staff Council pursuant to sec. 110 of the Labor Constitution Act (Arbeitsverfassungsgesetz). Of the eleven shareholder representatives, eight are men and three are women. Of the six employee representatives, four are men and two are women. The Supervisory Board therefore currently consists of twelve men and five women, fulfilling the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act.



No objection pursuant to sec. 86 para. 9 of the Stock Corporation Act has been raised either by the majority of the shareholder representatives or by the majority of the employee representatives, resulting in joint fulfillment of the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act rather than separate fulfillment.

In the case of any nominations submitted by shareholders, it is important to note that pursuant to sec. 86 para. 7 of the Stock Corporation Act, the Supervisory Board of the Company must include no less than five women and no less than five men if it comprises eighteen members (shareholder representatives and employee representatives).

When electing members of the Supervisory Board, the General Meeting shall take account of the criteria defined in sec. 87 para. 2a of the Stock Corporation Act, in particular the professional and personal qualifications of such members, the balanced professional composition of the Supervisory Board, diversity and internationality aspects as well as professional reliability.

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

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

### **GM Portal**

For virtual participation in the Extraordinary General Meeting of the Company on 21 November 2023, the Company's **GM portal** will be available to shareholders for the exercise of voting rights and other shareholder rights. The GM portal will be accessible on the Company's website as of the record date (11 November 2023, 12:00 a.m. (CET)).

The GM portal enables registered shareholders to:

- participate in the General Meeting by means of an acoustic and optical two-way connection in real time;
- exercise their voting rights;
- submit a motion for a resolution at the General Meeting;
- raise an objection;
- exercise the right to information;
- authorize a representative.

Further information on participation through the GM portal can be found in the information on virtual participation, which will be available on the Company's website no later than 31 October 2023.



## **Right to information**

Pursuant to sec. 118 of the Stock Corporation Act, information regarding the affairs of the Company must be provided to each shareholder at the General Meeting upon request insofar as the information is necessary for the proper assessment of an item on the agenda.

The information must comply with the principles of conscientious and accurate accounting. The information request may be refused if, according to reasonable business judgment, it is likely to cause a substantial disadvantage to the Company or an affiliated company or if its disclosure would be punishable by law.

A request for information may also be refused if the information was continuously available on the Company's website in the form of questions and answers for at least seven days prior to the beginning of the General Meeting. The reason for the refusal to provide information must be given.

Shareholders, who are participating virtually can exercise their right to information and to speak during the General Meeting through the GM portal. They may also address the General Meeting to ask questions and/or make a statement by means of an acoustic and optical two-way connection (supported by a webcam and microphone) in real time via video link if they are invited to speak by the Chairman. Joining by video link is only permissible if the shareholders or their proxies themselves appear and speak on camera. Shareholders are asked to register any interest in joining by video link via the GM portal as soon as possible after the General Meeting has begun.

A prerequisite for the exercise of the shareholders' right to information is proof of the right to participate (section C. of the convocation notice).

Each shareholder is also invited to send his/her questions directly to the Company during the General Meeting by e-mail to [fragen.rbi@computershare.de](mailto:fragen.rbi@computershare.de). To identify shareholders, at the same time as questions are submitted, information must be provided with regard to 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 other means of identification). Shareholders may use the question form available on the Company's website, which contains the aforementioned information for identification. The Company reserves the right to not answer questions that cannot be assigned to a shareholder.

To ensure the meeting is conducted efficiently, questions can also be submitted to the above e-mail address in a timely manner before the General Meeting.

Please note that reasonable time restrictions may be specified by the Chairman during the General Meeting.

## **Right to submit motions**

Every shareholder is entitled to submit motions at the General Meeting for each item on the agenda (sec. 119 Stock Corporation Act).



Shareholders who are participating virtually can exercise their right to submit motions via the GM portal. 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 General Meeting and announced in good time.

Further details on exercising these shareholder rights through the GM portal can be found in the information on virtual participation, which can be accessed on the Company's website.

#### E. REPRESENTATION BY PROXY

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

The proxy must be granted to a specific person (either a natural person or a legal entity) in text form. More than one person can be authorized. If a shareholder has granted a proxy to the bank where he/she has deposited his/her shares, it is sufficient for the bank to provide the Company with a declaration that it has been granted a proxy, in addition to submitting the deposit certificate. For the transmission of such declarations, sec. 10a para. 3 of the Stock Corporation Act shall apply *mutatis mutandis*.

Unless the proxy authorization is submitted through the GM portal, it must be received by the Company at one of the addresses listed below no later than 17 November 2023, 04:00 p.m. (CET):

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

As a special service, two representatives will be available to shareholders as independent proxies for the exercise of voting rights and other shareholder rights at the Extraordinary General Meeting.

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





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

In each instance, instructions must be given to the authorized proxy for the exercise of the voting right. Without such explicit instructions, the voting right will not be exercised.

A form for granting proxy authorization and one for revocation of proxy authorization will be sent upon request and are available on the Company's website.

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

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

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

#### F. INFORMATION FOR SHAREHOLDERS ON DATA PROCESSING

Raiffeisen Bank International AG processes the personal data of shareholders or their proxies and other persons attending the General Meeting (the "participants"), in particular name, address, date of birth, registration number of legal entities, securities account number, number of shares, voting card number, e-mail address and where applicable telephone number, on the basis of the applicable data protection laws and the Stock Corporation Act (*Aktiengesetz*) in order to enable them to exercise their rights at the General Meeting.

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

In compliance with its legal obligations, the Company also passes on the personal data of shareholders and their proxies to public authorities such as the commercial register or Financial Market Authority.

The data of the participants will be anonymized or deleted after the end of the respective applicable legal periods.



All participants have the right to information, correction, deletion or restriction of the processing of personal data concerning them, the right of objection to the processing and the right to data portability in accordance with the conditions of data protection law.

Participants can exercise these rights with respect to Raiffeisen Bank International AG free of charge using the following contact details:

Raiffeisen Bank International AG  
Group Data Privacy  
Am Stadtpark 9, 1030 Vienna, Austria  
[datenschutz@rbinternational.com](mailto:datenschutz@rbinternational.com)

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

#### G. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time the convocation notice for the General Meeting was issued, the share capital of the Company was EUR 1,003,265,844.05, divided into 328,939,621 ordinary bearer shares carrying voting rights (no-par value shares). Each share confers the right to one vote. As of the effective date the Company and its subsidiaries held 414,770 own shares. The Company has no rights from these shares; shares owned by the Company and its subsidiaries do not confer any voting rights.

As of the effective date the total number of shares which grant the holder the right to participate at the General Meeting and carry voting rights amounted to 328,524,851. There are no other classes of shares.

Vienna, October 2023

The Management Board  
of  
Raiffeisen Bank International AG