



**EXTRAORDINARY GENERAL MEETING
of
RAIFFEISEN BANK INTERNATIONAL AG
on 21 November 2023**

**PROPOSED RESOLUTION OF THE MANAGEMENT BOARD AND THE
SUPERVISORY BOARD PURSUANT TO SEC. 108 OF THE STOCK
CORPORATION ACT (*Aktiengesetz*)**

Item 1 on the agenda

The Management Board and the Supervisory Board propose that the General Meeting adopt the following resolution:

RESOLUTION

"The appropriation of the unappropriated profit of EUR 387,571,029.32, as reported in the annual financial statements of the Company as of 31 December 2022, which was carried forward in its entirety at the Annual General Meeting of 30 March 2023, shall be made as follows:

1. A dividend in the amount of EUR 0,80 per ordinary share shall be distributed on the ordinary shares entitled to dividend on the dividend record date 27 November 2023, corresponding to a maximum distribution amount of EUR 263,151,696.80. The Company is not entitled to any dividends from treasury shares.
2. The unappropriated profit remaining after payment of the dividend shall be carried forward to new account.
3. The dividend in the amount of EUR 0,80 per ordinary share entitled to dividend will be paid on 28 November 2023 via the respective custodian bank of the shareholders entitled to dividend."



RATIONALE

Under the second item on the agenda, the General Meeting of 30 March 2023 resolved to carry forward in full the unappropriated profit of EUR 387,571,029.32 reported in the Company's annual financial statements as of 31 December 2022.

According to the prevailing legal opinion, it is permissible to pass a repeated resolution on the appropriation of profits, at least if the General Meeting is held before the end of the financial year.

Therefore, the unappropriated net income reported in the annual financial statements as of 31 December 2023, which has been carried forward to new account, will be available to the upcoming Extraordinary General Meeting on 21 November 2023.

Due to the ongoing war in Ukraine, the sanctions imposed in this context and the associated effects, the economic environment and the business activities of the RBI Group continued to be subject to considerable volatility and uncertainty at the time of the Annual General Meeting.

At the Annual General Meeting on 30 March 2023, it was therefore resolved to carry forward the retained earnings of EUR 387,571,029.32 reported in the Company's annual financial statements as of 31 December 2022.

As already stated in the explanatory statement to the proposed resolutions for the Annual General Meeting on 30 March 2023 regarding the appropriation of profits and announced at the Annual General Meeting, the Management Board has reviewed the development of the capital ratios, regulatory requirements and ongoing strategic considerations and positively assessed the possibility of a dividend payment.

The Management Board, aware of the business development and the earnings situation of the RBI-Group in recent months, decided to propose to the General Meeting of Shareholders the distribution of a dividend of EUR 0,80 per ordinary share entitled to dividend.



Item 2 on the agenda

The Supervisory Board proposes that the General Meeting adopt the following resolution:

RESOLUTION

"Manfred Wilhelmer is elected to the Supervisory Board of Raiffeisen Bank International AG until the end of the General Meeting resolving on the release from liability for the 2027 financial year."

RATIONALE

Pursuant to sec. 9 para. 1 of the Articles of Association, the Supervisory Board shall be composed of not less than three and not more than 15 members elected by the General Meeting.

Peter Gauper has resigned from his mandate as a member of the Supervisory Board of Raiffeisen Bank International AG with effect as of 14.06.2023.

After the election to the Supervisory Board by the Annual General Meeting on March 30, 2023, the Supervisory Board of Raiffeisen Bank International AG consisted of twelve members elected by the General Meeting (capital representatives) and six members delegated by the works council pursuant to section 110 of the Austrian Labor Constitution Act (ArbVG), or currently consists of eleven members elected by the General Meeting (capital representatives) and six members delegated by the works council pursuant to section 110 of the ArbVG.

In order to maintain the current number of twelve members (capital representatives) on the Supervisory Board elected by the General Meeting of Shareholders, one person is to be newly elected to the Supervisory Board. The Supervisory Board proposes to elect Manfred Wilhelmer as a new member of the Supervisory Board for the period until the end of the Annual General Meeting resolving on the discharge for the financial year 2027.

Raiffeisen Bank International AG is subject to the scope of application of Section 86 para 7 of the Austrian Stock Corporation Act and must take into account the minimum proportion requirement pursuant to Section 86 para 7 of the Austrian Stock Corporation Act, according to which the Supervisory Board must consist of at least 30 per cent women and at least 30 per cent men. Before Peter Gauper left the Supervisory Board, nine of the twelve capital representatives were men and three were women, and four of the six employee representatives were men and two were women. The minimum shareholding requirement pursuant to Sec. 86 (7) AktG was met.

With the election proposal for the election of Manfred Wilhelmer, the Supervisory Board will continue to consist of thirteen men and five women after the election and will therefore continue to comply with the minimum proportion requirement pursuant to Section 86 (7) AktG.

No objection pursuant to Sec. 86 (9) AktG was raised either by the majority of the capital representatives or by the majority of the employee representatives, so that the minimum shareholding requirement does not have to be met separately by the capital representatives and the employee representatives, but overall fulfillment of the minimum shareholding requirement pursuant to Sec. 86 (7) AktG is sufficient.



The assessments of the candidate with regard to professional suitability and personal reliability in accordance with the "EBA Guidelines on Assessing the Suitability of Members of the Management Body and Holders of Key Functions" and the "FMA Circular on Suitability Assessment of Managing Directors, Supervisory Board Members and Holders of Key Functions (Fit & Proper Circular)" as well as the internal "Fit & Proper Guideline" and the "Succession Management Guideline" of the Company were carried out. These have shown a positive individual suitability of the proposed person and confirmed the continuing suitability of the Supervisory Board as well as the continued collective suitability of the Supervisory Board.

Manfred Wilhelmer has many years of experience in the financial sector. As a result, he has acquired comprehensive banking knowledge and practical know-how, which form a solid basis for future work on the Supervisory Board. Based on his in-depth expertise, practical knowledge and experience in supervisory boards, he is ideally qualified to critically review and monitor proposals and information provided by the Board of Management and the implementation of the Company's strategic objectives, and to assess the individual and collective performance of the Management Board.

Manfred Wilhelmer has submitted a declaration pursuant to Section 87 (2) AktG, which is available on the Company's website at <https://www.rbinternational.com/en/investors/events-overview/annual-general-meetings/extraordinary-general-meeting-2023.html>.

When electing members of the Supervisory Board, the Annual General Meeting must take into account the criteria set out in § 87 (2a) AktG, in particular the professional and personal qualifications of the members, the professionally balanced composition of the Supervisory Board, aspects of diversity with regard to the representation of both genders, the age structure and internationality of the members, and professional reliability.

For this agenda item, only election proposals from shareholders whose combined shareholdings amount to at least 1% of the Company's capital stock may be considered. These proposals, together with the explanations pursuant to Sec. 87 (2) Stock Corporation Act for the respective proposed person, must be received by the Company in text form no later than 10 November 2023 and made available on the Company's website on 14 November 2023, failing which the person concerned may not be included in the voting. It is pointed out that pursuant to Section 86 para 7 of the Stock Corporation Act, if the Supervisory Board of the Company consists of eighteen persons (capital representatives and employee representatives), it must consist of at least five women and at least five men. With regard to the details and requirements for the consideration of election proposals, reference is made to the notice of meeting, which is available on the Company's website.



Item 3 on the agenda

The Management Board and the Supervisory Board propose that the General Meeting adopt the following resolution:

RESOLUTION

"Sections 3 and 14 in the Articles of Association of Raiffeisen Bank International AG shall be amended as follows:

§ 3 Notices

Paragraph (1) is amended as follows:

- (1) Notices issued by the Company shall be published in the "elektronische Verlautbarungs- und Informationsplattform des Bundes" (EVI), if and to the extent that such notices are mandatory under the Stock Corporation Act (*Aktiengesetz*). Otherwise, the publication of notices shall be in compliance with the applicable legal provisions. Notices may also be published on a publicly accessible internet site provided that this method of publication is in compliance with statutory requirements.

§ 14 General Meeting of Shareholders

The paragraphs (8) to (16) shall be included in section 14 as follows:

- (8) "A General Meeting of Shareholders may also be held without the physical presence of the participants (virtual General Meeting) in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the provisions of the Articles of Association. The Management Board shall decide, with the consent of the Supervisory Board, on the form in which the General Meeting is to be held, i.e. whether it is to be held (i) with the physical presence of the participants or virtually (ii) without the physical presence of the participants either as a moderated virtual General Meeting or as a General Meeting at which the individual participants can choose between physical and virtual participation (hybrid General Meeting). If the General Meeting of Shareholders is convened by the Supervisory Board, the latter shall be free to decide on the form in which it is to be held in the aforementioned sense.
- (9) Unless the organizational and technical specifications for a virtual General Meeting result from the provisions of the Virtual Shareholders' Meetings Act (VirtGesG as amended) or from the Articles of Association, they shall be determined by the Management Board or the Supervisory Board as the convening body. In all other respects, the Management Board or the Supervisory Board as the convening body shall be called upon to make all decisions necessary for the holding of a virtual General Meeting.
- (10) The Convocation of a virtual General Meeting or corresponding information provided on the Company's website no later than 21 days before the General Meeting of Shareholders shall state the organizational and technical requirements for participation in the virtual General Meeting.
- (11) The virtual General Meeting is broadcast in full and in real time for participants, both optically and acoustically. Members of the Management Board and the Supervisory Board can participate in the General Meeting by means of an acoustic and optical two-way connection, irrespective of the form in which the meeting is held.



- (12) During a virtual General Meeting, the virtually participating shareholders shall have the opportunity to speak via electronic communication. If a virtually participating shareholder is given the floor by the Chairman, the shareholder shall be granted an opportunity to speak via video communication.
- (13) In the event of a virtual General Meeting of Shareholders, the Company shall be obliged to provide shareholders with an electronic communication channel (e.g. e-mail) through which they can submit questions and resolution proposals from the Convocation to the third working day or a later date to be determined before the commencement of the General Meeting. The questions and resolution proposals submitted in this way shall be read out at the General Meeting or brought to the attention of the shareholders by other suitable means (e.g. on the Company's website).
- (14) For all votes at a virtual General Meeting, the shareholders participating virtually may exercise their voting rights via electronic communication and, if necessary, also raise objections in this way. In the case of virtual General Meeting, the Management Board is also authorized, with the consent of the Supervisory Board, to provide that shareholders may cast their votes electronically up to a date to be determined before the General Meeting. The shareholders concerned may revoke their votes up to the time of the vote at the virtual General Meeting of Shareholders and, if necessary, vote again.
- (15) In the event of a virtual General Meeting of Shareholders, the Company shall make available to the shareholders, at its own expense, two suitable special proxies who are independent of the Company and who may be authorized by the shareholders to propose resolutions, to cast votes and, if necessary, to raise objections in the virtual General Meeting of Shareholders.
- (16) The provisions of the Articles of Association in accordance with sec. 14 para. (8) to (15) are limited until 31 December 2027. "



RATIONALE

§ Section 3 of the Articles of Association (Notices) is adapted to the Federal Act on Wiener Zeitung GmbH and Establishment of a Federal Electronic Announcement and Information Platform (WZEVI Act).

In order to ensure that in times of the COVID-19 pandemic, meetings of shareholders or members of governing bodies can also be held without the physical presence of the participants and resolutions can also be passed by other means, Section 1 of the COVID-19 Act created a temporary legal basis for "virtual meetings", which were regulated in more detail in the COVID-19 Act. With the entry into force of the Virtual Shareholders' Meetings Act (VirtGesG), a permanent legal basis for virtual as well as hybrid meetings has now been established and the proposed amendments to the Articles of Association.

The possibilities of remote participation (Section 102 (3) (2) AktG) and remote voting (Section 102 (3) (3) in conjunction with 126 AktG) already existing in the Articles of Association are not affected by the proposed amendment to the Articles of Association but are merely supplemented by the possibilities created by the VirtGesG.