

# **Raiffeisen Bank International AG**

Vienna Commercial Court FN 122119 m

# **Raiffeisen Centrobank AG**

Vienna Commercial Court FN 117507 f

## **Announcement of an intended demerger of absorption**

Raiffeisen Centrobank AG, registered with the commercial register of the Vienna Commercial Court under FN 117507 f, with registered office in Vienna and with the business address at Am Stadtpark 9, 1030 Vienna („**assigning company**“), intends to assign its business division „Certificates and Equity Trading“ to Raiffeisen Bank International AG, registered with the commercial register of the Vienna Commercial Court under FN 122119 m, with its registered office in Vienna and its business address at Am Stadtpark 9, 1030 Vienna („**acquiring company**“), by way of a demerger for absorption and continued existence of the assigning company pursuant to Section (1) (2) no. 2 of the Austrian Demerger Act (SpaltG) and pursuant to Art VI of the Reorganisation Tax Act (UmgrStG) by way of universal succession as of the effective date of the demerger 30.06.2022 on the basis of the closing balance sheet of the assigning company as at 30.06.2022. The acquiring company has a Workers' Council.

The acquiring company Raiffeisen Bank International AG is the direct sole shareholder of the assigning company Raiffeisen Centrobank AG. Granting of shares in the acquiring company is not allowed. For this reason, no agreement according to Sec. 17 in conjunction with (2) (1) no. 5 of the Austrian Demerger Act (SpaltG) is required. Information on the exchange of shares is therefore not required. No information concerning the cash compensation has to be provided because the present demerger preserves the share ratio and will not entail any change in the legal form.

The share capital of the assigning company will not be reduced in the course of the demerger; the share capital of the acquiring company will not be increased in the course of the demerger.

The Management Board and the Supervisory Board of the assigning company have each submitted demerger reports with regard to the demerger (Section 4 and 6 of the Austrian Demerger Act; SpaltG). Furthermore, the demerger was audited and reported on by the demerger auditor BDO Austria Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (Sec. 5 of the Austrian Demerger Act; SpaltG) as appointed by the Supervisory Board of the assigning company. It is hereby recorded that, pursuant to Sec. 17 no. 5 of the Austrian Demerger Act (SpaltG) in conjunction with Sec. 232 (1) of the Stock Corporation Act (AktG), no demerger report shall be prepared by the Management Board of the acquiring company, no review of the demerger shall be performed by the Supervisory Board of the acquiring company and no demerger audit shall be performed by an auditor appointed by the acquiring company.

As per Sec. 17 in conjunction with Sec. 7 (1) of the Austrian Demerger Act (SpaltG), it is made known that the Demerger and Acquisition Agreement dated 09.09.2022 and jointly drawn up by the Managing Boards of the assigning company on the one hand and the Managing Boards of the acquiring company on the other hand will be submitted to the commercial register and published on the website of Raiffeisen Bank International AG ([www.rbinternational.com/en/investors/rbi-share/demerger-documents.html](http://www.rbinternational.com/en/investors/rbi-share/demerger-documents.html)).

As Raiffeisen Bank International AG is the direct sole shareholder of Raiffeisen Centrobank AG, neither the approval of the shareholder's meeting of the assigning Raiffeisen Centrobank AG (Sec. 17 no. 7 of the Austrian Demerger Act (SpaltG) nor the approval of the shareholder's meeting of the acquiring Raiffeisen Bank International AG is required (Sec. 17 no. 5 of the Austrian Demerger Act (SpaltG) in conjunction with sec. 231 (1) Austrian Stock Corporation Act (AktG)). The Management Board of Raiffeisen Bank International AG waived the approval of the general meeting of Raiffeisen Bank International AG for the absorption of the division Certificates and Equity Trading. Pursuant to sec. 17 no. 5 of the Austrian Demerger Act in conjunction with sec. 231 (3) of the Austrian Stock Corporation Act, shareholders of Raiffeisen Bank International AG whose aggregate shareholdings together reach five percent of the share capital of Raiffeisen Bank International AG may, until the expiry of one month after this publication demand the convocation of a shareholder's meeting in which the approval for the absorption of the division Certificates and Equity is resolved.

The shareholders and creditors of the companies as well as the Workers' Council of the acquiring company are expressly informed of their rights in accordance with Sec. 17 in conjunction with Sec 7 (2 and 5) of the Austrian Demerger Act (SpaltG).

Effective as of today, the following shall be made available or accessible at the registered office of the assigning company and on the website of the acquiring company ([www.rbinternational.com/en/investors/rbi-share/demerger-documents.html](http://www.rbinternational.com/en/investors/rbi-share/demerger-documents.html)): (i) the Demerger and Acquisition Agreement (including annexes) dated 09.09.2022, (ii) the annual financial statements and the management reports of the assigning and the acquiring company in each case for the last three financial years, (iii) the corporate-governance reports of the acquiring company for the last three financial years, (iv) the audited closing balance sheet as at 30.06.2022, (v) the semi-annual financial reports as at 30.06.2022 of the assigning and of the acquiring company, (vi) the demerger report of the Management Board of the assigning company, (vii) the report on the demerger audit by BDO Austria Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (after appointment by the Supervisory Board of the assigning company) and (viii) the demerger report of the Supervisory Board of the assigning company.

Upon request, the creditors of the companies as well as the Workers' Council of the acquiring company shall be given a copy of the mentioned documents immediately and free of charge.

Vienna, September 2022

The Management Board of Raiffeisen Centrobank AG  
The Management Board of Raiffeisen Bank International AG