

Raiffeisen Bank International AG

Companies Register of the Commercial Court Vienna, FN 122119 m

Publication of notice pursuant to Sec. 8 EU-Merger Act ("EU-VerschG")

It is intended to merge Raiffeisen Bank Polska S.A., a joint stock company organised and existing under the laws of Poland with its registered office in Warsaw, Poland, entered into the Register of Business Entities of the National Court Register maintained by the District Court for the Capital City of Warsaw, XII Commercial Division of the National Court Register, under KRS number 14540, and business address at ul. Grzybowska 78, 00-844 Warsaw, Poland (hereinafter referred to as "RBPL" or the "Company Being Acquired") with Raiffeisen Bank International AG, a joint stock company organised and existing under the laws of Austria with its registered office in Vienna, Austria, entered into the Companies Register maintained by the Commercial Court Vienna (*Firmenbuch des Handelsgerichts Wien*) under FN 122119 m, and business address at Am Stadtpark 9, 1030 Vienna, Austria (hereinafter referred to as "RBI" or the "Acquiring Company") by means of a cross-border merger by absorption.

Simultaneously with this publication of notice, the merger plan dated 22 May 2018 will be filed with the Companies Register of the Commercial Court Vienna pursuant to Sec. 8 para. 1 and para. 2 EU-VerschG in conjunction with Sec. 221a para. 1 Stock Corporation Act ("**AktG**"). In addition, the merger plan dated 22 May 2018 will also be submitted to the District Court for the Capital City of Warsaw, XII Commercial Division of the National Court Register.

The following information will be published pursuant to Sec. 8 para. 2 EU-VerschG:

1 Information on the participating companies pursuant to Sec. 8 para. 2 no. 1 and no. 2 EU-VerschG

Company name	Registered office	Legal form	Register	Register number
Raiffeisen Bank Polska S.A. (company being acquired)	Warsaw, Poland	Joint stock company under Polish law	District Court for the Capital City of Warsaw, XII Commercial Division of the National Court Register	KRS number 14540
Raiffeisen Bank International AG (acquiring company)	Vienna, Austria	Joint stock company under Austrian law	Companies Register of the Commercial Court Vienna	FN 122119 m

2 Information on the conditions for exercising creditors' rights pursuant to Sec. 8 para. 2 no. 3 EU-VerschG

Pursuant to Sec. 3 para. 2 EU-VerschG in conjunction with Sec. 226 AktG, creditors of RBI who provide written notification to RBI at the business address Am Stadtpark 9, 1030 Vienna, Austria, within six months from the publication of the registration of the merger, shall be granted security for claims that have accrued up to this date to the extent satisfaction cannot be demanded. The creditors shall, however, be entitled to demand security only if they can credibly show that the fulfilment of their claims will be threatened by the merger. Creditors who, in the case of insolvency proceedings, have a right to preferential satisfaction from a reserve fund established by law for their protection and supervised by public authorities, shall not be entitled to demand such security.

Only satisfaction can be demanded for claims that are due. There is no additional claim for security.

English translation from the German version – only the German original is binding and valid

3 Information on the conditions for exercising minority shareholders' rights pursuant to Sec. 8 para. 2 no. 3 EU-VerschG

The management board of RBI has decided not to seek the approval of the shareholder meeting of RBI to merge with RBPL pursuant to Sec. 3 para. 2 EU-VerschG in conjunction with Sec. 231 para. 1 and para. 2 AktG. Pursuant to Sec. 3 para. 2 EU-VerschG in conjunction with Sec. 231 para. 3 AktG, shareholders of RBI, whose shares together amount to five percent of RBI's share capital, may request within one month from the date the documents have been made available, i.e. until 23 June 2018, that a shareholder meeting deciding on the approval of the merger be convened.

No shares in RBI's capital will be granted as a result of the merger since RBI is the sole shareholder of RBPL (RBPL therefore has no minority shareholders). A share exchange ratio is therefore not determined and no cash offer (*Barabfindungsangebot*) is to be made. The protection of minority shareholders pursuant to Sec. 12 EU-VerschG (contestation of the merger resolution due to deficiencies in the determination of the share exchange ratio or judicial control of the share exchange ratio) therefore does not apply.

4 Other information

As of today, the following documents are available to the shareholders at the registered office of RBI at Am Stadtpark 9, 1030 Vienna, during normal business hours pursuant to Sec. 3 para. 2 EU-VerschG in conjunction with Sec. 221a para. 2 AktG in conjunction with Sec. 108 para. 3 to para. 5 AktG: a) copies of the merger plan, b) the annual financial statements and management reports of the Acquiring Company of the last three financial years (2015, 2016, 2017), c) the corporate governance reports of the Acquiring Company of the last three financial years (2015, 2016, 2017), d) the annual financial statements and management reports of the Company Being Acquired of the last three financial years (2015, 2016, 2017), e) the merger report of the management board of the Acquiring Company and f) the merger report of the management board of the Company Being Acquired. The closing balance sheet of the Company Being Acquired pursuant to Sec. 3 para. 2 EU-VerschG in conjunction with Sec. 220 para. 3 AktG will be made available as soon as it is available in audited form. The documents will be made available to the public on RBI's website (www.rbinternational.com (Investors/RBI Share/Merger documents)).

It is clarified that all shares in RBPL are held directly by RBI and that an audit of the merger by a merger auditor and an audit and reporting by the supervisory board on the part of RBI are therefore not required pursuant to Sec. 3 para. 2 EU-VerschG in conjunction with Sec. 232 para. 1 AktG and will not be carried out.

A shareholder meeting of RBPL for approval of the merger plan is also not required pursuant to Art 516¹⁵ § 2 in conjunction with Art 506 Commercial Companies Code (*Kodeks spółek handlowych*) and will not be held.

5 Enquiries

Detailed information on the conditions for exercising creditors' and minority shareholders' rights can be obtained free of charge at the addresses below:

Acquiring Company:

Raiffeisen Bank International AG

by **mail:** Mag. Susanne Langer – Head of Group Investor Relations,
Am Stadtpark 9, A-1030 Vienna

by **e-mail:** ir@rbinternational.com

Company Being Acquired:

Raiffeisen Bank Polska S.A.

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by **mail:** Katarzyna Tatara
ul.Grzybowska 78,00-844 Warsaw

by **e-mail:** katarzyna.tatara@raiffeisen.pl

Vienna, this May 2018

Raiffeisen Bank International AG