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EANS-News: Publication of the resolution of the AGM of RBI in relation to the acquisition of own shares pursuant to sec. 65 para. 1 sub-para. 8 as well as para. 1a and 1b of the Stock Corporation Act (AktG)

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No Keyword

Vienna -

Publication of the resolution of the Annual General Meeting of
Raiffeisen Bank International AG

in relation to the acquisition of own shares pursuant to sec. 65 para. 1 sub-para. 8 as well as para. 1a and 1b of the Stock Corporation Act (AktG) as well as the alienation of own shares in a way other than by sale via the stock exchange or by public offer under exclusion of shareholders' subscription right (sec. 65 para. 1b Stock Corporation Act)

Publication pursuant to sec. 119 para. 9 Stock Exchange Act (BörseG) in connection with sec. 2 and sec. 3 Disclosure Regulation 2018 (Veröffentlichungsverordnung 2018)

The Annual General Meeting of Raiffeisen Bank International AG, Vienna, FN 122119 m, as of 20 October 2020 has adopted the following resolutions, which herewith are to be published pursuant to sec 65 para. 1a Stock Corporation Act (AktG) in connection with sec 82 para. 9 of the Stock Exchange Act (BörseG) and sec 2 and sec 3 of the Disclosure Regulations 2002 (VeröffentlichungsV 2002)

"1. The Management Board is authorized pursuant to the provisions of sec. 65 para. 1 sub-para. 8 as well as para. 1a and para. 1b of the Stock Corporation Act to acquire own shares and, as the case may be, redeem such shares without first having to consult the General Meeting again, whereby, with the approval of the Supervisory Board, the acquisition may also be effected off-exchange under exclusion of the shareholders' pro rata tender right. The amount of the own shares to be acquired or already acquired may not in total exceed 10% of the share capital of the Company at that time. The authorization to acquire own shares is limited in its validity to a term of 30 months as from the date of adoption of the resolution at the General Meeting, thus until 19 April 2023.

The lowest consideration to be paid upon repurchase is EUR 3.05 per share; the highest consideration to be paid upon repurchase may not be more than 10% above the average unweighted stock exchange closing price of the 10 trading days preceding the exercise of this authorization.

This authorization can be exercised in full, in part, or in several partial amounts in pursuit of one or more purposes - other than for the purpose of securities trading - by the Company, by a subsidiary (pursuant to sec. 189a sub-para. 7 of the Commercial Code (Unternehmensgesetzbuch) or by third parties for the account of any of the foregoing.

2. The Management Board shall be and hereby is authorized pursuant to sec. 65 para. 1b of the Stock Corporation Act, subject to the approval of the Supervisory Board, to resolve on a way of disposing of own shares, other than by sale on the stock exchange or by public offer, with partial or full exclusion of the subscription right of shareholders and to determine the conditions of sale. Exclusion of the subscription right of shareholders shall only be permissible if the own shares are used as consideration for a contribution in kind, in the case of the acquisition of enterprises, businesses, business units or shares in one or more companies in Austria or abroad. Furthermore, shareholders' subscription

rights may be excluded in the event that convertible bonds are issued in the future on the basis of the resolution passed by the General Meeting of 20 October 2020 under item 10 of the agenda, in order that (own) shares may be issued to such convertible bond creditors that have exercised their right of conversion into or subscription to shares in the Company granted to them in accordance with the terms and conditions of the convertible bonds, and also in the event of a conversion obligation stipulated in the convertible bonds' issuance conditions in order to fulfill this conversion obligation. This authorization can be exercised in full, in part, or in several partial amounts, and in pursuit of one or more purposes by the Company, by a subsidiary (pursuant to sec. 189a sub-para. 7 of the Commercial Code) or by third parties acting for their account and it shall remain valid for a period of five years from the day on which this resolution is adopted, thus until 19 October 2025.

3. Both this resolution and any repurchase program that may be based thereon or any potential resale program as well as the duration thereof shall be published. This authorization replaces the authorization to acquire and use own shares adopted at the General Meeting of 21 June 2018 in accordance with sec. 65 para. 1 sub-para. 8 of the Stock Corporation Act and with regard to the use of own shares also relates to the portfolio of own shares already acquired by the Company."

The respective disclosure duties pursuant to sec. 6 and 7 of the Disclosure Regulation 2018 (Veröffentlichungsverordnung 2018) will be complied with by internet publications via the website of the Company, www.rbinternational.com.

Further inquiry note:

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