

# > Corporate Governance Report

This Corporate Governance Report combines the Corporate Governance Report of RBI AG and the consolidated Corporate Governance Report of RBI pursuant to § 267b of the Austrian Commercial Code (UGB) in conjunction with § 251 (3) of the UGB.

RBI attaches great importance to responsible and transparent business management in order to maintain the understanding and confidence of its various stakeholders – not least of capital market participants. Hence, RBI is committed to adhering to the Austrian Corporate Governance Code (ACGC, or “the Code”) as laid out in the version dated January 2023. The ACGC is publicly available on the Austrian Working Group for Corporate Governance website ([www.corporate-governance.at](http://www.corporate-governance.at)) and on the RBI website ([www.rbinternational.com](http://www.rbinternational.com) → Investors → Corporate Governance and Remuneration). In addition to RBI, its Slovak subsidiary bank Tatra banka, a.s. and its Ukrainian subsidiary bank Raiffeisen Bank JSC, as listed companies, publish a corporate governance report in line with local statutory regulations. These reports are published in the annual reports of Tatra banka, a.s. and Raiffeisen Bank JSC and are available on the banks’ websites ([www.tatrabanka.sk](http://www.tatrabanka.sk) → About bank → Investor relations → Economic results → Annual Reports and [www.raiffeisen.ua](http://www.raiffeisen.ua) → Documents → Bank Reports → Annual Reports). RBI has no further subsidiaries which are required to publish a corporate governance report.

## Governance structure of RBI

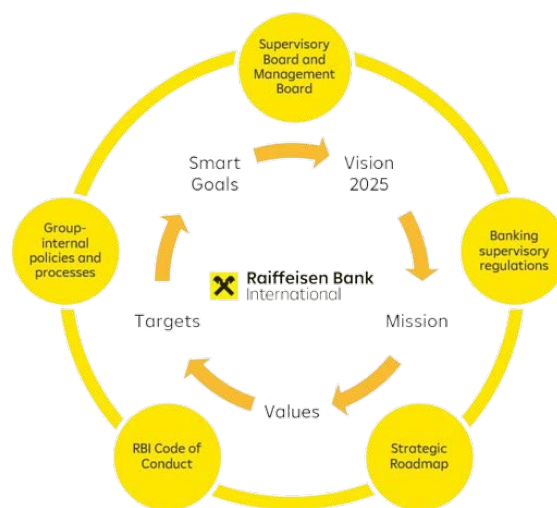
Regulatory requirements for a supervised entity: Major banks based in the European Union must adhere to certain requirements, for example, the Capital Requirements Regulation (CRR), the Capital Requirements Directive (CRD), the Markets in Financial Instruments Directive (MiFID II), the Anti-Money Laundering Directive (AML) or the Payment Services Directive (PSD 2). In addition, RBI also has to comply with numerous Austrian laws such as the Banking Act, the Stock Corporation Act, the Securities Supervision Act and the Payment Services Act. This legal framework significantly impacts RBI’s processes and procedures.

RBI used the legal framework as a basis for defining its internal code of conduct, the RBI Code of Conduct ([www.rbinternational.com](http://www.rbinternational.com) → RBI Group → Responsible banking → Code of Conduct). Together with the values mentioned below, it forms the foundation of the corporate culture based on integrity and ethical principles. With the Code of Conduct, RBI commits itself to sustainable corporate management and the associated social and environmental responsibilities.

The Code of Conduct is internally binding for all employees and Management Board members. The Code of Conduct thus ensures a high standard of employee conduct. To ensure this, all RBI governance documents must be in accordance with the principles laid out in the RBI Code of Conduct.

Building on the regulatory requirements and the Code of Conduct, the Group internal policies & processes ensure compliant behavior. They make up RBI’s company law and their documentation and ongoing implementation are essential prerequisites for compliance with legal requirements. The framework defines roles and responsibilities as well as standards for monitoring the implementation of the policies.

In 2019, RBI set an ambitious goal in its Vision 2025 – we are the most recommended financial services group – to be achieved by fulfilling its Mission – we transform continuous innovation into superior customer experience. The Values of collaboration, proactivity, learning and responsibility were defined as an especially important part of achieving the Vision.



The Strategic Roadmap was developed from the Vision & Mission. Its main strategic goals are divided into several specific and measurable individual phases. These are each set for a period of two years, enabling employees to gain a clear picture, at any time, of the contributions to be made within each area towards achieving the Vision 2025. Progress is evaluated on an ongoing basis and discussed by the Management Board. In the previous financial year, the Vision & Mission, strategic focus areas and Strategic Roadmap underwent a critical review and were adjusted in terms of strategic relevance and topicality.

Transparency is a key corporate governance issue and is therefore of particular importance to RBI. This Corporate Governance Report is structured according to the legal provisions contained in § 243c of the UGB and is based on the structure set forth in Appendix 2a of the ACGC.

As a result of the 2020 revision of the ACGC, the company is required to present principles for the remuneration of the Management Board members (remuneration policy pursuant to § 78a of the Austrian Stock Corporation Act (AktG)) and the total remuneration of individual Management Board members in a separate remuneration report according to § 78c of the AktG. The remuneration report and the remuneration policy will be submitted to the Annual General Meeting on 4 April 2024 for approval and published on the RBI website in good time before the Annual General Meeting. The ACGC is subdivided into L, C and R Rules. L Rules are based on legal requirements. C Rules (Comply or Explain) should be observed; any deviation must be explained and justified in order to ensure conduct is compliant with the ACGC. R Rules (Recommendations) have the characteristics of guidelines; non-compliance does not need to be reported or justified. RBI deviates from the C Rules below, but conducts itself in accordance with the ACGC on the basis of the following explanations and justifications:

### **C Rule 45: non-competition clause for members of the Supervisory Board**

RBI AG is the central institution of the Raiffeisen Banking Group Austria (RBG). Within RBG, RBI AG serves as the central institution (as defined by § 27a of the Austrian Banking Act (BWG)) of the regional Raiffeisen banks and other affiliated credit institutions. Some members of the Supervisory Board in their function as shareholder representatives also hold executive roles in RBG banks. Consequently, comprehensive know-how and extensive experience specific to the industry can be applied in exercising the control function of the Supervisory Board, to the benefit of the company.

### **C Rule 52a: The number of members on the Supervisory Board (without employees' representatives) shall be ten at most**

The shareholder representatives on the Supervisory Board of RBI AG currently include twelve members: nine core shareholder representatives for RBG and three free float representatives. This higher number of members was based on a resolution passed by the Annual General Meeting on 22 June 2017. It provides the Supervisory Board with additional industry knowledge, more diversity, and further strengthens its ability to exercise its control function.

In accordance with C Rule 62 of the ACGC, RBI AG commissioned Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna (Deloitte) to conduct an external evaluation of compliance with the C Rules of the ACGC. The report is publicly available at [www.rbinternational.com](http://www.rbinternational.com) → Investors → Corporate Governance & Remuneration → External Evaluation of the CG-Code.

## **Composition of the Management Board**

In the financial year 2023, the Management Board comprised:

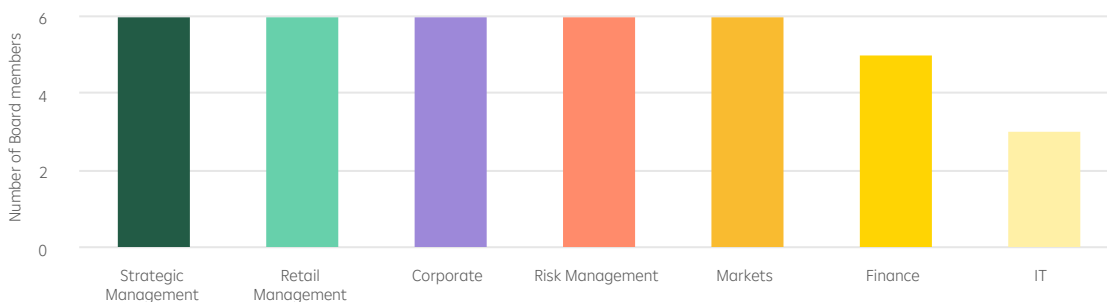
<b>Members of the Management Board</b>	<b>Year of birth</b>	<b>Initial appointment</b>	<b>End of term</b>
Johann Strobl, Chairman	1959	22 September 2010 <sup>1</sup>	28 February 2027
Marie-Valerie Brunner	1967	1 November 2023	31 October 2026
Andreas Gschwenter	1969	1 July 2015	30 June 2026
Łukasz Januszewski	1978	1 March 2018	28 February 2026
Hannes Mösenbacher	1972	18 March 2017	28 February 2025
Andrii Stepanenko	1972	1 March 2018	28 February 2026
Peter Lennkh	1963	1 October 2004	31 August 2023 <sup>2</sup>

<sup>1</sup> Effective as of 10 October 2010

<sup>2</sup> On 31 August 2023 Peter Lennkh stepped down from the Management Board.

The Management Board, in its entirety, has the necessary knowledge and experience commensurate with the type, scope and complexity of RBI's business and its risk structure.

Expertise within the entire Management Board



In the past financial year, the members of the Management Board served on the supervisory board or performed comparable functions at the following domestic and foreign companies that are not included in the consolidated financial statements:

- Johann Strobl**
  - UNIQA Insurance Group AG, 1st Deputy Chairman
  - UNIQA Österreich Versicherungen AG, Deputy Chairman
  - Oesterreichische Raiffeisen-Sicherungseinrichtung eGen, Austria, Member
- Marie-Valerie Brunner**
  - UNIQA Insurance Group AG, 3rd Deputy Chairwoman
  - UNIQA Österreich Versicherungen AG, Member
- Andreas Gschwenter**
  - RSC Raiffeisen Service Center GmbH, Austria, Deputy Chairman
  - Raiffeisen Informatik Geschäftsführungs GmbH, Deputy Chairman
  - Oesterreichische Raiffeisen-Sicherungseinrichtung eGen, Austria, Member
- Peter Lennkh**
  - Oesterreichische Kontrollbank Aktiengesellschaft, 1st Deputy Chairman
  - Oesterreichische Raiffeisen-Sicherungseinrichtung eGen, Austria, Member
- Hannes Mösenbacher**
  - Raiffeisen-Kundengarantiegemeinschaft Austria, President
  - Oesterreichische Raiffeisen-Sicherungseinrichtung eGen, Austria, Member

In addition to the management and governance of RBI AG, the members of the Management Board performed supervisory duties at the following material subsidiaries of RBI AG as supervisory board members in the 2023 financial year:

Board member	Supervisory Board mandate
<b>Johann Strobl</b>	Raiffeisen Bank S.A., Romania, Chairman Raiffeisenbank a.s., Czech Republic, Member Tatra banka, a.s., Slovakia, Deputy Chairman
<b>Marie-Valerie Brunner</b>	Raiffeisen Bank Zrt., Hungary, Deputy Chairwoman
<b>Andreas Gschwenter</b>	Raiffeisen Bank Zrt., Hungary, Chairman Raiffeisen Bank S.A., Romania, Member Tatra banka, a.s., Slovakia, Member Raiffeisenbank Austria d.d, Croatia, Deputy Chairman Raiffeisen Digital Bank AG, Austria, Member
<b>Łukasz Januszewski</b>	Raiffeisenbank a.s., Czech Republic, Chairman Raiffeisen Bank JSC, Ukraine, Chairman Raiffeisen Kapitalanlage-Gesellschaft m.b.H., Austria, Chairman Raiffeisen Bank S.A., Romania, Member Raiffeisen Digital Bank AG, Austria, Member
<b>Peter Lennkh</b>	Raiffeisen banka a.d., Serbia, Chairman Raiffeisen Bank Kosovo J.S.C., Kosovo, Chairman Raiffeisen Bank Sh.a., Albania, Chairman Raiffeisenbank, Russia, Member Raiffeisen Bank S.A., Romania, Member Tatra banka, a.s., Slovakia, Member
<b>Hannes Mösenbacher</b>	Raiffeisen Digital Bank AG, Austria, Deputy Chairman Raiffeisen Bank S.A., Romania, Deputy Chairman Raiffeisenbank a.s., Czech Republic, Member Tatra banka, a.s., Slovakia, Member
<b>Andrii Stepanenko</b>	Tatra banka, a.s., Slovakia, Chairman Kathrein Privatbank Aktiengesellschaft., Österreich, Chairman Raiffeisen Kapitalanlage-Gesellschaft m.b.H., Austria, Deputy Chairman Raiffeisen Digital Bank AG, Austria, Chairman Raiffeisen Bank JSC, Ukraine, Deputy Chairman Raiffeisenbank a.s., Czech Republic, Member Raiffeisen Bank S.A., Romania, Member Raiffeisen banka a.d., Serbia, Member

## Composition of the Supervisory Board

In the financial year 2023, the Supervisory Board comprised:

Supervisory Board members	Year of birth	Initial appointment	End of term
Erwin Hameseder, Chairman	1956	8 July 2010 <sup>1</sup>	Annual General Meeting 2025
Martin Schaller 1st Deputy Chairman	1965	4 June 2014	Annual General Meeting 2024
Heinrich Schaller 2nd Deputy Chairman	1959	20 June 2012	Annual General Meeting 2027
Michael Alge	1971	31 March 2022	Annual General Meeting 2027
Eva Eberhartinger	1968	22 June 2017	Annual General Meeting 2027
Andrea Gaal	1963	21 June 2018	Annual General Meeting 2028
Peter Gauper <sup>2</sup>	1962	22 June 2017	14 June 2023
Michael Höllerer	1978	31 March 2022	Annual General Meeting 2027
Rudolf Könighofer	1962	22 June 2017	Annual General Meeting 2027
Heinz Konrad	1961	20 October 2020	Annual General Meeting 2025
Reinhard Mayr	1954	20 October 2020	Annual General Meeting 2025
Birgit Noggler	1974	22 June 2017	Annual General Meeting 2027
Manfred Wilhelmer <sup>3</sup>	1968	21 November 2023	Annual General Meeting 2028
Natalie Egger-Grunicke <sup>4</sup>	1973	18 February 2016	Until further notice
Peter Anzeletti-Reiki <sup>4</sup>	1965	10 October 2010	Until further notice
Rudolf Kortenhof <sup>4</sup>	1961	10 October 2010	Until further notice
Gebhard Muster <sup>4</sup>	1967	22 June 2017	Until further notice
Helge Rechberger <sup>4</sup>	1967	10 October 2010	Until further notice
Denise Simek <sup>4</sup>	1971	1 October 2021	Until further notice

<sup>1</sup> Effective as of 10 October 2010

<sup>2</sup> Peter Gauper resigned from his position with effect from 14 June 2023

<sup>3</sup> Member of the Supervisory Board with effect from the Annual General Meeting on 21 November 2023

<sup>4</sup> Delegated by the Staff Council

The Supervisory Board has 18 members, five of which are women.

## Independence of the Supervisory Board

The Supervisory Board of RBI AG, in accordance with and taking into consideration C Rule 53 and Appendix 1 of the ACGC, has specified that the composition of the Supervisory Board must meet the following criteria for the independence of the members of the company's Supervisory Board:

- The Supervisory Board member shall not have been a member of the Management Board or a senior executive of the company or one of its subsidiaries in the past five years.
- The Supervisory Board member shall not have, or have had in the previous year, any significant business relationships with the company or a subsidiary of the company. This also applies to business relationships with companies in which the Supervisory Board member has a significant financial interest, albeit not with regard to carrying out executive functions within the Group. The approval of individual transactions by the Supervisory Board according to L Rule 48 of the ACGC does not automatically lead to a non-independent qualification.
- The exercise of functions within the Group or merely exercising the function of a management board member or senior executive by a Supervisory Board member does not, as a rule, lead to the company concerned being regarded as a company in which a Supervisory Board member has a significant financial interest, to the extent that circumstances do not support the presumption that the Supervisory Board member derives a direct personal advantage from doing business with the company.
- The Supervisory Board member shall not have been an auditor of the company, nor a stakeholder in or employee of the auditing company in the previous three years.
- The Supervisory Board member shall not be a member of the management board of another company in which a Management Board member of the company is a member of the supervisory board.
- The Supervisory Board member shall not be part of the Supervisory Board for longer than 15 years. This does not apply to Supervisory Board members who are shareholders with business interests in the company, or who represent the interests of such shareholders.
- The Supervisory Board member shall not be a close relative (direct descendant, spouse, partner, father, mother, uncle, aunt, brother, sister, nephew, niece) of a member of the Management Board or of persons who meet one of the criteria described in the preceding points.

For the purposes of the above criteria, all but one of the Supervisory Board members elected by the General Meeting are considered independent of the company and its Management Board in compliance with C Rule 53 of the ACGC. Michael Höllerer served as a senior executive of the company before accepting his Supervisory Board mandate but meets all the other criteria for independence. In addition, all the members of the committees meet the stated criteria for independence (C Rule 39 of the ACGC).

Eva Eberhartinger, Birgit Noggler and Andrea Gaal are free float representatives of the Supervisory Board of RBI AG according to C Rule 54 of the ACGC. These members of the Supervisory Board are neither shareholders with a shareholding of greater than 10 per cent, nor do they represent the interests of such shareholders.

Members of the Supervisory Board had the following additional supervisory board mandates or comparable functions in domestic and foreign stock exchange listed companies from 1 January to 31 December 2023:

Erwin Hameseder	AGRANA Beteiligungs-Aktiengesellschaft, Austria, Chairman STRABAG SE, Austria, Deputy Chairman Südzucker AG, Germany, 2nd Deputy Chairman
Heinrich Schaller	voestalpine AG, Austria, Deputy Chairman AMAG Austria Metall AG, Austria, 2nd Deputy Chairman
Michael Höllerer	BayWa AG, Germany, Member
Rudolf Könighofer	UNIQA Insurance Group AG, Austria, Member
Birgit Noggler	Semperit AG Holding, Austria, Member

No management functions at RBI AG's material subsidiaries were undertaken by Supervisory Board members.

The Supervisory Board, both in its entirety and in its committees, has the necessary knowledge, skills and experience commensurate with the type, scope and complexity of RBI's business and its risk structure.

## Composition of the Committees

The procedural rules of the Supervisory Board govern its organization and allocate particular tasks to the Working, Risk, Audit, Remuneration, Nomination, Personnel and Digitalization Committees. These committees comprised the following members as of 31 December 2023:

	Working Committee	Risk Committee	Audit Committee	Remuneration Committee	Nomination Committee	Personnel Committee	Digitalization Committee
<b>Chairperson</b>	Erwin Hameseder	Birgit Noggler	Eva Eberhartinger	Erwin Hameseder	Erwin Hameseder	Erwin Hameseder	Andrea Gaal
<b>1st Deputy</b>	Heinrich Schaller	Martin Schaller	Erwin Hameseder	Heinrich Schaller	Heinrich Schaller	Heinrich Schaller	Martin Schaller
<b>2nd Deputy</b>	Martin Schaller	Erwin Hameseder	Heinrich Schaller	Martin Schaller	Martin Schaller	Martin Schaller	-
<b>Member</b>	Andrea Gaal	Heinrich Schaller	Reinhard Mayr	Eva Eberhartinger	Heinz Konrad	Heinz Konrad	Michael Alge
<b>Member</b>	Birgit Noggler	Eva Eberhartinger	Andrea Gaal	Andrea Gaal	Andrea Gaal	Andrea Gaal	Reinhard Mayr
<b>Member</b>	-	Andrea Gaal	Birgit Noggler	Birgit Noggler	Birgit Noggler	Birgit Noggler	-
<b>Member</b>	Natalie Egger-Grunicke	Natalie Egger-Grunicke	Natalie Egger-Grunicke	Natalie Egger-Grunicke	Natalie Egger-Grunicke	-	Natalie Egger-Grunicke
<b>Member</b>	Peter Anzeletti-Reikl	Rudolf Korten Hof	Rudolf Korten Hof	Peter Anzeletti-Reikl	Rudolf Korten Hof	-	Peter Anzeletti-Reikl
<b>Member</b>	Denise Simek	Gebhard Muster	Peter Anzeletti-Reikl	Denise Simek	Peter Anzeletti-Reikl	-	-

The Audit Committee, Remuneration Committee and Risk Committee all consist of one-third core shareholder representatives, one-third free float representatives, and one-third employee representatives. All the committees except the Digitalization Committee have at least two free float representatives on them. Three of the seven committees are chaired by a free float representative.

At least one third of the members of all the committees are women; on average, women account for around 42 per cent of the committee members. Women chair three committees.

Birgit Noggler, as the Chairwoman of the Risk Committee, satisfies the legal standards, expert qualifications and independence requirements set out in § 39d (3) of the BWG. In addition to serving as the Chairwoman of the Risk Committee, her principal occupation is the provision of tax advisory services. She was the Chief Financial Officer of Immofinanz AG from 2011 to 2016 and held management positions at Immofinanz AG from 2007 to 2011. Birgit Noggler has worked in accounting from the beginning of her professional career and therefore has extensive expertise in this field. In addition to her mandate at Semperit Aktiengesellschaft Holding, Birgit Noggler also holds supervisory board mandates at companies such as B&C Industrieholding GmbH, B&C Board AG and NOE Immobilien Development GmbH.

In addition to serving as the Chairwoman of the Audit Committee, Eva Eberhartinger, in her main position, chairs the Tax Management division at the Institute for Accounting & Auditing at the Vienna University of Economics and Business, and from 2006 to 2011 was the university's Vice Rector for Finance, Accounting and Controlling. On account of her high level of expertise and many years of experience in research and lecturing at both national and international universities, Eva Eberhartinger is a recognized expert in the areas of finance and accounting, as well as taxation. Her research focuses on accounting, taxation, financing and taxes, European/international accounting, and international tax law. Furthermore, Eva Eberhartinger has numerous publications in various specialist journals. She has served in the supervisory boards and audit committees of other companies since 2009.

Andrea Gaal, Chairwoman of the Digitalization Committee, has held several key positions within British and American high-tech start-ups in the course of her career and served in a managing role at Sony and Sony Ericsson with responsibility for the DACH (German-speaking countries), Central European and North American (Canada) regions. In addition to serving on the advisory boards of high-tech start-ups, Andrea Gaal is a member of the Senate at Webster Vienna Private University, where she teaches at the Department of International Business & Management; she also teaches leadership, global negotiations, ESG and green business models/sustainability at Lauder Business School Vienna (University of Applied Sciences).

With Eva Eberhartinger as the Chairwoman of the Audit Committee, Birgit Noggler as the Chairwoman of the Risk Committee, and Andrea Gaal as the Chairwoman of the Digitalization Committee, the responsibilities of the free float representatives have been further strengthened.

## The Advisory Council

The Advisory Council consists of representatives of RBG and has a purely consultative function for the Management Board of RBI AG. The rights and obligations that the Management Board and Supervisory Board have under the law and the Articles of Association are not curtailed by the Advisory Council's activities.

The Advisory Council provides advice on matters relating to material ownership interests of the regional Raiffeisen banks as core shareholders and on selected aspects of the relationship between RBI and RBG. It also gives advice on RBI's central institution function as defined in § 27a of the BWG and the responsibilities associated with it, and on the affiliated companies in their capacity as RBG's distribution partners.

The Advisory Council consists of the seven Chairpersons of the supervisory boards of the regional Raiffeisen banks and the Chairman of Raiffeisenverband Salzburg. It met four times in 2023. Member attendance at each meeting was 87.5 per cent.

Advisory Council members receive compensation for their activities. The compensation for the 2017 financial year and subsequent years was determined by the Annual General Meeting on 21 June 2018.

As long as the General Meeting passes no resolutions to the contrary in the future, Advisory Council members are paid the following annual remuneration:

- For the Chairman of the Advisory Council: € 25,000 (excluding VAT)
- For the Deputy Chairman of the Advisory Council: € 20,000 (excluding VAT)
- For every other member of the Advisory Council: € 15,000 each (excluding VAT)

In addition, each member of the Advisory Council is paid an attendance fee of € 1,000 (excluding VAT) for each meeting. Depending on the duration of the respective Advisory Council mandate, the annual remuneration for the financial year is allocated on a pro rata basis or in its entirety.

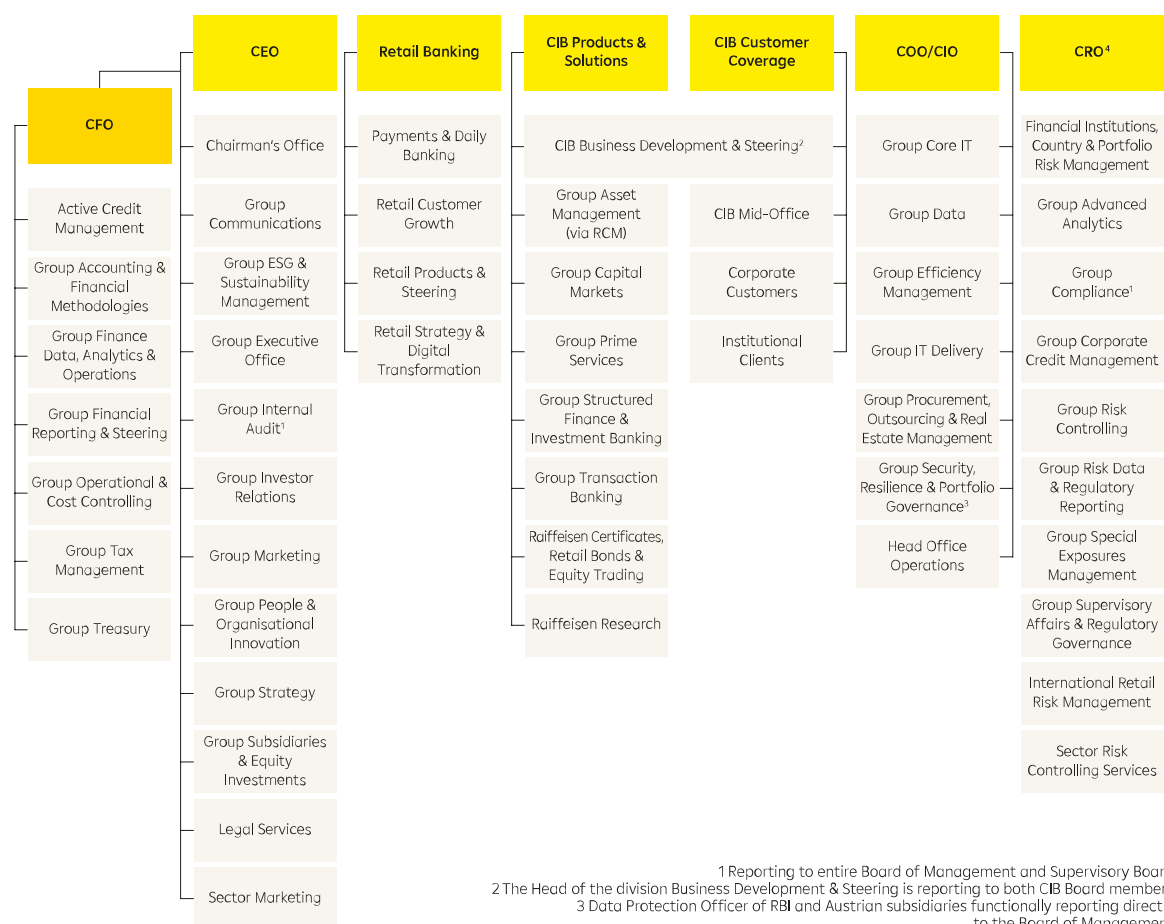
## Functions of the Management Board and the Supervisory Board

### Division of responsibilities and functions of the Management Board

The RBI AG Management Board manages the company according to clearly defined goals, strategies and guidelines on its own authority, with a focus on future-oriented business management and in line with modern, sustainable business principles. In doing so, the Management Board always pursues the good of the company and considers the interests of the customers, shareholders and employees.

The Management Board manages the company's business in accordance with the law, the Articles of Association and the Management Board's rules of procedure. The Management Board's weekly meetings are convened and led by the Chairman. The meetings facilitate mutual gathering and exchange of information, consultation and decision-making with respect to all matters requiring the Board's approval. The procedural rules of the Supervisory Board and the Management Board describe the duties of the Management Board in terms of information and reporting, as well as a catalog of measures that require the approval of the Supervisory Board.

Management Board members' areas of responsibility have been defined by the Supervisory Board, without prejudice to the general responsibility of the Management Board, as follows (as of 31 December 2023):



1 Reporting to entire Board of Management and Supervisory Board  
 2 The Head of the division Business Development & Steering is reporting to both CIB Board members  
 3 Data Protection Officer of RBI and Austrian subsidiaries functionally reporting directly to the Board of Management  
 4 Member of the Management Board responsible for compliance with the provisions on the prevention of money laundering and terrorist financing pursuant to § 23 (4) FM-GwG

## Changes in the organizational structure

### Management Board area of the Chief Executive Officer (CEO)

Group Accounting: The Group Financial Methods & Policies department from the Group Financial Reporting & Steering division and the financial analysis of M&A activities were integrated into the Group Accounting division in order to strengthen the methodological aspects of financial reporting in the finance segment, place core competencies under uniform management and structure financial valuation holistically. As part of this change, Group Accounting was renamed Group Accounting & Financial Methodologies to reflect the division's core functions.

**Group Operational & Cost Controlling:** This newly created division covers all cost-related issues in the CFO area and thus ensures sound cost management. It provides a set of rules that forms the umbrella for all cost-related issues within RBI. In addition, the division is responsible for the further development and improvement of the controlling system environment within RBI and handles controlling at head office.

**Group Marketing:** To ensure consistent (brand) communication, the Group Communications division was merged with the Group Marketing division at the start of 2024.

## **Markets & Investment Banking and Corporate Banking Management Board areas**

“One Business Bank”: The new organization was approved by the Working Committee in April 2023. This reorganization aims to ensure consistent standards for all customer segments and improve overall productivity by optimizing product organization. The Business Bank is now organized into two Management Board areas: one for customer service (CIB Customer Coverage) and one for products and solutions (CIB Products & Solutions). CIB Customer Coverage is responsible for supporting corporate and institutional clients as well as for all onboarding and KYC activities. To achieve this, the Customer Data Services division was integrated from the COO/CIO into CIB Mid-Office, which covers all mid-office activities, including account opening, KYC onboarding and the verification and maintenance of customer data. The CIB Products & Solutions division is responsible for the entire product range for corporate and institutional clients, including product sales units. This Management Board area also contains International Leasing Steering & Product Management, the management of Raiffeisen Factorbank and other product subsidiaries as well as trading activities and Raiffeisen Research. Both members of the Management Board are jointly responsible for strategy, resource allocation, budgeting and network bank management. The CIB Business Development & Steering division therefore reports directly to both Management Board members.

## **Management Board area of Retail Banking**

**Retail Products:** In order to focus on the effectiveness of the consolidation of management and products, the responsibilities for Retail Business Performance & Steering were moved from the Retail Strategy & Digital Transformation division to the Retail Products division. The division was renamed Retail Products & Steering as part of this change.

## **Management Board area of the Chief Risk Officer (CRO)**

**Group Regulatory Affairs & Data Governance:** In order to leverage synergies in the CRO Management Board area, all competencies relating to data procurement, regulatory reporting and data governance for the RBI Group were centralized in a new Group Risk Data & Regulatory Reporting unit. Group Supervisory Affairs & Regulatory Governance was separated from the existing structure and now reports directly to the CRO.

## **Management Board area of the Chief Operations Officer/Chief Information Officer (COO/CIO)**

**Group Security, Resilience & Portfolio Governance:** The functions of group data protection officer for the RBI Group and data protection officer for RBI AG and the Austrian subsidiaries were originally located in Legal Services and were transferred to Group Security, Resilience & Portfolio Governance in the third quarter of 2023. The responsible officer reports directly to the Management Board.

**Group IT:** The Group Core IT, Group IT Delivery and Group Data divisions were restructured at the start of 2024. The new organizational structure is intended to combine key responsibilities and resources, support IT transformation and efficiency and consist of three divisions: Group Core IT, Data & Platforms, Group IT Delivery Client Facing and Group IT Delivery Non-Client Facing.

## **Management Board meetings**

The Management Board held 59 meetings during the reporting period. It regularly discussed and debated current business developments as well as strategic topics such as the further development of business operations and key regulatory issues.

Regulatory topics in this context included ongoing updates on auditing, compliance and internal rules and regulations. The Management Board addressed a large number of topics. These and others relevant to RBI's governance in 2023 are discussed in more detail below.

The challenges surrounding the Russian war of aggression against Ukraine remained dominant issues for RBI in the 2023 financial year. Possible transactions leading to a sale or spin-off of Raiffeisenbank Russia or its deconsolidation from the RBI Group were extensively examined and pursued. Business activities in Russia were scaled back further at the same time.



The Management Board conducted a regular review and adjustment of the strategy in the financial year. The revision includes improved support for corporate and institutional clients within the Group while increasing overall productivity. This will be achieved partly by creating a new structure from realigning the two Management Board areas CIB Customer Coverage and CIB Products & Solutions (also see the chapter on changes to the organizational structure). In addition, three strategic goals were set for the period up to 2025: focus on core customers, positioning as a strong relationship bank and harmonization of the business model, which will be partly achieved with the new operational structure described above. The IT infrastructure and business processes will be optimized further as well. To achieve this goal, cloud migration, the introduction of leaner, more standardized IT governance and the use of artificial intelligence are being accelerated.

The establishment of Raiffeisen Digital Bank advances the goal of continuing to actively promote the digital service and product offering for retail customers and reflects market developments. The first fully digital products were launched in Poland and Romania based on the new modular cloud-based system infrastructure. That means Raiffeisen Digital Bank customers receive credit decisions within 15 minutes without ever having to visit a branch thanks to a fully digital application process.

The Responsible Banking Steering Group (made up of division heads), which meets monthly, has been supporting the Management Board with its ESG decisions as a cross-functional steering group since 2021. Its activities include advising the Management Board on strategic ESG issues and recommending ESG KPIs. The plan for 2024 is to transform the steering group into a formal sustainability committee and directly involve individual members of the Management Board in its work. The sustainability committee will ensure that the Management Board can make appropriate decisions on short, medium and long-term strategic steps and on critical ESG issues.

As part of regular compliance reports, the Management Board discussed compliance risks, market developments and measures to further improve the effectiveness of internal control mechanisms. In 2023, discussions focused on the prevention of money laundering and terrorist financing as well as financial sanctions, particularly with regard to full compliance with European and international sanctions packages. Reports given to the Management Board also focused on the results of internal and external audits conducted by the Compliance division.

In 2023, RBI introduced a Climate & Environment business strategy that aims to bring the statement of financial position in line with the climate goals of the Paris Agreement by integrating climate and environmental factors into financial, risk and operational management considerations and resource allocations. Corporate, retail and institutional clients are provided with expertise through RBI's Group-wide ESG Competence Center and ESG Expert Network, and are offered tailored and innovative products to support their climate and environmental transformation. RBI translated its climate & environment efforts into ESG procedures, policies and an appropriate governance structure (e.g. through the development of an ESG risk framework, sectoral guidelines for specific industries, prevention of greenwashing, ESG trainings and seminars). This has made ESG an integral part of the strategy.

In Fit & Proper training sessions for the Management Board, we reported on the requirements for achieving the climate targets and provided information on the current state of affairs. The discussion also covered emerging regulatory changes and the resulting new requirements for RBI.

## Supervisory Board meetings

The Management Board fully informed the Supervisory Board on a prompt and regular basis of all relevant matters pertaining to the company's performance, including the risk position, risk management and capital and liquidity situation of the company and material Group companies. In its meetings, the Supervisory Board focused on prudent, foresighted risk management and capital planning.

The Supervisory Board discussed the consequences of the Russian war of aggression in Ukraine in detail, particularly the macroeconomic effects and the strategic positioning of RBI. Among other things, the Supervisory Board discussed the various options for a possible exit or deconsolidation of the Russian unit and the associated legal, economic and regulatory considerations. Regular information was also provided on the reduction of business in Russia.

The Supervisory Board dealt with the objectives and effects of the project to implement a new business bank strategy (One Business Bank, see the chapter on the Management Board meetings). The Supervisory Board was also involved in the annual strategy review. As in the previous financial year, joint strategy workshops were held for the Supervisory Board and Management Board to discuss and analyze the strategic direction in detail.

The Supervisory Board received detailed information on RBI's earnings, liquidity, risk and capital situation with and without the Russian unit as part of regular reporting on business developments. A regular update was provided on the status of legal cases pending in court in connection with foreign currency loans in Poland and the resulting need to recognize impairments.

The Supervisory Board also received regular reports on the economic situation of selected network banks and macroeconomic circumstances in those banks' countries. Some of these reports were presented directly by the network banks' management board chairmen at the Supervisory Board meeting.

Regular compliance updates provided the Supervisory Board and its committees with detailed information about current compliance issues, particularly with regard to financial sanctions and combating money laundering. The Supervisory Board was also informed at regular intervals about the status of IT security and the initiatives taken within the Group.

As in every financial year, multiple Fit & Proper training courses were held for the members of the Supervisory Board. Updates on current regulatory issues are an integral part of the Fit & Proper training courses. In 2023, the training focused on ESG, concentrating on CSRD and CSDDD as well as related obligations and liability issues. There were additional updates on current developments within the EU in the field of digitalization, on the legal and regulatory framework conditions for credit limit management, as well as on international clearing, settlement and payment services taking into account the sanction regime. The Supervisory Board members also received training on directors' dealings and handling insider information.

As recommended by the Nomination Committee, the Supervisory Board decided to extend the term of office of Management Board member Andreas Gschwenter for another three years until 30 June 2026. After Peter Lennkh had announced that he was resigning his Management Board mandate for personal reasons, the Supervisory Board agreed to the early termination of the term of office with effect as of 31 August 2023. Following completion of the succession process and based on the recommendation of the Nomination Committee, the Supervisory Board decided to appoint Marie-Valerie Brunner as a new member of the Management Board for Corporate & Investment Banking Customer Coverage as of 1 November 2023.

The relationship between the Supervisory Board and the Management Board was characterized by open communication both in regular meetings and outside them in the form of numerous information sessions and informal discussions.

## Decision-making authority and activities of the Committees of the Supervisory Board

The procedural rules of the Management Board, as well as the Supervisory Board and its Committees, outline the business management measures that require the approval of the Supervisory Board or of the appropriate Committee.

The Working Committee deals not only with loan and limit applications but also with general focus reports on individual industries in the corporate customer business and financial institutions areas. It takes these opportunities to discuss selected customer groups and financial institutions, as well as material positive and negative changes in customer creditworthiness. The Working Committee also looks at developments with respect to the 20 largest groups of connected customers in the corporate customer business in the course of the year and reviews special reports on certain customers or industries in response to current events. The Working Committee discusses and decides on limit applications for companies and financial institutions and, following discussion, forwards to the entire Supervisory Board limit applications that fall within its decision-making authority. It also discusses reports written for the Supervisory Board, such as the annual report on all large loans under § 28b of the BWG, before they are addressed by the entire Supervisory Board. Injections of equity in investees that fall within certain limits also require the approval of the Working Committee. The requested equity injections were approved in the 2023 financial year.

In addition to the credit and limit applications, the Working Committee received extensive focus reports on individual customer areas and the customer segments that they manage in the Corporate Customers and Financial Institutions divisions in 2023. The various segments' shares of the overall portfolio, rating quality, and segment-specific developments and default probabilities were also discussed. With regard to the Working Committee's responsibility for approving the allocation of responsibilities on the Management Board, the Working Committee approved the new organizational structure on the Management Board for the Corporate and Investment Banking business areas.

The responsibilities of the Risk Committee include advising the Management Board on current and future risk propensity and risk strategy, monitoring the implementation of this risk strategy with regard to the controlling, monitoring and limitation of risk in accordance with the BWG, as well as the monitoring of capitalization and liquidity. To fulfill these responsibilities, the Risk Committee obtains quarterly reports on issues such as credit, liquidity and market risk, the Internal Capital Adequacy Assessment Process (ICAAP) and uncollectable loans. The Committee also looks at current risk aspects, including selected country reports on current political changes as well as reports on regulatory developments and their repercussions for RBI. In addition, the Risk Committee discusses relevant metrics and tolerances regarding the Group's risk appetite, with due consideration given to budgeting and strategy.

Furthermore, the Risk Committee is also responsible for examining whether adequate consideration is given to the business model and risk strategy in the pricing of the services and products offered. To this end, the Risk Committee discusses reports submitted to it on pricing and price calculations in the customer and financial institutions business and discusses remedial action plans if necessary. The Risk Committee also monitors whether the incentives offered by the internal remuneration system give adequate consideration to risk, capital and liquidity, as well as the timing of realized profits and losses. This involves the presentation of a report on remuneration policies in the Risk Committee, which is used to assess whether the remuneration structure reflects RBI's risk appetite.

The consequences of the war in Ukraine, the geopolitical situation and the macroeconomic repercussions were an important topic for the Risk Committee in particular in 2023. The Risk Committee also carefully assessed the results of the EBA stress test, which was carried out amid the geopolitical and macroeconomic situation, and was kept informed of the current test status and the results.

The Risk Committee addressed regular updates on the compliance risk profile, particularly with regard to anti-money laundering and sanctions management. It also focused on the monitoring of IT risk management and the resilience of IT infrastructure, which were also the subject of regular reporting.

The Risk Committee regularly discussed the characterization of risk appetite and related forecasts. It also considered risk developments in the individual business segments as well as portfolio quality, particularly for retail and corporate customers. All these activities were consistently focused on ensuring forward-looking, prudent and proactive risk management.

The Audit Committee monitors the accounting process. It issues recommendations for improving reliability and supervises the effectiveness of the company's internal control, audit and risk management systems. The committee also oversees the annual audit of the financial statements and consolidated financial statements and thus monitors the independence of the external Group auditor/bank auditor, particularly with respect to additional work performed for the audited company.

The Audit Committee reviews the audit plan in great detail and engages in discussions with the auditor during the audit about key facts covered in the audit of the financial statements, special focuses of the audit, the management letter and the report on the effectiveness of risk management and the internal control system. It also examines the Management Board's proposal for earnings appropriation and the Corporate Governance Report. The Audit Committee presents a report on the results of its examinations to the Supervisory Board. Furthermore, the Supervisory Board reviews the consolidated non-financial report (Sustainability Report).

The Audit Committee also engages in regular discussions with Internal Audit about general audit issues, defined audit areas, findings made during audits and steps taken to make improvements in response to audit findings. The status of the internal control system and its effectiveness are reported on regularly. In particular, the parties discuss the findings from reviews of key controls in financial reporting and non-financial reporting areas as well as required improvements. The Audit Committee also devotes attention to the accounting framework and discusses the implementation of necessary projects.

The Audit Committee received information on the project to introduce a new IT architecture for the Finance division with the aim of establishing stricter and more streamlined end-to-end data flows and ensuring further quality improvements.

Reporting also covered the status of the credit-linked provisions for legal risks from the Swiss franc mortgage portfolio in Poland and the resulting increase in loan-loss provisions.

The Audit Committee also extensively analyzed the accounting treatment of possible scenarios for RBI's exit from Russia.

Regarding ESG, there were updates on the business strategy for climate and the environment, on RBI's ESG financial steering and on the current status of preparations for reporting in accordance with the new Corporate Sustainability Reporting Directive (CSRD).

The Audit Committee received an update from the Compliance department on the effectiveness of the internal control system for RBI AG and a quarterly update on RBI Compliance Group Steering at all the meetings.

To assess the quality of the audit and auditor of the financial statements, the Chairwoman of the Audit Committee worked with the Finance division to develop a questionnaire to record indicators for assessing audit quality. The Audit Committee then used this questionnaire to evaluate the auditor.

In addition to the Audit Committee's regular annual monitoring activities, there were regular updates on business developments in the 2023 financial year which addressed the financial performance, development of the lending business and the impact of current geopolitical circumstances on RBI.

The Remuneration Committee's responsibilities include, first and foremost, establishing guidelines for the company's remuneration policies and practices, particularly on the basis of the BWG, as well as relevant sections of the ACGC. In doing so, the company's interests along with the long-term interests of shareholders, investors and employees of the company are taken into account, as are the economic interests of maintaining a functioning banking system and financial market stability.

The Remuneration Committee is responsible for preparing the Supervisory Board's resolutions on the principles governing the remuneration of the members of the Management Board and the Supervisory Board (remuneration policy) and for preparing the remuneration report on these matters. The Remuneration Committee issues detailed internal remuneration policies for the Management Board and employees of RBI, giving due consideration to the remuneration policies, and makes changes as required as part of a regular review process. On that basis, the Remuneration Committee selects the companies within the RBI Group that are subject to the remuneration principles. This selection and the underlying selection process are reviewed at regular intervals. The Remuneration Committee is also responsible for annually approving the proposed list of employees and functions which have a material impact on the risk profile of the Group and/or company. The Remuneration Committee conducts regular reviews of the selection criteria and the decision-making process. The Risk Committee has a preparatory role in the selection of identified employees.

The Remuneration Committee defines performance management principles for the Management Board while taking the remuneration policy into consideration. It also monitors the fulfillment of regulatory and general performance-related criteria for granting and paying bonuses and is involved in deciding whether a penalty or clawback event has occurred.

The Remuneration Committee confirmed that the general criteria had been met for paying bonuses for the 2023 financial year. Details on Management Board remuneration are provided in the remuneration report. The Remuneration Committee was involved in preparing the remuneration report that was presented to the Annual General Meeting. The Remuneration Committee also supervised the implementation of the remuneration principles that it had approved, taking into account the reports prepared by the responsible departments (PO&I, Internal Audit, Group Risk Controlling and Group Compliance).

The Nomination Committee's duties include identifying suitable applicants to fill any posts on the Management Board and Supervisory Board that have become vacant. The Nomination Committee evaluates potential candidates based on a description of the duties entailed and, after conducting an appropriate Fit & Proper assessment, issues recommendations for filling the board vacancy, giving consideration to the balance and diversity of knowledge, skills and experience of all members of the governing body in question.

The Nomination Committee specifies a target ratio for the under-represented gender on the Management Board and the Supervisory Board, develops a strategy for achieving the defined target ratio and regularly discusses the adoption of development programs. The Nomination Committee is also responsible for evaluating decision-making within the Management Board and Supervisory Board, ensuring that the Management Board and the Supervisory Board are not dominated by one individual person or a small group of persons in a way which is contrary to the company's interests. The Nomination Committee verifies and makes this assessment based on the meeting processes and communication lines within each board (e.g. minute-taking, deputizing arrangements, resolutions passed by circulation in urgent cases, monitoring of courses of action taken, meeting preparations, forwarding of documents) and on the perceptions of the members themselves. The Nomination Committee's responsibilities also include regularly assessing the structure, size, composition and performance of the Management Board and Supervisory Board, with reports on the bodies' composition, organizational structures and the results of their work being presented as a basis for any decisions. It also regularly evaluates the knowledge, skills and experience of the individual members of both the Management Board and Supervisory Board and also of the respective governing body as a whole. The evaluation takes place in the Nomination Committee and is based on the self-evaluation of the individual members of the Management Board and Supervisory Board, as well as on individual continuing education reports.

The Nomination Committee determined in the Fit & Proper review that all the members of the Management Board and Supervisory Board, as well as the Management Board and Supervisory Board in their entirety, possessed the necessary knowledge, skills and experience. In addition, the mandate limits and availability in terms of time were reviewed and confirmed.

The Nomination Committee also reviews the Management Board's actions with regard to the selection of executives and supports the Supervisory Board in preparing recommendations for the Management Board. To this end, the Nomination Committee evaluates the selection of key function holders, the guiding principles of executive selection and development, succession planning and the policies and steps taken for filling upper management positions.

In the 2023 financial year, the Nomination Committee's activities focused on succession planning for the Supervisory Board and Management Board. After the Nomination Committee confirmed the continued suitability of Andrea Gaal, the Supervisory Board proposed reappointing her to the Annual General Meeting on 30 March 2023. In addition, Manfred Wilhelmer was assessed as being fit and proper and recommended for election as a new member of the Supervisory Board. He was then elected at the Extraordinary General Meeting on 21 November 2023. After reviewing the fulfillment of the requirements, the Nomination Committee proposed to the Supervisory Board that Andreas Gschwentner be reappointed to the Management Board of RBI AG. The Nomination Committee also conducted a systematic internal and external process to fill the Management Board mandate that was left vacant after Peter Lennkh resigned. Following a multi-month search process and in-depth candidate hearings, the decision was made to propose Marie-Valerie Brunner to the Supervisory Board as a member of the Management Board for the new CIB Customer Coverage division.

In multiple meetings, the Nomination Committee held discussions on progress made toward achieving the target ratio for the underrepresented gender as well as measures that had been planned and taken to achieve it. The Nomination Committee decided to set a new joint target quota of at least 30 per cent for the underrepresented gender on the Management Board and Supervisory Board of RBI AG by the end of 2026. For details, please see the chapter describing the diversity strategy.

The Personnel Committee deals with the remuneration of Management Board members and their employment contracts. In particular, it discusses and decides on provisions in the individual Management Board members' employment contracts and makes changes to the contracts as needed. The Personnel Committee is also responsible for approving any acceptance of secondary employment by members of the Management Board. The Committee discusses and reviews any clawbacks of past bonuses or non-payment of bonuses from existing provisions (penalty) if it has any information indicating that these measures appear necessary.

It also sets concrete targets for the Management Board based on applicable rules and regulations and makes any required changes. The Personnel Committee discusses whether the Management Board has attained its targets and approves bonus allocations on that basis. The Personnel Committee also decides on the payment of deferred bonus installments from previous years, which are paid out with a delay in accordance with legal requirements.

The Personnel Committee confirmed that the general requirements for paying a bonus to the members of the Management Board had been met and approved the payment of variable remuneration in keeping with target achievement. Details are provided in the remuneration report.

The Personnel Committee also determined individual performance criteria for the 2023 financial year as well as weights for financial and non-financial targets. This is done in accordance with RBI's internal performance management policy. The primary basis for the non-financial performance criteria are the goals of the Vision Mission 2025, particularly sustainability targets. For details, see the remuneration report.

The Digitalization Committee's duties are to advise the Management Board and Supervisory Board regarding the current and future digitalization strategy (including IT, new technologies, data analysis and innovation) and the related strategic investment decisions. It is also responsible for monitoring the execution of the digitalization strategy as well as the progress made in the digital transformation and for regularly reporting on this to the Supervisory Board.

The Digitalization Committee addressed many digitalization issues in the 2023 financial year due to the steadily increasing importance of digitalization, especially in the banking sector. The issues focused on developments in artificial intelligence and their impact and potential use cases in the financial services sector. The current situation and trends in cyber security were explored as well. The committee also discussed Group-wide digital initiatives in the individual business areas and the regular update on the Group IT strategy.

## Number of meetings of the Supervisory Board and Committees

In the reporting period, the Supervisory Board (SB) held four ordinary meetings and two extraordinary meeting. No member of the Supervisory Board was unable to personally attend more than half of the meetings of the Supervisory Board.

The Working Committee (WC) held twelve meetings in the 2023 financial year. The Risk Committee (RC) met four times, the Audit Committee (AC) six times, the Remuneration Committee (ReC) four times, the Nomination Committee (NC) ten times, the Personnel Committee (PC) six times and the Digitalization Committee (DC) two times.

Supervisory Board members attended the meetings of the Supervisory Board and its Committees as shown below:

Supervisory Board member	SB (6)	WC (12)	RC (4)	AC (6)	ReC (4)	NC (10)	PC (6)	DC (2)
Erwin Hameseder	6/6	12/12	4/4	6/6	4/4	10/10	6/6	n/a
Martin Schaller	6/6	11/12	4/4	n/a	4/4	10/10	6/6	2/2
Heinrich Schaller	6/6	12/12	4/4	5/6	4/4	10/10	6/6	n/a
Michael Alge	6/6	n/a	n/a	n/a	n/a	n/a	n/a	2/2
Eva Eberhartinger	6/6	n/a	4/4	6/6	4/4	n/a	n/a	n/a
Andrea Gaal	6/6	12/12	4/4	6/6	4/4	10/10	6/6	2/2
Peter Gauper	2/2	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Michael Höllerer	6/6	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Rudolf Königshofer	6/6	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Heinz Konrad	4/6	n/a	n/a	n/a	n/a	10/10	6/6	n/a
Reinhard Mayr	6/6	n/a	n/a	6/6	n/a	n/a	n/a	2/2
Birgit Noggler	6/6	12/12	4/4	5/6	4/4	10/10	6/6	n/a
Manfred Wilhelmer	1/2	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Natalie Egger-Grunicke	6/6	6/10	3/3	6/6	2/2	8/10	n/a	1/2
Peter Anzeletti-Reikl	6/6	12/12	1/1	6/6	4/4	10/10	n/a	2/2
Rudolf Kortenhof	4/6	1/2	1/4	3/6	1/2	6/10	n/a	n/a
Gebhard Muster	6/6	n/a	4/4	n/a	n/a	n/a	n/a	n/a
Helge Rechberger	6/6	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Denise Simek	6/6	11/12	n/a	n/a	4/4	n/a	n/a	n/a
Total attendance	95%	93%	92%	91%	97%	93%	100%	92%

n/a not applicable, as not a member of the respective Committee

In addition, the Supervisory Board and Working Committee also passed resolutions outside of meetings in accordance with § 92 (3) of the AktG.

## Self-evaluation and efficiency review by the Supervisory Board

As required by C Rule 36 of the ACGC, the Supervisory Board of RBI AG has conducted a year-to-year self-evaluation and efficiency review since the 2019 financial year in order to achieve a lasting improvement in the efficiency and effectiveness of the Supervisory Board's work.

Going beyond the minimum requirement for the self-evaluation and efficiency review pursuant to C Rule 36 of the ACGC, the self-evaluation has been conducted with professional outside assistance since 2019 through a partnership with the Vienna University of Economics and Business (WU Vienna).

As in prior years, a written online survey was conducted in 2023 and then analyzed and evaluated by the external experts. The results of the evaluation of the Supervisory Board, future measures and courses of action for a further strengthening of the activities of the Supervisory Board were debated in a discussion format for Supervisory Board members that was moderated by the external advisors. The Supervisory Board members highlighted the increased involvement of the Supervisory Board in strategic work as particularly positive. The high level of expertise of the members and excellent teamwork on the Supervisory Board is highly appreciated by its members. The Supervisory Board's work is perceived as being very professionally organized.

## Role and activities of the Chairman of the Supervisory Board

The Chairman of the Supervisory Board leads and coordinates the Supervisory Board and interacts internally with the Management Board as the highest-ranking representative of the Supervisory Board. Serving as an intermediary, the Chairman of the Supervisory Board forwards information received from the Management Board to the other Supervisory Board members so that they can perform their function in terms of supervision, control and participation. In addition to fulfilling his duties to ensure the smooth functioning of the Supervisory Board's activities, the Chairman of the Supervisory Board also has external public-facing roles, such as chairing the Annual General Meeting.

In addition to the 50 days on which the Supervisory Board and its committees met in 2023, 10 meetings were held between the Management Board and the Chairman of the Supervisory Board, Erwin Hameseder, to prepare for the meeting days and discuss current (strategic) issues on an ongoing basis. The presidium (the Chairman of the Supervisory Board and both his Deputies) and the Management Board met 16 times in 2023. The Supervisory Board also held two strategy workshops with the Management Board.

In addition, 50 bilateral meetings were held by the Chairman of the Supervisory Board with members of the Management Board and Division heads during the financial year, including 29 meetings with the CEO. Similarly, the Chairpersons of the Audit and Risk Committees stayed in regular contact and communication with the members of the Management Board, particularly the CEO and CRO, and with the heads of the internal control functions as well as with the CFO. The Chairman of the Supervisory Board attended over 100 meetings in total relating to RBI.

The Chairman of the Supervisory Board and the Chairpersons of the Audit and Risk Committees also held meetings with representatives of the supervisory authorities in which key supervisory issues and current topics relevant to RBI were discussed.

To support the activities of the Supervisory Board, particularly the Chairman of the Supervisory Board, the Chairman's Office has been set up as a competence center for Supervisory Board matters and as an internal interface. The Chairman's Office ensures that the Supervisory Board's work is efficiently organized in conformity with legal and regulatory requirements and acts as a coordinator between the Supervisory Board and all relevant stakeholders at RBI.

## General Meeting

In the 2023 financial year, an Annual General Meeting was held on 30 March 2023 and an Extraordinary General Meeting on 21 November 2023. The Management Board of RBI AG had decided, with the approval of the Supervisory Board, to hold the General Meetings as hybrid meetings. Shareholders and other participants could either attend physically or participate virtually via remote attendance and remote voting.

Due to the ongoing war in Ukraine and the resulting geopolitical and economic uncertainty, the Management Board and Supervisory Board proposed to the Annual General Meeting that the net profit for 2022 be carried forward to new account. The Management Board also announced that it would look into distributing a subsequent dividend of up to € 0.80 per dividend-bearing ordinary share from the profit carried forward from the 2022 financial year in the current financial year in order to allow shareholders to participate appropriately in the company's profit for the past financial year. Andrea Gaal's RBI Supervisory Board mandate was also extended during the Annual General Meeting.

Voting results of the Annual General Meeting on 30 March 2023:

Agenda item	Voting results		
	Votes for	Votes against	Valid votes <sup>1</sup>
2. Resolution on the utilization of net profit, as shown in the annual financial statements as at 31 December 2022	99.95%	0.05%	76.28%
3. Resolution on the report of the remuneration of the members of the Management Board and the Supervisory Board for the 2022 financial year (Remuneration Report 2022)	94.35%	5.65%	76.28%
4. Resolution on the release of the members of the Management Board from liability for the 2022 financial year	99.95%	0.05%	76.17%
5. Resolution on the release of the members of the Supervisory Board from liability for the 2022 financial year	97.13%	2.87%	76.15%
6. Appointment of an auditor (bank auditor) for the audit of the annual financial statements and consolidated financial statements for the 2024 financial year	99.72%	0.28%	76.27%
7. Election of Andrea Gaal to the Supervisory Board	86.72%	13.28%	76.28%

<sup>1</sup> Of share capital

As announced at the Annual General Meeting, the Management Board reviewed the development of the capital ratios, regulatory requirements and strategic considerations and, knowing the development of RBI's business and its earnings, decided together with the Supervisory Board to propose to the Extraordinary General Meeting held on 21 November 2023 that a dividend of € 0.80 per dividend-bearing ordinary share be distributed and that the remaining net profit for the 2022 financial year be carried forward to new account. Since Peter Gauper resigned his position as a member of the Supervisory Board as of 14 June 2023, the Extraordinary General Meeting elected Manfred Wilhelmer to the Supervisory Board of RBI until the close of the Annual General Meeting which will decide on granting a discharge of the financial year 2027. The Extraordinary General Meeting also decided to adapt the Articles of Association to the Federal Act on Wiener Zeitung GmbH and the Establishment of a Federal Electronic Announcement and Information Platform (WZEVI Act) and to the Virtual Shareholders' Meetings Act (VirtGesG), which establishes a permanent legal basis for virtual and hybrid meetings.

Voting results of the Extraordinary General Meeting on 21 November 2023:

Agenda item	Voting results		
	Votes for	Votes against	Valid votes <sup>1</sup>
1. Resolution on the utilization of net profit, as shown in the annual financial statements as of 31 December 2022	99.98%	0.02%	77.15%
2. Election to the Supervisory Board	85.09%	14.91%	77.15%
3. Resolution on the amendment to Articles 3 und 14 of the Articles of Association	98.41%	1.59%	77.11%

<sup>1</sup> Of share capital

At the General Meeting the shareholders, as owners of the company, can exercise their rights by voting. The fundamental principle of "one share, one vote" applies pursuant to Article 15 (3) of the Articles of Association of RBI AG. Accordingly, there are no restrictions on voting rights and all shareholders have equal rights. Every share confers one vote. Registered shares have not been issued. Shareholders may exercise their voting rights themselves or by means of an authorized agent.

The Annual General Meeting for the 2024 financial year will take place on 4 April 2024. The convening notice will be published in the Federal Electronic Announcement and Information Platform (EVI) and in electronic form a minimum of 28 days before the Annual General Meeting.

## Syndicate agreement concerning RBI

Due to a syndicate agreement relating to RBI, the regional Raiffeisen banks and direct subsidiaries of the regional Raiffeisen banks are parties acting in concert as defined in § 16 of the Austrian Takeover Act (see most recent notification of voting rights published on 20 August 2019). The terms of the syndicate agreement include a block voting agreement for all matters that require a resolution from the General Meeting of RBI, rights to nominate members of the RBI Supervisory Board and preemption rights among the syndicate partners. The terms also include a contractual restriction on sales of the RBI shares held by the regional Raiffeisen banks (with a few exceptions) since the expiration of the three year period from the effective date of the merger between RZB and RBI, thus as of 18 March 2020, if the sale would directly and/or indirectly reduce the regional Raiffeisen banks' aggregate shareholding in RBI to less than 40 per cent (formerly 50 per cent) of the share capital plus one share. In the financial year, RBI was not notified of any changes in the shareholder structure of RBI that were subject to publication pursuant to the Austrian Stock Exchange Act in relation to the syndicate as a whole or with regard to individual syndicate members.

## Report on measures taken by the company to promote women to the Management Board, the Supervisory Board and into executive positions within the meaning of § 80 AktG and a description of the diversity strategy as laid down in § 243c (2) 2 and 3 of the UGB

### Description of the diversity strategy

RBI is actively committed to ensuring equal opportunities for all employees regardless of age, gender, nationality, sexual orientation, physical or mental abilities, religion or world view. This principle applies across all areas of human resource management, from employee selection to salaries all the way to appraisals and career development. The RBI Group diversity and inclusion policy defines RBI's attitude, roles and responsibility with regard to diversity and establishes the principle of implementing a diversity strategy at RBI. Most subsidiaries have appointed diversity officers and adopted local strategies. The diversity and inclusion strategy drawn up at head office aims to embed the issue throughout the Group, moving away from individual initiatives toward holistic, leadership-driven diversity and inclusion according to the following five principles:

- Our engagement and commitment to diversity and inclusion begins at the very highest level of management
- Our management teams are diverse and aware of the importance of diversity
- We empower all employees to contribute to an inclusive work culture
- We actively integrate diversity and inclusion into HR processes and practices
- We work transparently and on the basis of data

The key components of the RBI Group diversity and inclusion policy include RBI's diversity vision and mission statement and the daily implementation guidelines: "RBI believes that diversity adds value. Capitalizing on the opportunities of diversity provides long-term benefits to the company and its employees as well as to the economy and society as a whole. RBI is continuing Raiffeisen's 130-year-long success story as it embraces diversity. RBI actively and professionally harnesses the potential of diversity in order to give clients the best possible service as a strong partner and to position itself as an attractive employer." More information on diversity is available on the RBI website at [www.rbiinternational.com](http://www.rbiinternational.com) → Sustainability & ESG → Diversity & Inclusion. The RBI Group Diversity and Inclusion Policy defines a strategy for filling Management Board and Supervisory Board positions, whereby hiring must give consideration to both diversity and compliance with statutory requirements. Important



diversity aspects include age, gender and geographic origin. The main requirements for holding such a position also include solid education and professional experience, preferably in roles related to fintech companies, banks or financial institutions. The formalization of the hiring process (at all levels), the focus placed on women in the internal succession pipeline and the support given to women in their careers facilitate decision-making and the attainment of the targets we have set for ourselves. RBI aims for the boards to include a wide range of qualifications and expertise in order to obtain the broadest possible variety of experience and diverse opinions, collectively resulting in sound decision-making.

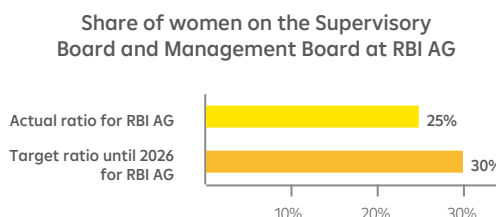
The composition of the boards should be structured so that the board members' geographic origins reflect the diversity of RBI's markets and its cultural context. With respect to the age structure of the Management Board and Supervisory Board, in order to achieve a good balance, the board members should preferably not have all been born in the same decade. The aim is for women to fill 35 per cent of the positions within the Supervisory Board, Management Board and upper management at RBI by no later than 2024.

Of the six Management Board members of RBI AG, four are from Austria, one from Poland, and one from Ukraine. Members of non-Austrian origin therefore constituted 33 per cent of the Management Board at the end of 2023 (2022: 33 per cent). All the Supervisory Board members are of Austrian origin. The ages of the Supervisory Board members range between 45 and 69 (2022: from 48 to 68), and of the Management Board between 45 and 64 (2022: from 44 to 63).

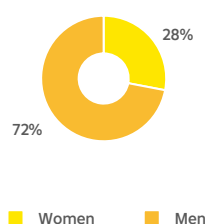
### Measures taken to promote women to the Management Board, the Supervisory Board and into executive positions

RBI is convinced that having leadership teams that are diverse in terms of gender, age, geographic origin, education and professional background is essential to optimize quality of decision making and minimize groupthink. It thus assumes that diversity contributes positively to the company's performance.

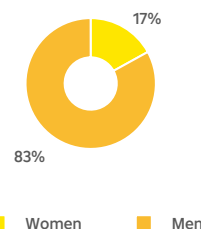
The management team is satisfactorily diverse in terms of age, geographical origin, education and professional background. In order to achieve a balanced gender distribution on the Management Board and comply with regulatory requirements in the EU, the Nomination Committee in 2023 adjusted RBI AG's target for the underrepresented gender in the Supervisory Board and Management Board to 30 per cent by 2026. RBI AG took an important step towards achieving this target in 2023 by appointing a female member to the Management Board; as of 31 December 2023, bringing the female representation to 25 per cent (2022: 21 per cent). Women held the following proportions of Tier 3 management positions and higher (positions with staff responsibility) at RBI AG: Supervisory Board 28 per cent (2022: 28 per cent); Management Board 17 per cent (2022: 0 per cent); Tier 2 management 37 per cent (2022: 35 per cent) and Tier 3 management 28 per cent (2022: 26 per cent). Female employees make up 46 per cent (2022: 46 per cent) of the total workforce.



Women/men on the Supervisory Board at RBI AG<sup>1</sup>

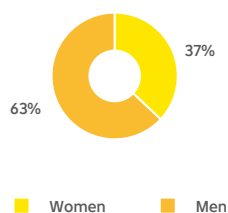


Woman/men on the Management Board at RBI AG

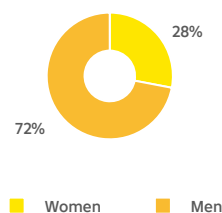


<sup>1</sup> Proportion of women/men on the Supervisory Board at RBI AG fulfills the legal requirement within the calculation parameters of stock corporation law.

Woman/men in management positions of second tier of management at RBI AG



Woman/men in management positions of third tier of management at RBI AG



The following figures for the RBI Group include RBI AG and 12 network banks in CEE, as well as Raiffeisen Bausparkasse Gesellschaft m.b.H., Raiffeisen Kapitalanlage-Gesellschaft m.b.H., Raiffeisen-Leasing Gesellschaft m.b.H., as well as Valida Holding AG and Kathrein Privatbank Aktiengesellschaft. The proportion of women in the Supervisory Board, Management Board and Tier 2 management totaled 35 per cent at year-end 2023 (2022: 34 per cent). The target ratio for 2024 is 35 per cent. In the RBI Group, female employees made up 63 per cent (2022: 64 per cent) of the total workforce. Women held 20 per cent of Management Board positions (2022: 18 per cent), 39 per cent of Tier 2 management positions (2022: 38 per cent). The proportion of women in Supervisory Board positions was 28 per cent (2022: 27 per cent).

It remains a primary goal of RBI to further increase the proportion of women in leadership positions, despite already noticeable progress. This requires a comprehensive strategy encompassing various measures at all levels of the organization. The first set of measures focuses on work culture and aims to achieve a healthy work-life balance as well as a gender-sensitive design of the New World of Work. This includes conducting the work and family audit at RBI AG since 2020, and the promotion of active parental leave management. The work and family audit is a customized certification process for companies that is designed to provide support for the definition, evaluation and targeted execution of family-friendly measures. In addition, this set of measures includes support for women in leadership positions and female talent through networking, coaching and mentoring programs. The objective is to create a work environment that provides equal career opportunities for men and women and to motivate female talent in applying for management roles.

The second set of measures aims to select and develop female talent in order to develop a pipeline of female succession candidates for leadership positions. The Management Board areas have set targets for a gender-balanced succession pipeline and have developed individual strategies for reaching them. These strategies include measures for recruiting new talent and developing internal talent. Best practice examples include the Women Empowerment Circle in the COO/CIO Management Board area and the Women in Risk initiative in the CRO Management Board area, which are employee-driven initiatives supported by the Management Board members associated with them. The Women Empowerment Circle has pursued the objective of institutionalizing networking among women since 2017 and is driven by Group IT Delivery employees. The initiative hosts target group-specific events and promotes the sharing of ideas, knowledge and experience with subsidiaries. Other programs include the Women Empowerment Journey, regular panel discussions and participation in the Vienna Daughter's Day.

The Women in Risk initiative is a voluntary network of women in leadership positions in the risk sector. Its mission is to support each other and all women working in the risk sector by providing lectures, workshops and discussions.

Inclusion and unconscious bias have also been incorporated into existing training courses as new topics. For example, unconscious bias was added to the basic leadership training course to support the new managers at head office. In addition, special emphasis was placed on integrating diversity into various other events, such as welcome events for new employees or learning modules for high-potential talent.

The third set of measures relates to the selection of upper management (first and second tier below the Management Board) and is aimed at improving the selection process. It includes establishing an internal office for the Group-wide recruitment of managers in order to achieve multiple aims, including the execution of the diversity and inclusion strategy. The office ensures that selection procedures are clear and transparent, which increases the number of qualified applicants. The measures apply to the entire selection process: including job advertisements (gender-appropriate wording), predefined and clear selection criteria, anonymized testing and focusing on the female talent pool. Structured interviews are conducted for each position; hiring decisions are based on predefined criteria catalogs. In addition, relevant stakeholders are made aware of candidate lists that are insufficiently diverse. A recruitment agency is brought in if needed. Each recruitment agency is carefully evaluated, including with regard to its diversity and inclusion strategy and its ability to reach a broad, diverse pool of applicants for a vacant position. In addition to the selection process, the measures also focus on raising awareness among managers to take responsibility to increase the percentage of women in management positions. Every management team of a Management Board area has defined its own targets and strategies for increasing the percentage of women in the first and second tier of management below board level. This bundle of measures provides medium- and long-term impetus to bring about cultural change and promote diversity at the company.

## Transparency

RBI always strives to create transparency for its customers, employees and shareholders. It puts a top priority on an open communication network and transparent communication channels.

The Austrian Corporate Governance Code provides an important foundation for transparency. The Code's requirements are wide-ranging and mentioned at various points elsewhere in this report. To comply with provisions of the Code, RBI's Corporate Governance Report states where the Code and the report itself are published. Additional transparency requirements include explanations for rule deviations (comply or explain). Other transparency requirements that the company has met in full include the composition of committees, measures taken to support women, the diversity strategy, the review of the report by the Supervisory Board, the ability of shareholders to ask questions about the report at the General Meeting and, finally, verification of compliance with C Rules by an external auditor.

One of the most important tools for external communication is the RBI website. It plays an important role for RBI with regard to open communication with shareholders and their representatives, customers, analysts, employees, and the interested public. Therefore, the website offers regularly updated information and services, including the following: financial and regulatory reports, presentations and webcasts, ad-hoc and investor relations releases, information on the share and shareholder structure, financial calendar, ratings as well as consensus recommendations and analyses, information for debt investors, the Corporate Governance and Remuneration Report, the Corporate Governance Code, information on the Annual General Meeting, the Sustainability Report and ratings from sustainability rating agencies and index providers, press releases and other news from various divisions, information on securities transactions of the Management Board and Supervisory Board that are subject to reporting requirements (directors' dealings), RBI AG's Articles of Association, analysts' recommendations, as well as an ordering service for financial reports and investor relations news by E-mail and much more.

To expand internal communication channels, a secure, anonymous and digital whistleblower platform was established at RBI in line with regulatory and statutory guidelines. Employees throughout the Group can use this to report possible violations in their local language. All reports are investigated by RBI's Compliance department.

## Conflicts of interest

Both the Management Board and the Supervisory Board of RBI AG are required to disclose any potential conflicts of interest.

Members of the Management Board must therefore disclose to the Supervisory Board any significant personal interests in transactions involving the company and Group companies, as well as any other conflicts of interest. They must also inform the other members of the Management Board. Members of the Management Board who exercise or hold certain functions, roles and interests at other companies (such as supervisory board mandates, personal investments, etc.) are obligated to make sure that no actions or decisions are made that put the RBI Group at a disadvantage and that the interests of the involved companies are fairly balanced whenever there are any points of intersection with the RBI Group.

Members of the Supervisory Board must immediately report any potential conflicts of interest to the Chairman of the Supervisory Board, who is supported by Compliance when carrying out his evaluation. In the event that the Chairman himself should encounter a conflict of interest, he must report this immediately to the Deputy Chairman. Company agreements with members of the Supervisory Board that require members to perform a service for the company or for a subsidiary outside of their duty on the Supervisory Board (§ 189a 7 of the UGB) in exchange for not-insignificant compensation require the approval of the Supervisory Board. This also applies to agreements with companies in which a member of the Supervisory Board has a significant financial interest. Furthermore, related party transactions as defined by § 28 of the BWG require the approval of the Supervisory Board. The Supervisory Board also regularly addressed conflicts of interest in 2023.

These and other requirements and rules of conduct are covered by a corporate policy that contains the duties required by law and by the ACGC. The policy also gives due consideration to the EBA's guidelines on internal governance, the joint European Securities and Markets Authority/EBA guidelines on the assessment of the suitability of members of management bodies and key function holders, the European Central Bank's guide to fit and proper assessments, and the Basel Committee on Banking Supervision's corporate governance principles for banks.

For a number of years, RBI has had internal policies that govern business transactions in detail in order to avoid conflicts of interest. The rules enacted in Austria in mid-2019 on transactions with related companies and parties (as part of the transposition of the EU Shareholder Rights Directive into Austrian law) have been reflected in a separately issued internal directive.

## Information and cyber security

Information and cyber security is a key issue for RBI and is given top priority. Customers' and business partners' data is treated with utmost care. Due consideration is always given to how factors that affect information security change: the threat landscape, technology, the regulatory environment, the corporate strategy, etc.

The Group Chief Information Security Officer is responsible for defining, refining and implementing RBI's information security strategy. RBI's processes are certified to ISO 27001, the international de facto standard for information security management. The scope of the certificate covers core banking processes, mission-critical support processes, banking products, the requisite IT infrastructure, locations and employees as well as security management for RBI and security processes for subsidiaries. RBI has taken strategic steps to strengthen cyber security in order to maximize customer data protection and be positioned to identify possible threat scenarios for the bank's IT environment early on and address them as effectively as possible.

The majority of attacks on RBI, such as phishing emails or DDoS attacks (Distributed Denial of Services), are proactively prevented by the implemented security mechanisms and tools. Since a preventive security plan can not, in and of itself, offer one hundred per cent protection, it is particularly important to continuously improve prevention, detection and response capabilities and adapt them to the highly dynamic threat environment. This is a focus of the 2023 security strategy. In addition to improvements and refinements in preventive cyber security, particular attention was paid to optimizing detection capabilities that were implemented in the Raiffeisen Cyber Defense Center (monitoring of cyber security-related activities in relation to anomalies) with extended measures such as the simulation of real attacks to check IT security measures.

In terms of security incidents, the 2023 financial year saw an increase in broadband DDoS attacks with the aim of overloading systems, the disclosure (publication) of internal documents by individuals with access permissions and incidents at third parties (suppliers). All incidents were processed, analyzed and addressed in accordance with defined processes. The implementation of improvements as "lessons learned" is essential for RBI in order to drive sustainable increases in security. The DDoS attacks had the effect of brief system outages. The remaining incidents resulted in no significant damage for RBI, neither from a data protection nor an information security perspective.

RBI takes technical and organizational measures to protect its customer data from unauthorized access, cyber hacking attempts, malware, DDoS attacks, ATM fraud, data leaks, phishing attempts, disclosure of sensitive information and a variety of other threats. Measures are taken to ensure a reasonable level of risk regarding confidentiality, integrity, availability and resilience of all systems. Rapid technological change requires constant changes and improvements to security measures, both technically and organizationally. In addition, RBI continuously improves its information and cyber security governance in order to keep up with the fast-moving technological and regulatory environment and stay prepared for threats at all times. That includes training all employees regularly at least once a year to raise their awareness of information and cyber security concerns.

Observant, security-conscious employees play an essential role in protecting the company from security threats. Protection also includes educational campaigns, targeted training and regular communication through internal media. That enables RBI to protect its own data and its business partners' data from potential threats. Cyber and IT security risks are covered by Group-wide fidelity/crime insurance. It covers direct losses from cyber attacks such as bank withdrawals. Other forms of insurance held by RBI (professional liability, cash-in-transit, etc.) include coverage for cyber and IT risks wherever this is possible and reasonable. Further details under: [www.rbinternational.com](http://www.rbinternational.com) → RBI Group → Compliance → Security → Technical and Organizational Measures

## Independent consolidated non-financial report (§ 267a of the UGB) as well as disclosures for the parent company according to § 243b of the UGB

The company prepared an independent consolidated non-financial report according to § 267a of the UGB for the 2023 financial year for RBI, which also contains the disclosures for the parent company according to § 243b of the UGB. The report was reviewed by the Supervisory Board according to § 96 (1) of the AktG. In addition, Deloitte Audit Wirtschaftsprüfungs GmbH, was appointed by the Management Board to audit the consolidated non-financial report and reported its findings to the Supervisory Board at its February 2024 meeting. The Supervisory Board will report on the results of the audit at the Annual General Meeting.

### Accounting and audit of financial statements

RBI's consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRS) as applied in the EU. They also comply with the regulations of the BWG in conjunction with the UGB to the extent that these are applicable to the consolidated financial statements. The consolidated annual financial statements are published within the first four months of the financial year following the reporting period. Interim reports are published no later than two months after the end of the respective reporting period.

The Annual General Meeting on 31 March 2022 selected Deloitte Audit Wirtschaftsprüfungs GmbH (Deloitte) as external Group auditor and bank auditor for the 2023 financial year. Deloitte has confirmed to RBI AG that it has the certification of a quality auditing system. It has also declared that there are no reasons for disqualification or prejudice. The Supervisory Board is informed of the result of the audit by a statutory report regarding the audit of the consolidated financial statements by the auditor, as well as by the report of the Audit Committee. Furthermore, the auditor assesses the effectiveness of the company's risk management in accordance with the ACGC, based on the documents submitted to the auditor and otherwise available. The resulting report is presented to the Chairman of the Supervisory Board, who is responsible for ensuring the report is addressed in the Audit Committee and presented to the Supervisory Board.

Qualified electronically signed by:

Vienna, 12 February 2024  
The Management Board

Johann Strobl m.p.

Marie-Valerie Brunner m.p.

Andreas Gschwenter m.p.

Łukasz Januszewski m.p.

Hannes Mösenbacher m.p.

Andrii Stepanenko m.p.