

**ARTICLES OF ASSOCIATION
of Raiffeisenbank Austria d.d.
(revised text)**

Article 1

Corporate Name and Seat of the Company

- (1) The corporate name of the Company is Raiffeisenbank Austria d.d. or, synonymously,
 - in German Raiffeisenbank Austria Aktiengesellschaft and
 - in English Raiffeisenbank Austria Joint Stock Company.
- (2) The seat of the Company is Zagreb. The Management Board shall pass a decision on the business address in the seat of the Company.
- (3) The Company is registered with the Court Register of the Commercial Court Zagreb as a joint stock company under the laws of Croatia. The duration of the Company is unlimited.

Article 2

Purpose of the Company

- (1) The Company is entitled to perform the following banking transactions home and abroad, in accordance with law and internal regulations of the Company:
 1. receive money deposits and grant loans and other placements out of received deposits in own name and for own one account,
 2. issue of electronic money payment instruments,
 3. issue guarantees and assume other financial liabilities,
 4. factoring,
 5. grant all kinds of loans, including retail loans, mortgage loans and financing commercial transactions (including forfaiting)
 6. trading for own account or for the account of its clients in:
 - a) money market instruments and other transferable securities;
 - b) foreign currencies including exchange transactions,
 - c) financial term contracts and options,
 - d) currency and interest rate instruments,
 7. domestic and external funds transfer transactions in accordance with specific laws,
 8. collect, analyse and provide information pertaining to creditworthiness of legal persons and physical persons - entrepreneurs,
 9. issue and manage payment instruments,
 10. safe deposit box renting,
 11. provide intermediary services in concluding financial transactions,
 12. receive and transfer orders related to one or more financial instruments
 13. execution of orders for the account of clients
 14. trading for own account
 15. investment advising
 16. services of execution of offer i.e. sale of financial instruments with buying off obligation
 17. services of execution of offer i.e. sale of financial instruments without buying off obligation
 18. depositing and administration of financial instruments for the account of its clients, including also the custody and services related thereto e.g. money funds i.e. security instruments management
 19. granting loans to the investor in order to make it possible for him to conclude a transaction with one or more financial instruments if the company which is granting the loan is included in the transaction

20. counselling on the structure of capital, business strategies and similar issues as well as counselling and services related to mergers and acquisitions of stakes in companies
 21. foreign exchange transactions if related to provision of investment services
 22. investment research and financial analysis as well as other recommendations which refer to transactions with financial instruments
 23. representing in insurance.
- (2) Furthermore, the Company is entitled to undertake any transactions which appear necessary or helpful in order to achieve the Company's purpose. The Company shall be entitled to establish branch offices or subsidiaries, whether domestic or international, and to acquire participations of any legal form in other companies. The decision on establishment of branch offices or subsidiaries shall be passed by the Management Board.

Article 3 Share Capital and Shares

- (1) The share capital of the Company amounts to HRK 3,621,432,000.00 (in words: three billion six hundred twenty one million four hundred thirty two thousand Kuna).

The share capital of the Company is divided into 3.621.432 (in words: three million six hundred twenty one thousand four hundred thirty two) ordinary registered shares, thereof 54.588 (in words: fifty-four thousand five-hundred eighty-eight) as registered ordinary shares series A, of a par value of kuna 1.000 each and 54.216 (in words: fifty-four thousand two-hundred sixteen) as registered ordinary shares series B, of a par value of kuna 1.000 each and 106.236 (in words: one hundred-six thousand two-hundred thirty-six) as registered ordinary shares series C, of a par value of kuna 1.000 each, and 25.000 (in words: twenty-five thousand) as registered ordinary shares series D, of a par value of kuna 1.000 each, 183.500 (in words: one hundred eighty-three thousand five-hundred) as registered ordinary shares series E, of a par value of kuna 1.000 each and 75.600 (in words: seventy-five thousand six-hundred) as registered ordinary shares series F, of a par value of kuna 1.000 each, and 147.700 (in words: one hundred forty-seven thousand seven-hundred) as registered ordinary shares series G, of a par value of kuna 1.000 each, and 636.552 (in words: six hundred thirty-six thousand five hundred fifty-two) as registered ordinary shares series H, of a par value of kuna 1.000 each, and 873.240 (in words: eight-hundred seventy three thousand two-hundred and forty) as registered ordinary shares series I, of a par value of kuna 1.000 each and 1,464,800 (in words: one million four hundred sixty four thousand eight hundred) as registered ordinary shares series J, of a par value of kuna 1.000 each. Shares of the ordinary series A, the series B, the series C, the series D, the series E, the series F, the series G, the series H, the series I and the series J grant its holders following rights: (i) voting right at the General Assembly of the Company; (ii) dividend right, according to the resolution of the General Assembly of the Company, (iii) right to pay out a proportion of liquidation or bankruptcy estate of the Company. The exchange of the registered shares issued into bearer shares, and vice versa, requires the consent the General Meeting of Shareholders.

- (3) The subscribed share capital is fully paid up in cash.
- (4) The shares can be transferred in accordance with the legal provisions applicable to registered shares.
- (5) Any person or legal entity with domicile or seat in or out of Croatia shall be capable of holding shares in the Company; the Company shall keep a book of shares into which

(together with such other informations as provided for by law) the name/firm name and address of each shareholder shall be entered.

Article 4 Bodies of the Company

The Company shall have the following bodies:

- a) the General Meeting
- b) the Supervisory Board
- c) the Management Board

Article 5 The General Meeting of Shareholders

- (1) The General Meeting of Shareholders shall be convened by the Management Board at regular intervals, but at least once a year. At least one month before the date of a General Meeting of Shareholders a written invitation shall be sent to the shareholders, to the members of the Supervisory and the Management Boards and to the Company's auditors. The convening of the General Meeting and the invitation to the shareholders shall not be published. Any failure to comply with these provisions shall be deemed to be remedied by the presence of all shareholders at the general meeting.
- (2) The Supervisory Board has the right to ask the Management Board to convene and is also entitled itself to convene a General Meeting of Shareholders whenever the interests of the Company so require.
- (3) No resolutions of the General Meeting of Shareholders shall be adopted unless a quorum of shareholders representing more than half of the Company's share capital is present (either in person or by proxy). In case no such quorum is present, and if it has been announced in the invitation to the General Meeting, the Management Board shall have the right to convene an adjourned General Meeting may not be convened earlier than two hours after the appointed time of the first meeting; the adjourned General Meeting shall be entitled to pass resolutions in the absence of a quorum.
- (4) The right to vote at the General Assembly is regulated according to the nominal amounts of shares, emphasizing the fact that each share in the nominal value of 1.000,00 Kn gives entitlement to one vote.
- (5) The shareholders may exercise their voting rights at the General Meeting either in person or by proxy. The proxy shall be deposited with the Company prior to the opening of the General Meeting. It shall be valid for that General Meeting as well as any adjourned General Meeting convened because of the lack of a quorum of presence at the first meeting.
- (6) Unless otherwise provided by law, resolutions at the general Meeting of Shareholders shall be passed by a simple majority of valid votes cast. Elections carried out at the General Meeting shall require an absolute majority of the valid votes cast; if such majority is not met at the first ballot, a second election shall be held between the two candidates who received the highest number of votes. If the score is neutral, the vote of the Chairman of the General Assembly shall prevail, under the presumption that he/she is at the same time a proxy of one of the shareholders.
- (7) In addition to the matters allocated to the General Meeting by mandatory legal provisions, the following matters shall be in the exclusive competence of the General Meeting:

- a) amendments of or supplements to the Articles of Association;
 - b) resolutions on the increase or the reduction of the share capital;
 - c) the election and dismissal of members of the Supervisory Board;
 - d) the release from liability of the members of the Supervisory Board and of the Management Board;
 - e) resolutions on indemnifications due to the members of the Supervisory Board;
 - f) the election and removal of the Company's external auditors;
 - g) resolutions on the conversion or on the winding-up of the Company.
- (8) The chairman of the Supervisory Board shall be the chairman of the General Meeting. If the function of the chairman of the Supervisory Board has been terminated, or if he/she is prevented from presiding the General Meeting for any other reason whatsoever the chairman of the General Meeting shall be elected by the shareholders at the beginning of the meeting. The chairman shall conduct the General Meeting and shall determine the order of the agenda and the voting procedure.
- (9) The members of the Management Board and of the Supervisory Board shall attend the General Meeting in fulfilment of their function as Board members. Furthermore, the auditors of the Company shall be invited if their presence is required dependant of the agenda.

Article 6 The Supervisory Board

- (1) The Supervisory Board shall consist of seven members to be elected by the General Meeting of whom at least one shall be an independent member. Members of the Supervisory Board shall be elected for a term no longer than four years. Re-elections are admissible.
- (2) Members of the Supervisory Board may be dismissed from their function at any time in the manner as they were elected.
- (3) The Supervisory Board shall be convened by the Chairman at least four times a year unless it is more appropriate to adopt resolutions in writing pursuant para 6 hereof. Additional board meetings can be convened upon the request of any board member specifying the purpose of the request.
- (4) The Supervisory Board shall have a quorum if a meeting of the Board is attended by at least four members. The resolutions of the Supervisory Board require a simple majority of votes cast provided that the majority includes the vote of the Chairman of the Supervisory Board, if the Chairman is present at the respective board meeting. Furthermore, the Chairman of the Supervisory Board shall have the right to decide in a tied-vote situation.
- (5) The Supervisory Board shall supervise the financial and business activities of the Company, it controls the observance of the Articles of Association and of any other relevant legal provisions by the Company's bodies. Therefore, the Supervisory Board is entitled to inspect the Company's accounts, records and its entire administration. Furthermore, the Supervisory Board shall review the annual financial statements including the proposal for the distribution of profits, and the annual report prepared by the Management Board and it shall determine the annual financial statements and pass the resolution of use of the profit, unless it decides that the General Meeting decides about it.
- (6) Resolutions of the Supervisory Board may be adopted in writing or by means of telefax or telex or by e-mail, provided that all members of the Supervisory Board have stated their consent to this form of adoption of a resolution.
- (7) The Supervisory Board shall adopt its own internal rules which shall specify the way of performing its tasks and of exercising its monitoring activities pursuant to para 5 hereof.

- (8) Irrespective of its collective responsibility, the Supervisory Board is entitled to establish from among its members committees consisting of at least three members and to determine their tasks and rules of procedure.
- (9) The members of the committees shall be elected by the Supervisory Board for a term corresponding to their term as a member of the Supervisory Board unless otherwise decided at the election.

Article 7 Management Board

- (1) The Management Board shall consist of at least three members to be elected by the Supervisory Board for a term of up to five years. However, the Supervisory Board may elect a higher number of up to seven Management Board members and it is then entitled to change the wording of the Company's Articles of Association accordingly. The Supervisory Board is also entitled to dismiss at any time all or some of the members of the Management Board, for the following reasons, but not limited hereto:
 - misconduct,
 - non-performance of the member's tasks or
 - non-approval of the member's acts by the General Meeting of Shareholders.
- (2) The Supervisory Board shall elect a Chairman and a Vice-chairman from among the members of the Management Board. The Chairman shall convene, preside and conduct the meetings of the Management Board; the Vice-chairman shall have such chairman's rights and duties in case of the Chairman's disability or absence.
- (3) In connection with its above competences the Supervisory Board has the right to decide on any legal matter in connection with the legal relationship of members of the management Board to the Company and related to the appointment, to the retirement, or to the dismissal of members of the Management Board.
- (4) The Management Board manages the Company in compliance with the interests of its shareholders. It decides on all activities of the Company, unless such activities fall within the competences of the General Meeting of Shareholders or of the Supervisory Board.
- (5) The Supervisory Board may either through the Bye-Laws given to the Management Board or through particular board resolutions restrict the powers of the Management Board; in particular, the Supervisory Board has the right to determine that specific activities of the Management Board require the prior consent of the Supervisory Board. Such restrictions shall, however, have no effect with respect to third parties.
- (6) Resolutions of the Management Board require a quorum of presence of more than half of its members. Resolutions of the Management Board shall require a simple majority of valid votes cast. In case of a tied vote, the Chairman of the Management Board shall have a casting vote.
- (7) The Management Board shall meet at least once a month. Provisions on the performance of its management tasks shall be set forth in the By-Laws of the Management Board to be issued by the Supervisory Board.

Article 8 Representation and Organisation of the Company

- (1) The Company shall be represented jointly by two members of the Management Board, or by one member of the Management Board acting jointly with an officer authorised to sign on behalf of the Company (a procurator). Such officers (procurators) are appointed by the Management Board with approval of the Supervisory Board. The procura powers may be granted to any individual of legal age and full legal capacity.
- (2) A procurator represents the Company jointly with the Chairman of the Management Board or a member of the Management Board. The granting of single signing powers or of powers of attorney for the entire business of the company shall be prohibited.
- (3) Details on the power to sign on behalf of the Company shall be set forth in the rules on signatory powers to be issued by the Management Board.
- (4) The heads of divisions of the Company as well as managers of branches of the Company shall be subordinated to the Management Board. In their capacity as officers with signing power they shall be responsible for the proper management of their divisions/branches and shall be authorised to represent the Company in the matters determined by the management pursuant to para 3 hereof.
- (5) The Management Board shall adopt for the Company Bye-Laws providing for issues on employment.

Article 9 Business Conduct and Financial Statements

- (1) The fiscal year of the Company shall be the calendar year; the first fiscal year shall begin with the Company's registration with the Commercial Register.
- (2) Within the first six months of each fiscal year the Management Board shall submit to the General Meeting the annual financial statements including the proposal for the distribution of profits as well as the comments of the Supervisory Board thereto. For the publication of its annual financial statements the Company shall in addition to the provisions of local law also comply with international standards.
- (3) The Company shall set up legal reserves.

Article 10 Distribution of Profits

- (1) Dividends shall be issued depending on the par value of the shares. Dividends due to shareholders with residence abroad shall upon request be transferred in the shareholder's domestic currency.
- (2) Unless the General Meeting has resolved otherwise, dividend shall fall due on the day following the annual General Meeting of Shareholders.
- (3) In case that the General Assembly adopts the profit&loss account, the amounts from the profit of the current year may be allocated to other reserves. At most a half of the profit of the current year may be allocated to other reserves whereby first the amounts for covering losses from previous years must be deducted and the amounts for legal and statutory reserves.

**Article 11
Amendments of and Supplements to
the Articles of Association**

- (1) A General Meeting of Shareholders shall be convened by the competent bodies in order to submit a proposal for amendments of or supplements to the Articles of Association. The Management Board and the Chairman of the Supervisory Board shall have the amendments of supplements be registered with the Court Register.
- (2) Resolutions on amendments of or supplements to the Articles of Association require a majority of 3/4 of the valid votes cast at the General Meeting of Shareholders.

**Article 12
Publications of the Company**

- (1) Publications of the Company's financial statements and other publications by the Company in compliance with applicable laws shall appear in the Official Gazette of the Republic of Croatia or (in case an alternative is admissible) in a newspaper published at the seat of the Company and specified by the Management Board.
- (2) Publications of the Company as well as any minutes on resolutions of the Company's bodies provided for by the Articles of Association shall be kept in English or German. In case any mandatory legal provisions require the publication and/or keeping of such minutes in Croatian language, the shareholders or the members of the respective body of the Company shall be provided with a translation of such document into the English language. In any disputes on the interpretation of such documents the English version (respectively the German version) shall prevail as between the Company and the shareholders.