

Second Supplement dated 1 October 2021 to the Registration Document dated 14 July 2021

*This document constitutes a supplement (the "**Second Supplement**") for the purpose of Article 23 (1) and Article 10 (1) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council (as amended, the "**Prospectus Regulation**") and is supplemental to and should be read in conjunction with, the registration document dated 14 July 2021 (the "**Original Registration Document**") as supplemented by the First Supplement dated 3 August 2021 (together with the Original Registration Document, the "**Supplemented Registration Document**") of Raiffeisen Bank International AG (the "**Issuer**" or "**RBI**"). The Supplemented Registration Document in the form as supplemented by this Second Supplement is hereinafter referred to as the "**Registration Document**".*



RAIFFEISEN BANK INTERNATIONAL AG

Terms defined in the Supplemented Registration Document have the same meaning when used in this Second Supplement. To the extent that there is any inconsistency between (a) any statement in this Second Supplement and (b) any other statement in the Supplemented Registration Document prior to the date of this Second Supplement, the statements in (a) will prevail.

This Second Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Raiffeisen Bank International AG (www.rbinternational.com).

The CSSF only approves this Second Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Second Supplement.

By approving this Second Supplement, the CSSF assumes no responsibility as to the economic and financial soundness of the transaction or the quality or solvency of the Issuer pursuant to Article 6 (4) of the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en oeuvre du règlement (UE) 2017/1129*, the "**Luxembourg Prospectus Law**").

The Issuer with its registered office at Am Stadtpark 9, 1030 Vienna, Austria, accepts responsibility for the information contained in this Second Supplement. The Issuer hereby declares, that to the best of its knowledge, the information contained in this Second Supplement is in accordance with the facts and that this Second Supplement makes no omission likely to affect its import.

This Second Supplement relates to the Issuer's base prospectus with regard to its EUR 25,000,000,000 debt issuance programme for the issuance of Debt Securities dated 14 July 2021.

In accordance with Article 23 (2a) of the Prospectus Regulation, where the base prospectus to which this Second Supplement applies relates to an offer of debt securities to the public, investors who have already agreed to purchase or subscribe for any debt securities before this Second

Supplement is published have the right, exercisable within three working days after the publication of this Second Supplement, i.e. until and including 6 October 2021, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the debt securities, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.

NOTICE

This Second Supplement does not constitute an offer of, or an invitation by or on behalf of the Issuer to subscribe for, or purchase, any debt securities RBI may issue.

No person has been authorised by RBI to give any information or to make any representation other than those contained in this Second Supplement or the Registration Document. If given or made, any such information or representation should not be relied upon as having been authorised by RBI.

TABLE OF CONTENTS

| Heading | Page |
|---|------|
| Part A – Amendments to the Chapter DESCRIPTION OF THE ISSUER..... | 4 |

Part A – Amendments to the Chapter DESCRIPTION OF THE ISSUER

- 1) On page 26 of the Supplemented Registration Document, in the chapter "**DESCRIPTION OF THE ISSUER**", the section "**1.1.5. Credit Ratings**" shall be modified as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

"1.1.5. Credit Ratings

The Issuer has obtained ratings for the Issuer from Moody's Investors Service ("**Moody's**")* and Standard & Poor's Global Ratings ("**S&P**")*.

As of the date of this Registration Document such ratings are as follows:

| | Moody's | S&P |
|--|---|------------------------------------|
| Rating for long term obligations (senior) | A3 <u>A2</u> / Outlook stable ¹ | A- / Outlook negative ² |
| Rating for short term obligations (senior) | P-2 <u>P-1</u> ³ | A-2 ⁴ |

*) Both, Moody's Deutschland GmbH, An der Welle 5, 60322 Frankfurt, Germany, and S&P Global Ratings Europe Limited, Fourth Floor, Waterways House, Grand Canal Quay, Dublin 2, Ireland, are established in the European Union, are registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the "**CRA Regulation**") and are included in the list of credit rating agencies registered in accordance with the CRA Regulation published by the European Securities and Markets Authority ("**ESMA**") on its website (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>).

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

¹ Moody's defines a long-term "~~A3~~ A2" as follows: "Obligations rated A are judged to be upper-medium grade and are subject to low credit risk. ~~The modifier "3" indicates a ranking in the lower end of that generic rating category. The modifier 2 indicates a mid-range ranking.~~"

² S&P defines a long-term "A-" as follows: "An obligor rated 'A' has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories. The addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories."

³ Moody's defines a short-term "~~P-2~~ P-1" as follows: "Issuers (or supporting institutions) rated ~~Prime-2~~ Prime-1 have a ~~strong~~ superior ability to repay short-term debt obligations."

⁴ S&P defines a short-term "A-2" as follows: "An obligor rated 'A-2' has satisfactory capacity to meet its financial commitments. However, it is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in the highest rating category."