

Third Supplement dated 18 August 2025 to the Registration Document dated 10 April 2025

*This document constitutes a supplement (the "**Third 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 10 April 2025 (the "**Original Registration Document**") as supplemented by the first supplement dated 12 May 2025 and the second supplement dated 7 August 2025 (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 Third 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 Third Supplement. To the extent that there is any inconsistency between (a) any statement in this Third Supplement and (b) any other statement in the Supplemented Registration Document prior to the date of this Third Supplement, the statements in (a) will prevail.

This Third 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.luxse.com) and on the website of Raiffeisen Bank International AG (www.rbinternational.com).

The CSSF only approves this Third 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 Third Supplement.

By approving this Third 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 Third Supplement. The Issuer hereby declares that, to the best of its knowledge, the information contained in this Third Supplement is in accordance with the facts and that this Third Supplement makes no omission likely to affect its import.

This Third Supplement relates to the Issuer's (i) base prospectus with regard to its EUR 25,000,000,000 Debt Issuance Programme for the issuance of Debt Securities dated 10 April 2025, (ii) base prospectus with regard to its Structured Securities Programme dated 10 April 2025 and (iii) base prospectus with regard to its Retail Bond Programme dated 10 April 2025.

In accordance with Article 23 (2) of the Prospectus Regulation, where the base prospectus to which this Third 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 Third Supplement is published have the right, exercisable within three working days after the publication of this Third Supplement, i.e. until and including 21 August 2025, 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.

The reason for this Third Supplement is the service of a further lawsuit for damages of MKAO Rasperia Trading Limited upon, among others, the Issuer's subsidiary AO Raiffeisenbank, Russia.

NOTICE

This Third 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 Third 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.

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SUPPLEMENTAL INFORMATION

Part A – Amendments to the section DESCRIPTION OF THE ISSUER

- 1) On pages 64 et seqq. of the Supplemented Registration Document, in the section "**8. LEGAL AND ARBITRATION PROCEEDINGS**", the following item shall be modified as follows, whereby added text is printed in blue and underlined:

"8.17. In August 2024, a Russian company, MKAO Rasperia Trading Limited ("**Rasperia**") filed an action against the Austrian company STRABAG SE ("**STRABAG**") and several major shareholders of STRABAG ("**STRABAG Shareholders**") as well as against RBI's Russian subsidiary Raiffeisenbank Russia with the Arbitration Court of the Kaliningrad Region. Rasperia, holding 28,500,000 ordinary shares and one registered share in STRABAG, alleges that it was deprived of its shareholder's rights, in particular it is not allowed to participate in shareholder meetings or nominate members of the supervisory board of STRABAG, it is not paid dividends for the past years and the share of Rasperia in STRABAG was diluted without its consent and compensation in 2023. According to Rasperia, the forfeiture of all its shareholder's rights resulted in the infliction of losses in the amount of approximately EUR 1.983 billion, composed of the market value of Rasperia's share in STRABAG as well as unpaid dividends and interest on both amounts.

Raiffeisenbank Russia is mentioned in the claim as related to the other defendants, although not accused of any wrongdoing. RBI is not a party to these proceedings.

Rasperia has separated the claims against STRABAG and the STRABAG Shareholders from the claims against Raiffeisenbank Russia:

(i) The claim against STRABAG and the STRABAG Shareholders is for damages in the amount of approximately EUR 1.983 billion plus interest up to the date of execution of the judgment, as amended from time to time ("**Claimed Amount**").

(ii) The claim against Raiffeisenbank Russia is intended to ensure enforcement in Russia of the judgment rendered under item (i) above and therefore comprises the foreclosure on Raiffeisenbank Russia's funds (in particular with regard to its retained earnings) for the compensation of the Claimed Amount awarded to Rasperia and, in return, the recognition of Raiffeisenbank Russia's ownership of the 28,500,000 STRABAG ordinary shares and one registered share held by Rasperia from the date of execution of the judgment against Raiffeisenbank Russia.

In the preliminary court hearing on 16 October 2024, the Claimed Amount was increased from approximately EUR 1.983 billion to approximately EUR 2.043 billion.

On 20 January 2025, the Arbitration Court of the Kaliningrad Region rendered its verdict and decided that STRABAG and the STRABAG Shareholders are liable to pay EUR 2.044 billion to Rasperia and that the verdict can be enforced against Raiffeisenbank Russia's assets.

In its verdict, the Russian court has also acceded to Rasperia's request according to which the ownership rights for the shares of STRABAG held by Rasperia are to be transferred to Raiffeisenbank Russia. However, Russian verdicts have no binding effect in Austria and the transfer of shares is therefore not enforceable. Furthermore, Rasperia's STRABAG shares are subject to an asset freeze under EU sanctions which also currently prevents their transfer.

On 21 February 2025, Raiffeisenbank Russia appealed this verdict with suspensive effect. On 24 April 2025, the Russian appeal court in St. Petersburg confirmed the first-instance verdict from the Arbitration Court of the Kaliningrad Region. As a consequence of this verdict from the Russian appeal court in St. Petersburg, Raiffeisenbank Russia is required to pay the damages of EUR 2.044 billion, awarded by the Arbitration court of Kaliningrad Region. On 25 April

2025, Raiffeisenbank Russia appealed the second-instance verdict in the next instance, the Court of Cassation in St. Petersburg. The appeal to the Court of Cassation was accompanied by a request to suspend the enforcement of the second-instance judgment, which has however already been dismissed by the Court of Cassation. In a court hearing held on 4 August 2025, the Court of Cassation in St. Petersburg denied Raiffeisenbank Russia's cassation appeal against the verdict. Raiffeisenbank Russia has the right to file another cassation appeal to the Supreme Court of the Russian Federation in Moscow within two months upon receipt of the Court of Cassation's written decision.

On 30 April 2025, Rasperia requested the Russian Central Bank ("**CBR**") to enforce the judgment by debiting a correspondent account of Raiffeisenbank Russia at the CBR with the RUB equivalent of approximately EUR 1.870 billion (this corresponds to the damages awarded to Rasperia by the Arbitration Court of the Kaliningrad Region, excluding interest of approximately EUR 174 million). In accordance with this request, on 30 April 2025, an amount of approximately RUB 174.221 billion was deducted or seized from a CBR correspondent account of Raiffeisenbank Russia by the CBR in favor of Rasperia. The interest awarded to Rasperia by the Arbitration Court of the Kaliningrad Region had not been part of Rasperia's enforcement request to the CBR at that point in time but was the subject of a second enforcement request on 26 May 2025. Consequently, on 27 May 2025, an amount of approximately RUB 21.599 billion (corresponding to an amount of approximately EUR 239 million including additional interest accrued meanwhile) was deducted or seized from a CBR correspondent account of Raiffeisenbank Russia by the CBR in favor of Rasperia; yet, in its second enforcement request, Rasperia omitted one day of the interest period. Finally, on 15 July 2025, upon Rasperia's third enforcement request, an amount of approximately RUB 36.7 million (corresponding to approximately EUR 400,000), which represents the remaining amount of interest, was deducted or seized from a CBR correspondent account of Raiffeisenbank Russia by the CBR in favor of Rasperia.

Raiffeisenbank Russia had booked a provision of EUR 840 million for Q4/2024. The provision corresponded to the amount awarded to Rasperia by the Russian court on 20 January 2025 (EUR 2.044 billion) minus the value of the right to receive compensation from Rasperia via potential enforcement proceedings (EUR 1.204 billion) against Rasperia's assets in Austria. The value of the right to receive compensation from the enforcement proceedings against Rasperia's assets was based on (i) the market value of the STRABAG shares as of 31 December 2024 taking into account a discount for uncertainties specific to Rasperia's assets and not reflected in the share price, (ii) the discounted dividend entitlements for 2021, 2022 and 2023, as well as (iii) a discounted dilution compensation from a capital reduction carried out in March 2024.

In the second quarter of 2025, Raiffeisenbank Russia derecognized the expected proceeds from the enforcement of legal recourse against Rasperia in Austria in the amount of approximately EUR 1.2 billion, as stated in RBI's ad-hoc release dated 24 July 2025. Such derecognition took into account the inclusion of RBI in Rasperia's application for an anti-suit injunction (as further outlined below), the chances of averting this and the resulting delay in the filing of a claim against Rasperia in Austria. Therefore, RBI's Management Board concluded that the strict criteria under International Financial Reporting Standards for recognition of the expected proceeds from enforcement of legal recourse against Rasperia are no longer met.

However, RBI Group maintains a high degree of confidence in the judicial enforcement of its damage claim against Rasperia and its assets in Austria in full compliance with EU sanction law.

Related to the above-mentioned legal proceedings initiated by Rasperia against, among others, Raiffeisenbank Russia, a Russian court had on 5 September 2024 issued a preliminary injunction, by which shares of Raiffeisenbank Russia were subject to a temporary transfer ban with immediate effect. The purpose of the transfer ban was to keep the current state unchanged until Rasperia's claims are settled. As a result of this court decision RBI could not transfer its

shares in Raiffeisenbank Russia which complicated the efforts of RBI to sell a controlling stake in Raiffeisenbank Russia. As Raiffeisenbank Russia's motion to cancel the preliminary injunction was rejected, Raiffeisenbank Russia filed an appeal to the Arbitration Court of Appeal in St. Petersburg on 27 September 2024. On 5 December 2024, the Arbitration Court of Appeal confirmed the preliminary injunction. Raiffeisenbank Russia filed an appeal to the Court of Cassation in St. Petersburg in January 2025 which was dismissed on 24 March 2025. The transfer ban on Raiffeisenbank Russia shares, which was imposed as a measure to secure payment of damages, was expected to be lifted upon the disbursement of the full amount of damages including interest as awarded to Rasperia by the Arbitration Court of the Kaliningrad Region. Accordingly, following the deduction or seizure of the full amount of damages including interest awarded to Rasperia by the Russian verdict dated 20 January 2025, Raiffeisenbank Russia filed a motion with the competent Russian court to lift the transfer ban on 23 July 2025. In a court hearing held on 4 August 2025, the Court of Cassation in St. Petersburg granted Raiffeisenbank Russia's motion to cancel the preliminary injunction and lifted the transfer ban over the shares in Raiffeisenbank Russia.

On 12 August 2025, Raiffeisenbank Russia was served with a further lawsuit of Rasperia against STRABAG and the STRABAG Shareholders as well as Raiffeisenbank Russia which had been filed with the Arbitration Court of the Kaliningrad Region. Rasperia claims from STRABAG and the STRABAG Shareholders the ruble equivalent of a total amount of approximately EUR 339 million comprising *inter alia* damages for the non-receipt by Rasperia of the monetary compensation related to the reduction of the authorized capital of STRABAG implemented in 2024, for unpaid dividends of STRABAG for 2024 as well as interest on the various amounts which will continue to accrue until the date of full payment. The claim against Raiffeisenbank Russia is intended to ensure full enforcement of the judgment upon the funds of Raiffeisenbank Russia in Russia. RBI is not a party to this proceeding.

On 9 June 2025, Rasperia filed an application for an anti-suit injunction ("ASI") before the Arbitral Court of the Kaliningrad Region, targeting the STRABAG Shareholders and Raiffeisenbank Russia. According to the ASI application, Rasperia seeks (A) to prevent the continuation of arbitration proceedings in Amsterdam initiated by the STRABAG Shareholders against Rasperia ("**Amsterdam Arbitration**") and (B) to prohibit the filing of damage claims before foreign courts related to the Kaliningrad proceedings which resulted in the Russian verdict dated 20 January 2025. Rasperia requests a RUB equivalent of EUR 1.09 billion penalty to be enforced against Raiffeisenbank Russia for non-compliance with the ASI in relation to the Amsterdam Arbitration, claiming Raiffeisenbank Russia is controlled by one of the STRABAG Shareholders. On 2 July 2025, Rasperia amended its ASI application to include RBI as a respondent and seeks to prohibit RBI from initiating foreign proceedings for damages related to the Kaliningrad proceedings."