



Raiffeisen Bank International

Offering Circular

dated 26 February 2025
for the Issuance of Turbo Long Certificates

This offering circular (the “**Offering Circular**”) relates to a private placement of Turbo Long Certificates (the “**Securities**”) issued by Raiffeisen Bank International AG (the “**Issuer**”) to specific investors (each a “**Targeted Investor**”) as defined below in the section “**Conditions to the Offering**”) restricted to the national territory of Luxemburg. No public offering is intended, whereby for the purpose of this provision, “public offering” means the communication to persons in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe the Securities.

This Offering Circular is made available on the condition that it is solely used by any Targeted Investor and that it may not be passed on to any other person or reproduced in whole or in part.

This Offering Circular includes and should be read in conjunction with (i) the Incorporated Documents, as defined in the section “Document incorporated by reference” below, and (ii) the accompanying final terms dated 26 February 2025 (the “**Final Terms**”), which determine which of the options available in the Incorporated Documents are applicable to the Securities.

This Offering Circular is confidential, and the information contained in this Offering Circular has been provided by the Issuer and other sources identified herein. Any forwarding, distribution or reproduction of this Offering Circular in whole or in part is unauthorised. The Securities offered hereby are not intended to be a general offer to the public in any jurisdiction. Any disclosure of the content of this Offering Circular or use of any information herein for any purpose other than considering a purchase of the Securities is prohibited. This Offering Circular does not constitute an offer to sell or solicitation of an offer to buy Securities in any jurisdiction in which such offer or solicitation would be unlawful or to any person to whom it is unlawful to make such offer or solicitation. Each offeree of the Securities, by accepting delivery of this Offering Circular, agrees to the foregoing.

CONDITIONS TO THE OFFERING

This Offering Circular has not been approved by any national competent authority for the purposes of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”) and no election has been made for such Securities to be treated as being within the scope of the Prospectus Regulation. The offering of Securities is exempt from the requirement to publish a prospectus pursuant to Article 1 (4) (a) and (b) of the Prospectus Regulation.

The Securities may at any time only be offered or made available to a “**Targeted Investor**”, which is either

- (a) a legal entity which is a qualified investor as defined in the Prospectus Regulation; or
- (b) a member of a single group of fewer than 150 natural or legal persons per member state of the European Union (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of all relevant distributing entities nominated by the Issuer for any such offer; or
- (c) in circumstances falling within Article 1 (4) of the Prospectus Regulation, any natural or legal person,

provided that no offer to such Targeted Investor shall require the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

GENERAL RESTRICTIONS WITH REGARD TO U.S. PERSONS

The Securities have not been and will not be registered in accordance with the United States Securities Act of 1933 (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the

United States. The Securities may not be offered, sold or delivered within the United States or to, or for the account of or in behalf of or benefit of, U.S. persons (as each are defined in Rule 902 (k) Regulation S under the Securities Act).

The Securities are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a U.S. person, except in certain transactions permitted by U.S. tax regulations.

IMPORTANT NOTICE

No person is or has been authorised to give any information or to make any representation other than those contained in this Offering Circular in connection with the offer, issue or sale of Securities and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. Neither the delivery of this Offering Circular nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the offering is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. Any material new circumstances or any material incorrectness or inaccuracy as to the statements contained in this Offering Circular that could influence the assessment of the Securities and that occur or are determined between the date hereof and the final end of the offering will be furnished in a supplement to this Offering Circular.

Each purchaser and transferee of Securities may be required to bear the financial risks of investing in the Securities for an indefinite period of time.

In making an investment decision, prospective investors must rely on their own examination of the Issuer and the terms of this offering, including the merits and risks involved. The Issuer is not making any representation to any offeree or purchaser of Securities regarding the legality of an investment in Securities by such offeree or purchaser under the laws applicable to such offeree or purchaser. Prospective investors should not construe anything in this Offering Circular as legal, business or tax advice. Each prospective investor should consult its own advisors as needed to make its investment decision and to determine whether it is legally permitted to purchase the securities under applicable legal investment or similar laws or regulations.

The distribution of this Offering Circular and the offering, sale and delivery of the Securities may be restricted by law. Persons into whose possession this Offering Circular and the Final Terms come are required to inform themselves about, and to observe, any such restrictions.

DOCUMENTS INCORPORATED BY REFERENCE

This Offering Circular incorporates by reference

- (a) the sections listed under “Relevant Sections of the Securities Note and the Registration Document” below of (i) the securities note of Raiffeisen Bank International dated 18 December 2024 for the Structured Securities Programme of the Issuer (the “**Securities Note**”) and (ii) the registration document of Raiffeisen Bank International dated 19 April 2024 of the Issuer (the “**Registration Document**”); and
- (b) the documents listed under “Documents incorporated by reference” in the Securities Note; and
- (c) the documents listed under “Financial information and documents incorporated by reference” in the Registration Document; and
- (d) any future supplements to the Securities Note or Registration Document, respectively, as from the date of the relevant supplement;

all together the “**Incorporated Documents**”. The Securities Note, Registration Document and any future supplement thereto will be publicly available on the Issuer’s website relevant to the Securities within a dedicated section directly accessible via <https://raiffeisencertificates.com/securities-prospectus>.

Any statement in an Incorporated Document shall be deemed to be modified or superseded for the purpose of this Offering Circular to the extent that a statement herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Offering Circular.

RELEVANT SECTIONS OF THE SECURITIES NOTE AND THE REGISTRATION DOCUMENT

This Offering Circular includes and should be read in conjunction with the following sections of the Securities Note and the Registration Document, respectively:

Relevant sections of the Securities Note	Page(s)
General information about the Securities	2 – 4
Types of referenced underlying assets	5 – 6
Selling Restrictions	8 – 10
Publication and availability of documents	12
Important notes regarding the investing in Securities	14
Risk Factors	17 – 40
Description of the Securities	41 – 74
Taxation	75 – 76
Terms and Conditions of the Securities	77 – 149
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Relevant sections of the Registration Document	Page(s)
Glossary and list of abbreviations	1 – 4
Risks relating to the Issuer and RBI Group	6 – 24
Description of the Issuer	25 – 60



Raiffeisen Bank International

FINAL TERMS

Series No. 55394
dated 26 February 2025

Issue of up to 250 units Turbo Long Certificates on Immofinanz AG identified by AT0000A3K2V1 (the “Securities”)

This document (the “**Final Terms**”) has been prepared by Raiffeisen Bank International AG (the “**Issuer**”) to determine which of the options available in the Incorporated Documents are applicable to the Securities.

Use of a benchmark

The pricing of financial instruments like the Securities depends on the accuracy and integrity of benchmarks, which are figures that are regularly determined on the basis of the price or value of one or more underlying assets. In order to ensure the accuracy, robustness and integrity of benchmarks and of the benchmark determination process, Regulation (EU) 2016/1011 of the European Parliament and of the Council (the “**Benchmarks Regulation**”) has been introduced, which – among others – requires administrators to (i) implement adequate governance arrangements to control conflicts of interest and to safeguard confidence in the integrity of benchmarks, (ii) keep records relating to the calculation of the benchmark, (iii) establish measures to monitor, where feasible, input data prior to the publication of the benchmark and to validate input data after publication, and (iv) adopt a transparent methodology that ensures the benchmark's reliability and accuracy. The European Securities and Markets Authority maintains a register containing information on administrators and benchmarks (the “**Benchmarks Register**”) in accordance with Article 36 of the Benchmarks Regulation.

The Securities reference a figure which or whose administrator is exempt from the application of the Benchmarks Regulation. Such figure will be identified by “**Ex**” in the Final Terms.

Restrictions on the offer

The Securities are not intended for retail clients. The Securities may only be offered in line with any applicable MiFID II product governance requirements.

The Final Terms do not constitute an offer to buy or the solicitation of an offer to sell any Securities or an investment recommendation. The distribution of these Final Terms and the offering, sale and delivery of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession these Final Terms come are required by the Issuer to inform themselves about and to observe any such restrictions.

For a further description of certain restrictions on the offering and sale of the Securities, see the Incorporated Documents.

Important notes

Please consider carefully the following:

- The Final Terms must be read in conjunction with the Incorporated Documents in order to obtain all the relevant information about the Securities.
- The applicable terms and conditions of the Securities (the “**Terms and Conditions**”) are provided in the Incorporated Documents. Capitalised terms used but not defined in the Final Terms shall have the

meanings specified in the Terms and Conditions. The relevant contractual conditions of the Securities are the Terms and Conditions with the options selected and completed by the Final Terms.

- No assurances can be given that after the date of the Final Terms (i) the information contained in the Final Terms remains correct, and (ii) no change in the affairs of the Issuer or any referenced asset will occur. The aforementioned is not affected by any delivery of the Final Terms or any offer or sale of the Securities. Potential purchasers and Securityholders must keep themselves informed during the term of the Securities about any securities notices or updated information published on the website of the Issuer under the internet address given in line 35 of the Final Terms.
- Potential purchasers of the Securities should be aware that the tax laws and practices of the country where the Securities are transferred or other jurisdictions may have an impact on the income received from the Securities. Potential purchasers of the Securities should consult their tax advisors as to the relevant tax consequences.
- Any information contained in any website referenced by the Final Terms does not form part of the Offering Circular.

A. CONTRACTUAL INFORMATION

This part of the Final Terms contains (i) contractual information necessary to complete the Terms and Conditions, and (ii) additional information derived from or related to such contractual information. Contractual information will be identified by §§ in parentheses, which refer to the main section relevant for the respective contractual information.

GENERAL INFORMATION

Issuer (§ 1):	Raiffeisen Bank International AG
Identification:	ISIN: AT0000A3K2V1 German <i>Wertpapierkennnummer</i> : RC1HMP
Product Type (§ 23):	Turbo Long Certificates
Additional classification:	EUSIPA: 2210 - Leverage Products with Knock-Out
Product Currency (§ 1):	Euro (“EUR”)
Total number of units (§ 1):	Up to 250 units
Type of Quotation (§ 1):	Unit-quoted
Multiplier (§ 7):	10,000.00
Issue Price (§ 1):	EUR 69,554.3750
Initial Valuation Date (§ 5):	26 February 2025
Issue Date (§ 1):	26 February 2025
Final Valuation Date (§ 5):	The Securities do not have a fixed maturity date (“open-end”)
Maturity Date (§ 3):	The Securities do not have a fixed maturity date (“open-end”)
Initial Reference Price (§ 5):	EUR 17.50
Final Reference Price (§ 5):	Closing Price

INFORMATION ON THE UNDERLYING

Underlying Type (§ 6):	Equity
Underlying (§ 6):	Immofinanz AG The international securities identification number (ISIN) of the Underlying is AT0000A21KS2. Information on the Underlying, its past and further performance and its volatility can be obtained from the following sources: https://www.wienerbourse.at/ and https://immofinanz.com/
Underlying Currency (§ 6):	EUR
Exchange (§ 6):	Xetra Vienna
Related Exchange (§ 6):	All Exchanges

PROVISIONS FOR INTEREST

Interest (§ 4):	The Securities do not bear interest.
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PROVISIONS FOR REDEMPTION

Strike (§ 23):	EUR 10.75, subject to adjustments in accordance with the applicable Product Terms
Barrier (§ 23):	EUR 10.75, subject to adjustments in accordance with the applicable Product Terms
Barrier Observation Period (§ 23):	The period from and excluding the Initial Valuation Date to and including the Final Valuation Date
Barrier Reference Price (§ 23):	Regular Intraday Price
Distribution Amount (§ 23):	100.00% of the Net Amount of any dividend
Financing Rate (§ 23):	“€STR” ^{Ex} as calculated and published by “European Central Bank”.
Financing Rate Margin (§ 23):	1.9250% on the Issue Date. The Issuer reserves the right to change the Financing Rate Margin within the range of 0% to twice the value on the Issue Date, after giving prior notice to the Securityholders in accordance with § 20.

EXERCISE PROVISIONS

Exercise Style (§ 8):	Not exercisable
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SETTLEMENT PROVISIONS

Common Depository (§ 1):	OeKB CSD GmbH Strauchgasse 1-3 A-1010 Vienna Austria
Settlement Method (§ 3):	Cash

AGENTS OF THE ISSUER

Calculation Agent (§ 17):	The Issuer itself acts as Calculation Agent.
Paying Agent (§ 17):	The Issuer itself acts as Paying Agent.

ADDITIONAL INFORMATION

Relevant Business Centres (§ 5):	Not applicable
Exchange Rate Fixing Source (§ 14):	Euro fixing
Product Website (§ 20):	https://raiffeisencertificates.com/product/?ISIN=AT0000A3K2V1

B. NON-CONTRACTUAL INFORMATION

TRADING

Trading Venues:	At the time of creation of these Final Terms, the Issuer has no intentions to apply for admission to trading of the Securities on any regulated market, third country market or multilateral trading facility, however, the Issuer reserves the right to apply for (i) admission to trading of the Securities on one or more regulated markets, third country markets or multilateral trading facilities (each a “ Trading Venue ” as soon as admission to trading has been granted), and (ii) termination of a previously granted admission to trading of Securities on any Trading Venue, in both cases without stating reasons.
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Min. tradable units: One unit

OFFERING

Subscription period: The Securities will be placed without a subscription period.

Public offer: Not applicable

ADDITIONAL INFORMATION

Material interest: The following activities by the Issuer entail potential conflicts of interest as they may influence the market price of the Underlying and thereby also the market value of the Securities:

- The Issuer may acquire non-public information with respect to the Underlying which may be material for the performance or valuation of the Securities, and the Issuer does not undertake to disclose any such information to you.
- The Issuer usually performs trading activities in the Underlying, either (i) for hedging purposes with regard to the Securities or (ii) for the Issuer's proprietary and managed accounts, or (iii) when executing client orders. If the Issuer is not (anymore) fully hedged against the pricing risk of the Securities, any impact on the market value of the Securities unfavourable to you will result in a favourable change in the economic situation of the Issuer, and vice versa.
- The Issuer may publish research reports with respect to the Underlying.

The Issuer, with its registered office at Am Stadtpark 9, A-1030 Vienna, Austria, is responsible for the information given in the Final Terms. The Issuer hereby declares that, to the best of its knowledge, the information contained in the Final Terms is in accordance with the facts and makes no omission likely to affect its import.

Raiffeisen Bank International AG