



Raiffeisenbank Austria d.d./ Croatia

EUR 300,000,000 7.875% 4NC3 Ordinary Senior Eligible Notes due 2027 (the "Notes")

26 May 2023

FINAL TERM SHEET

Issuer:	Raiffeisenbank Austria d.d. (the " Issuer "); Bloomberg Ticker: RBACRO
LT Bank Deposit Rating:	Moody's: Baa2 (stable)
Expected Rating of the Notes	Moody's: Baa3
Aggregate Principal Amount:	EUR 300,000,000
Type of Notes:	Unsubordinated and Unsecured Senior Preferred Notes, expected to qualify as Senior Preferred MREL Eligible Notes (MREL Eligible Notes)
Form of Notes:	Bearer Notes, New Global Note, Temporary Global Note exchangeable for Permanent Global Note
Status of the Notes:	Ordinary Senior Eligible Notes
Issuer's LEI:	5299001UZZV70CZRAU55
Joint Lead Managers:	Goldman Sachs Bank Europe SE, Raiffeisen Bank International AG, and Société Générale
Pricing Date:	26 May 2023
Settlement Date:	5 June 2023 (T+5)
Maturity Date:	5 June 2027
Final Redemption Amount:	100.00% of the principal amount
Early Redemption for Reasons of Taxation:	Applicable
Early Redemption for Regulatory Reasons:	Applicable
Early Redemption at the Option of the Issuer:	Applicable
Call Redemption Date:	5 June 2026
Early Redemption Amount:	100.00% of principal amount
Coupon:	7.875% p.a. from (and including) the Settlement Date to (but excluding) 5 June 2026 (the Interest Exchange Day), payable annually each 5 June, with the first coupon date being 5 June 2024
Reset Coupon	If not redeemed, 3mEuribor + 437.8 bps p.a. from (and including) the Interest Exchange Date to (but excluding) the Maturity Date, Quarterly, Act/360, Following Business Day, unadjusted Euribor fall-back conditions apply

Day Count Fraction:	Actual/Actual (ICMA Rule 251)
Stabilisation:	FCA/ ICMA stabilization applies
Benchmark Bond:	OBL 0 04/26 #183
Benchmark Bond Price:	92.584%
Re-offer Spread vs. Benchmark:	514.7 bps
Mid-Swap Rate:	3.497%
Re-offer Spread vs. Mid-swap:	437.8bps
Reoffer Yield:	7.875% p.a.
Reoffer Price:	100.00%
Redemption Price	100.00%
Denominations:	EUR 100,000 + EUR 100,000
Gross-up Obligation:	Not applicable
Netting/Set-off:	No
Selling Restrictions:	Reg S, TEFRA D
Governing Law:	German law, with exception of the status provisions of the Notes, which shall be governed by Croatian law
ISIN:	XS2630490394
Common Code:	263049039
Clearing Systems:	Clearstream/ Euroclear
Business Days:	TARGET 2 and Zagreb
Business Day Convention:	Following Business Day Convention
Expected Listing:	Regulated markets of the Luxembourg Stock Exchange
Documentation:¹	The Notes will be issued under the Issuer's Base Prospectus dated 12 May 2023 relating to the Issuer's EUR 1,000,000,000 Euro Medium Term Note Programme (available at the Issuer's website:

¹ The Base Prospectus is approved by the Commission de Surveillance du Secteur Financier of the Grand Duchy of Luxembourg and has been prepared only for the purpose of admission of the notes on a regulated market. The Base Prospectus has not been notified to the competent authorities in other Member States and does not represent a prospectus for public offering purposes.

<https://www.rba.hr/en/investitori/informacije-za-ulagatelje/prospekt>

Product Governance / MiFID II / UK MiFIR:

Manufacturer Target Market (MiFID II and UK MiFIR product governance) is professional clients and eligible counterparties only (all distribution channels). No EU PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail in EEA or the United Kingdom.

Use of Proceeds:

General banking purposes

Disclaimer:

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This document is provided in bilateral talks and represents a communication of information addressed to a specific interested qualified investor as defined in point (e) of Article 2 of the Prospectus Regulation ("**Relevant Person**") for the purposes of negotiating the contractual terms and conditions of its participation in an issuance of notes by Raiffeisenbank Austria d.d., through public offering and is provided under confidentiality obligation on behalf of the respective Relevant Person. This document is directed only at the Relevant Person and must not be acted on or relied on by any person other than the Relevant Person. Any investment or investment activity to which this document relates is available only to the Relevant Person and will be engaged in only with the Relevant Person.

This term sheet is governed by the governing law.

The terms set out in this document may be amended, superseded or replaced by subsequent term sheets and/or the final and binding transaction documentation, as well as any relevant underwriting or subscription agreement.

This document and the terms of the potential transaction described herein are confidential and may not be disclosed or distributed (in whole or in part) to any other person, save for your professional or other advisers, without the prior written permission of the Joint Lead Managers.

Any Notes issued pursuant to the above terms will be subject to placement to qualified investors with a nominal amount per Note of EUR 100,000 each (pursuant to Article 1(4)(a) and lit (c) of the Prospectus Regulation) and therefore constitute an exempt offer, without the requirement of a prospectus.