

Fifth Supplement dated 5 June 2013
to the Debt Issuance Programme Prospectus dated 26 June 2012

This document (the "**Fifth Supplement**") constitutes a supplement for the purpose of Art. 16 of the Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended (the "**Prospectus Directive**") as well as Article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities, as amended (Loi relative aux prospectus pour valeurs mobilières, the "**Prospectus Law**"), to the two base prospectuses dated 26 June 2012 relating to a EUR 25,000,000,000 Debt Issuance Programme for the issue of Notes of Raiffeisen Bank International AG (the "**Issuer**" or "**RBI**"): (i) the base prospectus in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended (the "**Commission Regulation**"), and (ii) the base prospectus in respect of Covered Bank Bonds (non-equity securities within the meaning of Art. 22 No. 6(3) of the Commission Regulation) (the two base prospectuses together, the "**Original Prospectus**" and as supplemented on 4 September 2012 (First Supplement), on 14 December 2012 (Second Supplement), on 28 February 2013 (Third Supplement) and on 12 April 2013 (Fourth Supplement, the "**Supplemented Prospectus**") (the Fifth Supplement together with the Supplemented Prospectus, the "**Prospectus**").



RAIFFEISEN BANK INTERNATIONAL AG

EUR 25,000,000,000 Debt Issuance Programme

for the issue of Notes

This Fifth Supplement is supplemental to, and should only be distributed and read in conjunction with, the Supplemented Prospectus. Terms defined in the Supplemented Prospectus have the same meaning when used in this Fifth Supplement. To the extent that there is any inconsistency between (a) any statement in this Fifth Supplement and (b) any other statement in or incorporated by reference in the Supplemented Prospectus prior to the date of this Fifth Supplement, the statements in (a) will prevail.

This Fifth 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). Raiffeisen Bank International AG has requested the CSSF in its capacity as competent authority under the Prospectus Law to approve this Fifth Supplement and to provide the competent authorities in the Federal Republic of Germany, in the Republic of Austria, in the Czech Republic and in the Slovak Republic with a certificate of approval (a "**Notification**") attesting that this Fifth Supplement has been drawn up in accordance with the Prospectus Law which implements the Prospectus Directive into Luxembourg law. The Issuer may request the CSSF to provide competent authorities in additional Member States of the European Economic Area with a Notification.

The CSSF assumes no responsibility as to the economic and financial soundness of the transactions under the Programme and the quality or solvency of the Issuer in line with the provisions of article 7(7) of the Prospectus Law.

The Issuer is solely responsible for the information given in this Fifth Supplement. The Issuer hereby declares, having taken all reasonable care to ensure that such is the case, that to the best of its knowledge, the information contained in this Fifth Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent permitted by the laws of any relevant jurisdiction neither the Arranger nor any Dealer accepts any responsibility for the accuracy and completeness of the information contained in the Supplemented Prospectus or this Fifth Supplement.

No person has been authorised to give any information or to make any representation other than those contained in the Supplemented Prospectus or this Fifth Supplement in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer, the Dealers or any of them.

Save as disclosed in items 1) to 6) of this Fifth Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Supplemented Prospectus.

Copies of the Fifth Supplement and the documents incorporated by reference in the Prospectus are available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

This Fifth Supplement does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Dealers to subscribe for, or purchase, any Notes.

IN ACCORDANCE WITH ARTICLE 16 PARAGRAPH 2 OF THE PROSPECTUS DIRECTIVE AND WITH ARTICLE 13 PARAGRAPH 2 OF THE PROSPECTUS LAW, WHERE THE PROSPECTUS RELATES TO AN OFFER OF SECURITIES TO THE PUBLIC, INVESTORS WHO HAVE ALREADY AGREED TO PURCHASE OR SUBSCRIBE FOR ANY NOTES BEFORE THIS FIFTH SUPPLEMENT IS PUBLISHED HAVE THE RIGHT, EXERCISABLE WITHIN TWO WORKING DAYS AFTER THE PUBLICATION OF THIS FIFTH SUPPLEMENT, I.E. UNTIL 7 JUNE 2013, TO WITHDRAW THEIR ACCEPTANCES, PROVIDED THAT THE NEW FACTOR, MISTAKE OR INACCURACY AROSE BEFORE THE FINAL CLOSING OF THE OFFER TO THE PUBLIC AND THE DELIVERY OF THE NOTES.

SUPPLEMENTAL INFORMATION

- 1) On page 13 of the Supplemented Prospectus, in the Chapter "SUMMARY" in the section "Summary Regarding Raiffeisen Bank International AG" and the sub-section "Members of the Management Board", the following wording shall be inserted as footnote to "Dkfm. Dr. Herbert Stepic, Chairman of the Management Board":

"On 24 May 2013, Herbert Stepic informed the chairman of the RBI Supervisory Board that he is offering to resign his position as CEO of RBI due to personal reasons. The responsible committees at RBI started to consider his proposal. Herbert Stepic will continue in his function as CEO of RBI until the committees reach a final decision."

- 2) On page 30 of the Supplemented Prospectus, in the Chapter "ZUSAMMENFASSUNG" in the section "Zusammenfassung der Informationen über die Raiffeisen Bank International AG" and the sub-section "Members of the Management Board", the following wording shall be inserted as footnote to "Dkfm. Dr. Herbert Stepic, Vorstandsvorsitzender":

„Dr. Herbert Stepic informierte am 24. Mai 2013 den Vorsitzenden des RBI-Aufsichtsrats, dass er seine Funktion als Vorstandsvorsitzender der RBI aus persönlichen Gründen zur Verfügung stellt. Die zuständigen Gremien der RBI haben begonnen, über diesen Vorschlag zu beraten. Dr. Herbert Stepic wird seine Funktion als Vorstandsvorsitzender bis zur Entscheidung der Gremien ausüben.“

- 3) On page 144 of the Supplemented Prospectus, in Chapter "4. TREND INFORMATION" the first paragraph "The trend information described in this chapter "4. TREND INFORMATION" of the Prospectus as supplemented is still valid and applicable. On this basis and save as disclosed in item 3) of the fourth supplement dated 12 April 2013, there has been no material adverse change in the prospects of the Issuer since 31 December 2012." shall be replaced by the following paragraph:

"The trend information described in chapter "4. TREND INFORMATION" of the Prospectus as supplemented by the Fifth Supplement is still valid and applicable. Save as disclosed in Chapter "5. ADMINISTRATIVE, MANAGING and SUPERVISORY BODIES" as supplemented and in RBI's unaudited interim consolidated financial statements for the three months ended 31 March 2013 which are incorporated by reference by this Fifth Supplement, there has been no material adverse change in the prospects of the Issuer since 31 December 2012."

- 4) On page 149 of the Supplemented Prospectus, in Chapter "5. ADMINISTRATIVE, MANAGING and SUPERVISORY BODIES", the following wording shall be inserted as first paragraph below the heading "*Members of the administrative, management and supervisory bodies of RBI*":

"On 24 May 2013, the Chairman of RBI's Management Board, Herbert Stepic, informed the chairman of the RBI Supervisory Board that he is offering to resign his position as CEO of RBI due to personal reasons. The responsible committees at RBI started to consider his proposal. Herbert Stepic will continue in his function as CEO of RBI until the committees reach a final decision."

- 5) On page 179 of the Supplemented Prospectus, in the Chapter "GENERAL INFORMATION" in the section "Significant Change in the Financial Position of the Issuer", the existing paragraph shall be replaced by the following:

"There has occurred no significant change in the financial position of RBI Group since 31 March 2013."

- 6) On page 180 of the Supplemented Prospectus, in the Chapter "GENERAL INFORMATION" in the section "Documents incorporated by reference" the following table shall be inserted as last table:

"7. Unaudited interim consolidated financial statements of RBI for the three months ended 31 March 2013	Extracted from the First Quarter Report 2013 as of 31 March 2013 of RBI
– Statement of Comprehensive Income	– pages 44 - 46
– Statement of Financial Position	– page 47
– Statement of Changes in Equity	– page 48
– Statement of Cash Flows	– pages 48
– Segment Reporting	– pages 49 - 53
– Notes	– pages 54 - 83"