
Second Supplement dated
25 November 2022
to the Prospectus dated
6 May 2022

RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG

EUR 15,000,000,000 Debt Issuance Programme (the "Programme")

This supplement (the "**Second Supplement**") constitutes a prospectus supplement pursuant to Article 23 (1) of the Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and is supplemental to, and should be read in conjunction with, the base prospectus dated 6 May 2022, as amended by the First Supplement dated 4 October 2022 (the "**First Supplement**") (the base prospectus dated 6 May 2022 together with the First Supplement and the Second Supplement, the "**Prospectus**") relating to the EUR 15,000,000,000 Debt Issuance Programme of RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG ("**RLB NÖ-Wien**" or the "**Issuer**"). Expressions defined in the Prospectus shall have the same meaning when used in the Second Supplement.

The Second Supplement has been approved by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**") in its capacity as competent authority and has been deposited with Oesterreichische Kontrollbank AG on 25 November 2022. The Second Supplement has been published in electronic form on the website of the Issuer under "www.raiffeisenbank.at/Investoren/Angebotsdokumente".

The Issuer has requested the FMA to provide the competent authorities in the Federal Republic of Germany ("**Germany**") and the grand Duchy of Luxembourg ("**Luxembourg**") with a certificate of approval attesting that the Second Supplement has been drawn up in accordance with the Prospectus Regulation (each a "**Notification**"). The Issuer may request the FMA to provide competent authorities in additional host Member States within the European Economic Area with such a Notification.

The Issuer accepts responsibility for the information contained in the Second Supplement and hereby declares, that having taken all reasonable care to ensure that such is the case, the information contained in the Second Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

In accordance with Article 23 (2a) of the Prospectus Regulation, where the Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before the Second Supplement is published have the right, exercisable within three working days after the publication of the Second Supplement (therefore starting on 25 November 2022 and ending on 30 November 2022), 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 Notes, whichever occurs first. No grounds must be stated for the withdrawal, which must be made in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline. Investors wishing to exercise their right of withdrawal may contact the Issuer.

The Second Supplement has been filed with and approved by the FMA in its capacity as competent authority under the Prospectus Regulation. The accuracy of the information contained in the Second Supplement does not fall within the scope of examination by the FMA under the Prospectus Regulation. The FMA only approves the 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 the Second Supplement.

The Second Supplement has been prepared following the issuance of the SREP decision by the Austrian Financial Market Authority on 22 November 2022.

I. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "RISK FACTORS – RISK FACTORS REGARDING RLB NÖ-WIEN"

On page 26 of the Prospectus in subsection "4. Own funds and liquidity risks" the information in the third bullet point in the first paragraph of the risk factor "The own funds of the Issuer or the CRR credit institution group of Raiffeisen-Holding NÖ-Wien, may prove insufficient in the future. A fall below the regulatory minimum values could impose sanctions of competent supervisory authority, such as restrictions on business or distribution and may ultimately lead to the withdrawal of the licence (risk of dependence on sufficient own funds)" shall be deleted and replaced by the following information:

"• In addition, the supervisory authorities, in connection with the Supervisory Review and Evaluation Process ("**SREP**") have discretion to impose additional capital requirements. On the basis of a notice issued by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, "**FMA**") in November 2022 ("**SREP notice**"), the CRR credit institution group of Raiffeisen-Holding NÖ-Wien has had to comply with a total capital ratio of 16.30% (16.55% as of 1 January 2023), comprising the 8.00% total capital ratio pursuant to Article 92 CRR, the 3.50% (3.75% as of 1 January 2023) capital buffer requirements and additional own fund requirements imposed in connection with the SREP amounting to 4.80%. The aforementioned capital ratios shall apply until they will be updated by a new SREP decision issued by the FMA."

II. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG"

On page 553 of the Prospectus in subsection "Administrative, Management and Supervisory Bodies" the following paragraph shall be added after the table concerning "The Board of Directors":

"Andreas Fleischmann and Michael Rab will resign from the Management Board at the end of February 2023. Roland Mechtler and Claudia Süssenbacher have been appointed as new members of the Management Board as of March 2023."

III. GERMAN TRANSLATION OF THE RISK FACTORS

On page 582 of the Prospectus in subsection "4. Eigenmittel- und Liquiditätsrisiken" the information in the third bullet point in the first paragraph of the risk factor "Die Eigenmittel der Emittentin oder der CRR-Kreditinstitutsgruppe der Raiffeisen-Holding NÖ-Wien könnten in der Zukunft nicht ausreichen. Eine Unterschreitung der aufsichtsrechtlichen Mindestwerte könnte Sanktionen der zuständigen Aufsichtsbehörde wie Geschäfts- oder Ausschüttungsbeschränkungen sowie in letzter Konsequenz den Konzessionsentzug nach sich ziehen. (Risiko der Abhängigkeit von ausreichend vorhandenen Eigenmitteln)" shall be deleted and replaced by the following information:

"• Weiterhin können die Aufsichtsbehörden in Verbindung mit dem Supervisory Review und Evaluation Prozesses ("**SREP**") in ihrem Ermessen zusätzliche Kapitalanforderungen stellen. Auf der Grundlage des im November 2022 durch die österreichische Finanzmarktaufsichtsbehörde (FMA) erlassenen Bescheids ("**SREP-Bescheid**") hat die CRR-Kreditinstitutsgruppe der Raiffeisen-Holding NÖ-Wien eine Gesamtkapitalquote von 16,30 % (16,55 % ab 1. Jänner 2023) zu erfüllen, die sich aus 8,00 % Gesamtkapitalquote gemäß Artikel 92 CRR, 3,50 % (3,75 % ab 1. Jänner 2023) Kapitalpufferanforderungen und zusätzlichen Eigenmittelanforderungen in Höhe von 4,80 %, die sich aus dem SREP ergeben, zusammensetzt. Die vorgenannten Kapitalquoten gelten, bis sie durch einen neuen SREP-Beschluss der FMA aktualisiert werden. "

To the extent that there is any inconsistency between any statement in the Second Supplement and any other statement in or incorporated in the Prospectus, the statements in the Second Supplement will prevail.

The Second Supplement is available for viewing in electronic form at the website of the Luxembourg Stock Exchange (www.bourse.lu) and at the website of the Issuer (www.raiffeisenbank.at) and copies may be obtained free of charge from RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG, F.-W.-Raiffeisen-Platz 1, 1020 Vienna, Austria.

Save as disclosed in the Second Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

Neither the International Arranger nor the Dealers have independently verified the information contained in the Second Supplement. None of the International Arranger or the Dealers makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in the Second Supplement. Neither the Second Supplement nor any financial statements supplied in connection with the Programme or any Notes are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Arrangers or the Dealers that any recipient of the Second Supplement or any financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in the Second Supplement or any financial statements and its purchase of Notes should be based upon any such investigation as it deems necessary. None of the International Arranger or the Dealers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by the Second Supplement nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the International Arranger or the Dealers.