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Second Supplement dated  
22 December 2020  
to the Prospectus dated  
29 May 2020

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# RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG

## EUR 10,000,000,000 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 29 May 2020, as amended by the First Supplement dated 6 October 2020 (the "**Prospectus**") relating to the EUR 10,000,000,000 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 22 December 2020. The Second Supplement has been published in electronic form on the website of the Issuer under "[www.raiffeisenbank.at/Investoren/Angebotsdokumente](http://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 (2) 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 two working days after the publication of the Second Supplement (therefore starting on 22 December 2020 and ending on 28 December 2020), 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 this Supplement does not fall within the scope of examination by the FMA under the Prospectus Regulation. The FMA only approves this 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 Supplement.

The Second Supplement has been prepared following the filing of applications with the Austrian Financial Market Authority ("FMA") and the European Central Bank ("ECB") to create a new institutional protection scheme ("Raiffeisen-IPS") and to accede to a newly founded deposit guarantee scheme organised as a cooperative, "Österreichische Raiffeisen-Sicherungseinrichtung eGen".

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

*On page 31 of the Prospectus the following paragraph shall be added after the first paragraph of the risk factor "The mandatory financing of the deposit guarantee scheme under the Federal Act on Deposit Guarantee Schemes and Investor Compensation by Credit Institutions (ESAEG) may result in substantial costs for the Issuer (risk associated with contributions made to the deposit guarantee fund)".*

"On 21 December 2020, the Issuer, the Raiffeisen Regional Banks (*Raiffeisen Landesbanken*) and the Raiffeisen Banks (*Raiffeisenbanken*) have filed applications with the FMA and the ECB to approve the formation of a new institutional protection scheme ("Raiffeisen-IPS") and the accession to a newly founded cooperative "Österreichische Raiffeisen-Sicherungseinrichtung eGen" In order to being able to form a deposit guarantee scheme it is required that all members of the scheme are also direct members of a single institutional protection scheme, such as in this case, the Raiffeisen-IPS yet to be founded. In general, it is uncertain whether such approval will be obtained, and which conditions would apply. After approval, the Issuer, the Raiffeisen Regional Banks and the Raiffeisen Banks would leave the Einlagensicherung AUSTRIA Ges.m.b.H."

*On page 33 of the Prospectus the following paragraph shall be added after the last paragraph of the risk factor "The Issuer's participation in institutional protection schemes at the Austrian federal level and at the regional level in Lower Austria may require the Issuer to provide financial assistance (risk relating to the Issuer's participation in institutional protection schemes)":*

"On 21 December 2020, the Issuer, the Raiffeisen Regional Banks and the Raiffeisen Banks have filed applications with the FMA and the ECB to approve the formation of the Raiffeisen-IPS and the accession to a newly founded cooperative "Österreichische Raiffeisen-Sicherungseinrichtung eGen". In order to being able to form a deposit guarantee scheme it is required that all members of the scheme are also direct members of a single institutional protection scheme, such as in this case, the Raiffeisen-IPS yet to be founded. The Raiffeisen-IPS is intended to ultimately replace the existing Federal-IPS and the Regional-IPS. Discussions with the supervisory authorities on whether the Regional-IPS may remain operative side by side with the Raiffeisen-IPS, once the latter has been approved, are ongoing. Both the existing Federal-IPS as well as the existing Regional-IPS will, however, continue to operate at least until the approval of the Raiffeisen-IPS and it being recognized as a Raiffeisen deposit guarantee scheme by the supervisory authorities. In general, it is uncertain whether such approval from the FMA and the ECB will be obtained, and which conditions would apply. After approval, the Issuer, the Raiffeisen Regional Banks and the Raiffeisen Banks would leave the Einlagensicherung AUSTRIA Ges.m.b.H."

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

*On page 537 of the Prospectus in the subsection "Material Contracts" under the heading "Institutional Protection Schemes" the following paragraph shall be added after the last paragraph:*

"On 21 December 2020, the Issuer, the Raiffeisen Regional Banks and the Raiffeisen Banks have filed applications with the FMA and the ECB to approve the formation of the Raiffeisen-IPS and the accession to a newly founded cooperative "Österreichische Raiffeisen-Sicherungseinrichtung eGen". In order to being able to form a deposit guarantee scheme it is required that all members of the scheme are also direct members of a single institutional protection scheme, such as in this case, the Raiffeisen-IPS yet to be founded. The Raiffeisen-IPS is intended to ultimately replace the existing Federal-IPS and the Regional-IPS. Discussions with the supervisory authorities on whether the Regional-IPS may remain operative side by side with the Raiffeisen-IPS, once the latter has been approved, are ongoing. Both the existing Federal-IPS as well as the existing Regional-IPS will, however, continue to operate at least until the approval of the Raiffeisen-IPS and it being recognized as a Raiffeisen deposit guarantee scheme by the supervisory authorities. In general, it is uncertain whether such approval from the FMA and the ECB will be obtained, and which conditions would apply. After approval, the Issuer, the Raiffeisen Regional Banks and the Raiffeisen Banks would leave the Einlagensicherung AUSTRIA Ges.m.b.H."

*On page 538 of the Prospectus the information in subsection "Membership in Associations" the following paragraph shall be added after the first paragraph under the heading "Federal Deposit Security Institution (Einlagensicherung AUSTRIA Ges.m.b.H.), federal and regional risk associations":*

"On 21 December 2020, the Issuer, the Raiffeisen Regional Banks and the Raiffeisen Banks have filed applications with the FMA and the ECB to approve the formation of the Raiffeisen-IPS and the accession to a newly founded cooperative "Österreichische Raiffeisen-Sicherungseinrichtung eGen". In order to being able to form a deposit guarantee scheme it is required that all members of the scheme are also direct members of a single institutional protection scheme, such as in this case, the Raiffeisen-IPS yet to be founded. The Raiffeisen-IPS is intended to ultimately replace the existing Federal-IPS and the Regional-IPS. Discussions with the supervisory authorities on whether the Regional-IPS may remain operative side by side with the Raiffeisen-IPS, once the latter has been approved, are ongoing. Both the existing Federal-IPS as well as the existing Regional-IPS will, however, continue to operate at least until the approval of the Raiffeisen-IPS and it being recognized as a Raiffeisen deposit guarantee scheme by the supervisory authorities. In general, it is uncertain whether such approval from the FMA and the ECB will be obtained, and which conditions would apply. After approval, the Issuer, the Raiffeisen Regional Banks and the Raiffeisen Banks would leave the Einlagensicherung AUSTRIA Ges.m.b.H."

### **III. GERMAN TRANSLATION OF THE RISK FACTORS**

*On page 563 of the Prospectus the following paragraph shall be added after the first paragraph of the risk factor "Die verpflichtende Finanzierung des Einlagensicherungssystems gemäß dem Einlagensicherungs- und Anlegerentschädigungsgesetz („ESAEG“) kann erhebliche Kosten für die Emittentin verursachen. (Risiko im Zusammenhang mit Beiträgen an den Einlagensicherungsfonds)":*

"Am 21. Dezember 2020 haben die Emittentin, die Raiffeisen Landesbanken und die Raiffeisenbanken bei der FMA und der EZB die Genehmigung der Gründung eines neuen institutsbezogenen Sicherungssystems ("Raiffeisen-IPS") und den Beitritt zu einer neu gegründeten Genossenschaft mit der Firma "Österreichische Raiffeisen-Sicherungseinrichtung eGen" beantragt. Im Allgemeinen ist es gegenwärtig unsicher, ob diese Genehmigung erteilt wird und welche Auflagen zur Anwendung kommen. Nach Genehmigung würden die Emittentin, die Raiffeisen Landesbanken und die Raiffeisenbanken aus der Einlagensicherung AUSTRIA Ges.m.b.H. ausscheiden."

*On page 565 of the Prospectus the following paragraph shall be added after the last paragraph of the risk factor "Die Mitgliedschaft der Emittentin in institutsbezogenen Sicherungssystemen auf Bundes- wie auf niederösterreichischer Landesebene kann dazu führen, dass die Emittentin finanzielle Mittel bereitstellen muss. (Risiko aus der Mitgliedschaft in institutsbezogenen Sicherungssystemen)":*

"Am 21. Dezember 2020 haben die Emittentin, die Raiffeisen Landesbanken und die Raiffeisenbanken bei der FMA und der EZB die Genehmigung der Gründung eines neuen institutsbezogenen Sicherungssystems ("Raiffeisen-IPS") und den Beitritt zu einer neu gegründeten Genossenschaft mit der Firma "Österreichische Raiffeisen-Sicherungseinrichtung eGen" beantragt. Um ein neues Einlagensicherungssystem zu errichten, ist es erforderlich, dass alle Mitglieder dieses Systems auch Mitglieder des institutsbezogenen Sicherungssystems sind, so wie in diesem Fall, des zu gründenden Raiffeisen-IPS. Es ist beabsichtigt, dass das Raiffeisen-IPS letztlich das bestehende Bundes-IPS (B-IPS) und das Landes-IPS (L-IPS) ersetzen soll. Derzeit sind Gespräche mit den Aufsichtsbehörden im Laufen, ob das L-IPS neben dem Raiffeisen-IPS fortgesetzt werden kann, nachdem das letztere genehmigt wurde. Das bestehende B-IPS und auch das bestehende L-IPS werden weiterhin zumindest bis zum Zeitpunkt der Genehmigung des Raiffeisen-IPS und der Anerkennung als Raiffeisen Einlagensicherungseinrichtung durch die Aufsichtsbehörden in Kraft bleiben. Im Allgemeinen ist es gegenwärtig unsicher, ob diese Genehmigungen erteilt werden und welche Auflagen zur Anwendung kommen. Nach Genehmigung würden die Emittentin, die Raiffeisen Landesbanken und die Raiffeisenbanken aus der Einlagensicherung AUSTRIA Ges.m.b.H. ausscheiden."

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](http://www.bourse.lu)) and at the website of the Issuer ([www.raiffeisenbank.at](http://www.raiffeisenbank.at)) and upon request 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.*