

---

Third Supplement dated  
30 September 2019  
to the Prospectus dated  
23 May 2019

---

# RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG

## EUR 10,000,000,000 Debt Issuance Programme (the "Programme")

This supplement (the "**Third Supplement**") constitutes a prospectus supplement pursuant to Article 16 (1) of the Directive 2003/71/EC, as amended and superseded (the "**Prospectus Directive**") and § 6 (1) of the Austrian Capital Market Act, Federal Gazette No. 625/1991 as amended by Federal Gazette I No. 48/2018 (*Kapitalmarktgesetz*, the "**KMG**") and is supplemental to, and should be read in conjunction with, the base prospectus dated 23 May 2019 as supplemented by the supplements dated 13 June 2019 and 22 July 2019 (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 Third Supplement.

This Third Supplement has been filed for approval with the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**") in its capacity as competent authority under the KMG and has been deposited with Oesterreichische Kontrollbank AG on 30 September 2019. This 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 Third Supplement has been drawn up in accordance with the Prospectus Directive and the KMG (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 Third Supplement and hereby declares, that having taken all reasonable care to ensure that such is the case, the information contained in the Third Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

The Third Supplement has been prepared following the publication of the Unaudited Consolidated Interim Financial Statements of the Issuer for the period ended on 30 June 2019 on 30 September 2019 and the closing of the contribution of shares of RLB NÖ-Wien by the Lower Austrian Raiffeisen Banks to Raiffeisen-Holding NÖ-Wien in September 2019.

### I. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "SUMMARY"

*On page 22 in "Section B – Issuer" under "Element B.12 – Selected historical key financial information" the following information shall be added at the end of the section:*

"The following table shows an overview of selected key financial information of the Issuer extracted from the Unaudited Consolidated Interim Financial Statements for the period ended on 30 June 2019 including comparison figures for 2018.

Amounts in Mio. EUR	2019	2018*
	1.1.-30.6.	1.1.-30.6.
<b>Consolidated Income Statement</b>		
Net interest income	74.3	78.6
Net fee and commission income	29.4	34.5
Profit from equity-accounted investments	97.9	102.4
Depreciation, amortization, personnel and operating expenses	-108.1	-116.3
Profit for the period after tax	105.3	86.9
<b>Consolidated Balance Sheet</b>	<b>30.6.</b>	<b>31.12.</b>
Financial assets held for trading	1,459.3	1,341.7
Non-trading financial assets mandatorily at fair value through profit or loss	170.7	173.5
Financial assets at fair value through other comprehensive income	19.2	18.9
Financial assets at amortized cost	19,608.4	19,188.2
Interest in equity-accounted investments	2,434.6	2,355.9
Financial liabilities measured at amortized cost	23,904.3	23,513.1
Equity	2,369.4	2,250.2
<b>Balance sheet equity and liabilities</b>	<b>28,012.4</b>	<b>26,958.4</b>

\* The prior period was adjusted in accordance with IAS 8.

*On page 22 the information in "Section B – Issuer" under "Element B.12 – Significant change in the financial and trading position" shall be deleted and replaced by the following information:*

"No significant change in the financial and trading position of the Issuer has taken place since 30 June 2019."

*On page 23 in "Section B – Issuer" under "Element B.16 – Controlling Persons" the following information shall be added at the end of the section as lastly amended by the second supplement dated 22 July 2019:*

"At the time of this Third Supplement dated 30 September 2019 closing of the transaction took place. After the receipt of all regulatory approvals required, Raiffeisen-Holding NÖ-Wien became the sole shareholder of RLB NÖ-Wien."

**II. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "GERMAN TRANSLATION OF THE SUMMARY"**

On page 43 in "Abschnitt B – Emittentin" under "Punkt B.12 – Ausgewählte wesentliche historische Finanzinformationen" the following information shall be added at the end of the section:

"Die nachstehende Tabelle gibt in zusammengefasster Form einen Überblick über ausgewählte wesentliche Finanzinformationen der Emittentin, welche dem ungeprüften Konzernzwischenabschluss für die am 30. Juni 2019 endende Periode entnommen wurden, einschließlich Vergleichswerte für 2018.

Beträge in EUR Mio.	2019	2018*
<b>Konzernerfolgsrechnung</b>	<b>1.1.-30.6.</b>	<b>1.1.-30.6.</b>
Zinsüberschuss	74,3	78,6
Provisionsüberschuss	29,4	34,5
Ergebnis aus at-Equity bilanzierten Unternehmen	97,9	102,4
Abschreibungen, Personal- und Sachaufwand	-108,1	-116,3
Ergebnis für die Periode nach Steuern	105,3	86,9
<b>Konzernbilanz</b>	<b>30.6.</b>	<b>31.12.</b>
Finanzielle Vermögenswerte zu Handelszwecken gehalten	1.459,3	1.341,7
Finanzielle Vermögenswerte nicht zu Handelszwecken gehalten, verpflichtend zum Fair Value bewertet	170,7	173,5
Finanzielle Vermögenswerte erfolgsneutral zum Fair Value bewertet	19,2	18,9
Finanzielle Vermögenswerte zu fortgeführten Anschaffungskosten bewertet	19.608,4	19.188,2
Anteile an at-Equity bewerteten Unternehmen	2.434,6	2.355,9
Finanzielle Verbindlichkeiten zu fortgeführten Anschaffungskosten bewertet	23.904,3	23.513,1
Gesamtes Eigenkapital	2.369,4	2.250,2
<b>Konzernbilanzsumme</b>	<b>28.012,4</b>	<b>26.958,4</b>

\* Die Vorperiode wurde gemäß IAS 8 angepasst.

"

On page 43 the information in "Abschnitt B – Emittentin" under "Punkt B.12 – Signifikante Veränderungen in der Finanz- bzw. Handelsposition" shall be deleted and replaced by the following information:

"Seit 30. Juni 2019 sind keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition der Emittentin eingetreten."

On page 43 in "Abschnitt B – Emittentin" under "Element B.16 – Beherrschungsverhältnis" the following information shall be added at the end of the section as lastly amended by the second supplement dated 22 July 2019:

"Zum Zeitpunkt dieses Dritten Nachtrags vom 30. September 2019 hat das Closing der Transaktion bereits stattgefunden. Nach Vorliegen aller aufsichtsrechtlich erforderlichen Genehmigungen wurde die Raiffeisen-Holding NÖ-Wien Alleinaktionärin der RLB NÖ-Wien."

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

On page 580 in subsection "Major Shareholders" under the heading "Shareholders" the following information shall be added at the end of the second paragraph as lastly amended by the second supplement dated 22 July 2019:

"At the time of this Third Supplement dated 30 September 2019 closing of the transaction took place. After the receipt of all regulatory approvals required, Raiffeisen-Holding NÖ-Wien became the sole shareholder of RLB NÖ-Wien."

On page 581 the information in subsection "Interim and other Financial Information" shall be deleted and replaced by the following information:

"The Issuer has published unaudited consolidated interim financial statements in German language for the period ended on 30 June 2019, which are incorporated by reference into this Prospectus, see "Documents incorporated by Reference", ("**Unaudited Consolidated Interim Financial Statements for the period ended on 30 June 2019**"). The Unaudited Consolidated Interim Financial Statements for the period ended on 30 June 2019 are neither audited nor reviewed.

#### **RLB NÖ-Wien Overview (as of 30 June 2019 and comparison figures for 2018) (Consolidated Income Statement, Consolidated Balance Sheet)**

	2019	2018*
Amounts in Mio. EUR		
	<b>1.1.-30.6.</b>	<b>1.1.-30.6.</b>
<b>Consolidated Income Statement</b>		
Net interest income	74.3	78.6
Net fee and commission income	29.4	34.5
Profit from equity-accounted investments	97.9	102.4
Depreciation, amortization, personnel and operating expenses	-108.1	-116.3
Profit for the period after tax	105.3	86.9
<b>Consolidated Balance Sheet</b>	<b>30.6.</b>	<b>31.12.</b>
Financial assets held for trading	1,459.3	1,341.7
Non-trading financial assets mandatorily at fair value through profit or loss	170.7	173.5
Financial assets at fair value through other comprehensive income	19.2	18.9
Financial assets at amortized cost	19,608.4	19,188.2
Interest in equity-accounted investments	2,434.6	2,355.9
Financial liabilities measured at amortized cost	23,904.3	23,513.1
Equity	2,369.4	2,250.2
<b>Balance sheet equity and liabilities</b>	<b>28,012.4</b>	<b>26,958.4</b>

\* The prior period was adjusted in accordance with IAS 8.

On page 582 the information in subsection "Significant Change in RLB NÖ-Wien's Financial Position" shall be deleted and replaced by the following information:

"No significant change in the financial position of the Issuer has taken place since 30 June 2019."

On page 586 before the last bullet point in subsection "Documents on Display" the following bullet point shall be added:

- "▪ the unaudited consolidated interim financial statements for the period ended on 30 June 2019 of RLB NÖ-Wien Group in paper form."

#### **IV. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "GENERAL INFORMATION"**

On page 607 et seq. in subsection "Documents incorporated by Reference" the following paragraph shall be newly added after bullet point (b) (the current bullet points (c), (d), (e), (f), (g), (h), (i), (j), (k) and (l) become bullet points (d), (e), (f), (g), (h), (i), (j), (k), (l) and (m)):

"(c) the unaudited consolidated interim financial statements of the Issuer in German Language for the period ended on 30 June 2019, extracted from the Half Year Report 2019 of the Issuer;"

On page 608 in subsection "Comparative Table of information incorporated by Reference" after the bullet points below the heading "Annual Report 2018" the following information shall be added:

"569	Raiffeisenlandesbank Niederösterreich-Wien AG	<u>Half Year Report 2019</u> <ul style="list-style-type: none"><li>• Statement of Comprehensive Income (pages 17 – 18)</li><li>• Balance Sheet (pages 19 - 20)</li><li>• Statement of Changes in Equity (page 21)</li><li>• Cash Flow Statement (page 22 - 24)</li><li>• Notes (pages 25 – 85)"</li></ul>
------	--	---

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

The Third 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 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 Third 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 Third 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 Third Supplement. Neither the Third 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 Third 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 Third 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 Third 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.*

**In accordance with Article 16 of the Prospectus Directive and § 6 KMG, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before the Third Supplement is published have the right, exercisable within two working days after the publication of the Third Supplement, 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. 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.**

**The Third Supplement has been filed with the FMA in its capacity as competent authority under the KMG for approval. The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under applicable Austrian law and the Prospectus Directive. The FMA has examined the Third Supplement only in respect of its completeness, coherence and comprehensibility pursuant to § 8a (1) KMG.**