



# HYPO NOE Landesbank für Niederösterreich und Wien AG

## EUR 7,500,000,000 Debt Issuance Programme

This supplement (the "**Supplement**") dated 27 August 2021 constitutes a 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 11 June 2021 (the "**Original Prospectus**" and the "**Prospectus**") for the EUR 7,500,000,000 Debt Issuance Programme (the "**Programme**") of HYPO NOE Landesbank für Niederösterreich und Wien AG ("**HYPO NOE**" or the "**Issuer**"). The Prospectus forms the base prospectus of the Issuer within the meaning of Article 8 (6) of the Prospectus Regulation.

The Original Prospectus has been approved on 11 June 2021 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**").

This Supplement has been filed with and approved by the FMA in its capacity as competent authority, filed with the Vienna Stock Exchange (*Wiener Börse*) and published in electronic form on the Issuer's website under "[www .hyponoe.at/prospekte](http://www.hyponoe.at/prospekte)".

Terms defined in the Prospectus shall have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements mentioned in (a) above will prevail.

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

**In accordance with Article 23 (2a) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities issued or to be issued by the Issuer before this Supplement was published have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances until, and including 1 September 2021, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the Notes, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.**

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.

*Arranger and Dealer*

**Raiffeisen Bank International AG**

## **RESPONSIBILITY STATEMENT**

The Issuer, with its registered office at Hypogasse 1, 3100 St. Pölten, Austria, is responsible for the information given in this Supplement.

The Issuer hereby declares that, to the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

### **NOTICE**

This Supplement shall only be distributed in connection with the Prospectus.

The Issuer confirms that the Prospectus contains all information with regard to the Issuer and any Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, that the information contained therein is accurate in all material respects and is not misleading, that the opinions and intentions expressed therein are honestly held, that there are no other facts, the omission of which would make the Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect, and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in, or not consistent with, the Prospectus or any other information supplied in connection with the Programme and, if given or made, such information must not be relied upon as having been authorised by or on behalf of the Issuer, Raiffeisen Bank International AG as arranger and dealer or any of them.

Neither Raiffeisen Bank International AG as arranger and dealer nor any other person mentioned in the Prospectus, excluding the Issuer, is responsible for the information contained in the Prospectus or any other document incorporated therein by reference and, accordingly, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

Significant new factors, material mistakes and/or material inaccuracies (as referred to in Article 23 (1) of the Prospectus Regulation) have arisen which in the Issuer's perception are capable of affecting the assessment of the Notes, and are thus herewith included in the Original Prospectus as follows:

**1.1 In the section entitled "HYPO NOE LANDESBANK FÜR NIEDERÖSTERREICH UND WIEN AG" the information in the subsection entitled "Recent Events" on page 364 of the Original Prospectus shall be replaced by the following information:**

"On 30 July 2021, the FMA prohibited AutoBank AG from continuing its business operations with immediate effect. As a result, AutoBank AG's customers no longer have access to their accounts. On 3 August 2021, ESA began informing AutoBank AG's customers regarding the deposit guarantee claim in accordance with Article 9 ESEAG. In this regard, a possible impact on the HYPO NOE Group would be an increase in the required contribution to the deposit insurance fund. The information currently available does not allow an estimate of the potential impact to be made.

Other than that there are no recent events particular to the Issuer which are to a material extent relevant to an evaluation of the Issuer's solvency."

**1.2 In the section entitled "HYPO NOE LANDESBANK FÜR NIEDERÖSTERREICH UND WIEN AG" the information in the subsection entitled "Significant Changes and Material Adverse Changes" on page 364 of the Original Prospectus shall be replaced by the following information:**

"There has been no material adverse change in the prospects of the Issuer since 31 December 2020 and no significant change in the financial performance and in the financial position of the HYPO NOE Group since 30 June 2021."

**1.3 In the section entitled "DOCUMENTS INCORPORATED BY REFERENCE" commencing on page 374 of the Original Prospectus, below the table regarding the German language version of the Audited Consolidated Financial Statements of HYPO NOE Group for the financial year ended 31 December 2019 the following table shall be added:**

"Document/Heading	Page reference
<b>German language version of the Semi-Annual Financial Report 2021 of HYPO NOE Group for the financial period ending on 30 June 2021 (<i>Halbjahresfinanzbericht 2021</i>) (the "Semi-Annual Financial Report 2021")<sup>1</sup></b>	
Consolidated Statement of Comprehensive Income ( <i>Gesamtergebnisrechnung</i> )	18
Consolidated Statement of Financial Position ( <i>Konzernbilanz</i> )	19
Consolidated Statement of Changes in Equity ( <i>Konzerner Eigenkapital-Veränderungsrechnung</i> )	20
Consolidated Statement of Cash Flows ( <i>Konzerngeldflussrechnung</i> )	21
Notes to the Consolidated Financial Statements ( <i>Erläuterungen (Notes) zum Konzernabschluss</i> )	22 - 78"

**1.4 In the section entitled "DOCUMENTS INCORPORATED BY REFERENCE" commencing on page 374 of the Original Prospectus, the footnote numbered "1" shall be replaced by the following footnote numbered "1":**

<sup>1</sup> The officially signed German language versions of the Audited Consolidated Financial Statements 2019 and 2020 as well as the German language version of the Semi-Annual Financial Report 2021 are solely legally binding and definitive."

**1.5 In the section entitled "DOCUMENTS INCORPORATED BY REFERENCE" commencing on page 374 of the Original Prospectus, below the table regarding the English language**

translation of the Audited Consolidated Financial Statements of HYPO NOE Group for the financial year ended 31 December 2019 the following table shall be added:

"Document/Heading	Page reference
<b>English language translation of the Semi-Annual Financial Report 2021 of HYPO NOE Group for the financial period ending on 30 June 2021</b> ( <i>Halbjahresfinanzbericht 2021</i> ) <sup>35</sup>	
Consolidated Statement of Comprehensive Income	16
Consolidated Statement of Financial Position	17
Consolidated Statement of Changes in Equity	18
Consolidated Statement of Cash Flows	19
Notes to the Consolidated Financial Statements	20 - 70"

**1.6 In the section entitled "DOCUMENTS INCORPORATED BY REFERENCE" commencing on page 374 of the Original Prospectus, the footnote numbered "35" shall be replaced by the following footnote numbered "35":**

<sup>35</sup> The English language translations of the Audited Consolidated Financial Statements of the Issuer for the financial years ended 31 December 2019 and 31 December 2020 as well as the English language translation of the Semi-Annual Financial Report 2021 are not legally binding and are incorporated into this Prospectus by reference for convenience purposes only."

**1.7 In the section entitled "DOCUMENTS INCORPORATED BY REFERENCE" commencing on page 374 of the Original Prospectus, the first paragraph after the table regarding the English language translation of the Audited Consolidated Financial Statements of HYPO NOE Group for the financial year ended 31 December 2019 shall be replaced by the following paragraph:**


"For the avoidance of doubt, such parts of the Audited Annual Financial Reports 2019 and 2020 respectively, as well as the Semi-Annual Financial Report 2021 which are not explicitly listed in the tables above, are not incorporated by reference into this Prospectus as these parts are either not relevant for the investor or covered elsewhere in this Prospectus."

**1.8 In the section entitled "DOCUMENTS AVAILABLE FOR INSPECTION" on page 376 of the Original Prospectus after the list paragraph numbered "(vii)", the following list paragraphs numbered "(viii)" and "(ix)" shall be inserted:**

- "(viii) the Semi-Annual Financial Report 2021 incorporated by reference into this Prospectus  
 ("<https://ir.hyponoe.at/?elD=dumpFile&t=f&f=6742&l=de&token=5956200d873306c60bde438be580ff8e452263ae>")"
- "(ix) the English language translation of the Semi-Annual Financial Report 2021 incorporated by reference into this Prospectus  
 ("<https://ir.hyponoe.at/?elD=dumpFile&t=f&f=6743&l=en&token=188377b7c1cdbe265507d47a8f316be397882beb>")"

**1.9 In the section entitled "GLOSSARY AND LIST OF ABBREVIATIONS" commencing on page 377 of the Original Prospectus after the line regarding "Securities Act", the following line shall be inserted:**

**"Semi-Annual Financial Report 2021** German language version of the Semi-Annual Financial Report 2021 of HYPO NOE Group for the financial period ending on 30 June 2021 (*Halbjahresfinanzbericht 2021*)"

<b>Signaturwert</b>	A16oomq4dAo jUBOuzyWwdoTySSIw9cvOzbFIVWdAXL3iSyR4eWDZKtzi8aV+ZzsevPPn12pS/1cCEWt j9RvR zTYDCjeXSU90ZLmxSSIole2qxnKtrX5TR3DgaSjh4zFgT3RW8+py73W5whgW6wmnTsQz3wGpRfmNrM99j0Pc FrVHTNS8hmwWHKOSKV8gVOA8wILgFjXjYQPXI3WbpPpUaB73Q1v47ROGjNPjwCbobyI6gFapzEO3hOItLzR1 8ACj+wWGF3fh7PG4o+9niabH+Q8t/Z3YOV3hU/bNSCeUNntByr2p6cEfypBc7R0iVsTx5dWKGnbevX8/kIJJ QfTgoA==	
	<b>Unterzeichner</b>	Österreichische Finanzmarktaufsichtsbehörde
	<b>Datum/Zeit-UTC</b>	2021-08-27T06:44:20Z
	<b>Aussteller-Zertifikat</b>	CN=a-sign-corporate-light-02,OU=a-sign-corporate-light-02,O=A-Trust Ges. f. Sicherheitssysteme im elektr. Datenverkehr GmbH,C=AT
	<b>Serien-Nr.</b>	532114608
	<b>Methode</b>	urn:pdfsigfilter:bka.gv.at:binaer:v1.1.0
<b>Prüfinformation</b>	Informationen zur Prüfung des elektronischen Siegels bzw. der elektronischen Signatur finden Sie unter: <a href="http://www.signaturpruefung.gv.at">http://www.signaturpruefung.gv.at</a>	
<b>Hinweis</b>	Dieses Dokument wurde amtssigniert. Auch ein Ausdruck dieses Dokuments hat gemäß § 20 E-Government-Gesetz die Beweiskraft einer öffentlichen Urkunde.	