

Prospectus Supplement No. 1  
dated 9 January 2019

# Oberbank AG

*(incorporated as a stock corporation under the laws of the Republic of Austria; registered number FN 79063w)*

relating to the

## **OBERBANK AG**

### **EUR 985,000,000 DEBT ISSUANCE PROGRAMME**

for the issuance of Notes in bearer form

(with the option to increase the total volume to up to EUR 1,100,000,000)

and for the public offer and their admission to trading on the Official Market of the Vienna Stock Exchange

dated 16 February 2018

This prospectus supplement no. 1 (the "**Supplement**") constitutes a prospectus supplement pursuant to Art 16 (1) of the Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and § 6 of the Austrian Capital Market Act (*Kapitalmarktgesetz*), as amended (the "**Capital Market Act**") and is supplemental to, and should be read in conjunction with, the prospectus relating to the EUR 985,000,000 Debt Issuance Programme (the "**Programme**") of Oberbank AG (the "**Issuer**") dated 16 February 2018 (the "**Original Prospectus**").

The Original Prospectus was approved on 16 February 2018 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde – "FMA"*).

The Supplement was published, deposited with the Oesterreichische Kontrollbank Aktiengesellschaft and filed for approval with the FMA in its capacity as competent authority in accordance with the Capital Market Act on 9 January 2019. The Issuer has requested the FMA to provide the competent authorities of Germany and the Czech Republic with notifications concerning the approval of this Supplement.

Terms defined in the Original Prospectus shall have the meaning when used in this Supplement, if there is no indication to the contrary.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or contemplated by reference in the Original Prospectus, the statements in the Supplement will prevail.

**In accordance with Art 16 of the Prospectus Directive and § 6 of the Capital Market Act investors who have already agreed to purchase or subscribe for the Notes before the Supplement is published shall have the right, exercisable within two bank working days after the publication of the Supplement, to withdraw their acceptances until, and including 11 January 2019, provided that the new factor, mistake or inaccuracy described in this Supplement arose before the final closing of the offer to the public and the delivery of the Notes.**

The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under applicable Austrian law. The FMA examines the Supplement only in respect of its completeness, coherence and comprehensibility pursuant to § 8a (1) of the Capital Market Act.

## **Responsibility Statement**

The Issuer, with its registered office in Untere Donaulände 28, 4020 Linz, Austria, accepts the responsibility for the information contained in this Supplement. Having taken all reasonable care to ensure that such is the case, the information contained in the Supplement is, to the best of knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.

## **IMPORTANT NOTICE**

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

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

## **Selling Restrictions**

The distribution of this Supplement and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer to inform themselves about and to observe any such restriction. The Notes have not been and will not be registered under the United States Securities Act of 1933 and include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. For a description of certain restrictions on offers and sales of Notes and on distribution of this Supplement, see the section "Selling Restrictions" of the Original Prospectus.

**Significant new factors**

The following significant new factors relating to the information contained in the Original Prospectus have arisen which are capable of affecting the assessment of the Notes, and are thus herewith included in the Original Prospectus.

On 9 January 2019, S&P Global Ratings Europe Ltd. (Niederlassung Deutschland) has assigned the issuer credit ratings "A/A-1/Outlook stable" to the Issuer. On these grounds, the Original Prospectus is amended as follows:

**1. In the section "SUMMARY" in Element B.17 "Credit ratings assigned to the Issuer or its debt securities at the request or with the cooperation of the Issuer in the rating process." on page 18 of the Original Prospectus the information in the right column shall be replaced by the following information:**

"Credit ratings assigned to the Issuer as of 9 January 2019:

Standard & Poor's assigned the following credit ratings:

	<b>Credit Rating</b>	<b>Outlook</b>
Long-term issuer credit rating	A	stable
Short-term issuer credit rating	A-1	-

Credit ratings assigned to the [Notes][Covered Notes]:

**[In case of Covered Notes with a mortgage cover pool insert:** The mortgage cover pool for Covered Notes has been assigned an AAA credit rating (Outlook: stable) by Standard & Poor's.]

**[In case of Notes other than Covered Notes with a mortgage cover pool insert as applicable:** [Not applicable; no credit ratings have been assigned to the Notes at the Issuer's request or with the Issuer's cooperation.] [The Notes have been assigned [insert credit rating] issued by [●].]

**2. In the section "SUMMARY" in Element D.2 "Key information on the key risks that are specific to the Issuer." on page 26 of the Original Prospectus in the right column after the list item "Risk of legal disputes or legal and administrative procedures or actions have negative effects on the Oberbank Group's business, financial position and profit situation" the following list item shall be inserted:**

- Credit rating agencies may suspend, downgrade or withdraw a credit rating of the Issuer, and such action might negatively affect the refinancing conditions for the Issuer, in particular its access to debt capital markets."

**3. In the section "SUMMARY" in Element D.3 "Key information on the key risks that are specific to the securities." on page 27 of the Original Prospectus in the right column prior to the list item "[ - Risk that changes in the rating of the mortgage cover pool may adversely affect the price of Covered Notes]" the following list item shall be inserted:**

- Credit ratings of Notes may not adequately reflect all risks of the investment in such Notes, credit rating agencies could assign unsolicited credit ratings, and credit ratings may be suspended, downgraded or withdrawn, all of which could have an adverse effect on the market price and trading price of the Notes."

4. In the section "SUMMARY IN GERMAN LANGUAGE" in Element B.17 "Die Ratings, die im Auftrag des Emittenten oder in Zusammenarbeit mit ihm beim Ratingverfahren für den Emittenten oder seiner Schuldtitel erstellt wurden." commencing on page 36 of the Original Prospectus the information in the right column shall be replaced by the following information:

"Der Emittentin wurden zum 9. Januar 2019 folgende Kreditratings zugewiesen:

Standard & Poor's erteilte folgende Kreditratings:

	Kredit rating	Ausblick
Langfristiges Emittentenkreditrating	A	stabil
Kurzfristiges Emittentenkreditrating	A-1	-

Den [Schuldverschreibungen][Fundierten Schuldverschreibungen] sind folgende Kreditratings zugewiesen:

**[Im Fall von Fundierten Schuldverschreibungen mit hypothekarischen Deckungsstock einfügen:** Der hypothekarische Deckungsstock für Fundierte Schuldverschreibungen wurde von Standard & Poor's mit AAA (Ausblick: stabil) gerated.]

**[Im Fall von Schuldverschreibungen mit Ausnahme von Fundierten Schuldverschreibungen mit hypothekarischen Deckungsstock jeweils wie zutreffend einfügen:** [Entfällt; es wurden keine Kreditratings für die Schuldverschreibungen im Auftrag der Emittentin oder in Zusammenarbeit mit ihr erstellt.][Die Schuldverschreibungen haben [Kreditrating einfügen] von [●] erhalten.]

5. In the section "SUMMARY IN GERMAN LANGUAGE" in Element D.2 "Zentrale Angaben zu den zentralen Risiken, die dem Emittenten eigen sind" on page 47 of the Original Prospectus in the right column after the list item "Risiko, dass mögliche Rechtsstreitigkeiten, Gerichts- und Verwaltungsverfahren oder Klagen negative Auswirkungen auf die Geschäfts- Finanz- und Ertragslage des Oberbank-Konzerns haben können" the following list item shall be inserted:

"

- Kreditratingagenturen können ein Kreditrating der Emittentin aussetzen, herabstufen oder zurückziehen, was sich negativ auf die Refinanzierungsbedingungen der Emittentin, insbesondere auf den Zugang zu den Fremdkapitalmärkten, auswirken kann."

6. In the section "SUMMARY IN GERMAN LANGUAGE" in Element D.3 "Zentrale Angaben zu den zentralen Risiken, die den Wertpapieren eigen sind." on page 48 of the Original Prospectus in the right column prior to the list item "[- Risiko, dass Ratingänderungen des hypothekarischen Deckungsstocks den Kurs der Fundierten Schuldverschreibungen negativ beeinflussen]" the following list item shall be inserted:

"

- Die Kreditratings von Schuldverschreibungen berücksichtigen unter Umständen nicht angemessen sämtliche Risiken einer Anlage in diese Schuldverschreibungen, Kreditratingagenturen könnten unaufgeforderte Kreditratings vergeben, und Kreditratings können ausgesetzt, herabgestuft oder zurückgenommen werden, wobei all dies den Marktpreis und den Handelspreis der Schuldverschreibungen beeinträchtigen kann."

7. In the section "SUMMARY IN CZECH LANGUAGE" in Element B.17 "Úvěrový rating udělený Emitentovi či jeho dluhovým cenným papírům na jeho vlastní žádost či s jeho součinností při procesu hodnocení." on page 57 of the Original Prospectus the information in the right column shall be replaced by the following information:

"Úvěrové ratingy přidělené Emitentovi k 9. lednu 2019:

Úvěrové ratingy přidělené agenturou Standard & Poor's:

	Úvěro vý rating	Výhled
Dlouhodobý úvěrový rating emitenta	A	stabilní
Krátkodobý úvěrový rating emitenta	A-1	-

Úvěrové ratingy přidělené [Dluhopisům][Krytým Dluhopisům]:

**[V případě Krytých Dluhopisů s Krycím Blokem doplňte:** Krycí Blok pro Kryté Dluhopisy obdržel od Standard & Poor's úvěrový rating AAA (Výhled: Stabilní).]

**[V případě Dluhopisů jiných než Krytých Dluhopisů s Krycím Blokem podle potřeby doplňte:** [Nerelevantní; Dluhopisům nebyl na žádost Emitenta ani v součinnosti s ním udělen žádný úvěrový rating.] [Dluhopisy obdržely [vložte úvěrový rating] udělený [●].]

**8. In the section "SUMMARY IN CZECH LANGUAGE" in Element D.2 "Klíčové informace o hlavních rizicích specifických pro Emitenta." on page 66 of the Original Prospectus in the right column after the list item "Riziko právních sporů nebo právních a správních řízení nebo opatření majících negativní vliv na podnikání, finanční situaci a ziskovost Oberbank Group" the following list item shall be inserted:**

"

- Úvěrové ratingové agentury mohou pozastavit, snížit nebo odebrat úvěrový rating Emitenta, a takové opatření může mít negativní dopad na podmínky refinancování Emitenta, zejména na jeho přístup na dluhové kapitálové trhy."

**9. In the section "SUMMARY IN CZECH LANGUAGE" in Element D.3 "Klíčové informace o hlavních rizicích specifických pro cenné papíry." on page 67 of the Original Prospectus in the right column prior to the list item "[ - Riziko, že změny ratingu Krycího Bloku nepříznivě ovlivní cenu Krytých Dluhopisů]" the following list item shall be inserted:**

"

- Úvěrové ratingy Dluhopisů nemusí adekvátně zachycovat všechna rizika investice do takových Dluhopisů, úvěrové ratingové agentury mohou přiřadit nevyžádané úvěrové ratingy a úvěrové ratingy mohou být pozastaveny, sníženy nebo odebrány, což vše může mít nepříznivý účinek na tržní cenu Dluhopisů a na cenu, za níž je s nimi obchodováno."

**10. In the section "RISK FACTORS" after the risk factor "Risk of legal disputes or legal and administrative procedures or actions have negative effects on the Oberbank Group's business, financial position and profit situation" on page 74 of the Original Prospectus the following risk factor shall be inserted:**

**"Credit rating agencies may suspend, downgrade or withdraw a credit rating of the Issuer, and such action might negatively affect the refinancing conditions for the Issuer, in particular its access to debt capital markets.**

A credit rating agency may suspend, downgrade or withdraw a credit rating. A credit rating may also be suspended or withdrawn if the Issuer were to terminate the agreement with the relevant credit rating agency or to determine that it would not be in its interest to continue to supply financial data to a credit rating agency. A downgrading of the credit rating may lead to a restriction of access to funds and, consequently, to higher refinancing costs. A credit rating could also be negatively affected by the soundness or perceived soundness of other financial institutions.

A credit rating agency may also suspend, downgrade or withdraw a credit rating concerning one or more countries where the Issuer operates or may publish unfavourable reports or outlooks for a region or country where the Issuer operates. Moreover, if a credit rating agency suspends,

downgrades or withdraws a credit rating or publishes unfavourable reports or outlooks on Austria or any other country where the Issuer operates, this could increase the funding costs of the Issuer.

Credit rating actions of credit rating agencies may also be triggered by changes in their respective rating methodology, their assessment of government support, as well as by regulatory activities (e.g. introduction of bail-in regimes).

Any downgrade of the credit rating of the Issuer or of the Republic of Austria or any other country in which the Issuer has significant operations, could have a material adverse effect on its liquidity and competitive position, undermine confidence in the Issuer, increase its borrowing costs, limit its access to funding and capital markets or limit the range of counterparties willing to enter into transactions with the Issuer and would as a consequence have a material adverse effect on its business, financial condition and results of operations."

**11. In the section "RISK FACTORS" prior to the risk factor "Risk that changes in the rating of the mortgage cover pool may adversely affect the price of Covered Notes" on page 80 of the Original Prospectus the following risk factor shall be inserted:**

**"Credit ratings of Notes may not adequately reflect all risks of the investment in such Notes, credit rating agencies could assign unsolicited credit ratings, and credit ratings may be suspended, downgraded or withdrawn, all of which could have an adverse effect on the market price and trading price of the Notes.**

A credit rating of Notes (if any) may not adequately reflect all risks of the investment in such Notes. It is not a recommendation to buy, sell or hold securities and may be suspended, downgraded or withdrawn by the credit rating agency at any time. Furthermore, credit rating agencies could decide to assign credit ratings to the Notes on an unsolicited basis. Any such unsolicited credit rating, suspension, downgrading or withdrawal may have an adverse effect on the market price and trading price of the Notes."

**12. In the section "GENERAL INFORMATION - Ratings" on page 170 of the Original Prospectus the information of that section shall be replaced by the following information:**

"Standard & Poor's assigned the following credit ratings to the Issuer:

	<b>Credit Rating</b>	<b>Outlook</b>
Long-term issuer credit rating	A	stable
Short-term issuer credit rating	A-1	-
Mortgage cover pool for Covered Notes	AAA	stable

According to the credit ratings definitions as published by Standard & Poor's ("www .standardandpoors.com"), the above credit ratings have the following meanings:

**'AAA'** — An obligation rated 'AAA' has the highest rating assigned by Standard & Poor's. The obligor's capacity to meet its financial commitments on the obligation is extremely strong.

**'A'** — An obligor rated 'A' has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories.

**'A-1'** — An obligor rated 'A-1' has strong capacity to meet its financial commitments. It is rated in the highest category by Standard & Poor's.

**Note:** The credit ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major credit rating categories.

**'Outlook'** — A Standard & Poor's credit rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a credit rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a credit rating change or future CreditWatch

action. Positive means that a credit rating may be raised, negative means that a credit rating may be lowered and stable means that a credit rating is not likely to change.

More detailed information on the credit ratings can be retrieved on the Issuer's website ("[www.oberbank.at](http://www.oberbank.at)"). General information regarding the meaning of the credit rating and the qualifications which have to be observed in connection therewith can be found on the website of Standard & Poor's ("[www.standardandpoors.com](http://www.standardandpoors.com)").

S&P Global Ratings Europe Ltd. (Niederlassung Deutschland) has its registered office at Bockenheimer Landstraße 2, 60323 Frankfurt am Main in Germany and is registered under the Regulation (EU) No 462/2013 as amended (the "**CRA Regulation**") as registered credit rating agency. ESMA publishes on its website ("[www.esma.europa.eu](http://www.esma.europa.eu)") a list of credit rating agencies registered in accordance with the CRA Regulation. That list shall be updated within five working days following the adoption of a decision under Articles 16, 17 or 20 of the CRA Regulation. The European Commission publishes that updated list in the Official Journal of the European Union within 30 days following the updates.

Other than that, any of the Issuer's securities have not been rated. The Final Terms will specify if credit ratings are assigned to individual issuances of Notes at the request or with the cooperation of the Issuer in the rating process."