



UniCredit Bank Austria AG

(Incorporated as a joint stock company in the Republic of Austria under registered number FN 150714p)

relating to the

€40,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

FOR THE ISSUE OF NOTES INCLUDING PFANDBRIEFE, JUMBO-PFANDBRIEFE AND COVERED BANK BONDS

DUE FROM ONE MONTH TO 40 YEARS FROM THE DATE OF ISSUE

This supplement (the "Supplement") constitutes a prospectus supplement pursuant to Art 16 (1) of the Directive 2003/71/EC (the "Prospectus Directive") and Article 13.1 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities (the "Prospectus Act") and is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2016 (the "Original Prospectus") relating to a €40,000,000,000 Euro Medium Term Note Programme (the "Programme") of UniCredit Bank Austria AG (the "Issuer" or "Bank Austria"), as amended and supplemented by the prospectus supplement dated 29 June 2016 (the "First Supplement", and together with the Original Prospectus, the "Prospectus").

The Original Prospectus was approved on 9 June 2016 by the Commission de Surveillance du Secteur Financier ("CSSF") and published on 9 June 2016 by making it available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Bank Austria (<https://www.bankaustria.at/en/about-us-investor-relations-information-on-bonds-issues-under-base-prospectuses-base-prospectuses-base-prospectus-dated-9-june-2016.jsp>). The First Supplement was approved on 29 June 2016 by the CSSF and published on 29 June 2016 by making it available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Bank Austria (<https://www.bankaustria.at/en/about-us-investor-relations-information-on-bonds-issues-under-base-prospectuses-base-prospectuses-base-prospectus-dated-9-june-2016.jsp>).

This Supplement has been filed for approval with the CSSF in its capacity as competent authority in Luxembourg for approving this Supplement and to provide the Financial Markets Authority (Finanzmarktaufsicht) ("FMA"), being the competent authority in the Republic of Austria, as well as the respective competent authorities in each of the United Kingdom and the Federal Republic of Germany with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Directive. This Supplement has been filed with and approved by the CSSF on the date first above written and has been published on or about such date by making it available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Bank Austria (<https://www.bankaustria.at/en/about-us-investor-relations-information-on-bonds-issues-under-base-prospectuses-base-prospectuses-base-prospectus-dated-9-june-2016.jsp>).

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

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

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

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

In accordance with Art 16 of the Prospectus Directive and Article 13.2 of Chapter 1 of Part II of the Prospectus Act, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. Thus, the last date for such withdrawal is 17 August 2016.

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

No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers or UniCredit Bank AG (the "Arranger"). Neither the delivery of this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Bank Austria Group since the date hereof or that there has been no adverse change in the financial position of the Issuer or the Bank Austria Group since the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

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, the Dealers and the Arranger to inform themselves about and to observe any such restrictions. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended, and may include Notes in bearer form that are subject to US tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to US persons. For a description of certain restrictions on offers and sales of Notes and on distribution of this Supplement, see "Subscription and Sale" of the Prospectus.

The Dealers and the Arranger have not separately verified the information contained in this Supplement. None of the Dealers or the Arranger makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this 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 Dealers or the Arranger that any recipient of this 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 this Supplement or any financial statements and its purchase of Notes should be based upon any such investigation as it deems necessary. None of the Dealers or the Arranger undertakes to review the financial condition or affairs of the Issuer or the Bank Austria Group during the life of the arrangements contemplated by this Supplement or to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers or the Arranger.

The following significant new factors (as referred to in Art 16 (1) of the Prospectus Directive and Article 13.1 of Chapter 1 of Part II of the Prospectus Act) relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes, have arisen:

On 5 August 2016, the demerger of the CEE business was unanimously approved by the annual general meeting of the Issuer. Consequently, the following changes to the Prospectus shall be made:

1. On page 2-3 of the Prospectus, at the end of item B.5 of the English summary, *Organizational structure*, the following shall be added:

“On 5 August 2016, the shareholders of the Issuer unanimously approved the demerger of the “CEE business” into UCG BeteiligungsverwaltungsGmbH, an Austrian company wholly owned by UniCredit S.p.A.. On the same day, UCG BeteiligungsverwaltungsGmbH approved the demerger and the following transfer of the “CEE business” to UniCredit S.p.A. Subject to the relevant regulatory approvals, completion of the demerger of the “CEE business” is expected to become effective as of 1 October 2016.”

2. On page 18, at the end of item B.5 of the German summary, *Konzernstruktur*, the following shall be added:

„Am 5. August 2016 haben die Aktionäre der Emittentin einstimmig die Abspaltung des „CEE-Geschäfts“ an die UCG BeteiligungsverwaltungsGmbH, eine österreichische Gesellschaft zur Gänze im Besitz der UniCredit S.p.A., genehmigt. Am selben Tag wurde von der UCG BeteiligungsverwaltungsGmbH die Abspaltung und die nachfolgende Übertragung des „CEE-Geschäfts“ auf die UniCredit S.p.A. beschlossen. Vorbehaltlich der relevanten aufsichtsrechtlichen Genehmigungen, wird erwartet, dass der Abschluss der Abspaltung des „CEE-Geschäfts“ mit Wirkung zum 1. Oktober 2016 durchgeführt wird.“

3. On page 4-5, item B.15 of the English summary, *Issuers principal activities*, the last two sentences shall be replaced to read as follows:

„As part of the implementation of a multi-year plan, the Issuer’s shareholding interests in its CEE subsidiaries are scheduled to be transferred to UniCredit S.p.A. by the end of 2016. This transfer of the CEE subsidiaries, along with the associated business, is expected to reduce the total assets of Bank Austria Group by approximately half.“

4. On page 20, item B.15 of the German summary, *Geschäftstätigkeit der Emittentin*, the last two sentences shall be replaced to read as follows:

„Im Zuge der Realisierung eines Mehrjahresplans ist beabsichtigt die Beteiligungen der Emittentin an ihren Tochtergesellschaften in Zentral- und Osteuropa bis Ende 2016 an die UniCredit S.p.A. zu transferieren. Es wird erwartet, dass sich durch die Übertragung der CEE-Tochtergesellschaften, zusammen mit dem damit verbundenen Geschäft, Vermögenswerte der Bank Austria Gruppe um ungefähr die Hälfte reduzieren werden.“

5. On page 35 of the Prospectus, the second paragraph under the subheading “*Risks related to the implementation of Bank Austria Group’s business focus*” shall be replaced by the following:

“On 11 November 2015, UniCredit S.p.A. announced its “2018 strategic plan” in which it communicated its financial targets and contemplated measures to achieve such financial targets. These include, among others, the elimination of the Issuer’s function as sub-holding of the CEE subsidiaries, with UniCredit S.p.A. assuming direct control of such subsidiaries by the end of 2016. As the CEE business so far has been a major contributor to the financial results of the Issuer, its transfer to UniCredit S.p.A. could have a material adverse effect on Bank Austria Group’s business, results of operations and financial condition, in particular due to the loss of revenues and profits generated by the Issuer’s CEE Division, but also due to the potential negative impact on Bank Austria Group’s business with Austrian corporate customers with business interests in CEE. The transfer of the CEE business is structured as a demerger pursuant to the Austrian Demerger Act (*Spaltungsgesetz*), according to which the companies involved in the demerger shall be jointly liable for liabilities arising until effectiveness of a demerger as follows: the entity to which rights and obligations are transferred by means of the demerger (i.e. UCG BeteiligungsverwaltungsGmbH) will be unlimitedly liable, whereas the other entity (i.e. the Issuer) pertained shall be liable in an amount equalling the net assets allocated to such entity. Adverse effects could also result from complexities in the transaction structure of the envisaged transfer of Bank Austria

Group's CEE activities to UniCredit S.p.A., particularly as regards, among others, organisational, technical, IT, human resources and legal aspects."

6. On page 246, under the heading "Business Overview", the following shall be added under the sub-heading "Reorganization measures":

"In addition, as part of the implementation of the demerger of the "CEE business", UniCredit S.p.A. made a cash contribution in the amount of EUR 1 billion to the Issuer on 4 August 2016.

The transfer of the CEE business is structured as demerger in accordance with the Austrian Demerger Act (Spaltungsgesetz). Accordingly, all assets and liabilities will be transferred through universal succession by operation of law. In addition pursuant to the Austrian Law on Demerger, companies involved in a demerger shall be jointly liable for liabilities arising until effectiveness of a demerger as follows: the entity to which rights and obligations are transferred by means of the demerger (ie. UCG BeteiligungsverwaltungsGmbH) will be unlimitedly liable, whereas the other entity (i.e. the Issuer) pertained shall be liable in an amount equalling the net assets allocated to such entity.

On 5 August 2016, the shareholders of the Issuer unanimously approved the demerger of the "CEE business" into UCG BeteiligungsverwaltungsGmbH, an Austrian company wholly owned by UniCredit S.p.A. On the same day, UCG BeteiligungsverwaltungsGmbH approved the demerger and the following transfer of the "CEE business" to UniCredit S.p.A. Subject to the relevant regulatory approvals, completion of the demerger of the "CEE business" is expected to become effective as of 1 October 2016."

Furthermore, the following additional amendments will be made in the Prospectus:

On 4 August 2016 the Issuer published the IR Release regarding its unaudited interim financial results as of 30 June 2016. Consequently, the following changes to the Prospectus shall be made:

7. On page 3-4, in item B.12, "Selected key financial information", the section shall be replaced in its entirety to read as follows:

"The following tables show an overview of Bank Austria Group's income statement, balance sheet and key performance indicators, respectively, and were extracted from the audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2014 and 2015 as well as from the unaudited consolidated interim financial statements as of 30 June 2016:

Income Statement ^{*)}	6-months ending 30 June		Year ended 31 December	
	2016 ¹	2015 ²	2015	2014 ³
	(unaudited, consolidated)		(audited, consolidated)	
	in € million		in € million	
Net interest	1,665	1,693	3,386	3,511
Net fees and commissions	693	714	1,439	1,364
Net trading, hedging and fair value income	270	231	420	487
Operating income	3,036	2,912	5,875	5,982
Operating costs	-1,495	-1,531	-3,076	-3,136
Operating profit	1,542	1,381	2,800	2,846
Net write-downs of loans and provisions for guarantees and commitments	-290	-391	-1,007	-782
Net operating profit	1,252	989	1,792	2,064
Profit before tax	832	806	1,621	1,733
Net profit or loss attributable to the owners of the parent company	626	490	1,325	1,329

Balance Sheet	6-months ending 30 June		As of 31 December	
	2016 ¹	2015 ²	2015	2014 ³
	(unaudited, consolidated)		(audited, consolidated)	
	in € million		in € million	
Total Assets		193,807	193,638	189,118
Loans and receivables with customers		118,178	116,377	113,732

Direct funding (end of period) ⁴	140,070	139,148	132,285
Equity	16,110	15,394	14,925
Total RWA	129,330	128,259	130,351

Key Performance Indicators	6-months ending 30 June	As of 31 December	
	2016 (unaudited, consolidated)	2015 (audited, consolidated)	2014 ³ (audited, consolidated)
Return on Equity after tax (ROE) ⁵	8.8%	9.4%	9.7%
Cost/income ratio (excl. bank levy)	49.2%	52.3%	52.4%
Net write-downs of loans and provisions for guarantees and commitments/average lending volume (cost of risk) ⁶	0.49%	0.86%	0.68%
Loans and receivables with customers/direct funding (end of period) ⁷	84.4%	83.6%	86.0%
Leverage ratio ⁸	6.2%	5.8%	5.6%
Common Equity Tier 1 capital ratio (2015 and 2014: CET1; 2013: Core Tier 1 capital ratio excl. hybrid capital, end of period, based on all risks) ⁹	11.7%	11.0%	10.3%
Tier 1 capital ratio (end of period, based on all risks) ⁹	11.7%	11.0%	10.3%
Total capital ratio (end of period, based on all risks) ⁹	15.5%	14.9%	13.4%

- *) Income Statement presented as per Segment Reporting in the Notes of the respective Annual Report or IR Release (i.e. the consolidated financial report prepared by the Issuer in a condensed form as press release/investor release).
- 1 Before the application of IFRS 5 in connection with the CEE demerger, i.e. contribution from the CEE-Division included in the various items of the income statement and of the statement of financial position.
 - 2 Recast to reflect current structure and methodology (2015 recast for comparison reasons) - except for capital ratios and the number of offices.
 - 3 Comparative P&L figures for 2014 recast to reflect the structure and methodology as of the end of 2015 (as shown in the Annual Report 2015).
 - 4 For 2016: Deposits from customers, debt securities in issue and financial liabilities at fair value.
 - 5 ROE after tax = (Annualized) Net profit attributable to the owners of the parent company / Average of equity after minorities and after deduction of IAS 39 reserves.
 - 6 Cost of risk = (Annualized) Net write-downs of loans and provisions for guarantees and commitments / Average of loans to customers.
The cost of risk are the net write-downs of loans and provisions for guarantees and commitments, comprising of impairment losses on loans, impairment losses on other financial assets and gains and losses on disposal of loans (annualized for interim periods), divided by the average lending volume as an YTD average of the position loans and receivables with customers from consolidated IFRS Statement of Financial Position, where YTD average is calculated from quarterly end of period (EOP) volumes of the respective position, e.g. 1H 2016 average lending volume is calculated as ((Dec previous year EOP + March EOP)/2 +(March EOP + June EOP)/2)/2). IFRS Statement of Financial Position for 2016 before the application of IFRS 5 in connection with the CEE demerger, i.e. contribution from the CEE-Division included in the various items. Cost of risk is an internal performance measure of the Issuer within the meaning of ESMA Guidelines ESMA/2015/1415.
 - 7 Loans and receivables with customers from consolidated IFRS Statement of Financial Position (EOP) divided by direct funding, comprising of deposits from customers, debt securities in issue and financial liabilities at fair value through profit and loss (EOP) (the third position is included only starting with 2016). IFRS Statement of Financial Position for 2016 before the application of IFRS 5 in connection with the CEE demerger, i.e. contribution from the CEE-Division included in the various items. The Issuer provides this performance indicator as internal performance measure within the meaning of ESMA Guidelines ESMA/2015/1415.
 - 8 Leverage ratio according to Basel 3 phase-in rules.
 - 9 Capital ratios according to Basel 3 phase-in rules.

There has been no material adverse change in the prospects of the Bank Austria Group since 31 December 2015.

Not applicable. There has been no significant change in the financial or trading position of the Bank Austria Group since 30 June 2016.”

8. On page 18-19, in item B.12, “Ausgewählte wesentliche historische Finanzinformationen”, the section shall be replaced in its entirety to read as follows:

“Die nachstehende Übersicht stellt einen Überblick der Gewinn- und Verlustrechnung, Bilanz und Schlüsselkennzahlen der Bank Austria Gruppe dar, und wurde den nach IFRS geprüften Konzernabschlüssen zum 31. Dezember 2014 und 2015 sowie der IR Release mit den ungeprüften Konzernzwischenberichtsergebnissen zum 30. Juni 2016 entnommen:

Erfolgswahlen ^{*)}	6-Monatsbasis 30. Juni		Jahresabschluss 31. Dezember	
	2016 ¹ (ungeprüft, konsolidiert) in Mio. €	2015 ² (ungeprüft, konsolidiert) in Mio. €	2015 (geprüft, konsolidiert) in Mio. €	2014 ³ (geprüft, konsolidiert) in Mio. €
Nettozinsertrag.....	1.665	1.693	3.386	3.511
Provisionsüberschuss.....	693	714	1.439	1.364
Handelsergebnis.....	270	231	420	487
Betriebsserträge.....	3.036	2.912	5.875	5.982
Betriebsaufwendungen.....	-1.495	-1.531	-3.076	-3.136
Betriebsergebnis	1.542	1.381	2.800	2.846
Kreditrisikoaufwand	-290	-391	-1.007	-782
Betriebsergebnis nach Kreditrisikoaufwand	1.252	989	1.792	2.064
Ergebnis vor Steuern.....	832	806	1.621	1.733
Konzernergebnis nach Steuern – Eigentümer der Bank Austria zuzurechnen.....	626	490	1.325	1.329

Volumenzahlen	6-Monatsbasis	Jahresabschluss 31. Dezember	
	30. Juni 2016 ¹ (ungeprüft, konsolidiert) in Mio. €	2015 (geprüft, konsolidiert) in Mio. €	2014 ³ (geprüft, konsolidiert) in Mio. €
Bilanzsumme.....	193.807	193.638	189.118
Forderungen an Kunden.....	118.178	116.377	113.732
Primärmittel (Periodenende) ⁴	140.070	139.148	132.285
Eigenkapital.....	16.110	15.394	14.925
RWA insgesamt.....	129.330	128.259	130.351

Wichtige Kennzahlen	6-Monatsbasis	Jahresabschluss 31. Dezember	
	30. Juni 2016 (ungeprüft, konsolidiert)	2015 (geprüft, konsolidiert)	2014 ³ (geprüft, konsolidiert)
Eigenkapitalrendite nach Steuern (Return on Equity, ROE) ⁵	8,8%	9,4%	9,7%
Cost/income ratio (ohne Bankenabgaben).....	49,2%	52,3%	52,4%
Cost of risk – Gesamtbank (Kreditrisiko/durchschnittliches Kreditvolumen) ⁶	0,49%	0,86%	0,68%
Kundenforderungen/ Primärmittel (zum Periodenende) ⁷	84,4%	83,6%	86,0%
Leverage ratio ⁸	6,2%	5,8%	5,6%
Harte Kernkapitalquote (2015 und 2014: CET1; 2013: Core Tier 1 Quote ohne Hybridkapital) (zum Periodenende, bezogen auf alle Risiken) ⁹	11,7%	11,0%	10,3%
Kernkapitalquote (Tier 1 capital ratio) (zum Periodenende, bezogen auf alle Risiken) ⁹	11,7%	11,0%	10,3%

Gesamtkapitalquote (zum Periodenende, bezogen auf alle Risiken) ⁹	15,5%	14,9%	13,4%
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- *) Erfolgswahlen gemäß Segmentberichterstattung in den Notes des jeweiligen Geschäftsberichts oder der jeweiligen IR Release (d.h. dem von der Emittentin in verkürzter Form als Pressemitteilung/ Investorenmitteilung vorbereiteten konsolidierten Finanzbericht).
- 1 Vor Anwendung von IFRS 5 auf den abzugebenden CEE-Bereich, d.h. CEE-Division mit den jeweiligen Beiträgen zu den einzelnen Zeilen der GuV und Bilanz einbezogen.
 - 2 Angepasst, um derzeitige Struktur und Methodik zu reflektieren (2015 recast, um Vergleichbarkeit zu ermöglichen) - ausgenommen Kapitalkennzahlen und die Zahl der Filialen.
 - 3 GuV-Vergleichszahlen für 2014 angepasst (recast), um Struktur und Methodik zum Jahresende 2015 zu reflektieren (Zahlen gemäß Geschäftsbericht 2015).
 - 4 Ab 2016: Einlagen von Kunden und eigene Emissionen sowie zum beizulegenden Zeitwert bewertete finanzielle Verbindlichkeiten.
 - 5 Eigenkapitalrendite nach Steuern = (Annualisiertes) Konzernergebnis nach Steuern, den Eigentümern der Bank Austria zuzurechnen / Durchschnitt der Eigenmittel nach Minderheiten und nach Abzug der IAS 39 Rücklagen.
 - 6 Cost of risk = (Annualisierter) Kreditrisikoaufwand / Durchschnittliche Kundenforderungen.
Die Cost of risk sind der Kreditrisikoaufwand, bestehend aus Wertberichtigungen auf Forderungen, Wertberichtigungen auf sonstige finanzielle Vermögenswerte und Gewinne und Verluste aus An- und Verkäufen von Forderungen (annualisiert für die unterjährige Periode) dividiert durch durchschnittliche Kundenforderungen als dem jährlichen Durchschnitt der Position Kundenausleihungen aus der konsolidierten Bilanz gemäß IFRS. Der jährliche Durchschnitt berechnet sich aus den Volumina zum Quartalsende (*EOP*), z.B. kommt bei den durchschnittlichen Kundenforderungen für 1H 2016 folgende Berechnung zur Anwendung ((Dezember Vorjahr EOP + März EOP)/2 + (März EOP + Juni EOP)/2)/2). Die Werte sind gemäß IFRS Bilanz für 2016 vor Anwendung des IFRS 5 auf den abzugebenden CEE-Bereich, d.h. die CEE-Division ist mit den jeweiligen Beiträgen zu den einzelnen Zeilen der GuV und Bilanz einbezogen. Die Cost of risk ist eine interne Performance-Kennzahl der Emittentin im Sinne der ESMA Guidelines ESMA/2015/1415.
 - 7 Forderungen an Kunden gemäß IFRS Bilanz (*EOP*) geteilt durch die Primärmittel, bestehend aus der Summe der Verbindlichkeiten gegenüber Kunden, verbrieftete Verbindlichkeiten und erfolgswirksam zum beizulegenden Zeitwert bewertete finanzielle Verbindlichkeiten (*EOP*) (die dritte Position ist erst ab 2016 inkludiert). Die Werte sind gemäß IFRS Bilanz für 2016 vor Anwendung des IFRS 5 auf den abzugebenden CEE-Bereich, d.h. die CEE-Division ist mit den jeweiligen Beiträgen zu den einzelnen Zeilen der GuV und Bilanz einbezogen. Die Emittentin stellt diese Kennzahl als interne Performance-Kennzahl im Sinne der ESMA Guidelines ESMA/2015/1415 zur Verfügung.
 - 8 Leverage Ratio gemäß Basel 3 Übergangsbestimmungen.
 - 9 Kapitalquoten gemäß Basel 3 Übergangsbestimmungen.

Es ist seit dem 31. Dezember 2015 keine wesentliche negative Veränderung in den Aussichten der Bank Austria Gruppe eingetreten.

Entfällt. Es ist seit dem 30. Juni 2016 keine wesentliche Veränderung in der Finanzlage oder Handelsposition der Bank Austria Gruppe eingetreten.”

9. On page 246 the last sentence under the sub-heading “*General*” shall be replaced to read as follows:

“In addition to maintaining its banking network and offering a broad range of services, Bank Austria Group also aims to maintain its financial stability through a strong capital base, with its Common Equity Tier 1 (CET1) ratio amounting to 11.7% and its Total Capital ratio of 15.5% (both according to Basel 3 phase-in rules) as of 30 June 2016.”

10. On pages 249-250, under the sub-heading “*Financial results*”, the section shall be replaced in its entirety to read as follows:

“The following tables show an overview of Bank Austria Group’s income statement, balance sheet, key performance indicators and staff and offices, respectively, and were extracted from the audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2014 and 2015 (with the provided annual figures as of 31 December 2014 recast for reasons further explained in “Financial reporting principles” below) as well as from the unaudited consolidated interim financial statements as of 30 June 2016:

Income Statement ^{*)}	6-months ending 30 June		Year ended 31 December	
	2016 ¹	2015 ²	2015	2014 ³
	(unaudited, consolidated)		(audited, consolidated)	
	in € million		in € million	
Net interest.....	1,665	1,693	3,386	3,511
Net fees and commissions.....	693	714	1,439	1,364

Net trading, hedging and fair value income	270	231	420	487
Operating income.....	3,036	2,912	5,875	5,982
Operating costs	-1,495	-1,531	-3,076	-3,136
Operating profit	1,542	1,381	2,800	2,846
Net write-downs of loans and provisions for guarantees and commitments	-290	-391	-1,007	-782
Net operating profit.....	1,252	989	1,792	2,064
Profit before tax.....	832	806	1,621	1,733
Net profit or loss attributable to the owners of the parent company	626	490	1,325	1,329

Balance Sheet	6-months ending 30 June 2016 ¹		As of 31 December 2015	
	(unaudited, consolidated)		(audited, consolidated)	
	in € million		in € million	
Total Assets	193,807	193,638	189,118	189,118
Loans and receivables with customers	118,178	116,377	113,732	113,732
Direct funding (end of period) ⁴	140,070	139,148	132,285	132,285
Equity	16,110	15,394	14,925	14,925
Total RWA.....	129,330	128,259	130,351	130,351

Key Performance Indicators	6-months ending 30 June 2016		As of 31 December 2015	
	(unaudited, consolidated)		(audited, consolidated)	
Return on Equity after tax (ROE) ⁵	8.8%	9.4%	9.7%	9.7%
Cost/income ratio (excl. bank levy)	49.2%	52.3%	52.4%	52.4%
Net write-downs of loans and provisions for guarantees and commitments/average lending volume (cost of risk) ⁶	0.49%	0.86%	0.68%	0.68%
Loans and receivables with customers/direct funding (end of period) ⁷	84.4%	83.6%	86.0%	86.0%
Leverage ratio ⁸	6.2%	5.8%	5.6%	5.6%
Common Equity Tier 1 capital ratio (2015 and 2014: CET1; 2013: Core Tier 1 capital ratio excl. hybrid capital, end of period, based on all risks) ⁹	11.7%	11.0%	10.3%	10.3%
Tier 1 capital ratio (end of period, based on all risks) ⁹	11.7%	11.0%	10.3%	10.3%
Total capital ratio (end of period, based on all risks) ⁹	15.5%	14.9%	13.4%	13.4%

Staff and Offices	6-months ending 30 June 2016		As of 31 December 2015	
	(unaudited, consolidated)		(audited, consolidated)	
Staff	35,147	35,534	36,192	36,192
Offices.....	1,472	1,510	1,664	1,664

*) Income Statement presented as per Segment Reporting in the Notes of the respective Annual Report or IR Release (i.e. the consolidated financial report prepared by the Issuer in a condensed form as press release/investor release).

1 Before the application of IFRS 5 in connection with the CEE demerger, i.e. contribution from the CEE-Division included in the various items of the income statement and of the statement of financial position.

2 Recast to reflect current structure and methodology (2015 recast for comparison reasons) - except for capital ratios and the number of offices.

3 Comparative P&L-figures for 2014 recast to reflect the structure and methodology as of the end of 2015 (as shown in the Annual Report 2015).

4 for 2016: Deposits from customers, debt securities in issue and financial liabilities at fair value

5 ROE after tax = (Annualized) Net profit attributable to the owners of the parent company / Average of equity after minorities and after deduction of IAS 39 reserves.

6 Cost of risk = (Annualized) Net write-downs of loans and provisions for guarantees and commitments / Average of loans to customers.

The cost of risk are the net write-downs of loans and provisions for guarantees and commitments, comprising of impairment losses on loans, impairment losses on other financial assets and gains and losses on disposal of loans (annualized for interim periods), divided by the average lending volume as an YTD average of the position loans and receivables with customers from consolidated IFRS Statement of Financial Position, where YTD average is calculated from quarterly end of period (EOP) volumes of the respective position, e.g. 1H 2016 average lending volume is calculated as ((Dec previous year EOP + March EOP)/2 + (March EOP + June EOP)/2)/2). IFRS Statement of Financial Position for 2016 before the application of IFRS 5 in connection with

- the CEE demerger, i.e. contribution from the CEE-Division included in the various items. Cost of risk is an internal performance measure of the Issuer within the meaning of ESMA Guidelines ESMA/2015/1415.
- 7 Loans and receivables with customers from consolidated IFRS Statement of Financial Position (EOP) divided by direct funding, comprising of deposits from customers, debt securities in issue and financial liabilities at fair value through profit and loss (EOP) (the third position is included only starting with 2016). IFRS Statement of Financial Position for 2016 before the application of IFRS 5 in connection with the CEE demerger, i.e. contribution from the CEE-Division included in the various items. The Issuer provides this performance indicator as internal performance measure within the meaning of ESMA Guidelines ESMA/2015/1415.
 - 8 Leverage ratio according to Basel 3 phase-in rules.
 - 9 Capital ratios according to Basel 3 phase-in rules.

In the 2015 financial year, net operating profit decreased by 13%, as compared to the recast figures for the 2014 financial year, to EUR 1.8 billion. The net profit attributable to the owners of the parent company reached EUR 1.3 billion and is thus at the level of the recast 2014 result. The 2015 financial year was characterised by a sound operating performance from customer business despite historically low market interest rates and persistently weak economic growth, lower costs due to strict cost management, additional loan loss provisions due to the conversion of CHF loans in Croatia, an increase in systemic charges in particular due to the first-time contribution to the Austrian Resolution Fund (following the 2015 implementation of the BRRD in Austria), a negative result from the Ukrainian subsidiary, but also a positive impact from integration / restructuring costs of EUR 312 million driven by the transfer of pension obligations to the state pension scheme (i.e. a release of the pension provision partly offset by provisions for the transfer to the state scheme and for compensation payments to the employees concerned).

In the first half of the 2016 financial year, the net profit attributable to the owners of the parent company increased by 27.7%, as compared to the recast figures for the first half of the 2015 financial year, to EUR 626 million.

In accordance with IFRS 10 and 11 and starting in 2014, the 40.9% shareholding in Yapi Kredi (Turkey) is consolidated at equity (previously consolidated proportionately).

As part of the implementation of a multi-year plan, Bank Austria's shareholding interests in its CEE subsidiaries are to be transferred to UniCredit S.p.A. by the end of 2016. This transfer of the CEE subsidiaries, along with the associated business, is expected to reduce the total assets of Bank Austria Group by approximately half."

11. On page 251, under the subheading "*Material Developments*", the section shall be replaced in its entirety to read as follows:

"In the 2015 financial year and during the first six months of 2016, the market environment was still characterized by uncertainties on the financial markets due to the weak economic outlook. As at the date hereof, there has been no material adverse change in the prospects of the Issuer and Bank Austria Group since 31 December 2015 and there has been no significant change in the financial or trading position of Bank Austria Group since 30 June 2016."

12. On page 277, under the subheading "*Documents incorporated by reference*", the item (7) shall be added after item (6):

"(7) the unaudited interim financial statements of the Issuer for the period from 1 January 2016 to 30 June 2016 and published by the Issuer on 4 August 2016 in English and German;"

13. On page 278, under the subheading "*Documents incorporated by reference*", the item "*Unaudited Interim Financial Statements 31 March 2016*" shall be replaced by the following:

" <i>Unaudited Interim Financial Statements 30 June 2016</i>	IR Release of the Issuer dated 4 August 2016, which also includes the comparative unaudited interim financial statements of the Issuer as of 30 June 2015
Income Statement for the six month period ended 30 June 2016	IR Release of the Issuer dated 4 August 2016
Balance Sheet at 30 June 2016	IR Release of the Issuer dated 4 August 2016
Statement of changes in equity	IR Release of the Issuer dated 4 August 2016"

14. On page 289 the section under the subheading “*Material and Significant Change*” shall be replaced in their entirety to read as follows:

“In the 2015 financial year, the market environment was still characterized by uncertainties on the financial markets due to the weak economic outlook. As at the date hereof, there has been no significant change in the financial position of the Issuer and its subsidiaries taken as a whole (the "Group") since 30 June 2016 and there has been no material adverse change in the prospects of the Group since 31 December 2015.”

15. On page 289, under the subheading “*Documents and Agreements on display*”, the first sentence shall be replaced to read as follows:

“For twelve months as of the date of this Prospectus, copies of (i) the articles of association of the Issuer, (ii) the financial statements of the Issuer in respect of the financial years ended 31 December 2014 and 2015, the interim financial statements of the Issuer for the period from 1 January 2016 to 31 March 2016 and the interim financial statements of the Issuer for the period from 1 January 2016 to 30 June 2016, (iii) the auditors’ reports for 2014 and 2015 and (iv) any supplements to this Prospectus and the documents incorporated herein and therein by reference will be available for inspection and collection from, and copies of the Agency Agreement as amended and supplemented (incorporating the forms of the temporary global Note, permanent global Note and definitive Notes), the Programme Agreement as amended and supplemented and the Deed of Covenant will be available for inspection at, the principal office of the Luxembourg Listing Agent in Luxembourg.”