



Raiffeisen Centrobank AG

(Incorporated as a stock corporation in the Republic of Austria under registered number FN 117507 f)

Structured Securities Programme

Supplement No 1 dated 22 December 2021 to the Base Prospectus dated 7 May 2021

This document (the “**Supplement**”) constitutes a supplement pursuant to Article 23 (1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council (as amended, the “**Prospectus Regulation**”) and is supplemental to, and should be read in conjunction with the base prospectus dated 7 May 2021 (which constitutes a base prospectus within the meaning of Article 8 (6) of the Prospectus Regulation, the “**Original Base Prospectus**”) relating to the Structured Securities Programme (the “**Programme**”) of Raiffeisen Centrobank AG (“**Raiffeisen Centrobank**” or the “**Issuer**” or “**RCB**”).

The Original Base Prospectus was approved on 7 May 2021 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the “**FMA**”) and published in electronic form on the Issuer’s website (www.rcb.at – The Bank – Publications – Securities Prospectus).

This Supplement has been filed with the FMA and was approved on 22 December 2021 by the FMA in its capacity as competent authority and published in electronic form on the Issuer’s website (www.rcb.at – The Bank – Publications – Securities Prospectus). The Issuer has requested the FMA to provide the competent authorities of Bulgaria, Croatia, the Czech Republic, Germany, Hungary, Italy, Poland, Romania, the Slovak Republic, and Slovenia notifications concerning the approval of this Supplement.

Terms defined in the Original Base 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 the Issuer to subscribe for, or purchase, any Securities.

To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any other statement in or incorporated by reference in the Original Base Prospectus, the statements in this Supplement 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 Original Base Prospectus has arisen or been noted, as the case may be, since the publication of the Original Base Prospectus.

In accordance with Article 23 (2a) of the Prospectus Regulation, where the Original Base Prospectus relates to an offer of Securities to the public, investors who have already agreed to purchase or subscribe for Securities to be issued under the Programme before this Supplement is published have the right, exercisable within three working days after the publication of this Supplement (therefore, starting on 22 December 2021 and ending on 28 December 2021), 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 Securities, 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 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.

RESPONSIBILITY STATEMENT

The Issuer, with its registered office at Am Stadtpark 9, A-1030 Vienna, 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 Original Base Prospectus.

No person is or has been authorised to give any information or to make any representation other than those contained in the Original Base Prospectus and this Supplement in connection with the issue or sale of the Securities and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. Neither the delivery of the Original Base Prospectus and/or 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 since the date hereof or the date upon which the Original Base Prospectus has been most recently amended or supplemented. Neither the delivery of the Original Base Prospectus and/or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no adverse change in the financial position of the Issuer since the date hereof or the date upon which the Original Base Prospectus has been most recently amended or supplemented. Neither the delivery of the Original Base Prospectus and/or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication 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 Issuer intends to issue the Securities within a predetermined subscription period which in case of tap issues may be equivalent with the term of the Securities, i.e. where Securities are available during substantially the whole (or part of the) term of the Securities and which period may be shortened at the discretion of the Issuer.

The distribution of this Supplement and the offering or sale of the Securities 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 Securities have not been and will not be registered under the Securities Act and may include Securities in bearer form that are subject to United States tax law requirements. Securities may not be offered, sold or delivered within the United States or, for the account and benefit of U.S. persons as each are defined in Rule 902 (k) of Regulation S.

Neither this Supplement nor any financial statements supplied in connection with the Programme or any Securities are intended to provide the basis of any credit or other evaluation (e.g. financial analyses) and should not be considered as a recommendation by the Issuer that any recipient of this Supplement or any financial statements should purchase the Securities. Each potential purchaser of Securities should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of Securities should be based upon any such investigation as it deems necessary.

SIGNIFICANT NEW FACTOR

This Supplement has been prepared following the approval of the management board of Raiffeisen Bank International AG (“**RBI**”) of the timeline and the budget for a project which should result in the transfer of Raiffeisen Centrobank AG’s Certificates & Equity trading business to RBI.

To take this significant new factor into account, the Original Base Prospectus is amended by this Supplement as follows:


1. CHANGES TO THE CHAPTER “INFORMATION ABOUT THE ISSUER”

On page 77 of the Original Base Prospectus immediately above the chapter “Further information” the following chapter is inserted:

FUTURE DEVELOPMENTS

RCB intends to transfer the Certificates & Equity trading business by universal succession in the form of a demerger by absorption under Austrian Demerger Law (*Spaltungsgesetz*) including all associated rights and obligations to RBI. The reorganization, which will become effective on the date of registration of the de-merger in the companies’ register is envisaged to occur in the fourth quarter of 2022. As a result, the rights and obligations under and in connection with the Certificates & Equity trading business shall remain in full force and effect, provided that RCB will be substituted by RBI as legal and commercial counterparty in the respective business relationships. Consequently, Securityholders and prospective investors should be aware of the fact that from such time on, their counterparty (i.e. the Issuer of the Securities) will be no longer RCB but RBI, and the Securityholders will under the Securities have claims for payments against RBI and not RCB.

The transaction is still dependent on the respective resolutions to be passed by the competent corporate bodies of RCB and RBI as well as the approval of the competent regulatory authorities. At this point of time, it is not possible to predict (i) whether such resolutions will be passed and such approvals will be granted, (ii) whether additional conditions will be imposed, or (iii) whether such additional conditions would be agreed.

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	Methode	urn:pdfsigfilter:bka.gv.at:binaer:v1.1.0
Prüfinformation	Informationen zur Prüfung des elektronischen Siegels bzw. der elektronischen Signatur finden Sie unter: http://www.signaturpruefung.gv.at	
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