

RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG

EUR 5,000,000,000 Debt Issuance Programme (the "Programme")

This supplement (the "**Fourth Supplement**") to the base prospectus dated 21 May 2014 as supplemented on 11 July 2014, on 5 September 2014 and on 31 October 2014 (the "**Prospectus**") constitutes a supplement for the purposes of Article 13.1 of the *Loi relative aux prospectus pour valeurs mobilières* which implements Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended, into Luxembourg Law (the "**Luxembourg Law**") and is prepared in connection with the EUR 5,000,000,000 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 Fourth Supplement.

The Fourth Supplement is supplemental to, and should only be read in conjunction with, the Prospectus.

The Issuer has requested *Commission de Surveillance du Secteur Financier* (the "**CSSF**") of the Grand Duchy of Luxembourg in its capacity as competent authority under the Luxembourg Law, to provide the competent authorities in the Federal Republic of Germany ("**Germany**") and the Republic of Austria ("**Austria**") with a certificate of approval attesting that the Fourth Supplement has been drawn up in accordance with the Luxembourg Law (each a "**Notification**"). The Issuer may request the CSSF 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 Fourth Supplement and hereby declares, that having taken all reasonable care to ensure that such is the case, the information contained in the Fourth Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

The Fourth Supplement has been prepared following a downgrade of ratings of eight banks that are part of the Raiffeisen-Bankengruppe Österreich (RBG) by Moody's Investor Service Limited on 23 December 2014 and following the implementation of the EU Bank Recovery and Resolution Directive ("**BRRD**") into Austrian law by means of the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**") with effect as of 1 January 2015.

I. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "SUMMARY"

On page 7 in "Section B – Issuer" under "Element B.4b – Known trends affecting the Issuer and the industries in which it operates" the second sentence shall be deleted and replaced by the following sentence:

"Other legislative agendas at European level as well as their implementation into national law as well as increased risk awareness on the capital markets, will likely trigger increased capital adequacy and liquidity requirements."

On page 10 the information in "Section B – Issuer" under "Element B.17 – Credit ratings of the Issuer or its debt securities" as amended by the first supplement dated 11 July 2014 shall be deleted and replaced by the following information:

"Moody's Investor Service Ltd.

Bank Financial Strength Rating (BFSR):	D+
Long-term Debt Rating:	Baa1
Subordinated Debt Rating:	Ba1

Outlook: Ratings under review for possible downgrade

The last rating action by Moody's took place on 23 December 2014 (Source: Moody's press release dated 23 December 2014)."

On page 19 in "Section D – Risks" under "Element D.3 – Key information on the key risks that are specific to the securities" the third paragraph shall be deleted and replaced by the following information:

"Resolution tools and powers of the resolution authorities, including the write-down or conversion of equity and debt under the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**") may severely affect the rights of Holders and may result in a total loss of investment and expected returns."

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

On page 22 in "Abschnitt B – Emittentin" under "Punkt B.4b – Bereits bekannte Trends, die sich auf die Emittentin und die Branchen, in denen er tätig ist, auswirken" the second sentence shall be deleted and replaced by the following sentence:

"Weitere Gesetzgebungsagenden auf Europäischer Ebene sowie deren Umsetzung in nationales Recht und das gesteigerte Risikobewusstsein auf den Kapitalmärkten werden die erforderliche Eigenmittel- und Liquiditätsausstattung wahrscheinlich weiter in die Höhe treiben."

On page 25 the information in "Abschnitt B – Emittentin" under "Punkt B.17 – Kreditratings der Emittentin oder ihrer Schuldtitel" as amended by the first supplement dated 11 July 2014 shall be deleted and replaced by the following information:

"Moody's Investor Service Ltd.

Bank Financial Strength Rating (BFSR):	D+
Long-term Debt Rating:	Baa1
Subordinated Debt Rating:	Ba1

Outlook: Ratings under review for possible downgrade

Die letzte Ratingaktion durch Moody's erfolgte am 23. Dezember 2014. (Quelle: Moody's Presseaussendung vom 23. Dezember 2014)"

On page 36 in "Abschnitt D – Risiken" under "Punkt D.3 – Zentrale Angaben zu den zentralen Risiken, die den Wertpapieren eigen sind" the fourth paragraph shall be deleted and replaced by the following information:

"Abwicklungsinstrumente und Befugnisse der Abwicklungsbehörde gemäß dem Bundesgesetz über die Sanierung und Abwicklung von Banken ("**BaSAG**"), einschließlich der Abschreibung oder Umwandlung von Eigenkapital- und Fremdkapitalinstrumenten, können die Rechte von Inhabern der Schuldverschreibungen ernsthaft gefährden und bis zu einem Totalverlust des eingesetzten Kapitals und erwarteter Erträge führen."

**III. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "RISK FACTORS REGARDING RLB NÖ-Wien"**

On page 44 the first paragraph in the risk factor "A downgrade of the Issuer's rating may increase its refinancing costs, thereby negatively affecting liquidity and profitability of the Issuer (risk relating to a decrease of the Issuer's rating)" as amended by the first supplement dated 11 July 2014, shall be deleted and replaced by the following information:

"A downgrading of ratings as effected by Moody's Investor Service Limited ("**Moody's**")⁶ in the year 2014 may have a negative impact on the Issuer's refinancing cost and could have an adverse effect on RLB NÖ-Wien's business, results and financial condition."

On page 47 in the risk factor "The Issuer's participation in an institutional protection scheme on an Austrian federal and/or on a Lower Austrian regional level may have a material adverse effect on its business, operating results and financial status (risk relating to the Issuer's participation in institutional protection schemes)" the fourth paragraph shall be deleted and replaced by the following information:

"The FMA provisionally approved the B-IPS and the L-IPS on 19 December 2013 by means of procedural orders in accordance with Section 103q no. 3 of the Austrian Banking Act (as amended by Federal Law Gazette I 2013/184). On 31 October 2014, the FMA issued definitive approval for the B-IPS. Approval for the L-IPS followed on 3 November 2014."

⁶ Moody's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**"). The European Securities and Markets Authority publishes on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation (lastly updated 12 December 2014). The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

IV. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "RISK FACTORS REGARDING THE NOTES"

On page 54 et seq. in the risk factor "A Holder of Subordinated Notes is exposed to a higher default risk than the Holders of Senior Notes. Furthermore Holders of Subordinated Notes also bear a termination risk and are exposed to the risk that they lack termination rights." the first two paragraphs shall be deleted and replaced by the following information:

"The Issuer may issue subordinated Notes ("**Subordinated Notes**") under the Programme. The obligations of the Issuer in case of Subordinated Notes constitute unsecured and subordinated obligations. In the event of bankruptcy proceedings or liquidation of the Issuer, such obligations will be subordinated to the claims of all senior creditors of the Issuer so that in any such event no amounts or quota at all, could be payable until the claims of all senior creditors of the Issuer will have been satisfied in full.

In case of a write-down or conversion of equity and or debt under the BaSAG, subordinated creditors, such as the Holders of Subordinated Notes, will be among the first to absorb losses and suffer from a write down or conversion of their claims against the Issuer. Subordinated Notes can be subject to conversion into Common Equity Tier 1 ("**CET1**") or write down as soon as CET1 and Additional Tier 1 capital ("**AT1**") have been written down or, in the case of AT1, been converted into CET1. No Holder may set off its claims arising under the Notes against any claims of the Issuer. No present or future security or collateral of whatever kind is provided by the Issuer or any other person to secure the rights of the Noteholders under such Notes. No agreement may limit the subordination or shorten the maturity of the Notes."

On page 56 the risk factor "Resolution tools and powers of the resolution authorities, including the write-down or conversion of equity and debt under the Bank Recovery and Resolution Directive may severely affect the rights of Holders and may result in a total loss of investment and expected returns." as amended by the third supplement dated 31 October 2014 shall be deleted and replaced by the following information:

"Resolution tools and powers of the resolution authority under the Federal Act on the Recovery and Resolution of Banks ("BaSAG"), including the write-down or conversion of equity and debt, may severely affect the rights of Holders and may result in a total loss of investment and expected returns.

The Federal Act on the Recovery and Resolution of Banks ("**BaSAG**") provides the FMA as the national resolution authority with a set of resolution tools as of 1 January 2015. They may be used under certain conditions for resolution, such as the imminent failure of a credit institution, to achieve one or more resolution objectives. These tools essentially are the sale of the credit institution's business to the private sector, the establishment of a bridge institution and/or an asset management vehicle (*bad bank*) or the transfer of assets, rights and liabilities to such entities.

Most of all, the resolution authority is provided with the power to write down in full or in part the principal amount of Common Equity Tier 1 ("**CET1**") instruments, Additional Tier 1 ("**AT1**") instruments and Tier 2 ("**T2**") instruments or to convert AT 1 or T2 instruments into equity or other CET 1 instruments before or during resolution ("**participation of holders of relevant capital instruments tool**") and to convert liabilities into equity or write down in full or in part liabilities during resolution ("**creditor participation tool**", also referred to as "**bail-in tool**"), and this also includes non-subordinated and unsecured liabilities (*senior debt*).

BaSAG stipulates a mandatory sequence of such write-down and conversion which prohibits proceeding without having completely written down or converted the equity or debt, as applicable, of the current rank. Losses should first be absorbed by regulatory capital instruments and should be allocated to shareholders either through the cancellation of shares, through their transfer to creditors participating in the loss or through severe dilution. Where the loss participation of these instruments is insufficient, subordinated debt should be converted or written down. Senior liabilities should be converted or written down if the subordinate classes have been converted or written down entirely. Consequently, CET1, AT1 and T2, in this order, would absorb the first losses and each would have to be written down or, in case of AT1 or T2, be converted into CET1 in full, before the higher seniority rank can be addressed. After equity would have been written down or converted, subordinated debt would

be next before other debt, including senior (but not secured) debt can be written down or converted into equity. Covered deposits and secured liabilities, including covered bonds, are generally exempt from the creditor participation tool. Non-covered deposits from natural persons and micro, small and medium-sized enterprises will have a higher priority ranking than the claims of ordinary unsecured, non-preferred creditors.

Pursuant to BaSAG, any write-down (or conversion), in accordance with the creditor participation tool, of all or parts of the principal amount of any Notes, including but not limited to Subordinated Notes, and including accrued but unpaid interest in respect thereof would not constitute an event of default under the terms of the relevant instruments. Consequently, any amounts so written down would be irrevocably lost and the holders of such instruments would cease to have any claims thereunder, regardless whether or not the bank's financial position can be restored. Pursuant to BaSAG, the resolution authority would ensure, however, that upon application of the resolution tools, creditors do not incur greater losses than those they would incur if the credit institution had been wound up under bankruptcy proceedings.

Nevertheless, the participation of holders of relevant capital instruments tool or resolution tools provided for under BaSAG may severely affect the rights of the Holders of Notes, may result in the loss of the entire investment and its expected returns in the event of failure of the Issuer, and may have a negative impact on the market value of the Notes even prior to the determination of failure or the introduction of measures. In addition, any indication, hint or rumour that the Issuer would become subject to resolution measures could have an adverse effect on the market price of the relevant Notes."

**V. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "TERMS AND CONDITIONS OF THE NOTES
(ENGLISH LANGUAGE VERSION)"**

On page 66 et seq. in the subsection "Option I - Terms and Conditions that apply to Series of Notes or Covered Notes with fixed interest rates or without interest payments" the paragraph "Note to the Holders" shall be deleted and replaced by the following information:

"Note to the Holders:

In respect of the Status reference is made to the higher risk for Subordinated Notes of a regulatory allocation of losses by the write-down or conversion of liabilities in the context of the implementation of the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**") as more fully described in the risk factor entitled "Resolution tools and powers of the resolution authority under the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**")", including the write-down or conversion of equity and debt, may severely affect the rights of Holders and may result in a total loss of investment and expected returns".]

On page 85 in the subsection "Option II - Terms and Conditions that apply to Series of Notes or Covered Notes with floating interest rates" the paragraph "Note to the Holders" shall be deleted and replaced by the following information:

"Note to the Holders:

In respect of the Status reference is made to the higher risk for Subordinated Notes of a regulatory allocation of losses by the write-down or conversion of liabilities in the context of the implementation of the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**") as more fully described in the risk factor entitled "Resolution tools and powers of the resolution authority under the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**")", including the write-down or conversion of equity and debt, may severely affect the rights of Holders and may result in a total loss of investment and expected returns".]

On page 106 in the subsection "Option III - Terms and Conditions that apply to Series of Notes or Covered Notes with fixed to floating interest rates" the paragraph "Note to the Holders" shall be deleted and replaced by the following information:

"Note to the Holders:

In respect of the Status reference is made to the higher risk for Subordinated Notes of a regulatory allocation of losses by the write-down or conversion of liabilities in the context of the implementation of the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**") as more fully described in the risk factor entitled "Resolution tools and powers of the resolution authority under the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**")", including the write-down or conversion of equity and debt, may severely affect the rights of Holders and may result in a total loss of investment and expected returns".]

**VI. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "ANLEIHEBEDINGUNGEN DER SCHULDVERSCHREIBUNGEN
(DEUTSCHE SPRACHFASSUNG)"**

On page 130 in the subsection "Option I - Anleihebedingungen, die auf Serien von Schuldverschreibungen oder Fundierten Bankschuldverschreibungen mit fester Verzinsung oder ohne periodische Zinszahlungen Anwendung finden" the paragraph "Hinweis an die Gläubiger" shall be deleted and replaced by the following information:

"Hinweis an die Gläubiger:

In Bezug auf den Status wird auf das für nachrangige Schuldverschreibungen höhere Risiko einer regulatorischen Verlustzurechnung durch Abschreibung oder Umwandlung von Verbindlichkeiten gemäß dem Bundesgesetz über die Sanierung und Abwicklung von Banken ("**BaSAG**") hingewiesen, wie sie näher in folgendem Risikofaktor beschrieben wird: "Resolution tools and powers of the resolution authority under the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**")", including the write-down or conversion of equity and debt, may severely affect the rights of Holders and may result in a total loss of investment and expected returns".]"

On page 152 in the subsection "Option II - Anleihebedingungen, die auf Serien von Schuldverschreibungen oder Fundierten Bankschuldverschreibungen mit variabler Verzinsung Anwendung finden" the paragraph "Hinweis an die Gläubiger" shall be deleted and replaced by the following information:

"Hinweis an die Gläubiger:

In Bezug auf den Status wird auf das für nachrangige Schuldverschreibungen höhere Risiko einer regulatorischen Verlustzurechnung durch Abschreibung oder Umwandlung von Verbindlichkeiten gemäß dem Bundesgesetz über die Sanierung und Abwicklung von Banken ("**BaSAG**") hingewiesen, wie sie näher in folgendem Risikofaktor beschrieben wird: "Resolution tools and powers of the resolution authority under the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**")", including the write-down or conversion of equity and debt, may severely affect the rights of Holders and may result in a total loss of investment and expected returns".]"

On page 176 in the subsection "Option III - Anleihebedingungen, die auf Serien von Schuldverschreibungen oder Fundierten Bankschuldverschreibungen mit fester zu variabler Verzinsung Anwendung finden" the paragraph "Hinweis an die Gläubiger" shall be deleted and replaced by the following information:

"Hinweis an die Gläubiger:

In Bezug auf den Status wird auf das für nachrangige Schuldverschreibungen höhere Risiko einer regulatorischen Verlustzurechnung durch Abschreibung oder Umwandlung von Verbindlichkeiten gemäß dem Bundesgesetz über die Sanierung und Abwicklung von Banken ("**BaSAG**") hingewiesen, wie sie näher in folgendem Risikofaktor beschrieben wird: "Resolution tools and powers of the resolution authority under the Federal Act on the Recovery and Resolution of Banks ("**BaSAG**")", including the write-down or conversion of equity and debt, may severely affect the rights of Holders and may result in a total loss of investment and expected returns".]"

**VII. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG"**

On page 233 the information in the first paragraph in the subsection "Rating" shall be deleted and replaced by the following information:

"The rating agency Moody's Investor Service Limited ("**Moody's**")⁶⁵ assigned the following ratings to the Issuer:

Bank Financial Strength Rating (BFSR):	D+*
Long-term Debt Rating:	Baa1*
Subordinated Debt Rating:	Ba1*

Outlook: Ratings under review for possible downgrade*

The last rating action by Moody's took place on 23 December 2014 (Source: Moody's press release dated 23 December 2014)."

On page 245 the third paragraph of the subsection "Institutional Protection Schemes" shall be deleted and replaced by the following information:

"Institutional Protection Schemes

The FMA provisionally approved the B-IPS and the L-IPS on 19 December 2013 by means of procedural orders in accordance with Section 103q no. 3 of the Austrian Banking Act (as amended by Federal Law Gazette I 2013/184). On 31 October 2014, the FMA issued definitive approval for the B-IPS. Approval for the L-IPS followed on 3 November 2014."

⁶⁵) Moody's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**"). The European Securities and Markets Authority publishes on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation (lastly updated 12 December 2014). The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

* Baa1: Obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

Ba1: Obligations rated Ba are judged to be speculative and are subject to substantial credit risk. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

BFSR D+ corresponds to a Baseline Credit Assessment of baa3: Issuers assessed baa are judged to have medium-grade intrinsic, or standalone, financial strength, and thus subject to moderate credit risk and, as such, may possess certain speculative credit elements absent any possibility of extraordinary support from an affiliate or a government. The modifier 3 indicates a ranking in the lower end of that generic assessment category.

A Rating(s) under review for possible downgrade designation indicates that the Issuer has one or more ratings under review for possible downgrade.

VIII. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "REGULATORY OVERVIEW"

On page 251 et seq. the subsection "A harmonized Resolution Regime" as supplemented by the third supplement dated 31 October 2014, shall be deleted and replaced by the following information:

"The implementation of the EU Bank Recovery and Resolution Directive (BRRD) in Austria by means of the Federal Act on the Recovery and Resolution of Banks (BaSAG)

The "Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms (...)" (the Bank Recovery and Resolution Directive, hereinafter referred to as "**BRRD**") was implemented in Austria in particular by the Federal Act on the Recovery and Resolution of Banks (*Bundesgesetz über die Sanierung und Abwicklung von Banken*; BaSAG). Furthermore, the implementation measures introduced amendments to the Federal Banking Act (*Bankwesengesetz*; BWG), the Financial Market Authority Act (*Finanzmarktaufsichtsgesetz*; FMABG), the Insolvency Act (*Insolvenzordnung*; IO), the Takeover Act (*Übernahmegesetz*; ÜbG), and the Securities Supervision Act (*Wertpapieraufsichtsgesetz*; WAG), and repealed the Bank Intervention and Restructuring Act (*Bankeninterventions- und -restrukturierungsgesetz*; BIRG). BaSAG and the enumerated amendments entered into force and apply from 1 January 2015.

BaSAG requires that "recovery plans" be drawn up with a view to preventing resolution cases involving CRR credit institutions and CRR investment firms ("**institutions**") as well as certain CRR financial institutions, certain (financial) holding companies and branches of third-country institutions, all of which are part of a group of credit institutions and to whom the following shall apply correspondingly, whereas the "**resolution plans**" to be developed by the FMA as the national resolution authority (hereinafter referred to as "**resolution authority**"; "**FMA**" refers to the function of the authority in its capacity as a supervisory authority) should identify impediments to resolvability and outline measures that can be taken to address such impediments in order to guarantee that an effective resolution can be achieved.

Furthermore, the FMA is granted powers, which it may exercise if the need arises, especially where the provisions of the CRR regarding the financial condition of the institution are infringed, authorizing it to intervene at an early stage (early intervention measures). This includes, for instance, the power to demand that measures from the recovery plan be implemented, managing directors be dismissed, creditor negotiations for debt restructuring be initiated, a shareholders' meeting be convened or changes be made to the operational or legal structures of the institution.

Most of all, BaSAG provides the resolution authority with a harmonized minimum toolset to ensure the continuity of critical banking functions, avoid significant adverse effects on financial stability, protect public funds (taxpayers' money), protect depositors covered by a deposit guarantee scheme or protect client funds and assets (resolution objectives) in case all the following conditions for resolution apply

- (i) an institution is failing or likely to fail, i.e. it
 - breaches the applicable capital requirements in a way that would justify the withdrawal by the competent authority of the relevant credit institution's bank licence, or
 - is or will be, in the near future, balance sheet insolvent (i.e. the liabilities of the credit institution exceeding its assets), or
 - is or will be, in the near future, unable to pay its debts as they fall due, or
 - is about to receive certain extraordinary public financial support except when such extraordinary public financial support is provided within the EU legal framework concerning State aid in order to remedy a serious disturbance in the economy and preserve financial stability in the form of: (i) a state guarantee to back liquidity facilities provided by central banks or for newly issued liabilities, or (ii) an injection of own funds or the purchase of capital instruments in order to address capital shortfall established in the national, Union or SSM-wide stress tests, asset quality reviews or equivalent exercises conducted by the European Central Bank, EBA or national authorities and confirmed by the FMA.
- (ii) having regard to timing and other relevant circumstances, there is no reasonable prospect that any alternative private sector measures, including measures by an Institutional Protection Scheme ("**IPS**"), or supervisory action, including early intervention measures or the write-down or conversion of relevant capital instruments, would prevent the failure of the institution within a reasonable timeframe; and

- (iii) a resolution action is necessary in the public interest, i.e. it is necessary and proportionate for the achievement of the resolution objectives, and the achievement of these resolution objectives could not be guaranteed to the same extent by winding up the institution under bankruptcy proceedings.

For the purposes of resolution, the resolution authority basically has the following resolution tools at its disposal ("**resolution tools**"):

- the transfer of shares or other instruments of ownership issued, other assets, rights or liabilities of an institution under resolution to a purchaser that is not a bridge institution (the "**sale of business tool**"),
- the transfer of assets, rights or liabilities of an institution to a bridge institution which is, by definition, wholly owned by public authorities (the "**bridge institution tool**"),
- the transfer of powers, assets, rights and liabilities to an independent legal entity (bad bank) which is publicly owned for the purpose of management and sale of non-performing claims and assets, to be applied in conjunction with another resolution tool (the "**asset separation tool**"), and/or
- the conversion of liabilities (including capital instruments eligible as own funds) into equity or the writing down of the principal amount or outstanding amount of the liabilities during resolution for the purpose of the recapitalisation of an institution to the extent sufficient to restore its viability, for the capitalisation of a bridge institution, or during the sale of the business, or during the separation of assets ("**creditor participation tool**" or *bail-in*).

If the creditor participation tool is not applied anyway during the course of a possible later resolution, the participation of holders of relevant capital instruments tool must be applied before use is made of any resolution tool. This means the full or partial write down of the principal amount of Common Equity Tier 1 ("**CET1**") instruments, Additional Tier 1 ("**AT1**") instruments and Tier 2 ("**T2**") instruments or the conversion of AT1 or T2 instruments into CET1 instruments before resolution. It should only be applied to regulatory own funds instruments (CET 1, AT1 and T2 capital), whereas the creditor participation tool may also be used in the case of liabilities including regulatory own funds instruments, but also (other) subordinated debt and senior debt, subject to exceptions in respect of certain liabilities.

The sequence of write-down and/or conversion is subject to the general rule that instruments of the next rank can only be reduced or converted if the total reduction (e.g. cancellation of shares) or conversion (e.g. transfer of shares to bailed-in creditors) of their previous rank(s), could not cover the aggregate amount by which a write-down or conversion is necessary. The later any step occurs, the higher is the ranking of the relevant owner or creditor:

1. CET1 items are reduced up to their capacity, transferred to creditors participating in the loss or at least diluted;
2. AT1 instruments are written down or converted into CET1 items up to their capacity;
3. T2 instruments are written down or converted into CET1 items up to their capacity;
4. Subordinated debt that is not AT1 or T2 is written down or converted into shares or other instruments of ownership up to its capacity in accordance with the hierarchy of claims in bankruptcy proceedings;
5. Other non-subordinated debt is written down or converted into instruments of ownership up to its capacity in accordance with the hierarchy of claims in bankruptcy proceedings. However, BaSAG ensures that non-covered deposits from natural persons and micro, small and medium-sized enterprises have a higher priority ranking than the claims of ordinary unsecured, non-preferred creditors. The claims of Deposit Guarantee Schemes subrogating to the rights and obligations of covered depositors in insolvency have an even higher priority ranking before finally the preferred creditors – unless excluded – can participate in the loss.

As a principle, losses shall be allocated equally between the same rank of instruments by reducing their principal or outstanding amount to the same extent pro rata to their value, except where a different allocation is allowed pursuant to applicable exceptions for certain instruments upon discretion of the resolution authority.

In order to ensure that the creditor participation tool is effective and achieves its objectives, BaSAG calls it desirable that it can be applied to as wide a range of unsecured liabilities of a failing institution as possible which in particular includes senior debt. Nevertheless, covered deposits (i.e. deposits up to EUR 100,000 which are subject to protection as defined in the upcoming Directive on Deposit Guarantee Schemes) and secured liabilities, including covered bonds, as well as the following liabilities

are excluded from bail-in: liabilities by virtue of the holding of client assets/client money, provided such client is in each case protected under applicable insolvency law, or liabilities by virtue of a fiduciary relationship provided that such client is in each case protected under applicable insolvency or civil law; liabilities to credit institutions with original maturity of less than seven days, liabilities to operators or participants of payment and securities settlement systems with a residual maturity of less than seven days, liabilities to employees in relation to accrued salary, pension benefits or other fixed remuneration, liabilities to a commercial or trade creditor for services which are critical to the daily functioning of the institution's operations, liabilities to tax and social security authorities if preferred under applicable law and liabilities to Deposit Guarantee Schemes.

If shareholders or creditors or the Deposit Guarantee Scheme incur greater losses than those they would have incurred if the institution had been wound up under bankruptcy proceedings, the shareholder or creditor or Deposit Guarantee Scheme in question is entitled to payment of the difference from the resolution financing arrangements. The Deposit Guarantee Scheme (but not covered depositors who would remain unaffected) to which the institution is affiliated would rank alongside other unsecured creditors and be liable to assume losses, up to the amount of covered deposits, for the amount that it would have had to bear if the bank had been wound up under bankruptcy proceedings.

Institutions will be obliged to have sufficient eligible liabilities to ensure that, if the creditor participation tool were to be applied, losses could be absorbed and the CET1 ratio could be restored to a level compliant with own funds requirements and sufficient to sustain market confidence in the institution. The resolution authorities are also entitled to replace the relevant institution's management and impose a temporary moratorium on the payment of claims.

Pursuant to BaSAG, any write-down (or conversion) of all or part of the principal amount of any capital or debt instruments, included accrued but unpaid interest in respect thereof, in accordance with the creditor participation tool would not constitute an event of default under the terms of the relevant instruments. Consequently, any amounts so written down would be irrevocably lost and the holders of such instruments would cease to have any claims thereunder, regardless whether or not the bank's financial position is restored. Pursuant to BaSAG, the resolution authority would ensure that, when applying the resolution tools, creditors however do not incur greater losses than those they would have incurred if the credit institution would have been wound up under bankruptcy proceedings.

Together with the other provisions of BaSAG, the creditor participation tool is applicable in Austria as of 1 January 2015, although in accordance with the BRRD, it would have been sufficient for it to be applicable from 1 January 2016.

In addition to use of the resolution tools and use of the participation of holders of relevant capital instruments tool, the resolution authority is also entitled, *inter alia*, to change the management of an institution, assume control of the institution, appoint a resolution administrator, transform the institution into a stock corporation, temporarily suspend payment and delivery obligations as well as the enforcement of security interests or close out or terminate derivative contracts."

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

The Fourth Supplement is available for viewing in electronic form at the website of the Luxembourg Stock Exchange (www.bourse.lu) and at the website of the Issuer (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 Fourth 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.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before the Fourth Supplement is published have the right, exercisable within two working days after the publication of the Fourth Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 14 January 2015.