

Second Supplement  
dated 17 August 2021  
to the Base Prospectus dated 12 March 2021

This second supplement (the “**Second Supplement**”) constitutes a supplement within the meaning of Art. 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”) relating to two base prospectuses: (i) the base prospectus of BAWAG Group AG (“**BAWAG**”, together with its consolidated subsidiaries, including BAWAG P.S.K. (as defined herein) “**BAWAG Group**”) in respect of non-equity securities within the meaning of Article 2 point (c) of the Prospectus Regulation (“**Non-Equity Securities**”) and (ii) the base prospectus of BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft (“**BAWAG P.S.K.**”, together with its consolidated subsidiaries, “**BAWAG P.S.K. Group**” and BAWAG and BAWAG P.S.K. the “**Issuers**” and each an “**Issuer**”) in respect of Non-Equity Securities (the “**Original Prospectus**”), as supplemented by the first supplement dated 30 April 2021 (the “**First Supplement**” and together with the Original Prospectus, the “**Debt Issuance Programme Prospectus**” or the “**Base Prospectus**”).



**BAWAG Group AG**

Vienna, Republic of Austria  
– Issuer –

**BAWAG P.S.K. Bank für Arbeit und Wirtschaft und  
Österreichische Postsparkasse Aktiengesellschaft**

Vienna, Republic of Austria  
– Issuer –

**EUR 10,000,000,000**  
**Debt Issuance Programme**  
**(the “Programme”)**

The Issuers have requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the “**CSSF**”) in its capacity as competent authority under the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129*), as amended (the “**Luxembourg Law**”) to approve this Second Supplement and to provide the competent authorities in the Federal Republic of Germany and the Republic of Austria with a certificate of approval attesting that the Second Supplement has been drawn up in accordance with the Prospectus Regulation (the “**Notification**”). The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Second Supplement has been prepared following the publication of BAWAG’s quarterly financial information and in order to account for recent regulatory requirements for own funds and eligible liabilities instruments and to add some further recent developments.

The Prospectus was published on 12 March 2021, in accordance with article 21 paragraph 2 of the Prospectus Regulation in electronic form on the website of the BAWAG Group AG ([www.bawaggroup.com](http://www.bawaggroup.com)). The First Supplement was published on 30 April 2021 in accordance with article 23 paragraph 1 and article 21 paragraph 2 of the Prospectus Regulation in electronic form on the website of BAWAG Group AG ([www.bawaggroup.com](http://www.bawaggroup.com)). This Second Supplement will also be published in accordance with article 23 paragraph 1 and article 21 paragraph 2 of the Prospectus Regulation in electronic form on the website of BAWAG Group AG ([www.bawaggroup.com](http://www.bawaggroup.com)) and will be available free of charge at the specified offices of the Issuers.

This Second Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form together with all documents incorporated by reference on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of BAWAG Group ([www.bawaggroup.com](http://www.bawaggroup.com)).

This Second Supplement should only be distributed in connection with the Original Prospectus and the First Supplement. It should only be read in conjunction with the Original Prospectus and the First Supplement.

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

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

Terms defined or otherwise attributed meanings in the Base Prospectus have the same meaning in this Second Supplement.

**In accordance with Article 23 paragraph 2a of the Prospectus Regulation, investors who had already agreed to purchase or subscribe for the securities before this Second Supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 20 August 2021. Investors should contact BAWAG Group's head of investor relations ([investor.relations@bawaggroup.com](mailto:investor.relations@bawaggroup.com)) for the exercise of the right of withdrawal.**

**This Second Supplement may only be used for the purpose for which it has been published as set out below. This Second Supplement may not be used for the purpose of an offer or solicitation by and to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation.**

**This Second Supplement does not constitute an offer or an invitation to subscribe for or purchase any of the Notes.**

**The following changes are made to the Base Prospectus:**

- 1. In the section “7.3.1 Statement of no material adverse change / significant changes” on page 282 of the Base Prospectus, the second paragraph shall be deleted and replaced by the following information:**

"There has been no significant change in the financial performance of BAWAG Group since 30 June 2021, the end of the last financial period for which financial information has been published, to the date of this Base Prospectus."

- 2. In the section “7.3.2 Recent developments and outlook” in sub-paragraph “Recent Developments” on page 282 of the Base Prospectus, the subheading “Acquisition of Depfa Bank” shall be deleted and replaced by the subheading “Acquisition of Depfa Bank and Hello bank! Austria” and following information:**

“On 15 February, BAWAG P.S.K. signed an agreement to acquire DEPFA BANK plc, and its subsidiary DEPFA ACS Bank. The closing of such transactions is expected in the second half 2021.

Furthermore, on 22 July 2021, BAWAG P.S.K. signed an agreement to acquire Hello bank! Austria from BNP Paribas. It will be continued under the easybank brand. The transaction is subject to customary closing conditions and the parties have agreed not to disclose the purchase price or any further details of the agreement. The closing of such transaction is expected in the fourth quarter of the year 2021 or the first quarter of the year 2022.

- 3. In the section “7.3.2 Recent developments and outlook”, the last sub-paragraph “Recent funding activities” on page 282 of the Base Prospectus shall be deleted and replaced by the following information:**

“Following the accelerated change in composition of the P2R as part of the measures taken by the ECB, BAWAG Group optimized its capital structure by issuing € 175 million Additional Tier 1 capital. Further, BAWAG Group issued € 200 million Tier 2 capital under the Programme in the third quarter 2020.

On the back of a € 1.0 billion mortgage covered bond issuance in 2019, BAWAG P.S.K. issued notes covered by a mortgage-backed pool of assets in the amount of € 750 million under the Programme in the third quarter 2020, followed by another issuance of notes covered by a mortgage-backed pool of assets in the amount of € 500 million in the fourth quarter 2020 (both with 0.01% coupon), a mortgage-backed pool of assets in the amount of € 500 million in the first quarter 2021 (due 2041 with 0.0375% coupon), and a mortgage-backed pool of assets in the amount of € 500 million in the second quarter 2021 (due 2031 with 0.100% coupon).

- 4. In the section “7.3.2 Recent developments and outlook” in sub-paragraph “Outlook” on pages 282 to 283 of the Base Prospectus, the following information shall be added after the last paragraph:**

“Following the initial down-payment of EUR 40 million on the total EUR 460 million earmarked dividends from 2019 and 2020 profits in March 2021, the Management Board of BAWAG Group has decided to propose the remaining EUR 420 million dividends from 2019/2020 profits for distribution to the Annual General Meeting on 27 August 2021. The dividend payout is aimed for early October 2021.

Furthermore, an “Investor Day” is scheduled for 20 September 2021, on which new targets and a 4-year plan through 2025 will be presented”

- 5. In the Section “7.4 – Administrative, management and supervisory bodies”, sub-section “7.4.1.1 Current members of the Management Board” on page 283 of the Base Prospectus, the information shall be deleted and replaced by the following information:**

“The following table lists the positions of the members of the Management Board of BAWAG, the year they were first appointed, the expiration of their current term and activities outside of BAWAG Group where these are significant with respect to BAWAG:

<b>Name</b>	<b>Position / Area of Responsibility</b>	<b>Year first appointed</b>	<b>End of Current Term</b>	<b>Activities outside BAWAG Group</b>
Anas Abuzaakouk.....	Chief Executive Officer	2017	March 2026	–
Enver Sirucic.....	Chief Financial Officer, Deputy CEO	2017	March 2026	Member of the management board of Verband österreichischer Banken und Bankiers; member of the supervisory board of Einlagensicherung AUSTRIA Ges.m.b.H.
David O’Leary.....	Chief Risk Officer	2017	March 2026	–
Andrew Wise.....	Chief Investment Officer, Head of Non-Retail Lending	2017	March 2026	–
Sat Shah.....	Head of Retail & SME, Deputy CEO	2017	March 2026	Member of the supervisory board of Amundi Austria GmbH
Guido Jestädt.....	Chief Administrative Officer	2021	March 2026	–

Source: Company information.”

**6. In the Section “7.4 Administrative, management and supervisory bodies”7.4.1.2 Current members of the Supervisory Board” on pages 283 to 284 of the Base Prospectus, the information shall be deleted and replaced by the following information:**

“The following table lists the positions of the current members of the Supervisory Board of BAWAG and in each case the year they were first appointed as members of the Supervisory Board of BAWAG, the expiration of their current term, to the extent applicable as well as the principal activities performed by the members of the Supervisory Board of BAWAG outside BAWAG Group where these are significant with respect to BAWAG:

<b>Name</b>	<b>Position</b>	<b>Year first appointed</b>	<b>End of Current Term</b>	<b>Activities outside BAWAG Group</b>
Egbert Fleischer.....	Chairperson	2017	2025	Member of the supervisory board of Wiener Börse AG
Kim Fennebresque...	Deputy Chairperson	2017	2025	Member of the board of directors of Ally Financial Inc.; non-executive chairman of the board of directors of Blueinx Holdings; member of the board of directors of Albertsons Companies Inc.; member of the board of directors of Rotor Acquisition Corp.
Frederick Haddad.....	Member <sup>1)</sup>	2017	n.a.	Executive committee member and portfolio manager of GoldenTree Asset Management LP
Adam Rosmarin.....	Member	2017	2025	–
Verena Spitz.....	Member <sup>2)</sup>	2017	n.a.	–
Konstantin Latsunas..	Member <sup>2)</sup>	2021	n.a.	–
Gerrit Schneider	Member <sup>3)</sup>	2021	2025	Co-CEO and CFO of Bogner
Tamara Kapeller	Member <sup>3)</sup>	2021	2025	–
Beatrix Pröll	Member <sup>2), 4)</sup>	2021	n.a.	-

<sup>1)</sup> Delegated by the GoldenTree Shareholders (cf. “7.5 Major shareholders”).

<sup>2)</sup> Works council representative.

<sup>3)</sup> The members have been nominated and are appointed on BAWAG’s annual general meeting on 27 August 2021.

<sup>4)</sup> Subject to appointment of additional capital representatives

Source: Company information.”

**7. In the section “7.7 Significant change in the financial position of BAWAG GROUP”, the text shall be deleted and replaced by the following information:**

“No significant change in the financial position of BAWAG Group has occurred since 30 June 2020. A serious assessment of the effects of the COVID-19 pandemic is, however, still not possible. Further developments will be closely monitored so that BAWAG Group can take appropriate measures and precautions at any time.

**8. In the Section “8.4 Administrative, management and supervisory bodies”, sub-section “8.4.1.1 Current members of the Management Board” on page 289 of the Base Prospectus, the information shall be deleted and replaced by the following information:**

“The following table lists the positions of the members of the Management Board of BAWAG P.S.K., the year they were first appointed and the expiration of their current term:

<b>Name</b>	<b>Position / Area of Responsibility</b>	<b>Year first appointed</b>	<b>End of Current Term</b>
Anas Abuzaakouk.....	Chief Executive Officer	2014	March 2026
Enver Sirucic.....	Chief Financial Officer, Deputy CEO	2017	March 2026
David O’Leary.....	Chief Risk Officer	2017	March 2026
Andrew Wise.....	Chief Investment Officer, Head of Non-Retail Lending	2017	March 2026
Sat Shah.....	Head of Retail & SME, Deputy CEO	2015	March 2026
Guido Jestädt.....	Chief Administrative Officer	2021	March 2026

Source: Company information.

For activities of the members of BAWAG P.S.K.’s Management Board outside of BAWAG Group, see “7.4.1.1 Current members of the Management Board” above. “

**9. In the Section “8.4 Administrative, management and supervisory bodies” 8.4.1.2 Current members of the Supervisory Board” on page 289 of the Base Prospectus, the information shall be deleted and replaced by the following information:**

“The following table lists the positions of the current members of the Supervisory Board of BAWAG P.S.K. and in each case the year they were first appointed as members of the Supervisory Board of BAWAG P.S.K. and the expiration of their current term, to the extent applicable:

<b>Name</b>	<b>Position</b>	<b>Year first appointed</b>	<b>End of Current Term</b>
Egbert Fleischer.....	Chairperson	2017	2025
Kim Fennebresque.....	First Deputy Chairperson	2017	2025
Frederick Haddad.....	Member	2013	2025
Adam Rosmarin.....	Member	2017	2025
Verena Spitz.....	Member <sup>1)</sup>	2016	n/a
Konstantin Latsunas.....	Member <sup>1)</sup>	2021	n/a
Gerrit Schneider.....	Member	2021	2025
Tamara Kapeller	Member	2021	2025
Beatrix Pröll	Member <sup>1)</sup>	2021	n/a

<sup>1)</sup> Works council representative.

Source: Company information.

For activities of the members of BAWAG P.S.K.’s Supervisory Board outside of BAWAG Group, see “7.4.1.2 Current members of the Supervisory Board” above.”

**10. In the section “8.9. Ratings” on pages 290 to 291 of the Base Prospectus, the information shall be deleted and replaced by the following information:**

“BAWAG P.S.K. is rated by Moody’s Deutschland GmbH (“**Moody’s**”). The text of the credit opinion from Moody’s dated 17 February 2021 reads as follows (only the relevant parts are reproduced here):

**Ratings<sup>7)</sup>**

<b>Category</b>	<b>Moody’s<sup>1)</sup> Rating</b>
Outlook	Stable <sup>2)</sup>
Baseline Credit Assessment	baa1 <sup>3)</sup>
Issuer Rating	A2 <sup>4)</sup>
Senior Unsecured	A2 <sup>4)</sup>
Senior Subordinate – Dom Curr	Baa1 <sup>5)</sup>
ST Issuer Rating	P-1 <sup>6)</sup>

- <sup>7)</sup> A credit rating assesses the creditworthiness of an entity and informs an investor therefore about the probability of the entity being able to redeem invested capital. It is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.
- <sup>1)</sup> Moody’s Deutschland GmbH is a credit rating agency with establishments in the European Union and registered pursuant to 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 (“**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, which includes Moody’s.
- <sup>2)</sup> According to the definitions published by Moody’s Investors Services Inc. on its website “a stable outlook indicates a low likelihood of a rating change over the medium term. [...] A rating committee that assigns an outlook of stable [...] to an Issuer’s rating is also indicating its belief that the issuer’s credit profile is consistent with the relevant rating level at that point in time.” The “(m)” modifier indicates that “the issuer has multiple ratings with differing outlooks”. See [https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC_79004).
- <sup>3)</sup> According to the definitions published by Moody’s Investors Services Inc. on its website “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. Moody’s appends numerical modifiers 1, 2, and 3 to each generic assessment classification from aa through caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic assessment category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic assessment category.” See [https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC_79004).
- <sup>4)</sup> According to the definitions published by Moody’s Investors Services Inc. on its website “obligations rated A are judged to be upper-medium grade and subject to low credit risk. Moody’s appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.” See [https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC_79004).
- <sup>5)</sup> According to the definitions published by Moody’s Investors Services Inc. on its website “obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Moody’s appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.” See [https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC_79004).
- <sup>6)</sup> According to the definitions published by Moody Investors Services Inc. on its website, “ratings of Prime-1 reflect a superior ability to repay short-term obligations.” See [https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC_79004).

**11. The section “9.4.2 Asset decomposition and asset split by region” on pages 296 to 297 of the Base Prospectus shall be supplemented by the following information:**

“Asset decomposition as of 30 June 2021

The following table provides an overview of the asset decomposition of BAWAG Group’s segments Retail & SME and Corporates & Public:

<b>Asset decomposition</b>	<b>30 June 2021</b>
<b>(in € million)</b>	<b>(unaudited)</b>
<b>Retail &amp; SME</b>	
Housing loans.....	15,181
Consumer and SME .....	5,069
<b>Total.....</b>	<b>20,250</b>
<b>Corporates &amp; Public</b>	

<b>Asset decomposition</b>	<b>30 June 2021</b>
Corporate lending .....	3,674
Asset-backed lending.....	4,888
Public clients.....	4,664
<b>Total.....</b>	<b>13,226</b>

Source: Company information.

*Asset split by region as of 30 June 2021*

The following table provides an overview of the asset split by region of BAWAG Group's segments Retail & SME and Corporates & Public:

<b>Asset split by region</b>	<b>31 March 2021</b>
<b>(in € million)</b>	<b>(unaudited)</b>
<b>Retail &amp; SME</b>	
DACH/NL.....	18,651
Western Europe / USA	1,599
<b>Total.....</b>	<b>20,250</b>
<b>Corporates &amp; Public</b>	
DACH/NL.....	6,831
Western Europe / USA	6,395
<b>Total.....</b>	<b>13,226</b>

Source: Company information."

12. In the section "10.1.2 Selected financial information" on pages 299 to 302 of the Base Prospectus, after the sub-heading "Selected financial information for the three month period ended 31 March 2021" (as supplemented by the First Supplement), a new sub-heading "Selected financial information for the six months period ended 30 June 2021" is inserted with the following information:

"The following tables show selected financial information of BAWAG Group that are taken from the internal reporting of BAWAG Group:

<b>Financial position</b>	<b>30 June 2021</b>
<b>(in € million)</b>	<b>(unaudited)</b>
Cash reserves.....	1,060
Financial assets held for trading .....	284
Financial assets at fair value through profit or loss .....	559
Fair value through other comprehensive income .....	4,384
Financial assets at amortised cost.....	46,375
thereof: Customers .....	32,371
Debt instruments .....	1,960
Credit institutions .....	12,044
Valuation adjustment on interest rate risk hedged portfolios.....	(58)
Hedging derivatives .....	237
Tangible non-current assets.....	378
Intangible non-current assets .....	539
Tax assets for current taxes .....	8
Tax assets for deferred taxes .....	5
Other assets .....	288
Non-current assets held for sale .....	73
<b>Total assets .....</b>	<b>54,132</b>
<b>Average interest-bearing assets.....</b>	<b>40,701</b>

<b>Financial position</b>	<b>30 June 2021</b>
<b>Total liabilities</b> .....	<b>49,638</b>
Financial liabilities designated at fair value through profit or loss.....	191
Financial liabilities held for trading.....	237
Financial liabilities at amortized cost ...	47,485
thereof: Customers .....	33,013
Issued bonds, subordinated and supplementary capital.....	6,979
Credit institutions .....	7,493
Financial liabilities associated with transferred assets ... transferred assets	0
Valuation adjustment on interest rate risk hedged portfolios.....	262
Hedging derivatives .....	90
Provisions .....	398
Tax liabilities for current taxes.....	89
Tax liabilities for deferred taxes.....	116
Other obligations.....	770
<b>Total equity</b> .....	<b>4,494</b>
thereof: Equity attributable to the owners of the parent (ex AT 1 capital).....	4,019
AT 1 capital .....	471
Non-controlling interests...	4
<b>Total liabilities and equity</b> .....	<b>54,132</b>

Source: Company information.

<b>(in € million)</b>	<b>30 June 2021</b>
<b>(in € million)</b>	<b>(unaudited)</b>
Customer deposits and own issues <sup>1)</sup> ..	40,183

<sup>1)</sup> Calculated by adding the line items 'financial liabilities designated at fair value through profit or loss', 'financial liabilities – at amortized costs – customers' and 'financial liabilities – at amortized costs – issued bonds, subordinated and supplementary capital' from BAWAG Group's internal reporting.

Source: Company information.

<b>Profit and loss statement</b>	<b>For the 6-month period ended 30 June 2021</b>	<b>For the 3-month period ended 30 June 2021</b>
<b>(in € million)</b>	<b>(unaudited)</b>	<b>(unaudited)</b>
<b>Net interest income</b> .....	<b>461.2</b>	<b>231.6</b>
<b>Net fee and commission income</b> .....	<b>137.8</b>	<b>70.1</b>
<b>Core Revenues<sup>1)</sup></b> .....	<b>599.0</b>	<b>301.7</b>
Gains and losses on financial instruments and other operating income and expenses <sup>2)</sup> .....	4.6	0.8
<b>Operating income</b> .....	<b>603.6</b>	<b>302.5</b>
<b>Operating expenses<sup>2)</sup></b> .....	<b>(243.0)</b>	<b>121.2</b>
<b>Pre-Provision Profit<sup>1), 3)</sup></b> .....	<b>360.6</b>	<b>181.3</b>



<b>Profit and loss statement</b>	<b>For the 6-month period ended 30 June 2021</b>	<b>For the 3-month period ended 30 June 2021</b>
Regulatory charges <sup>2)</sup> .....	(56.2)	(2.0)
Total risk costs.....	(53.1)	(23.8)
Share of the profit or loss of associates accounted for using the equity method.....	1.4%	0.7%
<b>Profit before tax.....</b>	<b>252.7</b>	<b>156.2</b>
Income taxes.....	(60.0)	(37.0)
<b>Net profit.....</b>	<b>192.8</b>	<b>119.1</b>

<sup>1)</sup> The number or ratio is an APM. For a definition, see "10.1.3 Alternative performance measures" below.

<sup>2)</sup> In accordance with IFRS, the item 'Other operating income and expenses' also includes regulatory charges. The item 'Operating expenses' includes regulatory charges as well. However, BAWAG Group's management considers regulatory charges as a separate expense. Accordingly, they are shown separately.

<sup>3)</sup> Unaudited.

Source: Company information.

The following tables show selected financial information from the segment reporting of BAWAG Group for its business segments Retail & SME and Corporates & Public:

<b>Retail &amp; SME</b>	<b>For the 6-month period ended 30 June 2021</b>	<b>For the 3-month period ended 30 June 2021</b>
<b>(in € million)</b>	<b>(unaudited)</b>	<b>(unaudited)</b>
<b>Net interest income.....</b>	<b>326.6</b>	<b>163.5</b>
<b>Net fee and commission income.....</b>	<b>122.1</b>	<b>62.4</b>
<b>Core Revenues<sup>1)</sup>.....</b>	<b>448.6</b>	<b>225.8</b>
<b>Operating income.....</b>	<b>452.1</b>	<b>227.5</b>
<b>Operating expenses.....</b>	<b>(176.2)</b>	<b>(86.8)</b>
<b>Pre-Provision Profit<sup>1)</sup>.....</b>	<b>276.0</b>	<b>140.8</b>
Regulatory charges.....	(31.4)	(0.8)
Total risk costs.....	(30.3)	(14.9)
<b>Profit before tax... ..</b>	<b>214.3</b>	<b>125.0</b>
Income taxes.....	(53.6)	(31.3)
<b>Net profit.....</b>	<b>160.7</b>	<b>93.8</b>

<sup>1)</sup> Calculated as the line item 'Operating income' less the line item 'Operating expenses'.

Source: Company information.

<b>Corporates &amp; Public</b>	<b>For the 6-month period ended 30 June 2021</b>	<b>For the 3-month period ended 30 June 2021</b>
<b>(in € million)</b>	<b>(unaudited)</b>	<b>(unaudited)</b>
<b>Net interest income.....</b>	<b>122.7</b>	<b>61.7</b>
<b>Net fee and commission income.....</b>	<b>17.2</b>	<b>8.5</b>
<b>Core Revenues<sup>1)</sup>.....</b>	<b>139.9</b>	<b>70.2</b>
<b>Operating income.....</b>	<b>149.4</b>	<b>75.0</b>
<b>Operating expenses.....</b>	<b>(35.3)</b>	<b>(16.7)</b>
<b>Pre-Provision Profit<sup>1)</sup>.....</b>	<b>114.0</b>	<b>58.2</b>
Regulatory charges.....	(8.1)	(1.2)

<b>Corporates &amp; Public</b>	<b>For the 6- month period ended 30 June 2021</b>	<b>For the 3- month period ended 30 June 2021</b>
Total risk costs.....	(25.0)	(9.9)
<b>Profit before tax.....</b>	<b>80.9</b>	<b>47.1</b>
Income taxes.....	(20.2)	(11.7)
<b>Net profit.....</b>	<b>60.7</b>	<b>35.3</b>

<sup>1)</sup> Calculated as the line item 'Operating income' less the line item 'Operating expenses'.

Source: Company information."

13. In the section "10.1.3 Alternative performance measures" on pages 303 to 306 of the Base Prospectus, after the sub-heading "Financial information for the three month period ended 31 March 2021" (as supplemented by the First Supplement), a new sub-heading "Financial information for the six month period ended 30 June 2021" is inserted with the following information:

"The tables below sets out certain APMs that are based on the internal reporting, including segment reporting, of BAWAG Group:

	<b>30 June 2021</b>
	<b>(unaudited)</b>
<b>BAWAG Group</b>	
Equity attributable to the owners of the parent (ex AT 1 capital).....	4.019
Dividend accruals (in € million).....	515
<b>Common equity less dividend accruals (in € million).....</b>	<b>3.504</b>
Equity attributable to the owners of the parent (ex AT 1 capital).....	4.019
Intangible non-current assets.....	539
Dividend accruals (in € million).....	515
<b>Tangible Common Equity Less Dividend Accruals (in € million)</b>	<b>2.966</b>

Source: Company information.

	<b>For the 6- month period ended 30 June 2021</b>	<b>For the 3- month period ended 30 June 2021</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
<b>BAWAG Group</b>		
Return on common equity.....	11.1%	13.7%
Return on Tangible Common Equity.....	13.2%	16.3%
Net Interest Margin.....	2.28%	2.28%
Cost-Income Ratio.....	40.3%	40.1%
Core Revenues (in € million).....	599.0	301.7
Pre-Provision Profit (in € million)	360.6	181.3
Risk Cost Ratio.....	0.26%	0.23%
<b>Retail &amp; SME</b>		
Return on Tangible Common Equity.....	25.0%	29.3%
Core Revenues (in € million).....	448.6	225.8
Pre-Provision Profit (in € million)	276.0	140.8
Cost-Income Ratio.....	39.0%	38.2%
Risk Cost Ratio	0.31%	0.30%
<b>Corporates &amp; Public</b>		
Return on Tangible Common Equity.....	13.9%	16.1%

	For the 6- month period ended 30 June 2021	For the 3- month period ended 30 June 2021
Core Revenues (in € million) .....	139.9	70.2
Pre-Provision Profit (in € million)	114.0	58.2
Cost-Income Ratio .....	23.6%	22.3%
Risk Cost Ratio .....	0.37%	0.29%

Source: Company information.”

14. In the section “10.2.2 Alternative Performance measures” on page 307 of the Base Prospectus after the sub-heading “*Financial years ended 31 December 2020 and 31 December 2019 a new sub-heading “Financial information for the six month period ended 30 June 2021” is inserted with the following information:*

The table below sets out certain figures for APMs that are based on the Unaudited Interim Financial Statements of BAWAG P.S.K. as of and for the six-month period ended 30 June 2020 (for a definition of these APMs and the relevance of their use, see “10.1.3 Alternative performance measures” above):

	30 June 2021 (unaudited)
Core Revenues (in € million) .....	598,7

15. After the section “11.1.3 Regulatory figures and ratios for the three month period ended 31J 2021” on page 310 of the Base Prospectus (as supplemented by the First Supplement), a new section “11.1.4 Regulatory figures and ratios for the six month period ended 30 June 2021” is inserted with the following information:

“The following table shows key regulatory figures and ratios of BAWAG Regulatory Group, including information for the business segments Retail & SME and Corporates & Public:

Regulatory figures and ratios <sup>1)</sup>	As of 30 June 2021 (unaudited)
<b>BAWAG Group</b>	
Common Equity Tier 1 capital (in € million) <sup>1)</sup> .....	2,903
Own funds (in € million) <sup>1)</sup> .....	4,019
Total risk-weighted assets (in € million) .....	20,142
Common equity tier 1 (CET 1) ratio (fully loaded) <sup>1)</sup> .....	14.4%
Tier 1 ratio <sup>1)</sup> .....	16.5%
Total capital ratio <sup>1)</sup> .....	20.0%
Leverage ratio (fully loaded) <sup>2)</sup> .....	6.1%
Liquidity coverage ratio <sup>3)</sup> .....	265%
NPL ratio <sup>3)</sup> .....	1.5%
<b>Retail &amp; SME</b>	
NPL ratio <sup>3)</sup> .....	2.0%
Risk-weighted assets (in € million)	8,075
<b>Corporates &amp; Public</b>	
NPL ratio <sup>3)</sup> .....	1.1%
Risk-weighted assets (in € million)	7,291

<sup>1)</sup> Calculated in accordance with regulatory requirements.

<sup>1)</sup> Includes deductions of approximately € 230 million dividend earmarked for the financial year 2019, deductions of approximately € 230 million dividend earmarked for the financial year 2020 and earnings accruals for the financial year 2020.

<sup>2)</sup> The leverage ratio is calculated pursuant to Article 429 CRR II as an institution’s capital measure divided by that institution’s total exposure measure, expressed as a percentage, and is designed to discourage the build-up of excessive leverage by the Issuer.

- 3) Calculated in accordance with Commission Delegated Regulation (EU) 2015/61 of 10 October 2014 to supplement Regulation (EU) No 575/2013 of the European Parliament and the Council with regard to liquidity coverage requirement for Credit Institutions. The liquidity coverage ratio, according to Article 412 (1) CRR II, is designed to promote short-term resilience of the BAWAG Regulatory Group's liquidity risk profile and aims to ensure that the Issuer has an adequate stock of unencumbered high quality liquid assets (HQLA) to meet its liquidity needs for a 30 calendar day liquidity stress scenario.
- 4) Calculated as the sum of non-performing loans and advances divided by total gross loans and advances (exposure) in accordance with the European Banking Associations' Implementing Technical Standard (ITS) on Supervisory Reporting (Forbearance and non-performing exposures).

Source: Company information."

**16. In the section "15.1 Documents incorporated by reference" on page 329 of the Base Prospectus, after the sub-paragraph "(g)", two new sub-paragraphs shall be inserted with the following information:**

- (h) the English translation of the unaudited consolidated financial statements of BAWAG as of and for the six month period ended 30 June 2021, available at <https://www.bawaggroup.com/linkableblob/BAWAGGROUP/528712/c96cb35f5ab286bc4a3ec59566487a02/half-year-financial-report-h1-2021-data.pdf> (the "Half-Year Financial Statements of BAWAG 2021");
- (i) the original German language version of the unaudited consolidated financial statements of BAWAG P.S.K. as of and for the six month period ended 30 June 2021, available at <https://www.bawagpsk.com/linkableblob/BAWAGPSK/530076/3238c658b665228494f0b8e6e6bece70/halbjahresfinanzbericht-2021-data.pdf> (the "Half-Year Financial Statements of BAWAG P.S.K. 2021")

**17. In the section "15.2 Cross-reference list of documents incorporated by reference" on page 330 of the Base Prospectus, after the sub-paragraph "7." two new sub-paragraphs shall be inserted with the following information:**

**"8. The following information is set forth in the Half-Year Financial Statements of BAWAG 2021:**

	Page(s)
Consolidated Accounts	22-28
Notes	29-69

**9. The following information is set forth in the Half-Year Financial Statements of BAWAG P.S.K. 2021:**

	Page(s)
Consolidated Accounts ( <i>Konzernrechnung</i> )	20-26
Notes ( <i>Anhang</i> )	27-69

"

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