

First Supplement  
dated 10 May 2024  
to the Base Prospectus dated 5 April 2024

This first supplement (the "**First Supplement**") constitutes a supplement within the meaning of Article 23 paragraph 1 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 (together, 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 –

**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 First 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 First 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 First 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.

The Base Prospectus was published on 5 April 2024, 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)). This First 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 First Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)) and on the website of BAWAG Group ([www.bawaggroup.com](http://www.bawaggroup.com)).

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

Each Issuer accepts responsibility for the information contained in this First Supplement and hereby declares, that having taken all reasonable care to ensure that such is the case, the information contained in this First 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 First Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

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

**In accordance with Article 23 paragraph 2 of the Prospectus Regulation, investors who had already agreed to purchase or subscribe for the securities before the 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 two working days after the publication of this First Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 14 May 2024. Investors should contact BAWAG Group's head of investor relations ([investor.relations@bawagroup.com](mailto:investor.relations@bawagroup.com)) for the exercise of the right of withdrawal.**

**This First Supplement may only be used for the purpose for which it has been published as set out below. This First 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 First 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:**

- In the section "2.1.4.1 Minimum requirements for own funds and eligible liabilities, both to be required by the relevant resolution authority under the BaSAG and the SRM Regulation, may adversely affect the profitability of BAWAG Group. The Issuers may not be able to meet minimum requirements for own funds and eligible liabilities." on pages 25 to 26 of the Base Prospectus, the third and fourth paragraph shall be deleted and replaced by the following information:**

"As of 31 March 2024, BAWAG reported MREL eligible instruments amounting to 31.5% (fully loaded) of RWA, corresponding to EUR 5.7 billion (i.e., 5% or EUR 0.9 billion of legacy MREL-eligible instruments, 5% or EUR 0.8 billion of new senior preferred instruments, 3% or EUR 0.5 billion of senior non-preferred & other subordinated instruments (not qualifying as own funds) and 19% or EUR 3.5 billion of own funds instruments). In addition to the MREL-TREA requirement, the SRB set an MREL requirement based on the leverage ratio exposure ("**MREL-LRE**") of 5.91% of the leverage ratio exposure ("**LRE**") on the consolidated level of BAWAG P.S.K. with the final requirement being applicable since 1 January 2022.

As of 31 March 2024, BAWAG reported MREL eligible instruments amounting to 10.5% of LRE. The MREL requirements set in 2023, and any future new MREL requirements, including any imposition of a subordination requirement, may also have an effect on the balance sheet structure and the composition of funding of BAWAG Group, in particular of its sub-group BAWAG P.S.K. Group, and they could have a material adverse effect on their profitability, business, financial condition, results of operations and prospects, and may therefore adversely affect the respective Issuer's ability to meet its obligations under the Notes."

- The section "9.4.2 Asset decomposition and asset split by region" on pages 322 to 323 of the Base Prospectus shall be supplemented by the following information:**

*"Asset decomposition as of 31 March 2024*

The following table provides an overview of the asset decomposition of BAWAG Group's segments Retail & SME and Corporates, Real Estate & Public Sector:

<b>Asset decomposition</b>	<b>31 March 2024</b>
(in € million)	<b>(unaudited)</b>
<b>Retail &amp; SME</b>	
Housing loans.....	15,164
Consumer and SME .....	6,722
<b>Total .....</b>	<b>21,886</b>
<b>Corporates, Real Estate &amp; Public Sector</b>	
Corporates.....	3,441
Real Estate.....	5,005
Public Sector .....	5,155
Short-term/money market lending	477
<b>Total .....</b>	<b>14,078</b>

Source: Company information.

*Asset split by region as of 31 March 2024*

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

<b>Asset split by region</b>	<b>31 March 2024</b>
(in € million)	<b>(unaudited)</b>
<b>Retail &amp; SME</b>	
DACH/NL.....	19,117
Western Europe / USA.....	2,769

<b>Total .....</b>	<b>21,886</b>
<b>Corporates, Real Estate &amp; Public Sector</b>	
DACH/NL.....	6,311
Western Europe / USA.....	7,767
<b>Total .....</b>	<b>14,078</b>

Source: Company information."

3. In the section "10.1.3 Selected financial information" on pages 325 to 329 of the Base Prospectus, after the sub-heading "Selected financial information for the financial years ended 31 December 2023 and 31 December 2022", a new sub-heading "Selected financial information for the three months period ended 31 March 2024" is inserted with the following information:

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

<b>Financial position</b>	<b>31 March 2024</b>
<b>(in € million)</b>	<b>(unaudited)</b>
<b>Total assets</b>	
Cash reserves.....	561
Financial assets held for trading .....	60
Financial assets at fair value through profit or loss .....	658
Fair value through other comprehensive income .....	2,565
Financial assets at amortised cost.....	49,048
thereof: Customers .....	33,853
Debt instruments .....	3,825
Credit institutions.....	11,370
Valuation adjustment on interest rate risk hedged portfolios.....	(368)
Hedging derivatives .....	75
Tangible non-current assets.....	336
Intangible non-current assets .....	526
Tax assets for current taxes.....	28
Tax assets for deferred taxes.....	35
Other assets .....	221
Non-current assets held for sale .....	494
<b>Total assets .....</b>	<b>54,239</b>
<b>Average interest-bearing assets<sup>1, 2)</sup> .</b>	<b>42,349</b>
<b>Total liabilities .....</b>	<b>49,906</b>
Financial liabilities designated at fair value through profit or loss.....	100
Financial liabilities held for trading.....	453
Financial liabilities at amortized cost ...	47,324
thereof: Customers .....	32,131
Issued bonds, subordinated and supplementary capital.....	14,238
Credit institutions.....	955
Financial liabilities associated with transferred assets .....	404

<b>Financial position</b>	<b>31 March 2024</b>
Valuation adjustment on interest rate risk hedged portfolios.....	(441)
Hedging derivatives .....	208
Provisions .....	257
Tax liabilities for current taxes.....	214
Tax liabilities for deferred taxes.....	132
Other obligations.....	808
Other obligations in disposal groups	447
<b>Total equity.....</b>	<b>4,333</b>
thereof: Equity attributable to the owners of the parent (ex AT 1 capital) .....	3,862
AT 1 capital .....	471
Non-controlling interests ...	0
<b>Total liabilities and equity .....</b>	<b>54,239</b>

- 1) Interest-bearing assets are calculated as the sum of the line items financial assets at fair value through profit or loss, fair value through other comprehensive income and financial assets at amortised cost, each as shown in the table above, less assets held at central banks.
- 2) Average interest-bearing assets as of the end of a quarterly period ending on the dates shown in the table above are calculated by adding the amount of interest-bearing assets as of the end of such quarterly period and the amount of interest-bearing assets as of the end of the immediately preceding quarterly period and dividing such sum by two.

Source: Company information.

<b>(in € million)</b>	<b>31 March 2024</b>
	<b>(unaudited)</b>
Customer deposits and own issues <sup>1)</sup> ..	46,913
Customer loans (average).....	33,909
Customer deposits (average)	33,188

- 1) 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 financial statements or internal reporting.

Source: Company information.

<b>Profit and loss statement</b>	<b>For the 3-month period ended 31 March 2024</b>
<b>(in € million)</b>	<b>(unaudited)</b>
<b>Net interest income.....</b>	<b>311.8</b>
<b>Net fee and commission income.....</b>	<b>81.0</b>
<b>Core Revenues<sup>1)</sup>.....</b>	<b>392.8</b>
Gains and losses on financial instruments and other operating income and expenses <sup>2)</sup> .....	(9.1)
<b>Operating income.....</b>	<b>383.8</b>
<b>Operating expenses<sup>2)</sup>.....</b>	<b>(126.2)</b>
<b>Pre-Provision Profit<sup>1)</sup>.....</b>	<b>257.6</b>
Regulatory charges <sup>2)</sup> .....	(5.2)
Total risk costs.....	(29.9)
ECL Management overlay.....	80
Share of the profit or loss of associates accounted for using the equity method.....	0.4

<b>Profit and loss statement</b>	<b>For the 3-month period ended 31 March 2024</b>
<b>Profit before tax</b> .....	<b>222.8</b>
Income taxes.....	(55.9)
<b>Net profit</b> .....	<b>166.9</b>

<sup>1)</sup> The number or ratio is an APM. For a definition, see "10.1.4 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.

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, Real Estate & Public Sector:

<b>Retail &amp; SME</b>	<b>For the 3-month period ended 31 March 2024</b>
<b>(in € million)</b>	<b>(unaudited)</b>
<b>Net interest income</b> .....	223.4
<b>Net fee and commission income</b> .....	73.2
<b>Core Revenues<sup>1)</sup></b> .....	<b>296.6</b>
<b>Operating income</b> .....	<b>297.3</b>
<b>Operating expenses</b> .....	<b>(89.6)</b>
<b>Pre-Provision Profit<sup>2)</sup></b> .....	<b>207.7</b>
Regulatory charges.....	(3.4)
Total risk costs.....	(25.6)
<b>Profit before tax</b> .....	<b>178.6</b>
Income taxes.....	(44.7)
<b>Net profit</b> .....	<b>133.9</b>

<sup>1)</sup> Calculated as the total of the line item 'net interest income' and 'net fee and commission income'.

<sup>2)</sup> Calculated as the line item 'Operating income' less the line item 'Operating expenses'.

Source: Company information.

<b>Corporates, Real Estate &amp; Public Sector</b>	<b>For the 3-month period ended 31 March 2024</b>
<b>(in € million)</b>	<b>(unaudited)</b>
<b>Net interest income</b> .....	70.6
<b>Net fee and commission income</b> .....	8.2
<b>Core Revenues<sup>1)</sup></b> .....	<b>78.8</b>
<b>Operating income</b> .....	<b>78.2</b>
<b>Operating expenses</b> .....	<b>(20.7)</b>
<b>Pre-Provision Profit<sup>2)</sup></b> .....	<b>57.5</b>
Regulatory charges.....	(0.9)
Total risk costs.....	(4.9)
<b>Profit before tax</b> .....	<b>51.7</b>
Income taxes.....	(12.9)
<b>Net profit</b> .....	<b>38.8</b>

1) Calculated as the total of the line item 'net interest income' and 'net fee and commission income'.

2) Calculated as the line item 'Operating income' less the line item 'Operating expenses'.

Source: Company information.

The table below sets out certain per share data that are based on the internal reporting of BAWAG Group:

	<b>31 March 2024</b>
<b>(in €, unaudited, unless otherwise stated)</b>	
Book value (per share)	43.04
Tangible book value (per share)	36.33
Shares outstanding (in million)	78.51

Source: Company information.

Comparative financial information for the three months period ended 31 March 2023 is set out in the sub-section "10.1.3 Selected financial information – Selected financial information for the financial years ended 31 December 2023 and 31 December 2022" on pages 325 to 329 of this Base Prospectus."

4. In the section "10.1.4 Alternative performance measures" on pages 332 to 334 of the Base Prospectus, after the sub-heading "*Financial years ended 31 December 2023 and 31 December 2022*", a new sub-heading "*Financial information for the three months period ended 31 March 2024*" is inserted with the following information:

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

	<b>31 March 2024</b>
<b>(in € million)</b>	<b>(unaudited)</b>
<b>BAWAG Group</b>	
Equity attributable to the owners of the parent (ex AT 1 capital) .....	3,862
Intangible non-current assets .....	526

Source: Company information.

	<b>For the 3-month period ended 31 March 2024</b>
	<b>(unaudited)</b>
<b>BAWAG Group</b>	
Return on common equity .....	20.0%
Return on Tangible Common Equity .....	23.7%
Net Interest Margin .....	2.96%
Cost-Income Ratio .....	32.9%
Core Revenues (in € million) .....	392.8
Pre-Provision Profit (in € million) ..	257.6
Risk Costs / interest-bearing assets .....	0.28%

Source: Company information.

	<b>For the 3- month period ended 31 March 2024</b>
<b>Retail &amp; SME</b>	
Return on Common Equity	30.8%
Return on Tangible Common Equity .....	36.4%
Core Revenues (in € million) .....	296.6
Pre-Provision Profit (in € million) ..	207.7
Cost-Income Ratio .....	30.1%
Risk Costs / interest-bearing assets	0.47%
<b>Corporates, Real Estate &amp; Public Sector</b>	
Return on Common Equity	18.0%
Return on Tangible Common Equity .....	22.2%
Core Revenues (in € million) .....	78.8
Pre-Provision Profit (in € million) ..	57.5
Cost-Income Ratio .....	26.5%
Risk Costs / interest-bearing assets .....	0.14%

Source: Company information."

5. After the section "11.1.1 Regulatory figures and ratios for the financials years ended 31 December 2023 and 31 December 2022" on pages 337 to 338 of the Base Prospectus, a new section "11.1.2 Regulatory figures and ratios for the three month period ended 31 March 2024" 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, Real Estate & Public:

<b>Regulatory figures and ratios<sup>1)</sup></b>	<b>As of 31 March 2024 (unaudited)</b>
<b>BAWAG Group</b>	
Common Equity Tier 1 capital (in € million) .....	2,902
Own funds (in € million) .....	3,901
Capital requirements (risk- weighted assets (in € million))	18,606
Common equity tier 1 (CET 1) ratio (fully loaded) .....	15.6%
Tier 1 ratio .....	17.8%
Total capital ratio .....	21.0%
Leverage ratio (fully loaded) <sup>1)</sup> .....	6.0%
Liquidity coverage ratio <sup>2)</sup> .....	217%
NPL ratio <sup>3)</sup> .....	1.0%
<b>Retail &amp; SME</b>	
NPL ratio <sup>3)</sup> .....	1.8%
Risk-weighted assets (in € million)	9,565
<b>Corporates, Real Estate &amp; Public Sector</b>	



<b>Regulatory figures and ratios<sup>1)</sup></b>	<b>As of 31 March 2024</b>
NPL ratio <sup>3)</sup> .....	0.8%
Risk-weighted assets (in € million)	5,534

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

<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.

<sup>3)</sup> 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.

<sup>4)</sup> 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."

**6. In the section "11.1 Minimum capital requirements and regulatory ratios" on pages 336 to 337 of the Base Prospectus, the seventh paragraph shall be deleted and replaced by the following information:**

"As of 31 March 2024, BAWAG Group's CET 1 ratio (fully loaded) amounted to 15.6%, including deductions for approximately EUR 92 million dividend accrual per Q1 2024 for distribution in 2025. The 2024 dividend policy includes a target payout ratio of 55% of net profit."

**7. In the section "11.2 Minimum requirement for own funds and eligible liabilities" on page 338 of the Base Prospectus, the third and fourth paragraph shall be deleted and replaced by the following information:**

"As of 31 March 2024, BAWAG reported MREL eligible instruments amounting to 31.5% (fully loaded) of RWA, corresponding to EUR 5.7 billion (i.e., 5% or EUR 0.9 billion of legacy MREL-eligible instruments, 5% or EUR 0.8 billion of new senior preferred instruments, 3% or EUR 0.5 billion of senior non-preferred & other subordinated instruments (not qualifying as own funds) and 19% or EUR 3.5 billion of own funds instruments). In addition to the MREL-TREA requirement, the SRB set an MREL requirement based on the MREL-LRE of 5.91% of the LRE on the consolidated level of BAWAG P.S.K. with the final requirement being applicable since 1 January 2022.

As of 31 March 2024, BAWAG reported MREL eligible instruments amounting to 10.5% of LRE."

**ADDRESSES**

**THE ISSUERS**

**BAWAG Group AG**

Wiedner Gürtel 11  
A-1100 Vienna  
Republic of Austria

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

**Aktiengesellschaft**

Wiedner Gürtel 11  
A-1100 Vienna  
Republic of Austria

**FISCAL AGENT**

**Citibank Europe plc**  
1 N Wall Quay, North Dock  
Dublin, 1  
Republic of Ireland

**AUSTRIAN FISCAL AGENT**

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

**Aktiengesellschaft**

Wiedner Gürtel 11  
A-1100 Vienna  
Republic of Austria

**PAYING AGENT**

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

**Aktiengesellschaft**

Wiedner Gürtel 11  
A-1100 Vienna  
Republic of Austria