

Job Nr.: 20110200  
Nachtrag gebilligt

02. März 2012



Abt. III/1. Markt- und Börsenaufsicht  
1090 Wien, Otto-Wagner-Platz 5

**Österreichische Volksbanken-Aktiengesellschaft**

(a stock corporation under the laws of Austria, registered number FN 116476 p)

**Prospectus Supplement No. 8  
relating to the  
€ 10,000,000,000 Debt Issuance Programme  
dated 31 May 2011**

This Prospectus supplement (the "**Supplement**") constitutes a Supplement pursuant to Art 16 of Directive 2003/71/EC (the "**Prospectus Directive**") and section 6 of the Austrian Capital Market Act ("**Kapitalmarktgesetz**") and is supplemental to, and should be read in conjunction with the prospectus relating to the € 10,000,000,000 Debt Issuance Programme (the "**Programme**") of Österreichische Volksbanken-Aktiengesellschaft (the "**Issuer**") dated 31 May 2011 (the "**Original Prospectus**") as supplemented by the supplement No. 1 dated 18 July 2011, the supplement No. 2 dated 25 August 2011, the supplement No. 3 dated 8 September 2011 as amended by a revised version of 21 September 2011, the supplement No. 4 dated 21 September 2011, the supplement No. 5 dated 14 October 2011 as amended by a revised version of 24 October 2011, the supplement No. 6 dated 28 October 2011 and the supplement No. 7 dated 21 December 2011 (the "**Supplement No. 1**", the "**Supplement No. 2**", the "**Supplement No. 3**", the "**Supplement No. 4**", the "**Supplement No. 5**", the "**Supplement No. 6**", the "**Supplement No. 7**", and together with the Original Prospectus, the "**Prospectus**").

The Original Prospectus was approved on 31 May 2011 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**") and published by making it available in printed form, free of charge, to the public at the registered office of the Issuer and on the website of the Issuer ([www.volksbank.com/prospectus](http://www.volksbank.com/prospectus)). A notice about the publication of the Prospectus and where it can be obtained was published in the *Amtsblatt zur Wiener Zeitung* on 31 May 2011. The Supplement No. 1 was approved on 20 July 2011 by the FMA and published on 18 July 2011, the Supplement No. 2 was approved on 30 August 2011 by the FMA and published on 25 August 2011, the Supplement No. 3 was approved and published on 21 September 2011, the Supplement No. 4 was approved on 27 September 2011 and published on 21 September 2011, the Supplement No. 5 was approved on 24 October 2011 and published on 14 October 2011, the Supplement No. 6 was approved on 2 November 2011 and published on 28 October 2011 and the Supplement No. 7 was approved on 21 December 2011 and published on 13 December 2011 each by making it available in printed form, free of charge, to the public at the registered office of the Issuer and on the website of the Issuer ([www.volksbank.com/prospectus](http://www.volksbank.com/prospectus)).

This Supplement has been filed for approval with the FMA in its capacity as competent authority in accordance with the Austrian Capital Market Act on 28 February 2012. The Supplement has been published and filed with the FMA for approval on 28 February 2012. The Issuer has requested the FMA to provide the competent authorities of Germany, the Czech Republic, the Slovak Republic, Slovenia, Hungary, and Romania notifications concerning the approval of this Supplement. This Supplement has been published by making it available in printed form, free of charge, to the public at the registered office of the Issuer and on the website of the Issuer ([www.volksbank.com/prospectus](http://www.volksbank.com/prospectus)).

Terms defined in the Original Prospectus shall have the same meaning when used in the Supplement, if there is no indication to the contrary.

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

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or contemplated by reference in the Prospectus, the statements in this Supplement will prevail.

**In accordance with Art 16 of the Prospectus Directive and section 6 of the Austrian Capital Market Act, investors who have agreed to purchase or subscribe for Notes (as defined in the Prospectus) after the occurrence of the significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus to which this Supplement relates to, but before the publication of this Supplement, have a right to withdraw their acceptances within two bank working days after the date of publication of this Supplement. In case investors are consumers within the meaning of section 1 paragraph 1 No 2 of the Austrian Consumer Protection Act (*Konsumentenschutzgesetz*), the period for a withdrawal of their acceptances is one week after the day on which this Supplement has been published.**

This Supplement has been approved by the FMA in its capacity as competent authority under the Capital Market Act. The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under applicable Austrian law. The FMA examines the Supplement only in respect of its completeness, coherence and comprehensibility pursuant to section 8a of the Capital Market Act.

Arranger  
DZ BANK AG

Dealers

VBAG

DZ BANK AG

*This Supplement does not constitute an offer to sell, or the solicitation of an offer to buy Notes in any jurisdiction where such offer or solicitation is unlawful. In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933.*

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

*No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers or the Arranger (other than the Issuer).*

*The distribution of this Supplement and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, the Dealers and the Arranger to inform themselves about and to observe any such restriction. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to US persons. For a description of certain restrictions on offers and sales of Notes and on distribution of this Supplement, see "7. Subscription and Sale" of the Original Prospectus.*

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

*The Dealers and the Arranger (other than the Issuer) have not separately verified the information contained in this Supplement. None of the Dealers or the Arranger (other than the Issuer) makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this Supplement nor any financial statements supplied in connection with the Programme or any Notes are intended to provide the basis of any credit or other evaluation (e.g. financial analyses) and should not be considered as a recommendation by any of the Issuer, the Dealers or the Arranger that any recipient of this Supplement or any financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of Supplement should be based upon any such investigation as it deems necessary. None of the Dealers or the Arranger (other than the Issuer) undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers or the Arranger (other than the Issuer).*

## Significant new factors

Since the date of the Original Prospectus, the Issuer has become aware of significant new factors which are capable of affecting the assessment of the Notes. Therefore, the following changes are made to the Prospectus:

### 1. Description of the Issuer – Recent developments (page 53)

On page 53 of the Prospectus the 4<sup>th</sup> and 8<sup>th</sup> paragraph beginning with "In VBAG's shareholder meeting..." and "The main shareholders of VBAG..." are entirely deleted.

On page 53 of the Prospectus after the paragraph beginning with "The management board..." the following paragraph is included:

"VBAG: Strategic corporate decision

VBAG, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main ("**DZ BANK AG**"), ERGO Versicherungen AG, Raiffeisen Zentralbank AG, Österreichische Volksbanken Holding eGen, the Volksbanks and the Republic of Austria have concluded an agreement on the long-term stabilisation of VBAG.

The agreement contains the following key points:

- **Merger of VBAG and Investkredit Bank AG and modification of VBAG into a *Verbundbank* according to the envisaged new Sec 30a of the Austrian Banking Act (*Bankwesengesetz*)**

VBAG and Investkredit Bank AG will be merged retroactively as of 31 December 2011. The new institute will focus on its function as the central institution of the Austrian Volksbank sector and will be a central organisation of the sector in compliance with the new to be passed into law by the Austrian Parliament Sec 30a (associations of credit institutions, *Verbundbank*) of the Austrian Banking Act (*Bankwesengesetz*). A segregation of assets that do not constitute core business into a separate entity is not planned.

- **Capital decrease**

VBAG's shareholders will approve a decrease in capital (cut in capital) effective 31 December 2011. The capital decrease of up to 70 % in nominal value affects share and participation capital.

- **Capital increase**

At the same time as the capital decrease, a capital increase in a total volume of approximately EUR 480 million will take place. The capital increase will be performed by the Republic of Austria and the Austrian Volksbanks. The Republic of Austria will subscribe for shares in a nominal amount of EUR 250 million and the Austrian Volksbanks will subscribe for shares in the amount of at least EUR 230 million. The Volksbanks will remain the majority owner of VBAG.

- **Republic of Austria will assume asset guarantee**

The Republic of Austria assumes a guarantee for assets in an amount of EUR 100 million. The guarantee fee will be 10 % of its nominal amount per annum. The asset guarantee will be valid upon the taking of a legally binding resolution by the Volksbanks to form a *Verbundbank* pursuant to Sec 30a BWG and expire on 31 December 2017 at the latest.

- **Owners of VBAG committed to various measures**

The Austrian Volksbanks undertake to ensure and pay the fee for the asset guarantee issued by the Republic of Austria for the benefit of VBAG. Furthermore, the Austrian Volksbanks will ensure that the repayment of the participation capital which was subscribed by the Republic of Austria in 2009 will take place after the capital reduction as at 31 December 2011.

In order to strengthen VBAG's capital ratios, Raiffeisen Zentralbank AG will ensure best efforts in order to assist VBAG in its disposal of its shares in Raiffeisen Zentralbank AG and in any case guarantees to implement adequate measures that will improve capital ratios and liquidity at VBAG.

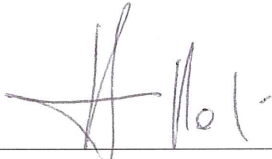
DZ BANK AG and ERGO Versicherung AG undertake to leave all liquidity placed in the VBAG Group unchanged for the time being. In particular, this relates to the refinancing of Volksbank Romania S.A. and VB Leasing International Holding GmbH by DZ BANK AG. In addition, DZ BANK AG will assume a portfolio of the Frankfurt branch of Investkredit Bank AG in the amount of EUR 400 million "risk weighted assets (RWA)".

**STATEMENT PURSUANT TO COMMISSION REGULATION (EC) NO 809/2004**

Österreichische Volksbanken-Aktiengesellschaft, with its corporate seat in Vienna, Austria, is responsible for the information in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement and in the Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

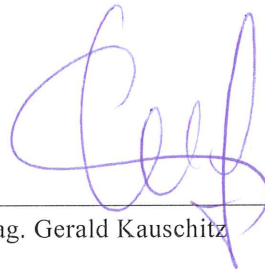
Vienna, 28 February 2012

Österreichische Volksbanken-Aktiengesellschaft  
as Issuer



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Martin Fuchsbauer, MBA



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Mag. Gerald Kauschitz

**ANNEX 1 TO THE SUPPLEMENT DATED 28 February 2012**

This Annex to the Supplement contains a consolidated version of the Description of the Issuer.

*The Annex 1 of the Prospectus has not been approved by the Austrian Financial Market Authority.*

**Supplement relating to the**  
***€10,000,000,000 Debt Issuance Programme***  
**of**  
***Österreichische Volksbanken-Aktiengesellschaft***  
**dated 31 May 2011**

### **3 DESCRIPTION OF THE ISSUER**

#### **3.1 Business history and business development of VBAG**

On 4 November 1922, the "Österreichische Zentralgenossenschaftskasse registrierte Genossenschaft mit beschränkter Haftung", a co-operative with limited liability, was - in an effort to implement the ideas of Hermann Schulze-Delitzsch - established as the umbrella organisation for regional credit co-operatives and primary banks, which were members of the Federation of Austrian Credit Co-operatives (*Fachverband der Kreditgenossenschaften nach dem System Schulze-Delitzsch*). It was renamed "Zentralkasse der Volksbanken Österreichs" on 10 December 1956 and was merged in 1974 into VBAG, which had been founded in 1974 specifically for this purpose. VBAG is now the central institution of the Austrian Volksbanken (*Österreichische Volksbanken*) (the "Austrian Volksbanken") as well as an independent commercial bank.

VBAG and its consolidated subsidiaries (the "VBAG Group") offer a range of financial services to their customers and partners - mainly the Austrian Volksbanken and SMEs - in Austria, Germany as well as in certain CEE and SEE countries and Malta.

As of 31 December 2010, the VBAG Group comprises approximately 549 branches (including the registered office of VBAG in Vienna) and 7,531 employees (including 1,416 in Austria).

#### ***Legal form, name and registration of VBAG***

VBAG is organised as a joint stock corporation (*Aktiengesellschaft*) under Austrian law and is registered in the Austrian companies' register (*Firmenbuch*) with the commercial court in Vienna (*Handelsgericht Wien*) under file number 116476p and the legal name "Österreichische Volksbanken-Aktiengesellschaft". VBAG operates *inter alia* under the commercial names "VBAG", "Volksbank AG" and "OEVAG".

#### ***Date of incorporation and term or duration***

VBAG was founded on 8 July 1974 for the purpose of continuing the "Österreichische Zentralgenossenschaftskasse registrierte Genossenschaft mit beschränkter Haftung", a company founded in 1922, which was merged into VBAG. It is set up for an indefinite term.

#### ***Office, business address and applicable law***

VBAG's registered office and principal business address is Kolingasse 14-16, A-1090 Vienna, Austria. The central phone number is +43 (0) 50 4004 - 0.

VBAG's constitutional documents are subject to Austrian law.

#### ***Recent developments***

Decisions of the European Council regarding core capital ratios (27 October 2011): The total capital buffer shortfall as calculated by the European Banking Authority ("**EBA**") for VBAG is EUR 972 million. This is a preliminary and indicative figure which is subject to change on the basis of end September data and will be reviewed by banks and supervisory authorities. It is the revised, latter figure that will form the basis for any plans required to increase levels of capitalisation in the period to June 2012. Furthermore, EBA in its press release dated 26 October 2011 takes into account the current restructuring process at VBAG and its withdrawal from the CEE area which has been set in motion with the sale of VBI already.

Since last year VBAG has focused on the redesign of its business model and has evaluated strategic options. In particular, the major deterioration of the market environment for banks, the severe crisis on international financial markets as well as extraordinary impairment requirements on country risks, on participations, and from the sale of participations are expected to significantly affect VBAG's results as well as its planned measures.

The annual loss (according to guidance) in the VBAG single entity financial statements is expected to amount to approximately EUR 900 million (+/- EUR 150 million depending on the development of the markets). VBAG expects a loss ranging from EUR 500 million to EUR 750 million on the consolidated group level (IFRS). The main drivers are significant write-downs in the amount of EUR 700 million on the

book value of the participations in Investkredit Bank AG and Volksbank Romania S.A. in the single entity accounts of VBAG.

In accordance with its "Strategy 2015", VBAG aims at focusing on its core business. This includes VBAG's function as central institution of the Volksbank sector, the corporate business and the real estate activities. Austria and its adjacent countries constitute the core regions for these activities. The Issuer is currently evaluating certain options for the business activities and participations which are not part of its core business. In this context, VBAG initiated a process regarding the possible sale of its stakes in Volksbank International AG and VB-Leasing International Holding GmbH.

On 8 September 2011 the shareholders of VBI (VBAG, Banque Populaire Caisse d'Epargne, DZ BANK AG und WGZ BANK AG) and Sberbank of Russia ("Sberbank") signed an agreement (the "Agreement") relating to the acquisition of the VBI Group (excluding Volksbank Romania S.A.). With signing of the Agreement, Sberbank agreed to acquire 100% of the shares in VBI (excluding Volksbank Romania S.A.). VB Romania is not included in the transaction. The purchase price will be VBI's equity capital (excluding Volksbank Romania S.A.) ranging from EUR 585 million and EUR 645 million depending on the business performance of VBI (excluding Volksbank Romania S.A.) in the financial year 2011. Additionally to the purchase price Sberbank will assume financings provided by the current owners in the amount of almost EUR 2.5 billion. Also at the closing of the Agreement Sberbank will be provided with a five-year funding in the amount of EUR 500 million by VBAG or a group of banks led by VBAG. The closing of the Agreement is expected by the end of the year 2011 – after certain conditions precedent are fulfilled.

The management board and the core shareholders of VBAG are discussing measures to strengthen VBAG's capitalization. Part of these discussions is the modification of the Schultze-Delitzsch Genossenschaftsverbund in the form of a cooperation under Article 3 of the directive 2006/48/EC (part of the European application of Basel II) based on the model of Dutch Rabobank or the Article 9 of the CCR I draft (Capital Requirements Regulation I, which is the directly applicable regulatory part of the Basel III execution on the European level). A resolution to implement such modification was adopted on 13 October 2011.

#### VBAG: Strategic corporate decision

VBAG, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main ("**DZ BANK AG**"), ERGO Versicherungen AG, Raiffeisen Zentralbank AG, Österreichische Volksbanken Holding eGen, the Volksbanks and the Republic of Austria have concluded an agreement on the long-term stabilisation of VBAG.

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and the Austrian Volksbanks. The Republic of Austria will subscribe for shares in a nominal amount of EUR 250 million and the Austrian Volksbanks will subscribe for shares in the amount of at least EUR 230 million. The Volksbanks will remain the majority owner of VBAG.

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DZ BANK AG and ERGO Versicherung AG undertake to leave all liquidity placed in the VBAG Group unchanged for the time being. In particular, this relates to the refinancing of Volksbank Romania S.A. and VB Leasing International Holding GmbH by DZ BANK AG. In addition, DZ BANK AG will assume a portfolio of the Frankfurt branch of Investkredit Bank AG in the amount of EUR 400 million "risk weighted assets (RWA)".

Half Year Report 2011: On 25 August 2011, the Issuer announced a reduced consolidated net income for the first half year 2011. As a result of a difficult economic environment and the current degree of implementation of VBAG's "Strategy 2015" a payment or a full payment on dividend-carrying securities of VBAG (i.e. shares and participation capital) in 2012 for the business year 2011 is unlikely from today's point of view. Detailed information on the half year report 2011 can be found on the website of the Issuer ([www.volksbank.com](http://www.volksbank.com)).

European bank stress test: VBAG participated in the EU-wide bank stress test conducted by the European Banking Authority (EBA). EBA published the results of the stress test on 15 July 2011 as follows: VBAG's unstressed baseline core tier I ratio as of 31 December 2010 is 6.4%. Simulating a worst case scenario the core tier I ratio would be 4.5% as of 31 December 2012 which is 0.5% below the benchmark defined by EBA. Taking into account the measures that are currently being implemented the core tier I ratio as of 31 December 2012 is 6.6%. Considering the fully loss-absorbing capital according to the Austrian Banking Act the tier I ratio amounts to 9.8%.

No payments on profit-related instruments for the business year 2011:

On 20 September 2011, the Management Board of VBAG announced that due to the increasingly difficult economic environment a payment on profit-related instruments (shares, participation capital, hybrid capital and supplementary capital) in 2012 for the business year 2011 is unlikely from today's perspective. According to a current forecast the main reasons for the profit warning are an increasingly difficult economic environment which negatively affected the valuation of participations (VB Romania), the sale of participations as well as earnings forecast impacted by potential additional financial burdens (e.g. measures by the Hungarian government with respect to foreign currency loans).

**Rating**

The Issuer's ratings are as follows: Baa2 (Moody's as defined below) and A (Fitch as defined below). Detailed information on the rating can be found on the Issuer's website ([www.volksbank.com/investor\\_relations/rating](http://www.volksbank.com/investor_relations/rating)). General information regarding the meaning of the rating

and the qualifications which have to be observed in connection therewith can be found on Moody's Investors Service's (www.moodys.com) and Fitch Rating Ltd's (www.fitchratings.com) homepages. The Issuer is not rated by S&P (as defined below).

Fitch Ratings ("Fitch") with its seat in 30 North Colonnade, London E14 5GN, United Kingdom is registered at Companies House in England.

Moody's Investors Services Ltd. ("Moody's") has its registered office at One Canada Square, Canary Wharf, London E14 5FA, United Kingdom and is registered at Companies House in England.

Standard & Poor's Financial Services LLC, a subsidiary of The McGraw-Hill Companies, Inc. ("S&P") has its registered office at 20 Canada Square, Canary Wharf, London E14 5LH, United Kingdom and is registered at Companies House in England

Fitch Ratings, Moody's Services Ltd. and S&P have filed an application to become registered under Regulation (EC) No. 1060/2009 of the European Parliament and of Council of 16 September 2009 on credit rating agencies as a registered rating agency.

A rating is not a recommendation to buy, sell or hold securities and may be suspended, changed or withdrawn at any time by the assigning rating agency.

### **3.2 Business overview**

#### ***Principal fields of activity***

Being an universal bank VBAG offers through its subsidiaries, comprehensive banking services to private clients, corporate clients, and to its partners. In addition, the VBAG Group offers investment funds, real estate and leasing products and related services.

According to its articles of association, the principal corporate purpose of VBAG is to further the interests both of the Austrian Volksbanken and their members as well as those of SMEs. Furthermore, VBAG's objective as central institution of the Austrian Volksbanken is to engage in all types of banking operations domestically and internationally, including performing the following tasks for the Austrian Volksbanken:

- Managing and investing liquidity funds, especially the liquidity reserves of the Austrian Volksbanken;
- granting loans to the Austrian Volksbanken, providing them with technical support in their lending operations and offering temporary liquidity support, as well as facilitating money and business transactions among them and with third parties;
- conducting cashless payment transactions and providing other banking services, ensuring such transfers and services and their further technological development and advertising for such payment transfers and banking services; and
- issuing covered bonds.

#### ***Description of main business segments***

VBAG's activities are organised in the following business segments:

##### ***Corporate***

The corporate business division is responsible for servicing SMEs, multi-national and other large corporate clients. It aims at providing tailor-made and adequate solutions to the ever-diversifying, increasingly sophisticated financial and business strategy needs of domestic and international corporate clients.

Corporate banking provides an integrated range of products such as - but not limited to - corporate and commercial banking, trade finance, leasing, syndication, securitisation, real estate finance, acquisition finance and factoring.

In this division, VBAG provides these services indirectly through Investkredit Bank AG and its subsidiaries.

##### ***Real Estate***

Investkredit Bank AG serves as competence center for real estate within the VBAG Group. Real estate leasing and real estate development are handled by VB Real Estate Services GmbH.

VBAG's real estate division provides a wide range of commercial real estate products and services including construction, interim (bridge) financing, short and medium term sized commercial real estate loans, project and leasing financing, real estate development as well as real estate investments and management to commercial real estate clients, investors, developers and owners in Austria, CEE and SEE countries. The services are provided through VB Real Estate Services GmbH and its subsidiaries. The real estate division also engages in investment fund business through Immo KAG.

The Real Estate Services division is the center of excellence for real estate services along the entire value creation chain for the Volksbank sector, customers and institutional investors, and specialises in special and individual solutions.

VB Real Estate Services sees itself a competent partner in all matters pertaining to real estate developments, real estate financing and real estate investment products, thanks to its bundled real estate know-how.

### ***Retail***

Products and services in this division include, among others, money transfers, savings and loan facilities, credit cards and mortgage loans and leasing. The retail business division provides a wide range of banking and related financial products and services to individuals and corporate clients and to SMEs.

In 2010, the final sale of domestic retail banking subsidiaries was completed and VB Linz-Mühlviertel has been deconsolidated. Since then the Issuer operates no retail branches in Austria. The retail banking customers are serviced entirely through the Volksbanken on the primary level (*Primärbanken*).

Retail services in CEE Countries are provided by the network of Volksbank International Group. The Volksbank International Group network consists of ten banks in CEE Countries (Bosnia-Herzegovina, Croatia, the Czech Republic, Hungary, Romania, Serbia, Slovakia, Slovenia and the Ukraine) and Volksbank International AG with its seat in Vienna.

The Issuer operates its leasing business in Austria indirectly through its subsidiary VB Leasing Finanzierungsgesellschaft m.b.H. and in CEE indirectly through its subsidiary VB Leasing International Holding GmbH.

Both, VB Leasing Finanzierungsgesellschaft m.b.H. and VB-Leasing International Holding GmbH, offer a range of leasing products such as vehicle-, equipment- and vendor-leasing to their customers,.

For information on the possible sale of Volksbank International AG and VB-Leasing International Holding GmbH, please see "3. Description of the Issuer" sub-chapter "3.1 Business history and business development of VBAG" "Recent developments".

### ***Financial Markets***

The financial markets division comprises VBAG treasury, fixed income and derivatives, structured investments, CEE-treasury, VB consulting and capital markets.

This division focuses on the generation of liquidity in the money and the capital markets and on medium to long-term strategic investments in the national and the international markets. Treasury services include, among others, money market, trading in cash and trading in derivative instruments (e.g. forward rates, foreign currencies), as well as bond origination.

In addition, VBAG offers its customers standard as well as tailored cash and capital market products in the context of treasury sales to meet the needs of its customers.

The treasury division also comprises the investment fund activities for VBAG's institutional and private clients which are provided through Volksbank Invest Kapitalanlagegesellschaft m.b.H.

## **3.3 Risk management**

### ***Risk report***

Assuming and professionally managing the risks associated with its business activities is a core function of every bank. VBAG performs the key tasks of implementing and supporting processes and methods for identifying, managing, measuring and monitoring all risks related to its banking operations at VBAG Group level.

### ***Risk strategy***

The Group-wide risk strategy is reassessed and determined by the Management Board annually – taking into account results from the Internal Capital Adequacy Assessment Process ("ICAAP") – and forms the

basis for a uniform approach to dealing with risks throughout the entire VBAG Group. Enhancements of the methods applied for measuring and managing risks are incorporated into the risk strategy via the annual update process.

### ***Risk management structure***

The VBAG Group has implemented the organisational precautions necessary to meet the requirements of a modern risk management system. There is clear separation of market and risk assessment, measurement and control. For security reasons and in order to prevent conflicts of interest, these tasks are performed by different organisational units.

Since 2006, a single Chief Risk Officer is responsible for the risk management throughout the entire VBAG Group. All centrally managed and regulated risk management activities at the VBAG Group are concentrated in this Management Board function: Strategic risk management, credit risk, market risk and enterprise-wide risk management. For reasons of cost effectiveness and to optimise collections, receivables management is performed locally in the individual sub-groups and subsidiaries.

### ***Basel II – Implementation in the VBAG Group***

In accordance with Management Board resolutions, the implementation of pillar 1 in the VBAG Group not only fulfils the minimum requirements but, while taking cost efficiency into account, also provides for implementation of internal models in order to improve the risk management systems for all types of risk on an ongoing basis. Thus, at present the following methods are used to calculate the minimum capital requirements for each type of risk:

- Credit risk: Standard approach and IRB approach since 1 April 2008
- Market risk in the trading book: Internal VaR model since 1 January 2005 and standard approach
- Operational risk: Standard approach since 1 January 2011 for the whole VBAG Group

### ***Internal capital adequacy assessment process***

The ICAAP requires banks to take all necessary measures to guarantee at all times that there are sufficient capital resources for current business activities and those planned for the future as well as the associated risks. Internal methods and procedures developed by the banks may be used for this purpose. The size and complexity of the business activities play a key role in the formulation of the strategies, methods and systems required for implementing the ICAAP (proportionality principle).

The ICAAP is a revolving management circuit which starts with defining a risk strategy, identifying, quantifying and aggregating risks, determining risk-bearing ability, allocating capital and establishing limits and leads to ongoing risk monitoring. The individual elements of the circuit are performed with varying regularity (daily for measurement of trading book market risk, monthly for interest rate risk in the banking book and liquidity risk, quarterly for the calculations of the risk bearing capacity and annually for risk assessment and risk strategy). All the activities described in the circuit are examined at least once a year to ensure that they are up to date and adequate and are adjusted to current underlying conditions if necessary.

In line with this principle and based on risk assessments conducted across the VBAG Group, VBAG Group regularly ascertains what risks are present in ongoing banking operations within the VBAG Group as well as their significance and the danger they potentially pose for the VBAG Group. This process involves both a quantitative assessment of individual types of risk and an assessment of the existing methods and systems for monitoring and managing risks (qualitative assessment). The risk assessment concept is based on a scoring procedure, thus providing a comprehensive overview of the risk situation at VBAG Group.

The results of the risk assessments are compiled in a risk map in which the individual types of risk are allocated to the subsidiaries according to their significance. The results of the risk assessments are incorporated into the risk strategy, which defines and documents the general framework and principles for risk management to be applied consistently across the VBAG Group and the design of appropriate processes and organisational structures in a clear and comprehensible manner.

The basis for the quantitative implementation of the ICAAP in the VBAG Group is the risk bearing capacity calculation, which demonstrates that adequate risk-covering capital is in place at any time to provide sufficient cover for risks that have been entered into and which also ensures such cover is available in future. For this purpose, firstly all individual risks are aggregated into a total bank risk. The existing previously defined risk-covering capital is then compared with this total bank risk. In the course of the risk

monitoring process, compliance with the defined limits is monitored, the risk-bearing ability is calculated and the VBAG Group risk report is produced.

### ***Credit risk***

In the VBAG Group, general credit and default risk, counterparty default risk in derivative transactions and concentration risk are categorised under credit risk.

Pursuant to the decision of the FMA dated 31 March 2008, VBAG was granted approval as the superordinated bank (*übergeordnetes Kreditinstitut*) of a banking group as well as on a single-entity basis for calculating the assessment basis for credit risk using the Internal Rating Based Approach (IRB approach).

### ***General credit risk***

General credit risk denotes potential losses in value that may arise from business partners defaulting. Control of this risk is based on the interplay of organisational structure and assessment of individual exposures.

Strict separation of sales and risk management units is in place in all VBAG Group units that generate credit risk. All case-by-case decisions are made under strict observance of the principle of dual control, which led to stipulation of new processes for the collaboration between the risk management units in the subsidiaries and risk management at Group level. For large-volume transactions, a new process was created to ensure the involvement of operational group risk management and the group Management Board in risk analyses and credit decisions. All measurable risks in the VBAG Group are subject to a limit structure that is in turn subject to ongoing operational monitoring. The “no risk without limit” principle applies. Risks for which current theory does not provide sufficiently exact measurement methods or instruments are considered either on the basis of regulatory equity requirements or conservative calculation methods, taking stress assumptions into consideration, or in the form of safety buffers. The prudence principle is applied in such cases.

Controlling the credit risk also necessitates the development of sophisticated models and systems tailored to VBAG's own portfolio. The aim is firstly to structure and improve credit decision-making and secondly to use such instruments and their findings as a basis for portfolio management. When implementing these systems, the VBAG Group paid particular attention to ensuring that all rating systems used with the Group show a comparable probability of default ("PD") and are connected with the Volksbank master scale, which comprises a total of 25 rating categories. The PD-band used enables both comparison of internal ratings with the classifications of external rating agencies and, most importantly, comparison of credit ratings across countries and customer segments.

### ***Credit value at risk***

The term "economic capital" describes the minimum economic capital necessary from an economic perspective based on the result of a risk measurement. Along with regulatory capital, economic capital is held for the purpose of covering unexpected losses exceeding expected losses. In VBAG, the calculation of the economic capital requirements needed for the credit risk is based on the credit value at risk ("CVaR") method. For this purpose, the VBAG Group has selected an analytical calculation method based on an actuarial approach. In particular, a credit risk model (CreditRisk+ model) adapted in line with internal requirements is in use for modelling the default risk in the loan portfolio.

From the first quarter of 2010 on, the CVaR method is used at group level as a basis for the following tasks:

- Breaking down the CVaR into individual segments and customers;
- identifying portfolio concentrations;
- analysing the development of the CVaR in portfolio and new business;
- individual address analysis; and
- identifying the major drivers behind CVaR changes (collateral, new business, default rate, etc.).

The CVaR for the credit risk is also used for the following purposes as part of general bank management:

- Calculating economic capital;

- ensuring comparability of the risk situation for different types of risk (e.g. credit risk and market risk);
- calculating risk-adjusted performance ratios (e.g. ROEC); and
- allocating capital.

The CVaR results also serve as a means of obtaining additional information for portfolio analysis and management. A corresponding report is compiled every month.

An important aim of credit risk methods and instruments is to limit loss through the identification of risks at an early stage. In this process, the VBAG Group pays particular attention to ensuring that the systems primarily serve to support the persons performing the tasks. Thus, in addition to the quality of the methods, great importance is attached to the training, qualifications and experience of the employees.

### ***Credit risk reporting***

The credit risk section of the Group risk report provides a detailed reporting of the credit risk at VBAG Group.

The report contains a quantitative presentation of management-oriented information on the credit risk, which is supplemented by a brief assessment of the situation and further qualitative information where appropriate.

### ***Group credit risk manual***

The Group credit risk manual ("GCRM") regulates credit risk management throughout the VBAG Group. It encompasses the existing processes and methods for managing, measuring and monitoring credit risks within the Group.

The aim of the credit risk manual is to stipulate and document the general framework and principles for measuring and managing credit risks to be applied consistently across the Group and the design of appropriate processes and organisational structures in a clear and comprehensible manner. The manual lays the foundation for operationalising the risk strategy as it relates to credit risk components, setting the basic risk targets and limits that are to guide business decisions in line with the main areas of business focus.

The GCRM applies to all fully consolidated entities within the Group, unless otherwise specified. This also applies to new fully consolidated entities provided that the entity is part of the scope of full consolidation of the VBAG Group with legally binding effect.

The GCRM is a living document that is regularly expanded and adapted to current developments and changes within VBAG Group.

### ***Collateral management***

As part of internal risk management at VBAG Group, a daily comparison of the fair value of derivative transactions is currently performed with over 70 counterparties on the basis of International Swaps and Derivatives Association (ISDA) and credit support annex contracts. If the fair values exceed certain contractually defined thresholds, these surpluses must be covered by collateral. Repo transactions with close to 80 contractual partners are also collateralised accordingly. In line with agreed margin calls, collateral is mostly transferred in the form of cash or government bonds in euro.

### ***Market risk***

#### ***Market risk in the trading book***

Market risks in the trading book are managed and monitored by the independent Group market risk management department. Apart from the daily risk reporting the main tasks of this department include the development of methods for measuring market risks, the creation and implementation of comprehensive limit structures, administration of the front office systems, collateral management for derivatives and the enhancement of risk measurement systems. Monitoring market risk and counterparty limits are also among the important tasks of this department. The key element in risk measurement is estimating the amount of a possible loss that could arise from unfavourable market developments. These daily value at risk calculations are performed by using the internationally recognised software program KVaR+ working with the method of historical simulation and essentially include the following calculation steps: Following the identification and definition of the market risk factors to be included in the modelling process, historical changes are identified from the time series of the market risk factors. The historic simulation method is based on the assumption that future changes can be forecast from these historically observed changes.

To identify the future (hypothetical) development of market risk factors required for the VaR calculation, in each case the historically observed changes are added as an alternative to the current development of a risk factor, thus producing a hypothetical distribution for the future development of individual market risk factors. In the next step, hypothetical portfolio values are defined for the scenarios generated in this way that are then used to calculate the profit and loss distribution by mapping the differences between the hypothetical future and currently observed portfolio value. The VaR is obtained by applying the relevant quantile to the empirically calculated profit and loss distribution. The time series length used at VBAG corresponds with the minimum legal requirement of one year.

The amount of VaR is ascertained from the 1 % quantile of the hypothetical profit and loss distribution, thus meeting the legal requirement of assuming a one-sided forecast interval with a probability level of 99 % in the VaR calculation. VBAG calculates the VaR for a holding period of one day. The capital requirements of products that are not integrated into the internal VaR model are covered in the standard procedure.

The plausibility and reliability of the risk figures is reviewed daily by way of backtesting. Despite the high volatility on the interest rate, currency, stock and commodity futures markets, only two exceptions were identified in 2010 (a daily loss exceeding the VaR estimate).

A hierarchical limit system approved by the Management Board is a key element of market risk management. The desired high degree of diversification in the portfolios and the trading strategy are key factors in the development of this limit structure. In addition to the VaR, a further series of market risk figures are calculated and limited up to department level. These include interest rate sensitivities and option risk ratios (delta, gamma, vega, rho).

Volume limits for all currencies and product groups are established in order to limit the liquidity risk. Management action triggers and stop loss limits are also in place. The effectiveness of hedging strategies is monitored through comprehensive position data management and daily market data checks. Besides the KVaR+ risk engine, the front office systems Kondor+ and Bloomberg TS are available for daily risk controlling. The external pricing software UnRisk is also used to support the valuation of complex products.

As the effects of extreme situations on earnings cannot be covered by VaR, stress tests using around 70 historical and portfolio-specific worst case scenarios are performed monthly or more frequent if required.

Well-organised, efficient processes and procedures are an important component of risk management. The process for launching new treasury products, which falls under the responsibility of the Group market risk management department, also plays an important role in this context.

All the rules and organisational processes connected with measuring and monitoring market risks are compiled in the VBAG market risk manual. The manual also lays down the limit structure and escalation procedures in the event of limits being exceeded.

### ***Interest rate risks in the banking book***

Generally, taking interest rate risks is a normal part of banking business and is a key source of income. However, excessive interest rate risk represents a significant threat to the earnings and capital situation of a bank. Accordingly, an effective risk management system that monitors and limits interest rate risk in line with the scope of business is vital for maintaining VBAG's ability to bear risk.

The declared aim of interest rate risk management at VBAG is to identify all material interest rate risks from assets, liabilities and off-balance positions in the banking book. This requires analysis of both the income effect and the present value effect of interest rate changes using simulation scenarios in the form of static and dynamic reports that also incorporate new business.

### ***Risk report and risk measurement systems***

A building block of reporting is the gap report, which also forms the basis for interest rate risk statistics in line with the gap analysis method. To determine the gaps, products sensitive to interest rate movements are allocated to the appropriate maturity band according to their remaining maturity or the points in time at which interest rates are to be fixed.

Initial risk ratios are obtained from calculating the net positions and weighting them using the associated weighting factors. A further risk ratio is obtained by then comparing the present value risk calculated in this way with own funds.

As an additional step, a gap report can be produced that approximates the basis risk, e.g. of positions that are linked to secondary market rates of return, by replicating fixed-interest portfolios.

Additionally, present value reports are produced at VBAG to obtain further ratios. Besides parallel shifts, twists in interest rate curves are used. These scenarios and stress tests are regularly examined as to their validity and may be added to or replaced.

The risk measurement system aims at recording all the main forms of interest rate risk, such as basis and option risks. All positions sensitive to interest rate movements are intended to be included. Risk reporting covers the whole Group and takes place on a monthly or an ad-hoc basis whenever necessary. The objective of risk management is to keep the VBAG's interest rate risks within specific parameters defined by the bank itself.

### ***Strategic banking book positions***

Particular attention is paid to what are termed strategic banking book positions. These essentially include all bonds, credit default swaps and credit linked notes, securitisations, syndicated loans, investment and hedge funds and shares in the entire VBAG Group. These positions are brought to the attention of the Management Board on a quarterly basis as part of the risk report. In 2009, this reporting was supplemented by risk ratios, such as specific sensitivities and credit spread VaR for bonds and credit default swaps.

### ***Operational risk***

VBAG Group defines operational risk as the risk of loss resulting from inadequate or failed internal processes, people or systems or from the occurrence of external events. Beyond the stipulations of banking law provisions, VBAG also takes legal risks and reputational risks, such as those arising from disruptions to business processes, into account in the risk assessment. Since January 2011, capital requirement has been based on the standard approach for the whole VBAG Group. Both quantitative and qualitative methods are used in the measurement of operational risks. The line management responsible for managing operational risks receives optimum support from the operational risk control function based in strategic risk management. Local business line operational risk managers in the business units and the risk committees based in some Group member units provide for optimum operational risk management in VBAG Group and deal with operational risk issues on an ongoing basis. Close collaboration with other Group functions such as audit, compliance and legal as well as security, safety and insurance management shall ensure optimum and comprehensive management of operational risks.

### ***Liquidity risk***

#### ***ALM and liquidity management***

Through the use of both, tried-and-tested instruments and newly developed tools, operational liquidity management monitors compliance with legal provisions, daily reporting and liquidity provision within the Group within short timeframes.

ALM/Liquidity management is a centralised operational liquidity management function. Its main tasks are the fund transfer pricing, the group wide management of collateral, the funding structure and the responsibility for the liquidity strategy and the liquidity emergency process.

#### ***Liquidity risk management***

A monthly liquidity report based on the data from "SAP SEM" is produced by the market risk management department for the strategic liquidity risk management. This report takes both capital repayments and interest payments into account. Capital repayment structures and forward interest rates are calculated in the SAP system. The modelling of stochastic cash flows, the reports and the graphics are prepared outside of SAP following the data export. The monthly reporting also includes the available liquidity buffer, stress scenarios and key rate indicators.

#### ***Real estate risk and other risks***

VBAG defines real estate risk as the risk from decreases in the value of the real estate portfolio due to market price fluctuations and market-related changes to real estate yields. In this context the focus is placed on real estate risk entered into as part of asset management. As for project companies, particular attention is paid to overlaps with investment risk and credit risk.



In terms of other risks, VBAG Group is confronted with strategic risk, reputational risk, equity risk and general business risk. While the medium-term aim with respect to business risk is quantification in line with the VaR approach, this type of measurement is not possible for the other risk sub-groups of strategic risk, reputational risk and equity risk. Therefore, a capital buffer is defined to protect against these risks. Mainly organisational measures are implemented for the management of other risks.

### *Principal markets*

VBAG's principal geographic markets are Austria, Bosnia-Herzegovina, Croatia, the Czech Republic, Germany, Hungary, Malta, Poland, Romania, Serbia, Slovakia, Slovenia and Ukraine.

### *Competitive position*

The following ranking shows that based on unconsolidated balance sheet figures, VBAG was the sixth largest bank in Austria as of 31 December 2009

<i>Rank</i>	<i>Name of Bank</i>
1	<i>UniCredit Bank Austria AG</i>
2	<i>Raiffeisen Zentralbank Österreich Aktiengesellschaft</i>
3	<i>Erste Group Bank AG</i>
4	<i>BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse</i>
5	<i>Oesterreichische Kontrollbank Aktiengesellschaft</i>
6	<i>Österreichische Volksbanken-Aktiengesellschaft</i>
7	<i>UniCredit CAIB AG</i>
8	<i>Raiffeisenlandesbank Niederösterreich-Wien AG</i>
9	<i>Raiffeisenlandesbank Oberösterreich Aktiengesellschaft</i>
10	<i>Hypo Alpe-Adria-Bank International AG</i>

(Source: OeNB)

## **3.4 Organisational structure**

### *Volksbanken Verbund*

As the central credit institution of the alliance of Volksbanken (*Volksbanken Verbund*) (the "Volksbanken Verbund"), VBAG plays a central role in the Volksbanken Verbund.

The Volksbanken Verbund consists of the *Volksbanken* entities on the primary level (*Primärbanken*) (the "Volksbanken" and each a "Volksbank"), the VBAG Group (VBAG and its subsidiaries in Austria and abroad) and the Allgemeine Bausparkasse registrierte Genossenschaft mit beschränkter Haftung ("ABV"), a building society.

The primary level of the Volksbanken Verbund (i.e. the *Primärbanken*) consists of 62 regional Volksbanken (4 of which are special purpose credit co-operatives). Each Volksbank holds an own banking licence.

In its role as the central institution of the Volksbanken Verbund, VBAG provides various services to the Volksbanken. The portfolio of these services consists of the management and investment of liquidity funds - especially the liquidity reserves of the members of the Volksbanken Verbund- the granting of loans, the provision of technical support in lending operations and the offering of temporary liquidity support as well as the facilitation of money and business transactions between the members of the Volksbanken Verbund and third parties (see also the sub-chapter "Principal fields of activity" in "3.2 Business Overview").

As of 31 December 2010, the Volksbanken sector (*Volksbanken Sektor*) (the "Volksbanken Sektor") has 67 member institutions (Source: OeNB Kreditinstitutsverzeichnis): In addition to the 62 regional Volksbanken the Volksbanken Verbund consists of VBAG as single entity, VB Factoring Bank AG, Volksbank- Quadrat Bank AG, IK Investmentbank AG and Investkredit Bank AG.

The members of the regional Volksbanken are mainly natural persons. Approximately 525,000 persons are members of the regional Volksbanken, further 150,000 persons are members of the building society ABV. Each regional Volksbank is not only legally independent but also autonomous in its management. Therefore the Volksbanken require a management like any other commercial bank which is in a position to act in a manner of accountable self-responsibility. The bank management is subject to supervision by the FMA and internal control.

The Issuer believes that the customers' proximity to the decision-making process is an advantage of the regional Volksbanken. Volksbanken Verbund is a vertically organised system in which the independent entities work together. On the basis of common goals they withdraw certain individual functions from their autonomous decision-making realm and transfer them to other members of VBAG Group to be fulfilled ("principle of subsidiarity"). This principle regulates the relationship between decentralised units (regional Volksbanken) and centralised units *Österreichischer Genossenschaftsverband (Schulze-Delitzsch)* ("Austrian Cooperative Association") and VBAG. The centralised units' function is intended as supplemental assistance for the (decentralised) members.

Each financial institution within Volksbanken Verbund must be a member of the Austrian Cooperative Association. The Austrian Cooperative Association was founded in 1872 and also has non-financial (industrial and commercial) co-operatives as its members.

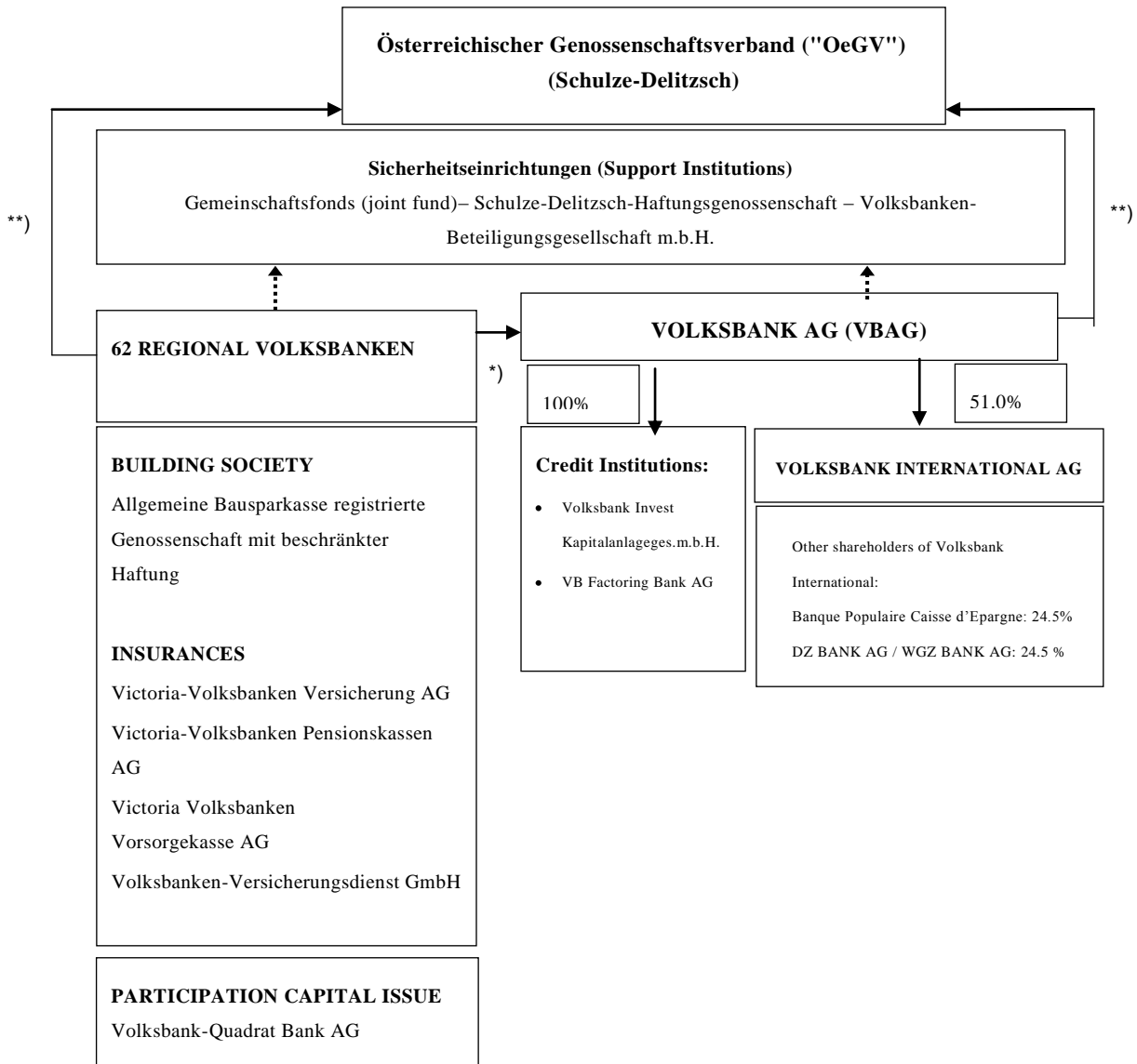
In addition to its function as central credit institution in the Volksbanken Verbund, VBAG indirectly – through Volksbank International AG and Investkredit Bank AG - holds interests in banks in Bosnia-Herzegovina, Croatia, the Czech Republic, Germany, Hungary, Poland, Romania, Serbia, Slovakia, Slovenia and the Ukraine and directly in a bank in Malta.

For information on the possible sale of Volksbank International AG and VB-Leasing International Holding GmbH, please see "3.1 Business history and business development of VBAG" sub-chapter "Recent developments".

#### ***Dependence within the Volksbanken Verbund***

VBAG is a joint stock corporation and dependent on its shareholders (see "3.5 Major Shareholders"). The regional Volksbanken hold a 60.8 % interest in VBAG via Österreichischer Volksbankenverbund including Volksbanken Holding eingetragene Genossenschaft (e.Gen.). Thus there is the possibility of an exercising influence over VBAG to a certain extent, amongst other things, by appointing or dismissing members of the Supervisory Board or by changing the articles of association in shareholders' meetings.

*Simplified description of selected members of the Volksbanken Verbund*



\*) The regional 62 Volksbanken hold a 60.8 % participation in VBAG via Österreichischer Volksbankenverbund including Volksbanken Holding eingetragene Genossenschaft (e.Gen.)

\*\*\*) Membership in OeGV

Data as of 30 May 2011. Source: Issuer

### 3.5 Trend information

#### *Statement*

The VBAG Group has stabilized in 2010 after a difficult year 2009 with a result of EUR –1,123 million after taxes. The positive trend throughout the first three quarters of the fiscal year 2010 has been confirmed by the 2010 annual result. VBAG Group reports a consolidated result after taxes of EUR 56.484 million for the fiscal year 2010.

For further details see the financial statements of VBAG Group and the financial statements of VBAG as single entity for the years 2009 and 2010 and the unaudited consolidated interim report for the first quarter ended 31 March 2011. As to the situation with regard to the sale of certain subsidiaries the subscription of participation capital by the Republic of Austria and the formal process by the Issuer of evaluating its strategic options please refer to "3 Description of the Issuer – 3.1 Business history and business development of VBAG - Recent developments".

#### *Material influences on the prospects of VBAG*

For details in connection with recent developments of the international financial markets and restructuring of VBAG, please refer to "3. Description of the Issuer – 3.1 Business history and business development of VBAG - Recent developments".

#### *Profit forecasts or estimates*

No profit forecasts or profit estimates are being included in the Prospectus.

### 3.6 Administrative, Management, and Supervisory Bodies

#### *Members of the administrative, management and supervisory bodies*

<b>Name</b>	<b>Activities outside VBAG</b>
<b>MANAGEMENT BOARD</b> <b>(Vorstand)</b>	
<b>Gerald WENZEL</b> Chairman of the Management Board	<b>Management Board</b> Investkredit Bank AG (Chairman)
	<b>Supervisory Board</b> ARZ Allgemeines Rechenzentrum GmbH Österreichische Kontrollbank Aktiengesellschaft PayLife Bank GmbH VICTORIA – Volksbanken Versicherungsgesellschaft m.b.H. Volksbank-Quadrat Bank AG Volksbanken-Versicherungsdienst-Gesellschaft m.b.H. Schulze-Delitzsch-Haftungsgenossenschaft registrierte Genossenschaft mit beschränkter Haftung VB Wien Beteiligung eG Allgemeine Bausparkasse registrierte Genossenschaft mit beschränkter Haftung
	<b>Executive Committee</b> CIBP – Confederation International des Banques Populaires (Association)
	<b>Other</b>

Volksbank Akademie (Association) (Advisory Council)  
Österreichischer Genossenschaftsverband –  
Verbandsrat der Gruppe "Volksbank" (Vicepresident)  
Österreichische Bankwissenschaftliche Gesellschaft  
(Association)  
(Management Board)  
Wirtschaftskammer Österreich - Fachverband der  
Kreditgenossenschaften nach dem System-Schulze-  
Delitzsch  
(Chairman of the Committee)

**Martin FUCHSBAUER**

Member of the Management Board

**Supervisory Board**

Gefinag-Holding AG (Chairman)  
Österreichische Clearingbank AG  
VB GFI AG (Chairman)  
VICTORIA-VOLKSBANKEN Vorsorgekasse AG  
VIVH AG (Chairman)  
Volksbank International AG  
Verwaltungsgenossenschaft der Volksbank Wien  
e.Gen. (Chairman)

**Michael MENDEL**

Member of the Management Board

**Management Board**

Investkredit Bank AG

**Supervisory Board**

Volksbank International AG  
RHÖN-KLINIKUM AG, Bad Neustadt/Saale  
AVECO Holding AG, Frankfurt am Main

**Audit Committee**

Volksbank International AG

**Credit Committee**

Volksbank International AG

**Wolfgang PERDICH**

Member of the Management Board

**Management Board**

Investkredit Bank AG

**Supervisory Board**

VB Factoring Bank Aktiengesellschaft (Chairman)  
VB-Holding Aktiengesellschaft (Chairman)  
VB-Leasing International Holding GmbH (Chairman)  
VICTORIA životno osiguranje d.d.  
VICTORIA – VOLKSBANKEN Biztosito Zrt.  
Victoria – Volksbanken Eletbiztosito Rt.  
Victoria – Volksbanken Pojistovna a.s. (CZ)  
Victoria – Volksbanken Pojistovna a.s. (SK)  
VICTORIA-VOLKSBANKEN  
Versicherungsaktiengesellschaft

Volksbank International AG (Chairman)  
Volksbank-Quadrat Bank AG  
Volksbanken-Beteiligungsgesellschaft m.b.H.  
Schulze-Delitzsch-Haftungsgenossenschaft registrierte  
Genossenschaft mit beschränkter Haftung  
DZ BANK Polska S.A.

**Managing Director**  
VIBE-Holding GmbH

**SUPERVISORY BOARD**  
(Aufsichtsrat)

**Hans HOFINGER**  
Chairman

**Management Board**  
Volksbank-Quadrat Bank AG  
Österreichischer Genossenschaftsverband (Schulze-  
Delitzsch) (Chairman)

**Supervisory Board**  
Investkredit Bank AG (Chairman)  
Volksbanken-Beteiligungsgesellschaft m.b.H.  
Volksbank International AG

**Advisory Council**  
Volksbank Akademie (Association)

**Executive Committee**  
Vice President of Confédération Internationale des  
Banques Populaires (Association)

**Other**  
President of Kuratorium zur Förderung der  
Wirtschaftsuniversität Wien  
Association „Netzwerk von Christen“ zur  
Unterstützung der Global Marshall Plan Initiative

**Rainer KUHNLE**  
First Deputy Chairman

**Management Board**  
VB Wien Beteiligung eGen  
Volksbank Krems-Zwettl Aktiengesellschaft  
Verwaltungsgenossenschaft der Volksbank Krems-  
Zwettl registrierte Genossenschaft mit beschränkter  
Haftung  
Volksbanken Holding eingetragene Genossenschaft  
(e.Gen.) (Chairman)

**Supervisory Board**  
Investkredit Bank AG  
Volksbank Wien AG

**Managing Director**

VB – REAL Volksbank Krems-Zwettl Immobilien- und  
Vermögensreuhandgesellschaft m.b.H.

**Franz FRISCHLING**

Second Deputy Chairman

**Management Board**

Volksbank Vöcklamarkt-Mondsee registrierte  
Genossenschaft mit beschränkter Haftung (Chairman)  
Volksbanken Holding eingetragene Genossenschaft  
(e.Gen.)

**Supervisory Board**

ARS Vermögensverwaltung GmbH (Chairman)  
Investkredit Bank AG

**Members:****Harald BERGER****Management Board**

Volksbank Südburgenland registrierte Genossenschaft  
mit beschränkter Haftung (Chairman)  
Volksbanken Holding eingetragene Genossenschaft  
(e.Gen.)  
VB Wien Beteiligung eG

**Supervisory Board**

Volksbank Wien AG  
Volksbanken-Beteiligungsgesellschaft m.b.H.  
Volksbank-Quadrat Bank AG  
Schulze-Delitzsch-Haftungsgenossenschaft registrierte  
Genossenschaft mit beschränkter Haftung

**Thomas BOCK****Management Board**

VOLKS BANK VORARLBERG e.Gen. (Chairman)

**Supervisory Board**

Volksbank International AG  
Volksbank-Quadrat Bank AG  
Volksbanken-Beteiligungsgesellschaften m.b.H.

**Managing Director**

Volksbank Vorarlberg Anlagen-Leasing GmbH  
Volksbank Vorarlberg Marketing und Beteiligungs-  
GmbH  
Volksbank Vorarlberg Privat-Leasing GmbH  
Volksbank Vorarlberg Versicherungs-Makler GmbH

**Board of Directors („Verwaltungsrat“)**

JML Holding AG, Zug (Switzerland)  
JML AG, Zug (Switzerland)  
Volksbank AG in Schaan (Liechtenstein, 100 per cent  
subsidiary of Volksbank Vorarlberg e.Gen.)

Volksbank AG, St. Margarethen (Switzerland, 100 per cent subsidiary of Volksbank Vorarlberg e.Gen.)

**Hermann EHINGER**

delegated by the Staff Council to the Supervisory Board

**Ilse HABERLEITNER**

delegated by the Staff Council to the Supervisory Board

**Erich HACKL**

**Management Board**

Allgemeine Bausparkasse registrierte Genossenschaft mit beschränkter Haftung (Chairman)

**Supervisory Board**

Volksbanken-Beteiligungsgesellschaft m.b.H.

IMMO-BANK Aktiengesellschaft (Chairman)

Volksbank-Quadrat Bank AG

Schulze-Delitzsch-Haftungsgenossenschaft registrierte Genossenschaft mit beschränkter Haftung

Schulze-Delitzsch Fakt e.Gen.

Schulze-Delitzsch OÖ e.Gen.

Verwaltungsgenossenschaft der IMMO-BANK eG

Verwaltungsgenossenschaft der Volksbank Wien e.Gen.

**Josef HEIDEGGER**

delegated by the Staff Council to the Supervisory Board

**Wolfgang KIRSCH**

**Management Board**

DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main (Chairman)

**Supervisory Board**

Bausparkasse Schwäbisch Hall AG (Chairman)

R + V Versicherung AG (Chairman)

Union Asset Management Holding AG (Chairman)

Südzucker AG Mannheim/Ochsenfurt

**Board of Directors (“Verwaltungsrat”)**

Banco Cooperativo Español S.A.

Liquiditäts-Konsortialbank GmbH, Frankfurt am Main

Bundesverband der Deutschen Volksbanken und

Raiffeisenbanken e.V. (BVR), Berlin

**Wolfgang KÖHLER**

**Management Board**

DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main

**Supervisory Board**

DVB Bank SE, Frankfurt am Main

R + V Versicherung AG, Wiesbaden



DZ BANK Polska S.A. (Chairman)

**Board of Directors (“Verwaltungsrat”)**

DZ PRIVATBANK S.A., Luxembourg

DZ PRIVATBANK (Schweiz) AG, Zurich

**Hans LANG**

delegated by the Staff Council to the Supervisory Board

**Jochen MESSEMER**

**Management Board**

ERGO Versicherungsgruppe AG, Düsseldorf

ERGO International AG, Düsseldorf (Chairman)

**Supervisory Board**

D.A.S. Allgemeine Rechtsschutz-Versicherungs-AG,  
München

MediClin AG, Frankfurt

**Board of Directors („Verwaltungsrat“)**

ERGO GRUBU HOLDING A.S., Istanbul (Chairman)

**Other**

Außenwirtschaftsbeirat beim Bundesminister für  
Wirtschaft und Technologie, Berlin

Außenwirtschaftsausschuss der Industrie und  
Handelskammer, Düsseldorf

Gesellschaft der Freunde und Förderer der Tonhalle  
Düsseldorf e.V.

AIESEC, Düsseldorf

Gesamtverband der Deutschen Versicherungswirtschaft  
e.V., Berlin

Diözesankirchensteuerrat des Erzbistums, Köln

Deutscher Verein für Versicherungswissenschaft e.V.,  
Berlin

**Franz NEBEL**

**Management Board**

REWE International AG

Volksbanken Holding eingetragene Genossenschaft  
(e.Gen.)

**Supervisory Board**

Adeg Österreich Handelsaktiengesellschaft

Euro-Billa Holding Aktiengesellschaft

Merkur Warenhandels-Aktiengesellschaft

BIPA Parfumerien G.m.b.H.

REWE International Lager- und Transportgesellschaft  
m.b.H.

REWE International Dienstleistungsgesellschaft m.b.H.

**Managing Director**

ALTRIX Immobilien GmbH

BML-REWE Einkaufsgesellschaft m.b.H.  
Marjan & Co. Gesellschaft m.b.H.  
Philipp Haas & Söhne Handelsgesellschaft m.b.H.

**Anton PAUSCHENWEIN**

**Management Board**

Volksbank Niederösterreich Süd eG (Chairman)  
Volksbanken Holding eingetragene Genossenschaft  
(e.Gen.) (Deputy Chairman)  
Rotary Club Wiener Neustadt  
Verein zur Förderung des Regional-Innovations-  
Zentrum NÖ-SÜD

**Supervisory Board**

NÖ Beteiligungsfinanzierungen GmbH  
NÖ Bürgschaften GmbH  
Business Messen Wiener Neustadt - Genossenschaft für  
Wirtschaftsförderung registrierte Genossenschaft mit  
beschränkter Haftung  
VB Wien Beteiligung eG

**Michaela POKORNY**

delegated by the Staff Council to the Supervisory  
Board

**Matthäus THUN-HOHENSTEIN**

delegated by the Staff Council to the Supervisory  
Board

**Edwin REITER**

**Management Board**

VOLKSBANK OBERKÄRNTEN registrierte  
Genossenschaft mit beschränkter Haftung (Chairman)  
Volksbanken Holding eingetragene Genossenschaft  
(e.Gen.)

**Supervisory Board**

Gabor Gesellschaft m.b.H.  
Bad Kleinkirchheimer Bergbahnen Holding AG

**Christian WERNER**

delegated by the Staff Council to the Supervisory  
Board

**Walter ZANDANELL**

**Management Board**

Volksbank Salzburg eG (Chairman)  
Schulze-Delitzsch Privatstiftung (Chairman)  
Volksbanken Holding eingetragene Genossenschaft  
(e.Gen.)

**Supervisory Board**

ARZ Allgemeines Rechenzentrum GmbH  
Volksbanken-Beteiligungsgesellschaft m.b.H.  
Volksbank-Quadrat Bank AG  
Schulze-Delitzsch-Haftungsgenossenschaft registrierte  
Genossenschaft mit beschränkter Haftung

Volksbank Graz-Bruck eG

**Advisory Council**

ARZ Allgemeines Rechenzentrum GmbH

**State Commissioners (Staatskommissäre)**

**Viktor LEBLOCH**

Appointed as of 1 June 1995

**Heinrich LORENZ**

Appointed as of 1 August 2010

**ADVISORY COUNCIL**

**(Beirat)**

**Werner EIDHERR**

Chairman of the Advisory Council

**President** of Österreichischer Genossenschaftsverband  
(Schulze-Delitzsch) (Association)

**Supervisory Board**

Investkredit Bank AG

Volksbanken-Beteiligungsgesellschaft m.b.H.

Volksbank-Quadrat Bank AG

Schulze-Delitzsch-Haftungsgenossenschaft registrierte  
Genossenschaft mit beschränkter Haftung

**Johannes JELENIK**

Deputy Chairman of the Advisory Council

**Management Board**

Volksbank Kärnten Süd e.Gen.

**Supervisory Board**

Volksbank-Quadrat Bank AG

Volksbanken-Beteiligungsgesellschaft m.b.H.

**Managing Director**

VB Kärnten Süd Leasing GmbH

VB Realitäten Gesellschaft m.b.H.

VB Buchführung GmbH

**Johannes FLEISCHER**

**Management Board**

Volksbank Weinviertel e.Gen. (Chairman)

**Hermann GEISLER**

**Management Board**

GAJA Mittelstandsfinanzierungs AG

APK Holding Privatstiftung

Privatstiftung zur Bärenhöhle

Selah Privatstiftung

BONARTES Privatstiftung

**Supervisory Board**

Volksbank Wien AG

KARNALI Projektentwicklung AG (Chairman)

**Managing Director**

WAVER Beteiligungs GmbH

Galerie Bonartes GmbH

**Franz KNOR**

**Management Board**

Volksbank Südburgenland registrierte Genossenschaft  
mit beschränkter Haftung

**Michael PESCHKA**

**Management Board**

Volksbank Eferding-Grieskirchen registrierte  
Genossenschaft mit beschränkter Haftung (Chairman)

**Gerhard REINER**

**Management Board**

Volksbank Graz-Bruck e.Gen. (Chairman)

**Supervisory Board**

Volksbank, Gewerbe- und Handelsbank Kärnten

Aktiengesellschaft

Volksbank Wien AG

**Wolfgang SCHAUER**

**Management Board**

Volksbank Kufstein eG (Chairman)

**Managing Director**

Kufstein unlimited Festival GmbH

**Othmar SCHMID**

**Management Board**

Österreichische Apothekerbank eG

**Supervisory Board**

Schulze-Delitzsch Ärzte und Freie Berufe e.Gen.

**Managing Director**

APO-Holding Gesellschaft m.b.H.

**Gerhard SCHWAIGER**

**Management Board**

Volksbank Tirol Innsbruck-Schwaz AG (Chairman)

HAGEBANK TIROL Holding, eingetragene

Genossenschaft

**Supervisory Board**

ARZ Allgemeines Rechenzentrum GmbH

**Managing Director**

Meinhardgarage Gesellschaft m.b.H.  
Volksbank Immobilien Ges.m.b.H.  
Volksbank Tirol Innsbruck-Schwaz  
Versicherungsservice GmbH

**Claudius SEIDL**

**Management Board**  
VR-Bank Rottal-Inn eG

**Supervisory Board**  
Raiffeisen-Handels-GmbH Rottal (Chairman)

**Peter SEKOT**

**Management Board**  
VOLKSBANK MARCHFELD e.Gen.  
(Deputy Chairman)

**Supervisory Board**  
Volksbanken-Beteiligungsgesellschaft m.b.H.  
Schulze-Delitzsch-Haftungsgenossenschaft registrierte  
Genossenschaft mit beschränkter Haftung  
Volksbank-Quadrat Bank AG  
VB Wien Beteiligung eG

**Bernd SPOHN**

**Management Board**  
Österreichischer Genossenschaftsverband (Schulze-  
Delitzsch) (Deputy Chairman)  
Vereinigung österreichischer Revisionsverbände  
FOG Forschungsverein für Genossenschaftswesen der  
Universität Wien (Chairman)

**Supervisory Board**  
Volksbanken – Versicherungsdienst – Gesellschaft  
m.b.H.

**Managing Director**  
TREUGENO Steuerberatungs- und  
Wirtschaftsprüfungsgesellschaft mbH

**Helmut STIEB**

**Management Board**  
Volksbank Vöcklabruck-Gmunden e.Gen.

**Sonja ZWAZL**

**President** of the Lower Austrian Economic Chamber

**Management Board**  
RAIFFEISEN-HOLDING NIEDERÖSTERREICH-  
WIEN registrierte Genossenschaft mit beschränkter  
Haftung

**Supervisory Board**  
NÖ Bürgschaften GmbH  
NÖ Kulturwirtschaft GmbH  
WIENER STÄDTISCHE VERSICHERUNG AG

Vienna Insurance Group

**State Advisory Board**

WIENER STÄDTISCHE VERSICHERUNG AG

Vienna Insurance Group

The business address for all members of the Management Board, the Supervisory Board and the Advisory Council is Kolingasse 14-16, A-1090 Vienna, Austria.

***Conflicts of interest***

VBAG is not aware of any potential conflict of interest between the duties to VBAG by the persons listed above and his or her private duties and/or other duties. There are no family ties between members of the Management Board and the Supervisory Board.

**3.7 Share Capital**

VBAG's issued share capital amounts to EUR 311,095,411.82 and is divided into 42,791,666 bearer shares with a nominal value of EUR 7.27 each, as of the date of this Prospectus.

In April 2009, VBAG has issued participation capital securities in an aggregate nominal amount of EUR 1,000,000,000 to the Republic of Austria in accordance with the provisions of an agreement in principle (i.e. the *Grundsatzvereinbarung* as described under "3.9 Material Contracts". The participation capital securities are perpetual and do not have a fixed maturity. The participation capital securities may be repaid only in accordance with a procedure resembling a share capital reduction or redemption of the participation capital pursuant to the Austrian Banking Act (*Bankwesengesetz*) or if capital in the amount redeemed of at least the same quality is placed. The participation capital bears a dividend of 9.3 % p.a. within the first full five years which increases thereafter. Dividend payments are conditional upon sufficient annual profits of the Issuer. The Republic of Austria has the option to convert its participation capital securities into ordinary shares of the Issuer; this right is subject to the prior consent of the Issuer save for certain exceptions. The Republic of Austria has granted a pre-emption right to the Issuer according to which the Issuer may either itself acquire or nominate a third party to acquire the participation capital securities in case of a contemplated sale by the Republic of Austria. Furthermore, the Issuer has been granted a call option by the Republic of Austria according to which the Issuer itself or a third party may acquire the participation capital securities from the Republic.

***Shareholder structure***

VBAG's shareholder structure as at 30 May 2011:

<b>Shareholder</b>	<b>Percentage of share capital (rounded)</b>
Österreichischer Volksbankenverbund including Volksbanken Holding e.Gen.	60.8
DZ BANK group	23.4
Raiffeisen Zentralbank Österreich Aktiengesellschaft	5.7
ERGO group (Victoria insurance)	9.4
Others	0.6

(Source: Internal data of the Issuer. Percentages are rounded. Due to rounding the sum of these percentages is 99,9%.)

Due to a stake of 60.8 % in VBAG, Österreichischer Volksbankenverbund including Volksbanken-Holding e. Gen. has significant influence in VBAG. The shares in Volksbanken Holding e.Gen. are held by 59 (regional) Austrian Volksbanken (altogether 95.17 %), Österreichischer Genossenschaftsverband (Schulze-Delitzsch) (1.15 %), Volksbanken-Beteiligungsgesellschaft m.b.H. (0.92 %), nine goods co-operative societies (*Warengenossenschaften*) (altogether 0.54 %), and Allgemeine Bausparkasse registrierte Genossenschaft mit beschränkter Haftung (2.22 %). Therefore not all 62 regional Volksbanken have a direct ownership with the Volksbanken-Holding e.Gen.

Other shareholdings in VBAG are direct participations.

### 3.8 Financial information concerning VBAG

#### *Historical financial information*

The audited consolidated annual financial statements of VBAG for the fiscal years ended on 31 December 2009 and 31 December 2010, in each case with the audit report thereon, are incorporated by reference in this Prospectus.

Extracts from the audited consolidated annual financial statements and the audited reports of 2009 and 2010 are included below without material adjustments.

#### *Consolidated Balance Sheet of VBAG (for the years ended 31 December 2010 and 31 December 2009 according to IFRS)*

in EUR thousand	For the year ended 31 December	
	2010 audited	2009 audited
<b>ASSETS</b>		
Liquid funds	1,982,446	3,008,042
Loans and advances to credit institutions (gross)	6,431,879	6,795,291
Loans and advances to customers (gross)	23,614,938	24,133,518
Risk provisions (-)	-1,522,532	-1,233,691
Trading assets	2,163,480	1,764,095
Financial investments	8,993,767	9,410,642
Assets for operating lease	334,771	331,424
Companies measured at equity	72,619	70,887
Participations	717,920	634,992
Intangible assets	125,340	127,030
Tangible fixed assets	248,090	247,871
Tax assets	210,144	193,723
Other assets	1,372,512	1,491,838
Assets of the disposal group	1,719,470	2,169,929
<b>Total Assets</b>	<b>46,464,844</b>	<b>49,145,593</b>
<b>LIABILITIES AND EQUITY</b>		
Amounts owed to credit institutions	14,377,129	15,664,943
Amounts owed to customers	7,311,931	7,466,565
Debts evidenced by certificates	16,121,510	17,328,664
Trading liabilities	1,457,430	1,236,911
Provisions	186,147	179,636
Tax liabilities	92,373	62,424
Other liabilities	1,729,266	1,418,875
Liabilities of the disposal group	1,267,024	1,682,878
Subordinated liabilities	1,863,924	1,983,383
Equity	2,058,109	2,121,315
Shareholders' equity	1,192,694	1,178,072
Non-controlling interest	865,415	943,243

<b>Total Liabilities and Equity</b>	<b>46,464,844</b>	<b>49,145,593</b>
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(Source: audited consolidated financial statements of VBAG for the financial years ended 31 December 2009 (contained in the Annual Report 2009) and 31 December 2010 (contained in the Annual Report 2010))

**Consolidated Income Statement of VBAG for the business years 2010 and 2009**

<b>In EUR thousand</b>	<b>For the year ended 31 December</b>	
	<b>2010 audited</b>	<b>2009 audited</b>
Interest and similar income and expenses	771,978	632,573
Income from companies measured at equity	4,280	-36,055
Net interest income	776,259	596,519
Risk provisions	-364,308	-851,748
Net fee and commission income	166,906	200,771
Net trading income	39,655	63,143
General administrative expenses	-551,126	-538,487
Other operating result	-21,592	21,135
Income from financial investments	42,788	-253,498
Income from the disposal group	2,243	-181,288
<b>Result before taxes</b>	<b>90,825</b>	<b>-943,453</b>
Income taxes	-31,008	-215,408
Income taxes of the disposal group	-3,332	35,817
<b>Result after taxes</b>	<b>56,484</b>	<b>-1,123,043</b>
Result attributable to shareholders of the parent company (Consolidated net result)	55,421	-1,084,272
Result attributable to non-controlling interest	1,063	-38,771

(Source: audited consolidated financial statements of VBAG for the financial years ended 31 December 2009 (contained in the Annual Report 2009) and 31 December 2010 (contained in the Annual Report 2010))

**Balance Sheet of VBAG (stand-alone for the years ended 31 December 2010 and 31 December 2009)**

<b>ASSETS</b>	<b>For the year ended 31 December</b>	
	<b>2010 audited</b>	<b>2009 audited</b>
<b>In EUR</b>		
1. Cash in hand, balances with central banks	142,508,807.29	790,232,671.56
2. Debt instruments issued by public bodies and similar securities admitted for refinancing at the central bank	1,438,156,098.28	1,471,129,823.61
3. Loans and advances to credit institutions	14,471,199,979.72	16,536,231,899.11
4. Loans and advances to customers	5,156,194,570.73	3,635,642,188.76
5. Debt securities and other fixed-income	5,175,648,168.88	5,764,841,711.34
6. Shares and other variable yield-securities	754,972,702.23	637,217,287.41
7. Investments in other companies	72,257,721.31	68,421,515.30



8. Investments in affiliates	2,180,332,594.63	2,146,311,353.50
9. Intangible assets	7,630,666.81	4,628,258.65
10. Tangible fixed assets	10,818,189.04	6,162,343.46
11. Treasury stocks	12,330,909.90	12,979,249.08
12. Other assets	2,727,867,288.30	2,959,963,232.85
13. Deferred items	356,741,414.22	365,150,366.19
<b>Total assets</b>	<b>32,506,659,111.34</b>	<b>34,398,911,900.82</b>

#### Off-balance-sheet items

Assets denominated in foreign currencies	10,888,767,452.46	9,888,134,893.25
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#### LIABILITIES AND EQUITY

For the year ended 31 December

In EUR	2010 audited	2009 audited
1. Amounts owned to credit institutions	8,851,109,715.81	9,833,353,502.04
2. Amounts owned to customers	1,645,686,083.31	1,779,974,076.64
3. Debts evidenced by certificates	15,901,082,173.06	16,685,672,439.78
4. Other liabilities	2,843,424,497.57	2,813,239,196.98
5. Deferred items	7,150,276.90	9,468,484.83
6. Provisions	133,550,714.57	117,515,113.35
7. Subordinated liabilities	548,380,532.33	563,380,532.33
8. Supplementary capital	568,800,000.00	568,800,000.00
9. Participation capital 2008	500,000,000.00	500,000,000.00
10. Subscribed capital	1,345,173,065.29	1,345,173,065.29
11. Capital reserves	0.00	298,695.34
12. Retained earnings	17,960,879.19	18,609,218.37
13. Liability reserve acc. to sec. 23 (6) Austrian Banking Act	144,341,173.31	163,427,575.87
14. Net profit	0.00	0.00
<b>Total liabilities</b>	<b>32,506,659,111.34</b>	<b>34,398,911,900.82</b>

#### Off-balance sheet items

1. Contingent liabilities		
liabilities from guarantees and guarantees from collateral	3,683,206,655.92	4,184,038,045.90
2. Credit risks	4,940,612,551.96	6,232,052,000.00
Of which liabilities from repurchasing transactions	9,372,551.96	0.00
3. Eligible qualifying capital acc. to sec. 23 (1) Austrian Banking Act	2,807,347,934.46	2,858,857,227.37
4. Capital requirement acc. to sec. 22 (1) Austrian Banking Act	1,006,994,638.05	1,039,647,258.10
5. Liabilities denominated in foreign currencies	3,339,842,112.34	3,820,023,763.46

(Source: audited stand-alone financial statements of VBAG for the financial years ended 31 December 2009 (contained in the Annual Report 2009) and 31 December 2010 (contained in the Annual Report 2010))

***Income Statement of VBAG (stand-alone for the business years 2010 and 2009)***

<b>In EUR</b>	<b>For the year ended 31 December</b>	
	<b>2010 audited</b>	<b>2009 audited</b>
1. Interest receivable and similar income	832,222,852.18	925,381,428.58
2. Interest payable and similar expenses	-854,239,831.51	-1,073,319,723.26
<b>I. Net interest income</b>	<b>-22,016,979.33</b>	<b>-147,938,294.68</b>
3. Income from securities and investments	28,033,067.48	150,725,434.25
4. Fee and commission income	87,710,854.93	62,522,775.95
5. Fee and commission expenses	-22,319,773.17	-24,195,145.51
6. Net trading income	31,422,753.15	124,681,530.63
7. Other operating income	63,383.48	105,016.69
<b>II. Operating income</b>	<b>102,893,306.54</b>	<b>165,901,317.33</b>
8. General administrative expenses	-140,712,473.12	-129,611,195.52
9. Value adjustments on assets included under items 9 and 10	-2,731,922.92	-2,289,342.34
10. Other operating expenses	-240,848.38	-301,156.87
<b>III. Operating Expenses</b>	<b>-143,685,244.42</b>	<b>-132,201,694.73</b>
<b>IV. Operating Result</b>	<b>-40,791,937.88</b>	<b>33,699,622.60</b>
11. Value adjustments for loans, advances and allocations to reserves for contingent liabilities and for credit risks	-72,016,913.05	-94,547,828.78
12. Income from the release of value adjustments for loans, advances and reserves for contingent liabilities and for credit risks	39,512,013.03	59,084,465.53
13. Value adjustments for and sales losses securities valued as financial investments in affiliates	-79,297,468.48	-806,652,721.85
14. Income from value for and sales revenue from securities valued as financial investments as well as from, participations and investments in affiliates	120,084,709.26	125,803,211.45
<b>V. Result from ordinary operations</b>	<b>-32,509,597.12</b>	<b>-682,613,251.05</b>
15. Income taxes	12,521,849.65	-109,828,674.30
16. Other taxes unless reported under item 15	-45,689.61	918,832.79
<b>VI. Annual results after taxes</b>	<b>-20,033,437.08</b>	<b>-791,523,092.56</b>
17. Changes in reserves	20,033,437.08	791,233,931.82
<b>VII. Annual Result</b>	<b>0.00</b>	<b>-289,160.74</b>
18. Profit carried forward	0.00	289,160.74
<b>VIII. Net Profit</b>	<b>0.00</b>	<b>0.00</b>

(Source: audited stand-alone financial statements of VBAG for the financial years ended 31 December 2009 (contained in the Annual Report 2009) and 31 December 2010 (contained in the Annual Report 2010))

*Consolidated Balance Sheet of VBAG (as per 31 March 2011 and 31 December 2010)*

in EUR thousand	Three months ended 31 March 2011 (Unaudited)	Year ended 31 December 2010 (Audited)
<b>ASSETS</b>		
Liquid funds	2,221,741	1,982,446
Loans and advances to credit institutions (gross)	5,378,014	6,431,879
Loans and advances to customers (gross)	23,777,324	23,614,938
Risk provisions (-)	-1,530,832	-1,522,532
Trading assets	2,181,897	2,163,480
Financial investments	8,946,680	8,993,767
Assets for operating lease	228,229	334,771
Companies measured at equity	71,141	72,619
Participations	718,092	717,920
Intangible assets	124,182	125,340
Tangible fixed assets	245,033	248,090
Tax assets	204,528	210,144
Other assets	1,505,755	1,372,512
Assets of the disposal group	0	1,719,470
<b>Total Assets</b>	<b>44,071,783</b>	<b>46,464,844</b>
<b>LIABILITIES AND EQUITY</b>		
Amounts owed to credit institutions	14,424,929	14,377,129
Amounts owed to customers	7,439,317	7,311,931
Debts evidenced by certificates	15,240,017	16,121,510
Trading liabilities	1,145,707	1,457,430
Provisions	177,333	186,147
Tax liabilities	88,891	92,373
Other liabilities	1,669,084	1,729,266
Liabilities of the disposal group	0	1,267,024
Subordinated liabilities	1,851,156	1,863,924
Equity	2,035,350	2,058,109
Shareholders' equity	1,290,287	1,192,694
Non-controlling interest	745,063	865,415
<b>Total Liabilities and Equity</b>	<b>44,071,783</b>	<b>46,464,844</b>

(Source: Unaudited consolidated interim financial statements for the first quarter ended 31 March 2011 - Interim Report First Quarter 2011)

*Consolidated Income Statement of VBAG for the for the first quarter ended 31 March 2011 and 31 March 2010*

In EUR thousand	Three months ended 31 March 2011 (unaudited)	Three months ended 31 March 2010 restated and unaudited
Interest and similar income and expenses	184,569	192,070
Income from companies measured at equity	1,938	447
Net interest income	186,507	192,517
Risk provisions	-66,372	-106,583
Net fee and commission income	41,550	43,054
Net trading income	7,347	1,974
General administrative expenses	-140,918	-135,830
Other operating result	4,002	8,207
Income from financial investments	8,465	10,461
Income from the disposal group	0	7,785
<b>Result before taxes</b>	<b>40,582</b>	<b>21,586</b>
Income taxes	-5,121	-3,311
Income taxes of the disposal group	0	1,690
<b>Result after taxes</b>	<b>35,461</b>	<b>19,965</b>
Result attributable to shareholders of the parent company (Consolidated net income/loss)	31,579	7,371
Result attributable to non-controlling interest	3,882	12,594

(Source: Unaudited consolidated interim financial statements for the first quarter ended 31 March 2011 - Interim Report First Quarter 2011)

***Auditors' Report***

The auditors' reports on the consolidated financial statements as of 31 December 2010 and 31 December 2009 are incorporated by reference into this Prospectus.

***Material changes in the financial position of VBAG***

Save as disclosed in this chapter and in the chapter "3. Description of the Issuer - Recent developments" there have been no further significant or material adverse changes in the financial position of VBAG Group since 31 December 2010, being the date of the latest audited published financial statements of VBAG.

For details in connection with recent developments of the international financial markets and restructuring of VBAG, in particular the sale of certain subsidiaries, please refer to "3. Description of the Issuer – 3.1 Business history and business development of VBAG - Recent developments" and "3.5 Trend information".

**3.9 Legal and arbitration proceedings**

As a result of official tax audits, two fully consolidated subsidiaries of VBAG were ordered to pay corporate tax for previous years. VBAG has filed appeals against these orders. There is a risk that VBAG's appeals will not prevail. As of spring 2011, the total tax payments involved amounted to approximately EUR 18.9 million (including interest for suspending the tax payment).

State aid: Commission opens investigation into aid granted to Austrian bank VBAG: According to an EU Press Release<sup>1</sup> dated 9 December 2011, the European Commission has opened under EU state aid rules an in-depth investigation into several support measures that Austria had granted to VBAG in 2009. The European Commission believes that VBAG is unable to implement the restructuring plan which it has presented in autumn 2010. Furthermore, the Commission had doubts that the plan would enable VBAG to become viable and that it sufficiently addressed the distortion of competition brought about by the state support. The Commission has serious doubts that the state aid for VBAG can be approved under EU State aid rules. A new, further reaching restructuring plan should be presented as soon as possible.

In addition to the proceedings described above, VBAG is involved in various proceedings relating to its business activity on a regular basis, which it does not believe will have a material impact on its economic position.

Save as disclosed in this chapter "Legal and arbitration proceedings", neither VBAG nor any of its subsidiaries are or have been involved in any legal or arbitration proceedings which may have or have had during the twelve months prior to the date of this Prospectus, a significant effect on the financial position or the profitability of VBAG or its subsidiaries. VBAG is not aware of any such proceedings pending or threatening.

### 3.10 Material contracts

In a dealer agreement (the "Dealer Agreement") dated on or around 31 May 2011, VBAG has agreed with DZ BANK a basis upon which the Dealers (as defined therein and such definition including VBAG) or one of them may from time to time agree to purchase Notes.

The Issuer and the Republic of Austria signed certain framework agreements on issues of publicly guaranteed bonds. Under these framework agreements, the Issuer is entitled to issue bonds that will be guaranteed by the Republic of Austria (pursuant to section 1 paragraph 4 of the Interbank Market Support Act). The guarantee of the Republic of Austria is explicit, unconditional, irrevocable and unsubordinated, and it warrants due and timely payment. The Issuer has issued three series of bonds guaranteed by the Republic of Austria with a total nominal amount of EUR 3 billion (EUR 1 billion each).

In March 2009, VBAG signed an agreement in principle (*Grundsatzvereinbarung*) (the "Grundsatzvereinbarung") with the Republic of Austria for the subscription of participation capital (which currently qualifies as tier 1 capital according to the Austrian Banking Act) by the Republic of Austria. In accordance to the Grundsatzvereinbarung, VBAG has issued participation capital securities in an aggregate nominal amount of EUR 1,000,000,000 to the Republic of Austria. The Grundsatzvereinbarung contains certain covenants and undertakings in connection with the issue of the participation capital securities and in connection with the conduct of business of VBAG, which are in force as long as the Republic of Austria holds such participation capital securities. Provided that the Issuer decides to make payment on these participation capital securities, holders of such participation capital securities participate in the annual profit (*Jahresgewinn*) of the Issuer.

Save as disclosed in this chapter "Material contracts", VBAG is not party to any material contracts that are entered into in its course of business and which could result in any member of the Group being under an obligation or entitlement that is material to VBAG's ability to meet its obligations to Noteholders in respect of the Notes being issued.

### 3.11 Documents on display

The documents on display are listed under "General Information".



<sup>1</sup><http://europa.eu/rapid/pressReleasesAction.do?reference=IP/11/1522&format=HTML&aged=0&language=DE&guiLanguage=en>