

## AD-HOC NOTICE

Vienna, 26 June 2013

### ÖSTERREICHISCHE VOLKSBANKEN-AKTIENGESELLSCHAFT ANNOUNCES INVITATION TO MAKE OFFERS TO EXCHANGE CERTAIN SUPPLEMENTARY NOTES

**NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO ANY  
PERSON RESIDENT AND/OR LOCATED IN THE UNITED STATES OR  
TO ANY OTHER U.S. PERSON**

26 June 2013

ÖSTERREICHISCHE VOLKSBANKEN-AKTIENGESELLSCHAFT (the "**Issuer**")  
invites the holders (the "**Holders**") of the following notes (the "**Existing Notes**")

4% bis 7% OEVAG ERG.KAP.ANL.04/14 (ISIN: AT0000438569)

10J.FRN Ergänzungskapitalanleihe 05-15 (ISIN: AT0000439708)

4,17% Ergänzungskapitalanleihe 05-15 (ISIN: AT0000439716)

Callable 13J.FRN Ergänzungskapitalanleihe 2005-2018 (ISIN: AT0000439732)

Kündbare 4,35% Ergänzungskapital 2005-2018 (ISIN: AT0000440029)

5,45% ÖVAG-Kündbare Ergänzungskapitalanleihe 2004-2019 (ISIN: AT0000438767)

Callable FRN Ergänzungskapitalanleihe 2006-2019 (ISIN: AT000B052840)

Step up to 8% Ergänzungskapital-Anleihe 2005-2020 (ISIN: AT0000439765)

5,5% / 6,375% OEVAG kündbare ERG.KAP.ANL. 04/24 (ISIN: AT0000438551)

5,65% / 6,375% OEVAG KB.ERG.KAP.AN.04/24 (ISIN: AT0000438577)

Kündbare 4,81% Ergänzungskapitalanleihe 05-2025 (ISIN: AT0000439724)

Kündbare 4,90% Ergänzungskapitalanleihe 2005-2025 (ISIN: AT0000439807)

to make offers to exchange (the "**Offer**") the Existing Notes into the following  
newly issued notes (the "**New Notes**):

Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2018 (ISIN: AT000B115902)

Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2019 (ISIN: AT000B115910)

Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2020 (ISIN: AT000B115928)

Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2024 (ISIN: AT000B115936)

Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2025 (ISIN: AT000B115944)

The conditions of the Offer are set out on the tender offer memorandum dated 26 June 2013 (the "**Tender Offer Memorandum**"). Terms used herein shall have the same meaning as in the Tender Offer Memorandum.

### **Reasons for the Offer**

The reason for the Offer is the optimisation of the own funds structure of the Issuer and the achievement of a capital effect for the Issuer's group.

The Offer shall give the Holders the opportunity to exchange their investment in notes that previously have qualified as supplementary capital pursuant to § 23 sec 7 Austrian Banking Act into new notes which in future will constitute items of supplementary capital pursuant to Art 60 of the regulation of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms (Capital Requirements Regulation) published as a draft version on 16 April 2013 by the European Parliament and which are subject to the conditions and limitations set out therein, and thereby to continue their investment in the Issuer.

### **Subject and Content of the Offer**

Pursuant to the terms and conditions and in accordance with the provisions of the Tender Offer Memorandum the Issuer invites all Holders to offer all their Existing Notes in accordance with the terms of the Tender Offer Memorandum for exchange into the New Notes listed below.

Each issue of Existing Notes may exclusively be exchanged into the issue of New Notes listed below.

The Issuer shall not be obliged to accept any exchange offers.

Interim interest payments (*Stückzinsen*) on Existing Notes that are exchanged will not be made.

Existing Notes may only be offered in the Offer in their principal amounts or integral multiples thereof. To the extent that the application of the exchange rate to the Existing Notes would result in a fraction of New Notes to be delivered, such number shall be rounded to the next lower integral number of New Notes, and the amount of Existing Notes corresponding to the fraction shall be disregarded for purposes of the Offer. Each offer notice shall set out the total principal amount of the offered Existing Notes.

Holders whose offer is accepted shall be entitled to participate in the exchange as follows:

Existing Notes	New Notes	Exchange Rate (%)
----------------	-----------	-------------------

4% bis 7% OEVAG ERG.KAP.ANL.04/14	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2018	49.97
10J.FR.N Erganzungskapitalanleihe 05.15	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2018	35.83
4,17% Erganzungskapitalanleihe 05-15	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2018	38.13
Callable 13J.FR.N Erganzungskapitalanleihe 2005-2018	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2018	31.38
Kundbare 4,35% Erganzungskapital 2005- 2018	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2018	37.28
5,45% OVAG-Kundbare Erganzungskapitalanleihe 2004-2019	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2019	48.35
Callable FRN Erganzungskapitalanleihe 2006- 2019	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2019	23.80
Step up to 8% Erganzungskapital-Anleihe 2005-2020	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2020	43.64
5,5% / 6,375% OEVAG kundbare ERG.KAP.ANL. 04/24	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2024	55.11
5,65% / 6,375% OEVAG KB.ERG.KAP.AN.04/24	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2024	54.77
Kundbare 4,81% Erganzungskapitalanleihe 05-2025	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2025	42.04
Kundbare 4,90% Erganzungskapitalanleihe 2005-2025	Nachrangige FRN Schuldverschreibungen Volksbank AG 2013 - 2025	42.22

The exchange rate for each Note is calculated as the sum of the net present value of the future redemption amount as of the final redemption date after deduction of net losses which have accrued during the term of the Existing Notes (§ 23 sec 7 Austrian Banking Act), plus a voluntary premium of up to 5 percentage points.

*Notice is made to the risk factors presented in the Tender Offer Memorandum.*

### **The New Notes**

The New Notes will be offered pursuant to a base prospectus that was approved by the FMA and published (the "**Prospectus**") concerning the "€ 10.000.000.000 Programm zur Begebung von Schuldverschreibungen vom 29.05.2013 der Osterreichischen Volksbanken-Aktiengesellschaft". The Prospectus is available for download on the website of the Issuer ([www.volksbank.com](http://www.volksbank.com)) and may be collected free of charge as paper version at the business address of the Issuer, Kolingasse 14-16, 1090 Vienna, Austria, at usual business hours.

The terms and conditions of the New Notes which set out the rights and obligations of the Issuer and the Holders are available on the website of the Issuer under [www.volksbank.com/anleihen](http://www.volksbank.com/anleihen).

*The Holders should read the terms and conditions carefully and should make a decision as whether to participate in the Offer or not only after they have consulted their financial, tax and legal advisors. Explicit notice is made to the risk factors and other information contained in the Prospectus.*

### **Participation in the Offer**

The Issuer will only accept offers in the context of the Offer (if the Issuer decides to accept such offers in its free discretion) that have been made through the submission of valid offer notices.

In order to offer Notes in the context of the Offer, a Holder shall submit via the clearing system and in accordance with the requirements of the clearing system a valid offer notice or shall procure that it will be submitted in the Holder's name, which offer notice needs to be received by the Tender Agent prior to the end of the offer.

*Holders are advised to check with their bank, securities broker or other intermediary through which they hold Notes, whether such bank, securities broker or intermediary accepts instructions to participate in the Offer or (in the limited circumstances in which a revocation of the offer is permitted) to revoke instructions to participate in the Offer and, if yes, until when such instructions need to be made in order for them to be forwarded to the Tender Agent in time. The deadlines set by the clearing system for the making (and revocation) of offer notices may be earlier than the deadlines set out in the Tender Offer Memorandum.*

### **Indicative Time Table**

<b>Date</b>	<b>Event</b>
26 June 2013	Announcement of the Offer
28 June 2013	Start of the Offer  The Tender Offer Memorandum is made available via the Tender Agent and on the website of the Issuer (in accordance with the restrictions set out in section "Angebots- und Verbreitungsbeschränkungen" of the Tender Offer Memorandum).
18 July 2013 17.00 (CET)	End of the Offer  Last date on which the offer notices need to be received by

the Tender Agent.

23 July 2013	Publication of the acceptance and results of the Offer
26 July 2013	Settlement Date

### **Further Information**

A comprehensive description of the terms and conditions of the Offer may be found in the Tender Offer Memorandum. Questions in connection with the Offer shall be directed to the Tender Agent and the Issuer:

### **ISSUER**

#### **Österreichische Volksbanken-Aktiengesellschaft**

Kolingasse 14-16

1090 Vienna

Austria

[http://www.volksbank.com/investor\\_relations](http://www.volksbank.com/investor_relations)

[investorrelations@volksbank.com](mailto:investorrelations@volksbank.com)

***Information requests in relation to the offer procedure and the participation in the Offer shall be directed to the Tender Agent:***

### **TENDER AGENT**

#### **Österreichische Volksbanken-Aktiengesellschaft**

Kolingasse 14-16

1090 Vienna

Austria

Mr Gerald Hopfinger

[gerald.hopfinger@volksbank.com](mailto:gerald.hopfinger@volksbank.com)

Tel.: +43 (0)50 4004 – 3229

A copy of the Tender Offer Memorandum shall be available for authorised persons upon request from the Tender Agent.

Neither the Issuer, the Tender Agent nor any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding the Offer, or any recommendation as to whether Holders should tender Notes in the Offer. This announcement must be read in conjunction with the Tender Offer Memorandum. No invitation to acquire or exchange any Notes or to make such an offer is being made pursuant to this announcement. Any such invitation is only being made in the Tender Offer Memorandum, and any such acquisition, exchange or acceptance of exchange offers shall

be made solely on the basis of information contained in the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If a Holder is in any doubt as to the action it should take, it is recommended to seek its own advice, from its bank or asset manager, legal counsel, tax advisor or other independent adviser.

### **Selling Restrictions**

*This notice does not constitute an offer to exchange or buy or a solicitation of an offer to exchange or sell any Notes (and tenders of Notes in the Offer will not be accepted from Holders) in any jurisdiction or circumstances in which such offer or solicitation is unlawful.*

*The distribution of this notice may in certain jurisdictions be restricted by law or regulation. Persons into whose possession this notice comes are required by the Issuer and the Tender Agent to inform them about, and to observe, any such restrictions.*

### **United States**

The Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of, a national securities exchange of, the United States. This includes, without limitation, facsimile transmission, telex, telephone, e-mail, the internet and other forms of electronic communication. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this notice and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted. Each Holder of Notes participating in the Offer will represent that it is not located in the United States and is not participating in the Offer from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States. For the purposes of this and the above paragraph, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

### **United Kingdom**

The communication of this notice and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act

2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom, and are only for circulation to persons outside the United Kingdom or to persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**")) or within Article 49(2) of the Order, or to other persons to whom it may lawfully be communicated in accordance with the Order.

### **Italy**

None of the Offer, the Tender Offer Memorandum or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**"). No invitation to make an Offer is made in Italy. To the extent Offers are received in Italy, the Offer is being carried out in the Republic of Italy ("**Italy**") as an exempted offer pursuant to articles 100 and 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 34-ter, paragraph 1 letter a) and 35-bis, paragraph 4, of CONSOB Regulation No. 11971 of 14 May 1999, as amended ("**CONSOB Regulation**").

Holders can in such case offer the Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Existing Notes or this Offer.

### **Belgium**

The Offer is not being made, directly or indirectly, to the public in Belgium. The Tender Offer Memorandum has not been and will not be notified to nor approved by the Belgian Financial Services and Markets Authority (*Autorité des services et marchés financiers/Autoriteit voor Financiële Diensten en Markten*) (the "**Belgian FSMA**") and neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been, or will be, approved by the Belgian FSMA and, accordingly, the Offer may not be made in Belgium by way of a public offering, as defined in Article 3 of the Law of 1 April 2007 on public takeover bids or as defined in Article 3 of the Law of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on regulated markets, each as amended or replaced from time to time. Accordingly, the Offer may not be advertised or made (either directly or indirectly) and neither the Tender Offer Memorandum nor any such documents or materials may be distributed or made available (either directly or indirectly) to any person in Belgium other than to "qualified investors", as referred to in article 10 of the Law of 16 June 2006 on public offers of investment instruments and the admission to trading of investment instruments on a regulated market (as amended from time to time),

acting for their own account. Insofar as Belgium is concerned, the Tender Offer Memorandum has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offer.

Accordingly, the information contained in the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

### **France**

The Offer is not being made, directly or indirectly, to the public in the Republic of France ("**France**"). Only qualified investors (*investisseurs qualifiés*), other than individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*, are eligible to participate in the Offer. The Tender Offer Memorandum and all other materials in connection with the Offer have not been and may not be distributed publicly in France. The Tender Offer Memorandum has not been and will not be submitted to or approved by the *Autorité des Marchés Financiers*.

### **General**

In addition to the representations referred to above, each Holder participating in the Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in the Tender Offer Memorandum. Any offer of Notes from a Holder that is unable to make these representations will be rejected. Each of the Issuer, and the Tender Agent reserves the right, in their absolute discretion, to investigate, in relation to any offer of Notes whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such offer may be rejected.

### **The five biggest listed issues of Österreichische Volksbanken-Aktiengesellschaft in terms of issue volume:**

#### **ISIN:**

AT000B053442

AT000B115704

AT000B056544

AT000B058011

AT000B057492

### **The issues of Österreichische Volksbanken-Aktiengesellschaft are admitted on the following stock exchanges:**

Regulated unofficial market of Wiener Börse AG



Official trading of Wiener Börse AG

Regulated market of the Luxembourg Stock Exchange

Open Market of Berlin Stock Exchange

Open Market of Stuttgart Stock Exchange

Open Market of Frankfurt Stock Exchange