



Raiffeisen CENTROBANK

Raiffeisen Centrobank AG

(Incorporated as a stock corporation in the Republic of Austria under registered number FN 117507 f)

Structured Securities Programme

Supplement No 1 dated 31 July 2018 to the Base Prospectus dated 11 May 2018

This prospectus supplement (the “**Supplement**”) constitutes a Supplement pursuant to Art 16 of Directive 2003/71/EC as amended by Directive 2010/73/EC (the “**Prospectus Directive**”) and section 6 of the Austrian Capital Market Act (*Kapitalmarktgesetz*) (the “**Capital Market Act**”) and is supplemental to, and should be read in conjunction with the base prospectus relating to the Structured Securities Programme (the “**Programme**”) of Raiffeisen Centrobank AG (“**Raiffeisen Centrobank**” or the “**Issuer**” or “**RCB**”) dated 11 May 2018 (the “**Original Base Prospectus**”).

The Original Base Prospectus was approved on 11 May 2018 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the “**FMA**”) and published in electronic form on the Issuer’s website (www.rcb.at – The Bank – Publications – Securities Prospectus).

This Supplement has been published on the Issuer’s website (www.rcb.at – The Bank – Publications – Securities Prospectus) and filed for approval with the FMA in its capacity as competent authority in accordance with the Capital Market Act on 31 July 2018. The Issuer has requested the FMA to provide the competent authorities of Bulgaria, Croatia, the Czech Republic, Germany, Hungary, Italy, Poland, Romania, the Slovak Republic, and Slovenia notifications concerning the approval of this Supplement.

Terms defined in the Original Base Prospectus shall have the same meaning when used in this 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 to subscribe for, or purchase, any Securities.

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 Original Base Prospectus, the statements in this Supplement will prevail.

In accordance with Article 16 of the Prospectus Directive and section 6 of the Capital Market Act, investors who have agreed to purchase or subscribe for Securities after the occurrence of the significant new factor, material mistake or inaccuracy relating to the information included in the Original Base 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. The withdrawal period ends on 2 August 2018.

This Supplement has been filed for approval with 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.

Prospective investors should have regard to the factors described under the section headed “**Risk factors**” in the Original Base Prospectus which the Issuer believes to represent the principal risks inherent in investing in the Securities.

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 is or has been authorised to give any information or to make any representation other than those contained in the Original Base Prospectus and this Supplement in connection with the issue or sale of the Securities and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. Neither the delivery of the Original Base Prospectus and/or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the RBI Group since the date hereof or the date upon which the Original Base Prospectus has been most recently amended or supplemented. Neither the delivery of the Original Base Prospectus and/or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no adverse change in the financial position of the Issuer or the RBI Group since the date hereof or the date upon which the Original Base Prospectus has been most recently amended or supplemented. Neither the delivery of the Original Base Prospectus and/or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. The Issuer intends to issue the Securities within a predetermined subscription period or as tap issues, where Securities are available for subscription during substantially the whole (or part of the) term of the Securities at the discretion of the Issuer.

The distribution of this Supplement and the offering or sale of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer to inform themselves about and to observe any such restriction.

The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended ("Securities Act") or with any securities regulatory authority of any state or other jurisdiction of the United States of America ("United States"), and may include Securities in bearer form that are subject to United States tax law requirements. Securities may not be offered, sold or delivered (i) within the United States, except in transactions exempt from registration under the Securities Act, or (ii) outside the United States, except in offshore transactions in compliance with Regulation S under the Securities Act. For a description of certain restrictions on offers and sales of Securities and on distribution of this Supplement, see the Selling Restrictions of the Original Base Prospectus.

Neither this Supplement nor any financial statements supplied in connection with the Programme or any Securities 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 the Issuer that any recipient of this Supplement or any financial statements should purchase the Securities. Each potential purchaser of Securities should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of Securities should be based upon any such investigation as it deems necessary.

MATERIAL INACCURACIES

The Issuer has become aware of certain material inaccuracies pursuant to Art 16 of the Prospectus Directive which are contained in the Original Base Prospectus. Thus, the Original Base Prospectus is amended by this Supplement as follows:

1. CHANGES TO THE CHAPTER “GENERAL RISKS OF SECURITIES LINKED TO UNDERLYINGS”

On page 73f of the Original Base Prospectus the subsection “Securityholders are exposed to the risk that the Underlying becomes restricted or unavailable.” is replaced in its entirety by the following:

Securityholders are exposed to the risk that the Underlying becomes restricted or unavailable.

Due to (i) decisions or actions of the provider, administrator or issuer of an Underlying or (ii) the application, adoption or change of any applicable law or regulation, (a) market values of an Underlying or an Underlying itself may become unavailable or (b) the use of or the reference to an Underlying may be restricted or prohibited, both with regard to the Securities. In this case, either (i) the affected Underlying will be replaced or (ii) the Securities will be redeemed early.

At the date of this Base Prospectus, the European Council's regulation on indices used as benchmarks in financial instruments and financial contracts (the “**Benchmark Regulation**”) is already in force, which puts extensive obligations and restrictions on the administrators of certain financial assets (each a “**Benchmark**”) and prevents certain uses of Benchmarks of unauthorised administrators by other market participants. Any changes to a Benchmark as a result of the Benchmark Regulation could have a material adverse effect on the costs of refinancing a Benchmark or the costs and risks of administering or otherwise participating in the setting of a Benchmark and complying with any such regulations or requirements. Such factors may have the effect of discouraging market participants from continuing to administer or participate in certain Benchmarks, trigger changes in the rules or methodologies used in certain Benchmarks or lead to the disappearance of certain Benchmarks. In case a Benchmark is used as Underlying for the Securities and its replacement is required in order to be compliant with the Benchmark Regulation, the section “Replacement plans” on page 127 outline plans on how to determine an appropriate replacement for such Underlying.

The Securityholders bear (i) the risk of early redemption and (ii) the risk that the Securities with the replacement Underlying perform less favourable than they would have with the original Underlying.

2. CHANGES TO THE CHAPTER “UNDERLYINGS”

On page 127 of the Original Base Prospectus the subsection “REPLACEMENT PLANS” is replaced in its entirety by the following:

REFERENCE TO BENCHMARKS

The European Council's regulation on indices used as benchmarks in financial instruments and financial contracts (the “**Benchmark Regulation**”) puts extensive obligations and restrictions on the administrators of certain financial assets (each a “**Benchmark**”) and prevents certain uses of Benchmarks of unauthorised administrators by other market participants. In case the Securities refer to Benchmarks for any determination or calculation, the Final Terms will contain a notice about the use of such Benchmark.

REPLACEMENT PLANS

The Issuer has prepared detailed written plans for the event that a Benchmark needs to be replaced in accordance with the Benchmark Regulation. These plans contain – amongst others – procedures and provisions how to identify possible replacements for the Benchmark and how to select the most appropriate of them, whereby, depending on the type of the Benchmark to be replaced, the criteria for the identification may include:

- Geographical coverage
- Industry and market segments
- In case of indices: number of index constituents and dividends structure
- Historical volatility
- Existence and liquidity of related option and futures markets
- Historical correlation between the Benchmark to be replaced and the potential replacement

On written request, the Issuer will provide these plans applicable to a specific Benchmark.

3. CHANGES TO THE CHAPTER “TURBO LONG CERTIFICATES AND TURBO SHORT CERTIFICATES (EUSIPA 2210)” OF § 23 OF THE TERMS AND CONDITIONS OF THE SECURITIES

After the definition of the “**Financing Costs**” on page 262 of the Original Base Prospectus, the following definition is inserted:

“**Financing Rate**” means the interest rate specified as such in the Final Terms. If (i) the relevant actual figure of such interest rate is not available to the Issuer or any of its Agents using commercially reasonable efforts, (ii) such interest rate resp. the use of it by the Issuer or any of its Agents is not compliant with any applicable law or regulation, or (iii) a material suspension or limitation occurs with regard to any figure required to calculate such interest rate, the Issuer shall be entitled to determine the Financing Rate as customary overnight refinancing rate relevant for the Underlying Currency and shall publish such determination pursuant to § 20.

The provision starting with ‘The “**Strike**”’ on page 262 of the Original Base Prospectus is replaced in its entirety by the following:

The “**Strike**”, the “**Barrier**”, the “**Barrier Observation Period**”, the “**Barrier Reference Price**”, the “**Distribution Amount**” and the “**Financing Rate Margin**” are specified in the Final Terms.

4. CHANGES TO THE CHAPTER “FACTOR CERTIFICATES (EUSIPA 2300)” OF § 23 OF THE TERMS AND CONDITIONS OF THE SECURITIES

After the definition of the “**Factor Adjustment Date**” on page 263 of the Original Base Prospectus, the following definition is inserted:

“**Financing Rate**” means the interest rate specified as such in the Final Terms. If (i) the relevant actual figure of such interest rate is not available to the Issuer or any of its Agents using commercially reasonable efforts, (ii) such interest rate resp. the use of it by the Issuer or any of its Agents is not compliant with any applicable law or regulation, or (iii) a material suspension or limitation occurs with regard to any figure required to calculate such interest rate, the Issuer shall be entitled to determine the Financing Rate as customary overnight refinancing rate relevant for the Underlying Currency and shall publish such determination pursuant to § 20.

The provision starting with ‘The “**Leverage Factor**”’ on page 264 of the Original Base Prospectus is replaced in its entirety by the following:

The “**Leverage Factor**”, the “**Financing Rate Margin**” and the “**Distribution Amount**” are specified in the Final Terms.

5. CHANGES TO ANNEX 2 TO THE FINAL TERMS

On page 304 of the Original Base Prospectus the following paragraph is deleted in its entirety without replacement:

IMPORTANT NOTICE: PLEASE NOTE THAT THE [●] TRANSLATION OF THE ISSUE SPECIFIC SUMMARY IS PROVIDED FOR INFORMATION PURPOSES ONLY AND THAT ONLY THE ENGLISH LANGUAGE ORIGINAL OF THE FINAL TERMS AND THE ISSUE SPECIFIC SUMMARY ARE BINDING.

RESPONSIBILITY STATEMENT OF RAIFFEISEN CENTROBANK AG

Raiffeisen Centrobank AG, with its registered office at Tegetthoffstraße 1, A-1010 Vienna, Austria, is solely responsible for the information given in this Supplement.

The Issuer hereby declares that, 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.

Pursuant to Section 8 paragraph 1 Capital Market Act

Raiffeisen Centrobank Aktiengesellschaft