

SUPPLEMENT NO. 1

dated 27 September, 2019

to the

DEBT ISSUANCE PROGRAMME PROSPECTUS

dated 14th May, 2019

of



Erste Abwicklungsanstalt

(incorporated as a public law entity with partial legal capacity in the Federal Republic of Germany (Germany) and operating under the umbrella of the Federal Agency for Financial Market Stabilisation (Bundesanstalt für Finanzmarktstabilisierung; the FMSA))

Euro 20,000,000,000 Debt Issuance Programme

This Supplement No. 1 (the **Supplement**) constitutes a supplement for the purposes of Article 16.1 of Directive 2003/71/EC of the European Parliament and of the Council of 4th November, 2003, as amended (the **Prospectus Directive**) and Article 13 of the Luxembourg Law on Prospectuses for Securities (*loi relative aux prospectus pour valeurs mobilières*) dated 10th July, 2005, as amended, (the **Prospectus Act**), each in connection with Article 46.3 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14th June, 2017 to the debt issuance programme prospectus of Erste Abwicklungsanstalt dated 14th May, 2019 (the **Prospectus**), which has been prepared in connection with the Euro 20,000,000,000 Debt Issuance Programme (the **Programme**) established by Erste Abwicklungsanstalt (**EAA** or the **Issuer**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read and construed in conjunction with, the Prospectus and all documents incorporated by reference in the Prospectus.

Copies of the Prospectus, this Supplement and all documents incorporated by reference in the Prospectus will be obtainable free of charge from (i) the registered office of Erste Abwicklungsanstalt (Elisabethstraße 65, 40217 Düsseldorf, Germany) or via the website of Erste Abwicklungsanstalt (<https://www.aa1.de/en/investor-relations/treasury/>), and (ii) the specified office of the Fiscal Agent (Erste Abwicklungsanstalt, Elisabethstraße 65, 40217 Düsseldorf, Germany). In addition, copies of the Prospectus, this Supplement and all documents incorporated by reference in the Prospectus will be obtainable free of charge from, and are viewable on, the website of the Luxembourg Stock Exchange (www.bourse.lu).

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

Erste Abwicklungsanstalt accepts sole responsibility for the information contained in this Supplement (including any information incorporated by reference in the Prospectus by this Supplement). Having taken all reasonable care to ensure that such is the case, Erste Abwicklungsanstalt confirms that the information contained in this Supplement (including any information incorporated by reference in the Prospectus by this

Supplement) is, to the best of its knowledge and belief, in accordance with the facts and does not omit anything likely to affect the import of such information.

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

A. Changes to the section commencing on page 1 of the Prospectus which is entitled "*Important Notice*"

The fifth paragraph on page 2 of the Prospectus shall be replaced in its entirety as follows:

As at the date of this Prospectus, the specific benchmark applicable to an issue of Floating Rate Notes has not yet been determined. However, amounts payable under Floating Rate Notes may be calculated by reference to (i) EURIBOR (Euro Interbank Offered Rate) which is provided by the European Money Markets Institute (**EMMI**), (ii) LIBOR (London Interbank Offered Rate) which is provided by the ICE Benchmark Association (**IBA**), or another benchmark. EMMI and IBA appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (the **ESMA**) pursuant to Article 36 of the Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8th June, 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014 (the **Benchmarks Regulation**).

B. Changes to the section commencing on page 4 of the Prospectus which is entitled "*Overview*"

The subsection on page 7 of the Prospectus which is entitled "*Information Relating to Ratings*" shall be replaced in its entirety as follows:

INFORMATION RELATING TO RATINGS

The following short-term and long-term ratings have been assigned by Moody's Deutschland GmbH (**Moody's**), S&P Global Ratings Europe Limited (**Standard & Poor's**) and Fitch Ratings Ltd. (**Fitch**):

	Short-term Ratings		Long-term Ratings	
	of the Notes	of the Issuer	of the Notes	of the Issuer
Moody's	P-1	P-1	Aa1	Aa1 (stable outlook)
Standard & Poor's	Not Applicable	A-1+	Not Applicable	AA (stable outlook)
Fitch	F1+	F1+	AAA	AAA (stable outlook)

Each of Moody's, Standard & Poor's and Fitch has been established in the European Union, has been registered with the relevant competent authority under Commission Regulation (EC) no. 1060/2009, as amended (the **CRA Regulation**) and is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in

accordance with the CRA Regulation.

For further details in relation to these ratings (including descriptions thereof) see the subsection entitled "*Description of the Issuer – Ratings*".

Notes to be issued under the Programme may be rated or unrated. Where a Tranche of Notes is rated, such rating will not necessarily be the same as the ratings set out above.

A security rating is not a recommendation to buy, hold or sell any Notes and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

C. Changes to the section commencing on page 13 of the Prospectus which is entitled "*Risk Factors*"

In the subsection commencing on page 13 which is entitled "*Factors that may affect the ability of Erste Abwicklungsanstalt to fulfil its obligations under Notes to be issued under the Programme*" the third paragraph of the subsection commencing on page 14 of the Prospectus which is entitled "*Dependency on Portigon, Erste Financial Services GmbH (formerly Portigon Financial Services GmbH) and other Parties as Service Providers*" shall be replaced in its entirety as follows:

Portigon transferred its main servicing relationship with the Issuer with effect as of 1st February, 2014 to Portigon Financial Services GmbH, Düsseldorf (**PFS**). PFS was originally wholly owned by Portigon. The Issuer acquired PFS from Portigon in early 2016. The European Commission consented to the acquisition that supports the operational stability in the ongoing winding-up process undertaken by the Issuer and that fulfils the requirements concerning the sale or dissolution as set out in the European Commission's ruling of 20th December, 2011, obliging Portigon (formerly WestLB) to transfer the servicing relationship with the Issuer to a subsidiary which, according to the ruling, was to be successfully sold by the end of 2016 or, failing such successful sale, was to be dissolved by the end of 2017. Subsequently, PFS changed its name to Erste Financial Services GmbH (**EFS**) and became a wholly owned subsidiary of the Issuer. EFS (formerly PFS) is a service provider for the servicing of financial portfolios and held a license for rendering financial services until late 2018. Within the scope of a cooperation agreement between the Issuer and EFS, EFS sub-outsourced a large part of the service provision to IBM Deutschland GmbH (**IBM**) with effect from 1st December, 2017. This transaction ensured that the Issuer will continue to have at its disposal all of the services it needs to continue with the wind-up of the assets transferred from the former WestLB. For the time being, EFS remains a subsidiary of the Issuer and will concentrate on service provider management. This function is currently being integrated in the Issuer. On the basis of the outsourcing agreement with EFS, IBM will provide the Issuer with both IT and operational services for loan, securities and derivatives portfolios.

D. Changes to the section commencing on page 72 of the Prospectus which is entitled "*Description of the Issuer*"

- 1. The subsection on page 74 of the Prospectus entitled "*Managing Board*" shall be replaced in its entirety as follows:**

Managing Board

The Managing Board manages the business of the Issuer. The members of the Managing Board and their principal activities performed outside the Issuer, if any, are:

Matthias Wargers (Spokesman of the Managing Board)

Christian Doppstadt

Member of the supervisory board of Mount Street Portfolio Advisers GmbH

Member of the supervisory board of Erste Financial Services GmbH

Horst Küpker
Member of the supervisory board of EDD AG
Member of the supervisory board of Erste Financial Services GmbH
Member of the supervisory board of Westdeutsche Spielbanken GmbH

Other than that, the members of the Managing Board do not perform any principle activities outside the Issuer which are significant with respect to the Issuer.

There are no conflicts or potential conflicts of interest between the duties of any member of the Managing Board to the Issuer and such member's private interests or other duties.

2. The fourth paragraph of the subsection on page 74 of the Prospectus entitled "*Supervisory Board*" and the table commencing on page 74 of the Prospectus relating to the members of the Supervisory Board shall be replaced in their entirety as follows:

The following is a list of the current members of the Supervisory Board as at the date of this Prospectus:

1. Chairman: Dr. Patrick Opdenhövel, State Secretary in the Ministry of Finance of North Rhine-Westphalia, Düsseldorf
2. Vice Chairman: Joachim Stapf, Senior Assistant Secretary (*Leitender Ministerialrat*) in the Ministry of Finance of North Rhine-Westphalia, Düsseldorf
3. Michael Breuer, President of the Rheinischer Sparkassen- und Giroverband;
4. Hans Buschmann, former Deputy Association Director of the Rheinischer Sparkassen- und Giroverband;
5. Rolf Einmahl, Lawyer, Member of the Landschaftsversammlung of the Landschaftsverband Rheinland;
6. Henning Giesecke, Managing Director of GSW Capital Management GmbH and former Chief Risk Officer of HypoVereinsbank AG and UniCredit Group;
7. Wilfried Groos, Chairman of the Managing Board of Sparkasse Siegen;
8. Dr. Achim Kopf, Head of Risk Control of the Bundesrepublik Deutschland - Finanzagentur GmbH;
9. Matthias Löb, Director of the Landschaftsverband Westfalen-Lippe;
10. Angelika Marienfeld, former State Secretary in the Ministry of Finance of North Rhine-Westphalia, Düsseldorf;
11. Michael Stölting, Member of the Managing Board of NRW.BANK;
12. Jürgen Wannhoff, Vice President and Member of the Managing Board of the Sparkassenverband Westfalen-Lippe.

3. The subsection on page 78 of the Prospectus which is entitled "*Ratings*" shall be replaced in its entirety as follows:

Ratings

The following short-term and long-term ratings have been assigned by Moody's Deutschland GmbH (**Moody's**), S&P Global Ratings Europe Limited (**Standard & Poor's**) and Fitch Ratings Ltd. (**Fitch**):

	Short-Term Ratings		Long-Term Ratings	
	of the Notes	of the Issuer	of the Notes	of the Issuer
Moody's	P-1	P-1	Aa1	Aa1 (stable outlook)
Standard & Poor's	Not Applicable	A-1+	Not Applicable	AA (stable outlook)
Fitch	F1+	F1+	AAA	AAA (stable outlook)

Short-term issues are obligations with an original maturity of less than 365 days. Short-term issuer ratings are opinions of an issuer's capacity to meet short-term financial obligations. Long-term issues are obligations with an original maturity of one year or more. Long-term issuer ratings are opinions of the ability of entities to meet long-term senior unsecured financial obligations and contracts.

Each of Moody's, Standard & Poor's and Fitch has been established in the European Union, has been registered with the relevant competent authority under Commission Regulation (EC) no. 1060/2009, as amended (the **CRA Regulation**) and is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in accordance with the CRA Regulation.

The ratings of the Notes address the ability of the Issuer to make payments due in respect of Notes in the event that an event of default occurs. They do not address the probability of an event of default actually occurring.

Notes to be issued under the Programme may be rated or unrated. Where a Tranche of Notes is rated, such rating will not necessarily be the same as the rating set out above.

A security rating is not a recommendation to buy, hold or sell securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

4. The third paragraph of the subsection commencing on page 78 of the Prospectus which is entitled "*Legal and Arbitration Proceedings*" shall be replaced in its entirety as follows:

Since April 2010, the authorities in the US and in the EU (particularly BaFin) have been investigating possible misconduct in the trading departments of several banks. The results of the investigation have not produced any evidence of wrongdoing at the former WestLB; the investigations by BaFin and the US supervisory authorities were terminated without any measures being undertaken against Portigon. A large number of investment banks active in the US were also sued in the US in various class action lawsuits due to alleged manipulative actions with regard to exchange rates. Certain aspects of these class actions were repeatedly rejected in the Court of First Instance with respect to Portigon. The plaintiffs launched an appeal against this, the outcome of which led in part to a referral back to the Court of First Instance and in part to an uncertain outcome as things currently stand. The Court of First Instance has yet to make a final decision in favour of the plaintiffs. The Issuer has no reason to doubt Portigon's claims that there are no indications of any misconduct.

5. The subsection on page 79 of the Prospectus which is entitled "No Significant or Material Adverse Change" shall be replaced in its entirety as follows:

No Significant or Material Adverse Change

There has been no significant change in the financial or trading position of the EAA Group since 30th June, 2019, the date of EAA's last published interim financial statements and there has been no material adverse change in the prospects of EAA since 31st December, 2018, the date of EAA's last published audited statements.

E. Changes to the section commencing on page 82 of the Prospectus which is entitled "Documents Incorporated by Reference"

On 28th August, 2019, EAA published its "Zwischenbericht 30. Juni 2019", containing, *inter alia*, the binding German language version of its unaudited but reviewed interim financial statements as of and for the six months period ended 30th June, 2019. On 18th September, 2019, EAA published a non-binding English language translation of the "Zwischenbericht 30. Juni 2019" entitled "Interim Report 30 June 2019" (the **Interim Report 30 June 2019**). A copy of the Interim Report 30 June 2019 has been filed with the *Commission de surveillance du secteur financier*.

By virtue of this Supplement, the Interim Report 30 June 2019 shall be incorporated by reference in the Prospectus to the extent set out below, provided that any information not specifically set out below, but included in the Interim Report 30 June 2019 is either not relevant for an investor or is covered elsewhere in the Prospectus and shall not form part of the Prospectus. In this context, the following amendments shall be made to the section commencing on page 82 of the Prospectus which is entitled "Documents Incorporated by Reference".

The subsections C. to H. of the table which is entitled "Table of Documents Incorporated by Reference" and the three paragraphs immediately following the table on pages 82 to 84 of the Prospectus shall be replaced as follows:

Document	Section Incorporated
C. The following sections of the Interim Report 30 June 2019 of Erste Abwicklungsanstalt (containing, <i>inter alia</i> , its unaudited but reviewed interim non-consolidated financial statements prepared in accordance with the GCC):	
– Balance sheet	Pages 37 – 40
– Income statement	Pages 41 – 42
– Cash flow statement	Page 43
– Statement of changes in equity	Page 44
– Condensed notes for the period from 1 January to 30 June 2019	Pages 45–66
– Review report	Page 68
D. The following sections of the Debt Issuance Programme Prospectus of the Issuer dated 15th May, 2013 ¹ :	
– Terms and Conditions of the Notes	Pages 36 – 63

¹ The Terms and Conditions of the Notes contained in the Debt Issuance Programme Prospectus 2013 are incorporated by reference into this Prospectus to allow for the increase of notes originally issued under the Debt Issuance Programme Prospectus 2013 under this Prospectus.

Document	Section Incorporated
– Form of the Final Terms: Part A – Contractual Terms	Pages 23 – 31
E. The following sections of the Debt Issuance Programme Prospectus of the Issuer dated 15th May, 2014 ¹ :	
– Terms and Conditions of the Notes	Pages 41 – 69
– Form of the Final Terms: Part A – Contractual Terms	Pages 28 –36
F. The following sections of the Debt Issuance Programme Prospectus of the Issuer dated 13th May, 2015 ² :	
– Terms and Conditions of the Notes	Pages 42 – 70
– Form of the Final Terms: Part A – Contractual Terms	Pages 28 –37
G. The following sections of the Debt Issuance Programme Prospectus of the Issuer dated 12th May, 2016 ³ :	
– Terms and Conditions of the Notes	Pages 42 – 71
– Form of the Final Terms: Part A – Contractual Terms	Pages 28 –37
H. The following sections of the Debt Issuance Programme Prospectus of the Issuer dated 26th April, 2017 ⁴ :	
– Terms and Conditions of the Notes	Pages 42 – 71
– Form of the Final Terms: Part A – Contractual Terms	Pages 28 – 37
I. The following sections of the Debt Issuance Programme Prospectus of the Issuer dated 4th April, 2018 ⁵ :	
– Terms and Conditions of the Notes	Pages 44 – 73
– Form of the Final Terms: Part A – Contractual Terms	Pages 29 – 38

The documents set out in A., B. and C. in the table above and the information contained in such documents and incorporated by reference in this Prospectus are English language translations of their respective binding German language counterparts.

The documents set out in the table above and the information contained in such documents and incorporated by reference in this Prospectus will be available (together with, in the case of the documents set out in A., B. and C., the binding German language counterparts of these documents) for inspection at and will be obtainable free of charge from (i) the registered office of the Issuer (Erste Abwicklungsanstalt, Elisabethstraße 65, 40217 Düsseldorf, Germany or via the website of Erste Abwicklungsanstalt (as set out in detail below)), and (ii) the specified office of the Fiscal Agent (Erste Abwicklungsanstalt, Elisabethstraße 65, 40217 Düsseldorf, Germany). In addition, the documents set out in the table above will be obtainable from, and viewable on, the website of the Luxembourg Stock Exchange (www.bourse.lu).

¹ The Terms and Conditions of the Notes contained in the Debt Issuance Programme Prospectus 2014 are incorporated by reference into this Prospectus to allow for the increase of notes originally issued under the Debt Issuance Programme Prospectus 2014 under this Prospectus.

² The Terms and Conditions of the Notes contained in the Debt Issuance Programme Prospectus 2015 are incorporated by reference into this Prospectus to allow for the increase of notes originally issued under the Debt Issuance Programme Prospectus 2015 under this Prospectus.

³ The Terms and Conditions of the Notes contained in the Debt Issuance Programme Prospectus 2016 are incorporated by reference into this Prospectus to allow for the increase of notes originally issued under the Debt Issuance Programme Prospectus 2016 under this Prospectus.

⁴ The Terms and Conditions of the Notes contained in the Debt Issuance Programme Prospectus 2017 are incorporated by reference into this Prospectus to allow for the increase of notes originally issued under the Debt Issuance Programme Prospectus 2017 under this Prospectus.

⁵ The Terms and Conditions of the Notes contained in the Debt Issuance Programme Prospectus 2018 are incorporated by reference into this Prospectus to allow for the increase of notes originally issued under the Debt Issuance Programme Prospectus 2018 under this Prospectus.

Electronic versions of the following documents will be available on the website of the Issuer (see the links set out below in brackets):

- the Annual Report 2017 of Erste Abwicklungsanstalt (<https://www.aal.de/en/press/financial-reports/>)
- the Annual Report 2018 of Erste Abwicklungsanstalt (<https://www.aal.de/en/press/financial-reports/>)
- the Interim Report 30 June 2019 of Erste Abwicklungsanstalt (<https://www.aal.de/en/press/financial-reports/>)
- the Debt Issuance Programme Prospectus of Erste Abwicklungsanstalt dated 15th May, 2013 (<https://www.aal.de/en/investor-relations/treasury/>)
- the Debt Issuance Programme Prospectus of Erste Abwicklungsanstalt dated 15th May, 2014 (<https://www.aal.de/en/investor-relations/treasury/>)
- the Debt Issuance Programme Prospectus of Erste Abwicklungsanstalt dated 13th May, 2015 (<https://www.aal.de/en/investor-relations/treasury/>)
- the Debt Issuance Programme Prospectus of Erste Abwicklungsanstalt dated 12th May, 2016 (<https://www.aal.de/en/investor-relations/treasury/>)
- the Debt Issuance Programme Prospectus of Erste Abwicklungsanstalt dated 26th April, 2017 (<https://www.aal.de/en/investor-relations/treasury/>)
- the Debt Issuance Programme Prospectus of Erste Abwicklungsanstalt dated 4th May, 2018 (<https://www.aal.de/en/investor-relations/treasury/>)

F. Changes to the section commencing on page 96 of the Prospectus which is entitled "*General Information*"

The second bullet point of the subsection on page 96 of the Prospectus which is entitled "*Documents Available for Inspection*" shall be replaced in its entirety as follows:

- (ii) the audited financial statements (with an English language translation thereof) of the Issuer in respect of each of the financial years ended 31st December, 2017 and 31st December, 2018, in each case together with the auditors' report (with an English language translation thereof) issued thereon and the unaudited but reviewed interim financial statements as of and for the six months period ended 30th June, 2019 (with an English language translation thereof) together with the auditors' review report (with an English language translation thereof) issued thereon;