

**Third Supplement dated 29 December 2015  
to the Prospectus dated 9 June 2015**

*This document constitutes a supplement (the "**Third Supplement**") within the meaning of Article 16 of the Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended (the "**Prospectus Directive**") to two base prospectuses of Hypo Tirol Bank AG (the "**Issuer**"): (i) the base prospectus in respect of non-equity securities within the meaning of Article 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended (the "**Commission Regulation**") and (ii) the base prospectus in respect of Pfandbriefe within the meaning of Article 22 No. 6 (3) of the Commission Regulation (together, the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

*This Third Supplement is supplemental to, and must be read in conjunction with the Debt Issuance Programme Prospectus as supplemented by the first supplement dated 25 August 2015 (the "**First Supplement**") and the second supplement dated 2 October 2015 (the "**Second Supplement**").*

## **HYPO TIROL BANK AG**

**EUR 5,750,000,000**  
**Debt Issuance Programme**  
(the "**Programme**")

The Issuer has requested the Commission de Surveillance du Secteur Financier of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Luxembourg Law relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*, the "**Luxembourg Law on Prospectuses**"), which implements the Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 as amended, to provide the competent authorities in the Federal Republic of Germany and the Republic of Austria as soon as possible after approval of this Third Supplement has been granted, with a certificate of such approval (the "**Notification**") attesting that the Third Supplement has been drawn up in accordance with the Luxembourg Law on Prospectuses. The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Third Supplement will be published in the same way as the Debt Issuance Programme Prospectus in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer ([www.hypotirol.at](http://www.hypotirol.at)).

Hypo Tirol Bank AG ("**Hypo Tirol**" or the "**Issuer**") with its registered office in Innsbruck, the Republic of Austria, is solely responsible for the information given in this Third Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Third Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Debt Issuance Programme Prospectus, the First Supplement or the Second Supplement have the same meaning in this Third Supplement.

This Third Supplement shall only be distributed in connection with and should only be read in conjunction with the Debt Issuance Programme Prospectus, the First Supplement and the Second Supplement.

To the extent that there is any inconsistency between any statement in this Third Supplement and any other statement in or incorporated by reference in the Debt Issuance Programme Prospectus, the First Supplement or the Second Supplement, the statements in this Third Supplement will prevail.

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

The Issuer has confirmed to the Dealers that the Debt Issuance Programme Prospectus, the First Supplement, the Second Supplement and this Third Supplement contain all information with regard to the Issuer and the Notes which is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer and the rights attaching to the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder; that the information contained therein with respect to the Issuer and the Notes is accurate and complete in all material respects and is not misleading; that the opinions and intentions expressed therein with respect to the Issuer and the Notes are honestly held; that there are no other facts with respect to the Issuer or the Notes the omission of which would make the Debt Issuance Programme Prospectus, the First Supplement, the Second Supplement and this Third Supplement misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in or not consistent with the Debt Issuance Programme Prospectus, the First Supplement, the Second Supplement or this Third Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorized by the Issuer, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Debt Issuance Programme Prospectus, the First Supplement, the Second Supplement or this Third Supplement, excluding the Issuer, is responsible for the information contained in the Debt Issuance Programme Prospectus, the First Supplement, the Second Supplement or this Third Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

**In accordance with Article 13 paragraph 2 of the Luxembourg Law, where the Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes before this Third Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Third Supplement, until 4 January 2016, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 paragraph 1 of the Luxembourg Law arose before the final closing of the offer to the public and the delivery of the Notes.**

**I. Supplemental information pertaining to the SUMMARY and its German Translation**

**1. Supplemental information pertaining to "SUMMARY – Section B – Summary regarding the Issuer"**

- On page 9 of the Prospectus, "Element B.13 – Recent Events" shall be supplemented by the following:

		"According to the Capital Buffer Regulation 435 of the FMA, Hypo Tirol Bank AG has to obtain an additional System Risk Buffer of 1% Common Equity Tier 1 by 1 January 2016. Hypo Tirol Bank AG performs by now a 1% risk-buffer."
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- On page 9 of the Prospectus, "Element B.17 – Credit Ratings of the Issuer or its debt securities" shall be supplemented by the following:

		<p>"The Issuer is rated by Standard &amp; Poor's Credit Market Services Europe Limited (Niederlassung Deutschland)<sup>1</sup>, <sup>2</sup> ("<b>S&amp;P</b>" or the "<b>Rating Agency</b>"). The ratings assigned<sup>3</sup> to the Issuer by the Rating Agency are as follows:</p> <p>Long term: BBB Short term: A-3"</p>
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**2. Supplemental information pertaining to the German translation of the Summary section "GERMAN TRANSLATION OF THE SUMMARY – Abschnitt B – Zusammenfassung in Bezug auf die Emittentin"**

- On page 22 of the Prospectus, "Element B.13 – Letzte Ereignisse" shall be supplemented by the following:

		"Gemäß der Kapitalpuffer-Verordnung 435 der FMA muss die Hypo Tirol Bank AG zum 1. Januar 2016 einen zusätzlichen Systemrisikopuffer von 1% harten Kernkapitals beschaffen. Bereits jetzt weist die Hypo Tirol Bank AG einen Risikopuffer von 1% aus."
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<sup>1</sup> S&P is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

<sup>2</sup> The European Securities and Markets Authority ("**ESMA**") publishes on its website ([www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

<sup>3</sup> A credit rating assesses the creditworthiness of an entity and informs an investor therefore about the probability of the entity being able to redeem invested capital. It is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

- On page 23 of the Prospectus, "Element B.17 – Kreditratings der Emittentin oder ihrer Schuldtitel" shall be supplemented by the following:

		<p>"Die Emittentin ist von Standard &amp; Poor's Credit Market Services Europe Limited (Niederlassung Deutschland) ("<b>S&amp;P</b>")<sup>4, 5</sup> geratet. Das Rating<sup>6</sup> für die Emittentin stellt sich wie folgt dar:</p> <p>Langfristig: BBB Kurzfristig: A-3"</p>
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## II. Supplemental information pertaining to the section "HYPO TIROL BANK AG"

- The section "INFORMATION – Rating" on page 51 of the Prospectus shall be supplemented by the following:

"HYPO TIROL BANK AG is rated by Standard & Poor's Credit Market Services Europe Limited (Niederlassung Deutschland) ("**S&P**" or the "**Rating Agency**")<sup>7, 8</sup>. The ratings<sup>9</sup> assigned to HYPO TIROL BANK AG by the Rating Agency are as follows:

Long term: BBB

Short term: A-3

An obligor rated "BBB" by S&P is considered to have adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments. An obligor rated "A-3" has adequate capacity to meet its financial obligations. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments."

- The section "TREND INFORMATION – Recent Developments" on pages 52 and 53 of the Prospectus shall be supplemented by the following:

"According to the Capital Buffer Regulation 435 of the FMA, Hypo Tirol Bank AG has to obtain an additional System Risk Buffer of 1% Common Equity Tier 1 by 1 January 2016. Hypo Tirol Bank AG performs by now a 1% risk-buffer."

<sup>4</sup> S&P hat seinen Sitz in der Europäischen Gemeinschaft und ist gemäß der Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009 über Ratingagenturen, in der jeweils geltenden Fassung, (die "**Ratingagentur-Verordnung**") registriert.

<sup>5</sup> Die Europäische Wertpapier und Marktaufsichtsbehörde ("**ESMA**") veröffentlicht auf ihrer Webseite ([www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)) ein Verzeichnis der nach der Ratingagentur-Verordnung registrierten Ratingagenturen. Dieses Verzeichnis wird innerhalb von fünf Werktagen nach Annahme eines Beschlusses gemäß Artikel 16, 17 oder 20 der Ratingagentur-Verordnung aktualisiert. Die Europäische Kommission veröffentlicht das aktualisierte Verzeichnis im Amtsblatt der Europäischen Union innerhalb von 30 Tagen nach der Aktualisierung.

<sup>6</sup> Ein Kreditrating ist eine Einschätzung der Kreditwürdigkeit einer Rechtsperson und informiert den Anleger daher über die Wahrscheinlichkeit mit der die Rechtsperson in der Lage ist, angelegtes Kapital zurückzuzahlen. Es ist keine Empfehlung Wertpapiere zu kaufen, zu verkaufen oder zu halten und kann jederzeit durch die Ratingagentur geändert oder zurückgenommen werden.

<sup>7</sup> S&P is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

<sup>8</sup> The European Securities and Markets Authority publishes on its website ([www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

<sup>9</sup> A credit rating assesses the creditworthiness of an entity and informs an investor therefore about the probability of the entity being able to redeem invested capital. It is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

**Issuer**

Hypo Tirol Bank AG  
Meraner Straße 8  
6020 Innsbruck  
Republic of Austria

**Fiscal and Paying Agent**

Deutsche Bank Aktiengesellschaft  
Corporate Trust & Agency Services  
Taunusanlage 12  
60325 Frankfurt am Main  
Federal Republic of Germany

**Austrian Fiscal Agent**

(for Notes (including Pfandbriefe) in bearer form with an Austrian International Securities Identification Number (ISIN) for which OeKB acts as Clearing System)

Hypo Tirol Bank AG  
Meraner Straße 8  
6020 Innsbruck  
Republic of Austria