



**Všeobecná úverová banka, a.s.**

## **SUPPLEMENT NO. 1**

### **TO BASE PROSPECTUS DATED MAY 15, 2014**

This Supplement No.1 (hereinafter „**Supplement**“) to the base prospectus dated May 15, 2014 for debt securities issued within the offering program (hereinafter „**Base Prospectus**“), on the basis of which Všeobecná úverová banka, a.s., with the registered office at Mlynské nivy 1, 829 90 Bratislava, CRN: 31 320 155, registered in the Business Register of District Court Bratislava I, section: Sa, file no. 341/B (hereinafter „**VÚB, a.s.**“, „**Issuer**“ or „**Bank**“) is authorized to issue, in compliance with the generally binding legal regulations, individual bond issues – mortgage bonds (hereinafter „**MB**“ or „**Bonds**“) in any currency, on the basis of the information provided herein as later amended (hereinafter „**Program**“). The total nominal value of all unpaid Bonds issued within Program must not exceed EUR 1 500 000 000.00 or equivalent sum in other currency. Program duration, during which VÚB, a.s. may issue individual Bonds issues within Program, is 10 years.

This Supplement to the Base Prospectus updates the Base Prospectus dated May 15, 2014 approved by National bank of Slovakia with ruling No. ODT-5401/2014-1 as of May 30, 2014. The information about the free of charge accessibility of the Base Prospectus was published in Hospodárske noviny on June 10, 2014 and from this day it is available in written form at the registered office of Issuer and on Issuer's website.

To the date of preparation of this Supplement Issuer did not realize the public offer of securities based on valid Base Prospectus and did not publish any Final Terms and to the date of publishing of this Supplement will not do so, and for this reason does not state in Supplement information about the possibility of a right of withdrawal their acceptances pursuant to Act No. 566/2001 Coll. on securities and investment services as amended, art. 125c sub-sect. 5.

In order to acquire complete information about the Issuer and Bonds offer, the Supplement shall be read together with the Base Prospectus, Final terms and Summary. The words in this Supplement, starting with capital letter, shall have the meaning as defined in the Base Prospectus.

Once approved by National Bank of Slovakia, the Supplement will be published free of charge and available in written form at the registered Office of Issuer: Mlynské nivy 1, 829 90 Bratislava, in department: Balance Sheet Management and on Issuer's website: <http://www.vub.sk/informacny-servis/prospekty-cennych-papierov/>. A notification of availability will be published in daily national press, publishing market reports.

12<sup>th</sup> of September, 2014

## **RESPONSIBLE PERSONS**

Všeobecná úverová banka, a.s., represented by Ing. Elena Kohútiková, PhD., member of Management Board, and Ing. Peter Magala, member of Management Board, represents that it is liable for the information contained in the entire Supplement.

Issuer represents, that it paid due care to the Supplement preparation, that it prepared the Supplement using its best knowledge, that information and data contained therein are up-to-date, complete, true and actual to the date of preparation thereof and that no data which may influence the meaning thereof, accurate and correct assessment of Issuer and Bonds issued by Issuer were omitted.

Bratislava, 12th of September, 2014

---

Ing. Elena Kohútiková, PhD.  
member of Management Board of VÚB, a.s.

---

Ing. Peter Magala  
member of Management Board of VÚB, a.s

From the date of approval and publishing the announcement about the free of charge availability of the Base Prospectus the below mentioned new factors have occurred which could influence the correct assessment of Issuer and Bonds issued by Issuer.

Here below are stated only those parts of sections from the Base Prospectus, which are updated or amended.

In section:

## I. SUMMARY

### Section B - Issuer Element B.12

The original text of the Base Prospectus is amended as follows:

<b>Selected key interim financial information</b>		
The selected key interim financial information from the Interim consolidated financial statements, unverified by auditor, for the period ending on June 30, 2014 prepared in compliance with the International Accounting Standard IAS 34 Interim Financial Reporting.		
<b>Consolidated statement of financial position at 30 June 2014 (In thousands of euro)</b>		
	<b>June 2014</b>	<b>Dec 2013</b>
<b>Assets</b>		
Cash and balances with central banks	209,524	96,820
Due from banks	717,615	771,638
Financial assets at fair value through profit or loss	260,080	207,674
Derivative financial instruments	26,598	29,221
Available-for-sale financial assets	1,654,920	1,588,324
Loans and advances to customers	7,858,290	7,574,317
Held-to-maturity investments	521,633	995,831
Associates and joint ventures	16,454	14,362
Intangible assets	50,015	54,807
Goodwill	29,305	29,305
Property and equipment	115,525	122,108
Deferred income tax assets	41,918	41,895
Other assets	23,737	30,121
	<b>11,525,614</b>	<b>11,556,423</b>
<b>Liabilities</b>		
Due to central and other banks	711,670	781,504
Derivative financial instruments	28,054	42,884
Due to customers	7,874,310	7,838,211
Debt securities in issue	1,428,492	1,404,607
Current income tax liabilities	10,159	1,166
Provisions	22,303	22,033
Other liabilities	77,136	86,629
	<b>10,152,124</b>	<b>10,177,034</b>
<b>Equity</b>		
Equity (excluding net profit for the period)	1,297,298	1,244,293
Net profit for the period	76,192	135,096
	<b>1,373,490</b>	<b>1,379,389</b>
	<b>11,525,614</b>	<b>11,556,423</b>

Financial commitments and contingencies	2,958,033	2,833,496
<b>Consolidated statement of profit or loss and other comprehensive income for 6 months ended 30 June 2014 (In thousands of euro)</b>		
	<b>June 2014</b>	<b>June 2013</b>
Interest and similar income	261,510	262,520
Interest and similar expense	(50,088)	(59,934)
<b>Net interest income</b>	<b>211,422</b>	<b>202,586</b>
Fee and commission income	66,899	68,291
Fee and commission expense	(17,911)	(16,694)
<b>Net fee and commission income</b>	<b>48,988</b>	<b>51,597</b>
Net trading result	6,121	5,542
Other operating income	3,463	3,971
<b>Operating income</b>	<b>269,994</b>	<b>263,696</b>
Salaries and employee benefits	(54,321)	(51,139)
Other operating expenses	(49,638)	(45,248)
Special levy of selected financial institutions	(19,583)	(19,195)
Amortisation	(6,319)	(5,157)
Depreciation	(8,074)	(8,750)
<b>Operating expenses</b>	<b>(137,935)</b>	<b>(129,489)</b>
<b>Operating profit before impairment</b>	<b>132,059</b>	<b>134,207</b>
Impairment losses	(38,723)	(40,879)
<b>Profit from operations</b>	<b>93,336</b>	<b>93,328</b>
Share of profit of associates and joint ventures	3,476	1,039
<b>Profit before tax</b>	<b>96,812</b>	<b>94,367</b>
Income tax expense	(20,620)	(23,919)
<b>NET PROFIT FOR 6 MONTHS</b>	<b>76,192</b>	<b>70,448</b>
<b>Other comprehensive income for 6 months, after tax:</b> <i>Items that may be reclassified to profit or loss in the future:</i>		
Exchange difference on translating foreign operation	(1)	(3)
Available-for-sale financial assets	2,073	(14,313)
Cash flow hedges	491	473
<b>Other comprehensive income for 6 months, net of tax</b>	<b>2,563</b>	<b>(13,843)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR 6 MONTHS</b>	<b>78,755</b>	<b>56,605</b>
The Net profit and Total comprehensive income are fully attributable to owners of the parent.		

In section:

### 3.9 Administrative, managing and supervising bodies

#### 3.9.1 Information about the members of statutory body and Supervisory Board

##### Management Board

The original text of the Base Prospectus related to the members of the management board is replaced by following text:

##### Management Board

Name and surname	Date of birth	Primary residence
<b>RESCH Alexander</b> Chairman of Management Board and CEO	April 14, 1972	Rr. Deshmoret e 4 Shkurtit, kompl. Green Park, kulla 1, ap. 64, 1001 Tirana, Albanian Republic
<b>KOHÚTIKOVÁ Elena, Ing., PhD.</b> Member of Management Board	April 3, 1953	Limbová 20, 900 91 Limbach, Slovak Republic
<b>MAGALA Peter, Ing.</b> Member of Management Board	March 1, 1975	Košická 58, 821 09 Bratislava Slovak Republic
<b>HUML Jiří</b> Member of Management Board	January 7, 1964	Pardubická 1230, 252 28 Černošice Czech Republic
<b>KAUSICH Jozef, Ing.</b> Member of Management Board	December 29, 1973	Hraničiarska 256/7A, 851 10 Bratislava - Čunovo, Slovak Republic

In section:

### 3.11 Financial information concerning assets and liabilities, financial situation, Issuer's profit and losses

#### 3.11.4 Interim and other financial information

The original text of the Base Prospectus is amended as follows:

##### Interim Financial Statement prepared in compliance with the IAS 34 as of 30 June 2014

Data for the first half of 2014 have been assumed from the Interim consolidated financial statements unverified by auditor, for the period ending on 30 June 2014 prepared in compliance with the International Accounting Standard IAS 34 Interim Financial Reporting. The financial statements were attached to VUB Semiannual Report for the first half of 2014, presented to the National Bank of Slovakia on August 28, 2014, available on Issuer's website on August 28, 2014 and it is available for inspection at the registered office of the Issuer. The Release Note was published in the Hospodárske noviny on August 28, 2014.

##### Consolidated statement of financial position at 30 June 2014 (In thousands of euro)

	June 2014	Dec 2013
<b>Assets</b>		
Cash and balances with central banks	209,524	96,820
Due from banks	717,615	771,638
Financial assets at fair value through profit or loss	260,080	207,674
Derivative financial instruments	26,598	29,221

Available-for-sale financial assets	1,654,920	1,588,324
Loans and advances to customers	7,858,290	7,574,317
Held-to-maturity investments	521,633	995,831
Associates and joint ventures	16,454	14,362
Intangible assets	50,015	54,807
Goodwill	29,305	29,305
Property and equipment	115,525	122,108
Deferred income tax assets	41,918	41,895
Other assets	23,737	30,121
	<b>11,525,614</b>	<b>11,556,423</b>
<b>Liabilities</b>		
Due to central and other banks	711,670	781,504
Derivative financial instruments	28,054	42,884
Due to customers	7,874,310	7,838,211
Debt securities in issue	1,428,492	1,404,607
Current income tax liabilities	10,159	1,166
Provisions	22,303	22,033
Other liabilities	77,136	86,629
	<b>10,152,124</b>	<b>10,177,034</b>
<b>Equity</b>		
Equity (excluding net profit for the period)	1,297,298	1,244,293
Net profit for the period	76,192	135,096
	<b>1,373,490</b>	<b>1,379,389</b>
	<b>11,525,614</b>	<b>11,556,423</b>
Financial commitments and contingencies	2,958,033	2,833,496

**Consolidated statement of profit or loss and other comprehensive income for 6 months ended 30 June 2014**  
(In thousands of euro)

	<b>June 2014</b>	<b>June 2013</b>
Interest and similar income	261,510	262,520
Interest and similar expense	(50,088)	(59,934)
<b>Net interest income</b>	<b>211,422</b>	<b>202,586</b>
Fee and commission income	66,899	68,291
Fee and commission expense	(17,911)	(16,694)
<b>Net fee and commission income</b>	<b>48,988</b>	<b>51,597</b>
Net trading result	6,121	5,542
Other operating income	3,463	3,971
<b>Operating income</b>	<b>269,994</b>	<b>263,696</b>
Salaries and employee benefits	(54,321)	(51,139)
Other operating expenses	(49,638)	(45,248)
Special levy of selected financial institutions	(19,583)	(19,195)
Amortisation	(6,319)	(5,157)
Depreciation	(8,074)	(8,750)
	<b>(137,935)</b>	<b>(129,489)</b>

<b>Operating expenses</b>		
<b>Operating profit before impairment</b>	132,059	134,207
Impairment losses	(38,723)	(40,879)
<b>Profit from operations</b>	93,336	93,328
Share of profit of associates and joint ventures	3,476	1,039
<b>Profit before tax</b>	96,812	94,367
Income tax expense	(20,620)	(23,919)
<b>NET PROFIT FOR 6 MONTHS</b>	76,192	70,448
<b>Other comprehensive income for 6 months, after tax:</b> <i>Items that may be reclassified to profit or loss in the future:</i>		
Exchange difference on translating foreign operation	(1)	(3)
Available-for-sale financial assets	2,073	(14,313)
Cash flow hedges	491	473
<b>Other comprehensive income for 6 months, net of tax</b>	2,563	(13,843)
<b>TOTAL COMPREHENSIVE INCOME FOR 6 MONTHS</b>	78,755	56,605

The Net profit and Total comprehensive income are fully attributable to owners of the parent.

**Consolidated statement of cash flows for 6 months ended 30 June 2014  
(In thousands of euro)**

	<b>June 2014</b>	<b>June 2013</b>
<b>Cash flows from operating activities</b>		
Profit before tax	96,812	94,367
Adjustments for:		
Amortisation	6,319	5,157
Depreciation	8,074	8,750
Securities at fair value through profit or loss, debt securities in issue and FX differences	11,778	(7,562)
Items related to share of profit of associates and joint ventures	(2,092)	(1,011)
Interest income	(261,510)	(262,520)
Interest expense	50,088	59,934
Sale of property and equipment	(107)	(367)
Impairment losses and similar charges	48,570	40,370
Interest received	295,944	309,827
Interest paid	(48,055)	(53,506)
Tax paid	(11,650)	(28,932)
Due from banks	(24,921)	(49,002)
Financial assets at fair value through profit or loss	(52,801)	(128,608)
Derivative financial instruments (assets)	3,114	11,628
Available-for-sale financial assets	(78,968)	87,614
Loans and advances to customers	(321,259)	43,477
Other assets	6,316	(2,170)
Due to central and other banks	(70,200)	(56,096)
Derivative financial instruments (liabilities)	(14,830)	(19,073)
Due to customers	34,583	219,863
Other liabilities	(10,584)	(9,507)
<b>Net cash (used in)/from operating activities</b>	<b>(335,379)</b>	<b>262,633</b>

<b>Cash flows from investing activities</b>		
Repayments of held-to-maturity investments	445,222	9,958
Purchase of intangible assets and property and equipment	(3,613)	(4,589)
Disposal of property and equipment	690	720
<i>Net cash from investing activities</i>	<u>442,299</u>	<u>6,089</u>
<b>Cash flows from financing activities</b>		
Proceeds from issue of debt securities	58,627	122,359
Repayments of debt securities	(44,862)	(86,318)
Purchase of treasury shares	(307)	(701)
Dividends paid	(84,347)	(64,623)
<i>Net cash used in financing activities</i>	<u>(70,889)</u>	<u>(29,283)</u>
Net change in cash and cash equivalents	36,031	239,439
Cash and cash equivalents at the beginning of the year	276,274	165,969
<b>Cash and cash equivalents at 30 June</b>	<u>312,305</u>	<u>405,408</u>

**Consolidated statement of changes in equity for 6 months ended 30 June 2014**  
(In thousands of euro)

	Share capital	Share premium	Treasury shares	Legal reserve fund	Retained earnings	Translation of foreign operation	Available-for-sale financial assets	Cash flow hedges	Total
<b>At 1 January 2013</b>	430,819	13,368	-	97,743	723,261	-	57,828	(1,425)	1,321,594
Total comprehensive income for 6 months, net of tax	-	-	-	-	70,448	(3)	(14,313)	473	56,605
Dividends to shareholders	-	-	-	-	(64,623)	-	-	-	(64,623)
Reversal of dividends distributed but not collected	-	-	-	-	166	-	-	-	166
Legal reserve fund	-	-	-	1,764	(1,764)	-	-	-	-
Other	-	-	-	-	(15)	14	-	-	(1)
Purchase of treasury shares	-	-	(701)	-	-	-	-	-	(701)
<b>At 30 June 2013</b>	<u>430,819</u>	<u>13,368</u>	<u>(701)</u>	<u>99,507</u>	<u>727,473</u>	<u>11</u>	<u>43,515</u>	<u>(952)</u>	<u>1,313,040</u>
<b>At 1 January 2014</b>	430,819	13,501	-	99,507	792,121	8	43,161	272	1,379,389
Total comprehensive income for 6 months, net of tax	-	-	-	-	76,192	(1)	2,073	491	78,755
Dividends to shareholders	-	-	-	-	(84,347)	-	-	-	(84,347)
Sale of Recovery, a.s.	-	-	-	(87)	87	-	-	-	-
Other	-	-	-	-	7	(7)	-	-	-
Purchase of treasury shares	-	-	(307)	-	-	-	-	-	(307)
<b>At 30 June 2014</b>	<u>430,819</u>	<u>13,501</u>	<u>(307)</u>	<u>99,420</u>	<u>784,060</u>	<u>-</u>	<u>45,234</u>	<u>763</u>	<u>1,373,490</u>



---

In section:

### **3.14 Documents for inspection**

The original text of the Base Prospectus is amended as follows:

4. Interim consolidated financial statements for six months ended 30 June 2014 prepared in compliance with the International Accounting Standard IAS 34 Interim Financial Reporting.

In section:

### **3.15 List of used cross-references**

The original text of the Base Prospectus is amended as follows:

3. Reference to the Interim consolidated financial statements for six months ended 30 June 2014, unverified by auditor, prepared in compliance with the International Accounting Standard IAS 34 Interim financial Reporting, which was attached to the VUB Semiannual Report for first half of 2014, presented to the National Bank of Slovakia on August 28, 2014, available on Issuer's website on August 28, 2014, which is available for inspection at the registered office of the Issuer, is made on page 5 of the Supplement. The Release Note was published in the Hospodárske noviny on August 28, 2014.

In section:

### **4.4 Information on securities to be offered / admitted to trading**

The original text of the Base Prospectus, after the part "Taxation" is amended as follows:

**Information about the coverage of Bonds:** Bonds – Mortgage bonds represent a special type of secured bond pursuant to Act on Bonds, art. 20b. The MB holders, in case of Issuer's bankruptcy, have a position of secured creditor with a right to separate satisfaction of its secured claim for the payment of principal and yields from MB, out of the asset values of the Issuer which is subject to bankruptcy, which consist its separate nature of the extent of assets pursuant to Act on Bankruptcy, art. 195 sub.-sect. 6.

In section:

### **4.8 Definitions**

The original text of the Base Prospectus is amended as follows:

„**Act on Bankruptcy**“ represents Act No. 7/2005 Coll. on Bankruptcy and Restructuring as amended.