



**Landesbank Hessen-Thüringen
Girozentrale**
(the "Issuer")

1st Supplement dated 8 August 2024 to the
Prospectus dated 29 April 2024 (the "Prospectus")
relating to the
Helaba Euro 35,000,000,000 Debt Issuance Programme
for the issue of Notes (including Pfandbriefe)
(the "Programme")

pursuant to Art. 23 (1) of Regulation (EU) 2017/1129 (the "Prospectus Regulation")
(the "**Supplement**").

This Supplement is supplemental to, and should be read in conjunction with the Prospectus dated 29 April 2024 relating to the EUR 35,000,000,000 Debt Issuance Programme of Landesbank Hessen-Thüringen Girozentrale.

Terms not otherwise defined herein shall have the meanings specified in the Prospectus.

The Issuer has applied for a notification pursuant to Art. 25 of the Prospectus Regulation and has requested the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") of the Grand-Duchy of Luxembourg in its capacity as competent authority (the "**Competent Authority**") to provide the competent authority of the Federal Republic of Germany ("Germany") with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation. The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a notification.

This Supplement will be published in electronic form on the website of the Luxembourg Stock Exchange under www.luxse.com, will be available free of charge at the specified offices of the Issuer and will be published in electronic form on the website of the Issuer <https://www.helaba.com/int/programmes>.

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General Information

Landesbank Hessen-Thüringen Girozentrale 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 for which it is responsible, is to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Supplement has been approved by the Competent Authority.

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

Contents of the Supplement

This Supplement No. 1 dated 8 August 2024 has been prepared for the purpose of amending the section “**RISK FACTORS - 1.1.7 Regulatory Risk**” and several sections set out under the headline “–**DESCRIPTION OF LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE**” in the Prospectus to reflect the following circumstances:

Relevant for the supplement is the publication of the amendment to the Charter of Helaba in the Official Gazette for the Federal State of Hesse and the Official Gazette for the Free State of Thuringia on 5 August 2024 in connection with the regulatory restructuring of the equity of Helaba. This results in changes in share capital, in the composition of equity, in the Board of Owners, in the Supervisory Board of Helaba as well as in the reserve funds.

Amendments to the Prospectus

1) Amendments to the section “**RISK FACTORS**”

a) Amendments to the section entitled “**RISK FACTORS - 1.1.7 Regulatory Risk**” on page 15:

The second paragraph reading as follows is deleted from the section:

“The scope of the audit procedures conducted by the regulatory authorities as part of the Europe-wide supervisory investigation of the quality of banks’ own funds instruments includes the 1998 and 2005 capital contributions of the Federal State of Hesse that form part of Helaba’s Common Equity Tier 1 (CET 1) capital. A working group of Helaba and its owners is working on a concept in which the aspects addressed by the supervisory authorities are no longer relevant. Helaba’s CET 1 capital remains more than adequate. At meetings held in December 2023, Helaba’s corporate bodies approved the key aspects of the concept. The supervisory authorities have been informed about the ongoing process.”

2) Amendments to the section “**DESCRIPTION OF LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE**”

a) Amendments to the section entitled “**DESCRIPTION OF LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE – 2.2.2 Information about the Issuer - Deposit Protection and Investor Compensation Scheme**” on page 539:

The second to last sentence “Moreover, an additional fund is being created to protect the solvency and liquidity of the Sparkassen-Finanzgruppe institutions” in the second paragraph is replaced by the following sentence:

“Moreover, an additional fund (the **Additional Fund**) is being created to protect the solvency and liquidity of the Sparkassen-Finanzgruppe institutions.”

Furthermore the following paragraph is added at the end of section 2.2.2:

“The Additional Fund will provide the Scheme with a significantly increased volume for support in the future. In the course of implementing the measures to restructure the capital contributions of the Federal State of Hesse, it is intended to gradually dissolve the Reserve Fund of Savings Banks and Giro Association Hesse-Thuringia as well as the reserve funds of RSGV and SVWL.”

b) Amendments to the section entitled “DESCRIPTION OF LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE – 5. Trend Information” on page 541:

The following paragraph is added after the paragraph entitled “Economic Impact” on page 544:

“Restructuring of Helaba’s equity

On 5 August 2024, following the fulfilment of all implementation conditions, Helaba’s owners undertook a partial restructuring of its equity. The partial restructuring measures include, on the one hand, the withdrawal and repayment of the capital contributions of € 1,920 m paid by the Federal State of Hesse by transfer of the “Wohnungswesen und Zukunftsinvestition” and “Hessischer Investitionsfonds” special funds in lieu of performance. These special funds are contributions in kind made to Helaba in 1998 and 2005 as the capital contributions of the Federal State of Hesse. On the other hand, in the context of a capital increase, the Federal State of Hesse paid a total of € 1,500 m into the share capital and capital reserves and € 500 m to subscribe to an AT1 issue. As a result of the measures, the regulatory Tier 1 capital – including Helaba’s AT1 capital – is increased by a total of € 80 m upon implementation of the measures on 5 August 2024. The CET1 capital is decreased by € 420 m.

The withdrawal of the capital contributions and transfer of the special funds as well as the payments into the share capital and the subscription to a new AT1 issue have no impact on profit or loss. Following their transfer to the Federal State of Hesse, the special funds will continue to be managed by WIBank.”

c) Amendments to the section entitled “DESCRIPTION OF LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE – 6.1 Administrative, Management and Supervisory Bodies – Board of Owners” on page 544:

The following paragraphs replace all paragraphs entitled “Board of Owners” on pages 544 – 546:

“The Board of Owners (Trägerversammlung) represents the owners of Helaba (see information on page 552-553, “Ownership Structure”). Major changes concerning inter alia business policy, equity, or group structure have to be approved by the Board of Owners. It also is in charge of making amendments to the Charter of the Bank. The rights of the members of the Board of Owners are exercised according to the Charter and the appropriate Rules of Procedure.

According to § 8 (1) of the Charter of Helaba, the Board of Owners consists of twenty members.

Members of the Board of Owners are at present:

Claus Kaminsky

Lord Mayor
City of Hanau
Hanau
- Vice Chairman -

Ingo Buchholz

Chairman of the Board of Managing Directors
Kasseler Sparkasse
Kassel
- Vice Chairman

Michael Breuer

President
Rheinischer Sparkassen- und Giroverband
Düsseldorf

Karolin Schriever

Executive Board Member
Deutscher Sparkassen- und Giroverband e.V.
Berlin
- Vice Chairwoman –

Heike Taubert

Ministry of Finance of the State of Thuringia
Erfurt
- Vice Chairwoman -

Christian Blechschmidt

Chairman of the Board of Managing Directors
Sparkasse Unstrut-Hainich
Mühlhausen

Volker Bouffier

Minister President (ret.)
Bouffier & Wolf – Rechtsanwälte & Notar Gießen
Gießen

Guido Braun

Chairman of the Board of Managing Directors
Sparkasse Hanau
Hanau

Prof. Dr. Liane Buchholz

President
Sparkassenverband Westfalen-Lippe
Münster
- Vice Chairwoman -

Martina Feldmayer

Member of the State Parliament of Hesse
Wiesbaden

Karlheinz Ihrig

Chairman of the Board of Managing Directors
Sparkasse Odenwaldkreis
Erbach

Ulrich Krebs

Chief Administrative Officer
Hochtaunuskreis
Bad Homburg v. d. H.

Stefan G. Reuß

Executive President
Sparkassen- und Giroverband Hessen-Thüringen
Frankfurt am Main/Erfurt

Klaus Peter Schellhaas

Chief Administrative Officer
County District of Darmstadt-Dieburg
Darmstadt

Dieter Zimmermann

Chairman of the Board of Managing Directors
Kreissparkasse Ahrweiler
Bad Neuenahr-Ahrweiler

TBA

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The positions of five members of the Board of Owners marked with TBA are at present vacant (including the position of the Chairman/Chairwoman).“

d) Amendments to the section entitled “DESCRIPTION OF LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE – 6.2 Administrative, Management and Supervisory Bodies – Supervisory Board” on page 546:

The following paragraphs replace all paragraphs entitled “Supervisory Board” on pages 546 – 550:

“The Supervisory Board (Verwaltungsrat) supervises the conduct of business of the Board of Managing Directors. From 1 November 2024 it will, in accordance with the then applicable version of § 11 (1) of the Charter of Helaba, no longer consist of twenty-seven members, but of twenty-one members. For every member of the Supervisory Board a deputy must be appointed (according to § 11 (3) to the statutes of Helaba). The Board of Owners appoints two thirds of the members of the Supervisory Board. One third of the members of the Supervisory Board is delegated by the staff of the Bank. The rights of the members of the Supervisory Board are exercised according to the Charter and the appropriate Rules of Procedure.

Members of the Supervisory Board are at present:

The members of the Supervisory Board appointed by the Sparkassen- und Giroverband Hessen-Thüringen:

Members	Deputy Members
Stefan G. Reuß Executive President Sparkassen- und Giroverband Hessen-Thüringen Frankfurt am Main/Erfurt – Chairman –	Reinhard Faulstrich Chairman of the Board of Managing Directors Sparkasse Bad Hersfeld-Rotenburg Bad Hersfeld
Dr. Werner Henning –Vice Chairman –	Andreas Bausewein Erfurt
Dr. Sascha Ahnert Chairman of the Board of Managing Directors Stadt- und Kreis-Sparkasse Darmstadt Darmstadt	Jürgen Schüdde Chairman of the Board of Managing Directors Sparkasse Starkenburg Heppenheim
Dr. Annette Beller Kassel	Wilhelm Bechtel Schwalmstadt

<p>Hans-Georg Dorst Chairman of the Board of Managing Directors Sparkasse Mittelthüringen Erfurt</p>	<p>Martin Bayer Chairman of the Board of Managing Directors Kreissparkasse Saalfeld-Rudolstadt Saalfeld</p>
<p>Markus Nähser Chairman of the Board of Managing Directors Nassauische Sparkasse Wiesbaden</p>	<p>Stefan Hastrich Chairman of the Board of Managing Directors Kreissparkasse Weilburg Weilburg</p>
<p>Oliver Klink Chairman of the Board of Managing Directors Taunussparkasse Bad Homburg v.d.H.</p>	<p>Annette Theil-Deininger Chairwoman of the Board of Managing Directors Rhön-Rennsteig-Sparkasse Meiningen</p>
<p>Anita Schneider Chief Administrative Officer County District of Gießen Gießen</p>	<p>Winfried Becker Chief Administrative Officer Schwalm-Eder-Kreis Homberg (Efze)</p>
<p>Wolfgang Schuster Chief Administrative Officer County District of Lahn-Dill Wetzlar</p>	<p>Alexander Hetjes Lord Mayor City of Hamburg v. d. Höhe Bad Homburg v. d. Höhe</p>
<p>Dr. Heiko Wingenfeld Lord Mayor City of Fulda Fulda</p>	<p>André Schellenberg City treasurer City of Darmstadt Darmstadt</p>
<p>TBA</p>	<p>Frank Matiaske Chief Administrative Officer County District Odenwaldkreis Erbach</p>

The members of the Supervisory Board appointed by the State of Hesse

<p>Michael Boddenberg Member of the State Parliament of Hesse Wiesbaden 2nd Vice-Chairman</p>	<p>TBA</p>
<p>Frank Lortz Vice President of the State Parliament of Hesse Wiesbaden</p>	<p>Sigrid Erfurth Neu-Eichenberg</p>

The members of the Supervisory Board appointed by the State of Thuringia

<p>Dr. Hartmut Schubert Secretary of State Ministry of Finance of the State of Thuringia Erfurt</p>	<p>Dr. Werner Pidde Gotha</p>
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The member of the Supervisory Board appointed by the Rheinischer Sparkassen- und Giroverband

<p>Karin-Brigitte Göbel Düsseldorf -3rd Vice Chairwoman-</p>	<p>Norbert Laufs Chairman of the Board of Managing Directors Sparkasse Aachen Aachen</p>
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The members of the Supervisory Board appointed by the Sparkassenverband Westfalen-Lippe

<p>Ingo Ritter Chairman of the Board of Managing Directors Sparkasse Hochsauerland Brilon</p>	<p>Dr. h.c. Sven-Georg Adenauer Chief Administrative Officer County District of Gütersloh Gütersloh</p>
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The member of the Supervisory Board appointed by FIDES Beta GmbH

<p>Karolin Schriever Executive Board Member Deutscher Sparkassen- und Giroverband e.V. Berlin – 5th Vice Chairwoman –</p>	<p>Dr. Matthias Bergner CEO FIDES Beta GmbH Berlin</p>
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The members of the Supervisory Board appointed by FIDES Alpha GmbH

<p>Dr. Hagen Pfeiffer Managing Director HP Management Advisory GmbH Eschborn</p>	<p>TBA</p>
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Employee representatives*

<p>Thorsten Derlitzki Deputy Department Director Landesbank Hessen-Thüringen Frankfurt am Main – 4th Vice Chairman –</p>	<p>Robert Schopplich Bank Officer Landesbank Hessen-Thüringen Frankfurt am Main</p>
<p>Sven Ansorg Bank Officer Landesbank Hessen-Thüringen Erfurt</p>	<p>Jens Druyen Bank Officer Landesbank Hessen-Thüringen Düsseldorf</p>
<p>Frank Beck Deputy Department Director</p>	<p>Petra Barz Bank Officer</p>

<p>Landesbank Hessen-Thüringen Frankfurt am Main</p> <p>Thorsten Kiwitz Deputy Department Director Landesbank Hessen-Thüringen Frankfurt am Main</p> <p>Christiane Kutil-Bleibaum Department Director Landesbank Hessen-Thüringen Düsseldorf</p> <p>Annette Langner Senior Bank Executive Landesbank Hessen-Thüringen Frankfurt am Main</p> <p>Susanne Noll Bank Officer Landesbank Hessen-Thüringen Frankfurt am Main</p> <p>Birgit Sahliger-Rasper Bank Officer Landesbank Hessen-Thüringen Frankfurt am Main</p>	<p>Landesbank Hessen-Thüringen Frankfurt am Main</p> <p>Ute Opfer Bank Officer Landesbank Hessen-Thüringen Kassel</p> <p>Katja Elsner Senior Bank Executive Landesbank Hessen-Thüringen Frankfurt am Main</p> <p>Wolfgang Scheib Bank Officer Landesbank Hessen-Thüringen Offenbach</p> <p>Sabine Thomsen Bank Officer Landesbank Hessen-Thüringen Düsseldorf</p> <p>Christiane Genz Wirtschafts- und Infrastrukturbank Hessen Wetzlar</p>
<p>Thomas Sittner Bank Officer Landesbank Hessen-Thüringen Frankfurt am Main</p>	<p>Nicole Gerhold Bank Officer Landesbank Hessen-Thüringen Kassel</p>

*The order in which the Deputy Members of the Employee Representatives on the Supervisory Board are listed is determined by the result of the elections to the Supervisory Board.

The positions of three members of the Supervisory Board marked with TBA are at present vacant.”

e) **Amendments to the section entitled “DESCRIPTION OF LANDESBANK HESSEN-THÜRINGEN GIROZENTRALE – 7. Major Shareholders – Ownership Structure” on page 552:**

The following paragraphs replace all paragraphs entitled “7. Major Shareholders - Ownership Structure” on pages 552 – 553:

“Ownership Structure

Helaba is a public-sector association with legal capacity with registered offices in Frankfurt am Main and Erfurt. Since mid-2012, the group of owners of Helaba comprises four additional owners, namely the Rhenish Savings Banks and Giro Association (Rheinischer Sparkassen- und Giroverband), the Savings Banks Association (Sparkassenverband) Westfalen-Lippe as well as two trust companies, the trust company of the deposit protection and investor compensation scheme of the Landesbanks and central giro institutions (FIDES Beta GmbH) and the trust company of the savings banks' regional associations (FIDES Alpha GmbH) in their capacity as owners of the deposit protection and investor compensation schemes of the savings banks, in addition to the Savings Banks and Giro Association Hesse-Thuringia (Sparkassen- und Giroverband Hessen-Thüringen – “SGVHT”) and the two federal states of Hesse and Thuringia. The majority of the ordinary capital of Helaba in the amount of EUR 774 million is held by owners belonging to the S-Group (about 66.4%). The shares held by the two federal states of Hesse and Thuringia together account for about 33.6%.

Owner Structure of Helaba

Composition of the ordinary Capital	Amount in EUR million*	Share in per cent.
Sparkassen- und Giroverband Hessen-Thüringen	387	50.000
State of Hesse	233	30.075
Rheinischer Sparkassen- und Giroverband	32	4.106
Sparkassenverband Westfalen-Lippe	32	4.106
FIDES Beta GmbH	32	4.106
FIDES Alpha GmbH	32	4.106
Free State of Thuringia	27	3.501
Total	774	100.00

*Amounts rounded

The bodies of the Bank are, in addition to the Board of Directors, the Board of Owners on which the owners are represented, and the Supervisory Board that exercises the supervisory function.

There are no arrangements known to the Issuer, which at a subsequent date will result in a change in control of the Issuer.”