

This document constitutes the 2nd supplement (the "**Supplement**") to the base prospectus dated 24 June 2013, as supplemented from time to time, pursuant to section 16 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*).

## 2nd Supplement

to the Base Prospectus dated 24 June 2013

**UniCredit Bank AG**

Munich, Federal Republic of Germany

for the issuance of Knock-out Securities and Warrants

under the Euro 50,000,000,000 Debt Issuance Programme



**UniCredit Bank AG**

**16 September 2013**

This Supplement is to be read and construed in conjunction with the base prospectus listed above (the "**Base Prospectus**") and in connection with any issue of securities thereunder, with the relevant Final Terms. Therefore, with respect to issues under the Base Prospectus, references in the Final Terms to the Base Prospectus are to be read as references to the relevant Base Prospectus as amended and supplemented.

**UniCredit Bank AG accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that this is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.**

**Investors who have already agreed to purchase or subscribe for the Securities before the Supplement is published shall have the right, exercisable within two working days after the publication of the Supplement, to withdraw their acceptances in the event that a new factor or an inaccuracy arose before the final closing of the offer of such Securities to the public and the delivery of the Securities, pursuant to section 16 paragraph 3 of the German Securities Prospectus Act.**

**UniCredit Bank AG, LCI4SS Structured Securities & Regulatory, Arabellastraße 12, 81925 Munich, Germany, fax no.: +49-89-378 13944, has been appointed as recipient for the revocation notices according to Section 16 Paragraph 3 in connection with section 8 paragraph 1 sentence 4 of the German Securities Prospectus Act.**

**This Supplement and the Base Prospectus, the 1<sup>st</sup> supplement dated 25 July 2013 as well as any further supplements to this Base Prospectus are available during usual business hours on any weekday (except Saturdays and public holidays) at the office of UniCredit Bank AG, LCI4SS Structured Securities & Regulatory, Arabellastraße 12, 81925 Munich, Germany and are also published on the website [www.onemarkets.de](http://www.onemarkets.de) or any successor page.**

UniCredit Bank AG announces the following material inaccuracies with regard to the Base Prospectus:

Material inaccuracies of the Base Prospectus pursuant to Section 16 paragraph 1 of the German Securities Prospectus Act concern the inaccurate description of (i) the Screen Page for Securities with the EURIBOR as Reference Rate in the respective definitions of the Reference Rate in the Conditions of the Securities and (ii) the website of Issuer in respect of the Registration Document of UniCredit Bank AG, dated 17 May 2013, under "Documents incorporated by reference".

Therefore, the Base Prospectus is amended as follows:

1. In the section "Conditions of the Securities", sub-section "Part C – Special Conditions of the Securities" regarding
  - Option 10: Turbo Open End Securities linked to a share
  - Option 11: Turbo Open End Securities linked to an index
  - Option 14: X-Turbo Open End Securities linked to an index
  - Option 15: Mini Future Securities linked to a share
  - Option 16: Mini Future Securities linked to an indexrespectively in "§ 1 Definitions", definition of "Screen Page" in the definition of "Reference Rate" for Securities with the EURIBOR as Reference Rate on pages 203, 220, 259, 272 and 293 of the Base Prospectus, the term "EURIBOR01M=" shall be replaced by the term "EURIBOR1M=".
  
2. In the section "General Information", sub-section "Documents incorporated by reference", the second to last paragraph on page 357 shall be replaced by the following:  
"Documents incorporated by reference have been published on the website of the Issuer (<http://investors.hypovereinsbank.de/cms/german/investorrelations/index.html> and, in respect of the Registration Document of UniCredit Bank AG, dated 17 May 2013, <http://www.onemarkets.de/de/produkte/rechtliche-hinweise/basisprospekte.html>).".

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Signed by

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