

This document constitutes a supplement (the "**Supplement**") to the base prospectus dated 12 November 2013 of UniCredit Bank AG, Munich, Federal Republic of Germany (the "**Base Prospectus**") pursuant to article 13 of the Luxembourg law dated 10 July 2005 on prospectuses for securities, as amended on 3 July 2012 (the "**Luxembourg Prospectus Law**").

Supplement

to the Base Prospectus dated 12 November 2013

UniCredit Bank AG
Munich, Federal Republic of Germany

for the issuance of
Reference Asset Linked Securities

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



22 November 2013

This Supplement is to be read and construed in conjunction with 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 revoke their acceptances pursuant to article 13 paragraph 2 of the Luxembourg Prospectus Law. Thus, investors shall have the right to revoke their acceptances until 27 November 2013. Revocation notices shall be submitted to UniCredit Bank AG, LCD7SR Structured Securities & Regulatory, Arabellastraße 12, 81925 Munich, Germany, fax no.: +49-89-378 13944.

This Supplement and the Base Prospectus are available during usual business hours on any weekday (except Saturdays and public holidays) at the office of UniCredit Bank AG, LCD7SR Structured Securities & Regulatory, Arabellastraße 12, 81925 Munich, Germany and are also published on the website www.onemarkets.de or any successor page. This Supplement, as well as the Consolidated Interim Report of UniCredit Bank AG as at 30 September 2013 incorporated by reference into the Base Prospectus by virtue of this Supplement, are also published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The Commission de Surveillance du Secteur Financier, Luxembourg (the "CSSF") is the competent authority for the approval of this Supplement.

UniCredit Bank AG announces the following significant new factor in relation to the Base Prospectus: publication of consolidated interim report of UniCredit Bank AG as at 30 September 2013.

Therefore, the Base Prospectus shall be amended as follows:

1. Changes to the Section "SUMMARY – B. ISSUER", element "B.12"

- 1.1. The table entitled "**Consolidated Financial Highlights as of 30 June 2013***" and included in the subsection "**Selected historical key financial information**" under element "**B.12**" on pages 6 – 7 shall be deleted together with the related footnotes on page 7 and replaced with the following text:

"Consolidated Financial Highlights as of 30 September 2013*

Key performance indicators	1/1 – 30/09/2013	1/1 – 30/09/2012
Net operating profit	€1,462m	€1,773m
Cost-income ratio (based on operating income)	62.4%	55.1%
Profit before tax	€1,569m	€2,050m
Consolidated profit	€1,076m	€1,220m
Return on equity before tax ¹⁾	10.1%	12.2%
Return on equity after tax ¹⁾	7.0%	7.3%
Earnings per share	€1.30	€1.47
Balance sheet figures	30/09/2013	31/12/2012
Total assets	€315.4bn	€348.3bn
Shareholders' equity	€21.8bn	€23.3bn
Leverage ratio ²⁾	14.5x	15.0x
Key capital ratios compliant with Basel II	30/09/2013	31/12/2012
Core capital without hybrid capital (core Tier 1 capital)	€19.1bn	€19.1bn
Core capital (Tier 1 capital)	€19.1bn	€19.5bn
Risk-weighted assets (including equivalents for market risk and operational risk)	€92.5bn	€109.8bn
Core capital ratio without hybrid capital (core Tier 1 ratio) ³⁾	20.7%	17.4%
Core capital ratio (Tier 1 ratio) ³⁾	20.7%	17.8%

* Figures shown in this table are unaudited and taken from the Issuer's Consolidated Interim Report as of 30 September 2013

¹⁾ Return on equity calculated on the basis of average shareholders' equity with IFRS and projected profit before tax at 30 September 2013 for the year as a whole.

²⁾ Ratio of total assets to shareholders' equity compliant with IFRS.

³⁾ Calculated on the basis of risk-weighted assets, including equivalents for market risk and operational risk."

- 1.2. The statement included in the sub-section "**Description of significant change in the financial position subsequent to the period covered by the historical financial information**" on page 8 under element "**B.12**" shall be deleted and replaced with the following text:

"Not applicable. There has been no significant change in the financial position of HVB Group since 30 September 2013."

2. Changes to the Section "**GENERAL INFORMATION**"

- 2.1. In the sub-section "**Availability of Documents**" under section "**GENERAL INFORMATION**" **sentence 1** on page 83 shall be deleted and replaced with the following text:

"Copies of the articles of association of the Issuer, the consolidated annual reports in respect of the fiscal years ended 31 December 2011 and 2012 of the Issuer, the consolidated half-yearly report as at 30 June 2013 of the Issuer, the consolidated interim report as at 30 September 2013 of the Issuer, the forms of the Global Notes, the Final Terms and the agency agreement, as amended and restated respectively, will be available during usual business hours on any weekday (except Saturdays and public holidays) at the offices of the Issuer and of BNP Paribas Securities Services, Luxembourg Branch in its capacity as listing agent for the Securities."

- 2.2. The statement included in the sub-section "**Significant Changes in the Financial Position of the Issuer and Trend Information**" under section "**GENERAL INFORMATION**" on page 83 shall be deleted and replaced with the following text:

"There has been (i) no significant change in the financial positions of the HVB Group which has occurred since 30 September 2013, and (ii) no material adverse change in the prospects of HVB Group since the date of its last published audited financial statements of 2012 (Annual Report 2012)."

- 2.3. In the sub-section "**Documents incorporated by reference**" under section "**GENERAL INFORMATION**" the following new information shall be inserted into the table on page 86 as follows:

Consolidated Interim Report of UniCredit Bank AG as at 30 September 2013		
- Financial Highlights	p. 3	p. 30
- Consolidated Income Statement	p. 20 to 23	p. 30
- Consolidated Balance Sheet	p. 24 to 25	p. 30
- Statement of Changes in Shareholders' Equity	p. 26 to 27	p. 30
- Notes	p. 28 to 42	p. 30