

This document constitutes a supplement (the "**Supplement**") to the base prospectus dated 6 May 2015 for the issuance of Notes pursuant to section 16 paragraph 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*).



Supplement dated 12 June 2015

**to the Base Prospectus dated 6 May 2015
for the issuance of Notes**

under the Euro 50,000,000,000 Debt Issuance Programme of
UniCredit Bank AG
Munich, Federal Republic of Germany

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

Investors who have already agreed to purchase or subscribe for securities issued under the Prospectus 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 the new factor or the mistake pursuant to section 16 paragraph 1 of the German Securities Prospectus Act 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.

In accordance with section 16 paragraph 3 in connection with section 8 paragraph 1 sentence 4 of the German Securities Prospectus Act, withdrawals may be addressed to UniCredit Bank AG, LCD7SR Structured Securities & Regulatory, Arabellastrasse 12, 81925 Munich, Germany, Facsimile No.: +49 89 378 13944.

With respect to the Prospectus, on 9 June 2015, a new factor pursuant to Section 16 paragraph 1 of the German Securities Prospectus Act has arisen through the revision of a rating assigned to UniCredit Bank AG.

This Supplement and the Prospectus are available during usual business hours on any weekday (except Saturdays and public holidays) at the office of UniCredit Bank AG, LCD7DC Debt Capital Markets Legal, Arabellastrasse 12, 81925 Munich, Germany, and are also published on the website www.onemarkets.de or any successor page.

TABLE OF CONTENTS

CHANGES TO THE BASE PROSPECTUS FOR THE ISSUANCE OF NOTES UNDER THE
EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME DATED 6 MAY 2015 3
SIGNATURE PAGE S-1

UniCredit Bank AG announces the following changes with regard to the Prospectus:

CHANGES TO THE BASE PROSPECTUS FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES DATED 6 MAY 2015

1. In the section "**SUMMARY – B. ISSUER**", the text included under element B.17 entitled "**Ratings**" shall be deleted and replaced with the following text:

B.17	Ratings	<p>Investors should keep in mind that a rating does not constitute a recommendation to purchase, sell or hold the debt securities issued by the Issuer.</p> <p>Moreover, the ratings awarded by the rating agencies may at any time be suspended, downgraded or withdrawn.</p> <p>Notes currently issued by HVB have been rated as follows by Fitch Ratings Ltd. ("Fitch"), Moody's Investors Service Ltd. ("Moody's") and Standard & Poor's Ratings Services ("S&P") (Status: June 2015):</p> <table border="1"> <thead> <tr> <th></th> <th>Long-term Senior Notes</th> <th>Subordinated Notes</th> <th>Short-term Notes</th> <th>Outlook</th> </tr> </thead> <tbody> <tr> <td>Moody's</td> <td>Baa1</td> <td>Ba1</td> <td>P-2</td> <td>Under review for possible upgrade</td> </tr> <tr> <td>S&P</td> <td>BBB</td> <td>BB+</td> <td>A-2</td> <td>negative</td> </tr> <tr> <td>Fitch</td> <td>A-</td> <td>BBB+</td> <td>F2</td> <td>negative</td> </tr> </tbody> </table> <p>Fitch's long-term credit ratings are set up along a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C, RD down to D. Fitch uses the intermediate modifiers "+" and "-" to denote relative status within the categories from AA to B. Fitch has also the possibility for guidance (termed "on watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (evolving). Fitch's short-term ratings reflect a bank's vulnerability to default in the short term at the levels F1+, F1, F2, F3, B, C, RD and D.</p> <p>Moody's appends long-term obligation ratings at the following levels: Aaa, Aa, A, Baa, Ba, B, Caa, Ca and C. To each generic rating category from Aa to Caa Moody's assigns the numerical modifiers "1", "2" and "3". The modifier "1" indicates that the bank is in the higher end of its letter-rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the bank is in the lower end of its letter-rating category. Moody's also has the option of adding further guidance (referred to as "under review") as to whether a rating is likely to be upgraded (possible upgrade), downgraded (possible downgrade) or uncertain (direction uncertain). Moody's short-term ratings are opinions of the ability of issuers to honor short-term financial obligations and range from P-1, P-2, P-3 down to NP (Not Prime).</p> <p>S&P assign long-term credit ratings on a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C, SD to D. The ratings from AA to CCC may be modified by the addition of a "+" or "-" to show the relative standing within the major rating categories. S&P may also offer guidance (termed a "credit watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (developing). S&P assigns short-term credit ratings for specific issues on a scale from A-1+, A-1, A-2, A-3, B, C, SD down to D.</p>		Long-term Senior Notes	Subordinated Notes	Short-term Notes	Outlook	Moody's	Baa1	Ba1	P-2	Under review for possible upgrade	S&P	BBB	BB+	A-2	negative	Fitch	A-	BBB+	F2	negative
	Long-term Senior Notes	Subordinated Notes	Short-term Notes	Outlook																		
Moody's	Baa1	Ba1	P-2	Under review for possible upgrade																		
S&P	BBB	BB+	A-2	negative																		
Fitch	A-	BBB+	F2	negative																		

2. In the section "**ZUSAMMENFASSUNG – B. EMITTENTIN**", the text included under element B.17 entitled "**Ratings**" shall be deleted and replaced with the following text:

B.17	Ratings	<p>Anleger sollten beachten, dass ein Rating keine Empfehlung darstellt, von der Emittentin begebene Schuldverschreibungen zu kaufen, zu verkaufen oder zu halten.</p> <p>Darüber hinaus können die von den Rating-Agenturen vergebenen Ratings jederzeit aufgehoben, herabgestuft oder zurückgezogen werden.</p> <p>Aktuell von der HVB ausgegebenen Schuldverschreibungen wurden von Fitch Ratings Ltd. ("Fitch"), Moody's Investors Service Ltd. ("Moody's") und Standard & Poor's Ratings Services ("S&P") folgende Ratings verliehen (Stand: Juni 2015):</p> <table border="1"> <thead> <tr> <th></th> <th>Schuldverschreibungen mit langer Laufzeit</th> <th>Nachrangige Schuldverschreibungen</th> <th>Schuldverschreibungen mit kurzer Laufzeit</th> <th>Ausblick</th> </tr> </thead> <tbody> <tr> <td>Moody's</td> <td>Baa1</td> <td>Ba1</td> <td>P-2</td> <td>Unter Überprüfung für eine mögliche Heraufstufung</td> </tr> </tbody> </table>		Schuldverschreibungen mit langer Laufzeit	Nachrangige Schuldverschreibungen	Schuldverschreibungen mit kurzer Laufzeit	Ausblick	Moody's	Baa1	Ba1	P-2	Unter Überprüfung für eine mögliche Heraufstufung
	Schuldverschreibungen mit langer Laufzeit	Nachrangige Schuldverschreibungen	Schuldverschreibungen mit kurzer Laufzeit	Ausblick								
Moody's	Baa1	Ba1	P-2	Unter Überprüfung für eine mögliche Heraufstufung								

		S&P	BBB	BB+	A-2	negativ
		Fitch	A-	BBB+	F2	negativ
<p>Die langfristigen Bonitätsratings von Fitch folgen der Skala AAA, AA, A, BBB, BB, B, CCC, CC, C, RD bis hinunter zu D. Fitch verwendet die Modifikatoren "+" und "-" für alle Ratingklassen zwischen AA und B, um die relative Position innerhalb der jeweiligen Ratingklasse anzuzeigen. Fitch kann ferner eine Einschätzung (genannt „on watch“) abgeben, ob ein Rating in naher Zukunft voraussichtlich eine Heraufstufung (positiv) erhält, eine Herabstufung (negativ) erhält oder ob die Tendenz ungewiss ist (evolving). Die kurzfristigen Ratings von Fitch zeigen die potenzielle Ausfallstufe durch die Stufen F1+, F1, F2, F3, , B, C, RD und D an.</p> <p>Moody's vergibt langfristige Ratings anhand der folgenden Skala: Aaa, Aa, A, Baa, Ba, B, Caa, Ca und C. Jeder allgemeinen Ratingkategorie von Aa bis Caa weist Moody's die numerischen Modifikatoren "1", "2" und "3" zu. Der Modifikator "1" zeigt an, dass die Bank am oberen Ende ihrer Buchstaben-Ratingklasse steht, der Modifikator "2" steht für ein mittleres Ranking und der Modifikator "3" zeigt an, dass die Bank sich am unteren Ende ihrer Buchstaben-Ratingklasse befindet. Moody's kann des Weiteren eine Einschätzung (genannt „under review“ (unter Überprüfung)) abgeben, ob ein Rating in naher Zukunft voraussichtlich eine Heraufstufung (possible upgrade) erhält, eine Herabstufung (possible downgrade) erhält oder ob die Tendenz ungewiss ist (direction uncertain). Die kurzfristigen Ratings von Moody's stellen eine Einschätzung der Fähigkeit des Emittenten dar, kurzfristigen finanziellen Verpflichtungen nachzukommen, und reichen von P-1, P-2, P-3 bis hinunter zu NP (Not Prime).</p> <p>S&P vergibt langfristige Bonitätsratings anhand der folgenden Skala: AAA, AA, A, BBB, BB, B, CCC, CC, C, SD und D. Die Ratings von AA bis CCC können durch ein "+" oder "-" modifiziert werden, um die relative Position innerhalb der Hauptratingklasse anzugeben. S&P kann darüber hinaus eine Einschätzung (genannt Credit Watch) abgeben, ob ein Rating in naher Zukunft voraussichtlich ein Upgrade (positiv) erhält, ein Downgrade (negativ) erhält oder ob die Tendenz ungewiss ist (developing). S&P weist spezifischen Emissionen kurzfristige Ratings auf einer Skala von A-1+, A-1, A-2, A-3, B, C, SD bis hinab zu D zu.</p>						

3. In the section "**General Information on the Notes**", the text under the heading "**Ratings**" shall be deleted and replaced by the following text:

"Notes currently issued by HVB have been rated as follows by Fitch Ratings Ltd. ("Fitch"), Moody's Investors Service Ltd. ("Moody's") and Standard & Poor's Ratings Services ("S&P") (Status: June 2015):

	Long-term Senior Notes	Subordinated Notes	Short-term Notes	Outlook
Moody's	Baa1	Ba1	P-2	Under review for possible upgrade
S&P	BBB	BB+	A-2	negative
Fitch	A-	BBB+	F2	negative

The Notes to be offered may be rated or unrated. Where an issue of Notes is rated, its rating may not be the same as the rating as set out above and such rating may be disclosed in the relevant Final Terms.

A rating is not a recommendation to buy, sell or hold Notes and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Fitch's long-term credit ratings are set up along a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C, RD down to D. Fitch uses the intermediate modifiers "+" and "-" to denote relative status within the categories from AA to B. Fitch has also the possibility for guidance (termed "on watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (evolving). Fitch's short-term ratings reflect a bank's vulnerability to default in the short term at the levels F1+, F1, F2, F3, B, C, RD and D.

Moody's appends long-term obligation ratings at the following levels: Aaa, Aa, A, Baa, Ba, B, Caa, Ca and C. To each generic rating category from Aa to Caa Moody's assigns the numerical modifiers "1", "2" and "3". The modifier "1" indicates that the bank is in the higher end of its letter-rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the bank is in the lower end of its letter-rating category. Moody's also has the option of adding further guidance (referred to as

"under review") as to whether a rating is likely to be upgraded (possible upgrade), downgraded (possible downgrade) or uncertain (direction uncertain). Moody's short-term ratings are opinions of the ability of issuers to honor short-term financial obligations and range from P-1, P-2, P-3 down to NP (Not Prime).

S&P assign long-term credit ratings on a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C, SD to D. The ratings from AA to CCC may be modified by the addition of a "+" or "-" to show the relative standing within the major rating categories. S&P may also offer guidance (termed a "credit watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (developing). S&P assigns short-term credit ratings for specific issues on a scale from A-1+, A-1, A-2, A-3, B, C, SD down to D.

HVB confirms that the information contained in this section "Ratings" has been accurately reproduced and that as far as HVB is aware and is able to ascertain from information published by Fitch, Moody's and S&P, respectively, no facts have been omitted which would render the reproduced information inaccurate or misleading.

The ratings were prepared by subsidiaries of these rating agencies. These subsidiaries, Standard & Poor's Credit Market Services Europe Ltd. (German branch) with its registered office in Frankfurt am Main, Moody's Deutschland GmbH with its registered office in Frankfurt am Main and FitchRatings Ltd. with its registered office in London, United Kingdom, are 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 and are included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>."

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Signed by

Michael Furmans

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