

This document constitutes a supplement (the "**Supplement**") pursuant to Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005, as amended (the "**Prospectus Law**").



Supplement dated 30 April 2019
to the following base prospectuses
(each, a "**Base Prospectus**" and together the "**Base Prospectuses**"):

Base Prospectus dated 29 March 2019 for the issuance of Reference Asset Linked Securities and Bond Linked Equity Securities
under the Euro 50,000,000,000 Debt Issuance Programme of
UniCredit Bank AG
Munich, Federal Republic of Germany

Base Prospectus dated 17 January 2019 for the issuance of Credit Linked Notes
under the Euro 7,000,000,000 Credit Linked Securities Programme of
UniCredit Bank AG
Munich, Federal Republic of Germany

This Supplement is to be read and construed in conjunction with the Base Prospectuses and, in connection with any issue of securities thereunder, with the relevant Final Terms. Therefore, with respect to issues under the Base Prospectuses, references in the Final Terms to the Base Prospectuses 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. To the extent that there is any inconsistency between any statement in the Supplement and any other statement in or incorporated in the Base Prospectuses, the statements in the Supplement will prevail.

Investors who have already agreed to purchase or subscribe for securities which are issued under a Base 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 (Article 13 section 2 of the Prospectus Law). Investors may therefore withdraw their declarations up until 3 May 2019. A corresponding revocation notice should be addressed to UniCredit Bank AG, LCD7SR Structured Securities & Regulatory, Arabellastr. 12, 81925 Munich, Germany, fax no.: +49-89-378 13944.

This Supplement, the Base Prospectuses as well as any further supplements to the Base Prospectuses are published on the website www.onemarkets.de or any successor page. Furthermore, this Supplement and the documents incorporated by reference into the Base Prospectuses by virtue of this Supplement will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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

On 17 April 2019 UniCredit Bank AG has published its new registration document dated 17 April 2019 which shall replace the registration document of UniCredit Bank AG dated 17 April 2018. In order to incorporate the updated issuer-related information contained therein into the Base Prospectuses, the following amendments to the Base Prospectuses shall be made:

A. Amendments to the following base prospectus:

BASE PROSPECTUS DATED 29 MARCH 2019 FOR THE ISSUANCE OF REFERENCE ASSET LINKED SECURITIES AND BOND LINKED EQUITY SECURITIES

1. In the Base Prospectus on pages 29, 30, and 65, the references to the registration document of UniCredit Bank AG dated 17 April 2018 shall be replaced by references to the registration document of UniCredit Bank AG dated 17 April 2019.
2. In the Base Prospectus on pages 7 et seq., Element B.10 of the Summary shall be replaced by the following:

B.10	Nature of any qualifications in the audit report on historical financial information	Not applicable; Deloitte GmbH Wirtschaftsprüfungsgesellschaft, the independent auditor (<i>Wirtschaftsprüfer</i>) of UniCredit Bank, has audited the consolidated financial statements (<i>Konzernabschluss</i>) of HVB Group for the financial year ended 31 December 2017 and for the financial year ended 31 December 2018 and the unconsolidated financial statement (<i>Einzelabschluss</i>) of UniCredit Bank for the financial year ended 31 December 2018 and has in each case issued an unqualified audit opinion thereon.
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3. In the Base Prospectus on pages 8 et seq., Element B.12 of the Summary shall be replaced by the following:

B.12	Selected historical key financial information	Consolidated Financial Highlights as of 31 December 2018		
		Key performance indicators	1/1/2018 – 31/12/2018*	1/1/2017 – 31/12/2017[†]
		Net operating profit ¹⁾	€1,414m	€1,517m
		Profit before tax	€392m	€1,597m
		Consolidated profit	€238m	€1,336m
		Earnings per share	€0.29	€1.66
		Balance sheet figures	31/12/2018	31/12/2017
		Total assets	€286,688m	€299,060m
		Shareholders' equity	€17,751m	€18,874m
		Key capital ratios	31/12/2018	31/12/2017
		Common Equity Tier 1 capital	€16,454m ²⁾	€16,639m ³⁾
		Core capital (Tier 1 capital)	€16,454m ²⁾	€16,639m ³⁾

		<table border="1"> <tr> <td>Risk-weighted assets (including equivalents for market risk and operational risk)</td> <td>€82,592m</td> <td>€78,711m</td> </tr> <tr> <td>Common Equity Tier 1 capital ratio⁴⁾</td> <td>19.9%²⁾</td> <td>21.1%³⁾</td> </tr> <tr> <td>Core capital ratio (Tier 1 ratio)⁴⁾</td> <td>19.9%²⁾</td> <td>21.1%³⁾</td> </tr> </table>	Risk-weighted assets (including equivalents for market risk and operational risk)	€82,592m	€78,711m	Common Equity Tier 1 capital ratio ⁴⁾	19.9% ²⁾	21.1% ³⁾	Core capital ratio (Tier 1 ratio) ⁴⁾	19.9% ²⁾	21.1% ³⁾
Risk-weighted assets (including equivalents for market risk and operational risk)	€82,592m	€78,711m									
Common Equity Tier 1 capital ratio ⁴⁾	19.9% ²⁾	21.1% ³⁾									
Core capital ratio (Tier 1 ratio) ⁴⁾	19.9% ²⁾	21.1% ³⁾									
		<p>* Figures shown in this column are audited and taken from the consolidated financial statements of HVB Group for the financial year ended 31 December 2018.</p> <p>† Figures shown in this column are audited and taken from the consolidated financial statements of HVB Group for the financial year ended 31 December 2017.</p> <p>1) Net operating profit results from the P/L line items net interest, dividends and other income from equity investments, net fees and commissions, net trading income, net other expenses/income, operating costs and net write-downs of loans and provisions for guarantees and commitments.</p> <p>2) in accordance with the consolidated financial statements of HVB Group for the financial year ended 31 December 2018 approved by the Supervisory Board of UniCredit Bank AG.</p> <p>3) in accordance with the consolidated financial statements of HVB Group for the financial year ended 31 December 2017 approved by the Supervisory Board of UniCredit Bank AG.</p> <p>4) calculated on the basis of risk-weighted assets, including equivalents for market risk and operational risk.</p>									
Statement with regard to no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change	There has been no material adverse change in the prospects of HVB Group since 31 December 2018, the date of its last published audited financial statements.										
Description of significant change in the financial position subsequent to the period covered by the historical financial information	There has been no significant change in the financial position of HVB Group which has occurred since 31 December 2018.										

4. In the Base Prospectus on pages 19 et seq., Element D.2 of the Summary shall be replaced by the following table:

D.2	Key information on the key risks that are specific to the Issuer	<p><i>Potential investors should be aware that in the case of the occurrence of one of the below mentioned risk factors the securities may decline in value and that they may sustain a total loss of their investment.</i></p> <ul style="list-style-type: none"> • <i>Risks related to the issuer's financial situation: Liquidity risk</i> (i) Risks that HVB Group will not be able to meet its payment obligations on time or in full and (ii) risks that HVB Group is not able to obtain sufficient liquidity when required or (iii) that liquidity will only be available at higher interest rates and (iv) systemic risk. • <i>Risks related to the issuer's financial situation: Risks arising from pension commitments</i> Risk that the pension provider will have to provide additional capital to service the vested pension commitments. • <i>Risks related to the issuer's specific business activities: Risk from lending business (credit risk)</i> (i) Credit default risk (including counterparty risk and issuer risk as well as country risk); (ii) Risks from a decrease of the value of loan collaterals or in case of debt enforcement; (iii) Risks from derivative/trading business; (iv) Risks from credit exposures to the parent company; (v) Risks from exposures to sovereigns / public sector. • <i>Risk from trading activities (market Risk)</i> Risks mainly arises in the Corporate & Investment Banking (CIB) business segment: (i) Risk for trading books from deterioration in market conditions; (ii) Risk in strategic investments or in liquidity reserve portfolios; (iii) Risks due to decrease in market liquidity and (iv) Interest rate and foreign currency risk. • <i>Risks from other business activities</i> (i) Risks related to real estate and financial investments: Risk of losses resulting from changes in the fair value of the real estate portfolio of HVB Group and (ii) risk of decreases in the value of the investment portfolio of the HVB Group. • <i>General risks related to the issuer's business operations: Business risk</i> Risks of losses arising from unexpected negative changes in the business volume and/or margins. • <i>General risks related to the issuer's business operations: Risks from concentrations of risk and earnings</i> Risks from concentrations of risk and earnings indicate increased potential losses and represent a business-strategy risk for HVB Group. • <i>General risks related to the issuer's business operations: Operational risk</i> Risks due to the use of information- and communication technology, risks due to disruption and /or discontinuity of critical business processes and risks in the course of outsourcing of operations and processes to external providers.
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		<ul style="list-style-type: none"> • <i>Reputational risk</i> Risk of a negative effect on the income statement caused by adverse reactions by stakeholders due to a changed perception of HVB Group. • <i>Legal and regulatory risk: Legal and tax risks</i> Risks from legal proceedings and substantial uncertainty regarding the outcome of proceedings and the amount of possible damages. • <i>Legal and regulatory risk: Compliance risk</i> Risk in connection with infringements of or non-compliance with laws, regulations, statutory provisions, agreements, mandatory practices and ethical standards. • <i>Legal and regulatory risk:</i> Risks arising in connection with the supervision of HVB Group within the single supervisory mechanism (SSM); Risks in connection with regulatory regimes in various local jurisdictions and their disparities; Risk to take wide-ranging measures due to changes of regulatory regimes; Risks in connection with resolution planning, resolution measures and the requirement to meet the minimum requirement for own funds and eligible liabilities (MREL); Risks from stress testing measures imposed on HVB Group and impact on the supervisory review and evaluation process (SREP) on the business performance of HVB. • <i>Strategic and macroeconomic risks</i> Risks arising in connection with economic developments in Germany and by developments on the international financial and capital markets; Risks arising in connection with interest rate levels.
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5. In the Base Prospectus on page 68, the whole text in the first paragraph in the section "DESCRIPTION OF THE ISSUER" shall be replaced as follows:

"The following information regarding the Issuer are hereby incorporated by reference into this Base Prospectus:

(i) The description of the Issuer included in the Registration Document of UniCredit Bank AG dated 17 April 2018, as supplemented by the Supplement dated 8 November 2018 to the Registration Document of UniCredit Bank AG dated 17 April 2018,

(ii) the description of the Issuer included in the Registration Document of UniCredit Bank AG dated 17 April 2019,

(iii) the audited consolidated financial statements, comprising the consolidated income statement, the consolidated balance sheet, the statement of changes in consolidated shareholders' equity, the consolidated cash flow statement, the notes to the consolidated financial statements and the independent auditors' report of HVB Group as of 31 December 2016, contained in the Annual Report HVB Group 2016,

(iv) the audited consolidated financial statements, comprising the consolidated income statement, the consolidated balance sheet, the statement of changes in consolidated shareholders' equity, the consolidated cash flow statement, the notes to the consolidated financial statements

and the independent auditors' report of HVB Group as of 31 December 2017, contained in the Annual Report HVB Group 2017,

(v) the audited unconsolidated financial statements, comprising the income statement of UniCredit Bank AG, the balance sheet of UniCredit Bank AG and the notes to the unconsolidated financial statements, and the auditors' report as of 31 December 2017, contained in the Annual Report UniCredit Bank AG (HVB) 2017.

(vi) the audited consolidated financial statements, comprising the consolidated income statement, the consolidated balance sheet, statement of changes in consolidated shareholders' equity, the statement of cash flows and the notes to the consolidated financial statements and the auditors' report of HVB Group as of 31 December 2018 contained in the Annual Report HVB Group 2018,

(vii) the unaudited Consolidated Results of HVB Group as of 30 June 2018,

(viii) the audited unconsolidated financial statements, comprising the income statement of UniCredit Bank AG, the balance sheet of UniCredit Bank AG and the notes to the unconsolidated financial statements, and the auditors' report as of 31 December 2018, contained in the Annual Report UniCredit Bank AG (HVB) 2018.

A list setting out the information incorporated by reference is provided on page 306 et seqq."

6. In the Base Prospectus on page 304, in the section "GENERAL INFORMATION", "Availability of Documents" the list of available documents below the first paragraph shall be replaced as follows:
 - "(1) articles of association of the Issuer,
 - (2) the consolidated annual reports in respect of the fiscal years ended 31 December 2016 of the HVB Group,
 - (3) the consolidated annual reports in respect of the fiscal years ended 31 December 2017 of the HVB Group,
 - (4) the unconsolidated annual financial statements of the Issuer in respect of the fiscal year ended 31 December 2017 prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*),
 - (5) the unaudited consolidated results of HVB Group as of 30 June 2018,
 - (6) the consolidated annual reports in respect of the fiscal years ended 31 December 2018 of the HVB Group,
 - (7) the unconsolidated annual financial statements of the Issuer in respect of the fiscal year ended 31 December 2018 prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*),
 - (8) the forms of the Global Notes,
 - (9) the Final Terms and
 - (10) the Agency Agreement, as amended and restated."

7. In the Base Prospectus on page 305, the text in section "GENERAL INFORMATION", "Significant Changes in HVB's Financial Position and Trend Information" shall be replaced by the following text:

"The performance of HVB Group will depend on the future development on the financial markets and the real economy in 2019 as well as other remaining imponderables. In this environment, HVB Group will continuously adapt its business strategy to reflect changes in market conditions and carefully review the management signals derived from this on a regular basis.

There has been (i) no significant change in the financial position of the HVB Group which has occurred since 31 December 2018, and (ii) no material adverse change in the prospects of the HVB Group since 31 December 2018, the date of its last published audited financial statements."

8. In the Base Prospectus on pages 307 et seqq., in section "GENERAL INFORMATION", "Information incorporated by reference in this Base Prospectus", the whole text shall be replaced as follows:

"The following information shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus.

	Pages of the document incorporated:	Inserted in this Base Prospectus on the following pages:
Registration Document of UniCredit Bank AG, dated 17 April 2019¹⁾		
Risk Factors		
- Risks relating to the business activity of HVB Group	p. 3 to 9	p. 30
Statutory Auditors	p. 9	p. 68
UniCredit Bank AG		
- Information about HVB, the parent company of HVB Group	p. 10	p. 68
- Programme Transform 2019	p.10	p. 68
Business Overview		
- Principal Activities	p. 10	p. 68
- Business segments of HVB Group	p. 10 to 13	p. 68
- Principal Markets	p. 13	p. 68
Management and Supervisory Bodies	p. 13 to 14	p. 68

Major Shareholders	p. 15	p. 68
Auditors	p. 15	p. 68
Legal and Arbitration Proceedings	p. 15 to 17	p. 68
Proceedings Related to Actions by the Regulatory Authorities	p. 17 to 18	p. 68
Audited financial statements of HVB Group for the fiscal year ended 31 December 2018 (Annual Report HVB Group 2018)²⁾		
- Consolidated Income Statement	p. F-1 to F-2	p. 68
- Consolidated Balance Sheet	p. F-3 to F-4	p. 68
- Statement of Changes in Consolidated Shareholders' Equity	p. F-5 to F-7	p. 68
- Consolidated Cash Flow Statement	p. F-8	p. 68
- Consolidated Financial Statements - Notes	p. F-9 to F-181	p. 68
- Independent Auditors' Report	p. F-183 to F-188	p. 68
Audited unconsolidated financial statements (Jahresabschluss) of UniCredit Bank AG for the fiscal year ended 31 December 2018 (Annual Report UniCredit Bank AG (HVB) 2018)²⁾		
- Income Statement of UniCredit Bank AG	p. F-189 to F-190	p. 68
- Balance Sheet of UniCredit Bank AG	p. F-191 to F-196	p. 68
- Notes	p. F-197 to F-254	p. 68
- Auditors' Report	p. F-256 to F-261	p. 68
Audited financial statements of HVB Group for the fiscal year ended 31 December 2017 (Annual Report HVB Group 2017)²⁾		
- Consolidated Income Statement	p. 88 to 89	p. 68
- Consolidated Balance Sheet	p. 90 to 91	p. 68

-	Statement of Changes in Consolidated Shareholders' Equity	p. 92 to 93	p. 68
-	Consolidated Cash Flow Statement	p. 94 to 95	p. 68
-	Notes	p. 96 to 229	p. 68
-	Independent Auditors' Report	p. 230 to 235	p. 68
Base Prospectus of UniCredit Bank AG dated 25 May 2018 for the issuance of Single Underlying and Multi Underlying Securities (with partial capital protections)³⁾			
-	Description of HVB Multi Manager Best Select Flex Index	p. 416 to 428	p. 266
-	Description of HVB Multi Manager Best Select Flex Index II	p. 429 to 441	p. 266
-	Description of HVB Multi Vermögensdepot Wachstum Flex Index II	p. 442 to 457	p. 266
-	Description of HVB Multi Vermögensdepot Wachstum Flex Index III	p. 458 to 469	p. 266
-	Description of HVB Star Funds Excess Return Risk Control Index	p. 470 to 479	p. 266
-	Description of VP Klassik 70 Benchmark Index	p. 480 to 194	p. 266

¹⁾ The document is published on the following website of the Issuer:

[http:// www.onemarkets.de/de/rechtliches/registrierungsdokumente-uvp.html](http://www.onemarkets.de/de/rechtliches/registrierungsdokumente-uvp.html)

²⁾ The document is published on the following website of the Issuer:

<https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp>

³⁾ The document is published on the following website of the Issuer:

<https://www.onemarkets.de/de/rechtliches/basisprospekte.html>

Parts of such documents, including documents incorporated by reference into these documents, whose information is not incorporated by express reference are not relevant for potential investors."

B. Amendments to the following base prospectus:

BASE PROSPECTUS DATED 17 JANUARY 2019 FOR THE ISSUANCE OF CREDIT LINKED NOTES

1. In the Base Prospectus on pages 30, 31 and 60, the references to the registration document of UniCredit Bank AG dated 17 April 2018 shall be replaced by references to the registration document of UniCredit Bank AG dated 17 April 2019.
2. In the Base Prospectus on page 9, Element B.10 of the Summary shall be replaced by the following:

B.10	Nature of any qualifications in the audit report on historical financial information	Not applicable; Deloitte GmbH Wirtschaftsprüfungsgesellschaft, the independent auditor (<i>Wirtschaftsprüfer</i>) of UniCredit Bank, has audited the consolidated financial statements (<i>Konzernabschluss</i>) of HVB Group for the financial year ended 31 December 2017 and for the financial year ended 31 December 2018 and the unconsolidated financial statement (<i>Einzelabschluss</i>) of UniCredit Bank for the financial year ended 31 December 2018 and has in each case issued an unqualified audit opinion thereon.
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3. In the Base Prospectus on pages 9 et seqq., Element B.12 of the Summary shall be replaced by the following:

B.12	Selected historical key financial information	Consolidated Financial Highlights as of 31 December 2018		
		Key performance indicators	1/1/2018 – 31/12/2018*	1/1/2017 – 31/12/2017[†]
		Net operating profit ¹⁾	€1,414m	€1,517m
		Profit before tax	€392m	€1,597m
		Consolidated profit	€238m	€1,336m
		Earnings per share	€0.29	€1.66
		Balance sheet figures	31/12/2018	31/12/2017
		Total assets	€286,688m	€299,060m
		Shareholders' equity	€17,751m	€18,874m
		Key capital ratios	31/12/2018	31/12/2017
		Common Equity Tier 1 capital	€16,454m ²⁾	€16,639m ³⁾
		Core capital (Tier 1 capital)	€16,454m ²⁾	€16,639m ³⁾
		Risk-weighted assets (including equivalents for market risk and operational risk)	€82,592m	€78,711m
Common Equity Tier 1 capital ratio ⁴⁾	19.9% ²⁾	21.1% ³⁾		

		Core capital ratio (Tier 1 ratio) ⁴⁾	19.9% ²⁾	21.1% ³⁾
	<p>Statement with regard to no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change</p> <p>Description of significant change in the financial position subsequent to the period covered by the historical financial information</p>	<p>* Figures shown in this column are audited and taken from the consolidated financial statements of HVB Group for the financial year ended 31 December 2018.</p> <p>† Figures shown in this column are audited and taken from the consolidated financial statements of HVB Group for the financial year ended 31 December 2017.</p> <p>1) Net operating profit results from the P/L line items net interest, dividends and other income from equity investments, net fees and commissions, net trading income, net other expenses/income, operating costs and net write-downs of loans and provisions for guarantees and commitments.</p> <p>2) in accordance with the consolidated financial statements of HVB Group for the financial year ended 31 December 2018 approved by the Supervisory Board of UniCredit Bank AG.</p> <p>3) in accordance with the consolidated financial statements of HVB Group for the financial year ended 31 December 2017 approved by the Supervisory Board of UniCredit Bank AG.</p> <p>4) calculated on the basis of risk-weighted assets, including equivalents for market risk and operational risk.</p> <p>There has been no material adverse change in the prospects of HVB Group since 31 December 2018, the date of its last published audited financial statements.</p> <p>There has been no significant change in the financial position of HVB Group which has occurred since 31 December 2018.</p>		

4. In the Base Prospectus on pages 23 et seqq., Element D.2 of the Summary shall be replaced by the following table:

D.2	Key information on the key risks that are specific to the Issuer	<p>Potential investors should be aware that in the case of the occurrence of one of the below mentioned risk factors the securities may decline in value and that they may sustain a total loss of their investment.</p> <ul style="list-style-type: none"> • <i>Risks related to the issuer's financial situation: Liquidity risk</i> (i) Risks that HVB Group will not be able to meet its payment obligations on time or in full and (ii) risks that HVB Group is not able to obtain sufficient liquidity when required or (iii) that liquidity will only be available at higher interest rates and (iv) systemic risk. • <i>Risks related to the issuer's financial situation: Risks arising from pension commitments</i> Risk that the pension provider will have to provide additional capital to service the vested pension commitments. • <i>Risks related to the issuer's specific business activities: Risk from lending business (credit risk)</i> (i) Credit default risk (including counterparty risk and issuer risk as well as country risk); (ii) Risks from a decrease of the value of loan collaterals or in case of debt enforcement; (iii) Risks from derivative/trading business; (iv) Risks from credit exposures to the parent company; (v) Risks from exposures to sovereigns / public sector. • <i>Risk from trading activities (market Risk)</i> Risks mainly arises in the Corporate & Investment Banking (CIB) business segment: (i) Risk for trading books from deterioration in market conditions; (ii) Risk in strategic investments or in liquidity reserve portfolios; (iii) Risks due to decrease in market liquidity and (iv) Interest rate and foreign currency risk. • <i>Risks from other business activities</i> (i) Risks related to real estate and financial investments: Risk of losses resulting from changes in the fair value of the real estate portfolio of HVB Group and (ii) risk of decreases in the value of the investment portfolio of the HVB Group. • <i>General risks related to the issuer's business operations: Business risk</i> Risks of losses arising from unexpected negative changes in the business volume and/or margins. • <i>General risks related to the issuer's business operations: Risks from concentrations of risk and earnings</i> Risks from concentrations of risk and earnings indicate increased potential losses and represent a business-strategy risk for HVB Group. • <i>General risks related to the issuer's business operations: Operational risk</i> Risks due to the use of information- and communication technology, risks due to disruption and /or discontinuity of critical
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		<p>business processes and risks in the course of outsourcing of operations and processes to external providers.</p> <ul style="list-style-type: none"> • <i>Reputational risk</i> Risk of a negative effect on the income statement caused by adverse reactions by stakeholders due to a changed perception of HVB Group. • <i>Legal and regulatory risk: Legal and tax risks</i> Risks from legal proceedings and substantial uncertainty regarding the outcome of proceedings and the amount of possible damages. • <i>Legal and regulatory risk: Compliance risk</i> Risk in connection with infringements of or non-compliance with laws, regulations, statutory provisions, agreements, mandatory practices and ethical standards. • <i>Legal and regulatory risk:</i> Risks arising in connection with the supervision of HVB Group within the single supervisory mechanism (SSM); Risks in connection with regulatory regimes in various local jurisdictions and their disparities; Risk to take wide-ranging measures due to changes of regulatory regimes; Risks in connection with resolution planning, resolution measures and the requirement to meet the minimum requirement for own funds and eligible liabilities (MREL); Risks from stress testing measures imposed on HVB Group and impact on the supervisory review and evaluation process (SREP) on the business performance of HVB. • <i>Strategic and macroeconomic risks</i> Risks arising in connection with economic developments in Germany and by developments on the international financial and capital markets; Risks arising in connection with interest rate levels.
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5. In the Base Prospectus on pages 62 et seqq., in the section "3. General Description of the Base Prospectus" under "3.5 Information incorporated by reference into this Base Prospectus" the whole text shall be replaced as follows:

"The following information shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus. Parts of such documents, including documents incorporated by reference into these documents, whose information is not incorporated by express reference are not relevant for potential investors.

Section	Pages of the document where the incorporated information is set out:	Incorporation of information in this Base Prospectus on the following pages:
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(1) Registration Document of UniCredit Bank AG, dated 17 April 2019¹⁾		
Risk Factors		
- Risks relating to the business activity of HVB Group	p. 3 to 9	p. 31
Statutory Auditors	p. 9	p. 31
UniCredit Bank AG		
- Information about HVB, the parent company of HVB Group	p. 10	p. 376
- Programme Transform 2019	p.10	p. 376
Business Overview		
- Principal Activities	p. 10	p. 376
- Business segments of HVB Group	p. 10 to 13	p. 376
- Principal Markets	p. 13	p. 376
Management and Supervisory Bodies	p. 13 to 14	p. 376
Major Shareholders	p. 15	p. 376
Auditors	p. 15	p. 376
Legal and Arbitration Proceedings	p. 15 to 17	p. 376
Proceedings Related to Actions by the Regulatory Authorities	p. 17 to 18	p. 376
(2) Audited financial statements of HVB Group for the fiscal year ended 31 December 2018 (Annual Report HVB Group 2018)²⁾		
- Consolidated Income Statement	p. F-1 to F-2	p. 376
- Consolidated Balance Sheet	p. F-3 to F-4	p. 376
- Statement of Changes in Consolidated Shareholders' Equity	p. F-5 to F-7	p. 376

- Consolidated Cash Flow Statement	p. F-8	p. 376
- Consolidated Financial Statements - Notes	p. F-9 to F-181	p. 376
- Independent Auditors' Report	p. F-183 to F-188	p. 376
(3) Audited financial statements of HVB Group for the fiscal year ended 31 December 2017 (Annual Report HVB Group 2017)²⁾		
- Consolidated Income Statement	p. 88 to 89	p. 376
- Consolidated Balance Sheet	p. 90 to 91	p. 376
- Statement of Changes in Consolidated Shareholders' Equity	p. 92 to 93	p. 376
- Consolidated Cash Flow Statement	p. 94 to 95	p. 376
- Consolidated Financial Statements - Notes	p. 96 to 229	p. 376
- Independent Auditors' Report	p. 230 to 235	p. 376
(4) Audited unconsolidated financial statements (Jahresabschluss) of UniCredit Bank AG for the fiscal year ended 31 December 2018 (Annual Report UniCredit Bank AG (HVB) 2018)²⁾		
- Income Statement of UniCredit Bank AG	p. F-189 to F-190	p. 376
- Balance Sheet of UniCredit Bank AG	p. F-191 to F-196	p. 376
- Notes	p. F-197 to F-254	p. 376
- Auditors' Report	p. F-256 to F-261	p. 376

¹⁾ The document is published on the following website of the Issuer:

[http:// www.onemarkets.de/de/rechtliches/registrierungsdokumente-uvp.html](http://www.onemarkets.de/de/rechtliches/registrierungsdokumente-uvp.html)

²⁾ The document is published on the following website of the Issuer:

<https://www.hypovereinsbank.de/portal?view=/de/ueber-uns/investor-relations-en/reports.jsp>

Parts of such documents whose information is not incorporated by express reference are set out in other Sections of the Base Prospectus or are not relevant for potential investors.

Any websites included in the Base Prospectus are for information purposes only and do not form part of the Base Prospectus. "

6. In the Base Prospectus on page 66, in the section "3. General Description of the Base Prospectus" under "3.6 Available Documents" the whole text shall be replaced as follows:

"Copies of the following documents be available for collection in the English language, free of charge, during usual business hours on any weekday (except Saturdays and public holidays) at the offices of UniCredit Bank AG (Arabellastraße 12, 81925 Munich).

- (1) the articles of association of the Issuer,
- (2) the consolidated annual reports in respect of the fiscal years ended 31 December 2016, 2017 and 2018 of the Issuer,
- (3) the unconsolidated annual financial statements of the Issuer in respect of the fiscal year ended 31 December 2017 and 2018 prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*),
- (4) the unaudited consolidated results of HVB Group as of 30 June 2018,
- (5) the forms of the Global Notes,
- (6) the relevant Final Terms and
- (7) the Agency Agreement, as amended and restated."

7. In the Base Prospectus on page 376, the text in the section "8. DESCRIPTION OF THE ISSUER" under "8.1 General description" shall be replaced by the following paragraph:

"The following information regarding the Issuer are hereby incorporated by reference into this Base Prospectus:

(i) The description of the Issuer included in the Registration Document of UniCredit Bank AG dated 17 April 2018, as supplemented by the Supplement dated 8 November 2018 to the Registration Document of UniCredit Bank AG dated 17 April 2018,

(ii) the description of the Issuer included in the Registration Document of UniCredit Bank AG dated 17 April 2019,

(iii) the audited consolidated financial statements, comprising the consolidated income statement, the consolidated balance sheet, the statement of changes in consolidated shareholders' equity, the consolidated cash flow statement, the notes to the consolidated financial statements and the independent auditors' report of HVB Group as of 31 December 2016, contained in the Annual Report HVB Group 2016,

(iv) the audited consolidated financial statements, comprising the consolidated income statement, the consolidated balance sheet, the statement of changes in consolidated shareholders' equity, the consolidated cash flow statement, the notes to the consolidated financial statements

and the independent auditors' report of HVB Group as of 31 December 2017, contained in the Annual Report HVB Group 2017,

(v) the audited unconsolidated financial statements, comprising the income statement of UniCredit Bank AG, the balance sheet of UniCredit Bank AG and the notes to the unconsolidated financial statements, and the auditors' report as of 31 December 2017, contained in the Annual Report UniCredit Bank AG (HVB) 2017,

(vi) the unaudited Consolidated Results of HVB Group as of 30 June 2018, as set out in the Supplement dated 24 August 2018 to the Base Prospectus dated 23 August 2018 for Interest Securities under the Euro 50,000,000,000 Debt Issuance Programme of UniCredit Bank AG, Munich, Federal Republic of Germany, comprising the financial highlights, the consolidated income statement, the consolidated balance sheet, the statement of changes in shareholders' equity, the consolidated cash flow statement (abridged version) and the consolidated accounts (selected notes),

(vii) the audited consolidated financial statements, comprising the consolidated income statement, the consolidated balance sheet, statement of changes in consolidated shareholders' equity, the statement of cash flows and the notes to the consolidated financial statements and the auditors' report of HVB Group as of 31 December 2018 contained in the Annual Report HVB Group 2018,

(viii) the audited unconsolidated financial statements, comprising the income statement of UniCredit Bank AG, the balance sheet of UniCredit Bank AG and the notes to the unconsolidated financial statements, and the auditors' report as of 31 December 2018, contained in the Annual Report UniCredit Bank AG (HVB) 2018.

A list setting out the information incorporated by reference is provided in Section "3.5 Documents incorporated by reference" on pages 62 et seq."

8. In the Base Prospectus on page 376, the text in the section "8. DESCRIPTION OF THE ISSUER" under "8.2 Significant Changes in the Issuer's financial position and trend information" shall be replaced by the following text:

"The performance of HVB Group will depend on the future development on the financial markets and the real economy in 2019 as well as other remaining imponderables. In this environment, HVB Group will continuously adapt its business strategy to reflect changes in market conditions and carefully review the management signals derived from this on a regular basis.

There has been (i) no significant change in the financial position of the HVB Group which has occurred since 31 December 2018, and (ii) no material adverse change in the prospects of the HVB Group since 31 December 2018, the date of its last published audited financial statements."