

**THIRD SUPPLEMENT DATED 25 March 2013
TO THE BASE PROSPECTUS DATED 26 JUNE 2012**

UNICREDIT S.p.A.

(incorporated with limited liability as a Società per Azioni in the Republic of Italy under registered number 00348170101)

and

UNICREDIT BANK IRELAND p.l.c.

(incorporated with limited liability in Ireland under registered number 240551)

and

UNICREDIT INTERNATIONAL BANK (Luxembourg) S.A.

(incorporated as a public limited liability company (*société anonyme*) under the laws of the Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies register under number B.103.341)

unconditionally and irrevocably guaranteed by

UNICREDIT S.p.A.

in the case of Notes issued by UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A.

STRUCTURED NOTE PROGRAMME

This third supplement (the **Supplement**) to the Base Prospectus dated 26 June 2012, as previously supplemented by the first supplement dated 20 July 2012 and the second supplement dated 14 August 2012 (together, the **Base Prospectus**), constitutes a supplement for the purposes of Article 13.1 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities, as amended (the **Prospectus Act**) and is prepared in connection with the Structured Note Programme (the **Programme**) established by UniCredit S.p.A. (**UniCredit**), UniCredit Bank Ireland p.l.c. (**UniCredit Ireland**) and UniCredit International Bank (Luxembourg) S.A. (**UniCredit International Luxembourg**) (each an **Issuer** and together the **Issuers**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuers and the Guarantor (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and contains no omissions likely to affect its import.

Purpose of the Supplement

The purpose of this Supplement is to (i) update the "Documents Incorporated by Reference" section of the Base Prospectus to incorporate by reference certain recent press releases relating to UniCredit and (ii) update the "Description of UniCredit and the UniCredit Group" section of the Base Prospectus with recent information available on UniCredit.

Documents Incorporated by Reference

Rating

On 18 March 2013, the rating agency Fitch Ratings aligned the rating of UniCredit with that of the recently downgraded Italian sovereign debt ('BBB+' long-term and 'F2' short-term issuer default rating). The viability (standalone) rating has been revised to 'bbb+' from 'a-'. As a consequence, outstanding debt ratings have also been lowered. The negative outlook is unchanged.

A copy of the press release relating to the Fitch ratings has been filed with the CSSF and, by virtue of this Supplement, such press release is incorporated in, and forms part of, the Base Prospectus.

The information set out in the following sections of the press release shall be incorporated in, and form a part of, the Base Prospectus:

<u>Document</u>	<u>Information Incorporated</u>	<u>Page Reference</u>
Press Release "UniCredit: Fitch aligned UniCredit's rating with the sovereign" dated 18 March 2013	Entire Document	All

2012 Group Results

On 15 March 2013, the UniCredit Board of Directors approved the 2012 Group financial results as of and for the year ended 31 December 2012.

The Group's 2012 consolidated year-end financial statements will be audited by KPMG S.p.A., UniCredit's external auditors, and are subject to the approval of UniCredit shareholders at the general meeting to be held on 11 May 2013.

A copy of the press release relating to the approval of the 2012 Group financial results has been filed with the CSSF and, by virtue of this Supplement, such press release is incorporated in, and forms part of, the Base Prospectus.

The information set out in the following sections of the press release shall be incorporated in, and form a part of, the Base Prospectus:

<u>Document</u>	<u>Information Incorporated</u>	<u>Page Reference</u>
Press Release "UniCredit 4Q12 Group Results" dated 15 March 2013	UniCredit Group consolidated financial results overview	1-2
	UniCredit Group gross operating profit	3
	UniCredit Group new business organisation and cost cutting actions	4
	UniCredit Group business refocusing in CEE	4-5
	UniCredit Group capital structure	5-6

UniCredit Group condensed consolidated and quarterly income statement highlights for the year ended 31 December 2012	7-10
UniCredit Group condensed consolidated balance sheet highlights as at 31 December 2012	10-13
UniCredit Group condensed consolidated and quarterly income statement figures for the year ended 31 December 2012	16-17
UniCredit Group condensed consolidated balance sheet figures as at 31 December 2012	18-19

Board of Directors' resolutions

On 15 March 2013, the UniCredit Board of Directors resolved to call an Ordinary and Extraordinary Shareholders' Meeting, to be held on 11 May 2013, to approve the 2012 individual financial statement, the presentation of the consolidated financial statement of the Group and certain other proposals, including, *inter alia*, (i) the appointment of the Board of Statutory Auditors and (ii) the appointment of the directors necessary to complete the Board of Directors. All the documentation to be submitted to the Shareholders' Meeting will be published as provided by law and will be available on UniCredit S.p.A.'s website.

On the same date, the UniCredit Board of Directors approved, *inter alia*, (i) a capital increase in relation to the issue of ordinary shares to be promised under the Group key resources plan and the 2011 Group executive incentive system, (ii) the assessment of the directors' independence requirements and (iii) the annual UniCredit report on corporate governance and on the UniCredit ownership structures.

The following information shall be incorporated in, and form a part of, the Base Prospectus:

Document	Information Incorporated	Page Reference
Press Release "UniCredit Board of Directors' resolutions" dated 15 March 2013	Entire Document	All

Unaudited consolidated interim financial results of UniCredit in respect of the nine months ended 30 September 2012

On 13 November 2012, the UniCredit Board of Directors approved the unaudited consolidated interim financial results of UniCredit in respect of the nine months ended 30 September 2012 (the **Third Quarter Results**).

A copy of the press release dated 13 November 2012 relating to the approval by the UniCredit Board of Directors of the Third Quarter Results has been filed with the Commission de Surveillance du Secteur Financier (CSSF) and, by virtue of this Supplement, such document is incorporated in, and forms part of, the Base Prospectus.

The following information shall be incorporated in, and form a part of, the Base Prospectus:

Document	Information Incorporated	Page Reference
Press Release " <i>UniCredit 3Q12 Group Results</i> " dated 13 November 2012	3Q 2012 Key Figures	1
	9M 2012 Key Figures	2
	Cost Management Actions, Group Funding Plan, Strategic Plan, Capital Ratios, Sovereign Exposure	2-5
	Results Highlights	6-9
	Balance Sheet Highlights	9-10
	Ratings	10
	Capital Structure	11
	Staff and Branches	13
	UniCredit Group Quarterly Income Statement	14-15
UniCredit Group End of Period Balance Sheet	16-17	

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Commission Regulation No 809/2004, as amended (the **Prospectus Regulation**).

Other Information

Description of UniCredit and the UniCredit Group

Major Shareholders

The section of the Base Prospectus entitled "MAJOR SHAREHOLDERS" on pages 280 - 281 of the Base Prospectus is deleted in its entirety and replaced by the information set out in Annex 1 hereto under the heading "MAJOR SHAREHOLDERS".

Management of UniCredit – Board of Directors

The section of the Base Prospectus entitled "Board of Directors" on pages 281 – 286 of the Base Prospectus is deleted in its entirety and replaced by the information set out in Annex 2 hereto under the heading "Board of Directors".

General

Copies of this Supplement and all documents incorporated by reference in the Base Prospectus can be obtained from the registered office of each of the Issuers and from the specified office of the Paying Agents for the time being in London and Luxembourg as described on pages 123 and 332 of the Base Prospectus.

Copies of this Supplement and all documents incorporated by reference in the Base Prospectus will also be published on the Luxembourg Stock Exchange's website (*www.bourse.lu*).

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

In accordance with Article 13.2 of Chapter 1 of Part II of the Prospectus Act, investors who have agreed to purchase or subscribe for Notes issued under the Programme before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. This right to withdraw shall expire by close of business on 27 March 2013.

ANNEX 1

MAJOR SHAREHOLDERS

As at 8 March 2013 UniCredit's share capital, fully subscribed and paid-up, amounted to €19,647,948,525.10 and was divided into 5,789,536,030 shares without a nominal value, including 5,787,112,132 ordinary shares and 2,423,898 savings shares. UniCredit's ordinary shares are listed on the Italian, German and Polish regulated markets. The shares traded on these markets have the same characteristics and confer the same rights on the holder. UniCredit's savings shares (shares without voting rights and with preferential economic rights) are only listed on the Italian regulated market.

As at 8 March 2013, the following shareholders held directly or indirectly more than 2 per cent. of UniCredit's ordinary shares:

Shareholders	Ordinary Shares	% ¹
Aabar Luxembourg S.A.R.L.	376.200.000	6,501%
PGFF Luxembourg S.A.R.L.	290.000.000	5,011%
Fondazione Cassa Di Risparmio Verona, Vicenza, Belluno e Ancona	204.508.472	3,534%
Carimonte Holding S.p.A.	174.363.205	3,013%
Gruppo Central Bank of Libya	168.529.755	2,912%
Capital Research and Management Company	158.097.471	2,732%
• of which on behalf of: EuropeanPacific Growth Fund	127.901.060	2,210%
Fondazione Cassa di Risparmio di Torino	145.099.006	2,507%
• which is lender for:	29.540.309	0,510%
Gruppo Allianz	116.650.786	2,016%
Delfin S.A.R.L.	116.005.000	2,005%

¹ of ordinary capital

ANNEX 2

Board of Directors

The Board of Directors (the “**Board**” or the “**Board of Directors**”) is responsible for strategic supervision and management of UniCredit and the Group and it may delegate its powers to the Chief Executive Officer and other Board members.

The Board is elected by UniCredit shareholders at a general meeting for a three financial year term, unless a shorter term is established upon their appointment, and Directors may be re-elected. Under UniCredit by-laws, the Board is composed of between a minimum of nine and a maximum of twenty-four Directors.

The Board of Directors currently in office was appointed by UniCredit Ordinary Shareholders’ Meeting on 11 May 2012 for a term of three financial years and is composed of 19 members. The term in office of the current members of the Board will expire on the date of the Shareholders' Meeting called to approve the financial statements for the financial year ending 31 December 2014.

The Board can appoint one or more general managers and/or one or more deputy general managers, establishing their roles and areas of competence. Should a Chief Executive Officer not have been appointed, the Board of Directors shall appoint a sole General Manager, and can appoint one or more Deputy General Managers, establishing their roles and areas of competence. The Board has appointed Mr. Federico Ghizzoni as Chief Executive Officer.

The following table sets forth the current members of UniCredit Board of Directors.

Name	Position
Giuseppe Vita ¹	Chairman
Candido Fois ¹	Deputy Vice Chairman
Vincenzo Calandra Buonauro ¹	Vice Chairman
Luca Cordero di Montezemolo ²	Vice Chairman
Fabrizio Palenzona ¹	Vice Chairman
Federico Ghizzoni ¹⁻³	Chief Executive Officer
Mohamed Ali Al Fahim ²	Director
Manfred Bischoff ²	Director
Henryka Bochniarz ²	Director
Alessandro Caltagirone ²	Director
Francesco Giacomini ¹	Director
Helga Jung ¹⁻³	Director

Name	Position
Friedrich Kadrnoska ²⁻⁴	Director
Marianna Li Calzi ²	Director
Luigi Maramotti ²	Director
Giovanni Quaglia ²	Director
Lucrezia Reichlin ²	Director
Lorenzo Sassoli de Bianchi ²	Director
Anthony Wyand ²	Director

Notes:—

- (1) Director does not meet independence requirements pursuant to Section 3 of the Corporate Governance Code.
- (2) Director meets independence requirements pursuant to Section 148 of the Italian Banking Act and Section 3 of the Corporate Governance Code.
- (3) Director does not meet independence requirements pursuant to Section 148 of the Italian Banking Act.
- (4) Dr. Friedrich Kadrnoska tendered his resignation with effect from the end of the next Shareholders' Meeting, due to take place on 11 May 2013.

The business address for each of the foregoing Directors is UniCredit S.p.A., head office located in Piazza Cordusio, 20123, Milan, Italy.

Other principal activities performed by the members of the Board which are significant with respect to UniCredit are listed below:

Giuseppe Vita

- Chairman of the Supervisory Board of Axel Springer AG - Germany
- Member of the Board of Directors of RCS MediaGroup Spa - Italy
- Member of the Board of Directors of ABI - Italian Banking Association - Italy
- Member of the General Council of Aspen Institute Italia
- Member of the Trilateral Commission - Italian Group
- Member of the Board of Directors of Associazione Italiana per la Ricerca sul Cancro Italy
- Member of the Board of Directors of ISPI – Istituto per gli Studi di Politica Internazionale - Italy
- Honorary Chairman of Deutsche Bank SpA - Italy

Candido Fois

- Full Professor of Business Law at the Faculty of Law - Università degli Studi Padova
- Chairman of the Board of UniCredit Credit Management Bank S.p.A.
- Director of Telecom Italia Media S.p.A.
- Member of Supervisory Board of UniCredit Bank Austria AG

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- Director and member of the Executive Committee of ABI - Associazione Bancaria Italiana
 - Chairman of the Board of Faeda S.p.A.
 - Lawyer

Vincenzo Calandra Buonauro

- Member of the Board of Directors of ABI - Italian Banking Association

Luca Cordero di Montezemolo

- Chairman of Ferrari S.p.A.
- Chairman of Telethon
- Chairman of Charme Management S.r.l.
- Director of FIAT S.p.A.
- Director of Nuovo Trasporto Viaggiatori S.p.A.
- Director of Editrice La Stampa
- Director of PPR
- Director of Tod's S.p.A.
- Director of Poltrona Frau S.p.A.
- Director of Montezemolo & Partners SGR
- Director of OCTO Telematics S.p.A.
- Director of Delta Topco

Fabrizio Palenzona

- Chairman of Gemina S.p.A.
- Chairman of Assaeroporti S.p.A. - Associazione Italiana Gestori Aeroporti
- Chairman of ADR S.p.A
- Chairman of FAISERVICE SCARL
- Chairman of AISCAT (Italian Association of Toll Motorways and Tunnels Operators)
- Member of the Board of Directors of A.B.I. - Italian Banking Association
- Member of the Executive Committee of Giunta degli Industriali di Roma
- Member of the Board of Directors of Università degli Studi del Piemonte Orientale "Amedeo Avogadro"

Federico Ghizzoni

- Member of the Board of Directors and the Executive Committee of A.B.I. – Italian Banking Association
- Member of the EFR European Financial Services Roundtable;
- Member of the Steering Committee of the Stockholders' Agreement of Mediobanca S.p.A.
- Chairman of Associazione Filarmonica della Scala
- Member of IIEB Institute International d'Etudes Bancaires – Brussels
- Member of IMC International Monetary Conference (Washington)

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- Member of the Council for the United States and Italy
 - Member of the Strategic Board of Sodalitas.
 - Member of the Board of Directors of Institute of International Finance

Mohamed Ali Al Fahim

- Head of Finance, Finance & Accounts Department of International Petroleum Investment Company (IPIC)
- General and Supervisory Board Member of Energias de Portugal, S.A.
- Member of the Board of Directors of Aabar Investments PJS
- Member of the Board of Directors of Arabtec Holdings PJSC
- Member of the Board of Directors of First Energy Bank
- Member of the Board of Directors of Alizz Islamic Bank

Manfred Bischoff

- Chairman of the Supervisory Board of Daimler AG
- Member of the Supervisory Board of Royal KPN N.V.
- Chairman of the Supervisory Board of SMS GmbH
- Chairman of the Supervisory Board of Voith GmbH

Henryka Bochniarz

- President, Boeing Central & Eastern Europe
- President, Polish Confederation of Private Employers Lewiatan
- Vice President, BUSINESSEUROPE
- Deputy Chair, Tripartite Committee for Social and Economic Affairs
- Member of the Enterprise and Industry Advisory Group
- Member of Supervisory Board, Telekomunikacja Polska SA
- Member of Supervisory Board, AVIVA SA
- Member of the International Advisory Board, Kozminski University
- Co-founder of the Congress of Women and the Congress of Women Association
- Chairperson of the joint Polish-Japanese Economic Committee
- Member of the Board of Trustees, Polish National Museum
- Vice President, The Stanislaw Ignacy Witkiewicz Art Foundation

Alessandro Caltagirone

- Board Member and Executive Committee Member of Vianini Lavori S.p.A.
- Chief Executive of Vianini Ingegneria S.p.A.
- Chairman of the Board of Vianini Industria S.p.A.
- Board Member of Il Messaggero S.p.A.
- Board Member of Cementir Holding S.p.A.
- Board Member of Caltagirone S.p.A.

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- Board Member of Caltagirone Editore S.p.A.
 - Board Member of Il Gazzettino S.p.A.
 - Investment Committee Member of Fabbrica Immobiliare SGR S.p.A.
 - Vice President of UIR - Unione degli Industriali di Roma
 - Member of "Zoning Commission & Territory" of ANCE Associazione Nazionale Costruttori Edili
 - Teaching Assistant, Faculty of Science Communication (Business Administration) of Università degli studi di Roma "La Sapienza"
 - Chairman of the Board of FCG S.p.A.
 - Chairman of the Board of Finanziaria Italia 2005 S.p.A.
 - Chairman of the Board of Fincal S.p.A.
 - Chairman of the Board of Romana Partecipazioni 2005 S.r.l.
 - Chairman of the Board of Ical S.p.A.
 - Chief Executive of Immobiliare Ara Coeli S.r.l.
 - Chief Executive of Alca 1969 S.r.l.
 - Chief Executive of Ced 2008 S.r.l.
 - Chief Executive of Corso 2009 S.r.l.
 - Chief Executive of Euclide 2000 S.r.l.
 - Board Member of Finanziaria Italia S.p.A.
 - Board Member of Cimentas A.S.

Francesco Giacomini

- Chairman of "La Fornace dell'innovazione" Foundation
- Chairman of Industrial Park AD - Sofia
- Chairman of Fidiprof Nord Società Cooperativa - Milano
- Member of Commissione Amministratrice of the Fondo di Previdenza "G. Caccianiga"
- Member of the Board of Directors of ABI - Italian Banking Association
- Director of i Tigli 2, Società Cooperativa Onlus - Oderzo (TV)
- Secretary to Confartigianato Treviso
- Director of Ente Bilaterale Artigianato Veneto
- Business Consultant

Helga Jung

- Member of the Board of Directors of Allianz Seguros, Spain
- Non-Executive Member of the Board of Directors of Companhia de Seguros Allianz Portugal S.A.
- Member of the Management Board of Allianz SE

Friedrich Kadrnoska

- Member of the Executive Board of Privatstiftung zur Verwaltung von Anteilsrechten
- Chairman of the Supervisory Board of Österreichisches Verkehrsbüro AG

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- Chairman of the Supervisory Board of Wienerberger AG
 - Chairman of the Supervisory Board of CEESEG AG
 - Chairman of the Supervisory Board of Wiener Börse AG
 - Member of the Supervisory Board of card complete Service Bank AG
 - Member of the Board of Directors of Wiener Privatbank SE

Marianna Li Calzi

- Member of the Board of Directors of Civita Sicilia S.r.l.

Luigi Maramotti

- Chairman of Max Mara S.r.l.
- Vice Chairman of Max Mara Fashion Group S.r.l.
- Member of the Board of Directors of COFIMAR S.r.l.
- Vice Chairman of Max Mara Finance S.r.l.

Giovanni Quaglia

- Chairman of Autostrada Torino-Savona S.p.A.
- Member of the Board of Arbitrators of AISCAT
- Chairman of the Board of Directors of REAM Sgr S.p.A.
- Chairman of the Board of Directors Co.Ge.Tech S.p.A.
- Chairman of the Board of Directors Co.Ge.Mat S.p.A.
- Chairman of the Board of Statutory Auditors of Perseo S.p.A.
- Statutory Auditor of EFFETI S.p.A.
- Chairman of the Board of Directors of OGR-CRT S.c.p.a.
- Chairman of the Board of Directors of "Le Terre dei Savoia" tourist bureau
- Member of the Board of Directors of Università degli Studi di Scienze Gastronomiche of Pollenzo
- Chairman of the Cuneo Chapter of the "Associazione Dante Alighieri"

Lucrezia Reichlin

- Member of the Scientific Board of over ten international institutions, including universities and banks; various editorial activities on international journals; member of the assessment panel of research projects on social sciences financed by the European Union (ERC), "Fellow" at the Centre for European Policy Research, London, "Fellow" of the European Economic Association.
- Co Founder and Director of Now Casting Economics ltd
- Member of the Board of Directors of Messaggerie Italiane S.p.A.

Lorenzo Sassoli de Bianchi

- Chairman of the Board of Valsoia S.p.A.
- President of U.P.A. (Utenti Pubblicità Associati), the Italian Association of Investors in Advertising
- President of MAMbo, the Bologna Museum of Modern Art

Anthony Wyand

- Member of the Board of Directors of AVIVA France
- Member of the Board of Directors of Société Foncière Lyonnaise SA
- Deputy Chairman of Société Générale