

**SUPPLEMENT DATED 16 JULY 2013
TO THE BASE PROSPECTUS DATED 5 JULY 2013**

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.

€60,000,000,000 EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the **Supplement**) to the Base Prospectus dated 5 July 2013 (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 €60,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by UniCredit S.p.A. (**UniCredit** and, in the case of Notes issued by UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A., the **Guarantor**), 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 the submission of this Supplement is to (i) update the “Documents Incorporated by Reference” section of the Base Prospectus to incorporate by reference the UniCredit S.p.A. press release dated 12 July 2013 relating to S&P’s downgrade of the long-term debt rating of UniCredit and the UniCredit press release dated 16 July 2013 relating to Moody’s confirmation of the long-term debt rating of UniCredit; (ii) update Element B.17 and Element B.19 B.17 of the “Summary Note” section of the Base

Prospectus and (iii) update of the "Major Shareholders" section of the Base Prospectus, with the most recent information available on UniCredit.

Documents Incorporated by Reference

UniCredit press release "S&P's aligns UniCredit S.p.A.'s rating with that of the sovereign"

On 12 July 2013 the Rating Agency Standard & Poor's, in line with the recently downgraded sovereign Italy ('BBB' long- and 'A2' short-term issuer default rating), has lowered UniCredit S.p.A.'s long-term rating from "BBB+" to "BBB". The SACP (standalone) rating is unchanged at 'BBB+'.

The negative outlook is also unchanged.

As a consequence outstanding debt ratings including hybrids have also been lowered.

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

Documents	Information Incorporated	Page Reference
Press Release dated 12 July 2013	Entire Document	All

UniCredit press release "Moody's affirms UniCredit S.p.A.'s debt and deposit ratings"

The rating agency Moody's affirmed UniCredit S.p.A.'s Baa2 long-term debt and deposit ratings and its Prime-2 short term ratings. At the same time, Moody's lowered the "baseline credit assessment" to baa3 from baa2, which resulted in a downgrade of subordinated debt.

The negative outlook is unchanged.

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

Documents	Information Incorporated	Page Reference
Press Release dated 16 July 2013	Entire Document	All

Other Information

Summary Note

The tables reported on Element B.17 (in relation to UniCredit) and Element B.19 B.17 (in relation to the Guarantor), respectively on page 21 and 30 of the "Summary Note" section of the Base Prospectus are deleted in their entirety and replaced by the information set out below.

Description	Standard & Poor's	Moody's	Fitch ratings
Short Term Counterparty Credit Rating	A-2	P-2	F2
Long Term Counterparty Credit Rating	BBB	Baa2	BBB+
Outlook	negative	negative	negative
Standalone Rating	bbb+	D+	bbb+

Description of UniCredit and the UniCredit Group

Major Shareholders

The table reproduced on the section of the Base Prospectus entitled "MAJOR SHAREHOLDERS" on page 250 of the Base Prospectus is deleted in its entirety and replaced by the information set out below.

Main Shareholders	Ordinary Shares	%*
Aabar Luxembourg S.A.R.L.	376,200,000	6.498%
PGFF Luxembourg S.A.R.L.	290,000,000	5.009%
Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	204,508,472	3.533%
Delfin S.A.R.L.	173,685,000	3.000%
Central Bank of Libya Group	168,529,755	2.911%
Capital Research and Management Company	158,097,471	2.731%
- of which on behalf of:		
EuropeanPacific Growth Fund	127,901,060	2.209%
Right of vote for discretionary asset management		
Fondazione Cassa di Risparmio di Torino	145,099,006	2.506%
- which is lender for:	21,152,127	0.365%
Carimonte Holding S.p.A.	131,213,277	2.267%
Allianz Group	121,280,348	2.095%

* As a percentage of ordinary capital.

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 78 and 310-311 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 18 July 2013.