

This document constitutes a supplement (the "**Supplement**") to the base prospectus dated 29 August 2013, as supplemented from time to time.

Supplement

to the Base Prospectus dated 29 August 2013
UniCredit Bank AG
Munich, Federal Republic of Germany
for the issuance of Reverse Convertible Securities and Express Securities
under the Euro 50,000,000,000 Debt Issuance Programme



UniCredit Bank AG

01 October 2013

This Supplement constitutes a supplementary prospectus in respect of the base prospectus of the Issuer listed above for the purpose of Article 16 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). The base prospectus listed above constitutes a base prospectus (the "**Base Prospectus**") according to Art. 5 (4) of the Prospectus Directive for UniCredit Bank AG (the "**Issuer**") in connection with any issue of reverse convertible securities and express securities (the "**Securities**") issued from time to time by the Issuer under the Euro 50.000.000.000 Debt Issuance Programme (the "**Programme**"). This Supplement is to be read and construed in conjunction with the Base Prospectus and in connection with any issue of any 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. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland as Irish competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

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 withdraw their acceptances in the event that a new factor or an inaccuracy arose before the final closing of the offer of such Securities to the public and the delivery of the Securities.

This Supplement and the Base Prospectus as well as any further supplements to this Base Prospectus are available during usual business hours on any weekday (except Saturdays and public holidays) at the office of UniCredit Bank AG, LCI4SS Structured Securities & Regulatory, Arabellastraße 12, 81925 Munich, Germany and are also published on the website www.onemarkets.de or any successor page.

UniCredit Bank AG announces the following material inaccuracies with regard to the Base Prospectus:

In the section PART C – Special Conditions of the Securities, Options 16, 17, 18, one of the two alternative definitions of the Additional Amount Payment Level (k) is incorrect.

In the section "Form of Final Terms", sub-section "Part B - Product and Underlying Data" the definitions in Table 1.2. of all Product Types and in Table 1.4. of the Product Types 3, 4, 5 and 6 are incomplete

Therefore, the Base Prospectus is amended as follows:

1. In the section "Part C – Special Conditions of the Securities" regarding
 - Option 16: Express Securities with Additional Amount linked to a share or a depository receipt
 - Option 17: Express Securities with Additional Amount linked to an index
 - Option 18: Express Securities with Additional Amount linked to a commodity

respectively in "§ 1 Definitions"

the passage

"[In the case of Express Securities with Additional Amount where the Additional Amount Payment Level (k) is still to be specified, the following applies:

"Additional Amount Payment Factor (k)" means the respective Additional Amount Payment Factor (k) as specified in the column "Additional Amount Payment Factor (k)" in Table 1.5 in § 1 of the Product and Underlying Data.

"Additional Amount Payment Level (k)" means the respective Additional Amount Payment Level (k) multiplied by R (initial).]"

shall be deleted and replaced as follows:

"[In the case of Express Securities with Additional Amount where the Additional Amount Payment Level (k) is still to be specified, the following applies:

"Additional Amount Payment Factor (k)" means the respective Additional Amount Payment Factor (k) as specified in the column "Additional Amount Payment Factor (k)" in Table 1.5 in § 1 of the Product and Underlying Data.

"Additional Amount Payment Level (k)" means the respective Additional Amount Payment Factor (k) multiplied by R (initial).]"

2. In the section "Form of Final Terms", sub-section "Part B, Product and Underlying Data", respectively in Table 1.2 of all Product Types

the following definition shall be inserted

[Expiry Date (Data di Scadenza)]
<i>[Insert Expiry Date]</i>
[Not applicable]***

3. In the section "Form of Final Terms", sub-section "Part B, Product and Underlying Data, respectively in Table 1.4 of Product Types 4, 5, 6

the following definition shall be inserted

[Record Date]
<i>[Insert Record Date]</i>
[Not applicable]***

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