

This document constitutes a supplement (the "**Supplement**") to the base prospectuses dated 16 May 2012, 31 May 2012, 20 May 2011, 14 June 2010, 20 May 2010, 20 May 2009, 4 March 2009 (two prospectuses), 11 March 2008 (two prospectuses), 25 June 2007 (two prospectuses) and 27 June 2006 (two prospectuses), each as supplemented from time to time, pursuant to section 16 paragraph 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*).

Supplement

to the Prospectus dated 16 May 2012
UniCredit Bank AG
Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme
for the issuance of Notes, Certificates and Warrants

and

to the Prospectus dated 31 May 2012
UniCredit Bank AG
Munich, Federal Republic of Germany

Base Prospectus
for the offer of Index and Commodity Certificates

and

to the Prospectus dated 20 May 2011
UniCredit Bank AG
Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme
for the issuance of Notes, Certificates and Warrants

and

to the Prospectus dated 14 June 2010
UniCredit Bank AG
Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme
for the issuance of Credit Linked Notes and Credit Linked Certificates

and

to the Prospectus dated 20 May 2010
UniCredit Bank AG
Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme
for the issuance of Notes, Certificates and Warrants

and

to the Prospectus dated 20 May 2009
UniCredit Bank AG
Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme
for the issuance of Notes (including Credit Linked Notes), Certificates and Warrants

and

to the two Prospectuses dated 4 March 2009

UniCredit Bank AG

Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme

for the issuance of Notes (including Pfandbriefe and Credit Linked Instruments), Certificates and Warrants

and

to the two Prospectuses dated 11 March 2008

UniCredit Bank AG

Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme

for the issuance of Notes (including Pfandbriefe and Credit Linked Instruments), Certificates and Warrants

and

to the two Prospectuses dated 25 June 2007

UniCredit Bank AG

Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme

for the issuance of Notes (including Pfandbriefe), Certificates and Warrants

and

to the two Prospectuses dated 27 June 2006

UniCredit Bank AG

Munich, Federal Republic of Germany

Euro 50,000,000,000 Debt Issuance Programme

for the issuance of Notes (including Pfandbriefe), Certificates and Warrants



Arranger and Dealer

UniCredit Bank AG

17 May 2013

This Supplement is to be read and construed in conjunction with the base prospectuses listed above (each a "**Prospectus**" and together the "**Prospectuses**") and in connection with any issue of Instruments, with the relevant Final Terms and/or Terms and Conditions. Therefore, with respect to issues under the Prospectuses references in the Final Terms and/or Terms and Conditions to the Prospectus are to be read as references to the relevant 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.

Investors who have already agreed to purchase or subscribe for the Instruments 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 Instruments to the public and the delivery of the Instruments, pursuant to section 16 paragraph 3 of the German Securities Prospectus Act.

Such new factor pursuant to Section 16 paragraph 1 of the German Securities Prospectus Act has occurred on 13 May 2013 with the publication of the financial highlights as of 31 March 2013 on 13 May 2013, 7.30 a.m.

UniCredit Bank AG, LCI4DC Debt Capital Markets Legal, Arabellastraße 12, 81925 Munich, Germany, fax no.: +49-89-378 33 15964, has been appointed as recipient for the revocation notices according to Section 16 Paragraph 3 in connection with section 8 paragraph 1 sentence 4 of the German Securities Prospectus Act.

This Supplement and the Prospectuses are available during usual business hours on any weekday (except Saturdays and public holidays) at the office of UniCredit Bank AG, LCI4DC Debt Capital Markets Legal, Arabellastraße 12, 81925 Munich, Germany.

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

1. CHANGES TO THE PROSPECTUS FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES, CERTIFICATES AND WARRANTS DATED 16 MAY 2012

- 1.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**" shall be deleted and replaced with the following paragraphs:

Consolidated Financial Highlights as of 31 December 2012*

Key performance indicators	1/1 – 31/12/2012	1/1 – 31/12/2011
Net operating profit	€1,807m	€1,935m
Cost-income ratio (based on operating income)	58.1%	62.1%
Profit before tax	€2,058m	€1,615m
Consolidated profit	€1,287m	€971m
Return on equity before tax ¹	9.2%	7.2%
Return on equity after tax ¹	5.8%	4.3%
Earnings per share	€1.55	€1.16
Balance sheet figures	31/12/2012	31/12/2011
Total assets	€348.3bn	€372.3 bn
Shareholders' equity	€23.3bn	€23.3bn
Leverage ratio ²	15.0x	16.0x

Key capital ratios compliant with Basel II	31/12/2012	31/12/2011
Core capital without hybrid capital (core Tier 1 capital)	€19.1 bn	€19.9 bn
Core capital (Tier 1 capital)	€19.5 bn	€20.6 bn
Risk-weighted assets (including equivalents for market risk and operational risk)	€109.8 bn	€127.4 bn
Core capital ratio without hybrid capital (core Tier 1 ratio) ³	17.4%	15.6%

Core capital ratio (Tier 1 ratio) ³	17.8%	16.2%
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* Figures shown in this table are audited and taken from the Issuer's Consolidated Annual Report as of 31 December 2012.

1: Return on equity calculated on the basis of average shareholders' equity according to IFRS.

2: Ratio of total assets to shareholders' equity compliant with IFRS.

3: Calculated on the basis of risk-weighted assets, including equivalents for market risk and operational risk.

Consolidated Financial Highlights as of 31 March 2013*

Key performance indicators	1/1 – 31/3/2013	1/1 – 31/3/2012
Net operating profit	€54m	€1,100m
Cost-income ratio (based on operating income)	57.9%	43.1%
Profit before tax	€613m	€1,121m
Consolidated profit	€403m	€730m
Return on equity before tax ¹	11.8%	20.0%
Return on equity after tax ¹	8.1%	13.1%
Earnings per share	€0.51	€0.88
Balance sheet figures	31/3/2013	31/12/2012
Total assets	€45.3bn	€48.3bn
Shareholders' equity	€3.7bn	€3.3bn
Leverage ratio ²	14.6x	15.0x

Key capital ratios compliant with Basel II	31/3/2013	31/12/2012
Core capital without hybrid capital (core Tier 1 capital)	€19.2 bn	€19.1 bn
Core capital (Tier 1 capital)	€19.3 bn	€19.5 bn
Risk-weighted assets (including equivalents for market risk and operational risk)	€106.6 bn	€109.8 bn
Core capital ratio without hybrid capital (core Tier 1 ratio) ³	18.0%	17.4%

Core capital ratio (Tier 1 ratio) ³	18.1%	17.8%
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* Figures shown in this table are unaudited and taken from the Issuer's Consolidated Interim Report as of 31 March 2013.

1: Return on equity calculated on the basis of average shareholders' equity according to IFRS.

2: Ratio of total assets to shareholders' equity compliant with IFRS.

3: Calculated on the basis of risk-weighted assets, including equivalents for market risk and operational risk."

1.2 The contents of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as follows:

• Issuer risk

Issuer risk is related to the possibility that the Issuer, with reference to its business and profitability is unable to pay the redemption amount, due to a deterioration in the soundness of assets.

• Credit Risk

(i) Risks connected to an economic slowdown and volatility of the financial markets; (ii) Deteriorating asset valuations resulting from poor market conditions may adversely affect the HVB Group's future earnings; (iii) The economic conditions of the geographic markets in which the Group operates have had, and may continue to have, adverse effects on the Group's results of operations, business and financial condition; (iv) Non-traditional banking activities expose HVB Group to additional credit risks; (v) HVB Group's income can be volatile related to trading activities and fluctuations in interest and exchange rates; (vi) Changes in the German and European regulatory framework could adversely affect the Group's business; (vii) Loan losses may exceed anticipated levels; (viii) Risks related to market implementations; (ix) Systemic risk could adversely affect the Group's business.

• Market Risk

Difficult market situations can add to volatility in HVB Group's income

• Liquidity Risk

(i) Risks concerning liquidity could affect the Group's ability to meet its financial obligations as they fall due; (ii) The HVB Group's results of operations, business and financial condition have been and will continue to be affected by adverse macroeconomic and market conditions; (iii) The European sovereign debt crisis has adversely affected, and may continue to, adversely affect the Group's results of operations, business and financial condition; (iv) HVB Group has significant exposure to weaker euro-zone countries; (v) Disruptions on financial markets potentially impact the liquidity situation of HVB Group.

• Operative Risk

(i) HVB Group's risk management strategies and techniques may leave HVB Group exposed to unidentified or unanticipated risks; (ii) IT risks; (iii) Risks in connection with outsourcing; (iv) Risks arising from fraud in trading; (v) Risks in connection with legal proceedings; (vi) The Group is involved in pending tax proceedings.

• Strategic Risk

(i) Risk from overall economic trends and risk from external market changes; (ii) Risks from the strategic orientation of HVB Group's business model; (iii) Risks from the consolidation of the banking market; (iv) Competition risk; (v) Uncertainty about macro-economic developments and risks from increasingly stringent regulatory requirements; (vi) The introduction of Basel III may have a material impact on the capital resources and requirements of HVB Group; (vii) Tax implications – new types of tax to make banks contribute to the cost of the financial crisis; (viii) Risks related to Ratings of HVB Group; (ix) The regulatory environment for HVB Group may change; non-compliance with regulatory requirements may result in enforcement measures.

• Additional Risks

(i) Business Risk; (ii) Risks arising from HVB's real estate portfolio; (iii) Risks arising from HVB Group's shareholdings/financial investments."

- 1.3 In the section "German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin" the paragraphs "Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011" and "Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012" shall be deleted and replaced with the following paragraphs:

"
**Ausgewählte konsolidierte
 Finanzkennzahlen zum
 31. Dezember 2012***

Kennzahlen der Erfolgsrechnung	1.1.-31.12.2012	1.1.-31.12.2011
Operatives Ergebnis nach Kreditrisikovorsorge	€1.807 Mio.	€1.935 Mio.
Cost-Income-Ratio (gemessen an den operativen Erträgen)	58,1%	62,1%
Ergebnis vor Steuern	€2.058 Mio.	€1.615 Mio.
Konzernüberschuss	€1.287 Mio.	€971 Mio.
Eigenkapitalrentabilität vor Steuern ¹	9,2%	7,2%
Eigenkapitalrentabilität nach Steuern ¹	5,8%	4,3%
Ergebnis je Aktie	€1,55	€1,16

Bilanzzahlen	31.12.2012	31.12.2011
Bilanzsumme	€348,3 Mrd.	€372,3 Mrd.
Bilanzielles Eigenkapital	€23,3 Mrd.	€23,3 Mrd.
Leverage Ratio ²	15,0x	16,0x

Bankaufsichtsrechtliche Kennzahlen nach Basel II	31.12.2012	31.12.2011
Kernkapital ohne Hybridkapital (Core Tier 1-Kapital)	€19,1 Mrd.	€19,9 Mrd.
Kernkapital (Tier 1-Kapital)	€19,5 Mrd.	€20,6 Mrd.
Risikoaktiva (inklusive Äquivalente für das Marktrisiko bzw. operationelle Risiko)	€109,8 Mrd.	€127,4 Mrd.
Kernkapitalquote ohne Hybridkapital (Core Tier 1 Ratio) ³	17,4%	15,6%
Kernkapitalquote (Tier 1 Ratio) ³	17,8%	16,2%

* Die Zahlen in der Tabelle sind geprüft und dem konsolidierten Jahresabschluss zum 31. Dezember 2012 der Emittentin entnommen.

1: Eigenkapitalrentabilität berechnet auf Basis des durchschnittlichen bilanziellen Eigenkapitals gemäß IFRS.

2: Verhältnis von Bilanzsumme zu bilanziellem Eigenkapital gemäß IFRS.

3: Berechnet auf der Basis von Risikoaktiva inklusive Äquivalente für das Marktrisiko und für das operationelle Risiko.

Ausgewählte konsolidierte Finanzkennzahlen zum 31. März 2013*

Kennzahlen der Erfolgsrechnung	1.1.-31.3.2013	1.1.-31.3.2012
Operatives Ergebnis nach Kreditrisikovorsorge	€554 Mio.	€1.100 Mio.
Cost-Income-Ratio (gemessen an den operativen Erträgen)	57,9%	43,1%
Ergebnis vor Steuern	€613 Mio.	€1.121 Mio.
Konzernüberschuss	€403 Mio.	€730 Mio.
Eigenkapitalrentabilität vor Steuern ¹	11,8%	20,0%
Eigenkapitalrentabilität nach Steuern ¹	8,1%	13,1%
Ergebnis je Aktie	€0,51	€0,88

Bilanzzahlen	31.3.2013	31.12.2012
Bilanzsumme	€345,3 Mrd.	€348,3 Mrd.
Bilanzielles Eigenkapital	€23,7 Mrd.	€23,3 Mrd.

Leverage Ratio ²	14,6x	15,0x
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Bankaufsichtsrechtliche Kennzahlen nach Basel II	31.3.2013	31.12.2012
Kernkapital ohne Hybridkapital (Core Tier 1-Kapital)	€19,2 Mrd.	€19,1 Mrd.
Kernkapital (Tier 1-Kapital)	€19,3 Mrd.	€19,5 Mrd.
Risikoaktiva (inklusive Äquivalente für das Marktrisiko bzw. operationelle Risiko)	€106,6 Mrd.	€109,8 Mrd.
Kernkapitalquote ohne Hybridkapital (Core Tier 1 Ratio) ³	18,0%	17,4%
Kernkapitalquote (Tier 1 Ratio) ³	18,1%	17,8%

* Die Zahlen in der Tabelle sind nicht geprüft und dem konsolidierten Zwischenbericht zum 31. März 2013 der Emittentin entnommen.

1: Eigenkapitalrentabilität berechnet auf Basis des durchschnittlichen bilanziellen Eigenkapitals gemäß IFRS.

2: Verhältnis von Bilanzsumme zu bilanziellem Eigenkapital gemäß IFRS.

3: Berechnet auf der Basis von Risikoaktiva inklusive Äquivalente für das Marktrisiko und für das operationelle Risiko."

1.4 The contents of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as follows:

- **Emittentenrisiko**

Das Emittentenrisiko besteht in der Möglichkeit, dass die Emittentin im Hinblick auf ihre Geschäftstätigkeit und Profitabilität nicht in der Lage ist, den Rückzahlungsbetrag aufgrund einer Verschlechterung der Bonität von Vermögenswerten zurückzuzahlen.

- **Kreditrisiko**

(i) Risiken im Zusammenhang mit einem wirtschaftlichen Abschwung und Volatilität der Finanzmärkte; (ii) Niedrigere Vermögensbewertungen infolge ungünstiger Marktbedingungen können negative Auswirkungen auf die zukünftige Ertragslage der HVB Group haben.; (iii) die wirtschaftlichen Bedingungen in den geographischen Märkten, in denen die Gruppe aktiv ist, haben derzeit und möglicherweise auch in Zukunft negative Auswirkungen auf die operativen, geschäftlichen und finanziellen Ergebnisse der Gruppe; (iv) das nicht-traditionelle Bankgeschäft setzt die HVB Group zusätzlichen Kreditrisiken aus; (v) die Erträge der HVB Group im Zusammenhang mit Handelsaktivitäten und Zins- und Wechselkursen können schwanken; (vi) Änderungen im deutschen und europäischen regulatorischen Umfeld können sich nachteilig auf die Geschäftstätigkeit der HVB Group auswirken; (vii) Kreditausfälle könnten die Prognosen übersteigen; (viii) Risiken in Bezug auf Markteinführungen; (ix) Systemrisiken könnten sich nachteilig auf die Geschäftstätigkeit der HVB Group auswirken.

- **Marktrisiko**

Ein schwieriges Marktumfeld kann zur Volatilität der HVB Group beitragen

- **Liquiditätsrisiko**

(i) Risiken, welche die Liquidität betreffen, könnten sich auf die Möglichkeit der Gruppe auswirken, ihren finanziellen Verpflichtungen bei Fälligkeit nachzukommen; (ii) die Vermögens-, Finanz- und

Ertragslage der HVB Group werden weiterhin durch nachteilige makroökonomische- und (Markt)Bedingungen beeinflusst; (iii) die europäische Staatsschuldenkrise hat sich nachteilig auf die Vermögens-, Finanz- und Ertragslage der HVB Group ausgewirkt und kann sich gegebenenfalls weiterhin nachteilig auswirken; (iv) die HVB Group hat ein maßgebliches Exposure gegenüber schwächeren Ländern der Eurozone; (v) Verwerfungen auf den Finanzmärkten könnten die Liquiditätssituation der HVB Group beeinflussen.

- Operationelles Risiko

(i) Die Risikomanagementstrategien und -methoden der HVB Group könnten die HVB Group bisher nicht identifizierten oder unerwarteten Risiken aussetzen; (ii) IT-Risiken; (iii) Risiken im Zusammenhang mit Auslagerungen; (iv) Risiken im Zusammenhang mit betrügerischen Handelsaktivitäten; (v) Prozessrisiken; (vi) gegen die HVB Group sind derzeit Steuerverfahren anhängig.

- Strategisches Risiko

(i) Gesamtwirtschaftliches Risiko und Risiken aus externen Marktveränderungen; (ii) Risiken aus strategischer Ausrichtung des Geschäftsmodells der HVB Group; (iii) Risiken aus der Konsolidierung des Bankenmarktes; (iv) Wettbewerbsrisiko; (v) Unsicherheiten betreffend die makroökonomischen Entwicklungen und Risiken durch sich verschärfende regulatorische Anforderungen; (vi) die Einführung von Basel III kann wesentliche Auswirkungen auf die Eigenkapitalausstattung und –anforderungen der HVB Group haben; (vii) steuerliche Implikationen – neue Steuerarten zur Beteiligung der Banken an den Kosten der Finanzkrise; (viii) Risiken in Bezug auf Ratings der HVB Group; (ix) das regulatorische Umfeld der HVB Group kann sich ändern; die Nichteinhaltung von regulatorischen Anforderungen kann zu Vollstreckungsmaßnahmen führen.

- Sonstige Risiken

(i) Geschäftsrisiko; (ii) Risiken im Zusammenhang mit dem Immobilienportfolio der HVB; (iii) Risiken aus Anteils- und Beteiligungsbesitz der HVB Group."

1.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as follows:

"Significant Changes in HVB's Financial Position and Trend Information

There has been (i) no significant change in the financial positions of the HVB Group which has occurred since 31 March 2013, and (ii) no material adverse change in the prospects of the HVB Group since the date of its last published audited financial statements of 2012 (Annual Report 2012)."

1.6 The section "**General Information - Documents incorporated by reference**" is replaced as follows:
 "The following documents with respect to the Issuer shall be deemed to be incorporated in, and to form part of, this Base Prospectus. Parts of such documents which are not incorporated by express reference are not relevant for potential investors.

	Pages of the document incorporated:	Inserted in this Prospectus on the following pages:
Registration Document of UniCredit Bank AG, dated 17 May 2013, approved by the German Federal Financial Services Supervisory Authority (<i>Bundesanstalt für Finanzdienstleistungsaufsicht</i>) A. Risk Factors - Risks relating to HVB Group	p. 4 to 17	first page of this section "General Information – Documents incorporated by reference"

B. UniCredit Bank AG		
- Information about HVB, the parent company of the HVB Group	p. 17	first page of this section "General Information – Documents incorporated by reference"
- Auditors	p. 4	first page of this section "General Information – Documents incorporated by reference"
C. Business Overview		
- Divisions of HVB Group	p. 17 to 19	first page of this section "General Information – Documents incorporated by reference"
- Principal Markets	p. 19	first page of this section "General Information – Documents incorporated by reference"
- Management and Supervisory Bodies	p. 19 to 21	first page of this section "General Information – Documents incorporated by reference"
- Major Shareholders	p. 21	first page of this section "General Information – Documents incorporated by reference"
- Outlook	p. 21	first page of this section "General Information – Documents incorporated by reference"
- Legal Risks/Arbitration Proceedings	p. 21 to 25	first page of this section "General Information – Documents incorporated by reference"
Audited financial statements of HVB Group for the fiscal year ended 31 December 2011		
- Consolidated Income Statement	p. 106 to 107	first page of this section "General Information – Documents incorporated by reference"
- Balance Sheet	p. 108 to 109	first page of this section "General Information – Documents incorporated by reference"
- Statement of Changes in Shareholders' Equity	p. 110 to 111	first page of this section "General Information – Documents incorporated by reference"

-	Cash Flow Statement	p. 112 to 113	reference" first page of this section "General Information – Documents incorporated by reference"
-	Notes to the Consolidated Financial Statements	p. 114 to 226	first page of this section "General Information – Documents incorporated by reference"
-	Auditor's Certificate	p. 227	first page of this section "General Information – Documents incorporated by reference"
Audited financial statements of HVB Group for the fiscal year ended 31 December 2012			
-	Financial Highlights	p. 3	first page of this section "General Information – Documents incorporated by reference"
-	Consolidated Income Statement	p. 116 to 117	first page of this section "General Information – Documents incorporated by reference"
-	Balance Sheet	p. 118 to 119	first page of this section "General Information – Documents incorporated by reference"
-	Statement of Changes in Shareholders' Equity	p. 120 to 121	first page of this section "General Information – Documents incorporated by reference"
-	Cash Flow Statement	p. 122 to 123	first page of this section "General Information – Documents incorporated by reference"
-	Notes to the Consolidated Financial Statements	p. 124 to 238	first page of this section "General Information – Documents incorporated by reference"
-	Auditor's Certificate	p. 239	first page of this section "General Information – Documents incorporated by reference"
Audited unconsolidated financial statements (Jahresabschluss) for the fiscal year ended 31 December 2012			

-	Income Statement	p. 80 to 81	first page of this section "General Information – Documents incorporated by reference"
-	Balance Sheet	p. 82 to 87	first page of this section "General Information – Documents incorporated by reference"
-	Notes	p. 88 to 138	first page of this section "General Information – Documents incorporated by reference"
-	Auditor's Report	p. 139	first page of this section "General Information – Documents incorporated by reference"
Unaudited Interim Report (Zwischenbericht) as at 31 March 2013			
-	The unaudited Interim Report of HVB as at 31 March 2013 is incorporated in its entirety.	p. 1 to 47	first page of this section "General Information – Documents incorporated by reference"

Documents incorporated by reference have been published on the website of the Issuer (<http://investors.hypovereinsbank.de/cms/german/investorrelations/index.html>).

Copies of any or all of the documents which are incorporated herein by reference will be available free of charge at the offices of UniCredit Bank AG (Arabellastraße 12, 81925 München)."

2. CHANGES TO THE BASE PROSPECTUS FOR THE OFFER OF INDEX AND COMMODITY CERTIFICATES DATED 31 MAY 2012

2.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.

2.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.

2.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.

2.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.

2.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.

2.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.

3. CHANGES TO THE PROSPECTUS FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES, CERTIFICATES AND WARRANTS DATED 20 MAY 2011

- 3.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.
- 3.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.
- 3.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.
- 3.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.
- 3.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.
- 3.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.

4. CHANGES TO THE PROSPECTUS FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF CREDIT LINKED NOTES AND CREDIT LINKED CERTIFICATES DATED 14 JUNE 2010

- 4.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.
- 4.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.
- 4.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.
- 4.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.
- 4.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.
- 4.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.

5. CHANGES TO THE PROSPECTUS FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES, CERTIFICATES AND WARRANTS DATED 20 MAY 2010

- 5.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial**

- Highlights as of 30 September 2012**"shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.
- 5.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.
- 5.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.
- 5.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.
- 5.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.
- 5.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.
- 6. CHANGES TO THE PROSPECTUS FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES (INCLUDING CREDIT LINKED NOTES), CERTIFICATES AND WARRANTS DATED 20 MAY 2009**
- 6.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**"shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.
- 6.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.
- 6.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.
- 6.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.
- 6.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.
- 6.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.
- 7. CHANGES TO THE TWO PROSPECTUSES FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES (INCLUDING PFANDBRIEFE AND CREDIT LINKED INSTRUMENTS), CERTIFICATES AND WARRANTS DATED 4 MARCH 2009**
- 7.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**"shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.
- 7.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.

- 7.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.
- 7.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.
- 7.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.
- 7.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.
- 8. CHANGES TO THE TWO PROSPECTUSES FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES (INCLUDING PFANDBRIEFE AND CREDIT LINKED INSTRUMENTS), CERTIFICATES AND WARRANTS DATED 11 MARCH 2008**
- 8.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.
- 8.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.
- 8.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.
- 8.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.
- 8.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.
- 8.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.
- 9. CHANGES TO THE TWO PROSPECTUSES FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES (INCLUDING PFANDBRIEFE), CERTIFICATES AND WARRANTS DATED 25 JUNE 2007**
- 9.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.
- 9.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.
- 9.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.

- 9.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.
- 9.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.
- 9.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.
- 10. CHANGES TO THE TWO PROSPECTUSES FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES (INCLUDING PFANDBRIEFE), CERTIFICATES AND WARRANTS DATED 27 JUNE 2006**
- 10.1 In the section "**Summary of the Prospectus – 4. Summary description of the Issuer**" the paragraphs "**Consolidated Financial Highlights as of 31 December 2011**" and "**Consolidated Financial Highlights as of 30 September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.1 of this Supplement.
- 10.2 The content of section "**Summary of the Prospectus – 5. – Risk Factors – Risks relating to UniCredit Bank AG**" is replaced as stated under item 1.2 of this Supplement.
- 10.3 In the section "**German Translation of Summary of the Prospectus (Zusammenfassung des Prospekts) – 4. Zusammenfassung der Beschreibung der Emittentin**" the paragraphs "**Ausgewählte konsolidierte Finanzkennzahlen zum 31. Dezember 2011**" and "**Ausgewählte konsolidierte Finanzkennzahlen zum 30. September 2012**" shall be deleted and replaced with the paragraphs as stated under item 1.3 of this Supplement.
- 10.4 The content of section "**Zusammenfassung des Prospekts – 5. Risikofaktoren – Mit UniCredit Bank AG verbundene Risiken**" is replaced as stated under item 1.4 of this Supplement.
- 10.5 The section "**General Information - Significant Changes in HVB's Financial Position and Trend Information**" is replaced as stated under item 1.5 of this Supplement.
- 10.6 The section "**General Information - Documents incorporated by reference**" is replaced as stated under item 1.6 of this Supplement.

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Signed by
Michael Furmans Michaela Karg